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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

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

Name of foundation  
**THE LLEE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)  
**3355 WEST ALABAMA**

Room/suite  
**900**

City or town, state, and ZIP code  
**HOUSTON, TX 77098**

**A Employer identification number**  
20-1968243

**B Telephone number (see instructions)**  
(713) 961-5544

**G Check all that apply**

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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) ▶ \$** 386,421.

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

**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

<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)	119,000.			
<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	77.	77.		ATCH 1
<b>4</b>	Dividends and interest from securities	7,015.	7,015.		ATCH 2
<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	14,884.			
<b>b</b>	Gross sales price for all assets on line 6a	212,700.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		14,884.		
<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)				
<b>12</b>	<b>Total.</b> Add lines 1 through 11	140,976.	21,976.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	0			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	97.	97.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) ATCH 4	5,593.	5,572.		21.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	5,690.	5,669.		21.
<b>25</b>	Contributions, gifts, grants paid	127,500.			127,500.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	133,190.	5,669.		127,521.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	7,786.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		16,307.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	22,338.	13,797.	13,797.	
	2	Savings and temporary cash investments	12,661.	6,964.	6,964.	
	3	Accounts receivable	6.			
		Less: allowance for doubtful accounts	2.	6.	6.	
	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				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) <b>ATCH 5</b>	295,792.	317,812.	365,654.	
	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)					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	330,793.	338,579.	386,421.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	<b>Total liabilities</b> (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" 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	330,793.	338,579.			
30	<b>Total net assets or fund balances</b> (see instructions)	330,793.	338,579.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	330,793.	338,579.			

**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	330,793.
2	Enter amount from Part I, line 27a	2	7,786.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	338,579.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	338,579.

**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 SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	14,884.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	131,692.	368,093.	0.357768
2009	16,759.	327,349.	0.051196
2008	101,014.	369,713.	0.273223
2007	84,610.	494,076.	0.171249
2006	70,546.	522,275.	0.135074
2 Total of line 1, column (d)			2 0.988510
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.197702
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 404,073.
5 Multiply line 4 by line 3			5 79,886.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 163.
7 Add lines 5 and 6			7 80,049.
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			8 127,521.

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

Table with 11 rows and 2 columns. Row 1: 163. Row 2: 2. Row 3: 163. Row 4: 0. Row 5: 163. Row 6: 224. Row 7: 224. Row 8: 61. Row 9: 61. Row 10: 61. Row 11: 61.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: X. Row 5: X. Row 6: X. Row 7: X. Row 8b: X. Row 9: X. Row 10: 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 N/A
14 The books are in care of WERLEIN & HARRIS, P.C. Telephone no 713-961-5544
Located at 3355 WEST ALABAMA, SUITE 900, HOUSTON TX ZIP + 4 77098
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?
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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)?
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?
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?
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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  
 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  
 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  
 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

5b

6b

7b

X

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 6		0	0	0

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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 N/A	
-----	
-----	
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.</b> Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	358,056.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	52,164.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	6.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	410,226.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	410,226.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6,153.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	404,073.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	20,204.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	20,204.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	163.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	163.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	20,041.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	20,041.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	20,041.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	127,521.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	127,521.
<b>5</b>	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)	<b>5</b>	163.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	127,358.

**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 . . . . .				20,041.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	45,104.			
b From 2007 . . . . .	60,414.			
c From 2008 . . . . .	82,538.			
d From 2009 . . . . .	395.			
e From 2010 . . . . .	113,295.			
f Total of lines 3a through e . . . . .	301,746.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 127,521.				
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 . . . . .				20,041.
e Remaining amount distributed out of corpus . . . . .	107,480.			
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 . . . . .	409,226.			
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) . . . . .	45,104.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	364,122.			
10 Analysis of line 9				
a Excess from 2007 . . . . .	60,414.			
b Excess from 2008 . . . . .	82,538.			
c Excess from 2009 . . . . .	395.			
d Excess from 2010 . . . . .	113,295.			
e Excess from 2011 . . . . .	107,480.			

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

NOT APPLICABLE

**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	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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) )

LANNA LEE

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

N/A

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

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

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

ATTACHMENT 7

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

ATTACHMENT 8

**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
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 9</p>				
<b>Total</b> .....				<b>▶ 3a</b> 127,500.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> .....				<b>▶ 3b</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are blank.

