Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: Phillips Family Foundation

A Employer identification number: 75-0590214

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 17149 | Room/suite:

B Telephone number (see the instructions): (713) 784-3204

City or town: Sugar Land | State: TX | ZIP code: 77496-7149

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ►$ 6,156,598.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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).)*

	Line		(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 (att sch)	2,019,640.			
	2	Ck ► ☐ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	19,929.	19,929.	19,929.	
	4	Dividends and interest from securities	93,699.	93,699.	93,699.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	746,645.			
	b	Gross sales price for all assets on line 6a 4,395,327.				
	7	Capital gain net income (from Part IV, line 2)		746,645.		
	8	Net short-term capital gain			3,476.	
	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 Line 11 Stmt	-3,404.	50.	0.	
	12	**Total.** Add lines 1 through 11	2,876,509.	860,323.	117,104.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) L-16c Stmt	33,828.	33,828.		
	17	Interest	4.			
	18	Taxes (attach schedule)(see instrs) Federal Excise Ta	6,513.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	2,390.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,735.	33,828.		
	25	Contributions, gifts, grants paid	1,210,233.			1,210,233.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,252,968.	33,828.		1,210,233.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	1,623,541.			
	b	**Net investment income** (if negative, enter -0-)		826,495.		
	c	**Adjusted net income** (if negative, enter -0-)			117,104.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	4,026,799.	1,509,994.	1,509,994.
	2 Savings and temporary cash investments			
	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)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	1,263,281.	4,598,177.	4,644,254.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	0.	2,350.	2,350.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	5,290,080.	6,110,521.	6,156,598.
LIABILITIES	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 ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	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	5,290,080.	6,110,521.	
	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)	5,290,080.	6,110,521.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,290,080.	6,110,521.	

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	5,290,080.
2	Enter amount from Part I, line 27a	2	1,623,541.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	6,913,621.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	803,100.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,110,521.

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 Attached		Various	Various
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	4,395,327.		3,648,682.	746,645.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	0.	0.	0.	746,645.
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	746,645.
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	3,476.

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	1,328,350.	4,096,844.	0.324237
2009	1,056,350.	2,325,269.	0.454292
2008	1,325,150.	2,129,732.	0.622214
2007	1,834,454.	1,385,744.	1.323804
2006	727,100.	1,081,457.	0.672334

2	**Total** of line 1, column (d)	2	3.396881
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	0.679376
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,145,008.
5	Multiply line 4 by line 3	5	3,495,395.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,265.
7	Add lines 5 and 6	7	3,503,660.
8	Enter qualifying distributions from Part XII, line 4	8	1,210,233.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary – see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	16,530.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	16,530.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	16,530.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	4,500.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	8,500.
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	8,030.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	0.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►		0. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ► N/A

14 The books are in care of ► Jay F. Rea Telephone no ► (281) 565-9200

Located at ► P.O. Box 17149 Sugar Land TX ZIP + 4 ► 77496-7149

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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?		4b		X

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**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b** No: X

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
D, Martin Phillips 1100 Louisiana, Houston, TX 77002	Trustee 1.00	0.	0.	0.
Liane M. Phillips 1100 Louisiana, Houston, TX 77002	Trustee 1.00	0.	0.	0.
Gary R. Petersen 1100 Louisiana, Houston, TX 77002	Trustee 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				
0				
0				
0				
0				
Total number of other employees paid over $50,000 ►				None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services	►	None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
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	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	

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	3,276,347.
b	Average of monthly cash balances	1b	1,947,011.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	5,223,358.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,223,358.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	78,350.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,145,008.
6	**Minimum investment return.** Enter 5% of line 5	6	257,250.

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	257,250.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	16,530.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,530.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	240,720.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	240,720.
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	240,720.

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	1,210,233.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,210,233.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,210,233.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				240,720.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 — 674,050.				
b From 2007 — 1,775,059.				
c From 2008 — 1,221,341.				
d From 2009 — 940,217.				
e From 2010 — 1,127,967.				
f **Total** of lines 3a through e	5,738,634.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 1,210,233.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				240,720.
e Remaining amount distributed out of corpus	969,513.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,708,147.			
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	674,050.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	6,034,097.			
10 Analysis of line 9:				
a Excess from 2007 — 1,775,059.				
b Excess from 2008 — 1,221,341.				
c Excess from 2009 — 940,217.				
d Excess from 2010 — 1,127,967.				
e Excess from 2011 — 969,513.				

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

1 a 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)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

D. Martin and Liane M. Phillips

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 ► [X] 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

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

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 Statement Attached				1,210,233.
Total			► 3a	1,210,233.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	19,929.	
4 Dividends and interest from securities			14	93,699.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	746,695.	
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)				860,323.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 860,323.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 8-7-2012 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
Jay F. Rea	[signature]	8/1/12	☒	P00751116

Firm's name ► Jay F. Rea, CPA Firm's EIN ► 76-0262208

Firm's address ► One Sugar Creek Center Boulevard, Suite 970 Sugar Land TX 77478 Phone no (281) 565-9200

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization	Employer identification number
Phillips Family Foundation	75-0590214

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(_____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: Phillips Family Foundation

Employer identification number: 75-0590214

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	D. Martin and Liane Phillips 1100 Louisiana, Suite 4900 Houston TX 77002	$ 2,019,640.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Phillips Family Foundation	75-0590214

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4013 sh Longleaf Partners Fund	$ 123,480.	05/25/11
1	8164 sh Longleaf Small Cap Fund	$ 244,430.	05/25/11
1	8572 sh Royce Total Return Fund	$ 117,779.	05/25/11
1	766 sh Columbia Value and Restructuring Fund	$ 39,671.	05/25/11
1	23189 sh Third Avenue Value Fund	$ 957,956.	11/18/11
1	2033 sh Third Avenue Value Fund	$ 83,974.	11/18/11

Name of organization
Phillips Family Foundation

Employer identification number
75-0590214

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	35590 sh Royce Total Return Fund	$ 452,349.	12/01/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Mutual Fund Capital Gain Dist	50.	50.	0.
Partnership Other Income	-3,454.	0.	0.
Total	-3,404.	50.	0.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Fee	64.			
Other	8.			
Partnerhsip investment expenses	2,318.			
Total	2,390.			

