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

OMB No 1545 0052

2011

Department of the Treasury
Internal Revenue Service

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

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

THE GEORGE FOUNDATION
PMB 310 MORTON, SUITE C
RICHMOND, TX 77469A Employer identification number
74-6043368B Telephone number (see the instructions)
281-342-6109G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 256,856,880.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2,908,156.	2,908,156.		
4 Dividends and interest from securities	2,054,520.	2,054,520.		
5a Gross rents	899,510.	899,510.		
b Net rental income or (loss) 630,231.				
6a Net gain/(loss) from sale of assets not on line 10	6,837,956.			
b Gross sales price for all assets on line 6a 37,801,745.				
7 Capital gain net income (from Part IV, line 2)		6,834,148.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	7,627,664.	7,575,426.		
12 Total. Add lines 1 through 11	20,327,806.	20,271,760.	0.	
13 Compensation of officers, directors, trustees, etc	365,000.	96,050.		268,950.
14 Other employee salaries and wages	469,031.	125,909.		343,122.
15 Pension plans, employee benefits	138,429.	55,371.		83,057.
16a Legal fees (attach schedule) See St 2	109,819.	74,823.		34,996.
b Accounting fees (attach sch) See St 3	38,500.	15,400.		23,100.
c Other prof fees (attach sch) See St 4	920,149.	893,023.		27,125.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 5	592,506.	209,219.		40,288.
19 Depreciation (attach sch) and depletion	256,147.	31,920.		
20 Occupancy	55,353.	16,606.		38,747.
21 Travel, conferences, and meetings	12,816.	1,282.		11,534.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	1,758,933.	321,741.		1,437,192.
24 Total operating and administrative expenses. Add lines 13 through 23	4,716,683.	1,841,344.		2,308,111.
25 Contributions, gifts, grants paid Part XV	7,614,343.			7,614,343.
26 Total expenses and disbursements. Add lines 24 and 25	12,331,026.	1,841,344.	0.	9,922,454.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	7,996,780.			
b Net investment income (if negative, enter -0)		18,430,416.		
c Adjusted net income (if negative, enter -0)			0.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	400.	400.	400.
	2 Savings and temporary cash investments	10,354,414.	7,982,373.	7,982,373.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	22,803,134.	24,372,195.	25,718,763.
	b Investments — corporate stock (attach schedule)	44,017,839.	48,036,582.	65,154,128.
	c Investments — corporate bonds (attach schedule)	19,006,523.	20,836,295.	21,342,157.
	L I A B I L I T I E S	11 Investments — land, buildings, and equipment basis	27,310,210.	
Less: accumulated depreciation (attach schedule) See Stmt 7		5,958,632.	21,351,578.	43,222,201.
12 Investments — mortgage loans				
13 Investments — other (attach schedule)		86,249,891.	89,487,856.	89,267,334.
14 Land, buildings, and equipment basis		19,854,489.		
Less: accumulated depreciation (attach schedule) See Stmt 8		14,920,702.	5,101,948.	4,933,787.
15 Other assets (describe See Statement 9)		1,577,010.	1,609,591.	1,609,591.
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		210,496,952.	218,610,657.	256,856,880.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe See Statement 10)	2,000.	2,250.		
23 Total liabilities (add lines 17 through 22)	2,000.	2,250.		
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☒		
	24 Unrestricted		210,494,952.	218,608,407.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☐		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)		210,494,952.	218,608,407.
	31 Total liabilities and net assets/fund balances (see instructions)		210,496,952.	218,610,657.

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	210,494,952.
2 Enter amount from Part I, line 27a	2	7,996,780.
3 Other increases not included in line 2 (itemize) See Statement 11	3	116,675.
4 Add lines 1, 2, and 3	4	218,608,407.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	218,608,407.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 12				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	6,834,148.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	9,470,508.	234,388,916.	0.040405
2009	14,433,287.	208,227,739.	0.069315
2008	10,463,571.	231,974,572.	0.045107
2007	12,196,217.	248,081,146.	0.049162
2006	7,311,629.	226,067,141.	0.032343

2 Total of line 1, column (d)	2	0.236332
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047266
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	255,502,296.
5 Multiply line 4 by line 3	5	12,076,572.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	184,304.
7 Add lines 5 and 6	7	12,260,876.
8 Enter qualifying distributions from Part XII, line 4	8	9,978,520.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)		1	368,608.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		3	368,608.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	368,608.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	297,534.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	74,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	371,534.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,926.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 2,926. Refunded	11	0.	

Part VI Statements Regarding Activities

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

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Part VIIA Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.thegeorgefoundation.org</u>	13	X	
14	The books are in care of <u>SANDRA G. THOMPSON</u> Telephone no <u>281-342-6109</u> Located at <u>215 MORTON ST. RICHMOND TX</u> ZIP + 4 <u>77469</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

Part VIIB Statements Regarding Activities for Which Form 4720 May Be Required

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		☐
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		☐
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		365,000.	53,032.	9,308.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANDRA G. THOMPSON	CFO			
RICHMOND, TX 77469	40	147,060.	7,302.	3,497.
DEE S. KOCH	GRANT OFFICER			
RICHMOND, TX 77469	40	104,850.	14,081.	11,351.
DIANA KALLUS-ETZLER	ACCOUNTANT			
RICHMOND, TX 77469	40	75,718.	2,637.	2,094.
ROCKY L PARR	OPERATIONS MG			
RICHMOND, TX 77469	40	77,278.	4,385.	860.
DAVID R MEHRENS	MAINTENANCE			
RICHMOND, TX 77469	40	59,367.	1,198.	929.

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

☐

8

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
IRONBRIDGE CAPITAL MANAGEMENT LP ONE PARKVIEW PLAZA 600 OAKBROOK TERRACE, IL 60181	INVESTMENT MANAGER	205,737.
PAUL COMSTOCK PARTNERS 2 RIVERWAY, STE 1000 HOUSTON, TX 77056	INVESTMENT COUNCIL	106,243.
LYTLE & MOORE, LLP 2116 THOMPSONS RD, STE 116 RICHMOND, TX 77469	LEGAL SERVICES	80,738.
MCDONNELL INVESTMENT MANAGEMENT 1515 W 22ND ST OAKBROOK, IL 60523	INVESTMENT MANAGER	77,119.
DUMAS PAINTING PO BOX 766 RICHMOND, TX 77406	PAINTING	60,030.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 14	
	1,283,043.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	214,074,613.
b Average of monthly cash balances	1b	465,134.
c Fair market value of all other assets (see instructions)	1c	44,853,447.
d Total (add lines 1a, b, and c)	1d	259,393,194.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	259,393,194.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,890,898.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	255,502,296.
6 Minimum investment return. Enter 5% of line 5	6	12,775,115.

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

1 Minimum investment return from Part X, line 6	1	12,775,115.
2a Tax on investment income for 2011 from Part VI, line 5	2a	368,608.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	368,608.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	12,406,507.
4 Recoveries of amounts treated as qualifying distributions	4	50,095.
5 Add lines 3 and 4	5	12,456,602.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,456,602.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	9,922,454.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	56,066.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,978,520.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,978,520.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				12,456,602.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			4,270,205.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 9,978,520.				
a Applied to 2010, but not more than line 2a			4,270,205.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				5,708,315.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				6,748,287.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d**
- Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a 'Assets' alternative test – enter**

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter**

- (1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 15

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

See Statement for Line 2a

- c** Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				7,614,343.
Total			3a	7,614,343.
b Approved for future payment SEE ATTACHED SCHEDULE				2,778,959.
Total			3b	2,778,959.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,908,156.	
4	Dividends and interest from securities			14	2,054,520.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property			16	630,231.	
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	2,733.	18	6,835,223.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	See Statement 16		3,218.		7,624,446.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		5,951.		20,052,576.	
13	Total. Add line 12, columns (b), (d), and (e)					13 20,058,527.

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

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

[illegible]

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THE GEORGE FOUNDATION

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
EASEMENTS/ROW	\$ 703,200.	\$ 703,200.	
LIVESTOCK RAISED	10,901.		
MISCELLANEOUS INCOME	2,130.	2,130.	
OIL & GAS LEASE BONUS	119,650.	119,650.	
OIL & GAS ROYALTIES	6,655,858.	6,655,858.	
OTHER PORTFOLIO INCOME	8,753.	8,753.	
PARTNERSHIP INCOME - UBTI	3,218.		
PARTNERSHIP ORDINARY	85,835.	85,835.	
RECOVERY OF PRIOR GRANTS	38,119.		
Total	\$ 7,627,664.	\$ 7,575,426.	0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GENERAL LEGAL FEES	\$ 33,523.	\$ 10,057.		\$ 23,466.
GRANT RELATED	11,530.			11,530.
OIL & GAS COUNCIL	31,600.	31,600.		
REAL ESTATE COUNCIL	33,166.	33,166.		
Total	\$ 109,819.	\$ 74,823.	\$ 0.	\$ 34,996.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 38,500.	\$ 15,400.		\$ 23,100.
Total	\$ 38,500.	\$ 15,400.	\$ 0.	\$ 23,100.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER CONSULTING FEES	\$ 23,771.	\$ 9,508.		\$ 14,262.
INVESTMENT CUSTODIAL FEES	66,698.	66,698.		
INVESTMENT MANAGEMENT FEES	777,696.	777,696.		

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OTHER PROFESSIONAL FEES	\$ 21,439.	\$ 8,576.		\$ 12,863.
REAL ESTATE CONSULTING	30,545.	30,545.		
Total	\$ 920,149.	\$ 893,023.	\$ 0.	\$ 27,125.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AD VALOREM TAXES	\$ 206,296.	\$ 194,095.		\$ 12,201.
EXCISE TAXES	343,000.			
PAYROLL TAXES	43,210.	15,124.		28,087.
Total	\$ 592,506.	\$ 209,219.	\$ 0.	\$ 40,288.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GEORGE RANCH HISTORICAL PARK OPERATIONS	\$ 1,283,043.			\$ 1,283,043.
GRANT RELATED EXPENSES	50,589.			50,589.
INSURANCE	97,583.	\$ 33,046.		64,537.
MISCELLANEOUS	14,386.	1,487.		12,899.
OFFICE EXPENSE	37,304.	15,904.		21,400.
Rental Expenses	269,279.	269,279.		
TRUSTEE EXPENSES	6,749.	2,025.		4,724.
Total	\$ 1,758,933.	\$ 321,741.	\$ 0.	\$ 1,437,192.

Statement 7
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
LAND, BUILDINGS & EQUIPMENT	\$ 27,310,210.	\$ 5,958,632.	\$ 21,351,578.	\$ 43,222,201.
SCHEDULE ATTACHED Total	\$ 27,310,210.	\$ 5,958,632.	\$ 21,351,578.	\$ 43,222,201.

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Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
LAND, BUILDINGS & EQUIPMENT	\$ 19,854,489.	\$ 14,920,702.	\$ 4,933,787.	\$ 2,559,933.
SCHEDULE ATTACHED				
Total	<u>\$ 19,854,489.</u>	<u>\$ 14,920,702.</u>	<u>\$ 4,933,787.</u>	<u>\$ 2,559,933.</u>

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
FAIRCHILD FARMERS COOP GIN RECEIVABLE	\$ 40,830.	\$ 40,830.
LID #6 REIMBURSEABLE	1,544,129.	1,544,129.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	3,300.	3,300.
PURCHASED INTEREST	12,277.	12,277.
Total	<u>\$ 1,609,591.</u>	<u>\$ 1,609,591.</u>

Statement 10
Form 990-PF, Part II, Line 22
Other Liabilities

RENT DEPOSITS	\$ 2,250.
Total	<u>\$ 2,250.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

FMV OF LAND DONATED IN EXCESS OF BASIS	\$ 116,202.
PRIOR YEAR ADJUSTMENT TO TRUST CORPUS	473.
Total	<u>\$ 116,675.</u>

Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	SALE OF SECURITIES	Purchased	Various	Various
2	KKR FINANCIAL HLDGS-CG DISTRIBUTIONS	Purchased	Various	Various
3	DELTEC SPEC SIT PTN - CG	Purchased	Various	Various
4	RAFI INTL FUND - CG DISTRIBUTIONS	Purchased	Various	Various
5	RAFI FUND - CG DISTRIBUTIONS	Purchased	Various	Various

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Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
6	DELTEC RECOVERY FD - CG DISTRIBUTIONS	Purchased	Various	Various
7	NORTHERN TRUST FD A/C - CG DISTRIBUTIONS	Purchased	Various	Various
8	IRONBRIDGE A/C - CG DISTRIBUTION	Purchased	Various	Various
9	SCOTT SELBER A/C - CG DISTRIBUTION	Purchased	Various	Various
10	JOHN DEERE GATOR	Purchased	12/16/1998	7/11/2011
11	1963 CHEV FLAT BED	Purchased	1/19/1963	11/07/2011
12	1990 GMC PU (B. RICE)	Purchased	6/22/1990	11/07/2011
13	1979 CHEV 3T DUMP TRUCK	Purchased	1/19/1979	11/07/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	35638549.		30890604.	4747945.				\$ 4747945.
2	1,211.		0.	1,211.				1,211.
3	592,719.		0.	592,719.				592,719.
4	0.		789.	-789.				-789.
5	515,959.		0.	515,959.				515,959.
6	0.		72,318.	-72,318.				-72,318.
7	1041206.		0.	1041206.				1041206.
8	8,084.		0.	8,084.				8,084.
9	53.		0.	53.				53.
10	75.	6,400.	6,400.	75.				75.
11	1.	3,418.	3,418.	1.				1.
12	1.	13,612.	13,612.	1.				1.
13	1.	17,705.	17,705.	1.				1.
Total								\$ 6834148.

