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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

**A For the 2011 calendar year, or tax year beginning , 2011, and ending ,**

|                                                                                                                                                                                                                                                                                               |                                                                                           |                                                    |                                                                                                                                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>B</b> Check if applicable:<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b><br>Greater Texas Foundation<br>6100 Foundation Place Drive<br>Bryan, TX 77807    |                                                    | <b>D</b> Employer identification number<br>74-2158821                                                                                                                                                                                                                               |
|                                                                                                                                                                                                                                                                                               |                                                                                           |                                                    | <b>E</b> Telephone number<br>979-779-6100                                                                                                                                                                                                                                           |
|                                                                                                                                                                                                                                                                                               |                                                                                           |                                                    | <b>G</b> Gross receipts \$ 39,027,572.                                                                                                                                                                                                                                              |
|                                                                                                                                                                                                                                                                                               | <b>F</b> Name and address of principal officer<br>Dr. Aubrey W. Rosser<br>Same As C Above |                                                    | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If 'No,' attach a list (see instructions) |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                                 |                                                                                           | <b>J</b> Website: ▶ www.greatertexasfoundation.org |                                                                                                                                                                                                                                                                                     |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶                                                                                                            |                                                                                           | <b>L</b> Year of formation 1973                    | <b>M</b> State of legal domicile TX                                                                                                                                                                                                                                                 |

**Part I Summary**

|                                    |                                                                                                                                                                                                                                                                                                                                    |                                                                                    |           |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------|
| <b>Activities &amp; Governance</b> | 1 Briefly describe the organization's mission or most significant activities: <u>GREATER TEXAS FOUNDATION SUPPORTS EFFORTS TO ENSURE ALL TEXAS STUDENTS ARE PREPARED FOR, HAVE ACCESS TO, PERSIST IN, AND COMPLETE POST-SECONDARY EDUCATION BY FORMING PARTNERSHIPS, SUPPORTING RESEARCH, SHARING KNOWLEDGE AND MAKING GRANTS.</u> |                                                                                    |           |
|                                    | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.                                                                                                                                                                                          |                                                                                    |           |
|                                    | 3                                                                                                                                                                                                                                                                                                                                  | Number of voting members of the governing body (Part VI, line 1a)                  | 10        |
|                                    | 4                                                                                                                                                                                                                                                                                                                                  | Number of independent voting members of the governing body (Part VI, line 1b)      | 10        |
|                                    | 5                                                                                                                                                                                                                                                                                                                                  | Total number of individuals employed in calendar year 2011 (Part V, line 2a)       | 14        |
|                                    | 6                                                                                                                                                                                                                                                                                                                                  | Total number of volunteers (estimate if necessary)                                 | 0         |
|                                    | 7a                                                                                                                                                                                                                                                                                                                                 | Total unrelated business revenue from Part VIII, column (C), line 12               | 0.        |
|                                    | 7b                                                                                                                                                                                                                                                                                                                                 | Net unrelated business taxable income from Form 990-T, line 34                     | -351,610. |
| <b>Revenue</b>                     | 8                                                                                                                                                                                                                                                                                                                                  | Contributions and grants (Part VIII, line 1h)                                      |           |
|                                    | 9                                                                                                                                                                                                                                                                                                                                  | Program service revenue (Part VIII, line 2g)                                       |           |
|                                    | 10                                                                                                                                                                                                                                                                                                                                 | Investment income (Part VIII, column (A), lines 3, 4, and 7d)                      |           |
|                                    | 11                                                                                                                                                                                                                                                                                                                                 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)           |           |
|                                    | 12                                                                                                                                                                                                                                                                                                                                 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) |           |
| <b>Expenses</b>                    | 13                                                                                                                                                                                                                                                                                                                                 | Grants and similar amounts paid (Part IX, column (A), lines 1-3)                   |           |
|                                    | 14                                                                                                                                                                                                                                                                                                                                 | Benefits paid to or for members (Part IX, column (A), line 4)                      |           |
|                                    | 15                                                                                                                                                                                                                                                                                                                                 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)  |           |
|                                    | 16a                                                                                                                                                                                                                                                                                                                                | Professional fundraising fees (Part IX, column (A), line 11e)                      |           |
|                                    | 16b                                                                                                                                                                                                                                                                                                                                | Total fundraising expenses (Part IX, column (D), line 25) ▶                        |           |
|                                    | 17                                                                                                                                                                                                                                                                                                                                 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-11g)                       |           |
|                                    | 18                                                                                                                                                                                                                                                                                                                                 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) ▶        |           |
| <b>Net Assets or Fund Balances</b> | 19                                                                                                                                                                                                                                                                                                                                 | Revenue less expenses. Subtract line 18 from line 12                               |           |
|                                    | 20                                                                                                                                                                                                                                                                                                                                 | Total assets (Part X, line 16)                                                     |           |
|                                    | 21                                                                                                                                                                                                                                                                                                                                 | Total liabilities (Part X, line 26)                                                |           |
|                                    | 22                                                                                                                                                                                                                                                                                                                                 | Net assets or fund balances. Subtract line 21 from line 20                         |           |

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

|                               |                                                                         |                        |                 |                                                 |                       |
|-------------------------------|-------------------------------------------------------------------------|------------------------|-----------------|-------------------------------------------------|-----------------------|
| <b>Sign Here</b>              | Signature of officer                                                    |                        | Date 11-13-2012 |                                                 |                       |
|                               | Dr. Aubrey W. Rosser                                                    |                        | ASST. SECRETARY |                                                 |                       |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name                                              | Preparer's signature   | Date 11-12-12   | Check <input type="checkbox"/> if self-employed | PTIN P00031689        |
|                               | Firm's name ▶ KPMG LLP                                                  |                        |                 |                                                 |                       |
|                               | Firm's address ▶ 210 PARK AVENUE, SUITE 2850<br>OKLAHOMA CITY, OK 73102 |                        |                 |                                                 |                       |
|                               |                                                                         | Firm's EIN ▶ 135565207 |                 |                                                 | Phone no 405-239-6411 |

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 08/18/11

Form 990 (2011)

SCANNED DEC 19 2012

P16

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III

☒**1** Briefly describe the organization's mission:

GREATER TEXAS FOUNDATION SUPPORTS EFFORTS TO ENSURE ALL TEXAS STUDENTS ARE PREPARED FOR, HAVE ACCESS TO, PERSIST IN, AND COMPLETE POST-SECONDARY EDUCATION BY FORMING PARTNERSHIPS, SUPPORTING RESEARCH, SHARING KNOWLEDGE AND MAKING GRANTS.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 5,157,712. including grants of \$ 5,076,297.) (Revenue \$ )  
See Schedule O

**4b** (Code: ) (Expenses \$ 1,514,818. including grants of \$ ) (Revenue \$ 4,186,583.)  
STUDENT LOANS - GREATER TEXAS FOUNDATION SUPPORTS THE FINANCING OF EDUCATION BY PARTICIPATING IN THE FEDERAL FAMILY EDUCATION LOAN PROGRAM AS A DOWNSTREAM HOLDER OF STUDENT LOANS. THE TOTAL PORTFOLIO AS OF DECEMBER 31, 2011 IS APPROXIMATELY \$140,774,479. GTF PLANS TO HOLD THESE LOANS THROUGH THE BORROWERS' REPAYMENT CYCLE.

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ▶ 6,672,530.

**Part IV Checklist of Required Schedules**

|                                                                                                                                                                                                                                                                                                             | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A                                                                                                                                                                         | X   |    |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?                                                                                                                                                                                                         |     | X  |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I                                                                                                                      |     | X  |
| 4 <b>Section 501(c)(3) organizations</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II                                                                                                        |     | X  |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III                                                                               |     | X  |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I                                                    |     | X  |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II                                                                                             |     | X  |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III                                                                                                                                                         |     | X  |
| 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV                                                       |     | X  |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V                                                                                                     |     | X  |
| 11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.                                                                                                                                                          |     |    |
| a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI                                                                                                                                                                        | X   |    |
| b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII                                                                                                    | X   |    |
| c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII                                                                                                    | X   |    |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX                                                                                                                      |     | X  |
| e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X                                                                                                                                                                                     |     | X  |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X                                                            |     | X  |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII                                                                                                                                                 |     | X  |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional                                                                    | X   |    |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E                                                                                                                                                                                                        |     | X  |
| 14a Did the organization maintain an office, employees, or agents outside of the United States?                                                                                                                                                                                                             |     | X  |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV | X   |    |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV                                                                                    |     | X  |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV                                                                                        |     | X  |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)                                                                                            |     | X  |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II                                                                                                                           |     | X  |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III                                                                                                                                                     |     | X  |
| 20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H                                                                                                                                                                                                            |     | X  |
| b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?                                                                                                                                                                                              |     |    |