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

Unrealized Gain on Contributed Equity Fund	761,393.
Bond Premium Amortization	38,540.
Unrealized Gain/Loss	3,167.
Total	803,100.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Charles Schwab	Investment Fees	1,232.	1,232.		
Merrill Lynch	Investment Fees	32,596.	32,596.		
Total		33,828.	33,828.		

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
See Statement Attached	4,598,177.	4,644,254.
Total	4,598,177.	4,644,254.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Grant to be reimbursed	0.	2,350.	2,350.
Total	0.	2,350.	2,350.

Phillips Family Foundation 75-0590214
2011 Form 990-PF

Form 990-PF, Page 2, Part II, Line 13

	Beginning of Year Book Value	End of year Book Value	End of year Fair Market Value
13,991 5780 AQR Diversified	152,317 14		
15,021.8780 PIMCO Asset All Authority	159,749 55		
35,492.1290 PIMCO Fundamental Advantage Tot	164,147 24		
13,646.5290 PIMCO Real Return Fund	152,387 90		
21,681 8910 PIMCO Total Return Fund	243,694 55		
17,457 4450 Templeton Global Bond	233,563 38		
14,666.0140 Vanguard Short Term Fund	157,421 07		
100,000 0000 Colorado St Gen Fd Rev		100,887 81	100,899 00
50,000 0000 Texas St Tax & Rev Antic		50,735 97	50,770 50
50,000 0000 Durham Cnty NC		54,371 57	54,877 00
53,216 1400 NY St Dorm At St Pers		53,216 14	55,037 50
100,000 0000 North Carolina St		111,045 67	114,631 00
100,000 0000 Puerto Rico Cmwlth		115,923.78	121,042 00
50,000 0000 Washington St 5		42,994 89	45,985 50
50,000 0000 New York St Lcl Govt		56,428 45	58,634 50
100,000 0000 Phoenix AZ Civic Impt		115,492 74	120,088 00
50,000 0000 Jacksonville Fla Spl Rev		56,806 67	59,609 50
50,000 0000 King Cnty Wash Swr Rev		56,064 63	60,746 50
50,000.0000 Massachusetts St Wtr Res		59,543 41	62,832 50
25,000 0000 Minnesota St St Trunk		30,328 37	31,153 25
50,000 0000 University Tex Perm Univ		59,097.65	63,237 50
50,000 0000 Massachusetts St Wtr		57,509 43	64,849 00
81,528.0000 ML Systematic Momentum		93,369 72	93,414 78
6,671 0000 The Endowment Fund		399,919 00	372,158 26
50,000.0000 Dell Inc		50,168 35	51,088 00
75,000.0000 Coca-Cola HBC Finance BV		82,287 04	82,383 00
75,000 0000 Pepsico Inc		75,596 59	78,024 00
75,000.0000 General Elec Cap Corp		82,497 39	83,825 25
75,000 0000 Wal-Mart Stores Inc		84,796 66	88,511 25
50,000 0000 Goldman Sachs Group Inc		54,886 60	52,272 00
75,000 0000 Glaxosmithkline Capital		84,903 75	90,270 75
75,000.0000 Oracle Corp		82,001 77	88,425 00
50,000.0000 Philip Morris Intl Inc		52,296 93	56,824 00
50,000 0000 JPMorgan Chase & Co		49,656 00	51,061 00
895 4364 Abbott Labs		45,861 79	50,350 39
607 2949 Air Products&Chem		51,006 94	51,735 45
977 0000 Baxter Interntl Inc		53,412 73	48,341 96
498 7612 Chevron Corp		49,190 06	53,068 19
5.7391 Coca Cola Com		393 37	401 56
2,163.0000 CSX Corp		47,306 76	45,552 78
931 0000 Dover Corp		50,705 08	54,044 55
1,147.0000 Eaton Corp		50,897 09	49,928 91
1,002 0191 Emerson Elec Co		48,114 07	46,684 07
630.1423 Exxon Mobil Corp Com		48,052 96	53,410 86
2,925.2460 GAP Inc Delaware		48,140 23	48,698 31
771.0220 Genl Dynamics Corp Com		49,914 08	51,203 57
958.9393 Honeywell Intl Inc Del		48,624 56	52,118 35
761.7630 Johnson & Johnson Com		48,784 06	49,956 42
686 1217 Kimberly Clark		45,931 85	50,471 11
513 5737 McDonalds Corp Com		43,797 73	51,526 85
1,380 9271 Medtronic Inc Com		48,964 33	52,820 46
1,913 0000 Microsoft Corp		50,134 13	49,661 48
668.0000 Norfolk Southern Corp		48,589 68	48,670 48
753 0000 Pepsico Inc		48,680 51	49,961 55
765.9515 Proctor & Gamble Co		48,366 85	51,096 62
4 9422 Target Corp Com		263 37	253 14
467 0000 Union Pacific Corp		48,249 27	49,473 98
663 3513 Union Techs Corp Com		50,993 08	48,484 35
825 9958 Wal-Mart Stores Inc.		44,116 30	49,361 51
1,460 0000 Walgreen Co		48,486 63	48,267 60
59,421.8260 Columbia Strategic		360,760 28	354,154 08
1,209.0791 IShares S&P SmallCap 600		80,538 91	82,580 10
1,443.6489 Ishares Russell Midcap		81,111 95	79,472 87
23,531 0120 Loomis Sayles Strategic		362,301 97	337,670 02
6,361 3490 MFS International Divers		83,348 48	77,735 68
16,424 4330 MFS Limited Maturity Fd		100,676 46	99,532 06
1,690 0000 SPDR S&P Emerging Mrkts		75,661 72	79,345 50
8,880 0000 Elements-Rogers TR		73,972 99	75,568 80
Total	**1,263,280.83**	**4,598,177.25**	**4,644,254.15**