Statement 13
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
P. MICHAEL WELLS 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 6.00	\$ 19,500.	\$ 0.	\$ 0.
ROLAND C. ADAMSON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	Executive Direc 40.00	269,000.	53,032.	6,589.
CHARLES P. MCDONALD 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	19,500.	0.	1,365.
WILLIAM O. JAMESON 310 MORTON, PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	18,000.	0.	0.

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Statement 13 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
JOHN M. NULL 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	\$ 19,500.	\$ 0.	\$ 0.
THOMAS C. MCNUTT 310 MORTON, PMB SUITE C RICHMOND, TX 77469	Trustee 4.00	19,500.	0.	1,354.
	Total	\$ 365,000.	\$ 53,032.	\$ 9,308.

Statement 14
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
THE GEORGE RANCH HISTORICAL PARK (GRHP) - OPERATING EXPENSES THE GRHP IS AN OUTDOOR LIVING MUSUEM WHERE EVERY DAY, THE LEGENDS AND LEGACIES OF THOSE WHO SHAPED THIS PLACE COME TO LIFE. AUTHENTIC LOCATIONS, HISTORIC HOMES, COSTUMED PRESENTERS AND A REMARKABLE STORY OF DETERMINATION AND COURAGE SET THE STAGE FOR TREKKING THROUGH TEXAS HISTORY. PUBLIC TOURS AND AN EXTENSIVE LIST OF SCHOOL PROGRAMS ARE AVAILABLE.	\$ 1,283,043.
19,507 STUDENT GROUP ATTENDEES FROM 200 SCHOOLS - 34 INDEPENDENT SCHOOL DISTRICTS AND 10 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2011 = 54,812	

Statement 15
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	TRUSTEES - THE GEORGE FOUNDATION
Name:	
Care Of:	
Street Address:	310 MORTON ST., PMB SUITE C
City, State, Zip Code:	RICHMOND, TX 77469
Telephone:	
Form and Content:	SEE ATTACHED "GUIDELINES FOR MAKING GRANT APPLICATION"
Submission Deadlines:	SEE ATTACHED "GUIDELINES FOR MAKING GRANT APPLICATION"
Restrictions on Awards:	SEE ATTACHED "GUIDELINES FOR MAKING GRANT APPLICATION"

2011

Federal Statements

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Statement 16
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
EASEMENTS/ROW			16	\$ 703,200.	
LIVESTOCK RAISED			18	10,901.	
MISCELLANEOUS INCOME			14	2,130.	
OIL & GAS LEASE BONUS			15	119,650.	
OIL & GAS ROYALTIES			15	6,655,858.	
OTHER PORTFOLIO INCOME			14	8,753.	
PARTNERSHIP INCOME - UBTI	900000	\$ 3,218.	14	85,835.	
PARTNERSHIP ORDINARY			1	38,119.	
RECOVERY OF PRIOR GRANTS					
Total		<u>\$ 3,218.</u>		<u>\$ 7,624,446.</u>	<u>\$ 0.</u>

THE GEORGE FOUNDATION
 EIN# 74-6043368
 12/31/2011

990PF, PAGE 1, PART I, LINE 19 - DEPRECIATION AND DEPLETION

	COST OR BASIS	PRIOR YEAR ACCUMULATED DEPRECIATION	METHOD	LIFE OR RATE	CURRENT YEAR DEPRECIATION
OFFICE AUTOMOTIVE	5,306	5,306	S/L	5 YR	-
OFFICE BUILDING	544,574	87,527	S/L	VARIOUS	14,004
OFFICE BUILDING EQUIPMENT	15,493	11,003	S/L	10 YR	1,059
OFFICE FURNITURE & EQUIPMENT	92,261	58,424	S/L	5 YR	8,054
FARM/LG AUTOMOTIVE	9,483	7,900	S/L	VARIOUS	322
FARM/LG BUILDINGS	986,027	973,892	S/L	VARIOUS	1,119
FARM/LG EQUIPMENT	195,172	189,351	S/L	VARIOUS	3,041
FARM/LG FENCES	356,508	299,396	S/L	VARIOUS	2,976
FARM/LG ROADS AND CULVERTS	173,988	166,825	S/L	5 YR	643
FARM/LG WATER SYSTEM	158,851	157,238	S/L	VARIOUS	702
	<u>\$ 2,537,663</u>	<u>\$ 1,956,862</u>			<u>\$ 31,920</u>
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	18,544,731	14,516,262	S/L	VARIOUS	190,041
GRANT-RELATED ASSETS	862,768	180,213	S/L		34,186
	<u>\$ 21,945,162</u>	<u>\$ 16,653,337</u>	TOTAL DEPRECIATION		<u>\$ 256,147</u>
FULLY DEPLETED ROYALTIES	3,964,815	3,964,815			-
OTHER MINERAL PROPERTIES	5,035	5,035			-
	<u>\$ 3,969,850</u>	<u>\$ 3,969,850</u>	TOTAL DEPLETION		<u>\$ -</u>
TOTAL DEPRECIATION AND DEPLETION					<u>\$ 256,147</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
60 M	ALBQE N MEX COLL ZERO COUPON 08/10/2	56,752.59	56,972.40
130 M	AMERICAN MUN PWR OHIO 3.944% 02/15/20	130,000.00	134,456.40
40 M	AUSTIN TEX CMNTY COLLEGE DIST 3.711%	42,525.60	42,263.20
45 M	BATON ROUGE LA PUB IMPT 4.28% 08/01/20	45,931.50	45,413.10
25 M	BEXAR CNTY TEX HOSP 1.266% 02/15/2013	24,891.00	25,177.00
30 M	BROOMFIELD COLO 6.125% 12/01/2014	31,710.90	31,333.20
50 M	CARROLL CNTY MD 5.25% 08/01/2016	55,576.00	54,167.00
245 M	CHELAN CNTY WASH PUB UTIL 4.5% 07/01/2	248,297.70	250,311.60
40 M	CHICAGO ILL MOTOR FUEL TAX REV 4.95%	43,902.00	43,264.40
40 M	COMMONWEALTH FING AUTO PA 5.3% 06/01	44,337.20	45,410.40
125 M	DALLAS-FT WORTH INTL ARPT 6.6% 11/01/2	128,581.25	125,022.50
125 M	DENTON TX UTIL SYS REV 6.75% 12/01/2021	135,925.00	131,358.75
40 M	DULUTH MINN INDPT SCH DIST 2.25% 02/01/	40,254.40	40,062.40
150 M	EAST ORANGE NJ 5% 04/01/2012	156,330.00	151,620.00
750 M	FED FARM CR BKS CONS 4.875% 01/17/2017	733,879.10	883,837.50
7 M	FHLMC GOLD 6.5% 01/01/2016	6,629.10	7,117.49
7 M	FHLMC GOLD POOL C37463 8% 04/01/2030	7,121.50	8,023.18
78 M	FHLMC MULTICLASS SER 2602 5% 04/15/201	81,213.60	84,554.96
400 M	FHLMC MULTICLASS 5% 10/15/2031	396,756.55	410,189.20
24 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	24,802.64	25,913.54
22 M	FHLMC MULTICLASS PREASSIGN 6% 12/15/2	23,032.97	22,152.13
10 M	FHLMC MULTICLASS SER 2543 5.5% 04/15/2	10,701.00	10,720.82
47 M	FHLMC MULTICLASS SER 2631 5% 02/15/203	48,456.75	47,939.68
231 M	FHLMC MULTICLASS SER 2776 5% 09/15/203	240,770.11	235,547.64
150 M	FHLMC MULTICLASS SER 2971 5% 07/15/201	153,000.00	157,260.60
125 M	FHLMC MULTICLASS SER 3026 5.5% 06/15/2	128,281.25	134,490.38
24 M	FHLMC MULTICLASS SER 3149 5% 10/15/203	24,193.38	23,861.78
178 M	FHLMC MULTICLASS SER 3725 3.5% 09/15/2	186,211.97	185,514.71
290 M	FHLMC MULTICLASS SER 3829 3.5% 02/15/2	299,660.79	303,040.80
290 M	FHLMC MULTICLASS SER 3854 3.5% 07/15/2	300,190.88	303,148.89
22 M	FHLMC POOL 5% 03/01/2018	22,184.06	23,262.75
1,650 M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,651,394.25	1,883,526.15
247 M	FNMA 2010-9 3.5% 01/25/2024	250,007.51	257,357.68
10 M	FNMA POOL #551213 7.5% 09/01/2015	10,487.24	11,275.97
10 M	FNMA POOL #606725 6.5% 10/01/2031	9,770.07	10,922.96
31 M	FNMA POOL #696903 5.5% 04/01/2033	31,146.06	33,426.12
19 M	FNMA POOL #837348 5% 09/01/2035	17,476.30	20,106.88
22 M	FNMA POOL #871468 5.5% 5/01/2036	21,432.28	24,233.96

