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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

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

Scurlock Foundation
3355 West Alabama #630
Houston, TX 77098A Employer identification number
74-1488953B Telephone number (see the instructions)
713-236-1500C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 31,968,219.
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 instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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REVENUE

1	Contributions, gifts, grants, etc. received (att sch)			
2	Check <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
3	Interest on savings and temporary cash investments			N/A
4	Dividends and interest from securities	293,419.	293,419.	
5a	Gross rents	573.	573.	
b	Net rental income or (loss) 573.		Statement 1	
6a	Net gain/(loss) from sale of assets not on line 10	1,122,059.		
b	Gross sales price for all assets on line 6a 8,296,525.			
7	Capital gain net income (from Part IV, line 2)		1,052,418.	
8	Net short-term capital gain			
9	Income modifications			
10a	Gross sales less returns and allowances			
b	Less: Cost of goods sold			
c	Gross profit/(loss) (att sch)			
11	Other income (attach schedule) See Statement 2	889,273.	913,729.	
12	Total. Add lines 1 through 11	2,305,324.	2,260,139.	

ADMINISTRATIVE EXPENSES

13	Compensation of officers, directors, trustees, etc	70,358.	35,179.	35,179.
14	Other employee salaries and wages	23,698.	11,849.	11,849.
15	Pension plans, employee benefits	20,303.	10,151.	10,152.
16a	Legal fees (attach schedule)			
b	Accounting fees (attach sch) See St 3	5,500.	2,750.	2,750.
c	Other prof fees (attach sch) See St 4	57,924.	53,351.	4,573.
17	Interest			
18	Taxes (attach schedule) (see instrs) See Stm 5	79,170.	79,170.	
19	Depreciation (attach sch) and depletion	99,940.	99,940.	
20	Occupancy	9,701.	4,850.	4,851.
21	Travel, conferences, and meetings	1,754.	877.	877.
22	Printing and publications			
23	Other expenses (attach schedule) See Statement 6	63,751.	58,373.	3,348.
24	Total operating and administrative expenses. Add lines 13 through 23	432,099.	356,490.	73,579.
25	Contributions, gifts, grants paid Part XV	2,445,849.		2,347,183.
26	Total expenses and disbursements. Add lines 24 and 25	2,877,948.	356,490.	2,420,762.
27	Subtract line 26 from line 12:			
a	Excess of revenue over expenses and disbursements	-572,624.		
b	Net investment income (if negative, enter -0-)		1,903,649.	
c	Adjusted net income (if negative, enter -0-)			

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			
	2 Savings and temporary cash investments	3,322,012.	617,404.	617,404.
	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 instructions)			
	7 Other notes and loans receivable (attach sch) 1,967,000.	Statement 7		
	Less: allowance for doubtful accounts	875,000.	1,967,000.	1,967,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,455.	26,566.	26,566.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 8	8,437,384.	10,356,301.	10,356,301.
	c Investments – corporate bonds (attach schedule) Statement 9	7,370,257.	4,383,571.	4,383,571.
	11 Investments – land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule) See Stmt 10 799,520.	551,944.	452,004.	2,614,439.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 11	11,061,727.	12,002,938.	12,002,938.
	14 Land, buildings, and equipment basis 11,401.			
	Less: accumulated depreciation (attach schedule) See Stmt 12 11,401.			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item i)	31,624,779.	29,805,784.	31,968,219.
	17 Accounts payable and accrued expenses	22,916.	20,488.	
	18 Grants payable	1,720,000.	1,818,666.	
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	1,742,916.	1,839,154.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds	34,548,881.	34,548,881.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-4,667,018.	-6,582,251.	
	30 Total net assets or fund balances (see instructions)	29,881,863.	27,966,630.	
	31 Total liabilities and net assets/fund balances (see instructions)	31,624,779.	29,805,784.	

