Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

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: ☒ 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)* ► $ 257,929,247.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	9,550.			
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	2,717,786.	2,717,786.		
	4	Dividends and interest from securities	2,395,057.	2,395,057.		
	5a	Gross rents	832,493.	832,493.		
	b	Net rental income or (loss) 572,239.				
	6a	Net gain/(loss) from sale of assets not on line 10	4,277,279.			
	b	Gross sales price for all assets on line 6a 57,766,293.				
	7	Capital gain net income (from Part IV, line 2)		4,277,279.		
	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	6,928,241.	6,923,283.		
	12	**Total.** Add lines 1 through 11	17,160,406.	17,145,898.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	349,500.	91,875.		257,625.
	14	Other employee salaries and wages	419,220.	121,478.		297,742.
	15	Pension plans, employee benefits	52,089.	20,836.		31,254.
	16a	Legal fees (attach schedule) See St 2	113,042.	80,649.		32,394.
	b	Accounting fees (attach sch) See St 3	38,500.	15,400.		23,100.
	c	Other prof fees (attach sch) See St 4	837,743.	829,547.		8,134.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 5	443,424.	144,233.		31,691.
	19	Depreciation (attach sch) and depletion	248,016.	29,789.		
	20	Occupancy	58,317.	17,495.		40,822.
	21	Travel, conferences, and meetings	8,583.	858.		7,725.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 6	1,785,638.	311,211.		1,474,426.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,354,072.	1,663,371.		2,204,913.
	25	Contributions, gifts, grants paid Part XV	6,924,921.			6,924,921.
	26	**Total expenses and disbursements.** Add lines 24 and 25	11,278,993.	1,663,371.	0.	9,129,834.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	5,881,413.			
	b	**Net investment income** (if negative, enter 0)		15,482,527.		
	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	5,807,033.	10,354,414.	10,354,414.
	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)	29,251,996.	22,803,134.	23,610,367.
	b	Investments – corporate stock (attach schedule)	48,966,209.	44,017,839.	63,284,070.
	c	Investments – corporate bonds (attach schedule)	17,680,767.	19,006,523.	19,650,283.
	11	Investments – land, buildings, and equipment basis ► 27,373,648.			
		Less. accumulated depreciation (attach schedule) See Stmt 7 ► 5,987,855.	21,388,071.	21,385,793.	43,350,761.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	75,000,228.	86,249,891.	93,479,447.
	14	Land, buildings, and equipment basis ► 19,820,448.			
		Less accumulated depreciation (attach schedule) See Stmt 8 ► 14,718,500.	4,978,632.	5,101,948.	2,622,495.
	15	Other assets (describe ► See Statement 9)	1,546,334.	1,577,010.	1,577,010.
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	204,619,670.	210,496,952.	257,929,247.
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)	2,000.	2,000.	
	23	**Total liabilities** (add lines 17 through 22)	2,000.	2,000.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	204,617,670.	210,494,952.	
	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)	204,617,670.	210,494,952.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	204,619,670.	210,496,952.	

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	204,617,670.
2	Enter amount from Part I, line 27a	2	5,881,413.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	210,499,083.
5	Decreases not included in line 2 (itemize) ► See Statement 11	5	4,131.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	210,494,952.

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 12			
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	4,277,279.
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))
2009	14,433,287.	208,227,739.	0.069315
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

2	**Total** of line 1, column (d)	2	0.226206
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	0.045241
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	234,388,916.
5	Multiply line 4 by line 3	5	10,603,989.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	154,825.
7	Add lines 5 and 6	7	10,758,814.
8	Enter qualifying distributions from Part XII, line 4	8	9,470,508.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instr.)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	309,651.
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	309,651.
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	309,651.
6	Credits/Payments			
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 264,185.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 46,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	310,185.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	534.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 534. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 2010 or the taxable year beginning in 2010 (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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ **Yes** ☒ **No**			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ **Yes** ☒ **No**			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ **Yes** ☒ **No**			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ **Yes** ☐ **No**			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ **Yes** ☒ **No**			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ **Yes** ☒ **No**			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ **Yes** ☒ **No**			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 2010 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 2010)*		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 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)

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

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

If 'Yes' to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 13		349,500.	19,396.	7,046.

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.	4,930.	2,497.
DEE S. KOCH RICHMOND, TX 77469	GRANT OFFICER 40	100,554.	6,046.	8,493.
DIANA KALLUS-ETZLER RICHMOND, TX 77469	ACCOUNTANT 40	73,252.	2,255.	978.
ROCKY L PARR RICHMOND, TX 77469	OPERATIONS MG 40	74,834.	692.	1,023.
ORIN N COVELL RICHMOND, TX 77469	ADM OFFICER 40	104,358.	3,701.	6,177.

Total number of other employees paid over $50,000 ► 7

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 14		423,628.
Total number of others receiving over $50,000 for professional services ►		0

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 15	1,339,565.
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	192,554,660.
b Average of monthly cash balances		1b	475,921.
c Fair market value of all other assets (see instructions)		1c	44,927,709.
d **Total** (add lines 1a, b, and c)		1d	237,958,290.
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	237,958,290.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	3,569,374.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	234,388,916.
6 **Minimum investment return.** Enter 5% of line 5		6	11,719,446.

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	11,719,446.
2a Tax on investment income for 2010 from Part VI, line 5	2a 309,651.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	309,651.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	11,409,795.
4 Recoveries of amounts treated as qualifying distributions		4	4,958.
5 Add lines 3 and 4		5	11,414,753.
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	11,414,753.

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	9,129,834.
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	340,674.
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	9,470,508.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,470,508.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					11,414,753.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				2,325,960.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009					
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 9,470,508.					
a Applied to 2009, but not more than line 2a				2,325,960.	
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 2010 distributable amount					7,144,548.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(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 2009 Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					4,270,205.
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 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon· **a** 'Assets' alternative test — enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 16

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				6,924,921.
,				
Total			► **3a**	6,924,921.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE				2,739,535.
,				
Total			► **3b**	2,739,535.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,717,786.	
4 Dividends and interest from securities			14	2,395,057.	
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	572,239.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	4,277,279.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a See Statement 17		-4,257.		6,932,498.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-4,257.		16,894,859.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 16,890,602.

(See worksheet in line 13 instructions 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 of officer or trustee — Date 8/23/11 — Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
Connie L. Estopinal	Connie L. Estopinal	8-23-11		N/A

Firm's name ▶ MOHLE ADAMS

Firm's address ▶ 3900 ESSEX LANE, STE. 1000
HOUSTON, TX 77027

Firm's 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	$ 2,567.	$ 2,567.	
LIVESTOCK RAISED	4,958.		
MISCELLANEOUS INCOME	510.	510.	
OIL & GAS LEASE BONUS	32,882.	32,882.	
OIL & GAS ROYALTIES	6,787,652.	6,787,652.	
OTHER PORTFOLIO INCOME	9,465.	9,465.	
PARTNERSHIP INCOME - UBTI	-4,257.	-4,257.	
PARTNERSHIP ORDINARY	94,464.	94,464.	
Total	$ 6,928,241.	$ 6,923,283.	$ 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	$ 36,985.	$ 11,096.		$ 25,890.
GRANT RELATED	6,504.			6,504.
OIL & GAS COUNCIL	4,750.	4,750.		
REAL ESTATE COUNCIL	64,803.	64,803.		
Total	$ 113,042.	$ 80,649.	$ 0.	$ 32,394.

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	$ 38,500.	$ 15,400.		$ 23,100.
Total	$ 38,500.	$ 15,400.	$ 0.	$ 23,100.

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	$ 49,052.	$ 49,052.		
INVESTMENT MANAGEMENT FEES	716,438.	716,438.		
NONDEDUCTIBLE PARTNERSHIP EXP	62.			
OTHER PROFESSIONAL FEES	13,557.	5,423.		$ 8,134.

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	$ 58,634.	$ 58,634.		
Total	$ 837,743.	$ 829,547.	$ 0.	$ 8,134.

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	$ 136,356.	$ 130,384.		$ 5,972.
EXCISE TAXES	267,500.			
PAYROLL TAXES	39,568.	13,849.		25,719.
Total	$ 443,424.	$ 144,233.	$ 0.	$ 31,691.

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
GEORGE RANCH HISTORICAL PARK OPERATIONS	$ 1,339,565.			$ 1,339,565.
GRANT RELATED EXPENSES	37,361.			37,361.
INSURANCE	88,708.	$ 30,430.		58,277.
MISCELLANEOUS	11,496.	1,340.		10,156.
OFFICE EXPENSE	36,133.	15,551.		20,582.
Rental Expenses	260,254.	260,254.		
TRUSTEE EXPENSES	12,121.	3,636.		8,485.
Total	$ 1,785,638.	$ 311,211.	$ 0.	$ 1,474,426.

Statement 7
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	$ 27,373,648.	$ 5,987,855.	$ 21,385,793.	$ 43,350,761.
Total	$ 27,373,648.	$ 5,987,855.	$ 21,385,793.	$ 43,350,761.

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	$ 19,820,448.	$ 14,718,500.	$ 5,101,948.	$ 2,622,495.
Total	$ 19,820,448.	$ 14,718,500.	$ 5,101,948.	$ 2,622,495.

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	1,513,640.	1,513,640.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	2,080.	2,080.
PURCHASED INTEREST	14,695.	14,695.
Total	$ 1,577,010.	$ 1,577,010.

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 5
Other Decreases

NONDEDUCTIBLE LOSS ON DISPOSITION OF CHARITABLE USE ASSETS	$ 4,131.
Total	$ 4,131.

Statement 12
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

Statement 12 (continued)
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
7	MCDONNELL A/C - CG DISTRIBUTION	Purchased	Various	Various
8	SCOTT SELBER A/C - CG DISTRIBUTION	Purchased	Various	Various
9	IRONBRIDGE A/C - CG DISTRIBUTION	Purchased	Various	Various

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	56800495.		53470483.	3330012.				$ 3330012.
2	526,440.		0.	526,440.				526,440.
3	0.		18,531.	-18,531.				-18,531.
4	46,413.		0.	46,413.				46,413.
5	47,942.		0.	47,942.				47,942.
6	338,818.		0.	338,818.				338,818.
7	686.		0.	686.				686.
8	3,718.		0.	3,718.				3,718.
9	1,781.		0.	1,781.				1,781.
							Total	$ 4277279.

Statement 13
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 6.00	$ 18,000.	$ 0.	$ 0.
E.E. REED 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	4,500.	0.	0.
ROLAND C. ADAMSON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	Executive Direc 40.00	259,500.	19,396.	4,190.
CHARLES P. MCDONALD 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	18,000.	0.	1,439.
WILLIAM O. JAMESON 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	18,000.	0.	228.
JOHN M. NULL 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	18,000.	0.	0.

Statement 13 (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	Compensation	Contribution to EBP & DC	Expense Account/ Other
THOMAS C. MCNUTT 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	$ 13,500.	$ 0.	$ 1,189.
	Total	$ 349,500.	$ 19,396.	$ 7,046.