Phillips Family Foundation 75-0590214

2011 Form 990-PF

Page 3, Part IV, Line 1a

Quantity	Description	How Purchased P-Purchased D-Donated	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
Short-Term Capital Gains and Losses							
75,000	ARKANSAS ST FED HWY	P	1/7/2011	10/7/2011	82,827 00	82,198 04	628 96
75,000	GEORGIA ST RD & TWY AUTH	P	12/6/2011	12/16/2011	94,377 75	92,627 42	1,750 33
100,000	LIBERTY HILL TEX INDPT	P	1/20/2011	11/30/2011	89,541 00	84,012 16	5,528 84
100,000	NEW JERSEY ST TRANSN TR	P	6/15/2011	9/27/2011	116,191 00	114,485 33	1,705 67
100,000	NEW YORK ST	P	1/6/2011	5/18/2011	114,272 00	111,180 39	3,091 61
50,000	NY ST DORM AT ST PERS	P	1/6/2011	11/30/2011	54,240 00	53,294 46	945 54
151	AUTOMATIC DATA PROC	P	5/17/11	11/2/11	7,675 28	8,080 96	(405 68)
124	AUTOMATIC DATA PROC	P	9/14/11	11/2/11	6,302 89	6,181 77	121 12
139	AUTOMATIC DATA PROC	P	8/2/11	11/2/11	7,065 33	6,985 61	79 72
154	AUTOMATIC DATA PROC	P	8/11/11	11/2/11	7,827 78	6,969 12	858 66
1	AUTOMATIC DATA PROC	P	7/5/11	11/2/11	50 82	54 01	(3 19)
40	AUTOMATIC DATA PROC	P	10/7/11	11/2/11	2,033 19	1,956 00	77 19
77	AUTOMATIC DATA PROC	P	6/10/11	11/2/11	3,913 89	4,008 62	(94 73)
4	AUTOMATIC DATA PROC	P	10/4/11	11/2/11	203 31	184 00	19 31
73	AUTOMATIC DATA PROC	P	6/1/11	11/2/11	3,710 57	3,986 53	(275 96)
81	AUTOMATIC DATA PROC	P	11/1/11	11/2/11	4,117 24	4,148 01	(30 77)
1	AUTOMATIC DATA PROC	P	10/4/11	11/2/11	50 82	49 95	0 87
0 1532	AUTOMATIC DATA PROC	P	10/4/11	11/21/11	7 58	7 05	0 53
71	BAXTER INTERNTL INC	P	6/1/11	10/7/11	3,943 23	3,943 23	0 00
3	BAXTER INTERNTL INC	P	10/4/11	10/7/11	166 62	158 06	8 56
1	BAXTER INTERNTL INC	P	7/5/11	10/7/11	55 53	55 53	0 00
117	BAXTER INTERNTL INC	P	9/14/11	10/7/11	6,498 01	6,491 16	6 85
137	BAXTER INTERNTL INC	P	8/11/11	10/7/11	7,608 77	6,967 56	641 21
69	BAXTER INTERNTL INC	P	6/10/11	10/7/11	3,832 15	3,832.15	0 00
136	BAXTER INTERNTL INC	P	5/17/11	10/7/11	7,553 22	7,553 22	0 00
115	BAXTER INTERNTL INC	P	8/2/11	10/7/11	6,386 92	6,386 92	0 00
0 1822	BAXTER INTERNTL INC	P	10/4/11	10/24/11	10 00	10.11	(0 11)
1859	CSX CORP	P	10/7/11	11/2/11	40,473 55	37,328 72	3,144 83
198	CSX CORP	P	11/1/11	11/2/11	4,310 80	4,310 80	0 00
63	COCA COLA COM	P	6/1/11	12/1/11	4,211 59	4,231 08	(19 49)
61	COCA COLA COM	P	11/1/11	12/1/11	4,077 90	4,104 69	(26 79)
1	COCA COLA COM	P	7/5/11	12/1/11	66 85	68 23	(1 38)
61	COCA COLA COM	P	6/10/11	12/1/11	4,077 89	3,998 55	79 34
114	COCA COLA COM	P	5/17/11	12/1/11	7,620 98	7,741 24	(120 26)
57	COCA COLA COM	P	10/7/11	12/1/11	3,810 49	3,735 78	74 71
5	COCA COLA COM	P	5/17/11	12/1/11	334 25	334 25	0 00
3	COCA COLA COM	P	10/4/11	12/1/11	200 55	194 32	6 23
92	COCA COLA COM	P	9/14/11	12/1/11	6,150 27	6,475 88	(325 61)
89	COCA COLA COM	P	8/11/11	12/1/11	5,949 71	5,726 26	223 45
84	COCA COLA COM	P	8/2/11	12/1/11	5,615 46	5,665 80	(50 34)
93	COCA COLA COM	P	11/23/11	12/1/11	6,217 13	6,031 05	186 08
84	DARDEN RESTAURANTS INC	P	6/10/11	10/7/11	3,676 86	3,969 00	(292 14)
2	DARDEN RESTAURANTS INC	P	8/2/11	10/7/11	87 54	99 47	(11 93)
81	DARDEN RESTAURANTS INC	P	6/1/11	10/7/11	3,545 54	4,062 96	(517 42)
7	DARDEN RESTAURANTS INC	P	5/17/11	10/7/11	306 41	306 41	0 00
195	DARDEN RESTAURANTS INC	P	9/14/11	10/7/11	8,535 58	8,872 50	(336 92)
125	DARDEN RESTAURANTS INC	P	8/2/11	10/7/11	5,471 52	6,123 03	(651 51)
137	DARDEN RESTAURANTS INC	P	8/11/11	10/7/11	5,996 79	6,411 75	(414 96)
156	DARDEN RESTAURANTS INC	P	5/17/11	10/7/11	6,828 45	7,740 72	(912 27)
0 8355	DARDEN RESTAURANTS INC	P	8/2/11	10/24/11	39 60	41.56	(1 96)
7	DARDEN RESTAURANTS INC	P	6/12/11	11/23/11	314 36	376.86	(62 50)
0 0592	DARDEN RESTAURANTS INC	P	11/2/11	12/27/11	2 70	2 84	(0 14)
3	GENERAL MILLS	P	8/2/11	10/7/11	115 90	110 81	5 09
187	GENERAL MILLS	P	8/2/11	10/7/11	7,224 53	6,878.70	345 83
108	GENERAL MILLS	P	6/1/11	10/7/11	4,172 45	4,261 19	(88 74)
7	GENERAL MILLS	P	5/17/11	10/7/11	270 44	270 44	0 00
197	GENERAL MILLS	P	9/14/11	10/7/11	7,610 89	7,359 92	250 97
156	GENERAL MILLS	P	8/11/11	10/7/11	6,026 88	5,474 60	552 28
196	GENERAL MILLS	P	5/17/11	10/7/11	7,572 23	7,803 86	(231 63)
106	GENERAL MILLS	P	6/10/11	10/7/11	4,095 19	4,006 32	88 87
0 4433	GENERAL MILLS	P	8/2/11	10/24/11	17 68	16 37	1 31
7	GENERAL MILLS	P	6/12/11	11/23/11	265 50	278 47	(12 97)
0 5889	GENERAL MILLS	P	11/2/11	12/27/11	23 92	22 73	1 19
83	GENUINE PARTS CO	P	6/1/11	10/7/11	4,325 50	4,417 26	(91 76)
1	GENUINE PARTS CO	P	10/4/11	10/7/11	52 11	54 59	(2 48)
147	GENUINE PARTS CO	P	5/17/11	10/7/11	7,660 83	8,043 84	(383 01)
116	GENUINE PARTS CO	P	8/2/11	10/7/11	6,045 28	6,017 02	28 26
5	GENUINE PARTS CO	P	10/4/11	10/7/11	260 58	243 10	17 48
1	GENUINE PARTS CO	P	7/5/11	10/7/11	52 11	55 54	(3 43)
91	GENUINE PARTS CO	P	9/14/11	10/7/11	4,742 43	4,955 86	(213 43)