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	29,881,863.
2 Enter amount from Part I, line 27a	2	-572,624.
3 Other increases not included in line 2 (itemize) See Statement 13	3	1,000.
4 Add lines 1, 2, and 3	4	29,310,239.
5 Decreases not included in line 2 (itemize) See Statement 14	5	1,343,609.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	27,966,630.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded securities		P	Various	Various
b Passthrough K-1 Capital Gain		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,210,685.		7,174,466.	1,036,219.
b 16,199.			16,199.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,036,219.
b			16,199.
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	1,052,418.
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 (column (b) divided by column (c))
2010	2,845,719.	30,580,538.	0.093057
2009	2,970,462.	30,799,661.	0.096445
2008	4,038,592.	38,284,477.	0.105489
2007	2,957,946.	51,668,045.	0.057249
2006	2,025,960.	46,763,176.	0.043324

2 Total of line 1, column (d)	2	0.395564
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	0.079113
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,059,107.
5 Multiply line 4 by line 3	5	2,457,179.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,036.
7 Add lines 5 and 6	7	2,476,215.
8 Enter qualifying distributions from Part XII, line 4	8	3,637,762.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	19,036.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	19,036.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	19,036.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	34,549.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	59,549.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	40,513.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax. 40,513. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u>		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation 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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.scurlockfoundation.org</u>	13	X	
14	The books are in care of <u>Jack S. Blanton, Jr.</u> Telephone no. <u>713-236-1500</u> Located at <u>3355 West Alabama, Suite 630 Houston TX</u> ZIP + 4 <u>77098</u>			
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	N/A		
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		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A. ☐ Yes ☐ No

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

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 X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15		70,358.	0.	6,173.

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 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 Loans made to Lon Morris College, a junior college located in Texas, to assist the college with covering its operating expenses in order to	1,217,000.
2 allow it to continue providing education to students.	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	1,217,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,986,911.
b	Average of monthly cash balances	1b	1,221,244.
c	Fair market value of all other assets (see instructions)	1c	13,323,933.
d	Total (add lines 1a, b, and c)	1d	31,532,088.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,532,088.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	472,981.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,059,107.
6	Minimum investment return. Enter 5% of line 5	6	1,552,955.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,552,955.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	19,036.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,036.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,533,919.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	1,534,919.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,534,919.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	2,420,762.
b	Program-related investments — total from Part IX-B	1b	1,217,000.
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	3,637,762.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	19,036.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,618,726.

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				1,534,919.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	493,934.			
c From 2008	2,143,452.			
d From 2009	1,441,891.			
e From 2010	1,325,574.			
f Total of lines 3a through e	5,404,851.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,637,762.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				1,534,919.
e Remaining amount distributed out of corpus	2,102,843.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,507,694.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,507,694.			
10 Analysis of line 9:				
a Excess from 2007	493,934.			
b Excess from 2008	2,143,452.			
c Excess from 2009	1,441,891.			
d Excess from 2010	1,325,574.			
e Excess from 2011	2,102,843.			

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
<i>a Paid during the year</i>				
Arts (See attached pg 1)	N/A		See attachment	111,500.
Civic (See attached pg 1-5)	N/A		See attachment	495,383.
Education (See attach. pg 5-6)	N/A		See attachment	914,000.
Health (See attached pg 7-8)	N/A		See attachment	709,300.
Religion (See attach pg 8)	N/A		See attachment	117,000.
Total			3a	2,347,183.
<i>b Approved for future payment</i>				
See attachment	N/A		See attachment	825,000.
Total			3b	825,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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					
4	Dividends and interest from securities			14	293,419.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	573.	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	69,641.	18	1,052,418.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Interest from note rec.			14	73,083.	
b	Oil & Gas Royalties			15	833,670.	
c	Passthrough K-1 Income	525990	-24,456.	14	6,976.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		45,185.		2,260,139.	
13	Total. Add line 12, columns (b), (d), and (e)					2,305,324.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	751 Gain (UBI) on sale of partnerships		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	69,641.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	69,641.
		Total	<u>\$ 69,641.</u>

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest from note rec.	\$ 73,083.	\$ 73,083.	
Oil & Gas Royalties	833,670.	833,670.	
Passthrough K-1 Income	-17,480.	6,976.	
Total	<u>\$ 889,273.</u>	<u>\$ 913,729.</u>	<u>0.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and compliance ..	\$ 5,500.	\$ 2,750.		\$ 2,750.
Total	<u>\$ 5,500.</u>	<u>\$ 2,750.</u>		<u>\$ 2,750.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 48,779.	\$ 48,779.		
Other services	9,145.	4,572.		\$ 4,573.
Total	<u>\$ 57,924.</u>	<u>\$ 53,351.</u>		<u>\$ 4,573.</u>

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	\$ 2,200.	\$ 2,200.		
Property tax	22,957.	22,957.		
Severance tax	49,395.	49,395.		
State tax	4,618.	4,618.		
Total	<u>\$ 79,170.</u>	<u>\$ 79,170.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K-1 expenses	\$ 30,910.	\$ 28,880.		
Office expenses	6,696.	3,348.		\$ 3,348.
Oil & Gas expenses	26,145.	26,145.		
Total	<u>\$ 63,751.</u>	<u>\$ 58,373.</u>		<u>\$ 3,348.</u>