**Part IV Checklist of Required Schedules (continued)**

|                                                                                                                                                                                                                                                                                                                            | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>                                                                                          | X   |    |
| <b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>                                                                                                           |     | X  |
| <b>23</b> Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>                                                      | X   |    |
| <b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>                        |     | X  |
| <b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?                                                                                                                                                                                                               |     |    |
| <b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?                                                                                                                                                                      |     |    |
| <b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?                                                                                                                                                                                                         |     |    |
| <b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>                                                                                                     |     | X  |
| <b>25b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>                                      |     | X  |
| <b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>                                                                    |     | X  |
| <b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III</i> |     | X  |
| <b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):                                                                                                                    |     |    |
| <b>28a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>                                                                                                                                                                                                  |     | X  |
| <b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>                                                                                                                                                                               |     | X  |
| <b>28c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>                                                                                   |     | X  |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>                                                                                                                                                                                                  |     | X  |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>                                                                                                                                  |     | X  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>                                                                                                                                                                                        |     | X  |
| <b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>                                                                                                                                                                      |     | X  |
| <b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>                                                                                                                      | X   |    |
| <b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>                                                                                                                                                                         | X   |    |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                         | X   |    |
| <b>35b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>                                                                                                              | X   |    |
| <b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>                                                                                                                           |     | X  |
| <b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>                                                                             |     | X  |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?<br><b>Note.</b> All Form 990 filers are required to complete Schedule O                                                                                                                            | X   |    |

BAA

Form 990 (2011)

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

|                                                                                                                                                                                                                                                                                | Yes           | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----|
| <b>1 a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable                                                                                                                                                                                        | <b>1 a</b> 23 |    |
| <b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable                                                                                                                                                                                       | <b>1 b</b> 0  |    |
| <b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?                                                                                                              | <b>1 c</b> X  |    |
| <b>2 a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return                                                                                       | <b>2 a</b> 14 |    |
| <b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns?                                                                                                                                                        | <b>2 b</b> X  |    |
| <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)                                                                                                                                                              |               |    |
| <b>3 a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                       | <b>3 a</b> X  |    |
| <b>b</b> If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O                                                                                                                                                                       | <b>3 b</b> X  |    |
| <b>4 a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?                          | <b>4 a</b> X  |    |
| <b>b</b> If 'Yes,' enter the name of the foreign country: <u>Cayman Is, British VI</u>                                                                                                                                                                                         |               |    |
| See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.                                                                                                                                                                 |               |    |
| <b>5 a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?                                                                                                                                                               | <b>5 a</b>    | X  |
| <b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                                      | <b>5 b</b>    | X  |
| <b>c</b> If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?                                                                                                                                                                                                    | <b>5 c</b>    |    |
| <b>6 a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?                                                                                         | <b>6 a</b>    | X  |
| <b>b</b> If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?                                                                                                                         | <b>6 b</b>    |    |
| <b>7 Organizations that may receive deductible contributions under section 170(c).</b>                                                                                                                                                                                         |               |    |
| <b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?                                                                                                                       | <b>7 a</b>    | X  |
| <b>b</b> If 'Yes,' did the organization notify the donor of the value of the goods or services provided?                                                                                                                                                                       | <b>7 b</b>    |    |
| <b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?                                                                                                                                  | <b>7 c</b>    | X  |
| <b>d</b> If 'Yes,' indicate the number of Forms 8282 filed during the year                                                                                                                                                                                                     | <b>7 d</b>    |    |
| <b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                                                       | <b>7 e</b>    | X  |
| <b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                                                          | <b>7 f</b>    | X  |
| <b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                                                      | <b>7 g</b>    |    |
| <b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                                                    | <b>7 h</b>    |    |
| <b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | <b>8</b>      |    |
| <b>9 Sponsoring organizations maintaining donor advised funds.</b>                                                                                                                                                                                                             |               |    |
| <b>a</b> Did the organization make any taxable distributions under section 4966?                                                                                                                                                                                               | <b>9 a</b>    |    |
| <b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?                                                                                                                                                                                | <b>9 b</b>    |    |
| <b>10 Section 501(c)(7) organizations.</b> Enter:                                                                                                                                                                                                                              |               |    |
| <b>a</b> Initiation fees and capital contributions included on Part VIII, line 12                                                                                                                                                                                              | <b>10 a</b>   |    |
| <b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities                                                                                                                                                                           | <b>10 b</b>   |    |
| <b>11 Section 501(c)(12) organizations.</b> Enter:                                                                                                                                                                                                                             |               |    |
| <b>a</b> Gross income from members or shareholders                                                                                                                                                                                                                             | <b>11 a</b>   |    |
| <b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)                                                                                                                                          | <b>11 b</b>   |    |
| <b>12 a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                                         | <b>12 a</b>   |    |
| <b>b</b> If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                                 | <b>12 b</b>   |    |
| <b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>                                                                                                                                                                                                     |               |    |
| <b>a</b> Is the organization licensed to issue qualified health plans in more than one state?                                                                                                                                                                                  | <b>13 a</b>   |    |
| <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.                                                                                                                                                                       |               |    |
| <b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.                                                                                                            | <b>13 b</b>   |    |
| <b>c</b> Enter the amount of reserves on hand                                                                                                                                                                                                                                  | <b>13 c</b>   |    |
| <b>14 a</b> Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                                         | <b>14 a</b>   | X  |
| <b>b</b> If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O                                                                                                                                                             | <b>14 b</b>   |    |

**Part VI Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. ☒

**Section A. Governing Body and Management**

|                                                                                                                                                                                                                                                                                                                  | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | 10  |    |
| <b>1b</b> Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                                                                                                     | 10  |    |
| <b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?                                                                                                                                    |     | X  |
| <b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?                                                                                     |     | X  |
| <b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                                                                                                        |     | X  |
| <b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                                                                                                              |     | X  |
| <b>6</b> Did the organization have members or stockholders?                                                                                                                                                                                                                                                      |     | X  |
| <b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?                                                                                                                                                     |     | X  |
| <b>7b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?                                                                                                                                        |     | X  |
| <b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:                                                                                                                                                                       |     |    |
| <b>a</b> The governing body?                                                                                                                                                                                                                                                                                     | X   |    |
| <b>b</b> Each committee with authority to act on behalf of the governing body?                                                                                                                                                                                                                                   | X   |    |
| <b>9</b> Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O                                                                                          |     | X  |

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

|                                                                                                                                                                                                                                                                                                          | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>10a</b> Did the organization have local chapters, branches, or affiliates?                                                                                                                                                                                                                            |     | X  |
| <b>10b</b> If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?                                                                    |     |    |
| <b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?                                                                                                                                                                   | X   |    |
| <b>11b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O                                                                                                                                                                                  |     |    |
| <b>12a</b> Did the organization have a written conflict of interest policy? If 'No,' go to line 13                                                                                                                                                                                                       | X   |    |
| <b>12b</b> Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                            | X   |    |
| <b>12c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. See Schedule O                                                                                                                             | X   |    |
| <b>13</b> Did the organization have a written whistleblower policy?                                                                                                                                                                                                                                      | X   |    |
| <b>14</b> Did the organization have a written document retention and destruction policy?                                                                                                                                                                                                                 | X   |    |
| <b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?                                                                           |     |    |
| <b>a</b> The organization's CEO, Executive Director, or top management official                                                                                                                                                                                                                          | X   |    |
| <b>b</b> Other officers or key employees of the organization. See Schedule O                                                                                                                                                                                                                             | X   |    |
| If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)                                                                                                                                                                                                                     |     |    |
| <b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?                                                                                                                                         |     | X  |
| <b>16b</b> If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? |     |    |

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed None

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

**19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

Amber Bass 6100 Foundation Place Drive Bryan TX 77807 979-779-6100

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII.

SEE SCH. O - GEN STMT 6

☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

| (A)<br>Name and title                       | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------------|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                             |                                                                                        | Individual trustee or director                                                                               | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (1) Dr. J Malon Southerland<br>President    | 5.03                                                                                   | X                                                                                                            |                       | X       |              |                              |        | 32,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (2) Dr. Samuel Gillespie<br>Vice President  | 8.81                                                                                   | X                                                                                                            |                       | X       |              |                              |        | 28,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (3) Mr. Donald Engelage<br>Director         | 0                                                                                      | X                                                                                                            |                       |         |              |                              |        | 14,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (4) Mrs. Judy N. Holt<br>Secretary          | 3.15                                                                                   | X                                                                                                            |                       | X       |              |                              |        | 43,352.                                                              | 0.                                                                        | 0.                                                                                            |
| (5) Mr. A.D. James, Jr.<br>Director         | 6.63                                                                                   | X                                                                                                            |                       |         |              |                              |        | 0.                                                                   | 0.                                                                        | 0.                                                                                            |
| (6) Dr. Terry Jones<br>Director             | 3.12                                                                                   | X                                                                                                            |                       |         |              |                              |        | 24,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (7) Dr. John Moss<br>Director               | 8.56                                                                                   | X                                                                                                            |                       |         |              |                              |        | 28,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (8) Dr. Alonzo Sosa<br>Director             | 2.4                                                                                    | X                                                                                                            |                       |         |              |                              |        | 28,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (9) Dr. Wesley K. Summers<br>Director       | 4.48                                                                                   | X                                                                                                            |                       |         |              |                              |        | 28,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (10) Mr. Bill Youngkin<br>Director          | 1.88                                                                                   | X                                                                                                            |                       |         |              |                              |        | 24,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (11) Mr. Ralph Rushing<br>Director          | 4.5                                                                                    | X                                                                                                            |                       |         |              |                              |        | 28,000.                                                              | 0.                                                                        | 0.                                                                                            |
| (12) Dr. Aubrey W. Rosser<br>Executive Dir. | 40                                                                                     |                                                                                                              |                       | X       |              |                              |        | 228,700.                                                             | 0.                                                                        | 31,943.                                                                                       |
| (13) _____                                  |                                                                                        |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (14) _____                                  |                                                                                        |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)**

| (A)<br>Name and title                                                    | (B)<br>Average hours per week (describe hours for related organizations in Sch O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                          |                                                                                   | Individual trustee or director                                                                            | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (15) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (16) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (17) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (18) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (19) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (20) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (21) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (22) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (23) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (24) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (25) _____                                                               |                                                                                   |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| <b>1b Sub-total</b> . . . . .                                            |                                                                                   |                                                                                                           |                       |         |              |                              |        | 506,052.                                                             | 0.                                                                        | 31,943.                                                                                       |
| <b>c Total from continuation sheets to Part VII, Section A</b> . . . . . |                                                                                   |                                                                                                           |                       |         |              |                              |        | 0.                                                                   | 0.                                                                        | 0.                                                                                            |
| <b>d Total (add lines 1b and 1c)</b> . . . . .                           |                                                                                   |                                                                                                           |                       |         |              |                              |        | 506,052.                                                             | 0.                                                                        | 31,943.                                                                                       |