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

Sign Here Signature of officer or trustee Date Title President May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name VICTOR E HARRIS Preparer's signature VICTOR E HARRIS Date 10/31/12 Check if self-employed PTIN P00025194 Firm's name WERLEIN & HARRIS, P.C. Firm's EIN 74-1907314 Firm's address 3355 WEST ALABAMA, SUITE 900 HOUSTON, TX 77098 Phone no 713-961-5544

# Schedule of Contributors

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

2011

Name of the organization

THE LLEE FOUNDATION

Employer identification number

20-1968243

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 THE LEE FOUNDATION

Employer identification number  
20-1968243

**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	LANNA L. LEE ----- 2121 KIRBY #15 ----- HOUSTON, TX 77019 -----	\$ 119,000.	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 )
-----	----- ----- ----- -----	\$ -----	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 THE LEE FOUNDATION

Employer identification number  
20-1968243

**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 THE LEE FOUNDATION

Employer identification number

20-1968243

**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
(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	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					38.	
17,482.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 21,653.				P	VARIOUS	VARIOUS
							-4,171.	
2,397.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 2,799.				P	VARIOUS	09/16/2011
							-402.	
		SEE ATTACHED STMT - WASH SALE PROPERTY TYPE: SECURITIES -402.				P	VARIOUS	VARIOUS
							402.	
168,585.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 149,520.				P	VARIOUS	VARIOUS
							19,065.	
21,925.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 21,452.				P	VARIOUS	
							473.	
		CONOCO PHILLIPS - ADD'L BASIS FROM PY WA PROPERTY TYPE: SECURITIES 624.				P	03/19/2011	12/05/2011
							-624.	
		INGERSOLL-RAND PLC - BASIS ADJ FOR N/T D PROPERTY TYPE: SECURITIES -45.				P	VARIOUS	07/27/2011
							45.	
		JOHN HANCOCK - BASIS ADJ FOR N/T DIVIDEN PROPERTY TYPE: SECURITIES -58.				P	02/11/2005	10/03/2011
							58.	
2,273.		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES 3,051.				P		09/16/2011
							-778.	
		SEE ATTACHED STMT - WASH SALE PROPERTY TYPE: SECURITIES -778.				P		09/16/2011
							778.	
TOTAL GAIN (LOSS) .....							<u>14,884.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMPASS BANK	77.	77.
TOTAL	<u>77.</u>	<u>77.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMPASS BANK	7,015.	7,015.
TOTAL	<u>7,015.</u>	<u>7,015.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	97.	97.
TOTALS	<u>97.</u>	<u>97.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,336.	5,336.	
BANK CHARGES	42.	21.	21.
INVESTMENT EXPENSES	215.	215.	
TOTALS	<u>5,593.</u>	<u>5,572.</u>	<u>21.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCENTURE LTD - A		
AECOM TECH GROUP	2,620.	2,206.
AFLAC INC	2,174.	1,762.
AGCO CORPORATION	1,479.	2,106.
ALLERGAN INC	800.	1,124.
ALLSTATE CORP		
ALTRIA GROUP INC	2,242.	1,904.
AMAZON COM INC	2,479.	2,453.
AMERICAN EXPRESS	1,003.	1,291.