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
89 M	FNMA POOL #888304 5.279% 04/01/2037	89,063.02	94,918.12
85 M	FNMA POOL #904131 5.5% 11/01/2036	83,626.24	93,006.65
101 M	FNMA POOL #909419 5% 02/01/2037	94,918.04	108,926.40
199 M	FNMA POOL #985896 5.5% 08/01/2038	193,267.75	216,354.63
341 M	FNMA POOL #AC3657 4.5% 10/01/2039	343,442.12	362,698.74
117 M	FNMA PREASSIGN 00316 5% 06/25/2023	121,531.66	127,006.21
5 M	FNMA REMIC SER 2004-70 4% 12/25/2029	4,659.89	4,682.47
59 M	FNMA REMIC TR 2005-45 5.5% 07/25/2030	60,753.30	60,213.51
95 M	FNMA REMIC TR 2005-51 5.5% 11/25/2033	101,650.00	101,505.41
55 M	GAINESVILLE FL UTIL 4.49% 10/01/2014	59,585.35	59,572.70
441 M	GNMA 2.4% 12/16/2037	447,578.01	449,932.30
7 M	GNMA 2004-016 REMIC 3.5% 02/20/2034	7,422.91	7,439.96
295 M	GNMA 2010-102 1.852% 07/16/2032	298,229.71	297,078.13
325 M	GNMA 2010-156 REMIC 2.76% 11/15/2053	326,510.74	337,396.14
441 M	GNMA 2011-016 REMIC 2.21% 11/16/2034	444,626.17	447,658.42
559 M	GNMA 2011-020 REMIC 1.883% 04/16/2032	555,985.64	565,012.66
565 M	GNMA 2011-031 REMIC 2.21% 12/16/2035	567,699.54	573,951.63
586 M	GNMA 2011-047 REMIC 2.07% 04/16/2032	591,477.20	593,993.16
227 M	GNMA 4.5% 06/16/2034	240,308.99	242,011.06
13 M	GNMA POOL 5.5% 12/15/2017	13,899.88	14,570.97
31 M	GNMA POOL 6% 11/15/2032	32,083.95	35,051.18
315 M	GNMA REMIC SER 2010-52 12/16/2038	317,633.20	345,818.66
55 M	GNT CNTY WASH PUB 2.05% 01/01/2012	55,245.85	55,001.65
95 M	GREEN BAY WIS AREA PUB SCH 4.55% 04/0	97,490.25	95,999.40
30 M	HARRISBURG PA SER A 04/01/2014	28,060.67	28,619.70
250 M	HARRISBURG PA SER A 04/01/2015	230,638.40	230,155.00
100 M	HARRISBURG PA ZERO CPN 04/01/2013	97,791.59	97,566.00
60 M	HUTCHINSON KS 5.2% 10/01/2017	65,771.40	64,464.00
45 M	ILLINOIS FIN AUTH REV 5.629% 07/01/2016	45,450.00	46,034.55
30 M	ILLINOIS HSG DEV AUTH 5.02% 01/01/2012	29,837.70	30,002.70
150 M	ILLINOIS ST 4.422% 04/01/2015	151,833.00	156,699.00
50 M	ILLINOIS ST 3.321% 01/01/2013	50,898.00	51,119.50
150 M	ILLINOIS ST 4.511% 03/01/2015	157,396.50	157,122.00
150 M	JEFFERSON LA SALES TAX DIST 5.05% 12/0	166,441.50	168,306.00
200 M	KEARNY N J SER B 5% 02/01/2013	207,833.50	200,544.00
275 M	KENTUCKY ASSET/LIAB 3.165% 04/01/2018	282,182.25	281,894.25
50 M	KENTUCKY ST PPTY & BLDGS 1.7% 06/01/20	50,236.00	50,244.00
180 M	LITTLE ROCK ARK WASTE DISP 5.4% 05/01/2	185,418.00	181,593.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
65 M	MAINE MUN BD BK 1.974% 11/01/2015	64,934.35	65,080.60
150 M	MASSACHUSETTS ST DEV FIN AGY 3.988% 0	150,000.00	160,308.00
250 M	MIA BEACH FL REDEV AGY 4.72% 12/01/2012	257,886.00	254,710.00
75 M	MONONA WIS REF TAXABLE 5.5% 09/01/201	84,702.00	87,309.00
95 M	NC EASTN MUN PWR AGY PWR 6.217% 01/01	104,592.15	106,891.15
105 M	NEBRASKA PUB PWR 4.85% 01/01/2014	105,000.00	112,540.05
100 M	NEW JERSEY ST EDL FACS AUTH DORM SA	104,695.00	106,044.00
75 M	NEW YORK NY 2.67% 02/01/2014	76,134.00	77,692.50
100 M	NEW YORK ST URBAN DEV 6.5% 12/15/2018	116,800.00	119,402.00
50 M	NJ ST TPK AUTH 4.252% 01/01/2016	54,864.50	54,040.50
50 M	NORTH CAROLINA EASTN MUN PWR 5.6% 0	52,971.00	51,661.50
80 M	NY NY CY TRANSITIONAL FIN 5.16% 08/01/20	86,457.60	91,307.20
100 M	OCONTO FALLS WIS CMNTY DEV 6.55% 09/0	111,429.00	104,088.00
175 M	OHIO ST 5.37% 10/01/2017	191,066.75	189,943.25
275 M	OREGON ST DEPT ADM SVCS LOTTERY 4.6	260,163.75	281,627.50
125 M	ORLANDO FL UTILS COMMN WTR & ELEC 4.	126,090.00	127,608.75
100 M	PIKE CNTY IND SCH 4.9% 07/05/2017	107,014.00	107,984.00
140 M	PORT SEATTLE WASH 2.254% 12/01/2014	140,000.00	144,764.20
65 M	READING PA 5.25% 11/15/2018	73,359.00	76,118.90
50 M	SALT LAKE CNTY UTAH SALES TX 1% 02/01/	49,986.50	50,020.00
75 M	SAN FRAN CAL CY & CNTY ARPTS 3.026% 0	75,000.00	77,964.00
300 M	SCST PBU SVC AUTH 6.808% 01/01/2014	337,933.00	335,070.00
15 M	SD ST BLDG AUTH 6.75% 09/01/2013	16,222.35	15,810.15
100 M	SOMERSET CNTY NJ IMPT AUTH 2.695% 05/	102,297.00	101,504.00
50 M	ST JOHNS MICH PUB SCHS 1.75% 05/01/2012	50,252.50	50,082.00
60 M	STANLEY WIS WTR & SEW SYS 5.75% 07/01/	67,617.00	66,979.80
155 M	STILLWATER MINN INDPT SCH DIST 4.75% 0	160,707.10	173,954.95
25 M	STOCKTON CAL PORT DIST PORT REV 5.3%	25,419.00	24,997.50
35 M	TENNESSEE ST 7.35% 05/01/2023	39,024.65	38,101.35
100 M	UNIVERSITY ARK UNIV 4.62% 09/15/2018	110,960.00	113,332.00
150 M	UNIVERSITY CALIF REV 4.06% 05/15/2013	144,337.50	151,981.50
35 M	UNIVERSITY HOUSTON 4.65% 02/15/2018	38,657.50	39,679.50
850 M	US TREAS 2.625% 11/15/2020	904,698.72	915,077.70
550 M	US TREAS 2.626% 02/29/2016	545,855.71	594,515.90
2,600 M	US TREAS 3.125% 05/15/2019	2,734,978.18	2,915,250.00
1,150 M	US TREAS 3.875% 5/15/2018	1,234,176.47	1,341,366.90
275 M	US TREAS 4.25% 08/15/2014	311,588.99	302,929.55
1,030 M	US TREAS INFL INDX 1.625% 01/15/2018	1,067,490.66	1,267,836.30

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990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
405 M	US TREAS INFL INDX 2% 01/15/2014	422,247.74	525,628.61
95 M	UTAH ST RECAPITALIZION 4.34% 07/01/2019	95,000.00	107,585.60
150 M	VIRGINIA ST INFRASTRUCTURE 3.8% 11/01/2	151,635.00	165,337.50
25 M	WADSWORTH OHIO CITY SCH DIST 3.36% 12	25,907.50	25,984.00
150 M	WASHINGTON BIOMEDICAL 3.049%	150,000.00	156,591.00
115 M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	125,483.40
145 M	WESTERN WASH UNIV 5.77% 04/01/2019	145,000.00	168,788.70
200 M	WILL CNTY IL SCH DIST 4.85% 01/01/2017	219,750.00	229,368.00
Grand Total:		24,372,194.59	25,718,762.99

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
17,954 SHS	ABBOTT LAB	966,583.47	1,009,553.42
24,108 SHS	ACCENTURE LTD BERMUDA	827,787.96	1,283,268.84
4,080 SHS	ACCRETIVE HEALTH	113,262.96	93,758.40
6,800 SHS	ADR ARM HLDS	160,343.92	188,156.00
12,025 SHS	ADR ARM HLDS PLC SPONSORED ISIN	62,357.40	332,731.75
1,400 SHS	ADR BAIDU	115,053.26	163,058.00
4,800 SHS	ADR NEW ORIENTAL ED & TECH GROUP	120,087.96	115,440.00
13,150 SHS	ADVANCED MICRO DEVICES	280,387.99	71,010.00
6,450 SHS	AKAMAI TECHNOLOGIES	136,632.00	208,206.00
4,553 SHS	ALEXANDER & BALDWIN	157,312.96	185,853.46
2,720 SHS	ALEXANDRIA REAL ESTATE	173,851.49	187,598.40
1,211 SHS	ALLEGHANY	353,567.30	345,486.19
17,143 SHS	ALLERGAIN	676,767.51	1,504,126.82
2,200 SHS	AMAZON	134,853.00	380,820.00
7,212 SHS	AMER FINL GROUP	197,633.63	266,050.68
2,700 SHS	AMERICAN TOWER	125,038.08	162,027.00
3,580 SHS	ANCESTRY COM	122,960.53	82,196.80
6,729 SHS	APPLE	680,885.06	2,725,245.00
550 SHS	APPLE COMPUTER	32,301.00	222,750.00
5,592 SHS	APPLIED INDL TECHNOLOGIES	157,549.73	196,670.64
4,601 SHS	APTARGROUP	168,555.16	240,034.17
2,842 SHS	ARGO GROUP INTERNATIONAL	126,242.04	82,304.32
6,601 SHS	ARUBA NETWORKS	170,016.13	122,250.52
2,900 SHS	ATHENAHEALTH	129,334.47	142,448.00
5,124 SHS	ATWOOD OCEANICS	178,509.17	203,883.96
7,600 SHS	AUTODESK	183,422.99	230,508.00
9,150 SHS	AVIAT NETWORKS (FNA HARRIS STRATEX N	122,770.27	16,744.50
4,482 SHS	BARRETT BILL	163,996.33	152,701.74
7,000 SHS	BE AEROSPACE	56,556.60	270,970.00
159 SHS	BIGLARI HLDGS	50,994.71	58,550.16
4,707 SHS	BLACK HILLS	148,795.19	158,061.06
2,400 SHS	BRADY	77,637.88	75,768.00
12,919 SHS	BRUKER	171,664.92	160,453.98
2,153 SHS	BUCKLE	53,257.47	87,993.11
2,630 SHS	BUFFALO WILD WINGS	155,782.08	177,551.30
19,911 SHS	C H ROBINSON WORLDWIDE	1,091,505.50	1,389,389.58
7,050 SHS	CABELAS	137,326.55	179,211.00
5,083 SHS	CABOT	151,753.91	163,367.62
3,786 SHS	CARPERNTER TECH	116,352.37	194,903.28

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,200 SHS	CATERPILLAR	193,563.04	199,320.00
3,058 SHS	CAVIUM (FNA CAVIUM NETWORKS)	120,421.05	86,938.94
5,790 SHS	CEPHEID	51,840.43	199,233.90
3,650 SHS	CHEESECAKE FACTORY	67,355.35	107,127.50
13,562 SHS	CHEVRONTXACO	445,927.29	1,442,996.80
29,464 SHS	COACH	1,194,904.49	1,798,482.56
22,289 SHS	COGNIZANT TECHNOLOGY	1,670,874.41	1,433,405.59
2,339 SHS	COINSTAR	98,465.71	106,751.96
10,670 SHS	COLUMBIA BKG SYS	181,914.88	205,610.90
4,020 SHS	COMPLETE PRODTN SVCS	138,236.83	134,911.20
4,032 SHS	CORN PRODS INTL	100,030.67	212,042.88
7,161 SHS	CORP OFFICE PPTYS TR	150,554.05	152,242.86
4,000 SHS	CORPORATE EXECUTIVE BRD	131,196.13	152,400.00
1,320 SHS	CUBIST PHARMACEUTICALS	48,475.90	52,298.40
5,463 SHS	CULLEN/FROST BANKERS	264,457.94	289,047.33
2,250 SHS	CUMMINS	250,428.12	198,045.00
11,869 SHS	CYPRESS SEMICONDUCTOR	98,163.98	200,467.41
3,738 SHS	DECKERS OUTDOOR	162,044.32	282,480.66
2,900 SHS	DOLBY LABORATORIES	124,783.60	88,479.00
6,500 SHS	DREAMWORKS ANIMATION	169,125.60	107,867.50
6,500 SHS	E*TRADE FIN	335,211.31	51,740.00
1,520 SHS	EASTGROUP PPTYS INC REIT	60,923.22	66,089.60
6,700 SHS	EATON	220,004.62	291,651.00
5,475 SHS	EDWARDS LIFESCIENCES	84,152.59	387,082.50
4,590 SHS	EL PASO ELEC CO	153,373.97	158,997.60
4,900 SHS	ENERSYS	172,117.77	127,253.00
4,372 SHS	ESTERLINE TECHNOLOGIES	229,692.15	244,700.84
8,950 SHS	ETHAN ALLEN INTERIORS	148,617.02	212,204.50
13,112 SHS	EXXON MOBIL	316,516.33	1,111,373.12
3,320 SHS	EZCORP	104,351.37	87,548.40
1,850 SHS	F5 NETWORKS	118,464.56	196,322.00
13,148 SHS	FACTSET RESH SYS	1,070,483.10	1,147,557.44
14,530 SHS	FIFTH ST FIN	175,031.83	139,052.10
2,676 SHS	FMC CORP	71,727.97	230,243.04
7,530 SHS	FREDS	83,532.50	109,787.40
2,331 SHS	FRESH MKT	85,439.64	93,006.90
5,800 SHS	GARMIN LTD	181,501.33	230,898.00
2,999 SHS	GATX	92,931.03	130,936.34
43,280 SHS	GENERAL ELECTRIC	753,716.87	775,144.80

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,025 SHS	GEN-PROBE	90,117.60	119,718.00
5,050 SHS	GENTEX	43,466.36	149,429.50
2,649 SHS	GOOGLE	1,196,690.51	1,710,989.10
5,711 SHS	GRAFTECH INTL LTD	43,304.06	77,955.15
4,913 SHS	HENRY JACK & ASSOC	125,858.16	165,125.93
3,969 SHS	HILL ROM HLDGS	161,457.92	133,715.61
840 SHS	HITTITE MICROWAVE	52,061.64	41,479.20
5,160 SHS	HMS HLDGS	130,248.48	165,016.80
4,108 SHS	IBERIABANK	207,474.60	202,524.40
2,721 SHS	IDEX	66,860.77	100,976.31
1,841 SHS	IDEXX LABS	93,135.86	141,683.36
5,000 SHS	ILLUMINA	183,969.70	152,400.00
3,645 SHS	INFORMATICA	47,340.24	134,609.85
4,945 SHS	INTL RECTIFIER	126,713.05	96,031.90
17,351 SHS	INTUIT	701,593.14	912,489.09
4,071 SHS	INTUITIVE SURGICAL	1,170,949.84	1,884,913.71
1,759 SHS	ITC HLDGS	80,993.33	133,472.92
11,600 SHS	JANUS CAP GROUP	154,666.14	73,196.00
6,350 SHS	JETBLUE AWYS	69,022.59	33,020.00
4,334 SHS	K12	109,974.48	77,751.96
4,154 SHS	KENNAMETAL	140,538.69	151,704.08
10,770 SHS	KKR FINL HLDGS	96,712.50	94,022.10
16,421 SHS	KRAFT FOODS CL A	46,389.69	613,488.56
4,550 SHS	LANDSTAR SYS	183,299.07	218,036.00
16,567 SHS	LEAPFROG ENTERPRISES	94,335.14	92,609.53
6,743 SHS	LIFEPOINT HOSPS	234,665.46	250,502.45
5,870 SHS	LINCOLN ELEC HLDGS	149,353.68	229,634.40
3,550 SHS	LINCOLN NATL	151,594.92	68,941.00
3,604 SHS	LITTELFUSE	188,781.06	154,899.92
7,150 SHS	LTD BRANDS	183,508.50	288,502.50
5,776 SHS	LUMINEX	87,951.83	122,624.48
5,998 SHS	MASTEC	65,487.00	104,185.26
2,548 SHS	MASTERCARD	353,126.92	949,945.36
1,850 SHS	MERCADOLIBRE	122,086.50	147,149.00
6,939 SHS	METHANEX CORP	94,123.00	158,347.98
3,810 SHS	MFC ISHARES TR RUSSELL 2000	257,598.08	280,758.90
3,950 SHS	MICROCHIP TECHNOLOGY	130,602.68	144,688.50
42,764 SHS	MICROSOFT	1,053,719.29	1,110,153.44
5,864 SHS	MID-AMER APT CMNTYS	218,339.17	366,793.20