Statement 14
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	68,382.
IRONBRIDGE CAPITAL MANAGEMENT LP ONE PARKVIEW PLAZA, STE 600 OAKBROOK TERRACE, IL 60181	INVESTMENT MANAGER	184,692.
MCDONNELL INVESTMENT MANAGEMENT 1515 W 22ND ST OAKBROOK, IL 60523	INVESTMENT MANAGER	76,951.
PAUL L COMSTOCK CO 2 RIVERWAY, STE 1000 HOUSTON, TX 77056	INVESTMENT COUNCIL	93,603.
	Total	$ 423,628.

Statement 15
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 HISTORY. PUBLIC TOURS AND AN EXTENSIVE LIST OF SCHOOL PROGRAMS ARE AVAILABLE. 16,617 STUDENT GROUP ATTENDEES FROM 200 SCHOOLS - 34 INDEPENDENT SCHOOL DISTRICTS AND 10 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2010 = 43,625	$ 1,339,565.

Statement 16
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 17
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	$ 2,567.	
LIVESTOCK RAISED			1	4,958.	
MISCELLANEOUS INCOME			14	510.	
OIL & GAS LEASE BONUS			15	32,882.	
OIL & GAS ROYALTIES			15	6,787,652.	
OTHER PORTFOLIO INCOME			14	9,465.	
PARTNERSHIP INCOME - UBTI	900000	$ -4,257.			
PARTNERSHIP ORDINARY			14	94,464.	
Total		$ -4,257.		$ 6,932,498.	$ 0.

THE GEORGE FOUNDATION
EIN# 74-6043368
12/31/2010

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	5,306	S/L	5 YR	-
OFFICE BUILDING	544,574	73,523	S/L	VARIOUS	14,004
OFFICE BUILDING EQUIPMENT	14,963	10,020	S/L	10 YR	983
OFFICE FURNITURE & EQUIPMENT	103,124	71,373	S/L	5 YR	7,059
FARM/LG AUTOMOTIVE	44,218	42,608	S/L	VARIOUS	27
FARM/LG BUILDINGS	986,027	972,773	S/L	VARIOUS	1,119
FARM/LG EQUIPMENT	201,572	192,710	S/L	VARIOUS	3,041
FARM/LG FENCES	337,056	297,065	S/L	VARIOUS	2,331
FARM/LG ROADS AND CULVERTS	172,827	166,302	S/L	5 YR	523
FARM/LG WATER SYSTEM	158,851	156,536	S/L	VARIOUS	702
	$ 2,568,518	$ 1,988,216			$ 29,789
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	18,510,690	14,352,624	S/L	VARIOUS	185,663
GRANT-RELATED ASSETS	862,768	147,649	S/L		32,564
	$ 21,941,976	$ 16,488,489	TOTAL DEPRECIATION		$ 248,016
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					$ 248,016

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2010

		Description	Tax Basis	Market Value
130	M	AMERICAN MUN PWR OHIO 3.944% 02/15/20	130,000.00	130,284.70
85	M	BATON ROUGE LA PUB IMPT 4.28% 08/01/20	86,759.50	86,187.45
590	M	BERGEN CNTY NJ 5.375% 09/15/2011	595,563.70	608,838.70
25	M	BUNCOMBE CNTY NC 1.6% 06/01/2011	25,124.50	25,069.50
50	M	CASA GRANDE ARIZ EXCISE TX 2.75% 04/01/	50,277.50	50,204.50
355	M	CHELAN CNTY WASH PUB UTIL 4.5% 07/01/2	359,778.30	366,139.90
245	M	DALLAS-FT WORTH INTL ARPT 6.6% 11/01/2	256,171.25	252,891.45
125	M	DENTON TX UTIL SYS REV 6.75% 12/01/2021	135,925.00	136,008.75
150	M	EAST ORANGE NJ 5% 04/01/2012	156,330.00	157,029.00
750	M	FED FARM CR BKS CONS 4.875% 01/17/2017	733,879.10	840,246.00
250	M	FHLB 3.625% 10/18/2013	242,625.00	266,952.00
175	M	FHLMC DEB 5% 07/15/2014	179,551.75	196,147.35
0	M	FHLMC GOLD 6% 03/01/2011	20.63	21.98
9	M	FHLMC GOLD 6.5% 01/01/2016	9,188.98	9,887.71
2	M	FHLMC GOLD 6.5% 11/01/2011	1,689.73	1,666.93
7	M	FHLMC GOLD POOL C37463 8% 04/01/2030	7,360.43	8,556.60
78	M	FHLMC MULITCLASS SER 2602 5% 04/15/201	81,213.60	84,484.14
400	M	FHLMC MULTICLASS 5% 10/15/2031	394,571.49	422,517.20
250	M	FHLMC MULTICLASS 5.5% 01/15/2031	249,382.32	264,542.24
34	M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	35,078.01	37,106.03
32	M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	31,613.10	31,846.72
75	M	FHLMC MULTICLASS PREASSIGN 6% 12/15/2	78,375.00	77,315.40
22	M	FHLMC MULTICLASS SER 2543 5.5% 04/15/2	22,879.37	23,685.12
90	M	FHLMC MULTICLASS SER 2631 5% 02/15/203	93,516.83	94,380.28
282	M	FHLMC MULTICLASS SER 2776 5% 09/15/203	293,562.00	295,497.08
150	M	FHLMC MULTICLASS SER 2971 5% 07/15/201	153,000.00	160,402.95
125	M	FHLMC MULTICLASS SER 3026 5.5% 06/15/2	128,281.25	136,625.00
100	M	FHLMC MULTICLASS SER 3149 5% 10/15/203	101,718.75	102,838.00
243	M	FHLMC MULTICLASS SER 3725 3.5% 09/15/2	253,695.83	245,618.43
31	M	FHLMC POOL 5% 03/01/2018	31,341.04	32,542.93
1,650	M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,651,394.25	1,708,028.85
1,200	M	FHLMC TRANCHE #TR 00420 5% 01/30/2014	1,217,832.00	1,335,087.60
298	M	FNMA 2010-9 3.5% 01/25/2024	301,503.21	304,920.84
1	M	FNMA POOL #250919 7% 05/01/2012	1,328.24	1,401.26
13	M	FNMA POOL #551213 7.5% 09/01/2015	13,119.23	14,405.15
11	M	FNMA POOL #606725 6.5% 10/01/2031	11,684.70	12,849.38
47	M	FNMA POOL #696903 5.5% 04/01/2033	47,559.07	50,328.15
25	M	FNMA POOL #837348 5% 09/01/2035	23,055.23	25,903.58

The George Foundation - 990PF #74-6043368
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Government Bonds
December 31, 2010

		Description	Tax Basis	Market Value
23	M	FNMA POOL #871468 5.5% 5/01/2036	21,866.09	24,300.69
106	M	FNMA POOL #888304 5.279% 04/01/2037	106,385.44	112,518.47
112	M	FNMA POOL #904131 5.5% 11/01/2036	110,326.66	120,598.88
134	M	FNMA POOL #909419 5% 02/01/2037	126,338.30	141,143.81
272	M	FNMA POOL #985896 5.5% 08/01/2038	265,126.44	291,576.07
406	M	FNMA POOL #AC3657 4.5% 10/01/2039	409,435.71	417,199.66
900	M	FNMA PREASSIGN 00419 3.625% 08/15/2011	899,568.00	918,087.30
160	M	FNMA PREASSIGN 00316 5% 06/25/2023	166,900.00	166,385.44
1,185	M	FNMA PREASSIGN 00460 2.75% 02/05/2014	1,184,063.85	1,238,285.90
21	M	FNMA REMIC SER 2004-70 4% 12/25/2029	21,254.71	21,987.24
122	M	FNMA REMIC TR 2005-45 5.5% 07/25/2030	124,735.82	127,430.37
57	M	GNMA 2004-016 REMIC 3.5% 02/20/2034	56,403.82	57,407.18
322	M	GNMA 2010-102 1.852% 07/16/2032	325,355.52	323,370.53
325	M	GNMA 2010-156 REMIC 2.76% 11/15/2053	326,510.74	318,293.29
277	M	GNMA 4.5% 06/16/2034	292,773.28	294,276.28
18	M	GNMA POOL 5.5% 12/15/2017	18,360.63	19,036.46
35	M	GNMA POOL 6% 11/15/2032	36,920.19	39,131.42
315	M	GNMA REMIC SER 2010-52 12/16/2038	317,633.20	323,073.45
95	M	GREEN BAY WIS AREA PUB SCH 4.55% 04/0	97,490.25	96,718.55
40	M	HAMILTON TWP MERCER CNTY NJ 4.45% 08/	40,916.40	40,766.40
250	M	HARRISBURG PA SER A 04/01/2015	224,989.31	216,817.50
30	M	ILLINOIS HSG DEV AUTH 5.02% 01/01/2012	29,837.70	30,500.40
200	M	KEARNY N J SER B 5% 02/01/2013	207,833.50	205,496.00
180	M	LITTLE ROCK ARK WASTE DISP 5.4% 05/01/2	185,418.00	185,382.00
250	M	MIA BEACH FL REDEV AGY 4.72% 12/01/2012	257,886.00	257,160.00
105	M	NEBRASKA PUB PWR 4.85% 01/01/2014	105,000.00	112,718.55
350	M	NEW JERSEY SPORTS & EXPO 4.464% 09/01/	348,678.00	356,020.00
100	M	NEW JERSEY ST EDL FACS AUTH DORM SA	104,695.00	109,651.00
50	M	NJ ST TPK AUTH 4.252% 01/01/2016	54,864.50	53,138.50
205	M	OAKLAND CA REDEV AGY 5.252% 09/01/201	209,659.65	205,963.50
100	M	OCONTO FALLS WIS CMNTY DEV 6.55% 09/0	111,429.00	108,924.00
275	M	OREGON ST DEPT ADM SVCS LOTTERY 4.6	260,163.75	279,570.50
125	M	ORLANDO FL UTILS COMMN WTR & ELEC 4.	126,090.00	128,870.00
325	M	PHILADELPHIA PA AUTH FOR INDL DEV PEN	336,407.50	325,000.00
100	M	PIKE CNTY IND SCH 4.9% 07/05/2017	107,014.00	105,154.00
65	M	READING PA 5.25% 11/15/2018	73,359.00	73,097.70
285	M	SALES TX AST RECEIVBLE 4.25% 10/15/2011	293,615.55	291,121.80
20	M	SD ST BLDG AUTH 6.75% 09/01/2013	21,629.80	21,526.20

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990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2010