Statement 7
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
Lon Morris College	\$ 1,967,000.	\$ 1,967,000.	\$ 0.
Total	<u>\$ 1,967,000.</u>	<u>\$ 1,967,000.</u>	
Allowance for Doubtful Accounts			\$ 0.
Net Other Notes/Loans Rec. - Book Value			<u>\$ 1,967,000.</u>

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock - See attachment	Mkt Val	\$ 10,356,301.	\$ 10,356,301.
	Total	<u>\$ 10,356,301.</u>	<u>\$ 10,356,301.</u>

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Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - See attachment	Mkt Val	\$ 4,383,571.	\$ 4,383,571.
	Total	\$ 4,383,571.	\$ 4,383,571.

Statement 10
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 52,245.		\$ 52,245.	\$ 170,769.
Oil & Gas Interests	1,199,279.	\$ 799,520.	399,759.	2,443,670.
Total	\$ 1,251,524.	\$ 799,520.	\$ 452,004.	\$ 2,614,439.

Statement 11
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Apollo Ltd	Mkt Val	\$ 754,358.	\$ 754,358.
CPI Biotechnology II Private Investors	Mkt Val	94,177.	94,177.
JPM US Real Estate Income	Mkt Val	232,466.	232,466.
KKR European Fund II	Mkt Val	340,977.	340,977.
KKR 2006 Fund Private Investors	Mkt Val	506,845.	506,845.
Carlyle Asia Partners	Mkt Val	198,956.	198,956.
AP Alternative Assets LP	Mkt Val	105,625.	105,625.
Opportunity Fund SPC Offshore	Mkt Val	6,885.	6,885.
PSAM Worldarb Fund Ltd	Mkt Val	587,394.	587,394.
GS Distressed Opportunities	Mkt Val	315,310.	315,310.
GS Vintage Fund	Mkt Val	238,728.	238,728.
Lowe Real Estate Income & Growth	Mkt Val	236,778.	236,778.
Commonfund Realty Investors	Mkt Val	111,300.	111,300.
DFJ Mercury Venture Partners	Mkt Val	667,475.	667,475.
Merritt Capital Partners LP	Mkt Val	597,615.	597,615.
Taconic Offshore Fund	Mkt Val	1,689,185.	1,689,185.
CCMP Capital Investors II	Mkt Val	426,107.	426,107.
Midocean III Private Investors Offshore	Mkt Val	321,247.	321,247.
Highbridge Capital Corp.	Mkt Val	528,680.	528,680.
Enterprise Products Partners	Mkt Val	371,004.	371,004.
Plains All American Pipeline	Mkt Val	293,800.	293,800.
DFJ Mercury Venture Partners II	Mkt Val	258,580.	258,580.
Highbridge Mezzanine Partners	Mkt Val	353,409.	353,409.
Galleon Offshore Diversified Fund	Mkt Val	1,637.	1,637.
JPMorgan Global Access Offshore	Mkt Val	268,636.	268,636.
Och-Ziff Ozof II Private Investors	Mkt Val	588,462.	588,462.
Winton Futures Fund, Ltd. Class B	Mkt Val	621,646.	621,646.
Boardwalk Pipeline Ptnrs, LP	Mkt Val	27,670.	27,670.

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Statement 11 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
JPM Blackrock Opportunistic	Mkt Val	\$ 634,997.	\$ 634,997.
Barc Bren Comm. Bskt 12/19/13	Mkt Val	202,087.	202,087.
Barc Market Plus Gold Note 9/20/12	Mkt Val	174,380.	174,380.
Highbridge Dynamic Comm Strg Fd	Mkt Val	156,224.	156,224.
AESSF II Private Investors	Mkt Val	90,298.	90,298.
Total		<u>\$ 12,002,938.</u>	<u>\$ 12,002,938.</u>

Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 11,401.	\$ 11,401.	\$ 0.	\$ 0.
Total	<u>\$ 11,401.</u>	<u>\$ 11,401.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

Recovery of prior year expenditure		\$ 1,000.
Total		<u>\$ 1,000.</u>

Statement 14
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized decrease in value of investments		\$ 1,343,609.
Total		<u>\$ 1,343,609.</u>

