Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

THE GEORGE FOUNDATION
PMB 310 MORTON, SUITE C
RICHMOND, TX 77469

A Employer identification number: 74-6043368

B Telephone number (see the instructions): 281-342-6109

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 ► ☐

H Check type of organization: [X] 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*) ► $ 234,751,385.

J Accounting method: [X] 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 the 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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2,705,262.	2,705,262.		
	4 Dividends and interest from securities	1,960,511.	1,960,511.		
	5a Gross rents	631,736.	631,736.		
	b Net rental income or (loss) 350,843.				
	6a Net gain/(loss) from sale of assets not on line 10	-13,786,054.			
	b Gross sales price for all assets on line 6a 41,942,058.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	5,252,819.	5,216,483.		
	12 **Total.** Add lines 1 through 11	-3,235,726.	10,513,992.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	357,000.	94,125.		262,875.
	14 Other employee salaries and wages	420,718.	120,733.		299,985.
	15 Pension plans, employee benefits	34,838.	13,935.		20,903.
	16a Legal fees (attach schedule) SEE ST 2	183,719.	81,029.		102,690.
	b Accounting fees (attach sch) SEE ST 3	39,155.	15,662.		23,493.
	c Other prof fees (attach sch) SEE ST 4	758,512.	758,333.		81.
	17 Interest				
	18 Taxes (attach schedule) SEE STMT 5	332,191.	286,423.		45,768.
	19 Depreciation (attach sch) and depletion	246,934.	32,507.		
	20 Occupancy	56,744.	17,023.		39,720.
	21 Travel, conferences, and meetings	12,254.	1,225.		11,029.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	1,783,553.	329,740.		1,453,813.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,225,618.	1,750,735.		2,260,357.
	25 Contributions, gifts, grants paid PART XV	12,110,530.			12,110,530.
	26 **Total expenses and disbursements.** Add lines 24 and 25	16,336,148.	1,750,735.	0.	14,370,887.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-19,571,874.			
	b **Net investment income** (if negative, enter -0-)		8,763,257.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	400.	400.	400.
	2 Savings and temporary cash investments	6,373,679.	5,807,033.	5,807,033.
	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 the 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			
	10a Investments – U.S. and state government obligations (attach schedule)	33,273,328.	29,251,996.	30,799,340.
	b Investments – corporate stock (attach schedule)	52,332,078.	48,966,209.	58,846,742.
	c Investments – corporate bonds (attach schedule)	17,503,902.	17,680,767.	18,451,381.
	11 Investments – land, buildings, and equipment: basis ► 27,346,137.			
	Less: accumulated depreciation (attach schedule) SEE STMT 7. ► 5,958,066.	21,410,661.	21,388,071.	43,339,035.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	85,237,942.	75,000,228.	73,419,100.
	14 Land, buildings, and equipment. basis ► 19,486,099.			
	Less: accumulated depreciation (attach schedule) SEE STMT 8 ► 14,507,467.	5,044,205.	4,978,632.	2,542,020.
	15 Other assets (describe ► SEE STATEMENT 9)	1,583,345.	1,546,334.	1,546,334.
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	222,759,540.	204,619,670.	234,751,385.
LIABILITIES	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 ► SEE STATEMENT 10)	2,200.	2,000.	
	23 **Total liabilities** (add lines 17 through 22)	2,200.	2,000.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	222,757,340.	204,617,670.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	222,757,340.	204,617,670.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	222,759,540.	204,619,670.	

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	222,757,340.
2	Enter amount from Part I, line 27a	2	-19,571,874.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	1,933,382.
4	Add lines 1, 2, and 3	4	205,118,848.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	501,178.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	204,617,670.

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 (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 13			
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	-13,786,054.
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 the 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 (column (b) divided by column (c))
2008	10,463,571.	231,974,572.	0.045107
2007	12,196,217.	248,081,146.	0.049162
2006	7,311,629.	226,067,141.	0.032343
2005	6,170,966.	203,804,142.	0.030279
2004	6,986,882.	208,601,425.	0.033494

2	Total of line 1, column (d)	2	0.190385
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	0.038077
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	208,227,739.
5	Multiply line 4 by line 3	5	7,928,688.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	87,633.
7	Add lines 5 and 6	7	8,016,321.
8	Enter qualifying distributions from Part XII, line 4	8	14,520,920.

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 the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b			1	87,633.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	87,633.
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	87,633.
6 Credits/Payments:				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	84,318.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	89,318.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,685.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ►	1,685.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.THEGEORGEFOUNDATION.ORG

14 The books are in care of ► SANDRA G. THOMPSON Telephone no. ► 281-342-6109
Located at ► 215 MORTON ST. RICHMOND TX ZIP + 4 ► 77469

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		X
Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ 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 the instructions.)		2b	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. ► 20__ , 20__ , 20__ , 20__ .				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2009 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 2009.)*		3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** 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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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 14		357,000.	6,900.	8,264.

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
SANDRA G. THOMPSON RICHMOND, TX 77469	CFO 40	141,668.	4,128.	3,727.
DEE S. KOCH RICHMOND, TX 77469	GRANT OFFICER 40	99,554.	2,912.	8,495.
DIANA KALLUS-ETZLER RICHMOND, TX 77469	ACCOUNTANT 40	72,452.	2,135.	1,386.
ROCKY L PARR RICHMOND, TX 77469	OPERATIONS MG 40	73,634.	0.	695.
ORIN N COVELL RICHMOND, TX 77469	ADM OFFICER 40	83,638.	2,639.	7,215.

Total number of other employees paid over $50,000 ► 6

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 15		506,632.
Total number of others receiving over $50,000 for professional services ►		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	1,323,533.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
	a Average monthly fair market value of securities	1a	167,835,017.
	b Average of monthly cash balances	1b	340,008.
	c Fair market value of all other assets (see instructions)	1c	43,223,695.
	d **Total** (add lines 1a, b, and c)	1d	211,398,720.
	e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	211,398,720.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,170,981.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	208,227,739.
6	**Minimum investment return.** Enter 5% of line 5	6	10,411,387.

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	10,411,387.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 87,633.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	87,633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,323,754.
4	Recoveries of amounts treated as qualifying distributions	4	36,336.
5	Add lines 3 and 4	5	10,360,090.
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	10,360,090.

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	14,370,887.
	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	150,033.
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	14,520,920.
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	87,633.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,433,287.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				10,360,090.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			6,486,790.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 14,520,920.				
a Applied to 2008, but not more than line 2a			6,486,790.	
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 2009 distributable amount				8,034,130.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(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 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,325,960.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 17

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				12,110,530.
Total			► 3a	12,110,530.
b Approved for future payment				
SEE ATTACHED SCHEDULE				6,114,127.
Total			► 3b	6,114,127.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,705,262.	
4 Dividends and interest from securities			14	1,960,511.	
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			16	350,843.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900000	48.	14	-13,786,102.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 18		-11,458.		5,264,277.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-11,410.		-3,505,209.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 -3,516,619.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

SIGN HERE

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

► [signature] 6/29/10 ► TRUSTEE

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature ► Connie L. Estopinal	Date 6-29-10	Check if self-employed ► ☐ Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ► MOHLE ADAMS 3900 ESSEX LANE, SUITE 1000 HOUSTON, TX 77027		EIN ► N/A Phone no ► (713) 629-1381

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EASEMENTS/ROW	$ 2,500.	$ 2,500.	
LIVESTOCK RAISED	13,982.		
OIL & GAS LEASE BONUS	148,337.	148,337.	
OIL & GAS ROYALTIES	5,053,546.	5,053,546.	
OTHER PORTFOLIO INCOME	16,739.	16,739.	
PARTNERSHIP INCOME - UBTI	-11,458.	-11,458.	
PARTNERSHIP ORDINARY	6,819.	6,819.	
RECOVERY OF PRIOR GRANTS	22,354.		
TOTAL	$ 5,252,819.	$ 5,216,483.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL LEGAL FEES	$ 145,557.	$ 43,667.		$ 101,890.
GRANT RELATED	800.			800.
OIL & GAS COUNCIL	10,667.	10,667.		
REAL ESTATE COUNCIL	26,695.	26,695.		
TOTAL	$ 183,719.	$ 81,029.	$ 0.	$ 102,690.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 39,155.	$ 15,662.		$ 23,493.
TOTAL	$ 39,155.	$ 15,662.	$ 0.	$ 23,493.

STATEMENT 4
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
INVESTMENT CUSTODIAL FEES	$ 39,544.	$ 39,544.		
INVESTMENT MANAGEMENT FEES	630,811.	630,713.		
OTHER PROFESSIONAL FEES	135.	54.		$ 81.

STATEMENT 4 (CONTINUED)
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
REAL ESTATE CONSULTING	$ 88,022.	$ 88,022.		
TOTAL	$ 758,512.	$ 758,333.	$ 0.	$ 81.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	$ 293,164.	$ 272,764.		$ 20,400.
PAYROLL TAXES	39,027.	13,659.		25,368.
TOTAL	$ 332,191.	$ 286,423.	$ 0.	$ 45,768.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CONSULTANTS	$ 3,820.	$ 1,528.		$ 2,292.
GEORGE RANCH HISTORICAL PARK OPERATIONS	1,323,533.			1,323,533.
GRANT RELATED EXPENSES	38,387.			38,387.
INSURANCE	87,197.	29,997.		57,200.
MISCELLANEOUS	9,759.	1,093.		8,666.
OFFICE EXPENSE	34,117.	14,013.		20,104.
REAL ESTATE RELATED EXPENSES	660.	660.		
RENTAL EXPENSES	280,893.	280,893.		
TRUSTEE EXPENSES	5,187.	1,556.		3,631.
TOTAL	$ 1,783,553.	$ 329,740.	$ 0.	$ 1,453,813.

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND, BUILDINGS & EQUIPMENT	$ 27,346,137.	$ 5,958,066.	$ 21,388,071.	$ 43,339,035.
SCHEDULE ATTACHED TOTAL	$ 27,346,137.	$ 5,958,066.	$ 21,388,071.	$ 43,339,035.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND, BUILDINGS & EQUIPMENT SCHEDULE ATTACHED	$ 19,486,099.	$ 14,507,467.	$ 4,978,632.	$ 2,542,020.
TOTAL	$ 19,486,099.	$ 14,507,467.	$ 4,978,632.	$ 2,542,020.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
FAIRCHILD FARMERS COOP GIN RECEIVABLE	$ 37,540.	$ 37,540.
LID #6 REIMBURSEABLE	1,489,965.	1,489,965.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	1,570.	1,570.
PURCHASED INTEREST	8,204.	8,204.
TOTAL	$ 1,546,334.	$ 1,546,334.

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

RENT DEPOSITS	$ 2,000.
TOTAL	$ 2,000.

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

FMV OF LAND DONATED IN EXCESS OF BASIS	$ 1,933,382.
TOTAL	$ 1,933,382.

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

DISTRIBUTION OF TRUST CORPUS	$ 500,000.
NONDEDUCTIBLE LOSS ON DISPOSITION OF CHARITABLE USE ASSETS	1,178.
TOTAL	$ 501,178.