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,550 SHS	MIDDLEBY	116,818.69	239,802.00
4,365 SHS	MILLER HERMAN	106,236.56	80,534.25
1,977 SHS	MINERALS TECHNOLOGIES	131,151.89	111,759.81
10,445 SHS	MODINE MFG	149,692.91	98,809.70
5,587 SHS	MOOG	198,848.85	245,436.91
2,390 SHS	MWI VETERINARY SUPPLY	104,783.26	158,791.60
4,400 SHS	NATIONAL OILWELL VARCO	176,716.98	299,156.00
21,942 SHS	NATIONAL PENN BANCSHARES	150,857.37	185,190.48
5,542 SHS	NATL INSTRS	106,183.10	143,814.90
11,160 SHS	NEKTAR THERAPEUTICS	145,232.52	62,440.20
2,641 SHS	NEOGEN	104,909.38	80,920.24
1,545 SHS	NEWMARKET	198,468.28	306,079.95
1,100 SHS	NOBLE	35,991.68	33,242.00
3,875 SHS	NUTRI SYS	136,102.79	50,103.75
3,340 SHS	OMNIVISION TECHNOLOGIES	106,281.00	40,864.90
5,750 SHS	OPEN TEXT	83,051.85	294,055.00
1,700 SHS	OPENTABLE	89,524.55	66,521.00
52,354 SHS	ORACLE	805,672.24	1,342,880.10
10,120 SHS	ORBITAL SCI	117,938.04	147,043.60
11,864 SHS	OWENS & MINOR	254,755.08	329,700.56
11,874 SHS	PARAMETRIC TECHNOLOGY	206,941.71	216,819.24
2,550 SHS	PAYCHEX	70,529.57	76,780.50
21,950 SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	919,560.13	1,722,636.00
2,380 SHS	PICO HLDGS	53,850.07	48,980.40
6,700 SHS	PLANTRONICS	150,845.77	238,788.00
12,750 SHS	PLEXUS	384,346.47	349,095.00
1,350 SHS	POLO RALPH LAUREN	72,207.14	186,408.00
8,712 SHS	POLYCOM	90,494.41	142,005.60
1,800 SHS	POLYPORE INTL	125,649.78	79,182.00
3,600 SHS	POTASH CORP SASK	82,128.00	148,608.00
4,379 SHS	POTLATCH	142,453.16	136,230.69
2,000 SHS	PRECISION CASTPARTS	136,980.00	329,580.00
550 SHS	PRICELINE COM	91,567.52	257,240.50
18,000 SHS	PROCTER & GAMBLE	1,088,078.40	1,200,780.00
11,581 SHS	PROVIDENT FINL SVCS	123,167.03	155,069.59
35,072 SHS	QUALCOMM	1,453,483.75	1,918,438.40
14,160 SHS	REDWOOD TR	202,217.11	144,148.80
4,464 SHS	RIVERBED TECHNOLOGY	56,459.96	104,904.00
4,270 SHS	ROBBINS & MYERS	173,897.63	207,308.50

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
5,150 SHS	ROYAL CARIBBEAN CRUISES	176,319.70	127,565.50
3,100 SHS	SALESFORCE	278,583.01	314,526.00
5,639 SHS	SCANCOURCE	163,675.73	203,004.00
4,600 SHS	SCHLUMBERGER LTD	243,510.62	314,226.00
12,650 SHS	SEAGATE TECH PLC	218,329.19	207,460.00
7,798 SHS	SEMTECH	138,091.00	193,546.36
2,750 SHS	SIRONA DENTAL SYS	89,531.04	121,110.00
7,130 SHS	SKYWORKS SOLUTIONS	119,506.27	115,648.60
7,225 SHS	SLECT COMFORT	116,695.46	156,710.25
3,826 SHS	SMITH A O	139,162.23	153,499.12
2,716 SHS	SNAP-ON	135,319.24	137,483.92
4,891 SHS	SOLARWINDS	113,776.83	136,703.45
39,373 SHS	STARBUCKS	1,148,791.63	1,811,551.73
8,203 SHS	STEWART INFORMATION SVCS	178,040.99	94,744.65
7,034 SHS	STIFEL FINL	259,949.25	225,439.70
6,320 SHS	SUPERIOR ENERGY SVCS	152,803.90	179,740.80
5,599 SHS	SWIFT ENERGY	105,166.04	166,402.28
5,350 SHS	SYNNEX	161,351.39	162,961.00
2,920 SHS	SYNTEL	140,346.53	136,568.40
25,509 SHS	T ROWE PRICE	1,414,415.47	1,452,737.55
3,855 SHS	TALEO	127,802.93	149,149.95
9,764 SHS	TCF FNCL	131,064.79	100,764.48
6,571 SHS	THOMAS & BETTS	269,227.81	358,776.60
4,030 SHS	TIBCO SOFTWARE	95,497.05	96,357.30
6,700 SHS	TJX COS	156,725.25	432,485.00
5,592 SHS	TRACTOR SUP CO	119,769.38	392,278.80
1,400 SHS	TRANSDIGM GROUP	126,750.72	133,952.00
8,557 SHS	TRIMBLE NAV LTD	156,439.93	371,373.80
4,108 SHS	TRIUMPH GROUP	92,264.49	240,112.60
3,668 SHS	TUPPERWARE BRANDS	111,347.14	205,297.96
6,800 SHS	TW TELECOM (F/N/A TIME WARNER TELECO	121,521.47	131,784.00
8,844 SHS	UGI	212,110.20	260,013.60
2,200 SHS	ULTA SALON COSMETICS	153,579.60	142,824.00
4,858 SHS	UNDER ARMOR	276,306.48	348,755.82
4,786 SHS	UNIT CORP	207,666.66	222,070.40
3,364 SHS	UNVL FST PRODS	130,201.40	103,846.68
2,202 SHS	VALMONT INDS	180,958.89	199,919.58
26,004 SHS	VARIAN MED SYS	1,276,338.41	1,745,648.52
2,950 SHS	VERIFONE SYSTEMS	161,320.08	104,784.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,150 SHS	VIASAT	64,260.70	99,158.00
2,500 SHS	VISA	168,586.48	253,825.00
2,450 SHS	VMWARE	205,215.59	203,815.50
4,679 SHS	WADDELL & REED	136,985.84	115,898.83
4,690 SHS	WESTPORT INNOVATIONS	83,448.01	155,895.60
1,350 SHS	WHOLE FOODS MKT	86,901.53	93,933.00
5,831 SHS	WOLVERINE WORLD WIDE	149,594.99	207,816.84
4,720 SHS	WORLD FUEL SERVICE	140,923.57	198,145.60
2,000 SHS	WYNN RESORTS	174,585.54	220,980.00
11,050 SHS	YAHOO	339,428.50	178,236.50
2,661 SHS	ZOLL MED	63,963.09	168,121.98
	Grand Total:	48,036,582.24	65,154,127.54

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
165 M	ACE INA HLDG 5.7% 02/15/2017	164,784.45	190,296.81
170 M	AMER MOVIL 5.625% 11/15/2017	166,054.30	195,421.80
42 M	AMERN AIRL PASS 10.375% 07/02/2019	48,362.25	44,349.66
100 M	AMERN AIRLS PASS 5.25% 07/31/2022	99,352.90	92,862.51
160 M	AMERN EXPRESS CR 2.8% 09/19/2016	159,867.20	160,784.00
175 M	ANHEUSER BUSCH 5.05% 10/15/2016	195,438.25	199,316.60
50 M	ARCHER DANIELS MIDLAND 7.125% 03/01/20	56,095.50	53,504.55
200 M	AT&T 2.95% 05/15/2016	204,264.00	208,427.40
250 M	AUTOZONE 4.375% 06/01/2013	243,100.00	260,445.00
200 M	BANK AMER 6.5% 08/01/2016	218,780.00	201,414.00
200 M	BANK AMER SENIOR NOTE 5.625% 10/14/201	209,660.00	191,876.00
175 M	BANK ONE 4.9% 04/30/2015	168,466.90	184,796.50
137 M	BAPTIST HLTH FLA 4.59% 08/15/2021	142,565.85	148,631.30
160 M	BB&T SR MED TRM 5.7% 04/30/2014	158,076.80	175,037.76
400 M	BEAR STEARNS 5.3% 10/30/2015	426,320.00	430,155.60
125 M	BEAR STEARNS GLOBAL 7.25% 02/01/2018	118,797.50	146,543.88
125 M	BEAR STEARNS VAR RT 02/10/2014	125,093.75	126,108.75
170 M	BHP BILLITON FIN 3.25% 11/21/2021	168,464.90	175,032.00
183 M	BROWN FORMAN 2.5% 01/15/2016	182,715.00	187,326.30
100 M	BUNGE LTD FIN 5.35% 04/15/2014	106,500.00	104,885.30
155 M	BURL NORTHN SANTA FE	156,357.80	178,878.06
325 M	CARMAX AUTO OWNER .91% 12/15/2015	324,983.78	323,986.65
215 M	CATERPILLAR FINANCIAL 2.75% 06/24/2015	217,070.20	223,258.15
150 M	CENTERPOINT ENERGY 5.95% 01/15/2014	159,890.00	162,789.00
190 M	CIGNA 2.75% 11/15/2016	190,530.10	189,583.71
130 M	CISCO SYS SR NOTE FLTG 03/14/2014	130,000.00	129,901.46
195 M	CITIBANK CR CARD 5.3% 03/15/2018	194,253.15	225,829.89
165 M	CITIGROUP 6.125% 11/21/2017	146,998.50	176,093.12
360 M	CITIGROUP 6.5% 08/19/2013	393,171.00	374,746.68
71 M	CMO CD 2005-C1 COMMERCIAL MTG 7/15/20	71,346.59	71,324.38
208 M	CMO CD 2006-CD3 MTG TR CL A-2 5.559999	208,970.38	210,864.51
229 M	CMO GE COML MTG 2006-1 3/10/2044	229,008.56	231,308.58
132 M	CMO MORGAN STANLEY CAP I TR 2006 5.91	133,165.08	133,529.43
175 M	COMCAST 5.15% 03/01/2020	175,292.15	199,015.60
54 M	CONTINENTAL AIRLS PASS 7.256% 09/15/20	58,974.61	57,483.30
215 M	CONTINENTAL AIRLS PASS THRU 6.648% 03	228,264.81	219,513.55
46 M	CONTL AIRLS PASS 9% 07/08/2016	53,241.70	50,163.49
145 M	COSTCO WHSL	146,856.00	173,185.97

