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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 01-01-2011 , and ending 12-31-2011

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

Name of foundation
MADISON CHARITABLE FOUNDATION INC

A Employer identification number
26-1147137

Number and street (or P O box number if mail is not delivered to street address) Room/suite
121 FM 359 ROAD

B Telephone number (see page 10 of the instructions)
(281) 344-9455

City or town, state, and ZIP code
RICHMOND, TX 77406

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 28,556,083

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	248,392	248,392	248,392	
	4	Dividends and interest from securities	555,125	555,125	555,125	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	38,470			
	b	Gross sales price for all assets on line 6a 9,966,955				
	7	Capital gain net income (from Part IV, line 2)		38,470		
	8	Net short-term capital gain			1,525	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	841,987	841,987	805,042	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,374			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	5,494	5,494		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	127,261	127,261		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	137,129	132,755		0
	25	Contributions, gifts, grants paid	3,783,594			3,783,594
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,920,723	132,755		3,783,594
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,078,736			
	b	**Net investment income** (if negative, enter -0-)		709,232		
	c	**Adjusted net income** (if negative, enter -0-)			805,042	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	259,514	364,841	364,841
2	Savings and temporary cash investments	8,043,233	2,092,771	2,092,771
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	16,012,916	17,217,703	19,707,971
c	Investments—corporate bonds (attach schedule)	4,933,009	6,427,108	6,390,500
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	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	29,248,672	26,102,423	28,556,083
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	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	29,248,672	26,102,423	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	29,248,672	26,102,423	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	29,248,672	26,102,423	

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	29,248,672
2	Enter amount from Part I, line 27a	2	-3,078,736
3	Other increases not included in line 2 (itemize) ▶	3	2,471
4	Add lines 1, 2, and 3	4	26,172,407
5	Decreases not included in line 2 (itemize) ▶	5	69,984
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,102,423

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				

	(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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
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	38,470
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	1,525

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 page 18 of 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			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4.	8	

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	14,185
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	14,185
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,185
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	16,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	15
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,800
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	1,800	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Thomas J Petrosewicz CPA Telephone no ▶(281) 342-6584

Located at ▶121 FM 359 Richmond TX ZIP+4 ▶77406

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 |

			Yes	No
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?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
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			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)?	**5b**		**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?	**6b**		**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?	**7b**		**No**

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 page 22 of the 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
Norma M Petrosewicz 1110 Plantation Meadows Dr Richmond, TX 77406	Director 1 00	0		
Lorinda Beth Madison 1000 Uptown Park Blvd 24 Houston, TX 77056	Director 1 00	0		
James O Carpenter PO Box 489 Port Gibson, MS 39150	Director 1 00	0		
Wiley Hatcher 6140 FM 723 Road Richmond, TX 77406	Director 1 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	28,944,235
b	Average of monthly cash balances		1b	732,325
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	29,676,560
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	29,676,560
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)		4	445,148
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	29,231,412
6	**Minimum investment return.** Enter 5% of line 5		6	1,461,571

Part XI Distributable Amount (see page 25 of the 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	1,461,571
2a	Tax on investment income for 2011 from Part VI, line 5	2a 14,185		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	14,185
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,447,386
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,447,386
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,447,386

Part XII Qualifying Distributions (see page 25 of the 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	3,783,594
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	3,783,594
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,783,594

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,447,386
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. 211,341				
c From 2008. 3,588,606				
d From 2009. 4,205,770				
e From 2010. 2,252,132				
f Total of lines 3a through e.	10,257,849			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 3,783,594				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				1,447,386
e Remaining amount distributed out of corpus	2,336,208			
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	12,594,057			
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 page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,594,057			
10 Analysis of line 9				
a Excess from 2007. . . . 211,341				
b Excess from 2008. . . . 3,588,606				
c Excess from 2009. . . . 4,205,770				
d Excess from 2010. . . . 2,252,132				
e Excess from 2011. . . . 2,336,208				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

Wiley Hatcher

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

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 page 28 of the 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

Madison Charitable Foundation
121 FM 359 Rd
Richmond, TX 77406
(281) 344-9455

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

Written letter with details on specific requests Include financial impact, brochures of organization, and projected impact on programs or community