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

**3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual . . . . .

|          | Yes | No |
|----------|-----|----|
| <b>3</b> |     | X  |
| <b>4</b> | X   |    |
| <b>5</b> |     | X  |

**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes,' complete Schedule J for such individual . . . . .

**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person . . . . .

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A)<br>Name and business address                                   | (B)<br>Description of services | (C)<br>Compensation |
|--------------------------------------------------------------------|--------------------------------|---------------------|
| Prodigy Asset Mgmt, LLC 14100 Crawford St Boys Town, NE 68010-7520 | Investment Manager             | 375,636.            |
|                                                                    |                                |                     |
|                                                                    |                                |                     |
|                                                                    |                                |                     |
|                                                                    |                                |                     |

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

**Part VIII Statement of Revenue**

|                                                                                                                                 |                                                                                     |                                                                                  | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512, 513, or 514 |
|---------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|
| <b>CONTRIBUTIONS, GIFTS, GRANTS<br/>AND OTHER SIMILAR AMOUNTS</b>                                                               | 1 a Federated campaigns                                                             | 1 a                                                                              |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | b Membership dues                                                                   | 1 b                                                                              |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | c Fundraising events                                                                | 1 c                                                                              |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | d Related organizations                                                             | 1 d                                                                              |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | e Government grants (contributions)                                                 | 1 e                                                                              |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | f All other contributions, gifts, grants, and<br>similar amounts not included above | 1 f                                                                              |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | g Noncash contributions included in lns 1a-1f                                       | \$                                                                               |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | h Total. Add lines 1a-1f                                                            |                                                                                  |                      |                                                    |                                         |                                                                           |
| <b>PROGRAM SERVICE REVENUE</b>                                                                                                  | 2 a Student Loans                                                                   | Business Code<br>523000                                                          | 4,186,583.           | 4,186,583.                                         |                                         |                                                                           |
|                                                                                                                                 | b                                                                                   |                                                                                  |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | c                                                                                   |                                                                                  |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | d                                                                                   |                                                                                  |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | e                                                                                   |                                                                                  |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | f All other program service revenue                                                 |                                                                                  |                      |                                                    |                                         |                                                                           |
|                                                                                                                                 | g Total. Add lines 2a-2f                                                            |                                                                                  | 4,186,583.           |                                                    |                                         |                                                                           |
|                                                                                                                                 | <b>OTHER REVENUE</b>                                                                | 3 Investment income (including dividends, interest and<br>other similar amounts) |                      | 3,632,668.                                         |                                         |                                                                           |
| 4 Income from investment of tax-exempt bond proceeds                                                                            |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 5 Royalties                                                                                                                     |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 6 a Gross rents                                                                                                                 |                                                                                     | (i) Real (ii) Personal                                                           |                      |                                                    |                                         |                                                                           |
| b Less: rental expenses                                                                                                         |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| c Rental income or (loss)                                                                                                       |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| d Net rental income or (loss)                                                                                                   |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 7 a Gross amount from sales of<br>assets other than inventory                                                                   |                                                                                     | (i) Securities (ii) Other<br>27127030. 4,081,291.                                |                      |                                                    |                                         |                                                                           |
| b Less: cost or other basis<br>and sales expenses                                                                               |                                                                                     | 28652580.                                                                        |                      |                                                    |                                         |                                                                           |
| c Gain or (loss)                                                                                                                |                                                                                     | -1525550. 4,081,291.                                                             |                      |                                                    |                                         |                                                                           |
| d Net gain or (loss)                                                                                                            |                                                                                     |                                                                                  | 2,555,741.           |                                                    |                                         | 2,555,741.                                                                |
| 8 a Gross income from fundraising events<br>(not including \$<br>of contributions reported on line 1c).<br>See Part IV, line 18 |                                                                                     | a                                                                                |                      |                                                    |                                         |                                                                           |
| b Less: direct expenses                                                                                                         |                                                                                     | b                                                                                |                      |                                                    |                                         |                                                                           |
| c Net income or (loss) from fundraising events                                                                                  |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 9 a Gross income from gaming activities.<br>See Part IV, line 19                                                                |                                                                                     | a                                                                                |                      |                                                    |                                         |                                                                           |
| b Less: direct expenses                                                                                                         |                                                                                     | b                                                                                |                      |                                                    |                                         |                                                                           |
| c Net income or (loss) from gaming activities                                                                                   |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 10 a Gross sales of inventory, less returns<br>and allowances                                                                   |                                                                                     | a                                                                                |                      |                                                    |                                         |                                                                           |
| b Less: cost of goods sold                                                                                                      |                                                                                     | b                                                                                |                      |                                                    |                                         |                                                                           |
| c Net income or (loss) from sales of inventory                                                                                  |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 11 a Miscellaneous Revenue                                                                                                      | Business Code                                                                       |                                                                                  |                      |                                                    |                                         |                                                                           |
| b                                                                                                                               |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| c                                                                                                                               |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| d All other revenue                                                                                                             |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| e Total. Add lines 11a-11d                                                                                                      |                                                                                     |                                                                                  |                      |                                                    |                                         |                                                                           |
| 12 Total revenue. See instructions                                                                                              |                                                                                     | 10,374,992.                                                                      | 4,186,583.           | 0.                                                 | 6,188,409.                              |                                                                           |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX ☐

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.                                                                                                                                                               | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21                                                                                                                                    | 5,076,297.            | 5,076,297.                      |                                        |                             |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22                                                                                                                                                      |                       |                                 |                                        |                             |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16                                                                                                         |                       |                                 |                                        |                             |
| 4 Benefits paid to or for members                                                                                                                                                                                                            |                       |                                 |                                        |                             |
| 5 Compensation of current officers, directors, trustees, and key employees                                                                                                                                                                   | 520,310.              | 0.                              | 520,310.                               | 0.                          |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)                                                                                              | 0.                    | 0.                              | 0.                                     | 0.                          |
| 7 Other salaries and wages                                                                                                                                                                                                                   | 424,496.              |                                 | 424,496.                               |                             |
| 8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)                                                                                                                                 | 36,732.               |                                 | 36,732.                                |                             |
| 9 Other employee benefits                                                                                                                                                                                                                    | 61,711.               |                                 | 61,711.                                |                             |
| 10 Payroll taxes                                                                                                                                                                                                                             | 39,864.               |                                 | 39,864.                                |                             |
| 11 Fees for services (non-employees):                                                                                                                                                                                                        |                       |                                 |                                        |                             |
| a Management                                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| b Legal                                                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| c Accounting                                                                                                                                                                                                                                 | 100,679.              |                                 | 100,679.                               |                             |
| d Lobbying                                                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| e Professional fundraising services. See Part IV, line 17                                                                                                                                                                                    |                       |                                 |                                        |                             |
| f Investment management fees                                                                                                                                                                                                                 | 375,636.              |                                 | 375,636.                               |                             |
| g Other                                                                                                                                                                                                                                      | 862,587.              | 795,207.                        | 67,380.                                |                             |
| 12 Advertising and promotion                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 13 Office expenses                                                                                                                                                                                                                           | 98,079.               |                                 | 98,079.                                |                             |
| 14 Information technology                                                                                                                                                                                                                    | 7,100.                |                                 | 7,100.                                 |                             |
| 15 Royalties                                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 16 Occupancy                                                                                                                                                                                                                                 | 74,878.               |                                 | 74,878.                                |                             |
| 17 Travel                                                                                                                                                                                                                                    | 140,230.              |                                 | 140,230.                               |                             |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials                                                                                                                                            |                       |                                 |                                        |                             |
| 19 Conferences, conventions, and meetings                                                                                                                                                                                                    | 11,385.               |                                 | 11,385.                                |                             |
| 20 Interest                                                                                                                                                                                                                                  | 821,385.              | 727,888.                        | 93,497.                                |                             |
| 21 Payments to affiliates                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| 22 Depreciation, depletion, and amortization                                                                                                                                                                                                 | 131,690.              | 41,480.                         | 90,210.                                |                             |
| 23 Insurance                                                                                                                                                                                                                                 | 31,442.               |                                 | 31,442.                                |                             |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)                                         |                       |                                 |                                        |                             |
| a Provision for loan loss                                                                                                                                                                                                                    | 21,458.               | 21,458.                         |                                        |                             |
| b Trustee fee                                                                                                                                                                                                                                | 10,200.               | 10,200.                         |                                        |                             |
| c Printing and Publications                                                                                                                                                                                                                  | 6,777.                |                                 | 6,777.                                 |                             |
| d Public Relations                                                                                                                                                                                                                           | 5,240.                |                                 | 5,240.                                 |                             |
| e All other expenses                                                                                                                                                                                                                         |                       |                                 |                                        |                             |
| 25 Total functional expenses. Add lines 1 through 24e                                                                                                                                                                                        | 8,858,176.            | 6,672,530.                      | 2,185,646.                             | 0.                          |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.<br>Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |                                        |                             |

