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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization THE MARY KAY FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 16251 DALLAS PARKWAY

Room/Suite

City or town, state or country, and ZIP + 4 ADDISON TX 75001

D Employer identification number 75-2653742

E Telephone number 972-687-6300

G Gross receipts $ 7558248.

F Name and address of principal officer MICHAEL LUNCEFORD
16251 DALLAS P ADDISON TX 75001

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? If "No", attach a list (see instructions) ☐ Yes ☐ No

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c)( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1996

M State of legal domicile TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities
PROVIDE SUPPORT FOR IRC SEC 501C3 ORGANIZATIONS INVOLVED IN EDUCATION, MEDICAL RESEARCH, CANCER RESEARCH, WOMENS HEALTH ISSUES, OR RAISING AWARENESS OF THE EPIDEMIC PROBLEM OF VIOLENCE AGAINST WOMEN

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	9
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	
6	Total number of volunteers (estimate if necessary)	6	1970
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)		6879527.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		678721.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		7558248.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		4857562.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses, (Part IX, column (D), line 25) ▶ 13622.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		109752.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		4967314.
19	Revenue less expenses Subtract line 18 from line 12		2590934.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	12484952.	14990850.
21	Total liabilities (Part X, line 26)	1335039.	1250003.
22	Net assets or fund balances Subtract line 21 from line 20	11149913.	13740847.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 6 Nov 2012

▶ MICHAEL LUNCEFORD PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print /Type preparer's name MARK S RATLIFF CPA	Preparer's signature Mark S. Ratliff CPA	Date 11/5/12	Check ☒ if self-employed	PTIN P01221740
Firm's name ▶ MARK S RATLIFF CPA			Firm's EIN ▶ 75-2494656	
Firm's address ▶ 5646 MILTON STE 600 DALLAS TX 75206			Phone no 214-363-3300	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2011)

BCA US990$$1

G-18 10

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Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

PROVIDE SUPPORT FOR IRC SEC 501C3 ORGANIZATIONS INVOLVED IN EDUCATION, MEDICAL RESEARCH, CANCER RESEARCH, WOMENS HEALTH ISSUES, OR RAISING AWARENESS OF THE EPIDEMIC PROBLEM OF VIOLENCE AGAINST WOMEN

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

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

SEE ABOVE STATEMENT

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses ▶**

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes", complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	***Section 4947(a)(1) non-exempt charitable trusts.*** *Is the organization filing Form 990 in lieu of Form 1041?*		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		14b		

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ TX PA WV FL

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

☐ Own website ☒ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶MICHAEL LUNCEF 16251 DALL ADDISON TX 75001 972-687-5734

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL LUNCE-FORD-PRES		X		X				0	0	0
(2) RYAN ROGERS VICE-PRES		X		X				0	0	0
(3) KRIS JOHNSON SEC/TREAS		X		X				0	0	0
(4) KAREN ROGERS VICE-PRES		X		X				0	0	0
(5) JENNIFER COOK DIRECTOR		X						0	0	0
(6) YVETTE FRANCO DIRECTOR		X						0	0	0
(7) PEGGY DAVIDSON DIRECTOR		X						0	0	0
(8) NANCY THOMASON DIRECTOR		X						0	0	0
(9) ANNE CREWS DIRECTOR		X						0	0	0
(10)										
(11)										
(12)										
(13)										
(14)										