		Description	Tax Basis	Market Value
60	M	STANLEY WIS WTR & SEW SYS 5.75% 07/01/	67,617.00	67,982.40
155	M	STILLWATER MINN INDPT SCH DIST 4.75% 0	160,707.10	167,324.05
50	M	STOCKTON CAL PORT DIST PORT REV 5.3%	50,838.00	50,247.00
225	M	UNIVERSITY CALIF REV 4.06% 05/15/2013	220,012.50	229,232.25
30	M	UPPER ALLEN TWP PA 6.3% 04/01/2011	31,117.50	30,240.60
325	M	US TREAS 1.375% 09/15/2012	327,693.48	329,709.90
750	M	US TREAS 2.626% 02/29/2016	744,348.70	769,746.00
300	M	US TREAS 3.125% 05/15/2019	306,259.01	303,164.10
1,450	M	US TREAS 3.875% 5/15/2018	1,580,865.17	1,560,110.10
450	M	US TREAS 4.25% 08/15/2014	509,872.89	496,406.25
1,030	M	US TREAS INFL INDX 1.625% 01/15/2018	1,067,490.66	1,150,610.14
930	M	US TREAS INFL INDX 2% 01/15/2014	1,038,426.87	1,181,776.42
95	M	UTAH ST RECAPITALIZION 4.34% 07/01/2019	95,000.00	96,622.60
150	M	WASHINGTON BIOMEDICAL 3.049%	150,000.00	149,256.00
115	M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	115,461.15
145	M	WESTERN WASH UNIV 5.77% 04/01/2019	145,000.00	156,320.15
		Grand Total:	22,803,134.08	23,610,366.99

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

As of December 31, 2010

		Description	Tax Basis	Market Value
24,108	SHS	ACCENTURE LTD BERMUDA	827,787.96	1,168,996.92
5,900	SHS	ADOBE SYS	170,035.00	181,602.00
15,425	SHS	ADR ARM HLDS PLC SPONSORED ISIN	81,640.66	320,068.75
1,400	SHS	ADR BAIDU	115,053.26	135,142.00
1,200	SHS	ADR NEW ORIENTAL ED & TECH GROUP	120,087.96	126,276.00
10,000	SHS	ADVANCED MICRO DEVICES	283,522.68	81,800.00
5,149	SHS	AGL RES	183,243.55	184,591.65
7,200	SHS	AKAMAI TECHNOLOGIES	211,089.27	338,760.00
6,326	SHS	ALEXANDER & BALDWIN	234,770.91	253,229.78
2,430	SHS	ALEXANDRIA REAL ESTATE	151,006.32	178,021.80
1,138	SHS	ALLEGHANY	338,371.67	348,649.06
20,029	SHS	ALLERGAIN	794,785.27	1,375,391.43
9,869	SHS	AMAZON	636,516.76	1,776,420.00
5,792	SHS	AMER FINL GROUP	146,845.06	187,023.68
2,700	SHS	AMERICAN TOWER	125,038.08	139,428.00
1,758	SHS	AMERN SUPERCONDUCTOR	13,657.55	50,261.22
11,567	SHS	AMGEN	692,162.40	635,028.30
5,346	SHS	APOGEE ENTERPRISES	72,075.90	72,010.62
8,117	SHS	APPLE	786,390.49	2,618,219.52
600	SHS	APPLE COMPUTER	35,302.00	193,536.00
4,492	SHS	APPLIED INDL TECHNOLOGIES	124,253.68	145,900.16
7,481	SHS	APTARGROUP	276,274.32	355,871.17
3,115	SHS	ARCH CHEMICALS	104,282.20	118,151.95
4,907	SHS	ARGO GROUP INTERNATIONAL	240,970.30	183,767.15
3,706	SHS	ASTEC INDS	83,568.55	120,111.46
4,814	SHS	ATWOOD OCEANICS	165,213.89	179,899.18
5,400	SHS	AUTODESK	127,203.43	206,280.00
10,100	SHS	AVIAT NETWORKS (FNA HARRIS STRATEX N	142,481.73	51,207.00
12,839	SHS	BARD C R	1,025,541.39	1,178,235.03
2,672	SHS	BARRETT BILL	87,353.26	109,899.36
7,000	SHS	BE AEROSPACE	56,556.60	259,210.00
3,982	SHS	BIG LOTS	82,976.98	121,291.72
249	SHS	BIGLARI HLDGS	80,648.20	102,142.29
4,750	SHS	BJS WHSL CLUB	177,083.94	227,525.00
8,107	SHS	BLACK HILLS	274,482.83	243,210.00
14,159	SHS	BRUKER	190,534.18	235,039.40
6,918	SHS	BUCKLE	205,205.28	261,292.86
20,098	SHS	C H ROBINSON WORLDWIDE	1,067,354.47	1,611,658.62
7,800	SHS	CABELAS	153,566.26	169,650.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2010

		Description	Tax Basis	Market Value
3,352	SHS	CABOT	75,952.71	126,202.80
6,663	SHS	CALLAWAY GOLF	63,324.54	53,770.41
4,746	SHS	CARPERNTER TECH	156,701.99	190,979.04
2,200	SHS	CATERPILLAR	193,563.04	206,052.00
17,584	SHS	CELESTICA	174,651.55	170,564.80
5,480	SHS	CEPHEID	41,093.13	124,670.00
1,072	SHS	CERNER	21,854.76	101,561.28
4,050	SHS	CHEESECAKE FACTORY	76,508.47	124,173.00
13,562	SHS	CHEVRONTEXACO	445,927.29	1,237,532.50
26,145	SHS	COACH	1,015,300.46	1,446,079.95
2,969	SHS	COINSTAR	128,676.53	167,570.36
6,260	SHS	COLUMBIA BKG SYS	100,501.97	131,835.60
4,432	SHS	CORN PRODS INTL	111,461.41	203,872.00
4,781	SHS	CORP OFFICE PPTYS TR	92,148.79	167,095.95
4,400	SHS	CORPORATE EXECUTIVE BRD	147,282.41	165,220.00
1,800	SHS	CREE	120,648.00	118,602.00
5,113	SHS	CULLEN/FROST BANKERS	243,744.28	312,506.56
11,269	SHS	CYPRESS SEMICONDUCTOR	30,060.04	209,378.02
4,818	SHS	DECKERS OUTDOOR	212,374.99	384,187.32
1,390	SHS	DIONEX	65,291.69	164,033.90
7,200	SHS	DREAMWORKS ANIMATION	189,101.43	212,184.00
1,360	SHS	E*TRADE FIN	302,467.50	21,760.00
3,700	SHS	EATON	245,950.12	375,587.00
8,100	SHS	EDWARDS LIFESCIENCES	128,796.05	654,804.00
3,972	SHS	ESTERLINE TECHNOLOGIES	200,749.27	272,439.48
9,900	SHS	ETHAN ALLEN INTERIORS	177,382.28	198,099.00
13,252	SHS	EXELIXIS	85,471.97	108,798.92
3,800	SHS	EXPEDITORS INTL WASH	93,263.78	207,480.00
13,112	SHS	EXXON MOBIL	316,516.33	958,749.44
2,800	SHS	F5 NETWORKS	185,902.68	364,448.00
2,800	SHS	FACTSET RESH SYS	127,572.12	262,528.00
11,500	SHS	FIFTH ST FIN	140,832.55	139,610.00
9,219	SHS	FIRST MIDWEST BANCORP	122,440.96	106,202.88
2,676	SHS	FMC CORP	71,727.97	213,785.64
16,500	SHS	FREDS	203,356.34	227,040.00
6,400	SHS	GARMIN LTD	208,461.31	198,336.00
2,999	SHS	GATX	92,931.03	105,804.72
43,280	SHS	GENERAL ELECTRIC	753,716.87	791,591.20
1,885	SHS	GEN-PROBE	78,971.33	109,989.75

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

As of December 31, 2010

		Description	Tax Basis	Market Value
5,600	SHS	GENTEX	48,200.32	165,536.00
900	SHS	GOLDMAN SACHS GROUP	148,982.00	151,344.00
3,199	SHS	GOOGLE	1,388,189.15	1,900,110.03
5,711	SHS	GRAFTECH INTL LTD	43,304.06	113,306.24
4,913	SHS	HENRY JACK & ASSOC	125,858.16	143,213.95
840	SHS	HITTITE MICROWAVE	52,061.64	51,273.60
4,000	SHS	HONEYWELL INTL	119,863.60	212,640.00
3,298	SHS	IBERIABANK	160,623.11	195,010.74
2,721	SHS	IDEX	66,860.77	106,445.52
1,499	SHS	IDEXX LABS	65,429.26	103,760.78
5,000	SHS	ILLUMINA	183,969.70	316,700.00
4,325	SHS	INFORMATICA	56,734.06	190,429.75
4,806	SHS	INSITUFORM TECHNOLOGIES	71,579.73	127,407.06
3,465	SHS	INTL RECTIFIER	97,119.60	102,875.85
10,500	SHS	INTUIT	281,867.56	517,650.00
1,200	SHS	INTUITIVE SURGICAL	139,213.87	309,300.00
1,439	SHS	ITC HLDGS	57,899.68	89,189.22
1,520	SHS	ITRON	84,530.45	84,284.00
12,800	SHS	JANUS CAP GROUP	176,197.42	166,016.00
7,871	SHS	JEFFERIES GROUP	143,897.51	209,604.73
7,000	SHS	JETBLUE AWYS	76,087.90	46,270.00
3,624	SHS	K12	85,122.78	103,863.84
12,580	SHS	KB HOME	202,554.18	169,704.20
2,884	SHS	KENNAMETAL	91,670.36	113,802.64
9,793	SHS	KNIGHT CAP GROUP	151,914.12	135,045.47
16,421	SHS	KRAFT FOODS CL A	46,389.69	517,425.71
5,000	SHS	LANDSTAR SYS	202,144.68	204,700.00
21,087	SHS	LEAPFROG ENTERPRISES	125,485.28	117,032.85
6,743	SHS	LIFEPOINT HOSPS	234,665.46	247,805.25
1,625	SHS	LINCOLN ELEC HLDGS	53,822.92	106,063.75
3,900	SHS	LINCOLN NATL	171,684.92	108,459.00
2,014	SHS	LITTELFUSE	88,214.04	94,778.84
7,900	SHS	LTD BRANDS	203,676.00	242,767.00
2,267	SHS	LUBRIZOL	72,656.19	242,296.96
5,736	SHS	LUMINEX	87,167.23	104,854.08
5,390	SHS	MARTEK BIOSCIENCES	116,484.37	168,707.00
14,480	SHS	MASTEC	173,302.81	211,263.20
4,285	SHS	MASTERCARD	579,593.22	960,311.35
1,850	SHS	MERCADOLIBRE	122,086.50	123,302.50