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SALE OF SECURITIES	PURCHASED	VARIOUS	VARIOUS
2	DELTEC SPEC SIT PTN - CG	PURCHASED	VARIOUS	VARIOUS
3	RAFI INTL FUND - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
4	RAFI FUND - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
5	DELTEC RECOVERY FD - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
6	NORTHERN TRUST FD A/C - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
7	MCDONNELL A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
8	TWO USED CATTLE GUARDS	PURCHASED	VARIOUS	5/11/2009
9	RAFI FUND - CG DISTRIBUTIONS-UBTI	PURCHASED	VARIOUS	VARIOUS
10	HP OFFICE JET 7410 -RCA	PURCHASED	2/15/2007	11/15/2009

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	41420254.		48109542.	-6689288.				$-6689288.
2	477,987.		0.	477,987.				477,987.
3	0.		370,668.	-370,668.				-370,668.
4	0.		6696127.	-6696127.				-6696127.
5	0.		551,532.	-551,532.				-551,532.
6	43,306.		0.	43,306.				43,306.
7	263.		0.	263.				263.
8	200.		0.	200.				200.
9	48.		0.	48.				48.
10	0.		243.	-243.				-243.
							TOTAL	$ -13786054.

STATEMENT 14
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
P. MICHAEL WELLS 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	$ 19,500.	$ 0.	$ 0.
E.E. REED 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 6.00	19,500.	0.	1,141.
ROLAND C. ADAMSON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	EXECUTIVE DIREC 40.00	259,500.	6,900.	6,244.
CHARLES P. MCDONALD 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	19,500.	0.	879.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
WILLIAM O. JAMESON 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	$ 19,500.	$ 0.	$ 0.
JOHN M. NULL 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	19,500.	0.	0.
	TOTAL	$ 357,000.	$ 6,900.	$ 8,264.

STATEMENT 15
FORM 990-PF, PART VIII, LINE 3
COMPENSATION OF FIVE HIGHEST PAID CONTRACTORS

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
LYTLE & MOORE, L.L.P. 2116 THOMPSONS RD, STE 116 RICHMOND, TX 77469	LEGAL SERVICES	74,368.
THE WYNN LAW FIRM 711 LOUISIANA ST, STE. 2010 HOUSTON, TX 77002	LEGAL FEES	89,308.
IRONBRIDGE CAPITAL MANAGEMENT LP ONE PARKVIEW PLAZA, STE 600 OAKBROOK TERRACE, IL 60181	INVESTMENT MANAGER	182,667.
MCDONNELL INVESTMENT MANAGEMENT 1515 W 22ND ST OAKBROOK, IL 60523	INVESTMENT MANAGER	79,068.
PAUL L COMSTOCK CO 2 RIVERWAY, STE 1000 HOUSTON, TX 77056	INVESTMENT COUNCIL	81,221.
	TOTAL	$ 506,632.

STATEMENT 16
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
THE GEORGE RANCH HISTORICAL PARK (GRHP) - OPERATING EXPENSES THE GRHP IS AN OUTDOOR LIVING MUSUEM WHERE EVERY DAY, THE LEGENDS AND LEGACIES OF THOSE WHO SHAPED THIS PLACE COME TO LIFE. AUTHENTIC LOCATIONS, HISTORIC HOMES, COSTUMED PRESENTERS AND A REMARKABLE STORY OF DETERMINATION AND COURAGE SET THE STAGE FOR TREKKING THROUGH TEXAS	$ 1,323,533.

STATEMENT 16 (CONTINUED)
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
HISTORY. PUBLIC TOURS AND AN EXTENSIVE LIST OF SCHOOL PROGRAMS ARE AVAILABLE.	
16,231 STUDENT GROUP ATTENDEES FROM 291 SCHOOLS - 22 INDEPENDENT SCHOOL DISTRICTS AND 10 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2009 = 45,768	

STATEMENT 17
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	TRUSTEES - THE GEORGE FOUNDATION
CARE OF:	
STREET ADDRESS:	310 MORTON ST., PMB SUITE C
CITY, STATE, ZIP CODE:	RICHMOND, TX 77469
TELEPHONE:	
FORM AND CONTENT:	SEE ATTACHED "GUIDELINES FOR MAKING GRANT APPLICATION"
SUBMISSION DEADLINES:	SEE ATTACHED "GUIDELINES FOR MAKING GRANT APPLICATION"
RESTRICTIONS ON AWARDS:	SEE ATTACHED "GUIDELINES FOR MAKING GRANT APPLICATION"

STATEMENT 18
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSINESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLUSION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
EASEMENTS/ROW			16	$ 2,500.	
LIVESTOCK RAISED			1	13,982.	
OIL & GAS LEASE BONUS			15	148,337.	
OIL & GAS ROYALTIES			15	5,053,546.	
OTHER PORTFOLIO INCOME			14	16,739.	
PARTNERSHIP INCOME - UBTI	900000	$ -11,458.			
PARTNERSHIP ORDINARY			14	6,819.	
RECOVERY OF PRIOR GRANTS			1	22,354.	
TOTAL		$ -11,458.		$ 5,264,277.	$ 0.

THE GEORGE FOUNDATION
EIN# 74-6043368
12/31/2009

990PF, PAGE 1, PART I, LINE 19 - DEPRECIATION AND DEPLETION

	COST OR BASIS	PRIOR YEAR ACCUMULATED DEPRECIATION	METHOD	LIFE OR RATE	CURRENT YEAR DEPRECIATION
OFFICE AUTOMOTIVE	5,306	4,863	S/L	5 YR	443
OFFICE BUILDING	544,574	59,519	S/L	VARIOUS	14,004
OFFICE BUILDING EQUIPMENT	14,963	8,383	S/L	10 YR	1,637
OFFICE FURNITURE & EQUIPMENT	93,359	63,047	S/L	5 YR	8,417
FARM/LG AUTOMOTIVE	42,608	42,608	S/L	VARIOUS	-
FARM/LG BUILDINGS	986,027	971,654	S/L	VARIOUS	1,119
FARM/LG EQUIPMENT	201,572	188,927	S/L	VARIOUS	3,783
FARM/LG FENCES	322,566	295,131	S/L	VARIOUS	1,934
FARM/LG ROADS AND CULVERTS	171,181	165,834	S/L	5 YR	468
FARM/LG WATER SYSTEM	158,851	155,834	S/L	VARIOUS	702
	$ 2,541,007	$ 1,955,800			$ 32,507
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	18,218,807	14,174,717	S/L	VARIOUS	185,562
GRANT-RELATED ASSETS	820,302	118,784	S/L		28,865
	$ 21,580,116	$ 16,249,301	TOTAL DEPRECIATION		$ 246,934
FULLY DEPLETED ROYALTIES	3,964,815	3,964,815			-
OTHER MINERAL PROPERTIES	5,035	5,035			-
	$ 3,969,850	$ 3,969,850	TOTAL DEPLETION		$ -
TOTAL DEPRECIATION AND DEPLETION					$ 246,934

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2009

	Description	Tax Basis	Market Value
130 M	AMERICAN MUN PWR OHIO 3.944% 02/15/201	130,000.00	127,530.00
125 M	BATON ROUGE LA PUB IMPT 4.28% 08/01/20	127,587.50	126,235.00
590 M	BERGEN CNTY NJ 5.375% 09/15/2011	595,563.70	626,680.30
220 M	BROWNSVILLE TEX UTIL 4.695% 09/01/2010	218,603.00	225,236.00
20 M	CERRITOS CAL PUB FIN AUTH 8% 11/01/2011	21,193.80	21,012.40
465 M	CHELAN CNTY WASH PUB UTIL 4.5% 07/01/2	471,258.90	478,573.35
55 M	CHEROKEE CNTY GA DEV AUTH 6.65% 08/01	56,485.55	55,592.90
155 M	CHICAGO IL 5.4% 01/01/2014	156,297.35	165,665.55
300 M	DALLAS-FT WORTH INTL ARPT 6.6% 11/01/2	318,975.00	303,408.00
125 M	DENTON TX UTIL SYS REV 6.75% 12/01/2021	135,925.00	142,215.00
300 M	DOVER DEL ELEC 4.75% 07/01/2012	292,590.00	303,426.00
150 M	EAST ORANGE NJ 5% 04/01/2012	156,330.00	159,609.00
750 M	FED FARM CR BKS CONS 4.875% 01/17/2017	733,879.10	798,045.00
650 M	FHLB 3.625% 07/01/2011	649,070.50	675,316.20
250 M	FHLB 3.625% 10/18/2013	242,625.00	261,884.25
175 M	FHLMC DEB 5% 07/15/2014	179,551.75	192,255.18
1 M	FHLMC GOLD 6% 03/01/2011	958.73	1,050.09
13 M	FHLMC GOLD 6.5% 01/01/2016	13,423.76	14,322.67
13 M	FHLMC GOLD 6.5% 11/01/2011	13,418.99	13,498.46
8 M	FHLMC GOLD POOL C37463 8% 04/01/2030	7,576.08	8,630.73
78 M	FHLMC MULITCLASS SER 2602 5% 04/15/201	81,213.60	82,544.20
400 M	FHLMC MULTICLASS 5% 10/15/2031	393,472.82	418,161.60
250 M	FHLMC MULTICLASS 5.5% 01/15/2031	249,279.86	260,331.74
77 M	FHLMC MULTICLASS PREASSIGN 4.5% 04/15	79,215.39	78,348.84
49 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	50,741.68	52,377.32
101 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	100,991.63	103,740.89
75 M	FHLMC MULTICLASS PREASSIGN 6% 12/15/2	78,375.00	79,511.63
41 M	FHLMC MULTICLASS SER 2543 5.5% 04/15/20	42,082.16	43,132.17
107 M	FHLMC MULTICLASS SER 2631 5% 02/15/203	111,413.75	111,366.67
500 M	FHLMC MULTICLASS SER 2770 4.5% 05/15/20	502,500.00	524,011.50
282 M	FHLMC MULTICLASS SER 2776 5% 09/15/203	293,562.00	294,108.52
150 M	FHLMC MULTICLASS SER 2971 5% 07/15/201	153,000.00	158,745.90
125 M	FHLMC MULTICLASS SER 3026 5.5% 06/15/20	128,281.25	131,434.38
100 M	FHLMC MULTICLASS SER 3149 5% 10/15/203	101,718.75	101,421.20
194 M	FHLMC MULTICLASS SER 3334 5% 06/15/202	198,459.60	198,311.90
40 M	FHLMC POOL 5% 03/01/2018	41,462.42	42,546.11
1,750 M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,751,726.25	1,715,736.75
1,200 M	FHLMC TRANCHE #TR 00420 5% 01/30/2014	1,217,832.00	1,308,469.20

The George Foundation - 990PF #74-6043368
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Government Bonds
December 31, 2009

