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

**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation  
**LAYING THE FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**8350 NORTH CENTRAL EXPRESSWAY M-2200**

City or town, state, and ZIP code  
**DALLAS, TX 75206**

**A Employer identification number**  
 20-0635507

**B Telephone number (see instructions)**  
 (214) 525-3046

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

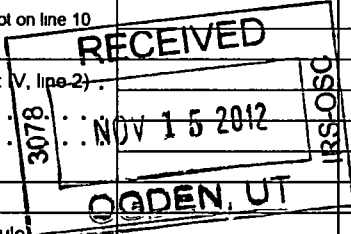
**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

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

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)	1,690,751.			
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments	10,080.	10,080.	10,080.	
<b>4</b>	Dividends and interest from securities	11,935.	11,935.	11,935.	
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10				
<b>b</b>	Gross sales price for all assets on line 6a				
<b>7</b>	Capital gain net income (from Part IV, line 2)				
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	4,708,606.		4,708,606.	ATCH 1
<b>12</b>	<b>Total. Add lines 1 through 11</b>	<b>6,421,372.</b>	<b>22,015.</b>	<b>4,730,621.</b>	
<b>13</b>	Compensation of officers, directors, trustees, etc.	591,467.		296,712.	341,771.
<b>14</b>	Other employee salaries and wages	2,742,448.		1,375,761.	1,366,686.
<b>15</b>	Pension plans, employee benefits	634,743.		318,422.	316,321.
<b>16a</b>	Legal fees (attach schedule) ATCH 2	13,782.		6,914.	6,868.
<b>b</b>	Accounting fees (attach schedule) ATCH 3	25,780.		12,933.	12,847.
<b>c</b>	Other professional fees (attach schedule) *	148,636.		74,563.	74,073.
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) **	254,465.		127,654.	126,812.
<b>19</b>	Depreciation (attach schedule) and depletion	506,024.		506,024.	ATCH 12
<b>20</b>	Occupancy	319,609.		160,333.	159,276.
<b>21</b>	Travel, conferences, and meetings	82,905.		41,590.	41,315.
<b>22</b>	Printing and publications	13,721.		6,883.	6,838.
<b>23</b>	Other expenses (attach schedule) ATCH 6	3,563,361.	13,476.	1,794,293.	1,779,023.
<b>24</b>	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>8,896,941.</b>	<b>13,476.</b>	<b>4,722,082.</b>	<b>4,231,830.</b>
<b>25</b>	Contributions, gifts, grants paid				
<b>26</b>	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>8,896,941.</b>	<b>13,476.</b>	<b>4,722,082.</b>	<b>4,231,830.</b>
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	Excess of revenue over expenses and disbursements	-2,475,569.			
<b>b</b>	Net investment income (if negative, enter -0-)		8,539.		
<b>c</b>	Adjusted net income (if negative, enter -0-)			8,539.	



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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 . . . . .		5,842,257.		
	2	Savings and temporary cash investments . . . . .		1,019,293.		
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		507,723.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .		119,118.		
	9	Prepaid expenses and deferred charges . . . . .		37,623.		
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶		867,803.			
15	Other assets (describe ▶ )		5,659.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		8,399,476.	0	0	
Liabilities	17	Accounts payable and accrued expenses . . . . .		297,198.		
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .		839,482.		
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	Total liabilities (add lines 17 through 22) . . . . .		1,136,680.	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .		6,809,911.		
	25	Temporarily restricted . . . . .		452,885.		
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	Total net assets or fund balances (see instructions) . . . . .		7,262,796.	0		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .		8,399,476.	0		

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 7,262,796.
2	Enter amount from Part I, line 27a . . . . .	2 -2,475,569.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 4,787,227.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7	5 4,787,227.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 0.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or loss, (i) F M V. as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col. (j), and (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)).

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income NOT APPLICABLE

(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

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for years 2010-2006 and summary rows 2-8.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 171.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns. Total 'Yes' responses are marked with '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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address HTTP://WWW.LTFTRAINING.ORG/
14 The books are in care of ROBIN ROBINSON Telephone no (214) 525-3046
Located at 8350 NORTH CENTRAL EXPY., STE M-2200 DALLAS, TX ZIP + 4 75206
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
16 At any time during calendar year 2011, 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? Yes No 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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
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.) 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
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 X
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No **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?  Yes  No **N/A**

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?  Yes  No **6b** X

If "Yes" to 6b, file Form 8870.

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		528,073.	63,394.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		519,691.	116,964.	0

**Total number of other employees paid over \$50,000**  24

**Part VII** 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
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		

**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 GENERAL EXPLANATION STATEMENT	8,896,941.
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b> . . . . . ▶	

**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	1,749,845.
b	Average of monthly cash balances	1b	3,418,261.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,168,106.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,168,106.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,522.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,090,584.
6	Minimum investment return. Enter 5% of line 5	6	254,529.