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Statement 15
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Jack Blanton, Jr 3355 West Alabama, Ste 630 Houston, TX 77098	Pres/Asst. Sec. 2.00	\$ 0.	\$ 0.	\$ 0.
Elizabeth Wareing 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Secretary 2.00	0.	0.	0.
Eddy Blanton 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Asst. Sec. 2.00	0.	0.	0.
Kathy Munger 3355 West Alabama, Ste 630 Houston, TX 77098	Asst. Secretary 33.00	45,333.	0.	4,181.
Licia Cosgrove 3355 West Alabama, Ste 630 Houston, TX 77098	Treas/Asst. Sec 8.00	25,025.	0.	1,992.
Total		\$ 70,358.	\$ 0.	\$ 6,173.

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name: Kathy Munger
 Care Of: Scurlock Foundation
 Street Address: 3355 W. Alabama, Ste 630
 City, State, Zip Code: Houston, TX 77098
 Telephone: 713-236-0550
 Form and Content: See www.scurlockfoundation.org for grant application requirements.
 Submission Deadlines: See www.scurlockfoundation.org
 Restrictions on Awards: See www.scurlockfoundation.org

12/31/11

2011 Federal Book Summary Depreciation Schedule

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Form 990/990-PF										
Furniture and Fixtures										
2	Furn, equip, software	Various		11,401			11,401	S/L	5	0
	Total Furniture and Fixtures			11,401		0	11,401			0
Oil & Gas Interests										
3	Mineral interests	Various		1,199,279			699,580	S/L	12	99,940
	Total Oil & Gas Interests			1,199,279		0	699,580			99,940
	Total Depreciation			1,210,680		0	710,981			99,940
	Grand Total Depreciation			1,210,680		0	710,981			99,940

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
1,000	Allianz SE	\$ 9,595
2,000	AT&T	60,480
2,500	Conoco Phillips	182,175
200	El Paso Corporation	53,140
200	Hess Corporation	11,360
137	Hugoton Royalty Trust	2,581
7,000	JPM Chase Cap XXVI 8% Ser Z	181,300
2,000	Key Energy Services Inc	30,940
50,000	Lexicon Pharmaceuticals Inc	64,500
1,500	Occidental Petroleum Corp	140,550
1,800	Plains Exploration and Production Co	66,096
8,000	Sandridge Energy Co	65,280
1,500	Swift Energy Co	44,580
2,000	Tetra Technologies Inc	18,680
200,000	BNP Cont Buff Eq Spx 04/13/12	226,008
250,000	DB Bren Eafe 3/28/12	221,900
185,000	DB Bren EEM 10/31/12	181,485
400,000	GS Cont Buff Eq Spx 04/20/12	449,044
325,000	GS Market Plus Spx 9/28/12	310,889
200,000	HSBC Bren Asia Basket 4/4/12	179,700
325,000	HSBC Market Plus SPX 02/19/13	339,365
6,324	Ishares S&P Midcap 400 Index Fund	554,046
10,627	JPM Asia Equity Fund	306,580
174,540	JPM Bren Eafe 04/25/12	174,540
200,000	JPM Bren Eafe 06/27/12	178,320
300,000	JPM Cont Buff Eq Spx 10/17/12	324,750
23,170	JPM EM Mkts Equity Fund	473,123
14,854	JPM Small Cap Equity Fund	531,906
137,782	JPM Tr I Growth Advantage Fund	1,197,323
16,892	JPM Tr I Midcap Core	271,453
36,692	JPM US Lrge Cap Core Plus Fund	724,294
120,439	Manning & Napier Fund Inc	798,508
16,827	Nuveen NWQ Value Opportunities Fund	512,223
29,642	Professionally Manage Portfolios (The Osterweiss Fund)	759,722
38,820	T Rowe Price International Funds Inc	539,984
4,446	Vanguard MSCI Emerging Markets ETF	169,882

Total

\$ 10,356,301

Part II, Line 10c - Investments - Corporate Bonds

<u>Quantity</u>	<u>Description</u>	<u>Book/FMV</u>
86,445	JPM Core Bond Fund	\$ 1,022,640
110,987	JPM High Yield Fund	845,718
88,047	JPM Short Duration Bond Fund	964,119
70,779	JPMorgan TRI	681,598
17,316	JPM Intl Currency Income Fund	187,532
13,280	Dreyfus/Laurel Funds Tr	174,768
200,000	CS 95% PPN EM FX Basket 5/16/12	190,300
200,000	Barc 95% PPN FX Basket 1/14/13	189,620
125,000	JPMorgan Chase FRN CPI 4/18/13	127,275