		Description	Tax Basis	Market Value
3	M	FNMA POOL #250919 7% 05/01/2012	2,868.57	3,048.66
31	M	FNMA POOL #551213 7.5% 09/01/2015	31,116.64	33,941.12
13	M	FNMA POOL #606725 6.5% 10/01/2031	13,398.34	14,168.15
64	M	FNMA POOL #696903 5.5% 04/01/2033	65,178.83	67,255.05
32	M	FNMA POOL #837348 5% 09/01/2035	30,454.07	33,322.01
23	M	FNMA POOL #871468 5.5% 5/01/2036	22,257.25	24,191.68
225	M	FNMA POOL #888304 5.279% 04/01/2037	224,735.73	235,915.67
183	M	FNMA POOL #904131 5.5% 11/01/2036	179,196.86	191,575.65
192	M	FNMA POOL #909419 5% 02/01/2037	180,489.34	196,861.96
425	M	FNMA POOL #985896 5.5% 08/01/2038	413,929.62	445,601.40
448	M	FNMA POOL #AC3657 4.5% 10/01/2039	451,754.95	447,603.34
1,200	M	FNMA PREASSIGN 00419 3.625% 08/15/2011	1,199,424.00	1,250,239.20
160	M	FNMA PREASSIGN 00316 5% 06/25/2023	166,900.00	167,860.64
1,185	M	FNMA PREASSIGN 00460 2.75% 02/05/2014	1,184,063.85	1,198,391.69
38	M	FNMA REMIC SER 2004-70 4% 12/25/2029	37,077.05	38,515.31
189	M	FNMA REMIC TR 2005-45 5.5% 07/25/2030	192,946.11	197,868.92
89	M	GNMA 2003-014 REMIC 5% 12/20/2030	92,015.82	89,056.68
156	M	GNMA 2004-010 REMIC 3.407% 7/16/2021	154,286.77	157,596.92
117	M	GNMA 2004-016 REMIC 3.5% 02/20/2034	116,219.86	118,989.03
325	M	GNMA 4.175% 01/16/2038	324,782.76	326,284.73
23	M	GNMA POOL 5.5% 12/15/2017	24,081.76	24,625.00
40	M	GNMA POOL 6% 11/15/2032	41,740.59	42,804.86
80	M	GREEN BAY WIS AREA PUB SCH 4.55% 04/0	81,993.60	80,283.20
30	M	ILLINOIS HSG DEV AUTH 5.02% 01/01/2012	29,837.70	31,501.80
65	M	INDUSTRY CALIF URBAN DEV AGY 5.1% 05/0	65,207.35	64,668.50
150	M	KEARNY N J SER B 5% 02/01/2013	155,833.50	157,488.00
180	M	LITTLE ROCK ARK WASTE DISP 5.4% 05/01/2	185,418.00	184,075.20
385	M	LOS A CAL CMNTY REDEV AGY 4.99 % 12/01/	384,422.50	380,098.95
200	M	MIA BEACH FL REDEV AGY 4.72% 12/01/2012	205,946.00	209,626.00
105	M	NEBRASKA PUB PWR 4.85% 01/01/2014	105,000.00	111,578.25
350	M	NEW JERSEY SPORTS & EXPO 4.464% 09/01/	348,678.00	361,144.00
100	M	NEW JERSEY ST EDL FACS AUTH DORM SA	104,695.00	111,019.00
245	M	OAKLAND CA REDEV AGY 5.252% 09/01/2016	250,568.85	242,297.65
100	M	OCONTO FALLS WIS CMNTY DEV 6.55% 09/0	111,429.00	112,157.00
275	M	OREGON ST DEPT ADM SVCS LOTTERY 4.6	260,163.75	271,823.75
125	M	ORLANDO FL UTILS COMMN WTR & ELEC 4.	126,090.00	126,048.75
325	M	PHILADELPHIA PA AUTH FOR INDL DEV PEN	336,407.50	311,610.00
20	M	SD ST BLDG AUTH 6.75% 09/01/2013	21,629.80	21,684.80

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2009

	Description	Tax Basis	Market Value
70 M	STOCKTON CAL PORT DIST PORT REV 5.3%	71,173.20	70,843.50
185 M	UNIVERSITY CALIF REV 4.06% 05/15/2013	178,016.25	187,273.65
50 M	UPPER ALLEN TWP PA 6.3% 04/01/2011	51,862.50	51,041.00
7,000 M	US TIPS	6,397,927.73	7,394,003.33
900 M	US TREAS 3.875% 5/15/2018	1,008,835.63	913,851.90
450 M	US TREAS 4.25% 08/15/2014	509,872.89	485,472.60
1,030 M	US TREAS INFL INDX 1.625% 01/15/2018	1,067,490.66	1,087,974.78
930 M	US TREAS INFL INDX 2% 01/15/2014	1,038,426.87	1,150,587.07
700 M	WASHINGTON ST ECONOMIC DEV 3.5% 10/0	649,509.00	706,608.00
115 M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	112,240.00
145 M	WESTERN WASH UNIV 5.77% 04/01/2019	145,000.00	152,135.45
	Grand Total:	29,251,995.92	30,799,340.39

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2009

	Description	Tax Basis	Market Value
19,800 SHS	ABBOTT LAB	957,302.25	1,069,002.00
26,708 SHS	ACCENTURE LTD BERMUDA	925,383.90	1,108,382.00
12,700 SHS	ADOBE SYS	370,609.33	467,106.00
35,200 SHS	ADR ARM HLDS PLC SPONSORED ISIN	220,897.00	301,312.00
5,100 SHS	ADR TEVA PHARMACEUTICAL INDS	223,387.00	286,518.00
10,000 SHS	ADVANCED MICRO DEVICES	283,522.68	96,800.00
4,919 SHS	AGL RES	174,132.90	179,395.93
5,600 SHS	AKAMAI TECHNOLOGIES	116,665.00	141,848.00
7,238 SHS	ALCON	806,157.31	1,189,565.30
8,316 SHS	ALEXANDER & BALDWIN	327,080.65	284,656.68
2,420 SHS	ALEXANDRIA REAL ESTATE	151,081.74	155,581.80
1,411 SHS	ALLEGHANY	479,765.41	389,436.00
21,679 SHS	ALLERGAIN	862,319.28	1,365,993.79
8,456 SHS	AMAZON	475,383.71	1,137,501.12
12,452 SHS	AMER FINL GROUP	344,817.55	310,677.40
2,596 SHS	AMERN SUPERCONDUCTOR	20,167.80	106,176.40
20,482 SHS	AMGEN	1,247,096.68	1,158,666.74
4,473 SHS	ANSYS	117,899.62	194,396.58
10,958 SHS	APOGEE ENTERPRISES	158,658.44	153,412.00
8,567 SHS	APPLE	813,911.32	1,806,437.62
800 SHS	APPLE COMPUTER	47,306.00	168,688.00
7,481 SHS	APTARGROUP	276,274.32	267,370.94
3,115 SHS	ARCH CHEMICALS	104,282.20	96,191.20
5,807 SHS	ARGO GROUP INTERNATIONAL	292,264.75	169,215.98
6,431 SHS	ASTEC INDS	161,277.95	173,251.14
2,394 SHS	ATWOOD OCEANICS	85,316.40	85,824.90
3,100 SHS	AUTODESK	61,715.73	78,771.00
12,500 SHS	AVIAT NETWORKS (FNA HARRIS STRATEX N	193,003.88	86,375.00
12,048 SHS	AVISTA	222,970.39	260,116.32
14,039 SHS	BARD C R	1,131,082.83	1,093,638.10
7,000 SHS	BE AEROSPACE	56,556.60	164,500.00
5,862 SHS	BIG LOTS	129,663.44	169,880.76
4,700 SHS	BJ SVCS	169,965.20	87,420.00
10,867 SHS	BLACK HILLS	381,631.67	289,388.21
500 SHS	BLACKROCK	105,584.50	116,100.00
4,600 SHS	BUCKLE	141,000.25	134,688.00
18,719 SHS	C H ROBINSON WORLDWIDE	1,001,876.82	1,099,366.87
9,600 SHS	CABELAS	192,986.26	136,896.00
4,832 SHS	CABOT	111,345.18	126,743.36

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2009

		Description	Tax Basis	Market Value
4,323	SHS	CABOT OIL & GAS	46,457.86	188,439.57
19,263	SHS	CALLAWAY GOLF	234,660.33	145,243.02
4,796	SHS	CARPERNTER TECH	158,820.38	129,252.20
4,210	SHS	CASEYS GEN STORES	135,595.67	134,383.20
7,570	SHS	CEPHEID	56,129.92	94,473.60
2,282	SHS	CERNER	47,515.87	188,128.08
5,050	SHS	CHEESECAKE FACTORY	99,913.75	109,029.50
13,562	SHS	CHEVRONTEXACO	445,927.29	1,044,138.38
54,683	SHS	CISCO SYS	921,614.56	1,309,111.02
8,500	SHS	CISCO SYSTEMS	117,890.75	203,490.00
39,709	SHS	CITIGROUP	905,641.23	131,436.79
900	SHS	CME GROUP	163,887.03	302,355.00
4,000	SHS	COACH	68,228.40	146,120.00
5,930	SHS	COLUMBIA BKG SYS	93,247.28	95,947.40
7,452	SHS	CORN PRODS INTL	209,077.40	217,821.96
7,909	SHS	CORP OFFICE PPTYS TR	178,512.38	289,706.67
2,400	SHS	CORPORATE EXECUTIVE BRD	93,402.51	54,768.00
5,583	SHS	CULLEN/FROST BANKERS	268,067.69	279,150.00
20,637	SHS	CYPRESS SEMICONDUCTOR	80,910.58	217,926.72
11,399	SHS	DAKTRONICS	125,320.53	104,984.79
1,380	SHS	DIONEX	64,559.44	101,940.60
7,200	SHS	DREAMWORKS ANIMATION	189,101.43	287,640.00
13,600	SHS	E*TRADE FIN	302,467.50	23,800.00
4,600	SHS	EATON	312,865.12	292,652.00
5,000	SHS	EDWARDS LIFESCIENCES	171,351.30	434,250.00
2,994	SHS	ESTERLINE TECHNOLOGIES	139,538.52	122,065.38
7,300	SHS	ETHAN ALLEN INTERIORS	186,335.09	97,966.00
14,662	SHS	EXELIXIS	94,926.44	108,058.94
3,800	SHS	EXPEDITORS INTL WASH	93,263.78	131,974.00
13,112	SHS	EXXON MOBIL	316,516.33	894,107.28
3,500	SHS	FACTSET RESH SYS	166,442.42	230,545.00
8,189	SHS	FLIR SYS	105,176.66	267,944.08
4,518	SHS	FLOWERS FOODS	100,379.89	107,347.68
3,366	SHS	FMC CORP	90,669.89	187,688.16
12,566	SHS	FREDS	158,213.31	128,173.20
5,100	SHS	GARMIN LTD	169,372.13	156,570.00
3,179	SHS	GATX	100,641.69	91,396.25
43,280	SHS	GENERAL ELECTRIC	753,716.87	654,826.40
3,135	SHS	GEN-PROBE	135,927.77	134,491.50

