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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2010

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning DEC 1, 2010, and ending NOV 30, 2011

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

Name of foundation <b>GEORGE FOUNDATION, INC.</b>		A Employer identification number <b>56-1282417</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 800</b>	Room/suite	B Telephone number <b>(828) 725-4424</b>
City or town, state, and ZIP code <b>HICKORY, NC 28603</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 7,456,476.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,060,300.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		93,156.	93,156.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		198,124.			
b Gross sales price for all assets on line 6a		988,966.			
7 Capital gain net income (from Part IV, line 2)			198,124.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,351,580.	291,280.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,800.	2,800.		0.
c Other professional fees STMT 3		35,347.	35,347.		0.
17 Interest					
18 Taxes STMT 4		5,063.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		43,210.	38,147.		0.
25 Contributions, gifts, grants paid		1,134,550.			1,134,550.
26 Total expenses and disbursements. Add lines 24 and 25		1,177,760.	38,147.		1,134,550.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		173,820.			
b Net investment income (if negative, enter -0-)			253,133.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,436,545.	1,360,150.	1,360,150.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	6.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	5,335,173.	5,589,245.	6,096,326.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,771,724.	6,949,395.	7,456,476.
	17 Accounts payable and accrued expenses	6,037.	9,888.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	6,037.	9,888.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	6,765,687.	6,939,507.		
30 Total net assets or fund balances	6,765,687.	6,939,507.		
31 Total liabilities and net assets/fund balances	6,771,724.	6,949,395.		

## 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	6,765,687.
2 Enter amount from Part I, line 27a	2	173,820.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,939,507.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,939,507.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	VARIOUS	P	VARIOUS	VARIOUS
b	VARIOUS	P	VARIOUS	VARIOUS
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 24,537.		12,816.	11,721.
b 964,429.		778,026.	186,403.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,721.
b			186,403.
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	198,124.
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). If (loss), enter -0- in Part I, line 8		3	N/A

**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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,345,430.	6,384,927.	.210720
2008	909,093.	4,977,783.	.182630
2007	889,020.	5,960,856.	.149143
2006	728,184.	6,847,187.	.106348
2005	978,246.	5,689,101.	.171951

2 Total of line 1, column (d)	2	.820792
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	.164158
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,182,768.
5 Multiply line 4 by line 3	5	1,179,109.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,531.
7 Add lines 5 and 6	7	1,181,640.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,134,550.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,063.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	5,063.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,063.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 500.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,563.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 <b>N/A</b>				
14	The books are in care of <b>RONALD W. KNEDLIK</b>	Telephone no.	<b>828-725-4494</b>	
	Located at <b>HICKORY, NC</b>	ZIP+4	<b>28603</b>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<b>N/A</b>	
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	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	<b>N/A</b>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 NONE	
	0.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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	
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2010)



**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	6,524,538.
b	Average of monthly cash balances	1b	767,612.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	7,292,150.
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	7,292,150.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,382.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,182,768.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	359,138.

**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	359,138.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,063.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	354,075.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	354,075.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	354,075.

**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	1,134,550.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,134,550.
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	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,134,550.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				354,075.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	698,299.			
<b>b</b> From 2006	402,257.			
<b>c</b> From 2007	591,337.			
<b>d</b> From 2008	660,418.			
<b>e</b> From 2009	1,027,148.			
<b>f</b> Total of lines 3a through e	3,379,459.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$	1,134,550.			
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				354,075.
<b>e</b> Remaining amount distributed out of corpus	780,475.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,159,934.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	698,299.			
<b>9</b> Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	3,461,635.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	402,257.			
<b>b</b> Excess from 2007	591,337.			
<b>c</b> Excess from 2008	660,418.			
<b>d</b> Excess from 2009	1,027,148.			
<b>e</b> Excess from 2010	780,475.			

**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)

**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
<b>a Paid during the year</b> <b>SEE STATEMENT B ATTACHED</b>				1,134,550.
<b>b Approved for future payment</b> <b>LENOIR RHYNE UNIVERSITY</b>				3,599,988.
<b>Total</b>				<b>3a</b> 3,134,550.
				<b>3b</b> 3,599,988.





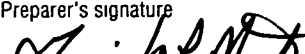
**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	<b>X</b>
	(2) Other assets	<b>1a(2)</b>	<b>X</b>
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	<b>X</b>
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	<b>X</b>
	(4) Reimbursement arrangements	<b>1b(4)</b>	<b>X</b>
	(5) Loans or loan guarantees	<b>1b(5)</b>	<b>X</b>
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	<b>X</b>
<b>d</b>	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.		