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

As of December 31, 2010

	Description	Tax Basis	Market Value
6,049 SHS	METHANEX CORP	65,645.05	183,889.60
680 SHS	MFC ISHARES TR RUSSELL 2000 INDEX	47,198.05	53,196.40
2,400 SHS	MICROCHIP TECHNOLOGY	84,036.54	82,104.00
42,764 SHS	MICROSOFT	1,053,719.29	1,193,970.88
5,124 SHS	MID-AMER APT CMNTYS	170,439.55	325,322.76
2,800 SHS	MIDDLEBY	131,564.59	236,376.00
1,507 SHS	MINERALS TECHNOLOGIES	100,495.25	98,572.87
6,810 SHS	MIPS TECHNOLOGIES	103,253.48	103,239.60
6,715 SHS	MODINE MFG	105,532.18	104,082.50
5,187 SHS	MOOG	181,441.65	206,442.60
2,390 SHS	MWI VETERINARY SUPPLY	104,783.26	150,928.50
3,300 SHS	NATIONAL OILWELL VARCO	86,922.00	221,925.00
21,942 SHS	NATIONAL PENN BANCSHARES	150,857.37	176,194.26
5,675 SHS	NATL INSTRS	157,888.41	213,607.00
7,650 SHS	NEKTAR THERAPEUTICS	109,464.24	98,302.50
500 SHS	NETFLIX	62,187.00	87,850.00
834 SHS	NEWMARKET	95,953.32	102,890.58
1,200 SHS	NOBLE	39,348.36	42,924.00
4,275 SHS	NUTRI SYS	158,614.43	89,903.25
3,190 SHS	OMNIVISION TECHNOLOGIES	101,186.25	94,455.90
6,700 SHS	OPEN TEXT	100,308.90	308,602.00
1,700 SHS	OPENTABLE	89,524.55	119,816.00
47,754 SHS	ORACLE	649,888.64	1,494,700.20
9,590 SHS	ORBITAL SCI	107,972.34	164,276.70
11,354 SHS	OWENS & MINOR	236,947.72	334,148.22
9,004 SHS	PARAMETRIC TECHNOLOGY	150,969.43	202,860.12
2,800 SHS	PAYCHEX	77,448.87	86,548.00
21,950 SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	919,560.13	1,284,733.50
2,380 SHS	PICO HLDGS	53,850.07	75,684.00
7,400 SHS	PLANTRONICS	166,798.14	275,428.00
14,650 SHS	PLEXUS	462,512.47	453,271.00
1,500 SHS	POLO RALPH LAUREN	80,575.16	166,380.00
5,126 SHS	POLYCOM	114,013.69	199,811.48
1,600 SHS	POTASH CORP SASK	124,858.20	247,728.00
3,829 SHS	POTLATCH	126,505.69	124,633.95
2,000 SHS	PRECISION CASTPARTS	136,980.00	278,420.00
550 SHS	PRICELINE COM	91,567.52	219,752.50
18,000 SHS	PROCTER & GAMBLE	1,088,078.40	1,157,940.00
6,242 SHS	PROGRESS SOFTWARE	192,809.97	264,161.44

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2010

		Description	Tax Basis	Market Value
10,731	SHS	PROVIDENT FINL SVCS	110,857.07	162,360.03
32,772	SHS	QUALCOMM	1,322,360.75	1,621,886.28
12,250	SHS	REDWOOD TR	182,265.42	182,892.50
4,144	SHS	RIVERBED TECHNOLOGY	48,174.78	145,744.48
3,961	SHS	ROFIN SINAR TECHNOLOGIES	65,279.19	140,377.84
5,700	SHS	ROYAL CARIBBEAN CRUISES	197,824.70	267,900.00
3,100	SHS	SALESFORCE	278,583.01	409,200.00
4,909	SHS	SCANCOURCE	137,545.60	156,597.10
3,400	SHS	SCHLUMBERGER LTD	141,778.58	283,900.00
13,950	SHS	SEAGATE TECH PLC	252,441.76	209,668.50
6,998	SHS	SEMTECH	115,512.41	158,434.72
2,750	SHS	SIRONA DENTAL SYS	89,531.04	114,895.00
10,550	SHS	SKYWORKS SOLUTIONS	158,440.07	302,046.50
7,975	SHS	SLECT COMFORT	132,860.44	72,811.75
3,786	SHS	SMITH A O	137,403.50	144,170.88
1,996	SHS	SNAP-ON	92,113.04	112,933.68
7,257	SHS	SOUTHERN UN	216,266.14	174,675.99
4,000	SHS	SOUTHWESTN ENERGY	170,402.40	149,720.00
27,657	SHS	STARBUCKS	726,863.50	888,619.41
7,148	SHS	STD MICROSYSTEMS	178,305.83	206,076.84
8,203	SHS	STEWART INFORMATION SVCS	178,040.99	94,580.59
3,803	SHS	STIFEL FINL	207,078.80	235,938.12
968	SHS	STRAYER ED	117,586.26	147,348.96
5,800	SHS	SUPERIOR ENERGY SVCS	134,741.75	202,942.00
5,989	SHS	SWIFT ENERGY	115,326.09	234,469.35
6,510	SHS	SYNAPTICS	121,085.09	191,263.80
3,300	SHS	SYNNEX	92,763.53	102,960.00
1,980	SHS	SYNTEL	93,875.88	94,624.20
16,720	SHS	T ROWE PRICE	911,582.72	1,079,108.80
9,764	SHS	TCF FNCL	131,064.79	144,604.84
4,352	SHS	TESCO	36,736.16	69,109.76
5,070	SHS	TETRA TECHNOLOGIES	115,259.10	127,054.20
4,541	SHS	THOMAS & BETTS	151,903.55	219,330.30
9,400	SHS	TJX COS	220,390.00	417,266.00
7,672	SHS	TRACTOR SUP CO	154,045.03	372,015.28
9,537	SHS	TRIMBLE NAV LTD	173,783.95	380,812.41
2,814	SHS	TRIUMPH GROUP	127,533.43	251,599.74
4,348	SHS	TUPPERWARE BRANDS	140,990.32	207,269.16
7,500	SHS	TW TELECOM (F/N/A TIME WARNER TELECO	136,636.57	127,875.00

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

As of December 31, 2010

	Description	Tax Basis	Market Value
7,224 SHS	UGI	160,867.09	228,133.92
2,458 SHS	UNDER ARMOR	91,343.49	134,796.72
4,786 SHS	UNIT CORP	207,666.66	222,453.28
3,364 SHS	UNVL FST PRODS	130,201.40	130,859.60
1,222 SHS	VALMONT INDS	85,839.05	108,428.06
28,754 SHS	VARIAN MED SYS	1,312,926.13	1,992,077.12
2,400 SHS	VIASAT	71,738.85	106,584.00
2,500 SHS	VISA	168,586.48	175,950.00
1,600 SHS	VMWARE	116,998.08	142,256.00
4,199 SHS	WADDELL & REED	120,721.34	148,182.71
4,690 SHS	WESTPORT INNOVATIONS	83,448.01	86,858.80
4,255 SHS	WMS INDS	113,693.91	192,496.20
3,901 SHS	WOLVERINE WORLD WIDE	75,707.48	124,363.88
3,330 SHS	WORLD FUEL SERVICE	90,812.03	120,412.80
2,000 SHS	WYNN RESORTS	174,585.54	207,680.00
12,200 SHS	YAHOO	375,745.50	202,886.00
4,701 SHS	ZOLL MED	115,305.61	175,018.23
	Grand Total:	44,017,838.53	63,284,070.35

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2010

		Description	Tax Basis	Market Value
170	M	ABBOTT LABS 4.125% 05/27/2020	169,911.90	172,844.27
165	M	ACE INA HLDG 5.7% 02/15/2017	164,784.45	180,918.54
170	M	ALLIED WASTE NORTH AM 6.875% 06/01/201	164,475.00	187,000.00
170	M	AMER MOVIL 5.625% 11/15/2017	166,054.30	185,327.03
44	M	AMERN AIRL PASS 10.375% 07/02/2019	50,816.51	52,369.85
135	M	AMERN EXPRESS MEDIUM TERM 2.75% 09/1	134,211.60	132,797.61
140	M	ANHEUSER BUSCH	156,531.20	151,643.66
50	M	ARCHER DANIELS MIDLAND 7.125% 03/01/20	56,095.50	56,368.10
185	M	AT&T 2.5% 08/15/2015	184,433.90	184,349.91
135	M	AT&T FLOATING RT 11/15/2011	146,896.90	142,612.52
250	M	AUTOZONE 4.375% 06/01/2013	243,100.00	261,007.75
140	M	AUTOZONE 5.75% 01/15/2015	149,828.00	154,047.46
200	M	BANK AMER 6.5% 08/01/2016	218,780.00	217,018.60
200	M	BANK AMER SENIOR NOTE 5.625% 10/14/201	209,660.00	207,360.80
175	M	BANK ONE 4.9% 04/30/2015	168,466.90	183,062.25
160	M	BB&T SR MED TRM 5.7% 04/30/2014	158,076.80	176,037.28
400	M	BEAR STEARNS 5.3% 10/30/2015	426,320.00	434,071.20
125	M	BEAR STEARNS GLOBAL 7.25% 02/01/2018	118,797.50	148,132.75
125	M	BEAR STEARNS VAR RT 02/10/2014	125,093.75	126,798.75
150	M	BK NY MED TERM 4.5% 04/01/2013	149,845.50	160,541.55
153	M	BROWN FORMAN 2.5% 01/15/2016	152,020.80	151,526.61
155	M	BURL NORTHN SANTA FE	156,357.80	172,748.59
100	M	BURLINGTON NORTHN SANTA FE 5.9% 07/0	107,267.00	106,963.40
350	M	CARMAX AUTO OWNER TR 2008-1 4.79% 02/	349,910.40	358,706.25
165	M	CATERPILLAR FINANCIAL 2.75% 06/24/2015	165,115.20	167,397.45
100	M	CENTERPOINT ENERGY 5.95% 01/15/2014	105,890.00	108,837.00
195	M	CITIBANK CR CARD 5.3% 03/15/2018	194,253.15	218,507.64
165	M	CITIGROUP 6.125% 11/21/2017	146,998.50	180,821.19
330	M	CITIGROUP 6.5% 08/19/2013	360,270.00	362,359.47
141	M	CMO CD 2005-C1 COMMERCIAL MTG 7/15/20	141,959.63	143,793.39
273	M	CMO CD 2006-CD3 MTG TR CL A-2 5.559999	274,428.88	281,463.22
300	M	CMO GE COML MTG 2006-1 3/10/2044	300,473.62	300,053.10
300	M	CMO MORGAN STANLEY CAP I TR 2006 5.91	301,648.50	319,780.80
175	M	COMCAST 5.15% 03/01/2020	175,292.15	183,810.20
50	M	CONTINENTAL AIRLS PASS 6.503% 06/15/20	51,650.00	50,625.00
223	M	CONTINENTAL AIRLS PASS THRU 6.648% 03	236,720.18	232,301.43
48	M	CONTL AIRLS PASS 9% 07/08/2016	56,015.39	54,935.86
145	M	COSTCO WHSL	146,856.00	165,203.87