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2009

		Description	Tax Basis	Market Value
5,600	SHS	GENTEX	48,200.32	99,960.00
250	SHS	GENZYME	15,051.25	12,252.50
25,380	SHS	GILEAD SCI	1,131,376.79	1,098,446.40
6,540	SHS	GLACIER BANCORP	90,280.85	89,728.80
900	SHS	GOLDMAN SACHS GROUP	148,982.00	151,956.00
3,379	SHS	GOOGLE	1,470,193.73	2,094,912.42
10,031	SHS	GRAFTECH INTL LTD	107,160.61	155,982.05
2,400	SHS	GREEN MTN COFFEE ROASTERS	61,014.08	195,528.00
10,750	SHS	HANSEN MED	32,110.49	32,572.50
5,333	SHS	HENRY JACK & ASSOC	136,841.16	123,298.96
3,000	SHS	HONEYWELL INTL	77,953.60	117,600.00
2,498	SHS	IBERIABANK	112,256.16	134,417.38
3,501	SHS	IDEX	86,356.65	109,056.15
1,689	SHS	IDEXX LABS	73,803.71	90,260.16
8,297	SHS	ILLUMINA	245,176.02	254,303.05
4,000	SHS	INCYTE	17,200.40	36,440.00
4,325	SHS	INFORMATICA	56,734.06	111,844.50
5,106	SHS	INSITUFORM TECHNOLOGIES	76,336.89	116,008.32
1,500	SHS	INTERCONTINENTAL EXCHANGE	91,842.30	168,450.00
13,000	SHS	INTUIT	351,382.94	399,230.00
1,100	SHS	INTUITIVE SURGICAL	104,320.87	333,652.00
5,000	SHS	IRON MTN	88,115.50	113,800.00
8,520	SHS	ISIS PHARMACEUTICALS	135,533.51	94,572.00
3,269	SHS	ITC HLDGS	135,269.94	170,282.21
1,520	SHS	ITRON	84,530.45	102,706.40
8,550	SHS	JANUS CAP GROUP	153,426.94	114,997.50
6,569	SHS	JEFFERIES GROUP	109,814.39	155,882.37
8,600	SHS	JETBLUE AWYS	93,479.42	46,870.00
2,350	SHS	KAYDON	83,368.25	84,036.00
11,663	SHS	KNIGHT CAP GROUP	191,482.18	179,610.20
16,421	SHS	KRAFT FOODS CL A	46,389.69	446,322.78
4,000	SHS	LANDSTAR SYS	161,798.58	155,080.00
2,005	SHS	LINCOLN ELEC HLDGS	66,410.27	107,187.30
4,800	SHS	LINCOLN NATL	223,344.92	119,424.00
9,800	SHS	LTD BRANDS	254,767.00	188,552.00
2,435	SHS	LUBRIZOL	78,153.15	177,633.25
1,709	SHS	LUFKIN INDS	80,008.69	125,098.80
9,196	SHS	LUMINEX	145,409.76	137,296.28
14,480	SHS	MASTEC	173,302.81	181,000.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2009

		Description	Tax Basis	Market Value
8,200	SHS	MASTERCARD	1,326,477.00	2,099,036.00
2,400	SHS	MCAFEE	101,716.00	97,368.00
3,298	SHS	METABOLIX	35,878.33	36,508.86
6,809	SHS	METHANEX CORP	74,180.55	132,707.41
7,246	SHS	MID-AMER APT CMNTYS	277,538.80	349,836.88
2,400	SHS	MIDDLEBY	107,971.15	117,648.00
1,737	SHS	MINERALS TECHNOLOGIES	116,049.30	94,614.39
2,700	SHS	MONSANTO	196,948.60	220,725.00
6,627	SHS	MOOG	236,336.79	193,707.21
3,610	SHS	MYRIAD GENETICS	99,350.53	94,221.00
5,000	SHS	NATIONAL OILWELL VARCO	141,415.71	220,450.00
10,615	SHS	NATL INSTRS	308,786.66	312,611.75
2,445	SHS	NETFLIX	79,380.00	134,817.30
2,000	SHS	NEUTRAL TANDEM	53,600.40	45,500.00
1,500	SHS	NOBLE	49,418.40	61,050.00
4,275	SHS	NUTRI SYS	158,614.43	133,251.75
2,800	SHS	NUVASIVE	73,167.92	89,544.00
3,339	SHS	OCEANEERING INTL	49,648.60	195,398.28
2,626	SHS	ONYX PHARMACEUTICALS	94,326.98	77,046.84
8,300	SHS	OPEN TEXT	137,672.78	337,395.00
44,565	SHS	ORACLE	574,751.97	1,093,625.10
6,670	SHS	ORBITAL SCI	69,023.92	101,784.20
7,776	SHS	OWENS & MINOR	245,222.24	333,823.68
6,300	SHS	PACTIV	205,328.67	152,082.00
5,618	SHS	PARAMETRIC TECHNOLOGY	83,973.87	91,798.12
21,950	SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	919,560.13	1,057,770.50
2,720	SHS	PICO HLDGS	63,756.11	89,025.60
7,400	SHS	PLANTRONICS	166,798.14	192,252.00
14,650	SHS	PLEXUS	462,512.47	417,525.00
1,800	SHS	POLO RALPH LAUREN	97,311.20	145,764.00
3,656	SHS	POLYCOM	71,302.90	91,290.32
1,800	SHS	POTASH CORP SASK	148,815.80	195,300.00
2,789	SHS	POTLATCH	88,468.01	88,913.32
1,500	SHS	PRECISION CASTPARTS	73,419.00	165,525.00
7,400	SHS	PREFERREDPLUS TR SER LMG-2	198,322.25	159,470.00
550	SHS	PRICELINE COM	91,567.52	120,175.00
18,000	SHS	PROCTER & GAMBLE	1,088,078.40	1,091,340.00
9,641	SHS	PROVIDENT FINL SVCS	97,920.19	102,676.65
31,075	SHS	QUALCOMM	1,275,460.00	1,437,529.50

The George Foundation - 990PF #74-6043368

990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2009

	Description	Tax Basis	Market Value
3,456 SHS	RAVEN INDS	76,334.75	109,797.12
2,400 SHS	RESEARCH IN MOTION	100,878.00	162,096.00
1,744 SHS	RLI	85,699.95	92,868.00
3,961 SHS	ROFIN SINAR TECHNOLOGIES	65,279.19	93,519.21
7,000 SHS	ROYAL CARIBBEAN CRUISES	248,654.70	176,960.00
8,300 SHS	SATURNS AON CAP TR A SER 2003-3 TR UNI	216,056.07	195,133.00
5,069 SHS	SCANCOURCE	143,110.97	135,342.30
3,400 SHS	SCHLUMBERGER LTD	141,778.58	221,306.00
9,900 SHS	SEAGATE TECH HLDGS	202,335.56	180,081.00
8,048 SHS	SEMTECH	134,096.99	136,896.48
6,270 SHS	SKYWORKS SOLUTIONS	88,907.91	88,971.30
9,775 SHS	SLECT COMFORT	174,669.40	63,733.00
2,366 SHS	SNAP-ON	109,892.17	99,987.16
8,067 SHS	SOUTHERN UN	244,417.69	183,120.90
4,000 SHS	SOUTHWESTN ENERGY	170,402.40	192,800.00
5,039 SHS	ST JOE	151,667.36	145,576.71
4,700 SHS	ST JUDE MED	159,965.44	172,866.00
4,988 SHS	STD MICROSYSTEMS	131,785.86	103,650.64
3,000 SHS	STERICYLE	140,443.50	165,510.00
7,898 SHS	STEWART INFORMATION SVCS	187,548.78	89,089.44
1,521 SHS	STIFEL FINL	87,747.83	90,104.04
668 SHS	STRAYER ED	66,588.89	141,943.32
5,707 SHS	SUPERIOR INDS INTL	105,418.49	87,317.10
3,957 SHS	SWIFT ENERGY	62,635.80	94,809.72
11,711 SHS	SYBASE	255,970.84	508,257.40
7,680 SHS	SYNAPTICS	150,453.61	235,392.00
7,174 SHS	TCF FNCL	83,045.31	97,709.88
2,114 SHS	TECHNE	86,867.38	144,935.84
15,950 SHS	TEKELEC	235,042.24	243,716.00
15,720 SHS	TELECOMMUNICATION SYS	108,846.16	152,169.60
8,047 SHS	TESCO	124,409.26	103,886.77
5,070 SHS	TETRA TECHNOLOGIES	115,259.10	137,751.90
4,541 SHS	THOMAS & BETTS	151,903.55	162,522.39
11,600 SHS	TJX COS	272,596.00	423,980.00
5,806 SHS	TRACTOR SUP CO	246,952.09	307,485.76
12,187 SHS	TRIMBLE NAV LTD	221,284.15	307,112.40
2,814 SHS	TRIUMPH GROUP	127,533.43	135,775.50
2,688 SHS	TUPPERWARE BRANDS	63,774.16	125,180.16
9,200 SHS	TW TELECOM (F/N/A TIME WARNER TELECO	173,828.55	157,688.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2009

		Description	Tax Basis	Market Value
8,754	SHS	UGI	196,590.19	211,759.26
4,246	SHS	UNIT CORP	188,499.58	180,455.00
5,192	SHS	UNVL ELECTRS	143,451.37	120,558.24
3,364	SHS	UNVL FST PRODS	130,201.40	123,828.84
2,392	SHS	VALMONT INDS	204,166.02	187,652.40
32,004	SHS	VARIAN MED SYS	1,480,354.93	1,499,387.40
2,902	SHS	VARIAN SEMICONDUCTOR	42,417.08	104,123.76
15,167	SHS	VISA	910,302.82	1,326,505.82
3,369	SHS	WADDELL & REED	91,558.33	102,889.26
4,387	SHS	WASH FED	83,704.64	84,844.58
4,095	SHS	WAUSAU PAPER	43,444.80	47,502.00
3,378	SHS	WESCO INTL	126,914.17	91,239.78
1,825	SHS	WESTAMERICA BANCORPORATION	80,286.97	101,050.25
4,135	SHS	WMS INDS	105,282.31	165,400.00
6,889	SHS	WOLVERINE WORLD WIDE	132,044.54	187,518.58
2,750	SHS	XTO ENERGY	93,874.00	127,957.50
15,000	SHS	YAHOO	464,169.50	251,700.00
4,541	SHS	ZOLL MED	110,981.61	121,335.52
		Grand Total:	48,966,209.35	58,846,741.68