AMERIPRISE FINANCIAL INC	1,730.	2,752.
AMERISOURCEBERGEN	1,874.	2,214.
ANADARKO PETROLEUM	1,677.	2,627.
APACHE CORP	1,587.	6,075.
APPLE COMPUTERS INC	2,813.	3,205.
AT&T INC		
AUTOZONE INC		
AVON PRODUCTS INC		
BANK OF AMERICA CORP		
BANK OF NEW YORK MELLON CORP		
BAXTER INTL INC	1,239.	1,035.
BEAM INC	2,119.	2,029.
BEST BUY COMPANY	1,551.	1,281.
BORGWARNER INC	3,324.	1,753.
BROADCOM CORP	1,394.	2,040.
CAMERON INT'L CORP	2,067.	1,556.
CARNIVAL CORP	1,922.	2,017.
CATERPILLAR INC	1,438.	1,469.
CELGENE CORP	1,068.	1,087.
CERNER CORP	1,909.	2,231.
	888.	2,450.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHEVRON CORP	3,641.	5,533.
CISCO SYSTEMS		
COGNIZANT TECH	812.	1,672.
CONOCOPHILLIPS	2,475.	2,623.
CORNING INC		
COVANCE INC	1,169.	1,417.
DANAHER CORP	1,414.	1,505.
DELL INC		
DIRECT TV GROUP		
DOVER CORP	1,446.	1,582.
DOLBY LAB	3,949.	5,108.
E.I. DU PONT DE NEMOURS & CO		
EBAY INC	2,016.	1,923.
ECOLAB INC	3,677.	3,518.
EMC CORP		
EMERSON ELECTRIC COMPANY	4,011.	3,899.
EQUINIX INC	2,301.	2,097.
ESTEE LAUDER CO	2,155.	2,231.
EXPRESS SCRIPTS INC	2,581.	2,920.
FEDEX CORP	1,483.	1,609.
FLOWSERVE CORP		
FLUOR CORP	1,607.	1,291.
FORTUNE BRANDS INC	2,407.	1,910.
FREEMPORT-MCMORAN COPPER&GOLD		
GENERAL ELECTRIC COMPANY	2,040.	3,201.
GOLDMAN SACHS	3,412.	4,137.
GENERAL ELECTRIC COMPANY	1,640.	1,085.
GOOGLE INC		
HALLIBURTON COMPANY	3,011.	3,230.
	4,784.	4,072.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HENRY SCHEIN INC	2,405.	2,642.
HESS CORP	2,316.	1,874.
HEWLETT PACKARD COMPANY		
HONEYWELL INTL INC	1,602.	2,228.
HUMANA INC	518.	1,752.
INGERSOLL-RAND CO		
INTEL CORP	3,376.	3,832.
INTL BUSINESS MACHINE	2,207.	3,861.
ISHARES DJ US ENERGY SEC		
ISHARES RUSSELL MIDCAP INDEX	25,305.	41,238.
ISHARES RUSSELL 2000	34,972.	35,843.
ISHARES RUSSELL 2000 VALUE		
JACOBS ENGINEERING GROUP INC		
JOHN HANCOCK BK & THT OPP	1,029.	1,000.
JP MORGAN CHASE & CO	3,036.	2,627.
KOHL'S CORP	1,921.	1,875.
LABORATORY CORP OF AMERICA	791.	1,376.
MARATHON OIL CORPORATION		
MCDONALD'S CORP	1,406.	3,913.
MICROSOFT CORP	5,818.	6,153.
NEXTERA ENERGY INC	3,081.	2,983.
NIKE INC CLASS B	1,484.	2,506.
ORACLE CORP	4,749.	3,976.
PEPSICO INC	2,577.	2,654.
PHILLIP MORRIS INTL INC	1,556.	2,197.
PIONEER NATURAL RESOURCES	1,624.	2,416.
POLO RALPH LAUREN CORP		
PRAXAIR INC	2,750.	3,314.
PRICELINE.COM	718.	1,871.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
P&G COMPANY	2,806.	3,002.
PUBLIC SERVICES ENTERPRISES	1,843.	2,113.
QUEST DIAGNOSTIC INC	1,363.	1,335.
RALF LAUREN CORP	1,213.	1,381.
RED HAT INC		
SANDISK CORP	1,718.	1,772.
SCHULUMBERGER LIMITED	2,249.	2,186.
SPDR S&P DIVIDEND	75,373.	76,334.
T. ROWE PRICE GROUP INC		
TEXAS INSTRUMENTS INC	1,503.	1,979.
THE WALT DISNEY CO	2,033.	1,913.
THERMO FISCHER SCIENTIFIC INC	1,446.	1,349.
TIME WARNER CABLE	1,981.	2,098.
U.S. BANCORP	1,128.	920.
UNION PACIFIC CORP	1,574.	3,390.
UNITED TECHNOLOGIES CORP	1,606.	2,631.
VARIAN MEDICAL SYSTEMS INC	1,454.	2,081.
VISA INC		
WAL-MART STORES	2,112.	2,450.
WATSON PHARMACEUTICALS	1,003.	2,896.
WELLS FARGO	4,073.	4,051.
XILINX INC		
3M CO		
ABB LTD	2,670.	2,184.
ACCENTUREM PLC	1,626.	1,810.
CNOOC LTD ADRS	1,016.	1,048.
COMPANHIA DE BEBIDAS-AMBEV ADR	1,896.	3,898.
ISHARES MSCI EAFE INDEX FD		
PETROLEO BRASILEIRO		