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Quantity	Description	How Purchased P-Purchased D-Donated	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
80	GENUINE PARTS CO	P	6/10/11	10/7/11	4,169 16	4,005 60	163 56
140	GENUINE PARTS CO	P	8/11/11	10/7/11	7,296 03	6,665 40	630 63
0 1194	GENUINE PARTS CO	P	10/4/11	10/24/11	6 89	5 80	1 09
180	ILLINOIS TOOL WORKS INC	P	8/11/11	9/1/11	8,123 02	7,715 59	407 43
159	ILLINOIS TOOL WORKS INC	P	8/2/11	9/1/11	7,175 33	7,828 44	(653 11)
1	ILLINOIS TOOL WORKS INC	P	7/13/11	9/1/11	45 12	57 99	(12 87)
73	ILLINOIS TOOL WORKS INC	P	6/10/11	9/1/11	3,294 33	3,995 29	(700 96)
75	ILLINOIS TOOL WORKS INC	P	6/1/11	9/1/11	3,384 58	4,236 00	(851 42)
142	ILLINOIS TOOL WORKS INC	P	5/17/11	9/1/11	6,408 15	8,070 48	(1,662 33)
0 7003	ILLINOIS TOOL WORKS INC	P	7/13/11	9/26/11	30 12	40 61	(10 49)
63	NORTHROP GRUMMAN CORP	P	6/10/11	8/2/11	3,685 44	3,973 41	(287 97)
65	NORTHROP GRUMMAN CORP	P	6/1/11	8/2/11	3,802 42	4,158 05	(355 63)
126	NORTHROP GRUMMAN CORP	P	5/17/11	8/2/11	7,370 85	8,117 47	(746 62)
0 981	NORTHROP GRUMMAN CORP	P	6/14/11	8/22/11	49 52	62 99	(13 47)
134	PAYCHEX INC	P	6/10/11	11/2/11	3,831 73	3,999 90	(168 17)
293	PAYCHEX INC	P	9/14/11	11/2/11	8,378 36	7,803 47	574 89
134	PAYCHEX INC	P	6/1/11	11/2/11	3,831 73	4,244 69	(412 96)
237	PAYCHEX INC	P	5/17/11	11/2/11	6,777 02	7,557 17	(780 15)
5	PAYCHEX INC	P	8/16/11	11/2/11	142 97	135 81	7 16
239	PAYCHEX INC	P	8/11/11	11/2/11	6,834 22	6,180 54	653 68
15	PAYCHEX INC	P	5/17/11	11/2/11	428 92	428 92	0 00
287	PAYCHEX INC	P	8/2/11	11/2/11	8,206 78	7,889 63	317 15
39	PAYCHEX INC	P	10/7/11	11/2/11	1,115 20	1,053 00	62 20
147	PAYCHEX INC	P	11/1/11	11/2/11	4,203 49	4,234 54	(31 05)
1	PAYCHEX INC	P	5/17/11	11/2/11	28 60	28 60	0 00
15	PAYCHEX INC	P	5/31/11	11/23/11	408 90	487 91	(79 01)
1	PAYCHEX INC	P	5/31/11	11/23/11	27 25	30 56	(3 31)
0 1049	PAYCHEX INC	P	11/16/11	12/27/11	3 11	3 07	0 04
74	TARGET CORP COM	P	11/1/11	12/1/11	3,854 69	3,859 84	(5 15)
110	TARGET CORP COM	P	8/2/11	12/1/11	5,729 93	5,486 16	243 77
85	TARGET CORP COM	P	6/10/11	12/1/11	4,427 67	3,980 55	447 12
160	TARGET CORP COM	P	5/17/11	12/1/11	8,334 44	8,097 58	236 86
4	TARGET CORP COM	P	11/1/11	12/1/11	208 36	208 36	0 00
36	TARGET CORP COM	P	10/7/11	12/1/11	1,875 25	1,842 48	32 77
118	TARGET CORP COM	P	9/14/11	12/1/11	6,146 66	6,104 73	41 93
3	TARGET CORP COM	P	9/13/11	12/1/11	156 27	150 71	5 56
101	TARGET CORP COM	P	11/23/11	12/1/11	5,261 13	5,225 03	36 10
127	TARGET CORP COM	P	8/11/11	12/1/11	6,615 47	6,000 75	614 72
90	TARGET CORP COM	P	6/1/11	12/1/11	4,688 12	4,406 40	281 72