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2009

		Description	Tax Basis	Market Value
170	M	ABBOTT LABORATORIES 5.6% 11/30/2017	169,488.30	184,621.02
165	M	ACE INA HLDG 5.7% 02/15/2017	164,784.45	175,112.52
190	M	AETNA NEW 5.75% 06/15/2011	191,133.80	199,254.14
210	M	ALLIED WASTE NORTH AM 6.875% 06/01/201	203,175.00	222,862.50
170	M	AMER MOVIL 5.625% 11/15/2017	166,054.30	176,007.63
100	M	AMERICAN EXPRESS 4.875% 07/15/2013	100,228.00	104,338.00
160	M	AMERN EXPRESS 7.25% 05/20/2014	159,747.20	180,539.36
50	M	ARCHER DANIELS MIDLAND 7.125% 03/01/20	56,095.50	56,233.90
155	M	AT&T FLOATING RT 11/15/2011	169,157.30	170,665.85
100	M	AT&T GLOBAL 4.95% 01/15/2013	104,167.00	106,688.00
175	M	AT&T WIRELESS SVCS 8.125% 05/01/2012	204,680.75	197,738.28
200	M	AUTOZONE 4.375% 06/01/2013	191,100.00	203,354.60
140	M	AUTOZONE 5.75% 01/15/2015	149,828.00	151,829.86
160	M	AVON PRODS 5.625 % 03/01/2014	173,542.40	174,383.68
50	M	AVON PRODS 5.625% 03/01/2014	54,327.50	54,494.90
215	M	BANK ONE 4.9% 04/30/2015	207,016.50	221,144.70
175	M	BANK ONE 5.9% 11/15/2011	184,133.25	186,776.10
160	M	BB&T SR MED TRM 5.7% 04/30/2014	158,076.80	173,191.68
150	M	BEAR STEARNS COML MTG SER 2005 09/28/	150,819.29	149,983.50
125	M	BEAR STEARNS GLOBAL 7.25% 02/01/2018	118,797.50	143,481.63
180	M	BHP FIN LTD 5.4% 03/29/2017	179,830.80	192,847.86
150	M	BK AMER 7.4% 01/15/2011	170,635.50	158,778.45
150	M	BK NY MED TERM 4.5% 04/01/2013	149,845.50	158,403.15
40	M	BOEING 5.8% 01/15/2013	43,457.60	43,560.00
170	M	BURL NORTHN SANTA FE	171,489.20	180,944.77
100	M	BURLINGTON NORTHN SANTA FE 5.9% 07/01	107,267.00	108,423.30
150	M	CAP 1 FINL 7.375% 05/23/2014	153,084.00	169,834.80
350	M	CARMAX AUTO OWNER TR 2008-1 4.79% 02/	349,910.40	364,669.55
165	M	CATERPILLAR FINL MED TERM 4.85% 12/07/	164,825.10	177,427.64
100	M	CENTERPOINT ENERGY 5.95% 01/15/2014	105,890.00	105,309.00
195	M	CITIBANK CR CARD 5.3% 03/15/2018	194,253.15	209,646.65
180	M	CITIGROUP 6.125% 11/21/2017	160,362.00	181,435.50
160	M	CLOROX 5.45% 10/15/2012	164,030.40	172,026.08
300	M	CMO BEAR STEARNS 5.426% 09/11/2041	301,649.70	307,139.40
450	M	CMO BEAR STEARNS COML MTG SEC CL A4	452,455.74	432,402.30
150	M	CMO CD 2005-C1 COMMERCIAL MTG 9/15/20	150,796.80	150,968.10
300	M	CMO CD 2006-CD3 MTG TR CL A-2 5.559999	301,492.74	306,448.50
300	M	CMO GE COML MTG 2006-1 3/10/2044	300,473.62	305,256.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2009

	Description	Tax Basis	Market Value
290 M	CMO J P MORGAN CHASE 5.481% 12/12/2044	291,432.89	279,331.77
300 M	CMO MORGAN STANLEY CAP I TR 2006 5.91	301,648.50	307,221.90
50 M	COMCAST CORP NEW 5.3% 01 15 2014	52,329.50	53,364.70
160 M	COSTCO WHSL	162,048.00	170,765.12
180 M	CR SUISSE N Y BRH 5.75% 02/15/2018	179,690.40	188,340.84
160 M	CVS CAREMARK 5.75% 06/01/2017	161,651.20	168,866.24
150 M	DEERE JOHN CAP 5.35% 01/07/2012	149,962.50	160,299.15
100 M	DOW CHEM 6.125% 02/01/2011	106,632.00	104,246.80
160 M	DOW CHEM 7.6% 05/15/2014	163,896.00	182,062.72
100 M	DU PONT 4.125% 03/06/2013	101,917.00	104,236.60
140 M	DU PONT E I DE NEMOURS 5% 07/15/2013	139,704.60	150,814.58
150 M	EXELON 4.9% 06/15/2015	156,999.00	154,740.15
150 M	FL PWR CORP 1ST MTG 5.1% 12/01/2015	145,893.00	161,922.00
150 M	FPL GROUP CAP 5.35% 06/15/2013	149,764.90	160,969.65
250 M	GE 5% 02/01/2013	258,512.50	264,490.00
300 M	GE MED TERM 5.25% 10/19/2012	313,857.00	319,266.60
260 M	GENERAL ELEC MED TERM 5% 01/08/2016	256,336.60	262,967.90
50 M	GENERAL MILLS 5.25% 08/15/2013	54,173.50	53,942.00
200 M	GEORGIA PWR 5.25% 12/15/2015	199,564.00	216,472.00
175 M	GOLDMAN SACHS 4.75% 07/15/2013	176,870.75	183,091.30
175 M	GOLDMAN SACHS GROUP 5.625% 01/15/2017	173,499.50	178,738.00
176 M	HONDA AUTO RECEIVABLES 2006-2 5.28% 0	175,678.54	177,837.81
185 M	HOSPIRA 6.05% 03/30/2017	186,754.70	193,623.78
180 M	HUSKY ENERGY 6.2% 09/15/2017	186,408.00	193,838.40
160 M	INGERSOLL-RAND GLOBAL 6% 08/15/2013	160,924.80	172,762.40
225 M	JP MORGAN CHASE 2.2% 06/15/2012	224,860.50	228,126.83
290 M	JP MORGAN CHASE 3.125% 12/01/2011	289,820.20	300,144.78
180 M	KINDER MORGAN ENERGY	179,766.60	193,711.50
100 M	KINDER MORGAN ENERGY 7.125% 03/15/201	104,043.00	109,045.80
50 M	KRAFT FOODS 6.75% 02/19/2014	56,142.00	55,291.65
100 M	KROGER 7.5% 01/15/2014	116,272.00	114,128.60
50 M	MARATHON OIL	55,091.50	55,308.20
205 M	MARSH & MCLENNAN 4.85% 02/15/2013	193,105.90	208,131.79
120 M	MCDONALDS MED TERM 5% 02/01/2019	122,496.30	125,424.24
150 M	MCKESSON 6.5% 02/15/2014	165,511.50	165,924.60
350 M	MERRILL LYNCH 6.05% 08/15/2012	360,783.00	374,931.20
155 M	MERRILL LYNCH 6.4% 08/28/2017	135,758.30	163,118.59
150 M	METLIFE 5.375% 12/15/2012	158,169.60	159,417.45

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2009

	Description	Tax Basis	Market Value
156 M	MIDAMERICAN ENERGY CO 5.125% 01/15/20	155,004.14	166,014.58
120 M	MORGAN STANLEY GLOBAL 5.3% 03/01/2013	100,208.40	126,479.40
200 M	NEWS AMER HLDGS 8% 10/17/2016	207,288.00	235,510.00
50 M	NORFOLK SOUTHN 5.257% 09/17/2014	53,233.50	53,561.20
130 M	NORTHERN STS PWR CO 8% 08/28/2012	144,893.90	149,146.40
150 M	PECO ENERGY TRANSITION TR 6.52% 12/31/	156,457.03	153,743.85
225 M	PETROBRAS INTL 7.875% 03/15/2019	221,362.20	259,382.70
160 M	PFIZER 5.35% 03/15/2015	162,046.40	174,864.80
150 M	PNC FDG CORP MED TERM 5.125% 12/14/201	150,459.00	155,941.35
155 M	PRAXAIR 5.375% 11/01/2016	170,476.75	164,499.95
200 M	SCHWAB CHARLES 4.95% 06/01/2014	211,680.00	210,986.80
155 M	SIERRA PAC PWR 6% 05/15/2016	155,832.35	164,268.23
175 M	TELECOM ITALIA 6.175% 06/18/2014	179,387.25	189,681.28
149 M	TIME WARNER CABLE 6.2% 07/01/2013	149,741.89	163,669.94
185 M	UNITED PARCEL 5.5% 01/15/2018	196,704.95	199,409.65
185 M	UNITED TECHNOLOGIES 5.375% 12/15/2017	184,642.95	197,145.07
100 M	UNITEDHEALTH GRP 5.5% 11/15/2012	104,500.00	106,767.00
145 M	US BANK MINNEAPOLIS 6.3% 02/04/2014	140,215.00	160,666.96
100 M	VERIZON GLOBAL 7.375% 09/01/2012	111,174.00	112,721.60
185 M	VERIZON NY 6.875% 04/01/2012	194,578.95	201,282.78
100 M	WACHOVIA 5.3% 10/15/2011	101,713.00	106,152.00
135 M	WACHOVIA BK 6% 11/15/2017	117,112.50	141,310.44
160 M	WASTE MGMT 6.375% 03/11/2015	159,147.20	177,301.28
190 M	WEATHERFORD INTL 5.15% 03/15/2013	190,938.60	198,973.32
175 M	WELLS FARGO 3.75% 10/01/2014	174,714.75	174,484.45
150 M	WILLIS N AMER 7% 09/29/2019	152,220.00	152,738.40
50 M	WYETH WYE 5.5% 03/15/2013	53,840.00	54,364.40
150 M	XEROX 4.25% 02/15/2015	150,740.40	148,954.35
160 M	XTO ENERGY 6.25% 4/15/2013	164,381.60	176,218.24
	Grand Total:	17,680,766.58	18,451,380.91

THE GEORGE FOUNDATION
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990PF, PAGE 2, PART II, LINE 11 - INVESTMENTS-LAND, BUILDINGS AND EQUIPMENT

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
LAND - See Schedule Attached	20,835,280		20,835,280	31,398,595
OFFICE AUTOMOTIVE	5,306	5,306	-	-
OFFICE BUILDING	544,574	73,523	471,051	240,000
OFFICE BUILDING EQUIPMENT	14,963	10,020	4,943	4,943
OFFICE FURNITURE & EQUIPMENT	93,359	71,373	21,986	21,986
FARM/LG AUTOMOTIVE	42,608	42,608	-	-
FARM/LG BUILDINGS	986,027	972,773	13,254	228,954
FARM/LG EQUIPMENT	201,572	192,710	8,862	8,862
FARM/LG FENCES	322,566	297,065	25,501	25,501
FARM/LG ROADS AND CULVERTS	171,181	166,302	4,879	4,879
FARM/LG WATER SYSTEM	158,851	156,536	2,315	2,315
MINERAL PROPERTIES:				
J.H.P. DAVIS, R. PEEBLES SURVEY-				
1000 ACRES ROYALTY	1,728,477	1,728,477	-	
440 & 350 ACRE ROYALTY	214,567	214,567	-	
30 ACRE ROYALTY	2,669	2,669	-	
PEEBLES GAS ROYALTY	25,350	25,350	-	
A.P. GEORGE 2,000 ACRE ROYALTY	5,224	5,224	-	
T.W. DAVIS LEASE, M. YOUNG SURVEY-				
2,536 ACRE OIL ROYALTY	1,364,533	1,364,533	-	
2,536 ACRE GAS ROYALTY	14,174	14,174	-	
A.P. GEORGE, ET AL, J. RABB LEAGUE-				
619 ACRE ROYALTY	605,714	605,714	-	
LONG POINT 340 ACRE ROYALTY	3,312	3,312	-	
PLEDGER GAS ROYATLY	427	427	-	
MOCK OIL ROYALTY	34	34	-	
SOUTH HOUSTON ROYALTY	334	334	-	
MICHAEL YOUNG LEAGUE-			-	
100 ACRE	5,035	5,035	-	
MINERAL INTERESTS				11,403,000
	27,346,137	5,958,066	21,388,071	43,339,035

