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

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

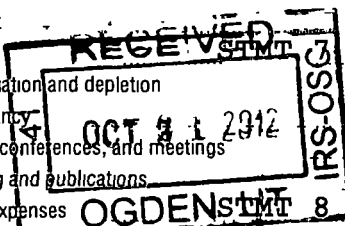
2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION		A Employer identification number 74-6070484
Number and street (or P.O. box number if mail is not delivered to street address) 6131 WESTVIEW		B Telephone number 713-681-7868
City or town, state, and ZIP code HOUSTON, TX 77055		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 89,052,531. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,194,727.	5,933,669.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,355,953.			STATEMENT 1
	b Gross sales price for all assets on line 6a	17,025,857.			
	7 Capital gain net income (from Part IV, line 2)		568,600.		
	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 or (loss)					
11 Other income	2,005,322.	609,061.		STATEMENT 3	
12 Total. Add lines 1 through 11	8,556,002.	7,111,330.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	288,000.	115,200.		172,800.
	14 Other employee salaries and wages	158,097.	57,130.		100,967.
	15 Pension plans, employee benefits	66,917.	27,296.		39,621.
	16a Legal fees STMT 4	15,381.	9,500.		5,881.
	b Accounting fees STMT 5	32,000.	17,000.		15,000.
	c Other professional fees STMT 6	275,614.	61,922.		628.
	17 Interest	13.	13.		0.
	18 Taxes	14,468.	14,142.		0.
	19 Depreciation and depletion	60,971.	4,128.		
	20 Occupancy	6,405.	2,600.		3,805.
	21 Travel, conferences, and meetings	25,774.	7,000.		18,774.
	22 Printing and publications	15,000.	2,900.		12,100.
	23 Other expenses STMT 8	376,791.	46,199.		42,557.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,335,431.	365,030.		412,133.
	25 Contributions, gifts, grants paid	3,010,047.			3,010,047.
26 Total expenses and disbursements. Add lines 24 and 25	4,345,478.	365,030.		3,422,180.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	4,210,524.				
b Net investment income (if negative, enter -0-)		6,746,300.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	150,674.	131,267.	131,267.
	2 Savings and temporary cash investments	1,110,016.	2,724,387.	2,724,387.
	3 Accounts receivable ▶ 4,386,041.	1,558,772.	4,386,041.	4,386,041.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	91,703.	91,703.	91,703.
	9 Prepaid expenses and deferred charges	1,621,938.	1,635,030.	1,635,030.
	10a Investments - U.S. and state government obligations STMT 9	23,707,473.	23,459,503.	23,459,503.
	b Investments - corporate stock STMT 10	108,824.	109,163.	109,163.
	c Investments - corporate bonds STMT 11			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 82,187.	8,306.	11,786.	11,786.	
Less: accumulated depreciation ▶ 70,401.				
15 Other assets (describe ▶ STATEMENT 12)	60,744,270.	56,503,651.	56,503,651.	
16 Total assets (to be completed by all filers)	89,101,976.	89,052,531.	89,052,531.	
Liabilities	17 Accounts payable and accrued expenses	6,352.	8,473.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	6,352.	8,473.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	89,095,624.	89,044,058.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	89,095,624.	89,044,058.		
31 Total liabilities and net assets/fund balances	89,101,976.	89,052,531.		

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	89,095,624.
2 Enter amount from Part I, line 27a	2	4,210,524.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	93,306,148.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON ASSETS	5	4,262,090.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,044,058.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a INVESTMENT SALES	P		
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 17,025,857.		16,457,257.	568,600.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			568,600.
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	568,600.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,977,027.	81,336,681.	.048896
2009	3,392,779.	78,672,658.	.043125
2008	3,391,522.	86,772,007.	.039085
2007	3,296,538.	88,122,221.	.037409
2006	3,690,503.	78,845,202.	.046807

2 Total of line 1, column (d)	2	.215322
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	.043064
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	89,001,043.
5 Multiply line 4 by line 3	5	3,832,741.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67,463.
7 Add lines 5 and 6	7	3,900,204.
8 Enter qualifying distributions from Part XII, line 4	8	3,422,180.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	134,926.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	134,926.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	134,926.
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 payments and 2010 overpayment credited to 2011	6a	142,285.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	142,285.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,359.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 7,359. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		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? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV.	X	
8a 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 General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.HERZSTEINFUNDATION.ORG**

14 The books are in care of **L. MICHAEL HAJTMAN** Telephone no. **713-681-7868**
 Located at **6131 WESTVIEW, HOUSTON, TX** ZIP+4 **77055**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **15** **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?
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

16	Yes	No
		X

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

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

6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		288,000.	37,050.	13,072.

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

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

Total number of other employees paid over \$50,000
0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES; CHARITABLE ACTIVITIES CONSISTED OF CONTRIBUTIONS TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATIONS AND GOVERNMENTAL ENTITIES.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1	
2	
All other program-related investments. See instructions.	
3 NONE	0.
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	27,372,525.
b	Average of monthly cash balances	1b	2,200,323.
c	Fair market value of all other assets	1c	60,783,541.
d	Total (add lines 1a, b, and c)	1d	90,356,389.
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	90,356,389.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,355,346.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,001,043.
6	Minimum investment return. Enter 5% of line 5	6	4,450,052.

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	4,450,052.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	134,926.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	5,917.
c	Add lines 2a and 2b	2c	140,843.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,309,209.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,309,209.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,309,209.

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	3,422,180.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,422,180.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,422,180.

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.

Form 990-PF (2011)

**ALBERT & ETHEL HERZSTEIN
CHARITABLE FOUNDATION**

Form 990-PF (2011)

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Page 9

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				4,309,209.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,472,288.	
b Total for prior years:		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: ► \$ 3,422,180.				
a Applied to 2010, but not more than line 2a			2,472,288.	
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				949,892.
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,359,317.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

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 16

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

- c Any submission deadlines:**

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

ALBERT & ETHEL HERZSTEIN

Form 990-PF (2011)

CHARITABLE FOUNDATION

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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 STATEMENT OF DONATIONS VARIOUS VARIOUS, TX 77055	NONE	501(C)(3)	CHARITABLE	3,010,047.
Total			3a	3,010,047.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	5,194,727.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income		211110	44,832.	14	1,960,490.	
8 Gain or (loss) from sales of assets other than inventory				18	1,355,953.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			44,832.		8,511,170.	0.
13 Total. Add line 12, columns (b), (d), and (e)						8,556,002.