44	3M COMPANY	P	6/10/11	8/2/11	3,802 86	4,011 04	(208 18)
86	3M COMPANY	P	5/17/11	8/2/11	7,432 83	8,050 46	(617 63)
47	3M COMPANY	P	6/1/11	8/2/11	4,062 13	4,323 06	(260 93)
474	ISHARES MSCI GERMANY	P	5/17/11	6/1/11	12,590 91	12,611 43	(20 52)
349	ISHARES MSCI EMERGING	P	8/11/11	10/7/11	12,735 64	13,991 41	(1,255 77)
367	ISHARES MSCI EMERGING	P	9/14/11	10/7/11	13,392 51	14,726 43	(1,333 92)
139	ISHARES MSCI EMERGING	P	6/10/11	10/7/11	5,072 36	6,474 12	(1,401 76)
272	ISHARES MSCI EMERGING	P	8/2/11	10/7/11	9,925 77	12,559 93	(2,634 16)
269	ISHARES MSCI EMERGING	P	5/17/11	10/7/11	9,816 29	12,607 06	(2,790 77)
5	ISHARES MSCI EMERGING	P	6/29/11	10/7/11	182 45	233 80	(51 35)
146	ISHARES MSCI EMERGING	P	6/1/11	10/7/11	5,327 80	6,981 19	(1,653 39)
0 4606	ISHARES MSCI EMERGING	P	6/29/11	10/24/11	18 11	21 54	(3 43)
101	MFS INTERNATIONAL DIVERS	P	5/17/11	10/7/11	1,213 01	1,213 01	0 00
0 443	MFS INTERNATIONAL DIVERS	P	9/14/11	10/7/11	5 32	5 73	(0 41)
621	PIMCO COMMODITY REAL	P	6/10/11	10/6/11	4,663 71	5,992 65	(1,328 94)
1	PIMCO COMMODITY REAL	P	6/10/11	10/6/11	7 50	9 65	(2 15)
2020	PIMCO COMMODITY REAL	P	6/2/11	10/6/11	15,170 20	19,493 00	(4,322 80)
1895	PIMCO COMMODITY REAL	P	9/15/11	10/6/11	14,231 46	15,993 80	(1,762 34)
0 744	PIMCO COMMODITY REAL	P	9/15/11	10/6/11	5 59	6 28	(0 69)
1053	PIMCO COMMODITY REAL	P	8/11/11	10/6/11	7,908 03	9,361 17	(1,453 14)
1	PIMCO COMMODITY REAL	P	8/11/11	10/6/11	7 51	9 31	(1 80)
1543	PIMCO COMMODITY REAL	P	8/2/11	10/6/11	11,587 93	14,257 32	(2,669 39)
13,782 2610	AQR DIVERSIFIED ARBITRAGE CL I	D	5/13/2010	4/20/2011	155,415 63	150,000 00	5,415 63
163 9770	AQR DIVERSIFIED ARBITRAGE CL I	P	12/17/2010	4/20/2011	1,849 09	1,815 23	33 86
45 3400	AQR DIVERSIFIED ARBITRAGE CL I	P	12/17/2010	4/20/2011	511 28	501 91	9 37
14,106 3970	PIMCO ALL ASSET ALL AUTHORITY CL INST	D	5/13/2010	4/20/2011	155,124 66	150,000 00	5,124 66
137 5510	PIMCO ALL ASSET ALL AUTHORITY CL INST	P	6/17/2010	4/20/2011	1,512 62	1,458 04	54 58
138 5870	PIMCO ALL ASSET ALL AUTHORITY CL INST	P	9/16/2010	4/20/2011	1,524 01	1,521 68	2 33
37 4290	PIMCO ALL ASSET ALL AUTHORITY CL INST	P	12/8/2010	4/20/2011	411 60	407 60	4 00
601 9140	PIMCO ALL ASSET ALL AUTHORITY CL INST	P	12/31/2010	4/20/2011	6,619 10	6,362 23	256 87
100 5490	PIMCO ALL ASSET ALL AUTHORITY CL INST	P	3/17/2011	4/20/2011	1,105 71	1,072 86	32 85
31,702 1140	PIMCO FUNDAMENTAL ADV TOTAL RETURN	D	5/13/2010	4/20/2011	141,348 01	150,000 00	(8,651 99)
417 6250	PIMCO FUNDAMENTAL ADV TOTAL RETURN	P	6/17/2010	4/20/2011	1,862 04	1,950 31	(88 27)
587 7030	PIMCO FUNDAMENTAL ADV TOTAL RETURN	P	9/16/2010	4/20/2011	2,620 35	2,768 08	(147 73)