\$ 4,383,571

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
<u>Arts</u>			
A.D. Players 2710 W Alabama Houston, Texas 77098	509(a)(1)	Operating Support	5,000
Alley Theatre 615 Texas Ave Houston, Texas 77002	509(a)(2)	Operating Support	5,000
Contemporary Arts Museum 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	General Support	17,500
Dominic Walsh Dance Theater 231 Dunlavy St STE 210, Houston, TX, 77006	509(a)(2)	General Support	500
Houston Ballet Foundation 1921 W Bell Houston, Texas 77019	509(a)(1)	Operating Support	19,000
Houston Center for Contemporary Craft 4848 Main St, Houston, TX, 77002	509(a)(1)	General Support	500
Houston Cinema Arts 4409 Montrose Blvd STE 150, Houston, TX, 77006	509(a)(1)	General Support	250
Houston Grand Opera 510 Preston Street #500 Houston, Texas 77002	509(a)(1)	LLB Studio Scholars	10,000
Houston Symphony 615 Louisiana Suite 102 Houston, Texas 77002	509(a)(2)	Operating Support	5,000
Museum of Fine Arts , Houston P. O Box 4606 Houston, Texas 77210	509(a)(1)	Museum General Support Glassell Annual Fund	31,250
River Oaks Chamber Orchestra 3733-I Westheimer Rd 1029, Houston, TX, 77027	509(a)(1)	Operating Support	5,000
Stages Repertory Theatre 3201 Allen Pkwy #101 Houston, Texas 77019	509(a)(2)	General Support	1,500
Texas Cultural Trust 823 Congress Ave, Ste 650, Austin, TX 78701	509(a)(1)	General Support	1,000
Theatre Under the Stars 800 Bagby Suite 200 Houston, Texas 77002	509(a)(1)	Operating Support	1,000
UT - Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712	Govt	General Support	9,000
Subtotal - Arts			111,500
<u>Civic</u>			
Amazing Place/Senior Place 3735 Drexel Dr, Houston, TX 77027	509(a)(1)	General Support	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
American Leadership Forum 3101 Richmond, Ste 140, Houston, TX 77098	509(a)(1)	General Support	1,000
Asia Society of Texas 4605 Post Oak Place Dr, Ste 205, Houston, TX, 77027	509(a)(1)	General Support	1,000
The Arrow Project of Texas 2929 FM 2920 Rd, Spring, TX 77388	509(a)(1)	General Support	15,000
Bo's Place 10050 Buffalo Speedway, Houston, TX 77054	509(a)(1)	General Support	1,000
Boy Scouts of America Sam Houston Area Council P.O. Box 924528 Houston, Texas 77292	509(a)(1)	General Support	2,500
Best Buddies International, Inc. 100 Southeast 2nd Street, Suite 2200 Miami, FL 33131	509(a)(1)	General Support	250
Boys & Girls Country of Houston, Inc. 18806 Roberts Rd. Hockley, TX, 77447	509(a)(1)	General Support	1,000
Breakthrough Houston 2401 Claremont Lane, Houston, TX 77019	509(a)(1)	General Support	1,500
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	General Support	67,000
Buffalo Bayou Partnership 1113 Vine St, Ste 200, Houston, TX, 77002	509(a)(1)	Capital Campaign Support	2,500
Camp for All Foundation 10500 NW FWY 220 Houston, Texas 77092	509(a)(1)	Operating Support	22,500
Career & Recovery Resources, Inc 2525 San Jacinto Houston, Texas 77002	509(a)(1)	General Support	5,000
Center for Houston's Future 1200 Smith St, Houston, TX 77002	509(a)(1)	Operating Support	7,000
Discovery Green Conservancy 1500 McKinney St, Houston, TX, 77010	509(a)(1)	General Support	1,000
Dress for Success 3915 Dacoma, Houston, Texas 77092	509(a)(1)	General Support	65,000
Eastside Community Connection 5810 Berkman Dr , Austin, TX 78723	509(a)(1)	Operating Support	3,000
Elves & More 2200 Louetta, Suite 101, Spring, TX, 77388	509(a)(1)	General Support	2,000
Forge for Families Inc 3435 Dixie Dr. Houston, TX, 77021	509(a)(1)	Operating Support	4,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Galveston Bay Foundation 17330 Highway 3, Webster, TX 77598	509(a)(1)	General Support	500