[illegible]

**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		2-10-12 Date		 Title
Paid Preparer Use Only	Print/Type preparer's name <b>GARRICK L. MARTIN</b>		Preparer's signature 		Date <b>2-2-12</b>
	Check <input type="checkbox"/> if self-employed				PTIN <b>P00239389</b>
	Firm's name ▶ <b>MCGLADREY &amp; PULLEN, LLP.</b>				Firm's EIN <b>12-0714325</b>
	Firm's address ▶ <b>230 N ELM ST STE 1100 GREENSBORO, NC 27401</b>				Phone no. <b>(336) 272-4551</b>

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010**

Name of the organization

Employer identification number

**GEORGE FOUNDATION, INC.**

**56-1282417**

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

GEORGE FOUNDATION, INC.

56-1282417

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	INSTITUTION FOOD HOUSE, INC PO BOX 1368 HICKORY, NC 28603	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	LOWES FOOD STORES, INC PO BOX 24908 WINSTON-SALEM, NC 27114	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	MERCHANTS DISTRIBUTORS, INC PO BOX 2148 HICKORY, NC 28603	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

**GEORGE FOUNDATION, INC.****56-1282417****Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**GEORGE FOUNDATION, INC.****56-1282417**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

George Foundation, Inc  
Fed. ID No 56-122417  
Contributions  
FYL 11/30/11

Contributions		501 (c)(3)	
Date	Payee	Amount	Purpose of Contributions
12/08/10	Second Harvest Food Bank of NWCN	20,000.00	For General Support
12/09/10	Caldwell County Lions	500.00	For General Support
12/09/10	Hickory Choral Society	500.00	For General Support
12/09/10	Shelter Home of Caldwell County	1,000.00	For General Support
12/09/10	Hickory Landmarks Society	500.00	For General Support
12/09/10	Piedmont Council Boy Scouts of America	5,000.00	For General Support
12/09/10	Caldwell Arts Council	1,000.00	For General Support
12/09/10	Junior Achievement	1,000.00	For General Support
12/09/10	Repe Crisis Ctr of Catawba County	1,000.00	For General Support
12/09/10	Caldwell Memorial Hospital Foundation	500.00	For General Support
12/09/10	LR University Business Council	5,000.00	For General Support
12/09/10	Western Piedmont Symphony	1,000.00	For General Support
12/09/10	CVOC Foundation	5,000.00	For General Support
12/09/10	American Diabetes Association	500.00	For General Support
12/09/10	Special Olympics	800.00	For General Support
12/09/10	Exodus Homes	5,000.00	For General Support
12/09/10	Arts Council of WS & Forsyth Co	10,000.00	For General Support
12/09/10	Boy Scouts of America	10,000.00	For General Support
12/09/10	ECCCM Christmas Bureau	8,000.00	For General Support
12/09/10	Catawba Co. Dept of Social Services	8,000.00	For General Support
12/09/10	Catawba Co Parenting Network	5,000.00	For General Support
12/09/10	Catawba Valley Behavioral Healthcare	10,000.00	For General Support
12/09/10	Children's Advocacy Center of Catawba Co	5,000.00	For General Support
12/09/10	Children's Center for the Physically Disabled	5,000.00	For General Support
12/09/10	ECCCM	10,000.00	For General Support
12/09/10	Experiment in Self Reliance	5,000.00	For General Support
12/09/10	Coop Christian Minist	20,000.00	For General Support
12/09/10	Green Room Community Theatre	50,000.00	For General Support
12/09/10	Habitat for Humanity	25,000.00	For General Support
12/09/10	Hickory Museum of Art	5,000.00	For General Support
12/09/10	Hickory Public Library	10,000.00	For General Support
12/09/10	Hospice & Palliative Care Center	50,000.00	For General Support
12/09/10	JDRF	5,000.00	For General Support
12/09/10	North Carolina Symphony	5,000.00	For General Support
12/09/10	Palliative Care Center & Hospice	75,000.00	For General Support
12/09/10	Patrick Beaver Learning Center	5,000.00	For General Support
12/09/10	SALT Block Foundation	25,000.00	For General Support
12/09/10	The Salvation Army	5,000.00	For General Support
12/09/10	Sipe's Orchard Home	20,000.00	For General Support
12/09/10	United Arts Council of Catawba Co	8,000.00	For General Support
12/09/10	Women's Resource Center	3,000.00	For General Support
12/09/10	Maryvale Sisters	10,000.00	For General Support
12/09/10	Food for All	5,000.00	For General Support