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Quantity	Description	How Purchased P-Purchased D-Donated	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
2,784 6870	PIMCO FUNDAMENTAL ADV TOTAL RETURN	D	12/31/2010	4/20/2011	12,415 89	12,196 93	218 96
289 9070	PIMCO FUNDAMENTAL ADV TOTAL RETURN	P	3/17/2011	4/20/2011	1,292 59	1,275 59	17 00
13,436 4700	PIMCO REAL RETURN FUND INSTL CL	D	5/13/2010	4/20/2011	156,486 98	150,000 00	6,486 98
31 8680	PIMCO REAL RETURN FUND INSTL CL	P	5/28/2010	4/20/2011	371 15	352 14	19 01
32 9560	PIMCO REAL RETURN FUND INSTL CL	P	6/30/2010	4/20/2011	383 82	369 11	14 71
24 6700	PIMCO REAL RETURN FUND INSTL CL	P	7/30/2010	4/20/2011	287 32	276 55	10 77
13 2970	PIMCO REAL RETURN FUND INSTL CL	P	8/31/2010	4/20/2011	154 86	151 85	3 01
13 2510	PIMCO REAL RETURN FUND INSTL CL	P	9/30/2010	4/20/2011	154 33	153 05	1 28
25 6670	PIMCO REAL RETURN FUND INSTL CL	P	10/29/2010	4/20/2011	298 93	304 15	(5 22)
19 9960	PIMCO REAL RETURN FUND INSTL CL	P	11/30/2010	4/20/2011	232 88	231 75	1 13
19 8580	PIMCO REAL RETURN FUND INSTL CL	P	12/31/2010	4/20/2011	231 27	225 59	5 68
28 4960	PIMCO REAL RETURN FUND INSTL CL	P	12/31/2010	4/20/2011	331 88	323 71	8 17
17 1360	PIMCO REAL RETURN FUND INSTL CL	P	1/31/2011	4/20/2011	199 57	194 49	5 08
26 5620	PIMCO REAL RETURN FUND INSTL CL	P	2/28/2011	4/20/2011	309 35	303 60	5 75
55 8300	PIMCO REAL RETURN FUND INSTL CL	P	3/31/2011	4/20/2011	650 22	641 49	8 73
20,229 4060	PIMCO TOTAL RETURN FUND INSTL CL	D	5/13/2010	4/20/2011	222,073 53	225,000 00	(2,926 47)
29 9350	PIMCO TOTAL RETURN FUND INSTL CL	P	5/28/2010	4/20/2011	328 62	332 28	(3 66)
51 8870	PIMCO TOTAL RETURN FUND INSTL CL	P	6/30/2010	4/20/2011	569 60	584 25	(14 65)
54 9890	PIMCO TOTAL RETURN FUND INSTL CL	P	7/30/2010	4/20/2011	603 66	626 88	(23 22)
50 5700	PIMCO TOTAL RETURN FUND INSTL CL	P	8/31/2010	4/20/2011	555 15	583 58	(28 43)
51 7930	PIMCO TOTAL RETURN FUND INSTL CL	P	9/30/2010	4/20/2011	568 57	600 80	(32 23)
56 7160	PIMCO TOTAL RETURN FUND INSTL CL	P	10/29/2010	4/20/2011	622 61	663 01	(40 40)
59 4130	PIMCO TOTAL RETURN FUND INSTL CL	P	11/30/2010	4/20/2011	652 22	682 65	(30 43)
322 4940	PIMCO TOTAL RETURN FUND INSTL CL	P	12/8/2010	4/20/2011	3,540 26	3,482 93	57 33
705 2940	PIMCO TOTAL RETURN FUND INSTL CL	P	12/8/2010	4/20/2011	7,742 55	7,617 17	125 38
69 3940	PIMCO TOTAL RETURN FUND INSTL CL	P	12/31/2010	4/20/2011	761 79	752 92	8 87
57 5180	PIMCO TOTAL RETURN FUND INSTL CL	P	1/31/2011	4/20/2011	631 42	624 07	7 35
59 5920	PIMCO TOTAL RETURN FUND INSTL CL	P	2/28/2011	4/20/2011	654 19	648 36	5 83
62 0330	PIMCO TOTAL RETURN FUND INSTL CL	P	3/31/2011	4/20/2011	680 98	674 92	6 06
16,749 8880	TEMPLETON GLOBAL BOND FUND ADV CL	D	5/13/2010	4/20/2011	232,609 66	225,000 00	7,609 66
66 9740	TEMPLETON GLOBAL BOND FUND ADV CL	P	5/17/2010	4/20/2011	930 08	886 07	44 01
68 0960	TEMPLETON GLOBAL BOND FUND ADV CL	P	6/15/2010	4/20/2011	945 67	884 57	61 10