Greater Houston Community Foundation 5120 Woodway Drive No. 6000, Houston, TX, 77056	509(a)(1)	General Support	1,000
Holly Hall 2000 Holly Hall St, Houston, TX 77054	509(a)(1)	General Support	1,000
Holocaust Museum of Houston 5401 Caroline St, Houston, TX, 77004	509(a)(1)	General Support	1,500
Houston Children's Charity 230 Westcott St, Ste 202, Houston, TX, 77007	509(a)(1)	General Support	4,000
Houston Food Bank 535 Portwall St. Houston, TX. 77029	509(a)(1)	General Support	1,000
Houston Museum of Natural Science 5555 Herman Park Dr, Houston, TX 77030	509(a)(2)	General Support	2,500
Inspire Women 1415 South Voss Suite 110-516, Houston, TX, 77057	509(a)(2)	General Support	2,500
International Justice Mission Houston PO Box 58147, Washington, DC, 20037	509(a)(1)	General Support	5,000
Houston Zoo Inc. P. O. Box 4759 Houston, TX 77210-9862	509(a)(2)	Capital Campaign Support	4,000
Humanities Texas 1410 Rio Grande St, Austin, TX 78701	509(a)(1)	Operating Support	34,000
Julie Rogers Gift of Life Program 148 S. Dowlen Rd, PMB 46, Beaumont, TX 77707	509(a)(1)	Operating Support	5,000
John P. McGovern Museum of Health & Medicine 1515 Hermann Dr, Houston, TX, 77004	509(a)(2)	General Support	1,500
Nora's Life Gift Foundation PO Box 8350, Houston, TX, 77288	509(a)(1)	Capital Campaign Support	5,000
Partners for Harris County Children Inc. 2223 West Loop South, Houston, TX, 77027	509(a)(1)	General Support	5,000
March of Dimes 3000 Wesleyan, Ste 100, Houston, TX 77027	509(a)(1)	General Support	12,000
Pathways for Little Feet 8 Greenway Plz, Ste 1000, Houston, TX, 77046	509(a)(1)	General Support	150
Menil Foundation 1511 Branard St, Houston, TX 77006	509(a)(1)	Operating Support	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Relief Nursery of Central Texas 2203 E Martin Luther King Jr Blvd, Austin, TX, 78702	509(a)(1)	Operating Support	10,000
Post Oak YMCA of Greater Houston 1331 Augusta Houston, Texas 77057	509(a)(2)	Capital Campaign Support	25,000
Project Row Houses PO Box 1011, Houston, TX, 77251-1011	509(a)(1)	Operating Support	500
Salvation Army 1500 Austin Houston, Texas 77002	509(a)(1)	General Support	61,000
Samaritans Purse PO Box 3000, Boone, NC, 28607-3000	509(a)(1)	Operating Support	5,000
Scenic Houston 3015 Richmond Ave, Houston, TX, 77098	509(a)(1)	Operating Support	1,000
Serenity Retreat 3206 North Shepherd Houston, Texas 77018	509(a)(1)	Operating Support	8,333
Sight Into Sound 3935 Essex Lane, Houston, TX, 77027	509(a)(2)	General Support	500
Star of Hope Mission 6897 Ardmore St, Houston, TX 77054	509(a)(1)	General Support	5,000
The Children's Fund PO Box 56303, Houston, TX 77256	509(a)(1)	General Support	1,000
The Foundation for Cancer Survivors 1800 Augusta Dr, Ste 400, Houston, TX, 77057	509(a)(1)	General Support	4,150
The Institute for Sustainable Peace 909 Texas St Unit 1712, Houston, TX, 77002	509(a)(1)	General Support	12,500
The Jung Center 5200 Montrose Blvd, Houston, TX, 77006	509(a)(1)	General Support	2,000
Tri Delta Art Show for Charity, Inc. PO BOX 22517 Houston, Texas 77227-2517	509(a)(1)	Operating Support	2,500
United Way of the Texas Gulf Coast 50 Waugh Dr, Houston, TX 77007	509(a)(1)	General Support	32,000
Vision America PO Box 10, Lufkin, TX, 75902-0010	509(a)(1)	General Support	10,000
Wesley Community Center 1410 Lee St, Houston, TX, 77009	509(a)(1)	General Support	2,500
The WorkFaith Connection 1500 N Post Oak Rd, Ste 150, Houston, TX 77055	509(a)(1)	General Support	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Zina Garrison All Court Tennis Foundation 12335 Kingsride, No. 6 Houston, Texas 77024	509(a)(1)	General Support	3,000
Zoo Friends of Houston, Inc. 1513 Cambridge St, Houston, TX, 77030	509(a)(2)	General Support	1,500