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

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
HERZSTEIN INVESTMENTS, INC.	501(C)(2)	SEE STATEMENT 18

**Sign
Here**

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

Signature of officer or trustee

10/18/12
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name


Preparer's signature

Date _____

Check ☐ self-employed

PTIN

GREGORY VAUGHN, CPA

Preparer's signature 

Date 1.6.11/12

P01302940

Firm's name ► LAPORTE, APAC

Firm's EIN ▶ 72-1088864

Firm's address ► 1770 ST. JAMES PLACE, SUITE 250
HOUSTON, TX 77056-3432

Phone no. (713) 963-8008

Form 990-PF (2011)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT SALES		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,025,857.	15,669,904.	0.	0.	1,355,953.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,355,953.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	5,194,727.	0.	5,194,727.
TOTAL TO FM 990-PF, PART I, LN 4	5,194,727.	0.	5,194,727.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	0.	-547,651.	
ROYALTY INCOME	0.	1,156,712.	
OTHER INCOME	2,005,322.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,005,322.	609,061.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIZER, BECK, WEBSTER- MISC LEGAL	15,381.	9,500.		5,881.
TO FM 990-PF, PG 1, LN 16A	15,381.	9,500.		5,881.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LAPORTE CPAS AND BUSINESS ADVISORS	32,000.	17,000.		15,000.
TO FORM 990-PF, PG 1, LN 16B	32,000.	17,000.		15,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	273,102.	60,038.		0.
PROFESSIONAL FEES	2,512.	1,884.		628.
TO FORM 990-PF, PG 1, LN 16C	275,614.	61,922.		628.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	14,468.	14,142.		0.
TO FORM 990-PF, PG 1, LN 18	14,468.	14,142.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP EXPENSES	288,035.	0.		0.
OFFICE EXPENSE	23,040.	10,368.		12,672.
HEALTH INSURANCE	22,342.	16,757.		5,586.
D&O AND OFFICERS INSURANCE	20,589.	9,162.		11,427.
SOFTWARE LICENSE FEES	8,023.	3,610.		4,413.
DUES AND SUBSCRIPTIONS	7,792.	2,498.		5,294.
BANK SERVICE FEES	5,276.	2,110.		3,165.
GIFTS	1,691.	1,691.		0.
MISCELLANEOUS	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	376,791.	46,199.		42,557.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TREASURY FD	X		1,635,030.	1,635,030.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,635,030.	1,635,030.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,635,030.	1,635,030.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANCSHARES INC	59,874.	59,874.
VANGUARD STOCK FUNDS	12,452,727.	12,452,727.
STEINBERG FUNDS	2,636,097.	2,636,097.
MATTHEWS TIGER FUND	2,914,696.	2,914,696.
T ROWE PRICE FUNDS	2,192,181.	2,192,181.
FRASER FUNDS	1,527,433.	1,527,433.
MATTHEWS INDIA FUND	796,134.	796,134.
MORGAN STANLEY SMITH BARNEY	880,361.	880,361.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,459,503.	23,459,503.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
T ROWE PRICE FUNDS	109,163.	109,163.
TOTAL TO FORM 990-PF, PART II, LINE 10C	109,163.	109,163.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	35,801,480.	28,809,951.	28,809,951.
INVESTMENT IN HERZSTEIN INVESTMENTS, INC	24,942,790.	27,693,700.	27,693,700.
TO FORM 990-PF, PART II, LINE 15	60,744,270.	56,503,651.	56,503,651.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 13

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HERZSTEIN INVESTMENTS INC

76-0694434

ADDRESS

6131 WESTVIEW
HOUSTON, TX 77055

DESCRIPTION OF TRANSFER

DIVIDEND - DISTRIBUTION OF NET INCOME FROM A SECTION 501(C)(2)
ORGANIZATION.AMOUNT
OF TRANSFER

4,744,349.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

4,744,349.

FORM 990-PF	LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 14
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NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
HERZSTEIN INVESTMENTS INC	76-0694434

ADDRESS

6131 WESTVIEW
HOUSTON, TX 77055

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE STRAKE 6131 WESTVIEW HOUSTON, TX 77055	VICE PRESIDENT 5.00	25,000.	0.	0.
RICHARD LOEWENSTERN 6131 WESTVIEW HOUSTON, TX 77055	VICE PRESIDENT 5.00	25,000.	0.	0.
NATHAN TOPEK 6131 WESTVIEW HOUSTON, TX 77055	CHAIRMAN 5.00	30,000.	0.	0.
MIKE HAJTMAN 6131 WESTVIEW HOUSTON, TX 77055	PRESIDENT 40.00	160,000.	37,050.	13,072.
STEVE SHELDON 6131 WESTVIEW HOUSTON, TX 77055	DIRECTOR 5.00	20,000.	0.	0.
MIKE VIATOR 6131 WESTVIEW HOUSTON, TX 77055	DIRECTOR 5.00	20,000.	0.	0.