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
180 M	COVIDIEN INTL FINANCE 4.2% 06/15/2020	180,059.40	197,092.98
195 M	CR SUISSE AG 5.4% 01/14/2020	194,003.30	183,917.18
230 M	DEERE JOHN 1.85% 09/15/2016	229,878.10	231,984.90
42 M	DELTA AIR LINES 6.821% 08/10/2022	42,534.69	43,416.58
39 M	DELTA AIR LINES 7.75% 12/17/2019	43,226.25	42,436.72
170 M	DIRECTV 5% 03/01/2021	169,287.50	181,937.23
200 M	DISNEY WALT NEW MED TERM .875 12/01/20	199,346.00	200,936.40
60 M	DOMINION RESOURCES 1.8% 03/15/2014	59,966.40	61,090.26
165 M	DOW CHEM 5.9% 02/15/2015	179,567.85	183,598.97
190 M	DR PEPPER SNAPPLE 2.9% 01/15/2016	190,294.50	197,053.18
265 M	FORD CR AUTO OWNER 2.15% 06/15/2015	264,930.04	270,033.68
300 M	FORD CR OWNER TR 1.65% 05/15/2016	299,912.91	303,740.10
300 M	FREEPORT-MCMORAN 8.375% 04/01/2017	333,975.00	318,750.00
400 M	GE MED TERM 5.375% 10/20/2016	432,427.00	447,068.00
280 M	GENERAL ELEC CAP CORP MED TERM 5.4%	308,571.20	311,097.08
165 M	GEORGIA PWR 5.25% 12/15/2015	164,640.30	187,350.90
175 M	GOLDMAN SACHS 4.75% 07/15/2013	176,870.75	177,314.55
100 M	GOLDMAN SACHS 5.125% 01/15/2015	105,488.00	102,211.00
185 M	GOLDMAN SACHS 5.35% 01/15/2016	199,611.30	189,652.20
205 M	GOOGLE 2.125% 05/19/2016	204,282.35	213,164.33
50 M	HANCOCK JOHN LIFE INS VAR RT 02/15/201	50,375.00	50,338.00
200 M	HANCOCK JOHN LIFE INS VAR RT 04/15/201	198,660.00	200,804.00
95 M	HANCOCK JOHN LIFE SIG NOTES VAR RT 4/	95,095.00	96,428.80
150 M	HARTFORD LIFE INS FLTGT RT 3.25% 08/15/20	149,550.00	152,605.50
95 M	HARTFORD LIFE INS FLTGT RT 3.29% 08/15/20	94,715.00	97,142.25
50 M	HARTFORD LIFE INS FLTGT RT 4.1% 05/15/201	50,700.00	49,722.50
30 M	HARTFORD LIFE INS VAR RT 07/15/2012	29,926.50	29,673.90
50 M	HARTFORD LIFE INS VAR RT 2.89% 03/15/20	48,987.50	50,210.50
150 M	HONDA AUTO 1.98% 05/23/2016	149,961.84	151,866.00
84 M	HOUSEHOLD FIN VAR RT 11/10/2013	84,414.96	85,284.36
170 M	HOUSEHOLD FIN VAR RT 12/10/2013	170,959.10	173,155.20
215 M	HYUNDAI AUTO 2.45% 12/15/2016	214,996.41	221,650.17
100 M	INTEL 3.3% 10/01/2021	99,762.00	105,342.90
130 M	JOHNSON CONTROLS 5.5% 01/15/2016	147,446.00	145,456.87
100 M	KINDER MORGAN ENERGY 7.125% 03/15/201	104,043.00	101,142.80
155 M	KRAFT FOODS 6.5% 08/11/2017	173,621.70	184,382.73
100 M	KROGER 7.5% 01/15/2014	116,272.00	111,757.90
120 M	MCDONALDS MED TERM 5% 02/01/2019	122,496.30	142,393.68

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
165 M	MCKESSON 3.25% 03/01/2016	165,052.65	174,623.30
150 M	MCKESSON 6.5% 02/15/2014	165,511.50	166,002.90
100 M	MERCEDES BENZ AUTO 2.14% 08/15/2016	99,991.53	101,987.50
155 M	MERRILL LYNCH 6.4% 08/28/2017	135,758.30	150,087.12
150 M	METLIFE 5.375% 12/15/2012	158,169.60	156,104.10
300 M	MIDAMERICAN ENERGY 3.15% 7/15/2012	307,773.00	303,514.50
156 M	MIDAMERICAN ENERGY CO 5.125% 01/15/20	155,004.14	162,661.36
200 M	MORGAN STANLEY 2.875% 07/28/2014	200,744.00	188,352.20
138 M	MORGAN STANLEY DEAN WITTER 4.29% 03/	136,758.00	128,771.94
40 M	MORGAN STANLEY DEAN WITTER VAR RT 0	40,583.20	36,999.20
65 M	MORGAN STANLEY DEAN WITTER VAR RT 0	64,610.00	63,063.65
25 M	MORGAN STANLEY DEAN WITTER VAR RT 0	24,831.25	24,562.50
45 M	MORGAN STANLEY DEAN WITTER VAR RT 1	45,270.00	44,481.60
31 M	MORGAN STANLEY DEAN WITTER VAR RT 1	31,620.00	29,644.68
40 M	MORGAN STANLEY FLTGT RT 5.36% 03/01/20	41,200.00	37,516.00
82 M	N.W. AIRLS PASS 7.027% 11/01/2019	83,570.75	83,993.89
225 M	NISSAN AUTO .87% 02/16/2016	224,962.18	224,688.15
200 M	NISSAN AUTO .87000000477% 07/15/2014	199,973.40	200,221.60
50 M	NORFOLK SOUTHN 5.257% 09/17/2014	53,233.50	55,149.70
139 M	NORTHWEST AIRLS PASS THRU 05/20/2023	142,220.53	138,963.04
300 M	PETROBRAS INTL 7.75% 09/15/2014	352,500.00	341,640.00
200 M	PETROBRAS INTL 7.875% 03/15/2019	196,749.70	238,739.40
160 M	PNC FDG 4.25% 09/21/2015	163,956.64	171,524.80
155 M	PRAXAIR 5.375% 11/01/2016	170,476.75	180,978.78
300 M	PRIN LIFE FUNDINGS 3.806% 04/01/2016	306,062.00	303,684.00
100 M	PROTECTIVE LIFE FLTGT RATE 08/10/2014	103,500.00	101,522.00
93 M	PROTECTIVE LIFE FLTGT RT 3.17% 07/10/2012	93,279.00	92,600.10
62 M	PROTECTIVE LIFE SECD TRS VAR RT 04/10/	62,465.00	61,835.08
150 M	PROTECTIVE LIFE VAR RT 3.22% 07/10/2012	150,975.00	149,038.50
50 M	PRUDENTIAL FINL 02/10/2012	50,259.00	49,912.50
300 M	PRUDENTIAL FINL FLTGT RT 3.05% 06/10/201	301,644.00	301,029.00
85 M	PRUDENTIAL FINL VAR RT 01/10/2012	85,765.00	84,975.35
175 M	REPUBLIC SVCS 5% 03/01/2020	183,321.25	196,478.45
200 M	RIO TINTO FIN USA 2.5% 05/20/2016	203,350.00	204,017.40
55 M	ROYAL BK CDA GLOBAL MED TM VAR RT 09	56,237.50	55,275.00
155 M	SIERRA PAC PWR 6% 05/15/2016	155,832.35	179,809.92
200 M	SOUTHWEST AIRLS 5.25% 10/01/2014	214,691.00	213,444.00
48 M	SW AIRLS SER 1993-A 6.26%09/24/2012	50,794.07	49,418.27

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
175 M	TELECOM ITALIA 6.175% 06/18/2014	179,387.25	168,326.38
175 M	TELEFONICA 4.949% 01/15/2015	189,785.75	174,079.50
200 M	TEVA 3% 06/15/2015	201,874.50	208,272.20
160 M	THERMO FISHER 2.25% 08/15/2016	160,730.15	163,115.68
300 M	TOYOTA AUTO .98% 10/15/2014	299,964.48	300,627.90
160 M	UNITED PARCEL 5.5% 01/15/2018	170,123.20	191,734.40
160 M	UNITED TECHNOLOGIES 5.375% 12/15/2017	159,691.20	189,268.16
165 M	US BANCORP MED 4.2% 05/15/2014	177,751.20	176,652.80
9 M	UTD AIRLS PASS 9.75% 01/15/2017	10,116.28	9,605.41
130 M	VERIZON 3% 04/01/2016	129,324.00	136,134.70
325 M	VOLKSWAGEN AUTO 1.96% 09/20/2017	324,938.35	333,002.48
95 M	VOLKSWAGEN AUTO LN 2.14% 08/22/2016	94,984.11	96,528.93
160 M	WASTE MGMT 6.375% 03/11/2015	159,147.20	182,547.68
46 M	WELLS FARGO 3.625% 04/15/2015	45,942.50	48,154.87
160 M	WELLS FARGO 3.75% 10/01/2014	159,739.20	168,914.56
150 M	WILLIS N AMER 7% 09/29/2019	152,220.00	166,975.05
160 M	XEROX 6.4% 03/15/2016	179,891.20	179,029.76
Grand Total:		20,836,295.47	21,342,157.44

THE GEORGE FOUNDATION

EIN# 74-6043368

12/31/2011

990PF, PAGE 2, PART II, LINE 11 - INVESTMENTS-LAND, BUILDINGS AND EQUIPMENT

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
LAND - See Schedule Attached	20,802,697		20,802,697	31,257,663
OFFICE AUTOMOTIVE	5,306	5,306	-	-
OFFICE BUILDING	544,574	101,531	443,043	240,000
OFFICE BUILDING EQUIPMENT	15,493	12,062	3,431	3,431
OFFICE FURNITURE & EQUIPMENT	92,261	66,478	25,783	25,783
FARM/LG AUTOMOTIVE	9,483	8,222	1,261	1,261
FARM/LG BUILDINGS	986,027	975,011	11,016	226,716
FARM/LG EQUIPMENT	195,172	192,392	2,780	2,780
FARM/LG FENCES	356,508	302,372	54,136	54,136
FARM/LG ROADS AND CULVERTS	173,988	167,468	6,520	6,520
FARM/LG WATER SYSTEM	158,851	157,940	911	911
MINERAL PROPERTIES:				
J.H.P. DAVIS, R. PEEBLES SURVEY-				
1000 ACRES ROYALTY	1,728,477	1,728,477	-	-
440 & 350 ACRE ROYALTY	214,567	214,567	-	-
30 ACRE ROYALTY	2,669	2,669	-	-
PEEBLES GAS ROYALTY	25,350	25,350	-	-
A.P. GEORGE 2,000 ACRE ROYALTY	5,224	5,224	-	-
T.W. DAVIS LEASE, M. YOUNG SURVEY-				
2,536 ACRE OIL ROYALTY	1,364,533	1,364,533	-	-
2,536 ACRE GAS ROYALTY	14,174	14,174	-	-
A.P. GEORGE, ET AL, J. RABB LEAGUE-				
619 ACRE ROYALTY	605,714	605,714	-	-
LONG POINT 340 ACRE ROYALTY	3,312	3,312	-	-
PLEDGER GAS ROYATLY	427	427	-	-
MOCK OIL ROYALTY	34	34	-	-
SOUTH HOUSTON ROYALTY	334	334	-	-
MICHAEL YOUNG LEAGUE-				
100 ACRE	5,035	5,035	-	-
MINERAL INTERESTS				11,403,000
	<u>27,310,210</u>	<u>5,958,632</u>	<u>21,351,578</u>	<u>43,222,201</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2011

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
MUTUAL FUND			
287 M	AQR DIVERSIFIED ARBITRAGE FUND	3,148,609.02	3,120,643.74
318 M	AQR MANAGED FUTURES FUND	3,096,768.92	3,045,263.58
662 M	CAUSEWAY CAP MGMT TR INTL	8,813,352.79	7,142,451.07
137 M	DYNAMIC ENERGY FD	2,033,012.11	1,879,066.15
420 M	FIRST EAGLE OVERSEAS FD	8,250,475.01	8,666,261.49
328 M	PERKINS (FNA JANUS) MID CAP FD	6,997,003.41	6,629,541.36
727 M	PIMCO UNCONSTRAINED BD FUND	7,933,838.48	7,920,475.81
301 M	SCHWAB EMG MKTS FD	2,672,326.34	2,478,490.10
275 M	THIRD AVE FOCUSED CREDIT FUND	2,898,319.62	2,612,225.74
282 M	THIRD AVENUE INTL VALUE FD	5,242,252.51	3,972,247.63
208 M	THIRD AVENUE REAL ESTATE VALUE FD	5,318,091.36	4,228,666.61
813 M	WASATCH EMG MKTS SM CAP FD	1,666,878.04	1,796,934.09
		<u>58,070,927.61</u>	<u>53,492,267.36</u>
OTHER			
50 M	CD, AM EXPRESS CENTURION BK 3.45% 04/	51,394.22	52,386.00
95 M	CD, DISCOVER BK GREENWOOD 5.05% 09/1	104,545.18	103,858.75
100 M	CD, FIRST CLEARING 3.15% 09/02/2014	99,770.00	104,313.00
90 M	CD, GE MONEY BK SALT LAKE 5.05% 11/06/2	97,586.01	96,372.90
40 M	CD, GOLDMAN SACHS BK SALT LAKE 4.85%	43,257.86	42,627.60
50 M	CD, GOLDMAN SACHS BK YORK 4.75% 12/24	53,851.13	55,126.50
		<u>450,404.40</u>	<u>454,684.75</u>
PARTNERSHIP			
0 M	BLACKROCK ENERGY OPPORTUNITY FD	1,667,674.30	1,791,777.47
0 M	DELTEC RECOVERY FUND	237,275.00	62,560.00
0 M	DELTEC SPECIAL SITUATIONS PTNS	4,931,754.00	4,820,881.00
0 M	HARBERT POWER FUND III LLC	3,505,876.00	3,505,876.00
11 M	KKR FINANCIAL HOLDINGS	7,999.00	0.00
0 M	RAFI 1000 INDEX FUND	18,973,105.82	23,571,625.11
0 M	RAFI INTERNATIONAL INDEX FD	1,642,840.00	1,567,662.77
		<u>30,966,524.12</u>	<u>35,320,382.35</u>
	Grand Total:	<u><u>89,487,856.13</u></u>	<u><u>89,267,334.46</u></u>