Subtotal - Civic			495,383
<u>Education</u>			
Barbara Bush Foundation for Literacy (DC Community Fd) 1201 15th St NW, Ste 420, Washington, DC 20005	509(a)(1)	General Support	15,000
Briarwood School 12207 Whittington Houston, Texas 77077	509(a)(1)	Operating Support	5,000
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	Capital Campaign Support Operating Support	5,000
Chinquapin School 2615 E Wallisville Rd, Highlands, TX, 77562	509(a)(1)	General Support	12,500
The Children's Museum of Houston 1500 Binz Street, Houston, TX 77004	509(a)(1)	General Support	8,000
Communities in Schools 1235 North Loop W STE 300, Houston, TX, 77008	509(a)(1)	General Support	5,000
Houston A+ Challenge 2700 Southwest Fwy STE B, Houston, TX, 77098	509(a)(1)	General Support	1,000
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Endowment Support	15,000
Houston Preps 311 Timberwilde Ln, Houston, TX, 77024	509(a)(1)	General Support	5,000
Houston Community College Foundation 3100 Main Street, Suite 12B17 Houston, Texas 77002	509(a)(1)	General Support	27,500
Houston Texas Exes Inc. PO Box 271648, Houston, TX, 77277-1648	509(a)(2)	General Support	2,500
KIPP Academy 3200 S Lancaster Rd, Dallas, TX 75216	509(a)(1)	General Support	2,000
Lon Morris College 800 College Ave Jacksonville, Texas 75766	509(a)(1)	General Support	430,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Neuhaus Education Center 4433 Bissonnet Bellaire, Texas 77401	509(a)(1)	General Support	15,000
River Oaks Baptist School 2300 Willowick Road Houston, TX 77027	School	General Support	50,000
Phi Beta Kappa Alumni of Greater Houston 2410 Inwood Dr, Houston, TX, 77019	509(a)(2)	General Support	3,000
Readers are Leaders Foundation 801 Texas St, Houston, TX 77002	509(a)(1)	General Support	3,000
Rice U. Jones School of Management PO Box 2932, Houston, TX 77252	509(a)(1)	General Support	15,000
Rice University 6100 Main St., Houston, TX 77005	509(a)(1)	General Support	1,000
St John's School 2401 Claremont Houston, Texas 77019	509(a)(1)	Operating Support	6,500
The University of Texas Foundation, Inc. P.O Box 250 Austin, Texas 78767	509(a)(1)	Endowment Support	249,000
University of Houston PO Box 27405, Houston, TX 77227	509(a)(1)	General Support	2,000
University of St. Thomas 3800 Montrose Blvd. Houston, Texas 77006	509(a)(1)	General Support	1,000
Wiley College 711 Wiley Ave Marshall, Texas 75670	509(a)(1)	Operating Support	4,000
Williams College PO Box 624, Williamstown, MA 01267	509(a)(1)	Program Support	10,000
Woodrow Wilson International Center for Scholars One Woodrow Wilson Plaza, Washington, DC 20004	509(a)(1)	General Support	1,000
Yellowstone Academy-Foundation for Tomorrow 3000 Trulley St, Houston, TX 77004	509(a)(1)	General Support	5,000
Young Life Greater Houston Region 900 Town and Country Ln Ste 302, Houston, TX 77024	509(a)(1)	General Support	2,500
Young Life Houston Southwest 1931 Lexington St, Houston, TX 77098	509(a)(1)	Operating Support	7,500
Young Audiences 4550 Post Oak Place Dr, Houston, TX 77027	509(a)(1)	General Support	5,000
Subtotal - Education			914,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u> <u>Health</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
American Cancer Society 250 Williams St NW, Ste 400, Atlanta, GA 30303	509(a)(1)	General Support	700
American Heart Association 7272 Greenville Ave, Dallas, TX 75231	509(a)(1)	General Support	500
Baylor College of Medicine One Baylor Plaza, Houston, TX 77030	509(a)(1)	General Support	5,000
Candlelighters Childhood Cancer Family PO Box 496, Kensington, MD, 20895	509(a)(1)	General Support	12,500
CanCare of Houston Inc 9575 Kathy Fwy, Ste 428, Houston, TX 77024	509(a)(1)	General Support	3,000