ALBERT & ETHEL HERZSTEIN CHARITABLE FOU

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STEVE GOODMAN	ADVISORY DIRECTOR			
6131 WESTVIEW	1.00	4,000.	0.	0.
HOUSTON, TX 77055				

BRYAN MILLER	ADVISORY DIRECTOR			
6131 WESTVIEW	1.00	4,000.	0.	0.
HOUSTON, TX 77055				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

288,000.	37,050.	13,072.
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDMICHAEL HAJTMAN
6131 WESTVIEW
HOUSTON, TX 77055TELEPHONE NUMBER

(713) 681-7868

FORM AND CONTENT OF APPLICATIONSAMT REQUESTED, CHARITABLE PURPOSE & TAX EXEMPT STATUS OF REQUESTING
ORGANIZATION.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT	17
	PART XVII, LINE 1, COLUMN (D)		

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

HERZSTEIN INVESTMENTS, INC.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARING SPACE AND EMPLOYEES WITH A 501(C)(2) ORGANIZATION

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT 18
	PART XVII, LINE 2, COLUMN (C)	

NAME OF AFFILIATED OR RELATED ORGANIZATION

HERZSTEIN INVESTMENTS, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION IS THE SOLE OWNER AND MAINTAINS CONTROL OVER HERZSTEIN INVESTMENTS, INC., A TITLE-HOLDING CORPORATION, AS DESCRIBED IN SECTION 501(C)(2) OF THE CODE.