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

No Restrictions on Gifts

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,783,594
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					248,392
4 Dividends and interest from securities. . . .					555,125
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					38,470
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					841,987

13 Total. Add line 12, columns (b), (d), and (e). **13** 841,987

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
8	Provides additional income to issue grants upon request from worthy organizations
4	Provides additional income to issue grants upon request from worthy organizations
3	Provides additional income to issue grants upon request from worthy organizations

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

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2012-11-14 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Thomas J Petrosewicz CPA			
Firm's name ▶ PETROSEWICZ & COMPANY INC		Firm's EIN ▶	
Firm's address ▶ 121 FM 359 RD RICHMOND, TX 774062401		Phone no (281) 342-6584	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ Yes ☐ No

TY 2011 Accounting Fees Schedule

Name: MADISON CHARITABLE FOUNDATION INC

EIN: 26-1147137

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	4,374	0	0	0

TY 2011 Other Decreases Schedule

Name: MADISON CHARITABLE FOUNDATION INC

EIN: 26-1147137

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
Passive Loss from Flow Through Partnerships	44,539
Non Deductible Exp from Flow Through Partnerships	63
Federal Income Tax Expense	25,382

TY 2011 Other Expenses Schedule

Name: MADISON CHARITABLE FOUNDATION INC

EIN: 26-1147137

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Advisory Fees	127,241	127,241		
Bank Charges	20	20		

TY 2011 Other Increases Schedule

Name: MADISON CHARITABLE FOUNDATION INC

EIN: 26-1147137

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
Tax Exempt Income	2,471

TY 2011 Taxes Schedule

Name: MADISON CHARITABLE FOUNDATION INC

EIN: 26-1147137

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes Paid	5,494	5,494		

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 26-1147137
Name: MADISON CHARITABLE FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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*				
Houston Food Bank535 Portwall Street Houston, TX 77029	N/A	501(c)(3)	Providing food to the needy	10,000
Woodrow Wilson Center1300 Pennsylvania Ave NW Washington, DC 20004	N/A	501(c)(3)	Scholarship programs	15,000
WGR Foundation Inc70 Red Autumn Lane Brookhaven, MS 39601	N/A	501(c)(3)	Provide free air transportation to those with a medical or humanitarian need	5,000
UT Medical School at Houston7000 Fannin Street 17th Floor Houston, TX 77030	N/A	501(c)(3)	Scholarship programs	25,000
United Way of Greater Houston50 Waugh Dr Houston, TX 77007	N/A	501(c)(3)	General operations	10,000