Center for Hearing and Speech 3636 W Dallas, Houston, TX 77019	509(a)(1)	General Support	2,500
The Food Allergy and Anaphylaxis Network 11781 Lee Jackson Hwy, Ste 160, Fairfax, VA 22033	509(a)(1)	General Support	10,000
Golfers Against Cancer Inc 1700 Lake Kingwood Trail, Kingwood, TX 77339	509(a)(1)	Operating Support	5,000
Harris County Hospital District Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	Capital Campaign Support General Support	25,000
Houston Hospice 1905 Holcombe, Houston, Texas 77030	509(a)(1)	General Support	15,000
Houston Community Health Centers 424 Hahlo St, Houston, TX, 77020	509(a)(1)	Operating Support	5,000
Legacy Community Health Services PO Box 66308, Houston, TX, 77266-6308	509(a)(2)	General Support	1,000
Memorial Hermann Foundation 909 Frostwood STE 2 100, Houston, TX, 77024	509(a)(3) Type I	General Support	1,000
Methodist Hospital Foundation 6565 Fannin St STE GB2 40 Houston, Texas 77030	509(a)(1)	Operating Support	300,000
Mexico Medical Missions 4001 County Road 114 Glenwood Springs, Colorado 81601	509(a)(1)	Operating Support	10,000
Leukemia and Lymphoma Society 1311 Mamaroneck Ave STE 310, White Plains, NY, 10605	509(a)(1)	General Support	1,500
Nancy Davis Foundation for MS 15760 Ventura Blvd STE 1030, Encino, CA, 91436	509(a)(1)	General Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Texas Children's Hospital 1919 S Braeswood Blvd, Houston, TX 77030	509(a)(1)	General Support	1,000
Texas Children's Hospital Foundation 2300 First City Tower Houston, Texas 77002	509(a)(3) Type I	General Support	16,500
The University of Texas Health Science Center- Houston 7000 Fannin, Suite 1200 Houston, Texas 77030	509(a)(1)	General Support	5,000
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	General Support	278,100
United Cerebral Palsy 1660 L St NW Ste 700, Washington, DC, 20036	509(a)(1)	General Support	10,000
Subtotal - Health			709,300
<u>Religion</u>			
Agape Development Ministries 4523 Perry St Unit B, Houston, TX 77021-3929	509(a)(1)	Capital Campaign Support	10,000
Celebration Women's Ministry Inc 4572 Sandpiper CV, College Station, TX, 77845	509(a)(1)	General Support	1,000
Campus Crusade for Christ, Inc. 100 Lake Hart Dr MC3900 Orlando, Florida 32832	509(a)(1)	Operating Support	5,500
Christian Community Service Center, Inc PO Box 27924 Houston, Texas 77227	509(a)(1)	General Support	5,000
First United Methodist Church 1320 Main Street Houston, TX 77002	Church	General Support	5,000
Laity Renewal Foundation PO BOX 290670 Kerrville, Texas 78029	509(a)(1)	Capital Campaign Support	80,000
Partners in Ministry 230 Executive Dr, Ste 8, Newark, DE, 19702	509(a)(2)	Operating Support	5,000
St. Luke's United Methodist Church P.O. Box 22013 Houston, Texas 77227	509(a)(1)	Operating Support	5,500
Subtotal - Religion			117,000
Grand Total			\$ 2,347,183

Scurlock Foundation
2011 Form 990-PF

74-1488953

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Camp for All Foundation 10500 NW FWY 220 Houston, Texas 77092	509(a)(1)	Capital Campaign	\$ 80,000
Dress for Success 3915 Dacoma, Houston, Texas 77092	509(a)(1)	Capital Campaign	\$ 240,000
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Capital Campaign	\$ 60,000
Houston Ballet Foundation 1921 W. Bell Houston, Texas 77019	509(a)(1)	Capital Campaign	\$ 40,000
River Oaks Baptist School 2300 Willowick Road Houston, TX 77027	School	Endowment Support	\$ 200,000
Salvation Army 1500 Austin St, Houston, TX 77002	509(a)(1)	Capital Campaign	\$ 200,000
The University of Texas Health Science Center- Houston 7000 Fannin, Suite 1200 Houston, Texas 77030	509(a)(1)	Aging Institute	\$ 5,000
Grand Total			<u>\$ 825,000</u>