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Acton Institute for the Study of Religion and Liberty 161 Ottawa NW, Suite 301 Grand Rapids, MI 49503	None Towards general operating support.	Public Charity	\$2,500 00
Adult Reading Center, Inc 2246 N Washington Avenue Pearland, TX 77581-4040	None Towards general operating support	Public Charity	\$5,000 00
Alley Theatre 615 Texas Avenue Houston, TX 77002	None Towards support of the 2011-2012 performance season.	Public Charity	\$25,000 00
American Enterprise Institute For Public Policy Research 1150 Seventeenth Street, N.W. Washington, DC 20036	None Towards general operating support	Public Charity	\$1,000 00
American Red Cross Greater Houston Area Chapter Greater Houston Area Chapter 2700 Southwest Freeway Houston, TX 77001-0397	None Towards support for the Community Transportation Services Program	Public Charity	\$7,000 00
The American Spectator Foundation, Inc 1611 N Kent St Ste 901 Arlington, VA 22209	None Towards support of the American Spectator Magazine	Public Charity	\$5,000 00
Americans for Prosperity Foundation 2111 Wilson Boulevard Ste 350 Arlington, VA 22201	None Towards general operating support	Public Charity	\$2,500 00
American Youth Hostels, Inc Hostelling International - USA 541 30th Street San Francisco, CA 94131	None Towards funds to help with the cost of renovating and opening a hostel in Houston.	Public Charity	\$5,000 00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Amigos de las Americas 5618 Star Lane Houston, TX 77057-7112	None Towards support of scholarships for low-income participants	Public Charity	\$12,000 00
Archway Academy 6221 Main Street Houston, TX 77030	None Towards general operating support and scholarships for the 2011-2012 academic year	Public Charity	\$15,000 00
Ars Lyrica Houston 4807 San Felipe, Suite 202 Houston, TX 77056	None Towards support of the recording of La Dirindina and the performance of La Sposa Dei Cantici	Public Charity	\$10,000 00
ArtBridge 3311 Richmond Ste 212 Houston, TX 77098-3018	None Towards support of the arts programs for homeless children in shelters	Public Charity	\$3,000 00
Association for Community Broadcasting 4343 Elgin Houston, TX 77204-0008	None Towards support of the local broadcast of Nova during 2012.	Public Charity	\$50,000 00
Association for Community Broadcasting 4343 Elgin, 3rd Floor Houston, TX 77204-0887	None Towards support of "The Engines of Our Ingenuity" program.	Public Charity	\$10,000 00
Backstage, Inc Box 265 La Grange, TX 78945	None Towards support of the production of Heart of the Tin Trunk at Festival Hill in Round Top	Public Charity	\$5,000 00
Baylor College of Medicine One Baylor Plaza Houston, TX 77030	None Towards support of the Alzheimer's Disease and Memory Disorders Center	Public Charity	\$50,000 00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Bayou Land Conservancy 10330 Lake Road-Bldg J Houston, TX 77070	None Towards support for the C A.S.E for Watershed Protection	Public Charity	\$5,000 00
Bayou Preservation Association, Inc P O. Box 131563 Houston, TX 77219-1563	None Towards support of the bayou clean-up program.	Public Charity	\$10,000 00
The Beth Yeshurun Day School 4525 Beechnut Blvd Houston, TX 77096-1896	None Towards support of the science curriculum and lab classroom.	Public Charity	\$25,000 00
Big Brothers Big Sisters Lone Star 6437 High Star Houston, TX 77074	None Towards support of the mentoring program.	Public Charity	\$7,500 00
Blue Bird Circle 615 West Alabama Houston, TX 77006-5003	None Towards support of the clinical research center	Public Charity	\$3,000 00
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	None Towards general operating support	Public Charity	\$5,000 00
Boy Scouts of America P O Box 924528 Houston, TX 77292-4528	None Towards support of Scoutreach initiative	Public Charity	\$10,000 00
Boy Scouts of America Buffalo Trail Council 1101 W Texas Avenue Midland, TX 79701-6171	None Towards support of the improvements to the water system at the Buffalo Trail Scout Ranch.	Public Charity	\$10,000 00
Boys and Girls Country of Houston, Inc. 18806 Roberts Road Hockley, TX 77447	None Towards annual operating support for Giving Children Roots and Wings	Public Charity	\$10,000 00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Boys and Girls Harbor, Inc P O Box 848 Houston, TX 77001-0848	None Towards support of the Adopt-A-Cottage program of residential care	Public Charity	\$15,000 00
Brazos Bend Guardianship Services 10435 Greenborough, Suite 200 Stafford, TX 77477	None Towards support of the guardianship programs	Public Charity	\$5,000 00
Breath of Life Children's Center, Inc 21715 Kingsland Boulevard, Suite 103 Katy, TX 77450	None Towards support of the preventive and acute sick care programs.	Public Charity	\$10,000 00
Briarwood-Brookwood, Inc 12207 Whittington Drive Houston, TX 77077	None Towards support of the tuition assistance program	Public Charity	\$5,000 00
Bridges to Life P O Box 19039 Houston, TX 77224-9039	None Towards general operating support	Public Charity	\$20,000 00
Camp for All Foundation 10500 NW Freeway Ste 220 Houston, TX 77092	None Towards support of general operations.	Public Charity	\$3,000 00
CanCare of Houston, Inc 9575 Katy Freeway, Suite 428 Houston, TX 77024	None Towards support of the hospital visitation program.	Public Charity	\$7,500 00
Casa de Esperanza de los Niño's, Inc 2911 Corder Street Houston, TX 77266-6581	None Towards support of Casa Academy.	Public Charity	\$5,000 00
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	None Towards support of general operations	Public Charity	\$7,500 00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Catholic New Creation, Inc P O Box 7907 Houston, TX 77270	None Towards support of upgrades to their power service	Public Charity	\$5,000 00
Cenikor Foundation Inc 7676 Hillmont Street, Suite 190 Houston, TX 77040	None Towards support for upgrades, renovations and improvements to the facility	Public Charity	\$10,000 00
Cenikor Foundation Inc 7676 Hillmont Street, Suite 190 Houston, TX 77040	None Towards support of the purchase of a new van for Odyssey House, Texas, Inc	Public Charity	\$10,000 00
Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	None Towards funds to purchase 17 iPads and the Language Environment Analysis System.	Public Charity	\$24,500 00
Center for the Healing of Racism PO Box 27327 Houston, TX 77227	None Towards funds to support the Dialogue. Racism program.	Public Charity	\$3,000 00
The Center Foundation 3550 West Dallas Houston, TX 77019	None Towards general operating support	Public Charity	\$7,500 00
Child Advocates, Inc. 2401 Portsmouth Street, Suite 210 Houston, TX 77098	None Towards support of the Court Services program.	Public Charity	\$5,000 00
Children's Museum, Inc 1500 Binz Houston, TX 77004-7112	None Towards support of the Family Adventures program.	Public Charity	\$5,000 00
Chinese Community Center, Inc 9800 Town Park Houston, TX 77036	None Towards assistance with the Citizenship and Integration program.	Public Charity	\$5,000 00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Chinese Professional Club Scholarship Fund, Inc 11302 Fallbrook Dr , Suite 304 Houston, TX 77065	None Towards support of the Scholarship Fund	Public Charity	\$2,500 00
Citizens for Animal Protection, Inc. 17555 Katy Freeway Houston, TX 77094	None Towards support of the Humane Education program	Public Charity	\$5,000 00
Classical Theatre Company Administrative Office P O Box 541324 Houston, TX 77254	None Towards support for the 2010-11 performance season.	Public Charity	\$5,000 00
Clayton Dabney Foundation for Kids with Cancer 12335 Kingside #347 Houston, TX 77024-4116	None Towards support of case requests for terminally ill children in Houston	Public Charity	\$5,000 00
Close Up Foundation 1330 Braddock Place Alexandria, VA 22314	None Towards support of Houston area students and teacher participation in the civic education program in Washington DC.	Public Charity	\$5,000 00
The College of Saint Thomas More 3020 Lubbock Avenue Fort Worth, TX 76109	None Towards support of the capital campaign and general operations.	Public Charity	\$5,000 00
Communities in Schools Houston, Inc 1235 North Loop West, Suite 300 Houston, TX 77008	None Towards support of dental and mental healthcare to underserved students and the Methodist nursing program for students	Public Charity	\$5,000 00
Communities in Schools of Bell-Coryell Counties, Inc 4520 E Central Texas Expressway Killeen, TX 76543	None Towards support of programs at Shoemaker High School for dependents of Ft Hood soldiers.	Public Charity	\$5,000 00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Community Foundation for the National Capital Region 1201 15th Street NW, Suite 420 Washington, DC 20005	None Towards support of the Celebration of Reading on April 28, 2011	Public Charity	\$20,000 00
Conference of Southwest Foundations, Inc 624 N Good Latimer Expressway Dallas, TX 75204	None Towards support of general operations	Public Charity	\$2,500 00
Covenant House Texas 1111 Lovett Boulevard Houston, TX 77006-3898	None Towards support of general operations	Public Charity	\$10,000 00
Crime Stoppers of Houston, Inc P O Box 541654 Houston, TX 77254-1654	None Towards support of the anonymous cash reward crime tip line and rewards program.	Public Charity	\$10,000 00
Cristo Rey Jesuit College Preparatory 6700 Mount Carmel Street Houston, TX 77087	None Towards support of the expansion of their population, increase in teaching staff and college counselors and expansion of extracurricular programs	Public Charity	\$100,000 00
Da Camera Society of Texas 1427 Branard Houston, TX 77006-4803	None Towards support of the Beyond the Concert Hall education and outreach programs	Public Charity	\$5,000 00
Depression & Bipolar Support Alliance DBSA Greater Houston 3800 Buffalo Speedway, Suite 350 Houston, TX 77098-3706	None Towards general operating support	Public Charity	\$5,000 00
Dolphin Scholarship Foundation 4966 Euclid Road, Suite 109 Virginia Beach, VA 23462	None Towards support of the Laura W Bush Scholarship for the USS Texas crew.	Public Charity	\$12,000 00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
East Ft Bend Human Needs Ministry, Inc P O Box 1611 Stafford, TX 77497-1611	None Towards support of the Financial Assistance program.	Public Charity	\$5,000 00
Easter Seals of Greater Houston, Inc 4500 Bissonnet, Suite 340 Bellaire, TX 77401-3006	None Towards support of the High School/ High Tech program.	Public Charity	\$5,000 00
Elves & More 2200 Louetta Road Spring, TX 77388	None Towards support of the purchase of 100 bicycles for at-risk children.	Public Charity	\$5,000 00
The Exchange Club of Quail Valley P O Box 1205 Missouri City, TX 77459	None Towards support of college scholarships to financially disadvantaged students from five area high schools	Public Charity	\$5,000 00
Executive Service Corps of Houston 2630 Fountainview, Suite 428 Houston, TX 77057	None Towards support for general operations to promote best management practices within the nonprofit sector	Public Charity	\$5,000 00
Express Theatre 446 Northwest Mall Houston, TX 77092	None Towards general operating support for the 2010-11 performance season.	Public Charity	\$2,500 00
Eye Care for Kids Foundation 9660 Hillcroft, Suite 325 Houston, TX 77096	None Towards the support of free eye care to underserved children in the Houston area	Public Charity	\$20,000 00
Family Promise of Montgomery County, Inc P O Box 692 Conroe, TX 77305-0692	None Towards support of the homeless services for families	Public Charity	\$2,500 00