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2009

		Description	Tax Basis	Market Value
MUTUAL FUND				
758	M	CAUSEWAY CAP MGMT TR INTL	10,440,542.55	8,576,804.14
412	M	FIRST EAGLE OVERSEAS FD	8,161,015.62	8,131,604.12
393	M	JANUS INVT FD MID CAP	8,537,885.42	7,781,283.58
338	M	SCHWAB EMG MKTS FD	3,027,237.21	3,270,786.62
275	M	SEIX FLOATING RATE HIGH INCOME FD	2,000,759.82	2,377,791.85
272	M	THIRD AVENUE INTL VALUE FD	5,092,708.25	4,220,086.89
200	M	THIRD AVENUE REAL ESTATE VALUE FD	5,133,351.05	4,095,997.47
			42,393,499.92	38,454,354.66
OTHER				
99	M	CD, BANK WAUKEGAN ILL 4.75 % 04/22/2010	100,485.50	100,140.48
50	M	CD, BATH ST BK 4.4% 06/30/2010	48,914.50	50,851.50
95	M	CD, BRH BKG & TR WINSTON SALEM 2.4% 0	95,000.00	96,160.90
90	M	CD, CAP 1 BK USA GLEN ALLEN 4.5% 08/08/	90,000.00	93,895.20
50	M	CD, CITIZENS BK LOGAN OH 4.55% 07/09/201	49,124.50	50,930.50
100	M	CD, FIRST CLEARING 3.15% 09/02/2014	99,770.00	99,493.00
95	M	CD, HUNTINGTON NATL BK COLUMBUS OHI	95,000.00	95,633.65
95	M	CD, KEY BK NATL 2.6% 09/19/2011	95,000.00	96,176.10
90	M	CD, SHOREBANK CHICAGO ILL 5.1% 03/21/2	90,000.00	90,801.90
100	M	CD, STD FED BK TROY MICH 3.25% 7/24/2010	100,000.00	100,298.00
100	M	CD, WACHOVIA BK CHARLOTTE NC 5% 10/1	103,016.00	106,378.00
75	M	CD, WEST GA BK CARROLLTON 4.4% 06/30/2	75,000.00	76,277.25
			1,041,310.50	1,057,036.48
PARTNERSHIP				
0	M	BLACKROCK ENERGY OPPORTUNITY FD	2,338,400.38	2,549,360.00
0	M	DELTEC RECOVERY FUND	2,434,584.00	2,231,775.00
0	M	DELTEC SPECIAL SITUATIONS PTNS	3,508,627.00	3,588,101.00
0	M	HARBERT POWER FUND III LLC	2,293,001.00	2,293,001.00
0	M	RAFI 1000 INDEX FUND	19,416,622.82	21,585,135.00
0	M	RAFI INTERNATIONAL INDEX FD	1,574,182.00	1,660,337.00
			31,565,417.20	33,907,709.00
		Grand Total:	75,000,227.62	73,419,100.14

THE GEORGE FOUNDATION
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990PF, PAGE 2, PART II, LINE 14 - LAND, BUILDINGS AND EQUIPMENT

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS:				
ACTOR'S DRESSING	105,463	98,394	7,069	2,828
APPLIANCE & ACCESSORIES	75,531	75,531	-	-
ARENA	2,559,406	2,215,828	343,578	137,431
AUTHENTIC PERIOD FURNISHINGS	884,596	-	884,596	353,838
AUTOMOTIVE EQUIPMENT	214,854	214,774	80	32
BARN NO. 3	157,842	151,561	6,281	2,512
BLACKSMITH SHOP	157,859	130,455	27,404	10,962
CHAPEL	83,821	11,885	71,936	28,774
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	93,971	50,049	43,922	17,569
DOG KENNELS	6,590	6,590	-	-
FENCES	450,797	438,816	11,981	4,792
FRONT ENTRANCE	389,301	380,012	9,289	3,716
FUEL STORAGE TANKS	10,961	10,961	-	-
GAZEBO	39,416	3,382	36,034	14,414
GEORGE RANCH HOUSE COMPLEX	1,079,428	981,465	97,963	39,185
GEORGE SHOP	92,432	84,387	8,045	3,218
GUY LODGE HALL	259,692	220,146	39,546	15,818
HORSE BARN NO. 1	128,267	122,479	5,788	2,315
HORSE BARN NO. 2	128,267	122,479	5,788	2,315
JHP DAVIS HOUSE	1,069,293	951,243	118,050	47,220
JONES FARMSTEAD	109,567	49,500	60,067	24,027
KRAUSE GENERAL STORE/POST OFFICE	103,015	98,676	4,339	1,736
LANDSCAPING	212,031	196,129	15,902	6,361
LINKE HOUSE	28,648	11,197	17,451	6,980
LIVESTOCK	27,290	27,290	-	-
MAINTENANCE EQUIPMENT	440,286	419,719	20,567	8,227
MARE BARN	49,333	46,743	2,590	1,036
MISCELLANEOUS	158,925	64,663	94,262	37,705
OFFICE BLDG - RICHMOND	569,983	80,621	489,362	240,000
OFFICE EQUIPMENT/FURNISHINGS	148,318	142,522	5,796	2,318
OLD PRAIRIE HOME (LOCUST)	470,676	69,768	400,908	160,363
OUTSIDE LIGHTING	96,921	78,781	18,140	7,256
PARKING LOTS	799,727	798,014	1,713	685
PAVILION	452,537	136,486	316,051	126,420
QUONSET BUILDING	285,432	174,281	111,151	44,460
RECEPTION CENTER	232,596	208,552	24,044	9,618
ROADS & BRIDGES	1,761,034	1,676,000	85,034	34,014
SCULPTURE	76,900	76,743	157	63
SHADE BARNS	121,434	110,963	10,471	4,188
SNACK BAR	88,716	70,712	18,004	7,202
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	771,595	724,681	46,914	18,766
TRACTOR SHED	24,896	20,302	4,594	1,838
TRAIL TO RAILS	89,090	12,851	76,239	30,496
UTILITY STRUCTURES	2,529,058	2,411,105	117,953	47,181
VISITOR SERVICES	36,695	31,153	5,542	2,217
VISITOR CENTER	461,157	266,769	194,388	77,755
TOTAL PROJECT COSTS	18,218,807	14,359,818	3,858,989	1,587,851
LAND	446,990		446,990	614,000
TOTAL GEORGE RANCH HISTORICAL PARK	18,665,797	14,359,818	4,305,979	2,201,851
ASSETS USED FOR GRANT PURPOSES	820,302	147,649	672,653	340,169
	19,486,099	14,507,467	4,978,632	2,542,020

Grant Guidelines

The George Foundation understands the search for funding, at times, can be frustrating and difficult. The Foundation strives to treat grant seekers with courtesy and respect. Please feel free to contact the Grant Staff, who is eager to answer any questions about the Foundation and its various programs. Email address and link are provided below.

Dee Koch, Grant Officer

The George Foundation

281.342.6109 or Fax 281.341.7635

dkoch@thegeorgefoundation.org

Proposal deadlines for making grant applications to the Foundation are January 15, April 15, July 15 and October 15 of each year. Within each quarter, grant requests will be presented to the Trustees on a monthly basis for determination. Grant staff cannot assure applicants the exact date in which an individual grant will be reviewed, but all grants are usually presented to the Trustees for review within the quarter they are submitted. Please note, if the submitted request is missing required information, the proposal could be deferred to the next scheduled grant review meeting.

All proposals for capital support will be grouped together for review. The deadline for capital proposals will be October 15 of each year. During the review process, grantees will receive ongoing status reports concerning their requests and notified in writing once the Trustees have reached a decision.

In seeking to leverage its grant making, the Foundation prefers to provide no more than 50% of the total budget for a program or project. This includes awards to new organizations or awards for new programming that is expected to become self-sufficient over time. In the event other sources commit partial or full support, The George Foundation should be notified promptly so that the grant staff has up-to-date information to present to the Trustees.

Grant requests must be in response to a documented community need not solely an organizational need.

All proposals submitted to the Foundation must come from the Board Chair or the Executive Director of the organization and not from development officers, department heads or other personnel within the organization.

All materials submitted with the proposal should be either copies of originals or other disposable forms. The Foundation does not return data submitted in support of a proposal.

All site visits are made at the request of the Foundation and are an integral part of the grant review process. During the review, grant staff will research the proposal and may request information by telephone inquires or meetings with agency staff, board, volunteers, and clients as necessary.

Any discussion or indication of interest prior to or after submission of a written application or site visit should not be construed as a commitment by the Foundation. The Trustees will consider each application on its own merit, and notification of Trustee approval or declination is always made in writing to an organization. The action of the Trustees on an application is final.

Grant funds are approved by the Foundation in accordance with the proposal and budget submitted with the request. Any changes or modifications to the request and/or the use of funds must be presented in writing to the Foundation for approval.

Grant staff monitor all grants and, in most cases, there will be a follow-up site visit by the grant staff after the grant award is made. In addition, progress reports and a final accounting of the use of grant funds are required for all grant recipients. If these reports are not received, further grants will not be considered until the organization is in compliance with the terms and conditions of the grant.

It is unusual for the Foundation to consider a grant application from the same applicant, whether granted or denied, more frequently than once in a twelve month period.

The Trustees of The George Foundation request that grant recipients refrain from using organizational resources to acknowledge grant funding from the Foundation with plaques or other purchased decorative items.

The Foundation considers it important to inform the public of the work of philanthropy and therefore encourages grant recipients to acknowledge publicly the support the Foundation gives to a grant project.

Please remember the Foundation is able to fund only a fraction of the proposals that come to our attention. In some cases, excellent proposals cannot be funded because of a limitation of funds or they are outside the Foundation's current priorities and interests.

The Foundation also gives preference to funding programs when the request:

- Leverages available resources by securing multiple funding partners rather than relying on the Foundation as a sole funder.
- Is an investment in the community rather than a charitable donation.
- Creates long-term value.
- Is not dependent on more than three years of funding from the Foundation to ensure the program's success and/or continuation.
- Does not duplicate, but identifies areas where there are gaps in services.
- Is with an organization that has no known governance issues.
- Is with an organization that is in compliance with the Foundation on all previous grants.
- Is not from an organization under advance ruling from the Internal Revenue Service.