**Part X Balance Sheet**

|                                                                     |                                                                                                                                                                                                                                                                                 | (A)<br>Beginning of year |              | (B)<br>End of year |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------|--------------------|
| <b>ASSETS</b>                                                       | 1 Cash — non-interest-bearing                                                                                                                                                                                                                                                   |                          | 1            |                    |
|                                                                     | 2 Savings and temporary cash investments                                                                                                                                                                                                                                        | 17,895,131.              | 2            | 13,827,720.        |
|                                                                     | 3 Pledges and grants receivable, net                                                                                                                                                                                                                                            |                          | 3            |                    |
|                                                                     | 4 Accounts receivable, net                                                                                                                                                                                                                                                      |                          | 4            |                    |
|                                                                     | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L                                                                                                                           |                          | 5            |                    |
|                                                                     | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) |                          | 6            |                    |
|                                                                     | 7 Notes and loans receivable, net                                                                                                                                                                                                                                               |                          | 7            |                    |
|                                                                     | 8 Inventories for sale or use                                                                                                                                                                                                                                                   |                          | 8            |                    |
|                                                                     | 9 Prepaid expenses and deferred charges                                                                                                                                                                                                                                         | 393,512.                 | 9            | 175,457.           |
|                                                                     | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.                                                                                                                                                                                        | 10a 8,746,352.           |              |                    |
|                                                                     | b Less: accumulated depreciation                                                                                                                                                                                                                                                | 10b 116,124.             | 5,729,691.   | 10c 8,630,228.     |
|                                                                     | 11 Investments — publicly traded securities                                                                                                                                                                                                                                     | 111,452,886.             | 11           | 110,166,407.       |
|                                                                     | 12 Investments — other securities. See Part IV, line 11                                                                                                                                                                                                                         | 61,030,252.              | 12           | 66,842,421.        |
|                                                                     | 13 Investments — program-related. See Part IV, line 11                                                                                                                                                                                                                          | 166,925,624.             | 13           | 142,087,005.       |
|                                                                     | 14 Intangible assets                                                                                                                                                                                                                                                            |                          | 14           |                    |
|                                                                     | 15 Other assets. See Part IV, line 11                                                                                                                                                                                                                                           | 2,438,784.               | 15           |                    |
| 16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) | 365,865,880.                                                                                                                                                                                                                                                                    | 16                       | 341,729,238. |                    |
| <b>LIABILITIES</b>                                                  | 17 Accounts payable and accrued expenses                                                                                                                                                                                                                                        | 863,623.                 | 17           | 398,989.           |
|                                                                     | 18 Grants payable                                                                                                                                                                                                                                                               | 8,271,389.               | 18           | 10,107,902.        |
|                                                                     | 19 Deferred revenue                                                                                                                                                                                                                                                             |                          | 19           |                    |
|                                                                     | 20 Tax-exempt bond liabilities                                                                                                                                                                                                                                                  |                          | 20           |                    |
|                                                                     | 21 Escrow or custodial account liability. Complete Part IV of Schedule D                                                                                                                                                                                                        |                          | 21           |                    |
|                                                                     | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L                                                                                                         |                          | 22           |                    |
|                                                                     | 23 Secured mortgages and notes payable to unrelated third parties                                                                                                                                                                                                               | 163,293,754.             | 23           | 143,144,296.       |
|                                                                     | 24 Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                 |                          | 24           |                    |
|                                                                     | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D                                                                                                        |                          | 25           |                    |
|                                                                     | 26 <b>Total liabilities.</b> Add lines 17 through 25                                                                                                                                                                                                                            | 172,428,766.             | 26           | 153,651,187.       |
| <b>NET ASSETS OR FUND BALANCES</b>                                  | <b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.</b>                                                                                                                                 |                          |              |                    |
|                                                                     | 27 Unrestricted net assets                                                                                                                                                                                                                                                      | 193,437,114.             | 27           | 188,078,051.       |
|                                                                     | 28 Temporarily restricted net assets                                                                                                                                                                                                                                            |                          | 28           |                    |
|                                                                     | 29 Permanently restricted net assets                                                                                                                                                                                                                                            |                          | 29           |                    |
|                                                                     | <b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>                                                                                                                                                         |                          |              |                    |
|                                                                     | 30 Capital stock or trust principal, or current funds                                                                                                                                                                                                                           |                          | 30           |                    |
|                                                                     | 31 Paid-in or capital surplus, or land, building, or equipment fund                                                                                                                                                                                                             |                          | 31           |                    |
|                                                                     | 32 Retained earnings, endowment, accumulated income, or other funds                                                                                                                                                                                                             |                          | 32           |                    |
| 33 Total net assets or fund balances                                | 193,437,114.                                                                                                                                                                                                                                                                    | 33                       | 188,078,051. |                    |
| 34 <b>Total liabilities and net assets/fund balances</b>            | 365,865,880.                                                                                                                                                                                                                                                                    | 34                       | 341,729,238. |                    |

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Form 990 (2011)

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

☒

|   |                                                                                                                |   |              |
|---|----------------------------------------------------------------------------------------------------------------|---|--------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12)                                                      | 1 | 10,374,992.  |
| 2 | Total expenses (must equal Part IX, column (A), line 25)                                                       | 2 | 8,858,176.   |
| 3 | Revenue less expenses. Subtract line 2 from line 1                                                             | 3 | 1,516,816.   |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | 4 | 193,437,114. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) See Schedule O                            | 5 | -6,875,879.  |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 188,078,051. |

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- 2b Were the organization's financial statements audited by an independent accountant?
- 2c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:  
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- 3b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

|    | Yes | No |
|----|-----|----|
| 2a |     | X  |
| 2b | X   |    |
| 2c | X   |    |
| 3a | X   |    |
| 3b | X   |    |

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Form 990 (2011)

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

**2011**

Open to Public Inspection

Name of the organization

Greater Texas Foundation

Employer identification number

74-2158821

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**
  - 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
  - 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
  - 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
  - 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
  - 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
  - 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
  - 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
  - 9 ☒ An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
  - 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
  - 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
    - a ☐ Type I
    - b ☐ Type II
    - c ☐ Type III — Functionally integrated
    - d ☐ Type III — Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

|            | Yes | No |
|------------|-----|----|
| 11 g (i)   |     |    |
| 11 g (ii)  |     |    |
| 11 g (iii) |     |    |

h Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in column (i) listed in your governing document? |    | (v) Did you notify the organization in column (i) of your support? |    | (vi) Is the organization in column (i) organized in the U.S.? |    | (vii) Amount of support |
|------------------------------------|----------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|----|--------------------------------------------------------------------|----|---------------------------------------------------------------|----|-------------------------|
|                                    |          |                                                                                             | Yes                                                                       | No | Yes                                                                | No | Yes                                                           | No |                         |
| (A)                                |          |                                                                                             |                                                                           |    |                                                                    |    |                                                               |    |                         |
| (B)                                |          |                                                                                             |                                                                           |    |                                                                    |    |                                                               |    |                         |
| (C)                                |          |                                                                                             |                                                                           |    |                                                                    |    |                                                               |    |                         |
| (D)                                |          |                                                                                             |                                                                           |    |                                                                    |    |                                                               |    |                         |
| (E)                                |          |                                                                                             |                                                                           |    |                                                                    |    |                                                               |    |                         |
| <b>Total</b>                       |          |                                                                                             |                                                                           |    |                                                                    |    |                                                               |    |                         |

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ▶                                                                                                                                                         | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')                                                                                                    |          |          |          |          |          |           |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf                                                                                                     |          |          |          |          |          |           |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge                                                                                             |          |          |          |          |          |           |
| 4 <b>Total.</b> Add lines 1 through 3                                                                                                                                                                 |          |          |          |          |          |           |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) |          |          |          |          |          |           |
| 6 <b>Public support.</b> Subtract line 5 from line 4                                                                                                                                                  |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶                                                                                                                                                                             | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 7 Amounts from line 4                                                                                                                                                                                                     |          |          |          |          |          |           |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                                                                          |          |          |          |          |          |           |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on                                                                                                                      |          |          |          |          |          |           |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)                                                                                                                        |          |          |          |          |          |           |
| 11 <b>Total support.</b> Add lines 7 through 10                                                                                                                                                                           |          |          |          |          |          |           |
| 12 Gross receipts from related activities, etc (see instructions)                                                                                                                                                         |          |          |          |          | 12       |           |
| 13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ▶ <input type="checkbox"/> |          |          |          |          |          |           |