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Fisher House Foundation, Inc Michael E DeBakey VA Medical Ctr. 2002 Holcombe Blvd Houston, TX 77030	None Towards support of general operations of the Houston facility	Public Charity	\$5,000 00
Ft Hood Area Habitat for Humanity International, Inc 2601 Atkinson Avenue Killeen, TX 76543	None Towards support to help defray the cost of one new home	Public Charity	\$5,000 00
Free Enterprise Institute 9525 Katy Freeway, Suite 303 Houston, TX 77024-1415	None Towards support of the 2011 Annual Freedom Fund	Public Charity	\$25,000 00
Friends of the Jewish Chapel 326 First Street, Suite 22 Annapolis, MD 21403	None Towards general operating support.	Public Charity	\$1,000 00
Genesys Works 601 Jefferson Avenue, Suite 3950 Houston, TX 77002	None Towards support of the infrastructure expansion, including additional training classrooms and added personnel	Public Charity	\$15,000 00
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098-4508	None Towards support of the Girl Scouting in the School Day program	Public Charity	\$5,000 00
Goodwill Industries of Houston 10795 Hammerly Blvd Houston, Texas 77043	None Towards support of the Power of Work Campaign	Public Charity	\$5,000 00
Grand 1894 Opera House 2020 Postoffice Street Galveston, TX 77550	None Towards funds to underwrite programming for 2010-11 performance arts season.	Public Charity	\$10,000 00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002-4999	None Towards support of the Red Tape Rising Project	Public Charity	\$15,000 00
Heroes for Children 9039 Katy Freeway, Suite 212 Houston, TX 77024	None Towards support of the financial and social assistance program	Public Charity	\$2,500 00
Hillel The Foundation For Jewish Campus Life 2105 San Antonio Street Austin, TX 78705-5521	None Towards general operating support.	Public Charity	\$10,000 00
HITS Theatre 311 West 18th Street Houston, TX 77008-3903	None Towards support of the 2010-11 performance season	Public Charity	\$5,000 00
Holocaust Museum Houston Morgan Family Center 5401 Caroline Street Houston, TX 77004-6804	None Towards support for the trunk program	Public Charity	\$35,000 00
Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, TX 77024-6399	None Towards support of the refurbishment of the retreat center conference room that is used for 12 step meetings.	Public Charity	\$2,500 00
Hood College of Fredrick MD 401 Rosemont Avenue Fredrick, MD 21701	None Towards support of the Herzstein endowed scholarship.	Public Charity	\$5,000 00
Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024-7708	None Towards funds to underwrite the field trip experience for a school.	Public Charity	\$10,000 00
Houston Area Parkinson Society 2700 SW Fwy Ste 296 Houston, TX 77098	None Towards support of general operating	Public Charity	\$15,000 00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Houston Ballet Foundation P O Box 3645 Houston, TX 77253-3645	None Towards support of the education and community outreach programs for 2011-12 performance season	Public Charity	\$7,500 00
Houston Community Health Centers 402 Hahlo Street Houston, TX 77020	None Towards support of general operating costs of the Denver Harbor clinic	Public Charity	\$10,000 00
Houston Friends of Chamber Music, Inc Rice University MS 532 P O Box 1892 Houston, TX 77251-1892	None Towards support of the artists fees for the Jerusalem String Quartet which will perform October 11, 2011	Public Charity	\$5,000 00
Houston Grand Opera Association, Inc 510 Preston Street Houston, TX 77002-1504	None Towards support of the 2013-14 season of the North American premiere of The Passenger.	Public Charity	\$25,000 00
Houston Grand Opera Association, Inc 510 Preston Street Houston, TX 77002-1504	None Towards support for the 2011-12 performance season	Public Charity	\$5,000 00
Houston Greeters, Inc 901 Bagby Street, Suite 100 Houston, TX 77002	None Towards the support of the business development efforts	Public Charity	\$2,000 00
Houston Ground Angels 1306 Briar Bayou Drive Houston, TX 77077	None Towards support of general operating	Public Charity	\$5,000 00
Houston Hillel, Inc Ida & William Zinn Building 1700 Bissonnet Houston, TX 77005	None Towards general operating support.	Public Charity	\$19,000 00

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Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030-4123	None Towards support of general operating	Public Charity	\$10,000 00
Houston Junior Woman's Club Charitable Fund P O Box 19684 Houston, TX 77224-9684	None Towards support of the 28th Annual Holiday Happening	Public Charity	\$3,000 00
Houston Museum of Natural Science One Hermann Circle Drive Houston, TX 77030-1799	None Towards support of the capital campaign	Public Charity	\$400,000 00
Houston Public Library Foundation 500 McKinney Avenue Houston, TX 77002-2534	None Towards support of the literacy programs	Public Charity	\$15,000 00
Houston Read Commission PO Box 2049 Houston, TX 77252-2049	None Towards support of the Literacy Literacy Resource Center	Public Charity	\$7,500 00
The Houston TSCPA Foundation 777 Post Oak Blvd Ste 500 Houston, TX 77056-3212	None Towards support of a scholarship for students from Houston area universities	Public Charity	\$5,000 00
Houston Wilderness, Inc PO Box 66413 Houston, TX 77266-6413	None Towards support for general operating	Public Charity	\$5,000 00
Houston Young Artists Concert 14119 Heatherfield Houston, TX 77079	None Towards support for the 2010-11 concert season	Public Charity	\$1,000 00
Houston Youth Symphony 2400 Augusta, Suite 235 Houston, TX 77057	None Towards support of the 2011-12 performance season	Public Charity	\$1,500 00