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2010

		Description	Tax Basis	Market Value
180	M	COVIDIEN INTL FINANCE 4.2% 06/15/2020	180,059.40	179,954.46
195	M	CR SUISSE AG 5.4% 01/14/2020	194,003.30	199,148.43
100	M	DEERE JOHN CAP 5.35% 01/07/2012	99,975.00	104,677.60
45	M	DELTA AIR LINES 6.821% 08/10/2022	45,696.25	47,372.15
44	M	DELTA AIR LINES 7.75% 12/17/2019	48,102.57	48,651.68
180	M	DIRECTTV 3.125% 02/15/2016	179,514.00	177,599.88
165	M	DOW CHEM 5.9% 02/15/2015	179,567.85	182,687.01
100	M	DOW CHEM 6.125% 02/01/2011	106,632.00	100,343.20
150	M	EXELON 4.9% 06/15/2015	156,999.00	159,964.65
265	M	FORD CR AUTO OWNER 2.15% 06/15/2015	264,930.04	269,838.37
250	M	GE 5% 02/01/2013	258,512.50	267,243.25
400	M	GE MED TERM 5.375% 10/20/2016	432,427.00	433,910.40
280	M	GENERAL ELEC CAP CORP MED TERM 5.4%	308,571.20	299,721.52
165	M	GEORGIA PWR 5.25% 12/15/2015	164,640.30	184,504.65
185	M	GOLDMAN SACHS 3.7% 08/01/2015	184,781.70	188,498.72
175	M	GOLDMAN SACHS 4.75% 07/15/2013	176,870.75	186,422.95
100	M	GOLDMAN SACHS 5.125% 01/15/2015	105,488.00	107,438.40
200	M	HANCOCK JOHN LIFE INS VAR RT 04/15/201	198,660.00	199,308.00
95	M	HANCOCK JOHN LIFE SIG NOTES VAR RT 4/	95,095.00	96,581.75
150	M	HARTFORD LIFE INS FLTG RT 3.25% 08/15/20	149,550.00	147,459.00
95	M	HARTFORD LIFE INS FLTG RT 3.29% 08/15/20	94,715.00	94,061.40
30	M	HARTFORD LIFE INS VAR RT 07/15/2012	29,926.50	29,763.30
50	M	HARTFORD LIFE INS VAR RT 2.89% 03/15/20	48,987.50	48,430.50
150	M	HONDA AUTO 1.98% 05/23/2016	149,961.84	152,603.70
165	M	HOSPIRA 6.05% 03/30/2017	166,527.90	184,853.96
50	M	HOUSEHOLD FIN VAR RT 04/10/2011	50,000.00	49,958.00
84	M	HOUSEHOLD FIN VAR RT 11/10/2013	84,414.96	84,603.12
170	M	HOUSEHOLD FIN VAR RT 12/10/2013	170,959.10	171,907.40
35	M	HSBC FINANCE VAR RT	35,157.50	35,048.65
28	M	HSEHD FIN FLTG RT 2.87% 4/10/2011	28,126.00	28,001.96
215	M	HYUNDAI AUTO 2.45% 12/15/2016	214,996.41	219,790.63
210	M	JEFFERIES GROUP 3.875% 11/09/2015	209,659.80	206,409.84
130	M	JOHNSON CONTROLS 5.5% 01/15/2016	147,446.00	142,161.50
225	M	JP MORGAN CHASE 2.2% 06/15/2012	224,860.50	230,185.13
290	M	JP MORGAN CHASE 3.125% 12/01/2011	289,820.20	297,219.26
100	M	KINDER MORGAN ENERGY 7.125% 03/15/201	104,043.00	106,679.40
155	M	KRAFT FOODS 6.5% 08/11/2017	173,621.70	180,431.16
100	M	KROGER 7.5% 01/15/2014	116,272.00	115,295.30

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2010

		Description	Tax Basis	Market Value
150	M	MARATHON OIL 6.5% 02/15/2014	167,736.50	168,858.15
120	M	MCDONALDS MED TERM 5% 02/01/2019	122,496.30	131,232.12
150	M	MCKESSON 6.5% 02/15/2014	165,511.50	168,521.85
100	M	MERCEDES BENZ AUTO 2.14% 08/15/2016	99,991.53	102,121.70
155	M	MERRILL LYNCH 6.4% 08/28/2017	135,758.30	163,877.01
150	M	METLIFE 5.375% 12/15/2012	158,169.60	160,623.90
156	M	MIDAMERICAN ENERGY CO 5.125% 01/15/20	155,004.14	167,756.16
138	M	MORGAN STANLEY DEAN WITTER 4.29% 03/	136,758.00	134,596.92
65	M	MORGAN STANLEY DEAN WITTER VAR RT 0	64,610.00	64,953.20
25	M	MORGAN STANLEY DEAN WITTER VAR RT 0	25,130.00	25,055.50
25	M	MORGAN STANLEY DEAN WITTER VAR RT 0	24,831.25	24,687.50
45	M	MORGAN STANLEY DEAN WITTER VAR RT 1	45,270.00	45,944.55
180	M	MORGAN STANLEY GLOBAL 5.3% 03/01/201	164,988.60	191,811.24
48	M	N.W. AIRLS PASS 7.027% 11/01/2019	47,095.30	48,522.42
150	M	NEWS AMER HLDGS 8% 10/17/2016	155,466.00	184,502.70
200	M	NISSAN AUTO .87000000477% 07/15/2014	199,973.40	199,676.80
50	M	NORFOLK SOUTHN 5.257% 09/17/2014	53,233.50	55,119.70
130	M	NORTHERN STS PWR CO 8% 08/28/2012	144,893.90	144,459.90
145	M	NORTHWEST AIRLS PASS THRU 05/20/2023	148,801.00	147,930.81
300	M	PETROBRAS INTL 7.75% 09/15/2014	352,500.00	351,055.80
200	M	PETROBRAS INTL 7.875% 03/15/2019	196,749.70	236,434.00
145	M	PFIZER 5.35% 03/15/2015	146,643.95	163,003.06
160	M	PNC FDG 4.25% 09/21/2015	163,956.64	167,945.12
155	M	PRAXAIR 5.375% 11/01/2016	170,476.75	175,680.10
100	M	PRIN LIFE FUNDINGS 3.806% 04/01/2016	99,462.00	98,952.00
25	M	PRIN LIFE VAR RT 07/15/2011	25,146.75	25,138.75
93	M	PROTECTIVE LIFE FLTG RT 3.17% 07/10/2012	93,279.00	93,862.11
62	M	PROTECTIVE LIFE SECD TRS VAR RT 04/10/	62,465.00	62,412.30
100	M	PROTECTIVE LIFE SECD VAR RT 09/10/2011	100,000.00	99,920.00
150	M	PROTECTIVE LIFE VAR RT 3.22% 07/10/2012	150,975.00	149,878.50
50	M	PRUDENTIAL FINL 02/10/2012	50,259.00	50,295.00
300	M	PRUDENTIAL FINL FLTG RT 3.05% 06/10/201	301,644.00	295,146.00
155	M	SIERRA PAC PWR 6% 05/15/2016	155,832.35	175,557.19
131	M	SW AIRLS SER 1993-A 6.26%09/24/2012	137,394.71	133,389.32
175	M	TELECOM ITALIA 6.175% 06/18/2014	179,387.25	186,106.90
175	M	TELEFONICA 4.949% 01/15/2015	189,785.75	181,244.70
160	M	TEVA 3% 06/15/2015	160,277.70	162,796.48
160	M	UNITED PARCEL 5.5% 01/15/2018	170,123.20	181,765.44

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2010

		Description	Tax Basis	Market Value
160	M	UNITED TECHNOLOGIES 5.375% 12/15/2017	159,691.20	180,939.84
100	M	UNITEDHEALTH GRP 5.5% 11/15/2012	104,500.00	107,205.80
165	M	VERIZON NY 6.875% 04/01/2012	173,451.15	176,013.92
95	M	VOLKSWAGEN AUTO LN 2.14% 08/22/2016	94,984.11	96,796.83
160	M	WASTE MGMT 6.375% 03/11/2015	159,147.20	182,139.36
46	M	WELLS FARGO 3.625% 04/15/2015	45,942.50	47,699.38
160	M	WELLS FARGO 3.75% 10/01/2014	159,739.20	167,021.60
150	M	WILLIS N AMER 7% 09/29/2019	152,220.00	156,340.50
160	M	XEROX 6.4% 03/15/2016	179,891.20	182,416.16
		Grand Total:	19,006,522.81	19,650,282.89

THE GEORGE FOUNDATION
EIN# 74-6043368
12/31/2010

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	87,527	457,047	240,000
OFFICE BUILDING EQUIPMENT	14,963	11,003	3,960	3,960
OFFICE FURNITURE & EQUIPMENT	103,124	78,432	24,692	24,692
FARM/LG AUTOMOTIVE	44,218	42,635	1,583	1,583
FARM/LG BUILDINGS	986,027	973,892	12,135	227,835
FARM/LG EQUIPMENT	201,572	195,751	5,821	5,821
FARM/LG FENCES	337,056	299,396	37,660	37,660
FARM/LG ROADS AND CULVERTS	172,827	166,825	6,002	6,002
FARM/LG WATER SYSTEM	158,851	157,238	1,613	1,613
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
	27,373,648	5,987,855	21,385,793	43,350,761

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2010

		Description	Tax Basis	Market Value
MUTUAL FUND				
277	M	AQR DIVERSIFIED ARBOTRAGE FUND	3,045,895.21	3,087,212.05
316	M	AQR MANAGED FUTURES FUND	3,073,172.25	3,252,448.41
639	M	CAUSEWAY CAP MGMT TR INTL	8,569,667.33	7,988,639.75
399	M	FIRST EAGLE OVERSEAS FD	7,815,304.51	9,157,709.24
344	M	PERKINS (FNA JANUS) MID CAP FD	7,410,196.87	7,774,391.56
709	M	PIMCO UNCONSTRAINED BD FUND	7,732,067.42	7,869,848.61
288	M	SCHWAB EMG MKTS FD	2,558,847.63	3,079,972.16
244	M	THIRD AVE FOCUSED CREDIT FUND	2,586,017.06	2,738,206.52
277	M	THIRD AVENUE INTL VALUE FD	5,170,385.07	4,688,692.73
208	M	THIRD AVENUE REAL ESTATE VALUE FD	5,318,091.36	4,824,429.49
813	M	WASATCH EMG MKTS SM CAP FD	1,666,878.04	2,089,647.34
			54,946,522.75	56,551,197.86
OTHER				
50	M	CD, AM EXPRESS CENTURION BK 3.45% 04/	51,394.22	52,481.50
95	M	CD, DISCOVER BK GREENWOOD 5.05% 09/1	104,545.18	104,966.45
100	M	CD, FIRST CLEARING 3.15% 09/02/2014	99,770.00	103,786.00
90	M	CD, GE MONEY BK SALT LAKE 5.05% 11/06/2	97,586.01	98,459.10
40	M	CD, GOLDMAN SACHS BK SALT LAKE 4.85%	43,257.86	43,492.80
50	M	CD, GOLDMAN SACHS BK YORK 4.75% 12/24	53,851.13	55,720.50
152	M	CD, WACHOVIA BK CHARLOTTE NC 5% 10/1	158,744.40	159,929.84
			609,148.80	618,836.19
PARTNERSHIP				
0	M	BLACKROCK ENERGY OPPORTUNITY FD	1,831,585.47	2,375,508.00
0	M	DELTEC RECOVERY FUND	1,106,798.00	710,252.00
0	M	DELTEC SPECIAL SITUATIONS PTNS	4,218,205.00	4,305,252.00
0	M	HARBERT POWER FUND III LLC	4,008,703.00	4,008,703.00
0	M	RAFI 1000 INDEX FUND	17,940,413.74	23,142,163.00
0	M	RAFI INTERNATIONAL INDEX FD	1,588,514.08	1,767,535.00
			30,694,219.29	36,309,413.00
		Grand Total:	86,249,890.84	93,479,447.05