990PF, PAGE 2, PART II, LINE 14 - LAND, BUILDINGS AND EQUIPMENT

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS:				
ACTOR'S DRESSING	105,463	99,428	6,035	2,414
APPLIANCE & ACCESSORIES	75,531	75,531	-	-
ARENA	2,565,997	2,264,743	301,254	120,502
AUTHENTIC PERIOD FURNISHINGS	885,446	-	885,446	354,178
AUTOMOTIVE EQUIPMENT	250,596	221,899	28,697	11,479
BARN NO. 3	157,842	152,201	5,641	2,256
BLACKSMITH SHOP	157,859	133,311	24,548	9,819
CHAPEL	83,821	16,601	67,220	26,888
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	93,971	62,878	31,093	12,437
DOG KENNELS	6,590	6,590	-	-
FENCES	462,367	444,261	18,106	7,242
FRONT ENTRANCE	389,301	385,495	3,806	1,522
FUEL STORAGE TANKS	10,961	10,961	-	-
GAZEBO	39,416	5,764	33,652	13,461
GEORGE RANCH HOUSE COMPLEX	1,085,234	992,245	92,989	37,196
GEORGE SHOP	92,940	86,017	6,923	2,769
GUY LODGE HALL	260,922	223,772	37,150	14,860
HORSE BARN NO. 1	128,267	122,781	5,486	2,194
HORSE BARN NO. 2	128,267	122,781	5,486	2,194
JHP DAVIS HOUSE	1,069,293	968,749	100,544	40,218
JONES FARMSTEAD	109,567	56,308	53,259	21,304
KRAUSE GENERAL STORE/POST OFFICE	104,975	99,658	5,317	2,127
LANDSCAPING	212,031	200,925	11,106	4,442
LINKE HOUSE	28,648	12,883	15,765	6,306
LIVESTOCK	30,490	27,323	3,167	1,267
MAINTENANCE EQUIPMENT	438,436	407,404	31,032	12,413
MARE BARN	49,333	46,909	2,424	970
MISCELLANEOUS	165,183	80,499	84,684	33,874
NATURE TRAIL	6,000	-	6,000	2,400
OFFICE BLDG - RICHMOND	569,983	109,711	460,272	240,000
OFFICE EQUIPMENT/FURNISHINGS	151,671	147,003	4,668	1,867
OLD PRAIRIE HOME (LOCUST)	476,332	98,047	378,285	151,314
OUTSIDE LIGHTING	96,921	86,217	10,704	4,282
PARKING LOTS	799,727	798,997	730	292
PAVILION	452,537	160,144	292,393	116,957
QUONSET BUILDING	285,432	182,555	102,877	41,151
RECEPTION CENTER	232,596	212,831	19,765	7,906
ROADS & BRIDGES	1,761,034	1,698,537	62,497	24,999
SCULPTURE	76,900	76,900	-	-
SHADE BARNS	121,434	112,887	8,547	3,419
SNACK BAR	88,716	73,500	15,216	6,086
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	776,694	730,682	46,012	18,405
TRACTOR SHED	24,896	20,544	4,352	1,741
TRAIL TO RAILS	89,090	17,419	71,671	28,668
UTILITY STRUCTURES	2,758,099	2,446,514	311,585	124,634
VISITOR SERVICES	41,605	34,877	6,728	2,691
VISITOR CENTER	461,157	285,861	175,296	70,118
TOTAL PROJECT COSTS	18,544,731	14,706,303	3,838,428	1,591,262
LAND	446,990		446,990	614,000
TOTAL GEORGE RANCH HISTORICAL PARK	18,991,721	14,706,303	4,285,418	2,205,262
ASSETS USED FOR GRANT PURPOSES	862,768	214,399	648,369	354,671
	<u>19,854,489</u>	<u>14,920,702</u>	<u>4,933,787</u>	<u>2,559,933</u>

Grant Guidelines

The George Foundation understands the search for funding, at times, can be frustrating and difficult. The Foundation strives to treat grant seekers with courtesy and respect. Please feel free to contact the Grant Staff, who is eager to answer any questions about the Foundation and its various programs. Email address and link are provided below.

Dee Koch, Grant Officer

The George Foundation

281.342.6109 or Fax 281.341.7635

dkoch@thegeorgefoundation.org

Proposal deadlines for making grant applications to the Foundation are January 15, April 15, July 15 and October 15 of each year. Within each quarter, grant requests will be presented to the Trustees on a monthly basis for determination. Grant staff cannot assure applicants the exact date in which an individual grant will be reviewed, but all grants are usually presented to the Trustees for review within the quarter they are submitted. Please note, if the submitted request is missing required information, the proposal could be deferred to the next scheduled grant review meeting.

All proposals for capital support will be grouped together for review. The deadline for capital proposals will be October 15 of each year. During the review process, grantees will receive ongoing status reports concerning their requests and notified in writing once the Trustees have reached a decision.

In seeking to leverage its grant making, the Foundation prefers to provide no more than 50% of the total budget for a program or project. This includes awards to new organizations or awards for new programming that is expected to become self-sufficient over time. In the event other sources commit partial or full support, The George Foundation should be notified promptly so that the grant staff has up-to-date information to present to the Trustees.

Grant requests must be in response to a documented community need not solely an organizational need.

All proposals submitted to the Foundation must come from the Board Chair or the Executive Director of the organization and not from development officers, department heads or other personnel within the organization.

All materials submitted with the proposal should be either copies of originals or other disposable forms. The Foundation does not return data submitted in support of a proposal.

All site visits are made at the request of the Foundation and are an integral part of the grant review process. During the review, grant staff will research the proposal and may request information by telephone inquiries or meetings with agency staff, board, volunteers, and clients as necessary.

Any discussion or indication of interest prior to or after submission of a written application or site visit should not be construed as a commitment by the Foundation. The Trustees will consider each application on its own merit, and notification of Trustee approval or declination is always made in writing to an organization. The action of the Trustees on an application is final.

Grant funds are approved by the Foundation in accordance with the proposal and budget submitted with the request. Any changes or modifications to the request and/or the use of funds must be presented in writing to the Foundation for approval.

Grant staff monitor all grants and, in most cases, there will be a follow-up site visit by the grant staff after the grant award is made. In addition, progress reports and a final accounting of the use of grant funds are required for all grant recipients. If these reports are not received, further grants will not be considered until the organization is in compliance with the terms and conditions of the grant.

It is unusual for the Foundation to consider a grant application from the same applicant, whether granted or denied, more frequently than once in a twelve month period.

The Trustees of The George Foundation request that grant recipients refrain from using organizational resources to acknowledge grant funding from the Foundation with plaques or other purchased decorative items.

The Foundation considers it important to inform the public of the work of philanthropy and therefore encourages grant recipients to acknowledge publicly the support the Foundation gives to a grant project.

Please remember the Foundation is able to fund only a fraction of the proposals that come to our attention. In some cases, excellent proposals cannot be funded because of a limitation of funds or they are outside the Foundation's current priorities and interests.

The Foundation also gives preference to funding programs when the request:

- Leverages available resources by securing multiple funding partners rather than relying on the Foundation as a sole funder.
- Is an investment in the community rather than a charitable donation.
- Creates long-term value.
- Is not dependent on more than three years of funding from the Foundation to ensure the program's success and/or continuation.
- Does not duplicate, but identifies areas where there are gaps in services.
- Is with an organization that has no known governance issues.
- Is with an organization that is in compliance with the Foundation on all previous grants.
- Is not from an organization under advance ruling from the Internal Revenue Service.

The Foundation prefers to fund the following types of grants to support Fort Bend organizations in their delivery of services to the community (listed in order of priority):

Program/Project Support
Foundation Initiated
General Operating
Capital

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Recipient and/or Purpose	Tax Status	Beginning Balance		Newly Allocated		Amended		Amount Paid		Ending Balance	
		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
Aids Foundation Houston Inc 3202 Wesleyan Street Houston, TX 77027 <i>To support basic needs and transportation for individuals living with HIV/AIDS in Fort Bend County</i>	501(c)3	\$0.00	\$0.00	\$25,000.00	\$0.00	\$0.00	\$0.00	\$25,000.00	\$0.00	\$0.00	\$0.00
American National Red Cross P. O. Box 397 Houston, TX 77001-0397 <i>Youth in Philanthropy grant to support disaster relief.</i>	501(c)3	\$1,500.00	\$0.00	0.00	\$0.00	\$0.00	\$0.00	\$1,500.00	\$0.00	\$0.00	\$0.00
American National Red Cross P. O. Box 397 Houston, TX 77001-0397 <i>To expand transportation program to provide services to transportation-challenged Fort Bend residents.</i>	501(c)3	\$0.00	\$0.00	110,000.00	\$0.00	\$0.00	\$0.00	\$110,000.00	\$0.00	\$0.00	\$0.00
Bering Omega Community Services P.O. Box 540517 Houston, TX 77254-0517 <i>To support dental care to Fort Bend residents affected by HIV/AIDS.</i>	501(c)3	\$0.00	\$0.00	35,000.00	\$0.00	\$0.00	\$0.00	\$35,000.00	\$0.00	\$0.00	\$0.00
Big Brothers Big Sisters Of North Texas 6437 High Star Drive Houston, TX 77074 <i>To support one-to-one mentoring program to serve at-risk Fort Bend County youth.</i>	501(c)3	\$0.00	\$0.00	15,000.00	\$0.00	\$0.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00
Boy Scouts Of America P.O. Box 924528 Houston, TX 772924528 <i>To support Scouting programs (ScoutReach and Hispanic Initiative), and</i>	501(c)3	\$0.00	\$0.00	60,000.00	\$0.00	\$0.00	\$0.00	\$60,000.00	\$0.00	\$0.00	\$0.00

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		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
<i>support to the Friends of Scouting Campaign for the three districts serving Fort Bend County.</i>											
Boys And Girls Clubs Of Greater Houston Inc 1520-A Airline Drive Houston,, TX 77009 <i>To provide leadership and recreational programming for underserved Fort Bend County youth.</i>	501(c)3	\$100,000.00		0.00		\$0.00		\$100,000.00		\$0.00	
Boys And Girls Country Of Houston Inc 18806 Roberts Road Hockley, TX 77447 <i>To support residential care for abused and/or neglected Fort Bend County youth.</i>	501(c)3	\$0.00		65,000.00		\$0.00		\$65,000.00		\$0.00	
Brazos Bend Guardianship Services 10435 Greenbough, Suite 200 Stafford, TX 77477 <i>To assist vulnerable Fort Bend County residents and their families with issues related to guardianship issues.</i>	501(c)3	\$20,000.00		0.00		\$0.00		\$20,000.00		\$0.00	
Brazos Bend Guardianship Services 10435 Greenbough, Suite 200 Stafford, TX 77477 <i>To assist vulnerable Fort Bend County residents and their families with issues related to guardianship issues.</i>	501(c)3	\$0.00		25,000.00		\$0.00		\$25,000.00		\$0.00	
Bridges To Life P. O. Box 570895 Houston, TX 77257-0895 <i>To provide programs to reduce recidivism at Fort Bend County prisons and initiate a pilot program for Fort Bend County</i>	501(c)3	\$0.00		5,000.00		\$0.00		\$5,000.00		\$0.00	

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Juvenile Probation.						
Calvary Episcopal School Inc 1201 Austin Richmond, TX 77469 Youth in Philanthropy grant for college scholarship to Lacey McNair-Simrall.	501(c)3	\$5,000.00	0.00	\$0.00	\$5,000.00	\$0.00
Casa De Esperanza De Los Ninos Incorporated P.O. Box 66581 Houston, TX 77266-6581 To fund residential/outreach Foster Care and Post-Adoption services for Fort Bend County youth.	501(c)3	\$90,000.00	0.00	\$0.00	\$90,000.00	\$0.00
Casa De Esperanza De Los Ninos Incorporated P.O. Box 66581 Houston, TX 77266-6581 To fund residential/outreach Foster Care and Post-Adoption services for Fort Bend County youth.	501(c)3	\$0.00	90,000.00	\$0.00	\$90,000.00	\$0.00
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006 Youth in Philanthropy grant to support the Mamie George Community Center food bank	501(c)3	\$600.00	0.00	\$0.00	\$600.00	\$0.00
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006 To support case management and congregate meals at the Mamie George	501(c)3	\$0.00	75,000.00	\$0.00	\$75,000.00	\$0.00

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Community to serve low-income Fort Bend County seniors.						
Catholic Charities Of The Archdiocese Of Galveston-Houston	501(c)3	\$0.00	100,556.00	\$0.00	\$100,556.00	\$0.00
2900 Louisiana Street Houston, TX 77006						
Funding to provide residential foster care for children residing in Fort Bend County.						
Ft Bend County Child Advocates Inc	501(c)3	\$0.00	70,000.00	\$0.00	\$70,000.00	\$0.00
5403 Avenue N Rosenberg, TX 77471						
To assist in expanding the WINGS program, a program preparing foster youth for independent living						
Childrens Museum Inc	501(c)3	\$0.00	10,000.00	\$0.00	\$10,000.00	\$0.00
1500 Binz Houston, TX 77004-7112						
To support Museum programming in Fort Bend County for at-risk, low-income children and their families.						
Conference Of Southwest Foundations Inc	501(c)3	\$0.00	4,000.00	\$0.00	\$4,000.00	\$0.00
624 N. Good Latimer Expressway, Suite 100 Dallas, TX 75204						
To fund operating expenses in support of educational and professional development workshops.						
Conference Of Southwest Foundations Inc	501(c)3	\$0.00	1,500.00	\$0.00	\$1,500.00	\$0.00
624 N. Good Latimer Expressway, Suite 100 Dallas, TX 75204						
To provide support to programming offering professional development						