12/09/10	Lenoir Rhyne University	500,000.00	For General Support
03/01/11	Western Piedmont Council of Govts	300.00	For General Support
03/01/11	American Heart Association	1,000.00	For General Support
03/01/11	Catawba Co Historical Assoc	500.00	For General Support
03/01/11	National Ctr for Family Philanthropy	600.00	For General Support
03/01/11	Caldwell Hospice & Palliative Care	500.00	For General Support
03/01/11	City of Hickory 2011 Spring Fest	1,000.00	For General Support
03/01/11	NC 4-H Development Fund	500.00	For General Support
03/01/11	ALFA	1,000.00	For General Support
03/01/11	Hope at the Point Foundation	1,000.00	For General Support
03/01/11	Senior Services, Inc	500.00	For General Support
03/01/11	Pregnancy Care Ctr	750.00	For General Support
03/01/11	Hickory Rescue Squad, Inc	500.00	For General Support
03/01/11	Friendship Trays	500.00	For General Support
03/01/11	Burke Hospice & Palliative Care	500.00	For General Support
03/01/11	Caldwell Co Habitat for Humanity	1,500.00	For General Support
03/01/11	James Harper School of the Performing Arts	500.00	For General Support
03/19/11	Charity Chase	1,000.00	For General Support
03/28/11	The ALS Association	500.00	For General Support
04/05/11	Kernersville Medical Ctr Foundation	500.00	For General Support
03/28/11	Seeds for Harvest Food Minist	500.00	For General Support
03/28/11	North High School Athletic Boosters	500.00	For General Support
04/19/11	American Red Cross	50,000.00	For General Support
05/12/11	Service League of Hickory	500.00	For General Support
05/12/11	CCC&TI	2,000.00	For General Support
05/12/11	Camp Air Adventure	200.00	For General Support
05/12/11	Brett's Ride for RHABDO	5,000.00	For General Support
05/12/11	A Brighter Path Foundation	1,000.00	For General Support
05/12/11	Lenoir Rhyne University	2,000.00	For General Support
05/30/11	NTAF So-Atlantic Liver Transplant Fund	500.00	For General Support
05/30/11	Sipe's Orchard Home	500.00	For General Support
05/30/11	Burke Arts Council	1,000.00	For General Support
05/30/11	NCICU	6,500.00	For General Support
05/30/11	Through Healing Eyes	2,000.00	For General Support
05/30/11	City of Refuge Community Dev't Ctr	1,000.00	For General Support
07/04/11	Donald Hicks Basketball Camp	1,000.00	For General Support
07/04/11	March of Dimes	1,500.00	For General Support
07/04/11	Hickory Museum of Art	1,500.00	For General Support
07/04/11	Catawba Co Library System	1,000.00	For General Support
07/04/11	Safe Harbor Rescue Mission	1,000.00	For General Support
08/31/11	Caldwell Co Pathways	2,500.00	For General Support
08/29/11	Helping Hands Clinic	1,000.00	For General Support
08/31/11	NC Zoo Society	2,000.00	For General Support
08/29/11	JDRF	10,000.00	For General Support
08/31/11	ICFNC	6,500.00	For General Support
08/29/11	Caldwell Memorial Hospital Foundation	500.00	For General Support
09/30/11	United Way Alexander County	2,000.00	For General Support
09/30/11	United Way Burke County	1,000.00	For General Support
09/30/11	United Way Caldwell County	10,000.00	For General Support
09/30/11	United Way Catawba County	20,000.00	For General Support
09/30/11	United Way Florence County	5,000.00	For General Support
09/30/11	United Way Forsyth County	20,000.00	For General Support
10/28/11	Shelter Home of Caldwell County	1,000.00	For General Support
10/28/11	Grace Chapel Fire Dept	200.00	For General Support
10/28/11	Greater Hickory CCM	1,000.00	For General Support
10/28/11	Caldwell Arts Council	1,000.00	For General Support
10/28/11	Hickory Choral Society	500.00	For General Support
10/28/11	Hickory Landmarks Society	500.00	For General Support
10/28/11	NC Outward Bound	3,000.00	For General Support
10/28/11	Hans School of Business	2,000.00	For General Support
10/28/11	Catawba Valley Young Life	2,000.00	For General Support
10/28/11	Farm City Week	200.00	For General Support

134,350.00

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WACHOVIA		93,156.	0.	93,156.	
TOTAL TO FM 990-PF, PART I, LN 4		93,156.	0.	93,156.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES		2,800.	2,800.		0.
TO FORM 990-PF, PG 1, LN 16B		2,800.	2,800.		0.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES		35,315.	35,315.		0.
BANK SERVICE CHARGES		32.	32.		0.
TO FORM 990-PF, PG 1, LN 16C		35,347.	35,347.		0.