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Houston Zoo, Inc 1513 North MacGregor Dr Houston, TX 77030-1603	None Towards support of the capital campaign, specifically the African Forest Master Plan	Public Charity	\$100,000 00
Houston's Amazing Place Inc 3735 Drexel Houston, TX 77027	None Towards general operating support	Public Charity	\$10,000 00
Incarnate Word Academy 609 Crawford Street Houston, TX 77002-3668	None Towards support of the annual fund to support general operations	Public Charity	\$3,000 00
Intercollegiate Studies Institute, Inc 3901 Centerville Road Wilmington, DE 19807-1938	None Towards support of an educational initiative to further the principles of freedom and free enterprise.	Public Charity	\$5,000 00
Interfaith CarePartners, Inc 701 N Post Oak Road, Suite 330 Houston, TX 77024	None Towards general operating support	Public Charity	\$10,000 00
The International Festival Institute at Round Top Drawer 89 Round Top, TX 78954	None Towards support to complete the funding of the Artists Residence III.	Public Charity	\$100,000 00
Interfaith Ministries for Greater Houston 3217 Montrose Boulevard Houston, TX 77006-3980	None Towards support of the Meals on Wheels program	Public Charity	\$15,000 00
Jazz Education, Inc. P O Box 8031 Houston, TX 77288	None Towards support for the Summer Program and the 40th Anniversary Historical Exhibit	Public Charity	\$8,000 00
Jewish Children's Regional Service P O Box 7368 Metairie, LA 70010-7368	None Towards assistance for low-income dependent and handicapped Jewish youth.	Public Charity	\$10,000 00

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John Paul II Catholic School 1400 Parkway Plaza Drive Houston, TX 77077	None Towards support of the capital campaign to expand the facilities	Public Charity	\$5,000 00
Julia C Hester House, Inc 2020 Solo Street Houston, TX 77020	None Towards support for general operations due to an increase in expenses from the recent expansion.	Public Charity	\$5,000 00
C G. Jung Educational Center of Houston Texas 5200 Montrose Boulevard Houston, TX 77006-6597	None Towards support of the expressive arts programs for youth and a movement program for patients at M D Anderson	Public Charity	\$3,500 00
JA Worldwide 2115 East Governors Circle Houston, TX 77092	None Towards support of the JA Mobile Finance Park program.	Public Charity	\$20,000 00
Justice for Children 2600 Southwest Freeway, Suite 806 Houston, TX 77098	None Towards support of general operations	Public Charity	\$5,000 00
Juvenile Diabetes Research Foundation International 2425 Fountainview, Suite 280 Houston, TX 77057	None Towards support of general operations.	Public Charity	\$5,000 00
KIPP, Inc 10711 Kipp Way Houston, TX 77099	None Towards funds to support the Teacher Recruitment Fund	Public Charity	\$10,000 00
The Learning Planet, Inc 7807 Prestwood Drive Houston, TX 77036	None Towards support of "Rima, Fuego and the Children" which airs on PBS.	Public Charity	\$5,000 00

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Local Infant Formula for Emergencies 2002 S Wayside, Ste 113 Houston, TX 77023	None Towards the purchase of formula for the Food for Hungry Babies Program.	Public Charity	\$2,500 00
Literacy Advance of Houston, Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	None Towards support of general operations	Public Charity	\$10,000 00
Literacy Volunteers of Fort Bend County, Inc 12530 Emly Court Sugar Land, TX 77478	None Towards support of general operations	Public Charity	\$5,000 00
Manned Space Flight Education Foundation, Inc 1601 NASA Road 1 Houston, TX 77058	None Towards support of the Space Exploration Educators Conference.	Public Charity	\$12,500 00
Magnificat House P O Box 25415 Houston, TX 77265	None Towards support for the Art Gallery to purchase pottery wheels, kilns, easels, tools, art tables and brushes	Public Charity	\$50,000 00
Main Street Theater at Autry House 2540 Times Boulevard Houston, TX 77005-3225	None Towards support of the production of the Coast of Utopia.	Public Charity	\$10,000 00
Making It Better 2055 S Gessner, Suite 280 Houston, TX 77063	None Towards support of the Steps 2 Success after school program	Public Charity	\$5,000 00
Masquerade Theatre 3558 East T. C Jester Blvd. Houston, TX 77018	None Towards support of the Tribble School of professional music classes and spring production	Public Charity	\$3,000 00

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Mental Health America of Greater Houston, Inc 2211 Norfolk, Suite 810 Houston, TX 77098	None Towards support of mental health education, outreach and advocacy programs	Public Charity	\$2,500 00
The Mercury Baroque Ensemble 3601 South Sandman, Suite 220 Houston, TX 77098	None Towards support of its presentation of Mozart's Requiem on May 14, 2011	Public Charity	\$5,000 00
Miller Theatre Advisory Board, Inc 6000 Hermann Park Drive Houston, TX 77030-1702	None Towards support of the 2011 capital improvements	Public Charity	\$15,000 00
Mission of Yahweh, Inc 10247 Algiers Houston, TX 77041	None Towards support of the renovations to Sister Gay Children's home	Public Charity	\$2,500 00
The Monarch School, Inc 2815 Rosefield Dr Houston, TX 77080	None Towards support of the scholarship fund	Public Charity	\$5,000 00
Museum of New Mexico Foundation P O Box 2065 Santa Fe, NM 87504	None Towards the purchase of the Karl May works and exhibition	Public Charity	\$10,000 00
Musiq 1119 Waugh Dr Apt 1 Houston, TX 77019-3915	None Towards support of general operations.	Public Charity	\$2,500 00
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	None Towards support of general operations.	Public Charity	\$5,000 00
National Jewish Health 1400 Jackson Street Denver, CO 80206	None Towards support of the new Lung Cancer Center and upgrades to the Pharmacy	Public Charity	\$250,000 00