THE GEORGE FOUNDATION
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12/31/2010

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	98,911	6,552	2,621
APPLIANCE & ACCESSORIES	75,531	75,531	-	-
ARENA	2,563,373	2,240,210	323,163	129,265
AUTHENTIC PERIOD FURNISHINGS	884,596	-	884,596	353,838
AUTOMOTIVE EQUIPMENT	245,555	214,934	30,621	12,248
BARN NO. 3	157,842	151,881	5,961	2,384
BLACKSMITH SHOP	157,859	131,883	25,976	10,390
CHAPEL	83,821	14,243	69,578	27,831
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	93,971	56,468	37,503	15,001
DOG KENNELS	6,590	6,590	-	-
FENCES	450,797	441,814	8,983	3,593
FRONT ENTRANCE	389,301	383,261	6,040	2,416
FUEL STORAGE TANKS	10,961	10,961	-	-
GAZEBO	39,416	4,573	34,843	13,937
GEORGE RANCH HOUSE COMPLEX	1,085,234	986,840	98,394	39,358
GEORGE SHOP	92,432	85,196	7,236	2,894
GUY LODGE HALL	259,692	221,929	37,763	15,105
HORSE BARN NO. 1	128,267	122,630	5,637	2,255
HORSE BARN NO. 2	128,267	122,630	5,637	2,255
JHP DAVIS HOUSE	1,069,293	960,997	108,296	43,318
JONES FARMSTEAD	109,567	52,904	56,663	22,665
KRAUSE GENERAL STORE/POST OFFICE	103,015	99,069	3,946	1,578
LANDSCAPING	212,031	198,782	13,249	5,300
LINKE HOUSE	28,648	12,040	16,608	6,643
LIVESTOCK	30,490	26,323	4,167	1,667
MAINTENANCE EQUIPMENT	443,243	422,642	20,601	8,240
MARE BARN	49,333	46,826	2,507	1,003
MISCELLANEOUS	165,183	72,581	92,602	37,041
OFFICE BLDG - RICHMOND	569,983	95,166	474,817	240,000
OFFICE EQUIPMENT/FURNISHINGS	150,345	143,749	6,596	2,638
OLD PRAIRIE HOME (LOCUST)	473,793	83,799	389,994	155,998
OUTSIDE LIGHTING	96,921	82,499	14,422	5,769
PARKING LOTS	799,727	798,710	1,017	407
PAVILION	452,537	148,335	304,202	121,681
QUONSET BUILDING	285,432	178,494	106,938	42,775
RECEPTION CENTER	232,596	210,710	21,886	8,754
ROADS & BRIDGES	1,761,034	1,688,656	72,378	28,951
SCULPTURE	76,900	76,900	-	-
SHADE BARNS	121,434	111,925	9,509	3,804
SNACK BAR	88,716	72,106	16,610	6,644
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	773,094	727,511	45,583	18,233
TRACTOR SHED	24,896	20,423	4,473	1,789
TRAIL TO RAILS	89,090	15,135	73,955	29,582
UTILITY STRUCTURES	2,756,499	2,427,078	329,421	131,768
VISITOR SERVICES	41,605	32,954	8,651	3,460
VISITOR CENTER	461,157	276,328	184,829	73,932
TOTAL PROJECT COSTS	18,510,690	14,538,287	3,972,403	1,639,031
LAND	446,990		446,990	614,000
TOTAL GEORGE RANCH HISTORICAL PARK	18,957,680	14,538,287	4,419,393	2,253,031
ASSETS USED FOR GRANT PURPOSES	862,768	180,213	682,555	369,464
	19,820,448	14,718,500	5,101,948	2,622,495

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
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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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AIDS Foundation Houston, Inc. *3202 Weslayan Street* *Houston, TX 77027*	501(c)3	To provide basic needs to individuals living with HIV/AIDS in Fort Bend County.	$30,000.00
AIDS Foundation Houston, Inc. *3202 Weslayan Street* *Houston, TX 77027*	501(c)3	To support basic needs and transportation for individuals living with HIV/AIDS in Fort Bend County	$30,000.00
		Total AIDS Foundation Houston, Inc.	**$60,000.00**
American National Red Cross, The *P. O Box 397* *Houston, TX 77001-0397*	501(c)3	Youth in Philanthropy grant to be used to enhance emergency services for Fort Bend residents	$750.00
		Total American National Red Cross, The	**$750.00**
Bering/Omega Community Services *P O. Box 540517* *Houston, TX 77254-0517*	501(c)3	To support dental care to Fort Bend residents affected by HIV/AIDS.	$35,000.00
		Total Bering/Omega Community Services	**$35,000.00**
Big Brothers Big Sisters Lone Star *6437 High Star Drive* *Houston, TX 77074*	501(c)3	Youth in Philanthropy grant to be used to provide mentoring services to Fort Bend County youth	$750.00
		Total Big Brothers Big Sisters Lone Star	**$750.00**
Boy Scouts of America, Sam Houston Area Council *P.O Box 924528* *Houston, TX 772924528*	501(c)3	To support Scouting programs serving Fort Bend County youth	$50,000 00
		Total Boy Scouts of America, Sam Houston Area Council	**$50,000.00**
Boys and Girls Country of Houston, Inc. *18806 Roberts Road* *Hockley, TX 77447*	501(c)3	To support residential care for Fort Bend County youth, including college and career activities.	$65,000 00
		Total Boys and Girls Country of Houston, Inc.	**$65,000.00**

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Brazos Bend State Park Volunteer Organization *21901 F M. 762* *Needville, TX 77461*	509(a)(3)	Youth in Philanthropy grant to be used to enhance Brazos Bend State Park.	$1,000.00
		Total Brazos Bend State Park Volunteer Organization	**$1,000.00**
Bridges To Life *P O. Box 19039* *Houston, TX 77224-9039*	501(c)3	To provide counseling program at three prisons in Fort Bend County to prevent recidivism.	$20,000.00
		Total Bridges To Life	**$20,000.00**
Calvary Episcopal School, Inc. *1201 Austin* *Richmond, TX 77469*	501(c)3	To support YIP activities at College Prep.	$1,000.00
		Total Calvary Episcopal School, Inc.	**$1,000.00**
Camp Allen Diocese of Texas *18800 F.M 362* *Navasota, TX 77868*	501(c)3	To support the children's Discovery Program to serve disadvantaged children.	$5,000.00
		Total Camp Allen Diocese of Texas	**$5,000.00**
Casa de Esperanza de los Niños, Inc. *P.O Box 66581* *Houston, TX 77266-6581*	501(c)3	To support foster and adoptive care to Fort Bend children, ages birth to six years.	$90,000.00
		Total Casa de Esperanza de los Niños, Inc.	**$90,000.00**
Catholic Charities of the Diocese of Galveston-Houston *2900 Louisiana Street* *Houston, TX 77006*	501(c)3	Youth in Philanthropy grant to be used to provide literacy services to Fort Bend County residents.	$750 00
Catholic Charities of the Diocese of Galveston-Houston *2900 Louisiana Street* *Houston, TX 77006*	501(c)3	To provide emergency food for Fort Bend residents through Mamie George Community Center.	$7,500.00
		Total Catholic Charities of the Diocese of Galveston-Houston	**$8,250.00**

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Center for Houston's Future, Inc. *1200 Smith, Suite 1150* *Houston, TX 770024400*	170(b)(1)(A)(vi)	To support the activities associated with collecting date for the annual Environmental Indicator Report.	$10,000.00
		Total Center for Houston's Future, Inc.	**$10,000.00**
Child Advocates of Fort Bend, Inc. *5403 Avenue N* *Rosenberg, TX 77471*	501(c)3	To provide bi-lingual therapist for the Children's Advocacy Center.	$60,000.00
Child Advocates of Fort Bend, Inc. *5403 Avenue N* *Rosenberg, TX 77471*	501(c)3	Youth in Philanthropy grant to be used to provide service to abused and neglected children.	$750.00
Child Advocates of Fort Bend, Inc. *5403 Avenue N* *Rosenberg, TX 77471*	501(c)3	To support services to Spanish speaking abused children and their families	$50,000 00
		Total Child Advocates of Fort Bend, Inc.	**$110,750.00**
Children at Risk, Inc. *2900 Weslayan, Suite 400* *Houston, TX 77027*	501(c)3	1:1 Matching Grant to support data collection on Fort Bend County statistics concerning children's issues	$5,000.00
Children at Risk, Inc. *2900 Weslayan, Suite 400* *Houston, TX 77027*	501(c)3	To support data collection and dissemination of information on issues affecting Fort Bend County children	$25,000.00
		Total Children at Risk, Inc.	**$30,000.00**
Conference of Southwest Foundations, Inc. *624 N. Good Latimer Expressway, Suite 100* *Dallas, TX 75204*	501(c)3	To fund operating expenses in support of educational and professional development workshops.	$4,000.00
Conference of Southwest Foundations, Inc. *624 N Good Latimer Expressway, Suite 100* *Dallas, TX 75204*	501(c)3	To support operating expenses for annual professional development conference	$1,500.00
		Total Conference of Southwest Foundations, Inc.	**$5,500.00**

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Crisis Intervention of Houston Incorporated *3701 Kirby Drive, Suite 540* *Houston, TX 77098*	501(c)3	To support Fort Bend ISD TalkLine for middle and high school students in crisis.	$15,000 00
		Total Crisis Intervention of Houston Incorporated	**$15,000.00**
East Fort Bend Human Needs Ministry, Inc. *P.O Box 1611* *Stafford, TX 77497-1611*	501(c)3	To provide emergency food for Fort Bend residents	$7,500.00
East Fort Bend Human Needs Ministry, Inc. *P.O. Box 1611* *Stafford, TX 77497-1611*	501(c)3	Youth in Philanthropy grant to be used to provide services to Fort Bend residents facing a short term crisis	$1,000 00
East Fort Bend Human Needs Ministry, Inc. *P.O Box 1611* *Stafford, TX 77497-1611*	501(c)3	To provide support to families suffering a short term financial crisis	$50,000.00
		Total East Fort Bend Human Needs Ministry, Inc.	**$58,500.00**
Fort Bend Community Partners Rainbow Room *3350-A Highway 6 #112* *Sugar Land, TX 77478*	501(c)3	To provide operational expenses in support of CPS Workers and the families they serve.	$25,000.00
		Total Fort Bend Community Partners Rainbow Room	**$25,000.00**
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
		Total Fort Bend County	**$50,462.00**
Fort Bend County Museum Association *P O Box 460* *Richmond, TX 77406-0460*	501(c)3	To provide support for operations associated with excess liability insurance at the George Ranch Historical Park.	$15,000.00
Fort Bend County Museum Association *P O. Box 460* *Richmond, TX 77406-0460*	501(c)3	Three year grant to support public programming at the George Ranch Historical Park	$90,000.00