**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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

**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	4,231,830.
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	
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	4,231,830.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,231,830.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ _____				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions), . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9:				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

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

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 2011, enter the date of the ruling . . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 . . . . .	8,539.	25,037.	52,681.	2,484.	88,741.
b 85% of line 2a . . . . .	7,258.	21,281.	44,779.	2,111.	75,429.
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .	4,231,830.	1,419,235.	470,856.	601,169.	6,723,090.
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 . . . . .	4,231,830.	1,419,235.	470,856.	601,169.	6,723,090.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .	NONE	8,399,476.	8,183,648.	3,040,717.	19,623,841.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	NONE	7,380,183.	5,638,052.	3,040,717.	16,058,952.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

1 Information Regarding Foundation Managers:

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

**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				
<b>Total</b> ..... ▶ <b>3a</b>				NONE
b Approved for future payment				
<b>Total</b> ..... ▶ <b>3b</b>				NONE

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income, and Subtotal.

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

Table with 2 columns: 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.



**Schedule of Contributors**

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

**2011**

Name of the organization LAYING THE FOUNDATION, INC.	Employer identification number 20-0635507
---	--

**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, total 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 total 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 Part I, 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).

Name of organization LAYING THE FOUNDATION, INC.

Employer identification number  
20-0635507

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TEXAS INSTRUMENTS FOUNDATION P.O. BOX 650311, M/S 3998 DALLAS, TX 75265	\$ 367,019.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	RGK FOUNDATION 1301 W. 25TH STREET #300 AUSTIN, TX 78705	\$ 112,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MICHAEL & SUSAN DELL FOUNDATION P.O. BOX 163867 AUSTIN, TX 78716	\$ 930,550.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	NATIONAL MATH & SCIENCE INITIATIVE, INC. 8350 NORTH CENTRAL EXPY., SUITE M-2200 DALLAS, TX 75206	\$ 280,532.	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.)

Name of organization **LAYING THE FOUNDATION, INC.**

Employer identification number  
20-0635507

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization **LAYING THE FOUNDATION, INC.**

Employer identification number

20-0635507

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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.) ▶ \$ \_\_\_\_\_ Use duplicate copies of Part III if additional space is needed.**

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## PART VII-A, LINE 5: EXPLANATION OF DISSOLUTION

LAYING THE FOUNDATION (LTF) MERGED WITH THE NATIONAL MATH AND SCIENCE INITIATIVE, INC. (NMSI) (FEIN: 11-3769438), EFFECTIVE JANUARY 1, 2012. NMSI IS A SECTION 501(C)(3) TAX EXEMPT ORGANIZATION, AND A PUBLIC CHARITY DESCRIBED IN SECTIONS 509(A)(1) AND 170(B)(1)(A)(VI). AS A RESULT OF THIS MERGER, LTF IS DISSOLVING ITS OPERATIONS AS OF DECEMBER 31, 2011 AND IS FILING A FINAL YEAR RETURN. GOING FORWARD, LTF WILL FUNCTION AS A DIVISION OF NMSI AND WILL HAVE THE SAME ADDRESS AS NMSI.

ALL ASSETS AND LIABILITIES WERE TRANSFERRED TO NMSI IN A FINAL DISTRIBUTION ON DECEMBER 31, 2011. DETAIL OF THE NATURE AND FAIR MARKET VALUE OF THE ASSETS AND LIABILITIES TRANSFERRED ARE LISTED BELOW:

NAME AND EIN OF TRANSFEREE =====	ADDRESS =====	NATURE OF ASSET =====	FAIR MARKET VALUE =====
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	CASH, NON- INTEREST BEARING	\$981,773
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	INVESTMENTS ST CORPORATE BONDS	\$3,006,972
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	NET ACCOUNTS RECEIVABLE	\$602,957
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	INVENTORY	\$96,574
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	PREPAID EXPENSES	\$89,985
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	FURNITURE & FIXTURES, NET OF DEP.	\$12,714
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	EQUIPMENT, NET OF DEP.	\$153,172

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	COMPUTER SOFTWARE, NET OF DEP.	\$685,747
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	LEASEHOLD IMP., NET OF DEP.	\$0
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	NET CAPITALIZED TRADEMARK COSTS	\$3,961
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	ACCOUNTS PAYABLE	(\$85,822)
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	ACCRUED EXP.	(\$45,451)
NMSI, 11-3769438	8350 N. CENTRAL SUITE M-2200 DALLAS, TX 75206	DEFERRED REV. & CONDITIONAL GRANTS REC.	(\$715,355)

=====

TOTAL NET ASSETS TRANSFERRED: \$4,787,227

PURSUANT TO THE ARTICLES OF INCORPORATION AND BY OPERATION OF TEXAS LAW, LTF MERGED INTO NMSI, RESULTING IN THE EXISTENCE OF ONLY ONE COMPANY, NMSI. AS SUCH, A SEPARATE DISSOLUTION WAS NOT REQUIRED. THEREFORE NO DISSOLUTION DOCUMENTS HAVE BEEN ATTACHED TO THIS RETURN.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