The Foundation prefers to fund the following types of grants to support Fort Bend organizations in their delivery of services to the community (listed in order of priority):

Program/Project Support
Foundation Initiated
General Operating
Capital

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
American Cancer Society	6301 Richmond Avenue Houston, TX 77057	170(b)(1)(A)(vi)	A pilot program providing transportation services to and from cancer treatment for patients residing in Fort Bend County.	$32,568.00
Arc of Fort Bend County, The	123 Brooks Street Sugar Land, TX 77478	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support services to mentally and physically challenged residents of Fort Bend County.	$1,000.00
Asians Against Domestic Abuse	P. O. Box 420776 Houston, TX 772420776	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support culturally sensitive services to prevent abuse.	$1,000.00
Bering/Omega Community Services	P.O. Box 540517 Houston, TX 77254-0517	170(b)(1)(A)(vi)	To support the provision of oral health services to individuals with HIV/AIDS from Fort Bend County.	$35,000.00
Boy Scouts of America, Sam Houston Area Council	P.O. Box 924528 Houston, TX 772924528	170(b)(1)(A)(vi)	To support Scout Reach (Urban Scouting) program serving Fort Bend County youth.	$37,500.00
Boys and Girls Country of Houston, Inc.	18806 Roberts Road Hockley, TX 77447	170(b)(1)(A)(vi)	To support construction of a Counseling and Therapy Room for the Student Life Center.	$50,000.00
Boys and Girls Country of Houston, Inc.	18806 Roberts Road Hockley, TX 77447	170(b)(1)(A)(vi)	To support residential care for Fort Bend County youth, including college and career activities.	$65,000.00
Brazos Bend Guardianship Services	10435 Greenbough, Suite 200 Stafford, TX 77477	170(b)(1)(A)(vi)	To provide support to general operations covering client care management and supervision, legal fees, etc.	$15,000.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Brazos Bend State Park Volunteer Organization	21901 F.M. 762 Needville, TX 77461	509(a)(3)	To support YIP Countywide Project involving high school students in the refurbishing the Brazos Bend State Park.	$2,858.00
Bridges To Life	P. O. Box 19039 Houston, TX 77224	170(b)(1)(A)(vi)	To support projects at three Sugar Land prisons to reduce the recidivism rates of prisoners.	$20,000.00
Brookwood Community, The	1752 F.M. 1489 Brookshire, TX 77423	170(b)(1)(A)(ii)	Youth in Philanthropy grant to support residential services for mentally and physically challenged residents.	$500.00
Calvary Episcopal School, Inc.	1201 Austin Richmond, TX 77469	170(b)(1)(A)(ii)	To support activities of Youth in Philanthropy, a program encouraging volunteerism among high school students.	$1,000.00
Cancer Counseling, Inc.	4101 Greenbriar, Suite 317 Houston, TX 77098	170(b)(1)(A)(vi)	To fund therapy and educational workshops for cancer patients and their families.	$10,000.00
Casa de Esperanza de los Niños, Inc.	P.O. Box 66581 Houston, TX 77266-6581	170(b)(1)(A)(vi)	To support families providing care to foster and adoptive Fort Bend children suffering abuse and neglect.	$90,000.00
Catholic Charities of the Diocese of Galveston-Houston	2900 Louisiana Street Houston, TX 77006	170(b)(1)(A)(i)	1:1 Matching grant to construct Community Center to serve the needs of Fort Bend County seniors.	$2,000,000.00
Catholic Charities of the Diocese of Galveston-Houston	2900 Louisiana Street Houston, TX 77006	170(b)(1)(A)(i)	Donated land on which to construct community center to provide social service programming to low-income residents residing in Fort Bend County.	$1,937,500.00

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Catholic Charities of the Diocese of Galveston-Houston	2900 Louisiana Street Houston, TX 77006	170(b)(1)(A)(i)	To establish senior case management services in Fort Bend County over a two year period.	$145,376.00
Child Advocates of Fort Bend County, Inc.	P.O. Box 1032 Richmond, TX 77406	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support the prevention of child abuse.	$500.00
Conference of Southwest Foundations, Inc.	624 N. Good Latimer Expressway, Suite Dallas, TX 75204	509(a)(2)	To provide professional development to nonprofit staff and boards through an annual conference and workshops.	$3,500 00
DePelchin Children's Center	4950 Memorial Drive Houston, TX 77007	170(b)(1)(A)(vi)	To recruit and train foster families to serve difficult-to-place children.	$39,542.00
East Fort Bend Human Needs Ministry, Inc.	P.O. Box 1611 Stafford, TX 77497-1611	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support Fort Bend County families in crisis.	$500.00
East Fort Bend Human Needs Ministry, Inc.	P O. Box 1611 Stafford, TX 77497-1611	170(b)(1)(A)(vi)	To provide financial assistance to Fort Bend families facing a short-term crisis.	$50,000.00
Fort Bend Boys Choir of Texas, Inc.	P.O. Box 2042 Stafford, TX 77497	170(b)(1)(A)(vi)	1:1 matching grant to support tuition scholarships and summer, winter vocal camp and performance tour scholarships.	$25,000.00
Fort Bend Community Revitalization Projects	One Flour Daniel Drive Mail Code 12 Sugar land, TX 77478	170(b)(1)(A)(vi)	1:1 Matching Grant to support the purchase of a building to serve as a permanent site for organization providing home repairs for low-income residents of Fort Bend County.	$100,000.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Fort Bend Community Revitalization Projects	One Flour Daniel Drive Mail Code 12 Sugar land, TX 77478	170(b)(1)(A)(vi)	To provide home repair assistance to low-income, elderly and disabled homeowners in Fort Bend County.	$100,000.00
Fort Bend County	301 Jackson, Suite 719 Richmond, TX 77469	170(b)(1)(A)(v)	To provide matching funds to increase transportation access to Fort Bend County residents	$76,214.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406-0460	170(b)(1)(A)(vi)	To provide additional support to public programming at the George Ranch Historical Park.	$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406-0460	170(b)(1)(A)(vi)	To provide support for operations associated with excess liability insurance at the George Ranch Historical Park.	$19,100.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406-0460	170(b)(1)(A)(vi)	Three year grant to support public programming at the George Ranch Historical Park	$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406-0460	170(b)(1)(A)(vi)	Three year grant to support public programming at the George Ranch Historical Park.	$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406-0460	170(b)(1)(A)(vi)	Three year grant to support public programming at the George Ranch Historical Park.	$90,000.00
Fort Bend County Women's Center	P.O. Box 183 Richmond, TX 77406-0183	170(b)(1)(A)(vi)	To support shelter programs serving children, provide childcare funds, and partial salary for child mentor staff position.	$92,950.00
Fort Bend County Women's Center	P.O. Box 183 Richmond, TX 77406-0183	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support the prevention of abuse	$500.00

ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Fort Bend Family Health Center, Inc.	400 Austin Street Richmond, TX 77469	170(b)(1)(A)(vi)	To fund staff time to increase capacity to serve the medical needs of underinsured/uninsured Fort Bend County residents.	$67,879.00
Fort Bend Family Health Center, Inc.	400 Austin Street Richmond, TX 77469	170(b)(1)(A)(vi)	Three year grant to expand oral health services for Fort Bend County residents.	$50,000.00
Fort Bend Family Promise	1424 FM 1092 Missouri City, TX 77459	170(b)(1)(A)(vi)	To support program assisting homeless families in Fort Bend County reach self sufficiency.	$30,000.00
Fort Bend Family Promise	1424 FM 1092 Missouri City, TX 77459	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support services to homeless Fort Bend County families.	$500.00
Fort Bend Forward, Inc.	445 Commerce Green Sugar Land, TX 77478	170(b)(1)(A)(vi)	To provide a capacity building experience for staff and board members of Fort Bend County nonprofits.	$27,698.66
Fort Bend Forward, Inc.	445 Commerce Green Sugar Land, TX 77478	170(b)(1)(A)(vi)	To provide operating expenses for program encouraging volunteerism among high school students.	$23,500.00
Fort Bend Habitat for Humanity	13570 Murphy Road Stafford, TX 77477	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support affordable housing for Fort Bend residents.	$500.00
Fort Bend Independent School District	16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	Youth in Philanthropy scholarship award to Maria Alducin, Dulles High School, in recognition of outstanding community service.	$5,000.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Fort Bend Independent School District	16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	To support activities for Youth in Philanthropy, a program encouraging volunteerism among high school students.	$12,000.00
Fort Bend Lawyers Care	P. O. Box 18825 Sugar Land, TX 774968825	170(b)(1)(A)(vi)	To support operations providing free legal assistance to low-income residents of Fort Bend County.	$25,000.00
Fort Bend Lawyers Care	P. O. Box 18825 Sugar Land, TX 774968825	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support legal services to underserved Fort Bend County residents.	$500 00
Fort Bend Senior Citizens Meals on Wheels & Much Much More Inc.	P. O. Box 1488 Rosenberg, TX 77471	170(b)(1)(A)(vi)	To provide weekend meals to Fort Bend County seniors through the Meals on Wheels Program.	$50,000.00
Fort Bend Senior Citizens Meals on Wheels & Much Much More Inc.	P. O. Box 1488 Rosenberg, TX 77471	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support services to seniors residing in Fort Bend County.	$500.00
Friends of the Fort Bend County Library System	1001 Golfview Richmond, TX 77469	509(a)(2)	To promote early learning through accessibility to preschool computer programs.	$55,650 00
Gateway to Care	3611 Ennis Houston, TX 77004	170(b)(1)(A)(vi)	To increase healthcare services to uninsured and underinsured Fort Bend residents over a three year period	$204,692.00
Girl Scouts of San Jacinto Council	3110 Southwest Freeway Houston, TX 77098	170(b)(1)(A)(vi)	To support Girl Scouts on the Go programs offered to at-risk girls living in low-to-moderate income areas in Fort Bend County.	$55,000.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
HLS&R Institute for Teacher Excellence	3535 Briarpark, Suite 110 Houston, TX 77042	509(a)(3)	To hire a full time master teacher trainer in the Kendleton ISD.	$50,000.00
Houston Baptist University	7502 Fondren Road Houston, TX 77074-3298	170(b)(1)(A)(ii)	To provide nursing scholarships to Fort Bend County residents.	$48,000 00
Katy Christian Ministries	P. O. Box 986 Katy, TX 77492	170(b)(1)(A)(vi)	To provide for basic human needs in the Fulshear/Simonton area facing a short-term crisis.	$10,000.00
Lamar Consolidated Independent School District	3911 Avenue I Rosenberg, TX 77471	170(b)(1)(A)(ii)	To support activities of Youth in Philanthropy, a program encouraging vounteerism among high school students.	$3,000 00
Legacy Community Health Services, Inc.	1116 Jackson Boulevard Houston, TX 77006	509(a)(2)	To provide primary care to Fort Bend County residents living with HIV/AIDS.	$30,000.00
Literacy Volunteers of Fort Bend County (dba Literacy Council of Fort Bend County)	12530 Emily Court Sugar Land, TX 77478	170(b)(1)(A)(vi)	To provide ESL and GED classes for adult learners and support ongoing tutor training.	$69,330 00
Literacy Volunteers of Fort Bend County (dba Literacy Council of Fort Bend County)	12530 Emily Court Sugar Land, TX 77478	170(b)(1)(A)(vi)	Youth in Philanthropy to support literacy services to Fort Bend residents.	$2,500.00
Lyndon Baines Johnson Foundation, The	2313 Red River Street Austin, TX 78705	170(b)(1)(A)(vi)	To provide training and consultation for the Integrated Mental Health Initiative.	$67,123.00
Lyndon Baines Johnson Foundation, The	2313 Red River Street Austin, TX 78705	170(b)(1)(A)(vi)	To provide training and consultation for the Integrated Mental Health Initiative.	$42,229.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Memorial Hermann Foundation	9401 Southwest Freeway, Suite 401 Houston, TX 77074	509(a)(3)	To support the management of the Memorial Hermann Family Practice Residency Program to serve the needs of uninsured and underinsured residents of Fort Bend County.	$266,781.00
Memorial Hermann Hospital System	7737 Southwest Freeway, Suite 200 Houston, TX 77074	170(b)(1)(A)(vi)	To help fund the purchase of a new Life Flight helicopter to serve Fort Bend residents.	$500,000.00
Morton Cemetery Association	P. O. Box 300/ 611 Morton St. Richmond, TX 77406-0300	501(c)(13)	A 1.1 Matching Grant for enhancing Morton Cemetery through capital improvements.	$36,849.53
Needville Independent School District	P O. Box 412 Needville, TX 77461	170(b)(1)(A)(ii)	Youth in Philanthropy scholarship award to Randy Head, Needville High School, in recognition of outstanding community service	$5,000.00
Needville Independent School District	P. O. Box 412 Needville, TX 77461	170(b)(1)(A)(ii)	To support activities of Youth in Philanthropy, a program encouraging volunteerism among high school students.	$1,000.00
Neuhaus Education Center	4433 Bissonnet Bellaire, TX 77401-3233	170(b)(1)(A)(ii)	To fund scholarships to Fort Bend County teachers to attend literacy enrichment training.	$22,400.00
OakBend Medical Center	1705 Jackson Street Richmond, TX 77469	170(b)(1)(A)(iii)	Four year grant to provide indigent healthcare to Fort Bend County residents.	$1,000,000.00
Rosenberg Railroad Museum, Inc.	P. O. Box 607 Rosenberg, TX 77471	170(b)(1)(A)(vi)	Youth in Philanthropy grant to support museum programming.	$2,500.00

ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Rosenberg-Richmond Helping Hands, Inc	P.O. Box 1268 Richmond, TX 77406-1268	170(b)(1)(A)(vi)	1:1 Matching Grant to provide capital support to complete permanent facility.	$45,000.00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund the increased annual scholarship awards to Fort Bend County students for the 2009-2010 school year.	$16,875.00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund scholarships to Fort Bend County high school students.	$181,875 00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund scholarships to Fort Bend County high school students.	$154,375.00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund scholarships for first generation and non-traditional students residing in Fort Bend County.	$114,000.00
Scholarship America	P. O Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund the increased annual scholarship awards to Fort Bend County students for the 2009-2010 school year.	$16,875.00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund scholarships to Fort Bend County high school students.	$2,500.00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To fund scholarships for first generation and non-traditional students residing in Fort Bend County.	$114,000.00
SIRE, Inc.	24161 Spring Drive Hockley, TX 77447	170(b)(1)(A)(vi)	To support therapeutic horseback riding program serving Fort Bend County residents.	$50,000.00

ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
Smith, Sr., Tri-County Child Development Council, Inc., William	PO Box 1929 Stafford, TX 77497	170(b)(1)(A)(vi)	Youth in Philanthropy to support early childhood programming in Fort Bend County.	$500.00
Stafford MSD Education Foundation	1625 Staffordshire Rd. Stafford, TX 77477	170(b)(1)(A)(vi)	1:1 Matching Grant to create an endowment to provide funds for the development of innovative teacher grants.	$5,000.00
Stafford Municipal School District	1625 Staffordshire Road Stafford, TX 77477	170(b)(1)(A)(ii)	To support activities of Youth in Philanthropy, a program encouraging volunteerism among high school students	$1,000.00
Texana Center	4910 Airport Avenue Ste D Rosenberg, TX 77471	170(b)(1)(A)(vi)	1:1 Matching Grant to construct new service and learning centers to serve mentally and physically challenged residents.	$1,500,000.00
Texas State University	601 University Drive, 201 Derrick San Marcos, TX 78666	170(b)(1)(A)(ii)	To provide evaluation of the George Foundation Mental Health Initiative over a three year period.	$29,969.00
United Cerebral Palsy of Greater Houston, Inc.	4500 Bissonnet, Suite 340 Bellaire, TX 77401	170(b)(1)(A)(vi)	To support the Infant Development Program to serve Fort Bend children with disabilities.	$12,500.00
University of Houston System-Sugar Land, The	14000 University Boulevard Sugar Land, TX 77478	170(b)(1)(A)(ii)	To purchase equipment to expand the shared nursing skills lab located on the joint campus of the University of Houston System-Sugar Land/Wharton County Junior College.	$203,468.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
University of Houston System, The	212 E Cullen Building Houston, TX 77204	170(b)(1)(A)(ii)	To provide scholarships to two graduate level social work students, one of which must be bi-lingual, who will complete both first and second year field placements in Fort Bend County and work in Fort Bend for at least two years following graduation.	$73,831.00
University of Houston System, The	212 E. Cullen Building Houston, TX 77204	170(b)(1)(A)(ii)	To provide scholarships to Fort Bend County Accelerated BSN Nursing Students.	$48,000.00
University of Houston System, The	212 E. Cullen Building Houston, TX 77204	170(b)(1)(A)(ii)	Matching Grant to support the second phase of the expansion of the University of Houston System at Sugar Land.	$1,000,000.00
University of Texas-Houston Health Science Center, The	7000 Fannin, Suite 1707 Houston, TX 77030	170(b)(1)(A)(v)	To provide Accelerated BSN Scholarships to Fort Bend County residents.	$187,500.00
University of Texas-Houston Health Science Center, The	7000 Fannin, Suite 1707 Houston, TX 77030	170(b)(1)(A)(v)	To provide nursing scholarships to Fort Bend County residents.	$50,000.00
Volunteer Services Council for the Richmond State School	2100 Preston Street Richmond, TX 77469	170(b)(1)(A)(vi)	Youth in Philanthropy grant supporting services to physically challenged residents	$2,500.00
Wharton County Junior College	911 Boling Highway Wharton, TX 77488	170(b)(1)(A)(ii)	To purchase equipment to expand the shared nursing skills lab located on the joint campus of the University of Houston System-Sugar Land/Wharton County Junior College	$120,522.00
YMCA of the Greater Houston Area	P. O. Box 3007 Houston, TX 77253-3007	509(a)(2)	Youth in Philanthropy Grant to support outreach programming to underserved communities.	$3,000.00

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT PAID
YMCA of the Greater Houston Area	P. O Box 3007 Houston, TX 77253-3007	509(a)(2)	To provide recreational programs and afterschool and summertime supervision to low-income, at-risk youth at ten locations in Fort Bend County.	$100,000.00
			Total:	**$12,110,530.19**

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ORGANIZATION	MAILING ADDRESS	STATUS	PURPOSE	AMOUNT TO BE PAID
AIDS Foundation Houston, Inc.	3202 Weslayan Street Houston, TX 77027	170(b)(1)(A)(vi)	To provide basic needs to individuals living with HIV/AIDS in Fort Bend County.	$30,000.00
Bridges To Life	P. O. Box 19039 Houston, TX 77224	170(b)(1)(A)(vi)	To provide counseling program at three prisons in Fort Bend County to prevent recidivism.	$20,000.00
Child Advocates of Fort Bend County, Inc.	P.O. Box 1032 Richmond, TX 77406	170(b)(1)(A)(vi)	To provide bi-lingual therapist for the Children's Advocacy Center.	$60,000.00
Children at Risk, Inc.	2900 Weslayan, Suite 400 Houston, TX 77027	170(b)(1)(A)(vi)	1:1 Matching Grant to support data collection on Fort Bend County statistics concerning children's issues.	$5,000.00
East Fort Bend Human Needs Ministry, Inc.	P.O. Box 1611 Stafford, TX 77497-1611	170(b)(1)(A)(vi)	To provide support to families suffering a short term financial crisis.	$50,000.00
Fort Bend County	301 Jackson, Suite 719 Richmond, TX 77469	170(b)(1)(A)(v)	To provide matching funds to increase transportation access to Fort Bend County residents.	$50,462.00
Fort Bend County Museum Association	P.O Box 460 Richmond, TX 77406-0460	170(b)(1)(A)(vi)	Three year grant to support public programming at the George Ranch Historical Park.	$720,000 00
Fort Bend Family Health Center, Inc	400 Austin Street Richmond, TX 77469	170(b)(1)(A)(vi)	To provide an enhanced integrated mental health program for Fort Bend residents	$400,000.00
Fort Bend Family Health Center, Inc	400 Austin Street Richmond, TX 77469	170(b)(1)(A)(vi)	Matching Grant (1:3) to assist in renovating the Health Center to meet the increased demand for medical services	$100,000.00
Fort Bend Independent School District	16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	Matching grant to renovate a facility to accommodate an early childhood center in parternership with Head Start.	$1,500,000.00

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Fort Bend Senior Citizens Meals on Wheels & Much Much More	P. O. Box 1488 Rosenberg, TX 77471	170(b)(1)(A)(vi)	To provide home delivered meals to Fort Bend County seniors.	$50,000 00
Gateway to Care	3611 Ennis Houston, TX 77004	170(b)(1)(A)(vi)	To increase healthcare services to uninsured and underinsured Fort Bend residents over a three year period.	$208,817.00
Gulf Coast Regional Blood Center	1400 La Concha Houston, TX 77054-1802	509(a)(2)	1.1 Matching Grant to provide support for blood collection activities in Fort Bend County.	$35,000.00
Katy Christian Ministries	P O. Box 986 Katy, TX 77492	170(b)(1)(A)(vi)	To provide for basic human needs in the Fulshear/Simonton area facing a short-term crisis	$27,500 00
Lyndon Baines Johnson Foundation, The	2313 Red River Street Austin, TX 78705	170(b)(1)(A)(vi)	To provide training and consultation for the Integrated Mental Health Initiative.	$31,237 00
Memorial Hermann Healthcare System	9401 Southwest Freeway, Suite 401 Houston, TX 77074	170(b)(1)(A)(vi)	To support the implementation of an enhanced integrated mental health initiative to serve Fort Bend County residents over three years.	$255,000.00
Rosenberg-Richmond Helping Hands, Inc.	P.O. Box 1268 Richmond, TX 77406-1268	170(b)(1)(A)(vi)	To provide support to families suffering a short-term crisis.	$50,000.00
Scholarship America	P. O. Box 297 Saint Peter, MN 56082	170(b)(1)(A)(vi)	To provide continuing and new scholarships to Fort Bend County graduating seniors.	$430,000.00
Texas State University	601 University Drive, 201 Derrick San Marcos, TX 78666	170(b)(1)(A)(ii)	To provide evaluation of the George Foundation Mental Health Initiative over a three year period	$29,969.00
University of Houston System, The	212 E. Cullen Building	170(b)(1)(A)(ii)	Matching Grant to support the second phase of the expansion of the University of Houston System at Sugar Land.	$1,000,000.00
University of Texas-Houston Health Science Center, The	7000 Fannin, Suite 1707 Houston, TX 77030	170(b)(1)(A)(v)	To provide Accelerated BSN Scholarships to Fort Bend County residents.	$187,500.00

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University of Texas-Houston Health Science Center, The	7000 Fannin, Suite 1707 Houston, TX 77030	170(b)(1)(A)(v)	Matching grant to assist in funding Accelerated Doctoral Nursing program over three years to increase teaching faulty.	$500,000.00
West Fort Bend Management District	611 Liberty Richmond, TX 77469	170(b)(1)(A)(v)	Five-year matching grant to support the operations of the West Fort Bend Management District, including the hiring of a full-time manager.	$350,000.00
Youth in Philanthropy	445 Commerce Green Sugar Land, TX 77478	170(b)(1)(A)(vi)	To fund program encouraging volunteerism among high school students.	$23,642.00
			Total	**$6,114,127.00**