**Section C. Computation of Public Support Percentage**

|                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|
| 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))                                                                                                                                                                                                                                                                                                                                               | 14 | % |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14                                                                                                                                                                                                                                                                                                                                                                     | 15 | % |
| 16a <b>33-1/3% support test – 2011.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>                                                                                                                                                                       |    |   |
| b <b>33-1/3% support test – 2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>                                                                                                                                                                        |    |   |
| 17a <b>10%-facts-and-circumstances test – 2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>    |    |   |
| b <b>10%-facts-and-circumstances test – 2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> |    |   |
| 18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                 |    |   |

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Schedule A (Form 990 or 990-EZ) 2011

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

| Calendar year (or fiscal yr beginning in) ▶                                                                                                                                 | (a) 2007  | (b) 2008  | (c) 2009   | (d) 2010   | (e) 2011   | (f) Total   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|------------|------------|------------|-------------|
| 1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)                                                                         |           |           |            |            |            | 0.          |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose. | 14434102. | 10690332. | 9,144,013. | 8,441,516. | 7,441,688. | 50,151,651. |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513                                                                              |           |           |            |            |            | 0.          |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf                                                                           |           |           |            |            |            | 0.          |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge                                                                   |           |           |            |            |            | 0.          |
| 6 Total. Add lines 1 through 5                                                                                                                                              | 14434102. | 10690332. | 9,144,013. | 8,441,516. | 7,441,688. | 50,151,651. |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons                                                                                                 | 0.        | 0.        | 0.         | 0.         | 0.         | 0.          |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year            | 0.        | 0.        | 0.         | 0.         | 0.         | 0.          |
| c Add lines 7a and 7b                                                                                                                                                       | 0.        | 0.        | 0.         | 0.         | 0.         | 0.          |
| 8 Public support (Subtract line 7c from line 6.)                                                                                                                            |           |           |            |            |            | 50,151,651. |

**Section B. Total Support**

| Calendar year (or fiscal yr beginning in) ▶                                                                                                                                                               | (a) 2007   | (b) 2008   | (c) 2009   | (d) 2010   | (e) 2011   | (f) Total   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|-------------|
| 9 Amounts from line 6                                                                                                                                                                                     | 14434102.  | 10690332.  | 9,144,013. | 8,441,516. | 7,441,688. | 50,151,651. |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                                                        | 4,477,590. | 2,816,191. | 4,809,903. | 2,388,546. | 2,751,012. | 17,243,242. |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                                                                 |            |            |            |            |            | 0.          |
| c Add lines 10a and 10b                                                                                                                                                                                   | 4,477,590. | 2,816,191. | 4,809,903. | 2,388,546. | 2,751,012. | 17,243,242. |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                                                            |            |            |            |            |            | 0.          |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) See Part IV.                                                                                           | 1,064.     | 177,850.   | 10,880.    | 57,576.    | 94,623.    | 341,993.    |
| 13 Total support. (Add lines 9, 10c, 11, and 12.)                                                                                                                                                         | 18912756.  | 13684373.  | 13964796.  | 10887638.  | 10287323.  | 67,736,886. |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/> |            |            |            |            |            |             |

**Section C. Computation of Public Support Percentage**

|                                                                                           |    |         |
|-------------------------------------------------------------------------------------------|----|---------|
| 15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | 74.04 % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15                      | 16 | 73.82 % |

**Section D. Computation of Investment Income Percentage**

|                                                                                                |    |         |
|------------------------------------------------------------------------------------------------|----|---------|
| 17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) | 17 | 25.46 % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17                        | 18 | 25.83 % |

- 19a **33-1/3% support tests – 2011.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☒ X
- b **33-1/3% support tests – 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

[illegible]

2011

## Schedule A, Part IV - Supplemental Information

Page 5

Client 1

Greater Texas Foundation

74-2158821

11/08/12

02:06PM

## Part III, Line 12 - Other Income

| Nature and Source | 2011              | 2010              | 2009              | 2008               | 2007             |
|-------------------|-------------------|-------------------|-------------------|--------------------|------------------|
| Ordinary Income   | 94,623.           | 57,576.           | 10,880.           | 177,850.           | 1,064.           |
| Total             | <u>\$ 94,623.</u> | <u>\$ 57,576.</u> | <u>\$ 10,880.</u> | <u>\$ 177,850.</u> | <u>\$ 1,064.</u> |

**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2011**

Open to Public Inspection

Name of the organization

Employer identification number

Greater Texas Foundation

74-2158821

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

|                                            | (a) Donor advised funds | (b) Funds and other accounts |
|--------------------------------------------|-------------------------|------------------------------|
| 1 Total number at end of year              |                         |                              |
| 2 Aggregate contributions to (during year) |                         |                              |
| 3 Aggregate grants from (during year)      |                         |                              |
| 4 Aggregate value at end of year           |                         |                              |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

**Part II Conservation Easements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

|                                                                                              |                                                                              |
|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat                                       | <input type="checkbox"/> Preservation of a certified historic structure      |
| <input type="checkbox"/> Preservation of open space                                          |                                                                              |

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

|                                                                                                                                            | Held at the End of the Tax Year |
|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| a Total number of conservation easements                                                                                                   | 2a                              |
| b Total acreage restricted by conservation easements                                                                                       | 2b                              |
| c Number of conservation easements on a certified historic structure included in (a)                                                       | 2c                              |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d                              |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$

(ii) Assets included in Form 990, Part X ▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

**a** ☐ Public exhibition

**d** ☐ Loan or exchange programs

**b** ☐ Scholarly research

**e** ☐ Other \_\_\_\_\_

**c** ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

|           | Amount |
|-----------|--------|
| <b>1c</b> |        |
| <b>1d</b> |        |
| <b>1e</b> |        |
| <b>1f</b> |        |

**c** Beginning balance

**d** Additions during the year

**e** Distributions during the year

**f** Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV.

**Part V Endowment Funds.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

|                                                         | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---------------------------------------------------------|------------------|----------------|--------------------|----------------------|---------------------|
| <b>1a</b> Beginning of year balance                     |                  |                |                    |                      |                     |
| <b>b</b> Contributions                                  |                  |                |                    |                      |                     |
| <b>c</b> Net investment earnings, gains, and losses     |                  |                |                    |                      |                     |
| <b>d</b> Grants or scholarships                         |                  |                |                    |                      |                     |
| <b>e</b> Other expenditures for facilities and programs |                  |                |                    |                      |                     |
| <b>f</b> Administrative expenses                        |                  |                |                    |                      |                     |
| <b>g</b> End of year balance                            |                  |                |                    |                      |                     |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

**a** Board designated or quasi-endowment  %

**b** Permanent endowment  %

**c** Temporarily restricted endowment  %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

|               | Yes | No |
|---------------|-----|----|
| <b>3a(i)</b>  |     |    |
| <b>3a(ii)</b> |     |    |
| <b>3b</b>     |     |    |

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

4 Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

| Description of property                                                                                  | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|----------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| <b>1a</b> Land                                                                                           |                                      | 3,441,198.                      |                              | 3,441,198.     |
| <b>b</b> Buildings                                                                                       |                                      | 4,852,621.                      | 56,317.                      | 4,796,304.     |
| <b>c</b> Leasehold improvements                                                                          |                                      |                                 |                              |                |
| <b>d</b> Equipment                                                                                       |                                      | 65,813.                         | 34,944.                      | 30,869.        |
| <b>e</b> Other                                                                                           |                                      | 386,720.                        | 24,863.                      | 361,857.       |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                 |                              | 8,630,228.     |

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Schedule D (Form 990) 2011

**Part VII Investments – Other Securities.** See Form 990, Part X, line 12.

| (a) Description of security or category<br>(including name of security)      | (b) Book value | (c) Method of valuation:<br>Cost or end-of-year market value |
|------------------------------------------------------------------------------|----------------|--------------------------------------------------------------|
| (1) Financial derivatives                                                    |                |                                                              |
| (2) Closely-held equity interests                                            |                |                                                              |
| (3) Other <u>Limited Liab. Alternative Inv</u>                               | 66,225,750.    | End of Year Market Value                                     |
| (A) <u>Mutual Funds: Altern Investments</u>                                  | 616,671.       | End of Year Market Value                                     |
| (B) -----                                                                    |                |                                                              |
| (C) -----                                                                    |                |                                                              |
| (D) -----                                                                    |                |                                                              |
| (E) -----                                                                    |                |                                                              |
| (F) -----                                                                    |                |                                                              |
| (G) -----                                                                    |                |                                                              |
| (H) -----                                                                    |                |                                                              |
| (I) -----                                                                    |                |                                                              |
| <b>Total.</b> (Column (b) must equal Form 990 Part X, column (B) line 12.) ▶ | 66,842,421.    |                                                              |

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13.

| (a) Description of investment type                                            | (b) Book value | (c) Method of valuation:<br>Cost or end-of-year market value |
|-------------------------------------------------------------------------------|----------------|--------------------------------------------------------------|
| (1) Student Loans                                                             | 140,803,726.   | End of Year Market Value                                     |
| (2) Provision for Loan Loss                                                   | -264,571.      | End of Year Market Value                                     |
| (3) Interest Accrued                                                          | 1,547,805.     | End of Year Market Value                                     |
| (4) Short-Term Interest Receivable                                            | 45.            | End of Year Market Value                                     |
| (5) -----                                                                     |                |                                                              |
| (6) -----                                                                     |                |                                                              |
| (7) -----                                                                     |                |                                                              |
| (8) -----                                                                     |                |                                                              |
| (9) -----                                                                     |                |                                                              |
| (10) -----                                                                    |                |                                                              |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.) ▶ | 142,087,005.   |                                                              |