The Menil Foundation1533 Sul Ross Houston, TX 77006	N/A	501(c)(3)	Funding to support the fine arts	500
The Jung Center5200 Montrose Blvd Houston, TX 77006	N/A	501(c)(3)	Community Outreach Programs	6,000
St Michael Catholic School1833 Sage Road Houston, TX 77056	N/A	501(c)(3)	Funds for new building	25,000
Rice University6100 S Main St Ste Ms 70 Houston, TX 77005	N/A	501(c)(3)	Scholarship programs	10,000
Navidad En El Barrio4410 Navigation Houston, TX 77011	N/A	501(c)(3)	Funding to purchase toys for underprivileged children for Christmas	15,000
Mississippi Sports Hall of Fame and MusePO Box 16021 Jackson, MS 39236	N/A	501(c)(3)	General operating	2,500
Mississippi State University FoundationPO Box 6149 Mississippi State, MS 39762	N/A	501(c)(3)	Scholarship program	25,000
Mississippi State Medical Association Fo735 Riverside Drive Jackson, MS 39202	N/A	501(c)(3)	Mississippi Rural Physicians Scholarship Program	30,000
Millsaps College1701 North State Street Jackson, MS 39210	N/A	501(c)(3)	Scholarship support	2,500
Marshall Plan Charities2121 Kirby Drive Suite 144 Houston, TX 77019	N/A	501(c)(3)	Support for Troops	5,000
Legacy Community Health Services Inc1360 Post Oak Blvd Suite 1600 Houston, TX 77056	N/A	501(c)(3)	Provide funding for community health centers	10,000
KUHF Houston Public Radio4343 Elgin 2nd Floor Houston, TX 77204	N/A	501(c)(3)	Providing a community service of non-commercial programming	1,000
Knapp Medical Center FoundationPO Box 1110 Weslaco, TX 78599	N/A	501(c)(3)	Funding for medical equipment	50,000
Imperial Performing Arts8410 Highway 90A Suite 130 Sugar Land, TX 77478	N/A	501(c)(3)	Funding for operations	10,000
Houston Museum of Natural Science- Sugar13016 University Boulevard Sugar Land, TX 77479	N/A	501(c)(3)	Support education programs	10,000
Houston Livestock Show & RodeoPO Box 20070 Houston, TX 77225	N/A	501(c)(3)	Funding for scholarships	5,000
Houston Center for Contemporary Craft4848 Main St Houston, TX 77002	N/A	501(c)(3)	General program operations	2,500
Houston Ballet501 Texas Avenue Houston, TX 77002	N/A	501(c)(3)	Funding general operations	4,000
Houston Assembly of Delphians 2825 Wilcrest Drive Houston Houston, TX 77042	N/A	501(c)(3)	Scholarship funding	5,000
H Association3855 Holman Athletic Office Houston, TX 77004	N/A	501(c)(3)	General operations funding	5,000
Good Samaritan Community Services1600 Saltillo St San Antonio, TX 78207	N/A	501(c)(3)	Provide services to underprivileged children	10,000
Foundation for Teen Health15 Saddlebrook Houston, TX 77024	N/A	501(c)(3)	Providing full service health care to underprivileged teens	4,500
First United Methodist1106 Fourth Street Rosenberg, TX 77471	N/A	501(c)(3)	Lunches of Love Providing sack lunches to low income children	5,000
Crohns & Colitis Foundation of America386 Park Ave S Fl 17 New York, NY 10016	N/A	501(c)(3)	Funding for research	25,000
Christus St Catherine701 S Fry Road Katy, TX 77450	N/A	501(c)(3)	Support community outreach programs	20,000