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX		5,063.	0.		0.
TO FORM 990-PF, PG 1, LN 18		5,063.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	5,589,245.	6,096,326.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,589,245.	6,096,326.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB	ACCOUNT
BOYD GEORGE HICKORY, NC 28603	PRESIDENT, DIRECTOR 0.00	0.	0.	0.	0.
RONALD W. KNEDLIK HICKORY, NC 28603	TREASURER, DIRECTOR 0.00	0.	0.	0.	0.
JOYCE GEORGE CORBETT HICKORY, NC 28603	DIRECTOR 0.00	0.	0.	0.	0.
WILLIAM R. WADDELL HICKORY, NC 28603	DIRECTOR 0.00	0.	0.	0.	0.
JOHN ORGAIN HICKORY, NC 28603	SECRETARY, DIRECTOR 0.00	0.	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.	0.

**George Foundation, Inc.**  
**11/30/11**

56-1282417

Form 990-PF, Part II, line 10b

Security	Shares	Date Acquired	Cost	Per Share Value	Market Value
<i>MUTUAL FUNDS</i>					
Hotchkis & Wiley Mid Cap Value Fd Cusip 44134R800	5,909.893	Various	152,044	21.630	127,831
Artio Global Investment Funds Cusip 481370500	17,104.948	Various	557,761	24.150	413,084
Legg Mason Value Trust Cusip 524659208	4,171.166	Various	258,124	43.450	181,237
Cambiar Opportunity Fund Cusip 0075W0825	21,950.561	Various	400,917	16.980	372,721
DWS Dreman Small Cap Cusip 23338F762	5,930.101	Various	181,740	33.250	197,176
Goldman Sachs TR	59,883.250	Various	59,883	1.000	59,883
Security Equity Ed Cusip 814219887	10,136.348	Various	242,287	29.900	303,077
T Rowe Price Mid-Cap Growth Fund Cusip 779556109	-	Various	-	0.000	-
Touchstone Large Cap Growth Cusip 89154X633	14,293.458	Various	251,260	25.250	360,910
Wells Fargo Fds TR Cusip94975J490	18,336.979	Various	166,284	12.110	222,061
Delaware Group Advisor Cusip 245917802	22,946.387	Various	239,091	15.910	365,077
RS Investment Funds Emerging Markets Cusip 700159833	13,976.610	Various	229,043	21.970	307,066
John Hancock Classic Value Cusip 409902756	31,297.150	Various	435,014	15.510	485,419
Harbor International Cusip 411511306	7,719.640	Various	359,599	54.870	423,577
Morgan Stanley Inst. Mid Cap Cusip 617440508	4,995.623	Various	135,397	36.250	181,091
PIMCO Fdx PAC Inv't Cusip 722005667	30,361.071	Various	242,408	7.820	237,424
AIM Global Real Estate	12,189.698	Various	115,911	9.600	117,021

**George Foundation, Inc.**  
**11/30/11**

56-1282417

Form 990-PF, Part II, line 10b

Security	Shares	Date Acquired	Cost	Per Share Value	Market Value
<i>MUTUAL FUNDS</i>					
Cusip 00142C219					
Blair Williams Fdn Intl Growth Fd Cusip 093001774	18,292.822	Various	350,703	19.790	362,015
Dreyfus Appreciation Fd Cusip 261970107	12,121.280	Various	398,001	40.470	490,548
Oppenheimer Dev Mkts Cusip 683974505	5,784.077	Various	172,193	30.750	177,860
Sentinel Mut Funds Small Company Cusip 81728B825	27,200.055	Various	170,272	8.110	220,592
Managers AMG Fds. TS Mid Cap Cusip Sym TMDPX	17,731.821	Various	235,656	13.840	245,408
Keeley Fdx. Inc Small Cap Cusip sym KSCIX	10,313.168	Various	235,656	23.780	245,247
			<u>5,589,245</u>		<u>6,096,326</u>