**Part IX Other Assets.** See Form 990, Part X, line 15. N/A

| (a) Description | (b) Book value |
|-----------------|----------------|
| (1) -----       |                |
| (2) -----       |                |
| (3) -----       |                |
| (4) -----       |                |
| (5) -----       |                |
| (6) -----       |                |
| (7) -----       |                |
| (8) -----       |                |
| (9) -----       |                |
| (10) -----      |                |

**Total.** (Column (b) must equal Form 990, Part X, column (B), line 15.) ▶**Part X Other Liabilities.** See Form 990, Part X, line 25.

| (a) Description of liability                                                  | (b) Book value |
|-------------------------------------------------------------------------------|----------------|
| (1) Federal income taxes                                                      |                |
| (2) -----                                                                     |                |
| (3) -----                                                                     |                |
| (4) -----                                                                     |                |
| (5) -----                                                                     |                |
| (6) -----                                                                     |                |
| (7) -----                                                                     |                |
| (8) -----                                                                     |                |
| (9) -----                                                                     |                |
| (10) -----                                                                    |                |
| (11) -----                                                                    |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.) ▶ |                |

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

## Part X Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

N/A

|    |                                                                                          |  |
|----|------------------------------------------------------------------------------------------|--|
| 1  | Total revenue (Form 990, Part VIII, column (A), line 12)                                 |  |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                                  |  |
| 3  | Excess or (deficit) for the year. Subtract line 2 from line 1                            |  |
| 4  | Net unrealized gains (losses) on investments.                                            |  |
| 5  | Donated services and use of facilities                                                   |  |
| 6  | Investment expenses                                                                      |  |
| 7  | Prior period adjustments                                                                 |  |
| 8  | Other (Describe in Part XIV.)                                                            |  |
| 9  | Total adjustments (net). Add lines 4 through 8                                           |  |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 |  |

## Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

N/A

|          |                                                                                               |           |           |  |
|----------|-----------------------------------------------------------------------------------------------|-----------|-----------|--|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements                      | ..        | <b>1</b>  |  |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12:                           |           |           |  |
| <b>a</b> | Net unrealized gains on investments                                                           | <b>2a</b> |           |  |
| <b>b</b> | Donated services and use of facilities                                                        | <b>2b</b> |           |  |
| <b>c</b> | Recoveries of prior year grants                                                               | <b>2c</b> |           |  |
| <b>d</b> | Other (Describe in Part XIV.)                                                                 | <b>2d</b> |           |  |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b>                                                         |           | <b>2e</b> |  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b>                                                    | .....     | <b>3</b>  |  |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b> :                  |           |           |  |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b                              | <b>4a</b> |           |  |
| <b>b</b> | Other (Describe in Part XIV.)                                                                 | <b>4b</b> |           |  |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b>                                                             |           | <b>4c</b> |  |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12) | .....     | <b>5</b>  |  |

|                  |  |                                                                                             |            |
|------------------|--|---------------------------------------------------------------------------------------------|------------|
| <b>Part XIII</b> |  | <b>Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b> | <b>N/A</b> |
|------------------|--|---------------------------------------------------------------------------------------------|------------|

---

N/A

|   |                                                                                 |    |    |  |
|---|---------------------------------------------------------------------------------|----|----|--|
| 1 | Total expenses and losses per audited financial statements                      |    | 1  |  |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25:               |    |    |  |
| a | Donated services and use of facilities                                          | 2a |    |  |
| b | Prior year adjustments                                                          | 2b |    |  |
| c | Other losses                                                                    | 2c |    |  |
| d | Other (Describe in Part XIV.)                                                   | 2d |    |  |
| e | Add lines 2a through 2d                                                         |    | 2e |  |
| 3 | Subtract line 2e from line 1                                                    |    | 3  |  |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1:              |    |    |  |
| a | Investment expenses not included on Form 990, Part VIII, line 7b                | 4a |    |  |
| b | Other (Describe in Part XIV.)                                                   | 4b |    |  |
| c | Add lines 4a and 4b                                                             |    | 4c |  |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) |    | 5  |  |

**Part XIV** Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part XIV Supplemental Information (continued)**This image shows a full page of white paper with horizontal dashed lines, typical of primary-ruled notebook paper. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

**Schedule F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

► **Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.**  
► **Attach to Form 990. ► See separate instructions.**

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

Greater Texas Foundation

Employer identification number

74-2158821

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

| (a) Region                                        | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|---------------------------------------------------|-------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------|
| Central<br>(1) America/Caribbean                  |                                     |                                                                        | Investments                                                                                                                                 |                                                                                                    | 20,504,000.                                          |
| (2)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (3)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (4)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (5)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (6)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (7)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (8)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (9)                                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (10)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (11)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (12)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (13)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (14)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (15)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (16)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| (17)                                              |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| <b>3a</b> Sub-total                               |                                     |                                                                        |                                                                                                                                             |                                                                                                    | 20,504,000.                                          |
| <b>b</b> Total from continuation sheets to Part I |                                     |                                                                        |                                                                                                                                             |                                                                                                    |                                                      |
| <b>c</b> Totals (add lines 3a and 3b)             | 0                                   | 0                                                                      |                                                                                                                                             |                                                                                                    | 20,504,000.                                          |

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule F (Form 990) 2011



**Part II Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. ☒ X

Part II can be duplicated if additional space is needed.

| 1    | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|----------------------------------------------|------------|----------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
| (1)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (2)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (3)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (4)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (5)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (6)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (7)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (8)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (9)  |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (10) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (11) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (12) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (13) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (14) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (15) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |
| (16) |                          |                                              |            |                      |                          |                                 |                                   |                                        |                                                       |

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . 0

3 Enter total number of other organizations or entities . . . . . 0

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Schedule F (Form 990) 2011

**Part III** Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
| (1)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (2)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (3)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (4)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (5)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (6)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (7)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (8)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (9)                             |            |                          |                          |                                 |                                   |                                        |                                                       |
| (10)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (11)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (12)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (13)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (14)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (15)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (16)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (17)                            |            |                          |                          |                                 |                                   |                                        |                                                       |
| (18)                            |            |                          |                          |                                 |                                   |                                        |                                                       |

BAA

**Part V Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If 'Yes,' the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926). ☒ Yes ☐ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A). ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If 'Yes,' the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471). ☒ Yes ☐ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621). ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If 'Yes,' the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865). ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713). ☐ Yes ☒ No

## Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

This image shows a full page of white paper with horizontal dashed lines, typical of primary-ruled notebook paper. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings present.

**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

**Greater Texas Foundation**

Employer identification number

**74-2158821**

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed ☐

| 1 (a) Name and address of organization or government                                      | (b) EIN    | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance  |
|-------------------------------------------------------------------------------------------|------------|-------------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|-------------------------------------|
| (1) Achieving the Dream, Inc.<br>8455 Colesville Road, St. 900<br>Silver Spring, MD 20910 | 27-1635830 | 501c(3)                       | 400,000.                 | 0.                                |                                                       |                                        | Support participation in year three |
| (2) Baylor University<br>1 Bear Pl<br>Waco, TX 76798                                      | 74-1159753 | 501c(3)                       | 10,000.                  | 0.                                |                                                       |                                        | Provide scholarships                |
| (3) Baylor University<br>1 Bear Place<br>Waco, TX 76798                                   | 74-1159753 | 501c(3)                       | 10,000.                  | 0.                                |                                                       |                                        | Provide scholarships                |
| (4) CEOs For Cities NFP<br>8 E. Randolph Street, St 2603<br>Chicago, IL 60601             | 13-4302280 | 501c(3)                       | 10,000.                  | 0.                                |                                                       |                                        | Support conference activities       |
| (5) College For All Texans Fdn.<br>1200 E. Anderson Ln<br>Austin, TX 78752                | 74-3017895 | 501c(3)                       | 330,750.                 | 0.                                |                                                       |                                        | Support college access program      |
| (6) Complete College America, Inc<br>25 E Pine St<br>Zionsville, IN 46077                 | 26-4789471 | 501c(3)                       | 10,000.                  | 0.                                |                                                       |                                        | Support annual convening            |
| (7) Texas A&M Foundation<br>401 George Bush Drive<br>College Station, TX 77840            | 74-2245072 | 501c(3)                       | 10,000.                  | 0.                                |                                                       |                                        | Provide scholarships                |
| (8) Texas A&M Univ.-Central Texas<br>1901 South Clear Creek Road<br>Killeen, TX 76549     | 26-4169042 | State Univ.                   | 20,000.                  | 0.                                |                                                       |                                        | Provide scholarships                |

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **20**

**3** Enter total number of other organizations listed in the line 1 table **0**

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

TEEA3901L 06/01/11

Schedule I (Form 990) (2011)

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance                                                                                                                                 | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|
| 1                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| 2                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| 3                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| 4                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| 5                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| 6                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| 7                                                                                                                                                               |                          |                          |                                   |                                                       |                                        |
| <b>Part IV</b> <b>Supplemental Information.</b> Complete this part to provide the information required in Part I, line 2, and any other additional information. |                          |                          |                                   |                                                       |                                        |

**Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.**

DEPENDING ON THE GRANT SIZE, THE FOUNDATION UTILIZES A RANGE OF APPROACHES. THESE

INCLUDE: PERIODIC REPORTING, PERIODIC POST GRANT SITE VISITS, EXTERNAL EVALUATIONS,

AND STAFF CONTACT WITH GRANTEEES.

# Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

2011

Continuation Page 1 of 2

| Name of the organization                                                                                                                     |            | Employer identification number |                          |                                   |                                                       |                                        |                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|------------------------------------|
| Greater Texas Foundation                                                                                                                     |            | 74-2158821                     |                          |                                   |                                                       |                                        |                                    |
| Part III Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.) |            |                                |                          |                                   |                                                       |                                        |                                    |
| (a) Name and address of organization or government                                                                                           | (b) EIN    | (c) IRC section if applicable  | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
| Texas A&M Univ. - San Antonio<br>1450 Gillette Blvd<br>San Antonio, TX 78224                                                                 | 26-4168896 | State Univ.                    | 20,000.                  |                                   |                                                       |                                        | Provide scholarships               |
| Texas A&M University<br>Research Services 1260 TAMU<br>College Station, TX 77843                                                             | 74-1238434 | State Univ.                    | 755,000.                 |                                   |                                                       |                                        | Provide scholarships               |
| Texas State University<br>610 University Dr.<br>San Marcos, TX 78666                                                                         | 74-6002248 | State Univ.                    | 10,000.                  |                                   |                                                       |                                        | Provide scholarships               |
| United Way of S. Cameron Cty<br>634 E Levee St<br>Brownsville, TX 78520                                                                      | 74-1241385 | 501c(3)                        | 54,000.                  |                                   |                                                       |                                        | Support postsecondary completion   |
| Univ. of N. Texas Found<br>1155 Union Circle #311250<br>Denton, TX 76203                                                                     | 23-7232618 | 501c(3)                        | 605,000.                 |                                   |                                                       |                                        | Provide scholarships               |
| Univ. of Texas-Austin<br>P.O. Box 7458, University Station<br>Austin, TX 78713                                                               | 74-6000203 | State Univ.                    | 1,804,720.               |                                   |                                                       |                                        | Support scholarship/rentention     |
| Univ. of Tx-Brownsville/TSC<br>80 Fort Brown- Rusteberg Hall 10<br>Brownsville, TX 78520                                                     | 74-2759269 | State Univ.                    | 605,000.                 |                                   |                                                       |                                        | Provide scholarships               |
| Univ. of Texas-Austin<br>P.O. Box 7458, University Station<br>Austin, TX 78713                                                               | 74-6000203 | State Univ.                    | 500,000.                 |                                   |                                                       |                                        | Support replication of UTeach      |
| Univ. of Texas-Austin<br>P.O. Box 7458, University Station<br>Austin, TX 78713                                                               | 74-6000203 | State Univ.                    | 118,000.                 |                                   |                                                       |                                        | Support strategic plan             |
| Univ. of Texas-El Paso<br>500 West University Avenue<br>El Paso, TX 79968                                                                    | 74-6000813 | State Univ.                    | 755,000.                 |                                   |                                                       |                                        | Provide scholarships               |

TEEA4001L 08/25/11

Schedule I Cont (Form 990) 2011

## 2011

► Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 2 of 2

[illegible]



**SCHEDULE J**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Compensation Information****For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

- **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**  
► **Attach to Form 990. ► See separate instructions.**

OMB No 1545-0047

**2011****Open to Public Inspection**

Name of the organization

Greater Texas Foundation

Employer identification number

74-2158821

**Part I Questions Regarding Compensation**

**1 a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |                                                                    |                                                                          |
|--------------------------------------------------------------------|--------------------------------------------------------------------------|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- |                                                                         |                                                                                     |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment? . . . . .

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .

**c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

**a** The organization? . . . . .

**b** Any related organization? . . . . .

If 'Yes' to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

**a** The organization? . . . . .

**b** Any related organization? . . . . .

If 'Yes' to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III. . . . .

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III. . . . .

**9** If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .

**Yes No****1 b****2****4 a****4 b****4 c****5 a****5 b****6 a****6 b****7****8****9****X****X****X****X****X****X****X****X****X****BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

| (A) Name             | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                       |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|----------------------|----------------------------------------------------|---------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|---------------------------------------------------------|
|                      | (i) Base compensation                              | (ii) Bonus and incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                         |
| Dr. Aubrey W. Rosser | (i) 228,700.00                                     | (ii) 0.00                             | (iii) 0.00                          | 22,870.00                                      | 9,073.00                | 260,643.00                      | 0.00                                                    |
| 1                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 2                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 3                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 4                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 5                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 6                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 7                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 8                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 9                    | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 10                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 11                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 12                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 13                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 14                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 15                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |
| 16                   | (i)                                                | (ii)                                  | (iii)                               |                                                |                         |                                 |                                                         |

**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

Greater Texas Foundation

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Employer identification number

74-2158821

**Form 990, Part III, Line 4a - Program Service Accomplishments**

**GENERAL STATEMENT 1**

**Part III, Line 4B: Program Service Accomplishment**

Grants - Following is an overview of the Foundation's funding principles and selected  
program highlights for 2011.

**\* Post-Secondary Education (preparation, access, persistence and completion)**

Totaling \$2,807,470

- Achieving the Dream, Inc. - Achieving the Dream: Third-Year Funding: \$400,000

- CEOs for Cities NFP - 2012 Spring National Talent Dividend Meeting: \$10,000

- College for All Texans: Closing the Gaps - Advise Texas: \$330,750

- Complete College America, Inc. - Conference Support: \$10,000

- Southwest Texas Junior College - Scholarship Support: \$5,000

- Texas A&M University Central Texas - Removing Educational Barriers: \$20,000

- Texas A&M University San Antonio - Removing Educational Barriers: \$20,000

- University of Texas at Austin - Student Success by the Numbers: \$1,804,720

- University of Texas at Brownsville - Faculty Development for Effective

Practices: \$2,000

- United Way of Southern Cameron County - Partners for Postsecondary

Success: \$54,000

- University of North Texas - Scholarship Support: \$1,000

- Valley Initiative for Development and Advancement (VIDA) - Capacity

Expansion Project: \$150,000

Name of the organization

Greater Texas Foundation

Employer identification number

74-2158821

**Form 990, Part III, Line 4a - Program Service Accomplishments****\* Math and Science for Post-Secondary Readiness Totaling \$500,000**

- University of Texas at Austin - South Texas UTeach Replications: \$500,000

**\* Greater Texas Foundation Scholars Totaling \$3,325,000**

- Texas A&amp;M University - Greater Texas Foundation Aggie Scholars: \$755,000

- University of Texas at Brownsville and Texas Southmost College - UTB/TSC

Early College High School Greater Texas Foundation Scholar Baccalaureate

Retention and Completion Program: \$605,000

- University of Texas at El Paso - Greater Texas Foundation: Early College

High School Transfer Scholarship and Retention Program at UTEP: \$755,000

- University of Houston - University of Houston-Greater Texas Foundation

Scholars: \$605,000

- University of North Texas Foundation - Greater Texas Foundation Scholars:

Early College High School Transfer Scholarship &amp; Retention Program: \$605,000

**\* Support of Educational Scholarships through the Foundation's Matching Program**

Totaling: \$52,000

- Austin College: \$5,000

- Baylor University: \$10,000

- Baylor University: \$10,000

- Texas A&amp;M Foundation: \$10,000

- Texas A&amp;M Foundation: \$5,000

- Texas A&amp;M University: \$2,000

- Texas State University-San Marcos: \$10,000

Name of the organization

Greater Texas Foundation

Employer identification number

74-2158821

**Form 990, Part III, Line 4a - Program Service Accomplishments**

\* Support of Membership Organizations Totaling: \$3,000

- Grantmakers for Education: \$1,000

- Grants Managers Network, Inc.: \$2,000

\* Other Totaling: \$118,000

- The University of Texas at Austin - Planning for Developmental Mathematics:  
\$118,000

Net Present Value Adjustment &amp; Adjustment for Prior Accrual (\$1,729,173)

**Form 990, Part VI, Line 11b - Form 990 Review Process**

THE ORGANIZATION PREPARES ITS OWN FORM 990. A PAID PREPARER PERFORMS A COMPLETE REVIEW OF THE RETURN AS PREPARED BY THE CONTROLLER AND ACCOUNTANT. A COPY OF THE FORM 990 IS THEN PRESENTED TO THE EXECUTIVE DIRECTOR AND BOARD MEMBERS FOR REVIEW AND APPROVAL.

**Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts**

THE DOCUMENTATION OF ANY CONFLICTS OF INTEREST ARE DISCLOSED DURING ALL GREATER TEXAS FOUNDATION BOARD MEETINGS AS THE FIRST ITEM ON THE AGENDA. THE DISCUSSION AND MONITORING OF CONFLICTS IS SEPARATELY REPORTED AND DOCUMENTED FOR EACH MEETING. ON AN ONGOING BASIS & PER THE CONFLICTS OF INTEREST POLICY, IF THERE IS A POSSIBLE CONFLICT REGARDING AN INTERESTED PERSON (ALL DIRECTORS AND OFFICERS, COMMITTEE MEMBERS, ADVISORY COUNCIL MEMBERS, EMPLOYEES, AND THE EXECUTIVE DIRECTOR) IT MUST BE DISCLOSED AT THAT TIME TO THE BOARD PRESIDENT OR EXECUTIVE DIRECTOR.