LAYING THE FOUNDATION, INC. (LTF) SERVES EDUCATORS BY PROVIDING A COMPREHENSIVE PRE-AP TRAINING PROGRAM INCLUDING RESOURCE AND PLANNING GUIDES, IN-DISTRICT TRAINING, SUMMER INSTITUTES, CONFERENCES AND ONLINE RESOURCES FOR ENGLISH, MATH AND SCIENCE. THE ORGANIZATION SUPPORTS TEACHERS AS THEY PREPARE STUDENTS IN GRADES SIX THROUGH ELEVEN TO EXCEL IN ADVANCE PLACEMENT AND OTHER COLLEGE-LEVEL COURSES.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
EDUCATIONAL PROGRAMS	4,429,204.	4,429,204.
MATERIAL DEVELOPMENT	6,000.	6,000.
MOCK ADVANCED PLACEMENT EXAMS	130,411.	130,411.
TEACHER MENTORING	137,500.	137,500.
PROGRAM ADMINISTRATION FEES	5,491.	5,491.
TOTALS	<u>4,708,606.</u>	<u>4,708,606.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	13,782.		6,914.	6,868.
TOTALS	<u>13,782.</u>		<u>6,914.</u>	<u>6,868.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	25,780.		12,933.	12,847.
<b>TOTALS</b>	<u>25,780.</u>		<u>12,933.</u>	<u>12,847.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONTRACT LABOR	146,536.	73,510.	73,026.
OTHER PROFESSIONAL FEES	2,100.	1,053.	1,047.
TOTALS	<u>148,636.</u>	<u>74,563.</u>	<u>74,073.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	254,465.	127,654.	126,812.
TOTALS	<u>254,465.</u>	<u>127,654.</u>	<u>126,812.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TRAINING PROGRAM EXPENSES	3,161,713.		1,586,088.	1,611,847.
MARKETING	205,555.		103,118.	102,437.
OFFICE EXPENSES	141,880.		71,174.	42,767.
REPAIR & MAINTENANCE	31,947.		16,026.	15,921.
BANK FEES	13,476.	13,476.	13,476.	
INSURANCE	7,092.		3,559.	5,205.
AMORTIZATION	1,698.		852.	846.
TOTALS	<u>3,563,361.</u>	<u>13,476.</u>	<u>1,794,293.</u>	<u>1,779,023.</u>

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

TRANSFER OF NET ASSETS TO NMSI AS A  
RESULT OF MERGER- SEE GENERAL EXPLAN.  
STATEMENT FOR PART VII-A, LINE 5

4,787,227.

TOTAL

4,787,227.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
NATIONAL MATH & SCIENCE INITIATIVE, INC. VAR 8350 NORTH CENTRAL EXPY., SUITE M-2200 DALLAS, TX 75206		280,532.
<u>TOTAL CONTRIBUTION AMOUNTS</u>		<u>280,532.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DICK AGNICH 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	CHAIRMAN 1.00	0	0	0
PETER O'DONNELL 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	BOARD MEMBER 1.00	0	0	0
CAROLYN BACON-DICKSON 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	BOARD MEMBER 1.00	0	0	0
ED COPLEY 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	BOARD MEMBER 1.00	0	0	0
ROBERT LANE 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	BOARD MEMBER 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DAVID SABA 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	PRESIDENT/CEO 40.00	383,297.	36,576.	0
RONDA BRANDON 8350 NORTH CENTRAL EXPRESSWAY M-2200 DALLAS, TX 75206	CAO 40.00	144,776.	26,818.	0
<u>GRAND TOTALS</u>		<u>528,073.</u>	<u>63,394.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
ROBIN ROBINSON 8350 N. CENTRAL EXPY., M-2200 DALLAS, TX 75206	CONTROLLER 40.00	132,400.	30,186. 0
DEBRA MCINTIRE 8350 N. CENTRAL EXPY., M-2200 DALLAS, TX 75206	DIRECTOR 40.00	104,260.	24,145. 0
TAMMY BROWN 8350 N. CENTRAL EXPY., M-2200 DALLAS, TX 75206	DIRECTOR 40.00	95,031.	22,299. 0
BRIAN GRAVES 8350 N. CENTRAL EXPY., M-2200 DALLAS, TX 75206	DIRECTOR 40.00	94,000.	22,006. 0
DORIS RUTHERFORD 8350 N. CENTRAL EXPY., M-2200 DALLAS, TX 75206	DIRECTOR 40.00	94,000.	18,328. 0
<u>TOTAL COMPENSATION</u>		<u>519,691.</u>	<u>116,964. 0</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
EDUCATIONAL PROGRAMS					4,429,204.
MATERIAL DEVELOPMENT					6,000.
MOCK ADVANCED PLACEMENT EXAMS					130,411.
TEACHER MENTORING					137,500.
PROGRAM ADMINISTRATION FEES					5,491.
TOTALS					<u>4,708,606.</u>

LAYING THE FOUNDATION, INC.

20-0635507

ATTACHMENT 12

FORM 990-PF, PART I, LINE 19

<u>FIXED ASSET</u>	<u>CURRENT YEAR DEPRECIATION</u>
FURNITURE AND FIXTURES	(35,655)
EQUIPMENT	(133,060)
COMPUTER SOFTWARE	(265,823)
LEASEHOLD IMPROVEMENTS	(71,487)
	<u>(506,024)</u>

ATTACHMENT 12