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Nature Conservancy Inc 1800 Augusta Ste 240 Houston, TX 77057-3131	None Towards support of the Nash Prairie Preserve.	Public Charity	\$7,500 00
The Nature Discovery Center, Inc 7112 Newcastle Bellaire, TX 77401-5225	None Towards support of the "Science on the Go" program.	Public Charity	\$12,000 00
Naval Order of the United States 5583 Beverly Hill Street Houston, TX 77056-6801	None Towards support for general operations	Government Entity	\$1,000 00
The Navigators P O Box 6819 Colorado Springs, CO 80934	None Towards support of the "Caring for the Caregiver" scholarship fund for local military chaplains.	Public Charity	\$15,000 00
Nehemiah Center Inc 5015 Fannin Street Houston, TX 77004	None Towards support of the Pre- Kindergarten program.	Public Charity	\$7,500 00
Neighborhood Centers Inc 4500 Bissonnet, Suite 200 Bellaire, TX 77401	None Towards support of improving opportunities and resources for communities	Public Charity	\$25,000 00
W Oscar Neuhaus Memorial Foundation dba Neuhaus Education Center 4433 Bissonnet Bellaire, TX 77401-3233	None Towards support for scholarships for professional development for teachers in public schools in the Greater Houston area	Public Charity	\$5,000 00
Opera in the Heights Lambert Hall 1703 Heights Boulevard Houston, TX 77008	None Towards support the Director of Artistic Administration	Public Charity	\$10,000 00

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Opera Vista 3262 Westheimer #329 Houston, TX 77098	None Towards support of general operations	Public Charity	\$1,500 00
Project ORBIS International, Inc 520 Eighth Avenue, 11th Floor New York, NY 10018-6507	None Towards support of the sight saving programs	Public Charity	\$7,500 00
Palmer Drug Abuse Program-Houston, Inc Three Memorial City Plaza 840 Gessner, Suite 1300 Houston, TX 77024	None Towards support of general operations.	Public Charity	\$5,000 00
Partnership for the Advancement and Immersion of Refugees 6440 Hillcroft, Suite 302 Houston, TX 77081	None Towards support of the Mentoring & Tutoring Expansion project	Public Charity	\$2,500 00
Pathways for Little Feet 8 Greenway Plaza, Suite 1000 Houston, TX 77046	None Towards support of financial assistance to families completing their adoption process.	Public Charity	\$2,500 00
The Periwinkle Foundation 3000 Richmond Avenue, Suite 340 Houston, TX 77098	None Towards support of the Arts and Creative Writing Program	Public Charity	\$5,000 00
Philanthropy Roundtable 1730 M St NW, Suite 601 Washington, DC 20036	None Towards support of general operations	Public Charity	\$5,000 00
Pope John XXIII High School 1800 West Grand Parkway Katy, TX 77449	None Towards support of the development effort to expand their campus	Public Charity	\$5,000 00

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Reach Unlimited Inc 12777 Jones Road, Suite 103 Houston, TX 77070	None Towards support of the Reach Learning Activity Center	Public Charity	\$5,000 00
William Marsh Rice University 6100 Main Street Houston, TX 77005-1892	None Towards support of the Bonniuk Center programs	Public Charity	\$10,000 00
William Marsh Rice University 6100 Main Street Houston, TX 77005-1892	None Towards support of a bronze statue of Edgar Odell Lovett	Public Charity	\$5,000 00
William Marsh Rice University 6100 Main Street Houston, TX 77005-1892	None Towards scholarship support for the Shepherd School of Music.	Public Charity	\$10,000 00
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	None Towards support of the Paul English Performance in February 2012	Public Charity	\$5,000 00
The Rose 12700 N Featherwood, Suite 260 Houston, TX 77034	None Towards support of Empower Her Sponsorship program.	Public Charity	\$7,500 00
St Agnes Academy 9000 Bellaire Boulevard Houston, TX 77036	None Towards support of an academic scholarship for the 2011-12 school year	Public Charity	\$13,650 00
St Johns School 2401 Claremont Lane Houston, TX 77019	None Towards support of Breakthrough Houston Summer College Preparatory Program.	Public Charity	\$10,000 00
San Jacinto Museum of History Association One Monument Circle La Porte, TX 77571-9585	None Towards support of technology upgrades.	Public Charity	\$32,465 00

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San Jose Clinic 2615 Fannin Street Houston, TX 77002-9224	None Towards support of general operations.	Public Charity	\$5,000 00
Santa Maria Hostel, Inc 2605 Parker Road Houston, TX 77093	None Towards support of the Women with Children Childcare Services program.	Public Charity	\$5,000 00
Service of the Emergency Aid Resource Center for the Homeless 2505 Fannin Houston, TX 77002	None Towards general operating support.	Public Charity	\$15,000 00
Second Mile Mission Center 504 FM 1092, Suite 1 Stafford, TX 77477	None Towards support of the replacement of failing air conditioning units	Public Charity	\$5,000 00
Sheltering Arms 3838 Aberdeen Way Houston, TX 77025	None Towards support of the Adult Day Center that assists those with Alzheimer's and other forms of dementia	Public Charity	\$5,000 00
The Shumla School, Inc P O Box 627 Comstock, TX 78837	None Towards support of the Pecos River Kid's program.	Public Charity	\$5,000 00
Sight Into Sound 3935 Essex Lane Houston, TX 77027	None Towards general operating support	Public Charity	\$5,000 00
Sire Inc 24161 Spring Drive Hockley, TX 77447	None Towards support of general operations	Public Charity	\$10,000 00
Southwestern Diabetic Foundation, Inc P O Box 918 Gainsville, TX 76241	None Towards support of the Campership program.	Public Charity	\$2,000 00