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Fort Bend County Museum Association *P.O. Box 460* *Richmond, TX 77406-0460*	501(c)3	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*	501(c)3	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*	501(c)3	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*	501(c)3	To provide capital funding to assist in adding bathrooms to the historic Moore Home.	$20,000.00
		Total Fort Bend County Museum Association	**$395,000.00**
Fort Bend County Women's Center *P.O Box 183* *Richmond, TX 77406-0183*	501(c)3	To provide support to Shelter Programs, daycare services and staff support for child mentor.	$93,779.00
Fort Bend County Women's Center *P O. Box 183* *Richmond, TX 77406-0183*	501(c)3	Youth in Philanthropy grant to be used to provide services to abused and neglected women and children.	$500.00
		Total Fort Bend County Women's Center	**$94,279.00**
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	$84,128.00
Fort Bend Family Health Center, Inc. *400 Austin Street* *Richmond, TX 77469*	170(b)(1)(A)(vi)	Youth in Philanthropy grant to be used to provide medical services to Fort Bend County residents.	$750.00
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

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		Total Fort Bend Family Health Center, Inc.	**$184,878.00**
Fort Bend Family Promise *1424 FM 1092* *Missouri City, TX 77459*	501(c)3	To support program assisting Fort Bend County homeless families reach self-sufficiency.	$35,000 00
		Total Fort Bend Family Promise	**$35,000.00**
Fort Bend Forward, Inc. *445 Commerce Green* *Sugar Land, TX 77478*	501(c)3	To support program encouraging volunteerism among Fort Bend County youth.	$23,500.00
Fort Bend Forward, Inc. *445 Commerce Green* *Sugar Land, TX 77478*	501(c)3	To fund capacity building program for boards and staff of nonprofits serving Fort Bend County.	$39,000.00
Fort Bend Forward, Inc. *445 Commerce Green* *Sugar Land, TX 77478*	501(c)3	To provide a community movie, "Waiting For Superman".	$1,560.00
		Total Fort Bend Forward, Inc.	**$64,060.00**
Fort Bend Habitat for Humanity *13570 Murphy Road* *Stafford, TX 77477*	501(c)3	Toward the purchase of a box truck to facilitate pick up of donated items for the ReStore	$35,000.00
		Total Fort Bend Habitat for Humanity	**$35,000.00**
Fort Bend Homeless Shelter, Inc. *34 Tayside Track* *Missouri City, TX 77459*	501(c)3	To support shelter operations serving homeless youth	$65,000.00
		Total Fort Bend Homeless Shelter, Inc.	**$65,000.00**
Fort Bend Independent School District *16431 Lexington Boulevard* *Sugar Land, TX 77479*	170(b)(1)(A)(ii)	Youth in Philanthropy Grant to fund scholarship to Jaime Rivas for excellence in volunteerism	$5,000.00

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Fort Bend Independent School District *16431 Lexington Boulevard* *Sugar Land, TX 77479*	170(b)(1)(A)(ii)	To support YIP activities at six Fort Bend ISD campuses	$6,000.00
		Total Fort Bend Independent School District	**$11,000.00**
Fort Bend Lawyers Care *310 Morton Street, Suite 566* *Richmond, TX 77469*	501(c)3	To provide access to legal services to low-income Fort Bend County residents.	$30,000.00
		Total Fort Bend Lawyers Care	**$30,000.00**
Fort Bend Senior Citizens, Meals on Wheels *P. O Box 1488* *Rosenberg, TX 77471*	501(c)3	To provide home delivered meals to Fort Bend County seniors.	$50,000.00
Fort Bend Senior Citizens, Meals on Wheels *P O Box 1488* *Rosenberg, TX 77471*	501(c)3	Youth in Philanthropy grant to enhance services to seniors residing in Fort Bend County.	$1,000 00
		Total Fort Bend Senior Citizens, Meals on Wheels	**$51,000.00**
Friends of the Fort Bend County Library System *1001 Golfview* *Richmond, TX 77469*	501(c)3	Youth in Philanthropy grant to provide library services for teens.	$1,250.00
		Total Friends of the Fort Bend County Library System	**$1,250.00**
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
		Total Gateway to Care	**$208,817.00**
Girl Scouts of San Jacinto Council *3110 Southwest Freeway* *Houston, TX 77098*	501(c)3	To provide 1,000 girls attending Fort Bend ISD and Lamar CISD schools to participate in "Girl Scouts on the Go", serving targeted at-risk girls.	$55,000.00
		Total Girl Scouts of San Jacinto Council	**$55,000.00**

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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
		Total Gulf Coast Regional Blood Center	**$35,000.00**
Houston Baptist University *7502 Fondren Road* *Houston, TX 77074-3298*	501(c)3	To provide nursing scholarships to Fort Bend County residents.	$30,000.00
		Total Houston Baptist University	**$30,000.00**
Katy Christian Ministries *P. O Box 986* *Katy, TX 77492*	501(c)3	To provide emergency food for Fort Bend residents through the Fulshear site	$7,500.00
Katy Christian Ministries *P O Box 986* *Katy, TX 77492*	501(c)3	To provide for basic human needs in the Fulshear/Simonton area facing a short-term crisis.	$27,500.00
Katy Christian Ministries *P. O. Box 986* *Katy, TX 77492*	501(c)3	Youth in Philanthropy grant to be used to provide services to Fort Bend residents facing a short term crisis	$1,000.00
		Total Katy Christian Ministries	**$36,000.00**
Kick Drugs Out of America Foundation *3800 N Shepherd #3800B* *Houston, TX 77008*	501(c)3	To provide a self-esteem building program for at-risk students in five Fort Bend ISD schools	$5,000.00
		Total Kick Drugs Out of America Foundation	**$5,000.00**
Lamar Consolidated Independent School District *3911 Avenue I* *Rosenberg, TX 77471*	170(b)(1)(A)(ii)	Donation of Steer Mount and Windmill to George Ranch High School.	$6,221.30
Lamar Consolidated Independent School District *3911 Avenue I* *Rosenberg, TX 77471*	170(b)(1)(A)(ii)	To defray software costs to support the scholarship search process for students in Lamar CISD	$39,360.00

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Lamar Consolidated Independent School District *3911 Avenue I* *Rosenberg, TX 77471*	170(b)(1)(A)(ii)	To support YIP activities at three Lamar CISD High Schools.	$3,000.00
		Total Lamar Consolidated Independent School District	**$48,581.30**
Legacy Community Health Services, Inc. *P.O Box 66308* *Houston, TX 77266*	501(c)3	To provide preventive and primary health care to Fort Bend residents affected by HIV/AIDS	$30,000.00
		Total Legacy Community Health Services, Inc.	**$30,000.00**
Literacy Volunteers of Fort Bend County, Inc. *12530 Emily Court* *Sugar Land, TX 77478*	501(c)3	To provide ESL and GED classes to adult learners and support ongoing tutor training to expand literacy programming	$55,000 00
Literacy Volunteers of Fort Bend County, Inc. *12530 Emily Court* *Sugar Land, TX 77478*	501(c)3	Youth in Philanthropy grant to be used to provide literacy services to Fort Bend County residents.	$750.00
		Total Literacy Volunteers of Fort Bend County, Inc.	**$55,750.00**
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
		Total Lyndon Baines Johnson Foundation, The	**$31,237.00**
Memorial Hermann Foundation *9401 Southwest Freeway, Suite 401* *Houston, TX 77074*	501(c)3	To support management of Family Practice Residency Program to serve the medical needs of the indigent and underserved populations of Fort Bend County.	$278,423.00
		Total Memorial Hermann Foundation	**$278,423.00**
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.	$87,505.00
		Total Memorial Hermann Healthcare System	**$87,505.00**

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Monarch School, The *2815 Rosefield Drive* *Houston, TX 77080*	501(c)3	To support operating expenses associated with serving Fort Bend County students with neurological differences	$10,000.00
		Total Monarch School, The	**$10,000.00**
Morton Cemetery Association *P O. Box 300/ 611 Morton St.* *Richmond, TX 77406-0300*	501(c)13	To provide matching funds to construct public restrooms to serve visitors to Morton Cemetery.	$13,855 00
		Total Morton Cemetery Association	**$13,855.00**
Needville Independent School District *P. O. Box 412* *Needville, TX 77461*	170(b)(1)(A)(ii)	To support YIP activities at Needville High School	$1,000.00
Needville Independent School District *P O Box 412* *Needville, TX 77461*	170(b)(1)(A)(ii)	Youth in Philanthropy grant to fund scholarship to Allison Eversole for excellence in volunteerism.	$5,000 00
		Total Needville Independent School District	**$6,000.00**
OakBend Medical Center *1705 Jackson Street* *Richmond, TX 77469*	501(c)3	To fund indigent charitable healthcare services to uninsured residents of Fort Bend County.	$2,000,000 00
		Total OakBend Medical Center	**$2,000,000.00**
Pregnancy Resource Center of Fort Bend County *4203 Avenue H, Suite 16* *Rosenberg, TX 77471*	170(b)(1)(A)(vi)	To support services to pregnant women.	$10,000 00
		Total Pregnancy Resource Center of Fort Bend County	**$10,000.00**
Rose, The *12700 N. Featherwood Drive* *Suite 260* *Houston, TX 77034*	501(c)3	To provide breast health services to Fort Bend women	$15,000.00
		Total Rose, The	**$15,000.00**