Form 990PF Part XV Line 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				
Catholic Charities of the Diocese of Gal2900 Louisiana St Houston, TX 77006	N/A	501(c)(3)	General program operations	25,000
University of Mississippi Medical Center2500 North State Street Jackson, MS 39216	N/A	501(c)(3)	General Operating Funds	100,000
Jonestown Family Center for Education401 Main Street Jonestown, MS 38639	N/A	501(c)(3)	General Operating Funds	10,000
Gertrude Ford Center for Performing Arts100 University Avenue University, MS 38677	N/A	501(c)(3)	General operating funds	15,000
University of Science & Arts of Oklahoma17th and Grand Ave Chickasha, OK 73108	N/A	501(c)(3)	Student scholarships	9,244
The Soaring Eagles MinistriesPO Box 47 Simonton, TX 77476	N/A	501(c)(3)	Funding for Children Rehabilitation programs	25,000
Su Casa de Esperanza Inc8000 Cisne Street Pharr, TX 78577	N/A	501(c)(3)	Funding operations	25,000
St Agnes Academy9000 Bellaire Boulevard Houston, TX 77036	N/A	501(c)(3)	Grant for capital improvements and establish scholarships	50,000
Recipe for Success Foundation1401 McKinney Houston, TX 77025	N/A	501(c)(3)	Funding for operations	10,000
National Multiple Sclerosis Society 733 Third Avenue New York, NY 10017	N/A	501(c)(3)	Grant for multiple sclerosis research	25,000
Mississippi Cultural Crossroads Inc Box 99 Alcorn State University Lormen, MS 39096	N/A	501(c)(3)	Funding for operations	5,000
Fort Bend Senior Citizens Meals on WheelPO Box 1488 Rosenberg, TX 77471	N/A	501(c)(3)	Funding meals for senior citizens	50,000
Fort Bend Partnership for Youth Inc 122 Golfview Dr Richmond, TX 77469	N/A	501(c)(3)	Funding for scholarships	10,000
Fort Bend Family Promise1424 FM 1092 Missouri City, TX 77459	N/A	501(c)(3)	Funding for operations	10,000
The Cinderella-Cinderfella Project Inc203 Lakeside Blvd Sugar Land, TX 77478	N/A	501(c)(3)	Funding for scholarships	5,000
Boys and Girls Club of Bay City and MataPO Box 762 Bay City, TX 77404	N/A	501(c)(3)	Grant for renovations for club location	25,000
University of Texas at Austin Office of201 W 7TH ST ASH 5 Austin, TX 78701	N/A	501(c)(3)	Scholarship Programs	100,000
American Heart Association7272 Greenville Avenue Dallas, TX 75231	N/A	501(c)(3)	Funding research	5,000
Museum of Fine Arts Houston1001 Bissonet Houston, TX 77005	N/A	501(c)(3)	General operating support	20,000
Theotokos8811 Westheimer No 206 Houston, TX 77063	N/A	501(c)(3)	To assist missionaries in Argentina and Bolivia educate the poor	5,000
Southwestern Baptist Theological SeminarPO Box 22000 I-E Fort Worth, TX 76122	N/A	501(c)(3)	General campus donation and scholarship program donation	50,000
Rosenberg Lions Club700 Dog Leg Ct Richmond, TX 77469	N/A	501(c)(3)	Scholarship Programs	6,000
Pancreatic Cancer Action Network 2141 RoseCrans Ave Ste 7000 El Segundo, CA 90245	N/A	501(c)(3)	General Donation to Fund Cancer Research	25,000
Operation Shoestring2019 Bailey Avenue Jackson, MS 39213	N/A	501(c)(3)	Special request to enhance operating budget	25,000
Oak Bend Hospital Foundation1705 Jackson Street Richmond, TX 77469	N/A	501(c)(3)	Capital campaign for new hospital	50,000
Mississippi State University FoundationPO Box 6149 Mississippi, MS 39762	N/A	501(c)(3)	General support to university	50,000
Mississippi Museum of Art201 E Pascagoula St Jackson, MS 39201	N/A	501(c)(3)	Special request to enhance operating budget	45,000
Magnolia Speech School733 N Flag Chapel Rd Jackson, MS 39209	N/A	501(c)(3)	Funding for programs to assist the hearing impaired and language disordered children	15,000
Girl Scouts of San Jacinto Council 3110 SW Freeway Houston, TX 77098	N/A	501(c)(3)	Scouting programs	30,000
Aurora House Foundation902 S Airport Dr Ste 4 Weslaco, TX 78596	N/A	501(c)(3)	Donation to support the terminally ill	25,000