Name of the organization

Greater Texas Foundation

Employer identification number

74-2158821

**Form 990, Part VI, Line 15b - Compensation Review & Approval Process for Officers & Key Employees**

GREATER TEXAS FOUNDATION RETAINED THE

SERVICES OF PEARL MEYER &amp; PARTNERS, AN INDEPENDENT COMPENSATION CONSULTANT, WHO

REVIEWED EXPECTATIONS FOR BOARD MEMBERS AND THE

EXECUTIVE DIRECTOR'S JOB DESCRIPTION. FURTHER, THEY

REVIEWED NATIONAL COMPENSATION SURVEY DATA FOR COMPARABLE ORGANIZATIONS.

BASED ON THOSE REVIEWS AND GIVEN THE BOARD'S LEVEL OF ENGAGEMENT, PEARL MEYER &amp;

PARTNERS PROVIDED THE BOARD WITH RECOMMENDATIONS FOR COMPENSATION,

WHICH THE BOARD ACCEPTED. THE PROCESS, DISCUSSIONS, AND DECISIONS WERE

DOCUMENTED IN MINUTES OF THE APPROPRIATE MEETING(S).

**Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available**

THE ORGANIZATION POSTS ITS CONFLICTS OF INTEREST POLICY ON ITS WEBSITE AT

WWW.GREATERTEXASFOUNDATION.ORG. THE CONSOLIDATED FINANCIAL STATEMENTS ARE INCLUDED

IN THE ANNUAL REPORT WHICH IS ALSO POSTED ON THE WEBSITE. THE ORGANIZATION MAKES

ITS GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON

REQUEST.

**FORM 990, PART VII, SECTION A (B) - EXPLANATION OF HOURS WORKED - RELATED ORGANIZATION****GENERAL STATEMENT 6****AVERAGE HOURS WORKED PER WEEK FOR GREATER TEXAS SERVICES**

DIRECTOR/OFFICER

HRS/WK

DIRECTOR/OFFICER

HRS/WK

(1) DR WESLEY K SUMMERS

1

(7) MR AD JAMES JR

1

(2) MR BILL YOUNGKIN

1

(8) DR ALONZO SOSA

1

(3) DR J MALON SOUTHERLAND

1

(9) DR SAMUEL GILLESPIE

1

(4) MR DONALD ENGELAGE

1

(10) MR RALPH B RUSHING

1

(5) DR JOHN F MOSS

1

(11) MRS JUDY HOLT

1

(6) DR TERRY JONES

1

(12) AUBREY W ROSSER

1

2011

Schedule O - Supplemental Information

Page 3

Client 1

Greater Texas Foundation

74-2158821

11/08/12

02:07PM

**Form 990, Part XI, Line 5**  
**Other Changes in Net Assets or Fund Balances**

Net Unrealized Gains or Losses on Investments  
Rounding .

\$ -6,875,884.  
5.  
Total \$ -6,875,879.



**SCHEDULE R**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

Greater Texas Foundation

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2011**

Open to Public Inspection

Employer identification number

74-2158821

**Part I Identification of Disregarded Entities** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

| (a)<br>Name, address, and EIN of disregarded entity                                         | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|---------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
| (1) Camino Forty Seven, LLC<br>6100 Foundation Place Drive<br>Bryan, TX 77807<br>74-2158821 | Real Estate             | TX                                               | 0.                  | 8,306,687.                | N/A                              |
| (2) -----                                                                                   |                         |                                                  |                     |                           |                                  |
| (3) -----                                                                                   |                         |                                                  |                     |                           |                                  |

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a)<br>Name, address, and EIN of related organization                                            | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Sec 512(b)(13) controlled entity? |    |
|--------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|------------------------------------------|----|
|                                                                                                  |                         |                                                  |                            |                                                     |                                  | Yes                                      | No |
| (1) Greater Texas Services, Inc.<br>6100 Foundation Place Drive<br>Bryan, TX 77807<br>74-2471210 | Scholarships            | TX                                               | 501(c)(3)                  | Line 11-I                                           | N/A                              |                                          | X  |
| (2) -----                                                                                        |                         |                                                  |                            |                                                     |                                  |                                          |    |
| (3) -----                                                                                        |                         |                                                  |                            |                                                     |                                  |                                          |    |
| (4) -----                                                                                        |                         |                                                  |                            |                                                     |                                  |                                          |    |

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct<br>controlling entity | (e)<br>Predominant<br>income (related,<br>unrelated, excluded<br>from tax under<br>sections 512-514) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Dispropor-<br>tionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in box<br>20 of Schedule<br>K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|----------------------------------------------------------|-------------------------|--------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------------------------------------|---------------------------------|------------------------------------------|----------------------------------------------|----|----------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                          |                         |                                                              |                                     |                                                                                                      |                                 |                                          | Yes                                          | No |                                                                            | Yes                                       | No |                                |
| (1) -----                                                |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| -----                                                    |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| -----                                                    |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| (2) -----                                                |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| -----                                                    |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| -----                                                    |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| (3) -----                                                |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| -----                                                    |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |
| -----                                                    |                         |                                                              |                                     |                                                                                                      |                                 |                                          |                                              |    |                                                                            |                                           |    |                                |

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile<br>(state or foreign<br>country) | (d)<br>Direct<br>controlling entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total income | (g)<br>Share of end-of-year<br>assets | (h)<br>Percentage<br>ownership |
|-------------------------------------------------------|-------------------------|--------------------------------------------------------|-------------------------------------|--------------------------------------------------------|------------------------------|---------------------------------------|--------------------------------|
| (1) -----                                             |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| -----                                                 |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| -----                                                 |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| (2) -----                                             |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| -----                                                 |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| -----                                                 |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| (3) -----                                             |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| -----                                                 |                         |                                                        |                                     |                                                        |                              |                                       |                                |
| -----                                                 |                         |                                                        |                                     |                                                        |                              |                                       |                                |

**Part V Transactions With Related Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

|                                                                                                         | Yes | No |
|---------------------------------------------------------------------------------------------------------|-----|----|
| <b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity   |     | X  |
| <b>b</b> Gift, grant, or capital contribution to related organization(s)                                |     | X  |
| <b>c</b> Gift, grant, or capital contribution from related organization(s)                              |     | X  |
| <b>d</b> Loans or loan guarantees to or for related organization(s)                                     |     | X  |
| <b>e</b> Loans or loan guarantees by related organization(s)                                            |     | X  |
| <b>f</b> Sale of assets to related organization(s)                                                      |     | X  |
| <b>g</b> Purchase of assets from related organization(s)                                                |     | X  |
| <b>h</b> Exchange of assets with related organization(s)                                                |     | X  |
| <b>i</b> Lease of facilities, equipment, or other assets to related organization(s)                     |     | X  |
| <b>j</b> Lease of facilities, equipment, or other assets from related organization(s)                   |     | X  |
| <b>k</b> Performance of services or membership or fundraising solicitations for related organization(s) | X   |    |
| <b>l</b> Performance of services or membership or fundraising solicitations by related organization(s)  |     | X  |
| <b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)  |     | X  |
| <b>n</b> Sharing of paid employees with related organization(s)                                         | X   |    |
| <b>o</b> Reimbursement paid to related organization(s) for expenses                                     |     | X  |
| <b>p</b> Reimbursement paid by related organization(s) for expenses                                     |     | X  |
| <b>q</b> Other transfer of cash or property to related organization(s)                                  |     |    |
| <b>r</b> Other transfer of cash or property from related organization(s)                                |     |    |

**2** If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

|     | (a)<br>Name of other organization | (b)<br>Transaction<br>type (a-f) | (c)<br>Amount involved | (d)<br>Method of determining<br>amount involved |
|-----|-----------------------------------|----------------------------------|------------------------|-------------------------------------------------|
| (1) |                                   |                                  |                        |                                                 |
| (2) |                                   |                                  |                        |                                                 |
| (3) |                                   |                                  |                        |                                                 |
| (4) |                                   |                                  |                        |                                                 |
| (5) |                                   |                                  |                        |                                                 |
| (6) |                                   |                                  |                        |                                                 |

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a)<br>Name, address, and EIN of entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Predominant income (related, unrelated, excluded from tax under section 512-514) | (e)<br>Are all partners section 501(c)(3) organizations? |    | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Disproportionate allocations? |    | (i)<br>Code V-UBI amount in box 20 of Schedule K-1 Form (1065) | (j)<br>General or managing partner? |    | (k)<br>Percentage ownership |
|-----------------------------------------|-------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|----|------------------------------|------------------------------------|--------------------------------------|----|----------------------------------------------------------------|-------------------------------------|----|-----------------------------|
|                                         |                         |                                                  |                                                                                         | Yes                                                      | No |                              |                                    | Yes                                  | No |                                                                | Yes                                 | No |                             |
| (1) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (2) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (3) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (4) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (5) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (6) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (7) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |
| (8) -----<br>-----<br>-----<br>-----    |                         |                                                  |                                                                                         |                                                          |    |                              |                                    |                                      |    |                                                                |                                     |    |                             |

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

[illegible]