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Rosenberg Railroad Museum, Inc. *P. O. Box 607* *Rosenberg, TX 77471*	501(c)3	Youth in Philanthropy grant to be used to enhance museum services.	$500.00
		Total Rosenberg Railroad Museum, Inc.	**$500.00**
Rosenberg-Richmond Helping Hands, Inc. *P O. Box 1268* *Richmond, TX 77406-1268*	501(c)3	Youth in Philanthropy grant to be used to provide services to Fort Bend residents facing a short-term crisis	$1,000.00
Rosenberg-Richmond Helping Hands, Inc. *P O Box 1268* *Richmond, TX 77406-1268*	501(c)3	To provide support to families suffering a short-term crisis.	$50,000.00
Rosenberg-Richmond Helping Hands, Inc. *P O. Box 1268* *Richmond, TX 77406-1268*	501(c)3	To provide emergency food for Fort Bend residents.	$7,500 00
		Total Rosenberg-Richmond Helping Hands, Inc.	**$58,500.00**
Scholarship America *P O Box 297* *Saint Peter, MN 56082*	501(c)3	To support First-Generation and Non-Tradional Scholarship awards to Fort Bend County residents (2010-2011)	$139,700.00
Scholarship America *P. O Box 297* *Saint Peter, MN 56082*	501(c)3	To provide continuing and new scholarships to Fort Bend County graduating seniors.	$417,500.00
		Total Scholarship America	**$557,200.00**
Second Mile Mission Center *504 F.M. 1092, Suite I* *Stafford, TX 77477-5419*	501(c)3	To provide emergency food for Fort Bend residents.	$7,500 00
Second Mile Mission Center *504 F.M. 1092, Suite I* *Stafford, TX 77477-5419*	501(c)3	Youth in Philanthropy Grant to support services to Fort Bend County residents facing a short-term crisis.	$1,000 00
		Total Second Mile Mission Center	**$8,500.00**

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Stafford Municipal School District *1625 Staffordshire Road* *Stafford, TX 77477*	170(b)(1)(A)(ii)	To support YIP activities at Stafford High School.	$1,000 00
		Total Stafford Municipal School District	**$1,000.00**
Texas State Technical College-Waco *3801 Campus Drive* *Waco, TX 76705*	170(b)(1)(A)(ii)	To fund scholarships to Fort Bend County students seeking technical education at Fort Bend Technical Center and TSTC-Waco	$65,000.00
		Total Texas State Technical College-Waco	**$65,000.00**
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
		Total Texas State University	**$29,969.00**
University of Houston System, The *212 E. Cullen Building* *Houston, TX 77204*	170(b)(1)(A)(ii)	To provide scholarships to two Fort Bend County students seeking a master level social work degree, with both being bi-lingual "Spanish Speaking" students.	$76,238.00
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
		Total University of Houston System, The	**$1,076,238.00**
University of Houston System-Sugar Land, The *14000 University Boulevard* *Sugar Land, TX 77479*	170(b)(1)(A)(ii)	To fund sixteen (16) Second Degree BSN Scholarships to Fort Bend County residents.	$48,000 00
		Total University of Houston System-Sugar Land, The	**$48,000.00**
University of Texas-Houston Health Science Center, The *7000 Fannin, Suite 1707* *Houston, TX 77030*	170(b)(1)(A)(v)	To fund nursing scholarships to Fort Bend County students	$50,000 00

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Recipient/Address Payee Address	Tax Status	Purpose	Amount Due
University of Texas-Houston Health Science Center, The *7000 Fannin, Suite 1707* *Houston, TX 77030*	170(b)(1)(A)(v)	Three-Year Matching grant to assist in funding Accelerated Doctoral Nursing to increase teaching faulty	$166,666.67
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
		Total University of Texas-Houston Health Science Center, The	**$404,166.67**
YMCA of the Greater Houston Area *P. O. Box 3007* *Houston, TX 77253-3007*	501(c)3	Youth in Philanthropy grant to support youth services.	$1,250.00
YMCA of the Greater Houston Area *P O Box 3007* *Houston, TX 77253-3007*	501(c)3	To support recreational programs and after-school and summer programming to reach youth in ten underserved Fort Bend County communities	$110,000.00
		Total YMCA of the Greater Houston Area	**$111,250.00**
Grand Totals (94 items)			**$6,924,920.97**

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Year 2010 EIN: 74-6043368

Recipient/Address Payee Address	Tax Status	Purpose	Amount Due
American National Red Cross, The *P. O. Box 397* *Houston, TX 77001-0397*	501(c)3	Youth in Philanthropy grant to support disaster relief.	$1,500.00
Boys and Girls Clubs of Greater Houston, Inc. *1520-A Airline Drive* *Houston,, TX 77009*	501(c)3	To provide leadership and recreational programming for underserved Fort Bend County youth.	$100,000 00
Brazos Bend Guardianship Services *10435 Greenbough, Suite 200* *Stafford, TX 77477*	501(c)3	To provide support for general operating funds covering client care management and supervision, legal fees etc.	$20,000.00
Calvary Episcopal School, Inc. *1201 Austin* *Richmond, TX 77469*	501(c)3	Youth in Philanthropy grant for college scholarship to Lacey McNair-Simrall	$5,000 00
Casa de Esperanza de los Niños, Inc. *P.O. Box 66581* *Houston, TX 77266-6581*	501(c)3	To fund residential/outreach Foster Care and Post-Adoption services for Fort Bend County youth	$90,000 00
Catholic Charities of the Diocese of Galveston-Houston *2900 Louisiana Street* *Houston, TX 77006*	501(c)3	Youth in Philanthropy grant to support the Mamie George Community Center food bank.	$600.00
East Fort Bend Human Needs Ministry, Inc. *P.O Box 1611* *Stafford, TX 77497-1611*	501(c)3	Youth in Philanthropy grant to support food bank activities.	$600.00
East Fort Bend Human Needs Ministry, Inc. *P.O. Box 1611* *Stafford, TX 77497-1611*	501(c)3	To provide emergency food and financial assistance for Fort Bend residents.	$50,000.00
Fort Bend Community Partners Rainbow Room *3350-A Highway 6 #112* *Sugar Land, TX 77478*	501(c)3	To provide support for office/staff expenses and equipment to serve families in crisis	$25,000.00

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Recipient/Address Payee Address	Tax Status	Purpose	Amount Due
Fort Bend Community Partners Rainbow Room *3350-A Highway 6 #112* *Sugar Land, TX 77478*	501(c)3	Youth in Philanthropy grant to support CPS workers in serving children.	$1,500.00
Fort Bend County Museum Association *P O. Box 460* *Richmond, TX 77406-0460*	501(c)3	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*	501(c)3	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*	501(c)3	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*	501(c)3	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*	501(c)3	To support Shelter operations, client daycare expenses, and provide child mentor for the Wellness and Stability Program.	$95,334.62
Fort Bend County Women's Center *P O Box 183* *Richmond, TX 77406-0183*	501(c)3	Youth in Philanthropy grant to support programs for abused women.	$1,000.00
Fort Bend Family Health Center, Inc. *400 Austin Street* *Richmond, TX 77469*	501(c)3	To provide an enhanced integrated mental health program for Fort Bend residents	$160,279 00
Fort Bend Family Health Center, Inc. *400 Austin Street* *Richmond, TX 77469*	501(c)3	To provide an enhanced integrated mental health program for Fort Bend residents	$155,593.00
Fort Bend Independent School District *16431 Lexington Boulevard* *Sugar Land, TX 77479*	170(b)(1)(A)(ii)	Youth in Philanthropy grant for college scholarship for Andrea Reynolds.	$2,500 00

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Recipient/Address Payee Address	Tax Status	Purpose	Amount Due
Fort Bend Lawyers Care *310 Morton Street, Suite 566* *Richmond, TX 77469*	501(c)3	Youth in Philanthropy grant to support legal programs.	$1,000.00
Fort Bend Regional Council *10435 Greenbough* *Suite 250* *Stafford, TX 77477*	501(c)3	Youth in Philanthropy grant to support organization's substance abuse programs.	$2,250.00
Friends of the Fort Bend County Library System *1001 Golfview* *Richmond, TX 77469*	501(c)3	Youth in Philanthropy grant to fund library programs.	$1,000.00
Houston Museum of Natural Science *One Hermann Circle Drive* *Houston, TX 77030-1799*	501(c)3	To support operations and the Science Education Program at the Sugar Land site.	$50,000.00
Katy Christian Ministries *P O. Box 986* *Katy, TX 77492*	501(c)3	Youth in Philanthropy grant to support food bank activities	$600.00
Katy Christian Ministries *P. O Box 986* *Katy, TX 77492*	501(c)3	To provide food and financial assistance to families in crisis residing in Fulshear.	$25,000.00
Lamar Consolidated Independent School District *3911 Avenue I* *Rosenberg, TX 77471*	170(b)(1)(A)(ii)	Youth in Philanthropy grant for college scholarships for Tsemogha Mabiaku and Jaqell Martin	$7,500.00
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.	$128,275.00
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.	$39,220 00
Rosenberg Railroad Museum, Inc. *P. O Box 607* *Rosenberg, TX 77471*	501(c)3	Youth in Philanthropy grant to support museum programming.	$750.00

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Recipient/Address Payee Address	Tax Status	Purpose	Amount Due
Rosenberg-Richmond Helping Hands, Inc. *P.O. Box 1268* *Richmond, TX 77406-1268*	501(c)3	Youth in Philanthropy grant to support food bank activities	$600.00
Rosenberg-Richmond Helping Hands, Inc. *P.O. Box 1268* *Richmond, TX 77406-1268*	501(c)3	To provide emergency food and financial assistance for Fort Bend residents suffering a short-term crisis.	$50,000.00
Scholarship America *P. O Box 297* *Saint Peter, MN 56082*	501(c)3	To fund post secondary scholarships to Fort Bend County residents. (2011-2012)	$360,000.00
Scholarship America *P O. Box 297* *Saint Peter, MN 56082*	501(c)3	To fund continuing and new scholarships to graduating seniors of Fort Bend County public schools.	$465,000.00
Second Mile Mission Center *504 F.M. 1092, Suite I* *Stafford, TX 77477-5419*	501(c)3	Youth in Philanthropy grant to support food bank activities	$600 00
Texana Center *4910 Airport Avenue Ste D* *Rosenberg, TX 77471*	501(c)3	Youth in Philanthropy grant to help people with behavioral healthcare issues or developmental disabilities.	$2,250.00
University of Texas-Houston Health Science Center, The *7000 Fannin, Suite 1707* *Houston, TX 77030*	170(b)(1)(A)(v)	Three-Year Matching grant to assist in funding Accelerated Doctoral Nursing to increase teaching faulty	$166,666.66
University of Texas-Houston Health Science Center, The *7000 Fannin, Suite 1707* *Houston, TX 77030*	170(b)(1)(A)(v)	Three-Year Matching grant to assist in funding Accelerated Doctoral Nursing to increase teaching faulty.	$166,666.67
Volunteer Services Council of the Richmond State Supported Living Center *2100 Preston* *Richmond, TX 77469*	501(c)3	Youth in Philanthropy grant to support client programs	$1,000.00

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Recipient/Address Payee Address	Tax Status	Purpose	Amount Due
West Fort Bend Management District *P.O. Box 1688* *Richmond, TX 77406*	170(b)(1)(A)(v)	To support staffing the position of Executive Director	$100,000.00
West Fort Bend Management District *P O Box 1688* *Richmond, TX 77406*	170(b)(1)(A)(v)	To support staffing the position of Executive Director	$100,000 00
William Smith, Sr., Tri-County Child Development Council, Inc. *PO Box 1929* *Stafford, TX 77497*	501(c)3	Youth in Philanthropy grant to support educational programs serving Head Start families and children.	$2,250.00
Grand Totals (41 items)			**$2,739,534.95**