68 4740	TEMPLETON GLOBAL BOND FUND ADV CL	P	7/15/2010	4/20/2011	950 91	891 53	59 38
67 0520	TEMPLETON GLOBAL BOND FUND ADV CL	P	8/18/2010	4/20/2011	931 17	895 14	36 03
66 6950	TEMPLETON GLOBAL BOND FUND ADV CL	P	9/15/2010	4/20/2011	926 21	900 38	25 83
65 5960	TEMPLETON GLOBAL BOND FUND ADV CL	P	10/15/2010	4/20/2011	910 95	903 91	7 04
66 8390	TEMPLETON GLOBAL BOND FUND ADV CL	P	11/15/2010	4/20/2011	928 21	905 67	22 54
237 8310	TEMPLETON GLOBAL BOND FUND ADV CL	P	12/15/2010	4/20/2011	3,302 82	3,182 18	120 64
68 3570	TEMPLETON GLOBAL BOND FUND ADV CL	P	1/18/2011	4/20/2011	949 29	923 50	25 79
68 2860	TEMPLETON GLOBAL BOND FUND ADV CL	P	2/15/2011	4/20/2011	948 30	921 86	26 44
69 6130	TEMPLETON GLOBAL BOND FUND ADV CL	P	3/15/2011	4/20/2011	966 73	930 73	36 00
67 3390	TEMPLETON GLOBAL BOND FUND ADV CL	P	4/15/2011	4/20/2011	935 15	932 64	2 51
14,260 5560	VANGUARD ST INVESTMENT GRADE FUND	D	5/13/2010	4/20/2011	153,396 46	153,037 19	359 27
57 3860	VANGUARD ST INVESTMENT GRADE FUND	P	5/28/2010	4/20/2011	617 30	612 88	4 42
94 9310	VANGUARD ST INVESTMENT GRADE FUND	P	6/30/2010	4/20/2011	1,021 14	1,018 61	2 53
86 0100	VANGUARD ST INVESTMENT GRADE FUND	P	8/31/2010	4/20/2011	925 18	933 21	(8 03)
40 3530	VANGUARD ST INVESTMENT GRADE FUND	P	9/30/2010	4/20/2011	434 06	438 64	(4 58)
40 8510	VANGUARD ST INVESTMENT GRADE FUND	P	10/29/2010	4/20/2011	439 42	445 28	(5 86)
38 5730	VANGUARD ST INVESTMENT GRADE FUND	P	11/30/2010	4/20/2011	414 92	417 75	(2 83)
8 1510	VANGUARD ST INVESTMENT GRADE FUND	P	12/30/2010	4/20/2011	87 68	87 71	(0 03)
39 2030	VANGUARD ST INVESTMENT GRADE FUND	P	12/31/2010	4/20/2011	421 69	422 22	(0 53)
39 2760	VANGUARD ST INVESTMENT GRADE FUND	P	1/31/2011	4/20/2011	422 48	424 18	(1 70)
34 5380	VANGUARD ST INVESTMENT GRADE FUND	P	2/28/2011	4/20/2011	371 51	372 66	(1 15)
13 7120	VANGUARD ST INVESTMENT GRADE FUND	P	3/22/2011	4/20/2011	147 50	147 40	0 10
39 7640	VANGUARD ST INVESTMENT GRADE FUND	P	3/22/2011	4/20/2011	427 73	427 46	0 27
37 4260	VANGUARD ST INVESTMENT GRADE FUND	P	3/31/2011	4/20/2011	402 58	401 21	1 37
	Total Short Term				**2,393,891.36**	**2,390,414.99**	**3,476.37**
	Long-Term Capital Gains and Losses						
766 0000	COLUMBIA VALUE AND RESTRUCTURING Z	D	2/10/2009	5/26/2011	39,946 90	21,915 26	18,031 64
4,013 0000	LONGLEAF PARTNERS FUND	D	2/10/2009	5/26/2011	124,434 26	63,088 30	61,345 96
8,164 0000	LONGLEAF PARTNERS SMALL CAP FUND	D	2/10/2009	5/26/2011	245,687 40	111,037 38	134,650 02
8,572 0000	ROYCE TOTAL RETURN FUND INV CL	D	2/10/2009	5/26/2011	118,673 20	67,980 21	50,692 99
35,590 0000	ROYCE TOTAL RETURN FUND INV CL	D	2/10/2009	12/6/2011	459,062 00	282,246 31	176,815 69
23,189 4400	THIRD AVENUE VALUE FD INSTL CL	D	11/19/2008	11/22/2011	931,938 54	650,000 00	281,938 54
2,032 7870	THIRD AVENUE VALUE FD INSTL CL	D	2/10/2009	11/22/2011	81,693 76	62,000 00	19,693 76
	Total Long Term				**2,001,436.06**	**1,258,267.46**	**743,168.60**
	Grand Total				**4,395,327.42**	**3,648,682.45**	**746,644 97**