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Spark P O Box 1562 Houston, TX 77251	None Towards support general operations and the Wilson Wonderground project	Public Charity	\$10,000 00
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	None Towards support of the post adoption services	Public Charity	\$3,000 00
Spay-Neuter Assistance Program, Inc P O Box 70286 Houston, TX 77270	None Towards support of the Houston Mobile Clinic	Public Charity	\$3,000 00
Special Olympics Texas Inc 7715 Chevy Chase Drive Ste 120 Austin, TX 78752	None Towards support for programs in the Houston area.	Public Charity	\$10,000 00
Special Pals Incorporated 3830 Greenhouse Road Houston, TX 77084	None Towards support of general operations	Public Charity	\$5,000 00
SpiritHorse Therapeutic Riding Center 50 PR 138 Liberty, TX 77575	None Towards support of general operations	Public Charity	\$5,000 00
Spring Branch Baseball Program, Inc 5120 Woodway, Suite 6002 Houston, TX 77056	None Towards support of the construction of a youth sports and education facility.	Public Charity	\$10,000 00
Stanford University Board of Trustees of the Leland Stanford Junior University Stanford University Stanford, CA 94305-6010	None Towards support of general operating.	Public Charity	\$12,000 00
Starlight Children's Foundation 4848 Lemmon Avenue 100-426 Dallas, TX 75219	None Towards support to purchase mobile entertainment units to serve patients at UTMB in Galveston	Public Charity	\$2,000 00

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Target Hunger 2814 Quitman Houston, TX 77026	None Towards support of general operations of the Food Service Program.	Public Charity	\$10,000 00
Teach for America Inc 4669 Southwest Fwy, Suite 600 Houston, TX 77027	None Towards support of the Houston corps members.	Public Charity	\$50,000 00
Texas Foundation for the Arts P O Box 667183 Houston, TX 77266-7183	None Towards support of the documentary on the 1910 Harris County courthouse	Public Charity	\$10,000 00
Texas Medical Center Orchestra Veterans Affairs Medical Center 2002 Holcombe Blvd Houston, TX 77030	None Towards support of the 2011-12 performance season	Public Charity	\$7,500 00
Texas Public Policy Foundation 900 Congress Ave , Ste. 400 Austin, TX 78701	None Towards support of the Capital Freedom Fund, which will support the purchase and renovation of 916 Congress Avenue	Public Charity	\$200,000 00
Texas Repertory Theatre Company Inc 14243 Stuebner Airline Houston, TX 77069	None Towards the purchase of an electric LED sign that will increase visibility of the theatre and pending shows.	Public Charity	\$1,500 00
Texas State History Museum Foundation PO Box 12456 Austin, TX 78711	None Towards support for the travel and presentation of the Forgotten Gateway Coming to America through Galveston Island	Public Charity	\$25,000 00
Theatre Under the Stars, Inc 800 Bagby, Suite 200 Houston, TX 77002	None Towards support for the Musicals for Young Audiences series	Public Charity	\$5,000 00

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Therapy Pet Pals of Texas, Inc. 3930 Bee Cave Road, Suite C Austin, TX 78746	None Towards support of the Pet Visitation Program	Public Charity	\$5,000 00
Trees for Houston PO Box 270477 Houston, TX 77277	None Towards support of the 2010-11 planting season	Public Charity	\$7,500 00
Union County Historical Society P O Box 75 Clayton, NM 88415	None Towards support of the Executive Director's salary.	Public Charity	\$30,000 00
United Negro College Fund, Inc 723 Main Street Ste 1010 Houston, TX 77002	None Towards support of the Campaign For Emergency Student Aid Student Aid	Public Charity	\$7,500 00
University of Houston One Main Street, Suite 990-S Houston, TX 77002-1001	None Towards support of Transfer Scholarships.	Government Entity	\$25,000 00
University of Texas at Austin P O Drawer 7219 Austin, TX 78713-7219	None Towards support of the Thomas F Staley Endowment for Excellence in the Humanities	Government Entity	\$25,000 00
University of Texas at Austin P O Drawer 7219 Austin, TX 78713-7219	None Towards support of the acquisition and cataloging of the Commentary Magazine archive	Government Entity	\$37,432 00
Urban Harvest, Inc 2311 Canal St Suite 122 Houston, TX 77003	None Towards support for general operations.	Public Charity	\$7,000 00
VH1 Save The Music Foundation 1515 Broadway, 20th Floor New York, NY 10036	None Towards support of restoration of an Instrumental music program in HISD.	Public Charity	\$30,000 00

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Virtuosi of Houston 2121 Kirby Drive #117 Houston, TX 77019-6035	None Towards support of the 2011-12 performance season	Public Charity	\$12,500 00
Volunteer Houston 1300-A Bay Area Blvd , Suite 220 Houston, TX 77058	None Towards support of "A Visit a From Saint Nicholas"	Public Charity	\$2,000 00
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd. Bellaire, TX 77401	None Towards support of the expansion of services	Public Charity	\$5,000 00
Waller Assistance & Restoration Ministries Inc P O Box 1774 Waller, TX 77484	None Towards support of the Capital campaign to build a new facility	Public Charity	\$5,000 00
Wellsprings Village, Inc Post Office Box 311017 Houston, TX 77231	None Towards support of case management services	Public Charity	\$5,000 00
The Women's Home 607 Westheimer Houston, TX 77006-3915	None Towards support of the Whole Life Program.	Public Charity	\$5,000 00
Women's Resource of Greater Houston 730 N Post Oak Rd , Ste 204 Houston, TX 77024	None Towards support of the free financial education class	Public Charity	\$5,000 00
The Woods Project 6 Sleepy Oaks Houston, TX 77024	None Towards support of the continued growth of the youth development program.	Public Charity	\$15,000 00

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World Affairs Council of Houston Post Office Box 920905 Houston, TX 77292-0905	None Towards support for educational outreach.	Public Charity	\$15,000 00
Wreaths Across America 4582 Kingwood Drive #247 Kingwood, TX 77345	None Towards support wreaths for fallen soldiers through Boy Scout Troop 993.	Public Charity	\$2,500 00
Writers in the Schools 1523 West Main Houston, TX 77006-4709	None Towards support of the in-school creative writing workshops	Public Charity	\$5,000 00
Young Audiences Inc of Houston 4550 Post Oak Place, Suite 230 Houston, TX 77027	None Towards support of the 2010-11 season	Public Charity	\$5,000 00
Zina Garrison All Court Tennis Academy 12335 Kingsride 106 Houston, TX 77024-4116	None Towards programs that combine tennis, fitness, nutrition and academics to produce well rounded individuals	Public Charity	\$1,000 00
Grand Total			<u>\$3,010,047 00</u>

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