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		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
<i>opportunities for foundation staff and boards</i>											
Crime Stoppers Of Houston Inc P. O. Box 541654 Houston, TX 77254 <i>Toward the purchase of facility to consolidate services to reduce and prevent crime</i>	501(c)3	\$0.00	\$0.00	25,000.00	\$0.00	\$0.00	\$0.00	\$25,000.00	\$0.00	\$0.00	\$0.00
Crisis Intervention Of Houston Incorporated 3701 Kirby Drive, Suite 540 Houston, TX 77098 <i>Funding to support a crisis line (Fort Bend Talkline) for Fort Bend middle and high-school aged students.</i>	501(c)3	\$0.00	\$0.00	34,000.00	\$0.00	\$0.00	\$0.00	\$34,000.00	\$0.00	\$0.00	\$0.00
Daya Inc P.O. Box 571774 Houston, TX 77257 <i>To provide assistance to victims of family violence and sexual assault among the South Asian community in Fort Bend County.</i>	501(c)3	\$0.00	\$0.00	30,000.00	\$0.00	\$0.00	\$0.00	\$30,000.00	\$0.00	\$0.00	\$0.00
Depelchin Childrens Center 4950 Memorial Drive Houston, TX 77007 <i>To recruit, retain, strengthen and support foster and adoptive families to serve Fort Bend County youth.</i>	501(c)3	\$0.00	\$0.00	50,000.00	\$0.00	\$0.00	\$0.00	\$50,000.00	\$0.00	\$0.00	\$0.00
East Ft Bend Human Needs Ministry Inc P.O. Box 1611 Stafford, TX 77497-1611 <i>Youth in Philanthropy grant to support food bank activities.</i>	501(c)3	\$600.00	\$600.00	0.00	\$0.00	\$0.00	\$0.00	\$600.00	\$0.00	\$0.00	\$0.00

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East Ft Bend Human Needs Ministry Inc P.O. Box 1611 Stafford, TX 77497-1611 <i>To provide emergency food and financial assistance for Fort Bend residents.</i>	501(c)3	\$50,000.00	0.00	\$0.00	\$50,000.00	\$0.00
East Ft Bend Human Needs Ministry Inc P.O. Box 1611 Stafford, TX 77497-1611 <i>To provide emergency food and financial assistance for Fort Bend residents.</i>	501(c)3	\$0.00	55,000.00	\$0.00	\$55,000.00	\$0.00
United Cerebral Palsy Of Greater Houston Inc 4500 Bissonnet, Suite 340 Bellaire, TX 77401 <i>To support operating expenses associated with programming for Fort Bend County youth with special needs.</i>	501(c)3	\$0.00	30,000.00	\$0.00	\$30,000.00	\$0.00
Fort Bend Boys Choir Of Texas Inc P.O. Box 2042 Stafford, TX 77497 <i>1:2 Matching Grant. to support scholarships for tuition, summer/winter vocal camps and performance tours.</i>	501(c)3	\$0.00	25,000.00	\$0.00	\$0.00	\$25,000.00
Fort Bend Community Partners Rainbow Room 3350-A Highway 6 #112 Sugar Land, TX 77478 <i>Youth in Philanthropy grant to support CPS workers in serving children.</i>	501(c)3	\$1,500.00	0.00	\$0.00	\$1,500.00	\$0.00
Fort Bend Community Partners Rainbow Room 3350-A Highway 6 #112 Sugar Land, TX 77478	501(c)3	\$25,000.00	0.00	\$0.00	\$25,000.00	\$0.00

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		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
<i>To provide support for office/staff expenses and equipment to serve families in crisis.</i>											
Fort Bend Community Partners Rainbow Room	501(c)3	\$0.00	30,000.00	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00	\$0.00		
3350-A Highway 6 #112 Sugar Land, TX 77478											
<i>To support operating expenses and special program items for children.</i>											
Fort Bend Community Revitalization Projects	501(c)3	\$0.00	100,000.00	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00	\$0.00		
13330 South Gessner Rd. Missouri City, TX 77489											
<i>To provide home repair assistance for low-income, elderly and disabled homeowners in Fort Bend County.</i>											
Fort Bend County	170(b)(1)(A)(v)	\$0.00	75,000.00	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00	\$0.00		
301 Jackson, Suite 719 Richmond, TX 77469											
<i>To upgrade community park to provide recreational opportunities in an underserved neighborhood.</i>											
Fort Bend County	170(b)(1)(A)(v)	\$0.00	50,000.00	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00	\$50,000.00		
301 Jackson, Suite 719 Richmond, TX 77469											
<i>To provide partial match for TXDOT grant to fund US 59/FM762 Landscaping Project.</i>											
Fort Bend County Museum Assoc	501(c)3	\$360,000.00	0.00	\$0.00	\$360,000.00	\$0.00	\$360,000.00	\$0.00	\$0.00		
P.O. Box 460 Richmond, TX 77406-0460											
<i>Three year grant to support public programming at the George Ranch Historical Park</i>											

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		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
Fort Bend County Museum Assoc P.O. Box 460 Richmond, TX 77406-0460 <i>Funding to support excess liability insurance for the George Ranch Historical Park</i>	501(c)3	\$0.00	\$0.00	15,000.00	\$0.00	\$0.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00
Fort Bend County Womens Center Inc P.O. Box 183 Richmond, TX 77406-0183 <i>Youth in Philanthropy grant to support programs for abused women.</i>	501(c)3	\$1,000.00	\$0.00	0.00	\$0.00	\$0.00	\$0.00	\$1,000.00	\$0.00	\$0.00	\$0.00
Fort Bend County Womens Center Inc P.O. Box 183 Richmond, TX 77406-0183 <i>To support Shelter operations, client daycare expenses, and provide child mentor for the Wellness and Stability Program</i>	501(c)3	\$95,334.62	\$0.00	0.00	\$0.00	\$0.00	\$0.00	\$95,334.62	\$0.00	\$0.00	\$0.00
Fort Bend County Womens Center Inc P.O. Box 183 Richmond, TX 77406-0183 <i>To provide support to Shelter Programs, daycare services and child mentor staff.</i>	501(c)3	\$0.00	\$0.00	98,550.00	\$0.00	\$0.00	\$0.00	\$98,550.00	\$0.00	\$0.00	\$0.00
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>To provide an enhanced integrated mental health program for Fort Bend residents</i>	501(c)3	\$315,872.00	\$0.00	0.00	\$0.00	\$0.00	\$0.00	\$160,279.00	\$155,593.00	\$0.00	\$0.00
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>Assistance with capital projects and operating funds to provide increased</i>	501(c)3	\$0.00	\$0.00	200,000.00	\$0.00	\$0.00	\$0.00	\$200,000.00	\$0.00	\$0.00	\$0.00

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<i>access to medical care for uninsured and uninsured Fort Bend residents.</i>						
Fort Bend Family Health Center Inc	501(c)3	\$0.00	125,000.00	\$0.00	\$0.00	\$125,000.00
400 Austin Street Richmond, TX 77469						
<i>Matching Grant to increase primary healthcare access to uninsured and uninsured children and adults residing in east Fort Bend County.</i>						
Fort Bend Family Promise	501(c)3	\$0.00	35,000.00	\$0.00	\$35,000.00	\$0.00
1424 FM 1092 Missouri City, TX 77459						
<i>To support Fort Bend County homeless families as they work to reach self-sufficiency</i>						
Fort Bend Forward Inc	501(c)3	\$0.00	45,000.00	\$0.00	\$45,000.00	\$0.00
445 Commerce Green Sugar Land, TX 77478						
<i>To fund capacity building program for boards and staff of Fort Bend County nonprofits</i>						
Fort Bend Forward Inc	501(c)3	\$0.00	28,162.03	\$0.00	\$28,162.03	\$0.00
445 Commerce Green Sugar Land, TX 77478						
<i>Youth in Philanthropy grant to support operating expenses for program encouraging volunteerism among high school students.</i>						
Habitat For Humanity International Inc	501(c)3	\$0.00	22,800.00	\$0.00	\$22,800.00	\$0.00
13570 Murphy Road Stafford, TX 77477						
<i>To partially fund staff position of Resource Development Coordinator for one year.</i>						

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		2011		2011		2011		2011		2011	
Parks Youth Ranch Inc 34 Tayside Track Missouri City, TX 77459 <i>Assistance in reducing construction debt to allow funding to support unresourced homeless youth.</i>	501(c)3	\$0.00		125,000.00		-\$125,000.00		\$0.00		\$0.00	
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479 <i>Youth in Philanthropy grant for college scholarship for Andrea Reynolds.</i>	170(b)(1)(A)(ii)	\$2,500.00		0.00		\$0.00		\$2,500.00		\$0.00	
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479 <i>To initiate the AVID program to serve at-risk students at Travis High School, Fort Bend ISD</i>	170(b)(1)(A)(ii)	\$0.00		30,000.00		\$0.00		\$30,000.00		\$0.00	
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479 <i>Youth in Philanthropy grant to cover transportation expenses to transport YIP Teams to volunteer projects</i>	170(b)(1)(A)(ii)	\$0.00		1,645.00		\$0.00		\$0.00		\$1,645.00	
Fort Bend Lawyers Care 310 Morton Street, Suite 566 Richmond, TX 77469 <i>Youth in Philanthropy grant to support legal programs</i>	501(c)3	\$1,000.00		0.00		\$0.00		\$1,000.00		\$0.00	
Fort Bend Lawyers Care 310 Morton Street, Suite 566 Richmond, TX 77469 <i>To provide access to legal services to low-income Fort Bend County residents.</i>	501(c)3	\$0.00		35,000.00		\$0.00		\$35,000.00		\$0.00	

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Fort Bend Regional Council On Substance Abuse Inc	501(c)3	\$2,250.00	0.00	\$0.00	\$2,250.00	\$0.00
10435 Greenbough Suite 250 Stafford, TX 77477						
<i>Youth in Philanthropy grant to support organization's substance abuse programs</i>						
Fort Bend Regional Council On Substance Abuse Inc	501(c)3	\$0.00	32,277.00	\$0.00	\$32,277.00	\$0.00
10435 Greenbough Suite 250 Stafford, TX 77477						
<i>Matching funds to allow Fort Bend Regional Council to receive youth prevention program funding from the Department of State Health Services.</i>						
Fort Bend Senior Citizens Meals On Wheels & Much Much More Inc	501(c)3	\$0.00	50,000.00	\$0.00	\$50,000.00	\$0.00
P. O. Box 1488 Rosenberg, TX 77471						
<i>To provide weekend meals to seniors residing in Fort Bend County</i>						
Fort Bend Senior Citizens Meals On Wheels & Much Much More Inc	501(c)3	\$0.00	50,000.00	\$0.00	\$50,000.00	\$0.00
P. O. Box 1488 Rosenberg, TX 77471						
<i>To provide home delivered meals to seniors residing in Fort Bend County.</i>						
Friends Of The Fort Bend County Library System	501(c)3	\$1,000.00	0.00	\$0.00	\$1,000.00	\$0.00
1001 Golfview Richmond, TX 77469						
<i>Youth in Philanthropy grant to fund library</i>						

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<i>programs.</i>						
Gateway To Care	501(c)3	\$0.00	25,000.00	\$0.00	\$25,000.00	\$0.00
3611 Ennis						
Houston, TX 77004						
<i>Clinical navigation and coordination of</i>						
<i>pro bono specialty medical care for</i>						
<i>uninsured, low income residents of Fort</i>						
<i>Bend County</i>						
Girl Scouts Of San Jacinto Council	501(c)3	\$0.00	55,000.00	\$0.00	\$55,000.00	\$0.00
3110 Southwest Freeway						
Houston, TX 77098						
<i>To provide "Girl Scouts on the Go" to</i>						
<i>1,000 at-risk girls living in</i>						
<i>low-to-moderate income areas of Fort</i>						
<i>Bend.</i>						
Greenlights For Nonprofit Success	501(c)3	\$0.00	43,000.00	\$0.00	\$43,000.00	\$0.00
7703 North Lamar Boulevard, Suite 400						
Austin, TX 78752						
<i>To fund needs assessment of Fort Bend</i>						
<i>County</i>						
Houston Baptist University	501(c)3	\$0.00	51,000.00	-\$21,000.00	\$30,000.00	\$0.00
7502 Fondren Road						
Houston, TX 77074-3298						
<i>To provide nursing scholarships to Fort</i>						
<i>Bend County residents.</i>						
Houston Museum Of Natural Science	501(c)3	\$50,000.00	0.00	\$0.00	\$0.00	\$50,000.00
One Hermann Circle Drive						
Houston, TX 77030-1799						
<i>To support operations and the Science</i>						
<i>Education Program at the Sugar Land site.</i>						
Katy Christian Ministries	501(c)3	\$600.00	0.00	\$0.00	\$600.00	\$0.00
P. O. Box 986						
Katy, TX 77492						