75-0590214

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount	
12th Man Foundation Texas A&M Bernard C Richardson Zone @ Kyle Field, Ste 12 College Stateion, Texas 77841	N/A	Public	Unrestricted use by 12th Man Foundation Texas A&M	Person or Business 10,000.00	X
American Diabetes Association 2400 Augusta Drive, Suite 175 Houston,Texas 77057	N/A	Public	Unrestricted use by American Diabetes Association	Person or Business 3,000.00	X
Boy Scouts of America 2225 North Loop West Houston, Texas 77008	N/A	Public	Unrestricted use by Boy Scouts of America	Person or Business 2,000 00	X
Bridgewater College 402 East College Street Bridgewater, VA 22812	N/A	Public	Unrestricted use by Bridgewater College	Person or Business 1,000 00	X
Communities in Schools 2345 Crystal Drive, Suite 801 Arlington, VA 22202	N/A	Public	Unrestricted use by Communities in Schools	Person or Business 8,333 33	X
Community Foundation of Arcadiana 1035 Camellia Blvd, Suite 100 Lafayette, LA 70508	N/A	Public	Unrestricted use by Community Foundation of Arcadiana	Person or Business 10,000 00	X
Cystic Fibrosis Foundation 50 Briar Hollow Lane, Suite 310W Houston, Texas 77027	N/A	Public	Unrestricted use by Cystic Fibrosis Foundation	Person or Business 25,000.00	X
Dallas Theological Seminary 6000 Dale Carnegie Lane Houston, Texas 77036-3211	N/A	Public	Unrestricted use by Dallas Theological Seminary	Person or Business 20,000 00	X
Family Legacy 5005 West Royal Lane, Suite 252 Irving, Texas 75063	N/A	Public	Unrestricted use by Family Legacy	Person or Business 50 00	X
Greater Houston Community Foundation 5120 Woodway Dr., Suite 6000 Houston, Texas 77056	N/A	Public	Unrestricted use by Greater Houston Community Foundation	Person or Business 10,000 00	X
Impact Church of Christ 1704 Weber Houston, Texas 77007	N/A	Public	Unrestricted use by Impact Church of Christ	Person or Business 30,000 00	X
Jews for Jesus 109 East 31st Street New York, NY 10017	N/A	Public	Unrestricted use by Jews for Jesus	Person or Business 100 00	X
Junior Diabetes Research Foundation 2425 Fountain View Drive, Suite #280 Houston, Texas 77057	N/A	Public	Unrestricted use by Junior Diabetes Research Foundation	Person or Business 1,000 00	X
Laity Lodge Youth Camp 719 Earl Garrett Kerrville, TX 78028	N/A	Public	Unrestricted use by Laity Lodge Youth Camp	Person or Business 400 00	X
Leukemia & Lymphoma Society 5005 Mitchelldale, Suite 115 Houston, Texas 77092	N/A	Public	Unrestricted use by Leukemia & Lymphoma Society	Person or Business 100.00	X
Lombardi Cancer Foundation 2900 W Oklahoma Ave Milwaukee, WI 53234	N/A	Public	Unrestricted use by Lombardi Cancer Foundation	Person or Business 25,000 00	X
LSU Foundation 3838 West Lakeshore Drive Baton Rouge, LA 70808	N/A	Public	Unrestricted use by LSU Foundation	Person or Business 102,000 00	X
Marine Corps Scholarship, Inc. 909 N. Washington St , Suite 400 Alexandria, VA 22314	N/A	Public	Unrestricted use by Marine Corps Scholarship, Inc	Person or Business 10,000 00	X
Memorial Assistance Ministries 1625 Blalock Road Houston, Texas 77080	N/A	Public	Unrestricted use by Memorial Assistance Ministries	Person or Business 130,000 00	X
Memorial Drive Presbyterian Church 11612 Memorial Drive Houston, Texas 77024	N/A	Public	Unrestricted use by Memorial Drive Presbyterian Church	Person or Business 500,100 00	X
National Multiple Sclerosis Society 8111 North Stadium Drive Houston, Texas 77054	N/A	Public	Unrestricted use by National Multiple Sclerosis Society	Person or Business 15,100 00	X

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount	
Presbyterian Children's Homes 4407 Bee Cave Road, Suite 520 Austin, Texas 78746-6496	N/A	Public	Unrestricted use by Presbyterian Children's Homes	Person or Business 109,000 00	X
The Regis School 7330 Westview Drive Houston, Texas 77005	N/A	Public	Unrestricted use by The Regis School	Person or Business 200 00	X
Salvation Army Greater Houston 1500 Austin St Houston, Texas 77002	N/A	Public	Unrestricted use by Salvation Army Greater Houston	Person or Business 62,500.00	X
Small Steps Nurtuiring Center 1709 DePelchin Houston, Texas 77007	N/A	Public	Unrestricted use by Small Steps Nurturing Center	Person or Business 65,150 00	X
Souper Bowl of Caring P.O Box 23224 Columbia, SC 29224	N/A	Public	Unrestricted use by Souper Bowl of Caring	Person or Business 30,000.00	X
Tiger Athletic Foundation P.O Box 711 Baton Rouge, LA 70821	N/A	Public	Unrestricted use by Tiger Athletic Foundation	Person or Business 30,000.00	X
West Houston Young Life 2055 S Gessner Rd., Ste 220 Houston, Texas 77063	N/A	Public	Unrestricted use by West Houston Young Life	Person or Business 200 00	X
Youth Development Center 7725 Sandra Street Houston, Texas 77016	N/A	Public	Unrestricted use by Youth Development Center	Person or Business 10,000.00	X
Total 3a				1,210,233	