Form 990PF Part XV Line 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*				
Boy Scouts of America- Sam Houston2225 North Loop W Houston, TX 77008	N/A	501(c)(3)	Scouting Programs	15,000
Delta State University Foundation PO Box 3141 DSU Cleveland, MS 38733	N/A	501(c)(3)	General support to university	25,000
Brazos Bend Guardianship Services 123 Brooks St Sugar Land, TX 77478	N/A	501(c)(3)	Provide services to the disabled and incapacitated adults	25,000
Baylor College of MedicineOne Baylor Plaza T119 Houston, TX 77030	N/A	501(c)(3)	Funding of research for neuromuscular disease	150,000
The University of Mississippi Foundation406 University Avenue Oxford, MS 38655	N/A	501(c)(3)	Providing scholarships for lower income students	175,000
University of Houston402 Agnes Arnold Hall Houston, TX 77204	N/A	501(c)(3)	Fundings for the Department of Athletics	354,500
The University of Houston Alumni Associa3100 Cullen Blvd Rm 201 Houston, TX 77204	N/A	501(c)(3)	Help fund programs and services for the University of Houston	25,000
University of Houston Music Foundation212 E Cullen Building Houston, TX 77204	N/A	501(c)(3)	Moores School of Music Concert Gala Fund	30,000
Trees for Houston4550 Post Oak Place Dr Suite 310 Houston, TX 77027	N/A	501(c)(3)	Special request to enhance operating budget	1,000
The Rose12700 N Featherwood Houston, TX 77034	N/A	501(c)(3)	Special request to enhance operating budget	5,000
The Community Stewpot1100 West Capital Street Jackson, MS 39203	N/A	501(c)(3)	Providing food and clothing for those in need	35,000
St Vincent De Paul Community PharmacyPO Box 1228 Biloxi, MS 39533	N/A	501(c)(3)	Providing pharmaceutical equipment to those in need	20,000
St Jude Hospital501 St Jude Place Memphis, TN 38105	N/A	501(c)(3)	Funding for cancer research	200,000
Salud Y Paz2738 S Gerogia Amarillo, TX 79109	N/A	501(c)(3)	Help fund dental programs for the poor of Guatemala	10,000
Pregnancy Resource Center of Fort Bend4203 Ave H Ste 16 Rosenberg, TX 77471	N/A	501(c)(3)	Special request to fund pregnant women and teens organization operating expenses	50,000
Our Daily BreadPO Box 1021 Canton, MS 39046	N/A	501(c)(3)	Food Drive	20,000
Needville Youth Fair CorpPO Box 237 Needville, TX 77461	N/A	501(c)(3)	Contribution for Youth Fair Program	20,000
Mississippi Food Network440 West Beatty Street Jackson, MS 39201	N/A	501(c)(3)	Food Drive	20,000
Mississippi Childrens Home ServicesPO Box 1078 Jackson, MS 39215	N/A	501(c)(3)	Funding for a new campus	25,000
Loaves & Fishes Inc260 Main Street Suite E Biloxi, MS 39533	N/A	501(c)(3)	Food Drive	15,000
Literacy Council of Fort Bend12530 Emily Court Sugar Land, TX 77478	N/A	501(c)(3)	Funding for ESL program	25,000
Houston Symphony615 Louisiana Street Suite 102 Houston, TX 77002	N/A	501(c)(3)	To provide funds to expand musical programs	125,000
Houston Grand Opera510 Preston Street Houston, TX 77002	N/A	501(c)(3)	Help provide funding for the Houston performing arts	358,350
Rosenberg-Richmond Helping Hands PO Box 1268 Richmond, TX 77406	N/A	501(c)(3)	Providing food and clothing to those in need	50,000
Gulf Coast Womens Center for Non ViolenPO Box 333 Biloxi, MS 39533	N/A	501(c)(3)	Funds services for victims of domestic violence and sexual assult	20,000
Fort Bend Womens Center1600 HWY 6 Suite 170 Sugar Land, TX 77478	N/A	501(c)(3)	Program for women abused by domestic violence	10,000
Fort Bend Boys ChoirPO Box 2042 Stafford, TX 77497	N/A	501(c)(3)	Scholarships and music program operations	10,000
DFeet Breast Cancer Inc6610 Stewart Road PMB 67 Galveston, TX 77551	N/A	501(c)(3)	Funding for breast cancer research and granting mammograms and follow up care	1,000
Clemson University FoundationPO Box 1889 Clemson, SC 29633	N/A	501(c)(3)	Scholarship Programs	125,000
Child Advocates of Fort BendPO Box 1032 Richmond, TX 77406	N/A	501(c)(3)	Helping kids have a brighter future-funding operating expenses	100,000

Form 990PF Part XV Line 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*				
Cancer Fighters of Houston5420 W Loop South Suite 3300 Bellaire, TX 77401	N/A	501(c)(3)	Help find a cure for cancer and providing seed grants	25,000
Calvary Episcopal School1201 Austin Richmond, TX 77406	N/A	501(c)(3)	Improve campus security and safety for children	10,000
Blair Baston Hospital for Children 2500 N State Street Jackson, MS 39216	N/A	501(c)(3)	Childrens Hospital Operating Budget	350,000
Bethel Ministry3015 5th Street Stafford, TX 77477	N/A	501(c)(3)	Kid Activity Funds & Building Funds	50,000
American Red Cross- Southwest BranchPO Box 393 Richmond, TX 77406	N/A	501(c)(3)	Help provide relief to disaster victims	50,000
Alley Theatre615 Texas Ave Houston, TX 77002	N/A	501(c)(3)	Educational Programs	50,000
Total . . . . ▶ **3a**				3,783,594