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<i>Youth in Philanthropy grant to support food bank activities.</i>						
Katy Christian Ministries P. O. Box 986 Katy, TX 77492	501(c)3	\$25,000.00	0.00	\$0.00	\$25,000.00	\$0.00
<i>To provide food and financial assistance to families in crisis residing in Fulshear.</i>						
Kipp Inc 10711 KIPP Way Drive Houston, TX 77099	501(c)3	\$0.00	50,000.00	\$0.00	\$50,000.00	\$0.00
<i>Operating support for Fort Bend County students enrolled at KIPP Houston school</i>						
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471	170(b)(1)(A)(ii)	\$7,500.00	0.00	\$0.00	\$7,500.00	\$0.00
<i>Youth in Philanthropy grant for college scholarships for Tsemogha Mabiaku and Jaquell Martin.</i>						
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471	170(b)(1)(A)(ii)	\$0.00	1,974.00	\$0.00	\$0.00	\$1,974.00
<i>Youth in Philanthropy grant to cover transportation expenses to transport YIP team members to volunteer projects.</i>						
Legacy Community Health Services Inc P.O. Box 66308 Houston, TX 77266	501(c)3	\$0.00	30,000.00	\$0.00	\$30,000.00	\$0.00
<i>To provide primary care to Fort Bend County residents living with HIV/AIDS</i>						
Literacy Volunteers Of Fort Bend County Inc	501(c)3	\$0.00	85,000.00	\$0.00	\$85,000.00	\$0.00

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		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
12530 Emily Court Sugar Land, TX 77478 <i>To provide ESL and GED classes for adult learners and support ongoing tutor training.</i>											
Memorial Hermann Foundation 9401 Southwest Freeway, Suite 401 Houston, TX 77074 <i>To fund a Lamar CISD school-based health center to allow uninsured students access to medical care</i>	501(c)3	\$0.00	\$0.00	1,400,000.00	\$0.00	\$0.00	\$280,000.00	\$1,120,000.00			
Memorial Hermann Foundation 9401 Southwest Freeway, Suite 401 Houston, TX 77074 <i>To serve the medical needs of uninsured and underinsured residents of Fort Bend County through the Memorial Hermann Family Practice Residency Program in partnership with Fort Bend Family Health Center</i>	501(c)3	\$0.00	\$0.00	283,022.00	\$0.00	\$0.00	\$283,022.00	\$0.00			
Memorial Hermann Healthcare System 9401 Southwest Freeway, Suite 401 Houston, TX 77074 <i>To support the implementation of an enhanced integrated mental health initiative to serve Fort Bend County residents over three years.</i>	501(c)13	\$167,495.00		0.00	\$0.00	\$0.00	\$128,275.00	\$39,220.00			
Morton Cemetery Association P. O. Box 300/ 611 Morton St Richmond, TX 77406-0300 <i>Toward purchase of land to expand Morton Cemetery.</i>	501(c)13	\$0.00	\$0.00	40,000.00	\$0.00	\$0.00	\$40,000.00	\$0.00			
W Oscar Neuhaus Memorial Foundation	501(c)3	\$0.00	\$0.00	20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00			

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		2011	2011	2011	2011	2011
4433 Bissonnet Bellaire, TX 77401-3233 <i>To provide Fort Bend County teachers scholarships to attend literacy development classes.</i>	501(c)3	-\$91,671.00	0.00	\$91,671.00	\$0.00	\$0.00
Oakbend Medical Center 1705 Jackson Street Richmond, TX 77469 <i>Deed to parking lot</i>	501(c)3	\$0.00	2,000,000.00	\$0.00	\$2,000,000.00	\$0.00
Oakbend Medical Center 1705 Jackson Street Richmond, TX 77469 <i>Support for indigent and uncompensated charitable care for Fort Bend County residents</i>	501(c)3	\$0.00	10,000.00	\$0.00	\$10,000.00	\$0.00
Pregnancy Resource Center Of Fort Bend County 4203 Avenue H, Suite 16 Rosenberg, TX 77471 <i>To provide parenting education and life skills for pregnant women and new parents to build self-esteem and confidence.</i>	501(c)3	\$0.00	59,770.00	\$16,850.00	\$41,600.00	\$35,020.00
Reasoning Mind, Inc. 3050 Post Oak Blvd. Suite 1213 Houston, TX 77056 <i>Support for online mathematics program for Stafford Municipal School District.</i>	501(c)3	\$0.00	10,000.00	\$0.00	\$10,000.00	\$0.00
Ronald McDonald House Of Houston Inc 1907 Holcombe Blvd. Houston, TX 77030 <i>Support for families with children receiving cancer treatment in the Houston</i>	501(c)3	\$0.00				

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		2011	2011	2011	2011	2011	2011	2011	2011	2011	2011
<i>Medical Center</i>											
Rosenberg Railroad Museum Inc	501(c)3	\$750.00	0.00	\$0.00	\$750.00	\$0.00	\$0.00	\$750.00	\$0.00	\$0.00	\$0.00
P. O. Box 369 Rosenberg, TX 77471 <i>Youth in Philanthropy grant to support museum programming.</i>											
Rosenberg Richmond Helping Hands Inc	501(c)3	\$600.00	0.00	\$0.00	\$600.00	\$0.00	\$0.00	\$600.00	\$0.00	\$0.00	\$0.00
P.O. Box 1268 Richmond, TX 77469 <i>Youth in Philanthropy grant to support food bank activities.</i>											
Rosenberg Richmond Helping Hands Inc	501(c)3	\$50,000.00	0.00	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00	\$0.00	\$0.00
P.O. Box 1268 Richmond, TX 77469 <i>To provide emergency food and financial assistance for Fort Bend residents suffering a short-term crisis.</i>											
Rosenberg Richmond Helping Hands Inc	501(c)3	\$0.00	50,000.00	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00	\$0.00	\$0.00
P.O. Box 1268 Richmond, TX 77469 <i>To provide emergency food and financial assistance for Fort Bend residents suffering a short-term crisis.</i>											
Scholarship America Inc	501(c)3	\$465,000.00	0.00	-\$50,070.00	\$414,930.00	\$0.00	\$0.00	\$414,930.00	\$0.00	\$0.00	\$0.00
P. O. Box 297 Saint Peter, MN 56082 <i>To fund continuing and new scholarships to graduating seniors of Fort Bend County public schools.</i>											
Scholarship America Inc	501(c)3	\$360,000.00	0.00	-\$95,000.00	\$265,000.00	\$0.00	\$0.00	\$265,000.00	\$0.00	\$0.00	\$0.00
P. O. Box 297 Saint Peter, MN 56082 <i>To fund post secondary scholarships to</i>											

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Fort Bend County residents. (2011-2012).						
Scholarship America Inc P. O. Box 297 Saint Peter, MN 56082 To fund continuing and new scholarships to graduating seniors of Fort Bend County public high schools	501(c)3	\$0.00	445,000.00	\$0.00	\$0.00	\$445,000.00
Scholarship America Inc P. O. Box 297 Saint Peter, MN 56082 To fund post secondary scholarships to Fort Bend County residents. (2012-2013).	501(c)3	\$0.00	360,000.00	\$0.00	\$0.00	\$360,000.00
Second Mile Misson Center 504 F.M. 1092, Suite I Stafford, TX 77477-5419 Youth in Philanthropy grant to support food bank activities.	501(c)3	\$600.00	0.00	\$0.00	\$600.00	\$0.00
Second Mile Misson Center 504 F.M. 1092, Suite I Stafford, TX 77477-5419 To provide emergency assistance to Fort Bend County residents.	501(c)3	\$0.00	50,664.00	\$0.00	\$50,664.00	\$0.00
Sire Inc 24161 Spring Drive Hockley, TX 77447 To support therapeutic horseback riding program serving Fort Bend County residents	501(c)3	\$0.00	50,000.00	\$0.00	\$50,000.00	\$0.00
Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477 To support the Career Bridge Counselor Program, a program to provide career	170(b)(1)(A)(ii)	\$0.00	75,500.00	\$0.00	\$75,500.00	\$0.00

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		2011		2011		2011		2011		2011	
<i>readiness for high school students</i>											
Stafford Municipal School District	170(b)(1)(A)(ii)	\$0.00		3,840.00		\$0.00		\$0.00		\$3,840.00	
1625 Staffordshire Road Stafford, TX 77477											
<i>Youth in Philanthropy grant to cover transportation expenses to transport YIP Teams to volunteer projects</i>											
Texana Center	501(c)3	\$2,250.00		0.00		\$0.00		\$2,250.00		\$0.00	
4910 Airport Avenue Ste D Rosenberg, TX 77471											
<i>Youth in Philanthropy grant to help people with behavioral healthcare issues or developmental disabilities</i>											
Texas Childrens Hospital	501(c)3	\$0.00		100,000.00		\$0.00		\$0.00		\$100,000.00	
P. O. Box 300630, MC 4-4483 Houston, TX 77230-0630											
<i>Matching Grant to support charity care and financial assistance provided to Fort Bend County youth</i>											
Texas Department of Transportation	170(b)(1)(A)(v)	\$0.00		90,300.00		\$0.00		\$90,300.00		\$0.00	
125 East 11th Street Austin, TX 78701											
<i>Donation of 6.104 acres of land for right away</i>											
Texas Department of Transportation	170(b)(1)(A)(v)	\$0.00		71,735.00		\$0.00		\$71,735.00		\$0.00	
125 East 11th Street Austin, TX 78701											
<i>Donation of 5.203 acres of land for right away</i>											
Texas State Technical College-Waco	170(b)(1)(A)(ii)	\$0.00		67,500.00		\$0.00		\$67,500.00		\$0.00	
3801 Campus Drive Waco, TX 76705											
<i>To provide scholarships to Fort Bend</i>											

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		2011		2011		2011		2011		2011	
<i>residents pursuing technical education at the Fort Bend Technical Center and TSTC Waco.</i>											
University of Houston System, The 212 E. Cullen Building Houston, TX 77204 <i>To provide scholarships to two bi-lingual "Spanish Speaking" Fort Bend County residents seeking a master level social work degree.</i>	170(b)(1)(A)(ii)	\$0.00		76,192.00		\$0.00		\$76,192.00		\$0.00	
University of Houston System 14000 University Boulevard Sugar Land, TX 77479 <i>To fund nursing scholarships to Fort Bend County students</i>	170(b)(1)(A)(ii)	\$0.00		60,000.00		\$0.00		\$60,000.00		\$0.00	
University of Texas-Houston Health Science Center, The 7000 Fannin, Suite 1707 Houston, TX 77030 <i>Three-Year Matching grant to assist in funding Accelerated Doctoral Nursing to increase teaching faculty.</i>	170(b)(1)(A)(v)	\$333,333.33		0.00		\$0.00		\$166,666.67		\$166,666.66	
University of Texas-Houston Health Science Center, The 7000 Fannin, Suite 1707 Houston, TX 77030 <i>To fund nursing scholarships to Fort Bend County students.</i>	170(b)(1)(A)(v)	\$0.00		50,000.00		\$0.00		\$50,000.00		\$0.00	
Volunteer Services Council Of The Richmond State Supported Living Ce 2100 Preston Richmond, TX 77469 <i>Youth in Philanthropy grant to support</i>	501(c)3	\$1,000.00		0.00		\$0.00		\$1,000.00		\$0.00	

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		2011		2011		2011		2011		2011	
<i>client programs.</i>											
West Fort Bend Management District	170(b)(1)(A)(v)	\$200,000.00		0.00		\$0.00		\$100,000.00		\$100,000.00	
P.O. Box 1688											
Richmond, TX 77406											
<i>To support staffing the position of</i>											
<i>Executive Director</i>											
William Smith Sr Tri County Child	501(c)3	\$2,250.00		0.00		\$0.00		\$2,250.00		\$0.00	
Development Council Inc											
PO Box 1929											
Stafford, TX 77497											
<i>Youth in Philanthropy grant to support</i>											
<i>educational programs serving Head Start</i>											
<i>families and children.</i>											
Young Mens Christian Association Of	501(c)3	\$0.00		125,000.00		\$0.00		\$125,000.00		\$0.00	
Greater Houston Area											
P. O. Box 3007											
Houston, TX 77253-3007											
<i>Program support for outreach</i>											
<i>recreational/after-school programming in</i>											
<i>ten underserved communities in Fort Bend</i>											
<i>County.</i>											
Youth in Philanthropy		\$32,500.00		0.00		-\$32,500.00		\$0.00		\$0.00	
<i>Youth in Philanthropy grant to provide</i>											
<i>support to program encouraging</i>											
<i>volunteerism among high school students.</i>											
		\$2,680,363.95		\$7,902,987.03		-215,049.00		\$7,614,343.32		\$2,778,958.66	