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIAGEO PLC	2,223.	2,360.
NETEASE.COM INC	1,729.	1,659.
TEVA PHARMACEUTICAL IND	1,505.	1,453.
TOTALS	<u>317,812.</u>	<u>365,654.</u>

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

ATTACHMENT 6

<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>
LANNA L. LEE 2121 KIRBY #15 HOUSTON, TX 77019	TRUSTEE, PART-TIME .10	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LANNA L. LEE  
2121 KIRBY #15  
HOUSTON, TX 77019  
713-533-9536

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WRITTEN APPLICATION IN THEIR OWN WORDS SPECIFYING THE AMOUNT REQUESTED  
AND HOW THE FUNDS WILL BE USED.

THE LEE FOUNDATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOLUNTEER HOUSTON 5090 RICHMOND AVE. #461 HOUSTON, TX 77056-7402	N/A PUBLIC	GENERAL SUPPORT	500.
HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT STREET AMERICUS, GA 31709-3498	N/A PUBLIC	GENERAL SUPPORT	5,000.
THE SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 77002-7708	N/A PUBLIC	GENERAL SUPPORT	5,000.
CIRCLE OF FRIENDS 5143 GREENTREE HOUSTON, TX 77056	N/A PUBLIC	GENERAL SUPPORT	5,000.
MAKE-A-WISH FOUNDATION P.O. BOX 97104 WASHINGTON, DC 20090-7104	N/A PUBLIC	GENERAL SUPPORT	10,000.
TEXAS CHILDREN'S HOSPITAL P.O. BOX 300630, SUITE 5214 HOUSTON, TX 77230-0630	N/A PUBLIC	GENERAL SUPPORT	20,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A PUBLIC	GENERAL SUPPORT	20,000.
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	N/A PUBLIC	GENERAL SUPPORT	10,000.
NEHEMIAH CENTER 5015 FANNIN STREET HOUSTON, TX 77004	N/A PUBLIC	GENERAL SUPPORT	5,000.
CRISS COLE CHILDREN'S FUND P.O. BOX 571085 HOUSTON, TX 77257-1085	N/A PUBLIC	GENERAL SUPPORT	5,000.
STAR OF HOPE P.O. BOX 1505 HOUSTON, TX 77251-1505	N/A PUBLIC	GENERAL SUPPORT	2,000.
NATIONAL WILDLIFE FEDERATION P.O. BOX 1691 MERRIFIELD, VA 22116-1691	N/A PUBLIC	GENERAL SUPPORT	2,000.

THE LLEE FOUNDATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SMILE TRAIN P.O. BOX 96231 WASHINGTON, DC 20077-7377	N/A PUBLIC	GENERAL SUPPORT	2,000.
HOUSTON PBS 4343 ELGIN HOUSTON, TX 77204-0008	N/A PUBLIC	GENERAL SUPPORT	2,000.
GUIDING EYES FOR THE BLIND, INC. 611 GRANITE SPRINGS ROAD YORKTOWN HEIGHTS, NY 10598-9986	N/A PUBLIC	GENERAL SUPPORT	2,000.
MEALS ON WHEELS FOR GREATER HOUSTON 3217 MONTROSE BLVD HOUSTON, TX 77006	N/A PUBLIC	GENERAL SUPPORT	2,000.
THE CHAPLAINCY FUND P.O. BOX 691284 HOUSTON, TX 77269	N/A PUBLIC	GENERAL SUPPORT	2,000.
HAPPY HILL FARM 3846 N. HIGHWAY 144 GRANDBURY, TX 76048	N/A PUBLIC	GENERAL SUPPORT	1,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARALYZED VETERANS OF AMERICA 801 EIGHTEENTH ST, NW WASHINGTON, DC 20006-3517	N/A PUBLIC	GENERAL SUPPORT	1,000.
OPERA INTERNATIONAL 6711 LORING CT BETHESDA, MD 20817	N/A PUBLIC	GENERAL SUPPORT	1,000.
THE UT MD ANDERSON CANCER CENTER P.O. BOX 891284 HOUSTON, TX 77269-1284	N/A PUBLIC	GENERAL SUPPORT	20,000.
SPECIAL OLYMPICS TEXAS P.O. BOX 143806 AUSTIN, TX 78714-3806	N/A PUBLIC	GENERAL SUPPORT	5,000.

TOTAL CONTRIBUTIONS PAID 127,500.

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Form fields for organization name (THE LLEE FOUNDATION), EIN (20-1968243), address (3355 WEST ALABAMA), and city (HOUSTON, TX 77098).

Enter the Return code for the return that this application is for (file a separate application for each return) [0] [4]

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Lists various forms like Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), and Form 990-T (trust other than above).

The books are in the care of WERLEIN & HARRIS, P.C.

Telephone No. 713 961-5544 FAX No. 713 961-5444

- If the organization does not have an office or place of business in the United States, check this box [ ]
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) [ ] . If this is for the whole group, check this box [ ] . If it is for part of the group, check this box [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for: [X] calendar year 2011 or [ ] tax year beginning [ ] , 20 [ ] , and ending [ ] , 20 [ ] .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

Table with 3 rows: 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a \$ 163.
3b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b \$ 224.
3c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c \$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  THE LLEE FOUNDATION	Enter filer's identifying number, see instructions Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-1968243	
	Number, street, and room or suite no. If a P.O. box, see instructions. 3355 WEST ALABAMA #900	Social security number (SSN) <input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77098		

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of ► WERLEIN & HARRIS, P.C.  
Telephone No. ► 713 961-5544 FAX No. ► 713 961-5444

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 2012.
- 5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension **PERTINENT INFORMATION IN THE CONTROL OF THIRD PARTIES HAS NOT BEEN RECEIVED. ADDITIONAL TIME IS RESPECTFULLY REQUESTED TO GATHER THE DATA NEEDED FOR A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	163
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	224
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0-

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Julia M. Svehman Title ► CPA Texas Date ► 8/13/2012