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

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

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

			Yes	No
3	Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If "Yes," complete Schedule J for such individual	4		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	5612867.			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1266660.			
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f		6879527.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		678721.			678721.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)					
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory					
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d					
	12 **Total revenue** See instructions		7558248.			678721.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C) and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	4857562.	4857562.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	14298.		14298.	
c Accounting	13624.		13624.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	2314.		2314.	
12 Advertising and promotion				
13 Office expenses	59352.		59352.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a FUNDING DEVELOPMENT	20164.		6542.	13622.
b				
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	4967314.	4857562.	96130.	13622.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	5945949.	1	14953526.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	1258944.	3	37324.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Sch L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B) and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net	5280059.	7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D 10a			
	b	Less accumulated depreciation 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets** Add lines 1 through 15 (must equal line 34)	12484952.	16	14990850.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable	1335039.	18	1250003.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities** Add lines 17 through 25	1335039.	26	1250003.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	4650033.	27	13740847.
	28	Temporarily restricted net assets	6499880.	28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	11149913.	33	13740847.
	34	Total liabilities and net assets/fund balances	12484952.	34	14990850.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7558248.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4967314.
3	Revenue less expenses Subtract line 2 from line 1	3	2590934.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11149913.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	13740847.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selected process during the tax year, explain in Schedule O	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements of the year were issued on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	N/A	

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
THE MARY KAY FOUNDATION	75-2653742

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	5203226.	2961572.	4029918.	3176044.	6879527	2250287.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	5203226.	2961572.	4029918.	3176044.	6879527	2250287.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						27693824.
6 **Public support.** Subtract line 5 from line 4						-5443537.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	5203226.	2961572.	4029918.	3176044.	6879527	2250287.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	565534.	463685.	338209.	401145.	678721.	2447294.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						24697581.

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	0.00 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	10.37 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☒

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II
If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30,1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	0.00 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	0.00 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	0.00 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	0.00 %

19a **33 1/3 % support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3 % support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

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

FACTS AND CIRCUMSTANCES TEST

IN 2011, THE MARY KAY ASH CHARITABLE LEAD ANNUITY TRUST (MKCLAT) AND THE MARY KAY FOUNDATION WERE DEEMED TO BE NECESSARY PARTIES IN UNRELATED LITIGATION. THE SETTLEMENT AGREEMENT IN THAT LITIGATION RESULTED IN THE TERMINATION OF THE MKCLAT AND THE DISTRIBUTION TO THE MARY KAY FOUNDATION OF 7,168,947 IN FULL SATISFACTION OF THE REMAINING ANNUITY PAYMENTS PROVIDED FOR IN THE AGREEMENT CREATING THE MKACLAT. THIS FULL AND FINAL PAYMENT IS REFLECTED IN THE FINANCIALS OF THE MARY KAY FOUNDATION.

THE MARY KAY FOUNDATION FOUNDED IN 1996 BY MARY KAY ASH HAS DONATED OVER 4,800,000 IN GRANTS FOR CANCER AFFECTING WOMEN AND ELIMINATING DOMESTIC VIOLENCE. THE FOUNDATION RECEIVES A SUBSTANTIAL AMOUNT OF ITS SUPPORT FROM CONTRIBUTIONS FROM THE GENERAL PUBLIC. OVER THE COURSE OF ITS EXISTENCE, MEMBERS OF THE GENERAL PUBLIC HAVE DONATED ON THE AVERAGE OF NO LESS THAN 25% OF ITS FUNDS. THE FOUNDATION ALSO REGULARLY ATTRACTS NEW AND ADDITIONAL SUPPORT FROM THE GENERAL PUBLIC. LAST YEAR ALONE, OVER 25,789 PERSONS CONTRIBUTED AN AVEREAGE OF 268 DOLLARS TOWARDS THE FOUNDATION'S TWIN GOALS. THIS LARGE DONOR BASE IS POSSIBLE THROUGH THE ABILITY OF THE FOUNDATION TO REACH THE MORE THAN 600,000 INDEPENDENT BUSINESS WOMEN WHO SELL MARY KAY PRODUCTS. THE FOUNDATION HAS A STRONG HISTORY OF SUPPORTING CHARITABLE ACTIVITIES THAT FURTHER ITS TWIN GOALS ALONG WITH THE GENEROUS DONATIONS OF MARY KAY INC AND THE MARY KAY ASH CHARITABLE LEAD TRUST, THE FOUNDATION BOARD AWARDS GRANTS TO QUALIFIED MEDICAL SCHOOLS IN THE UNITED STATES, SHELTERS FOR VICTIMS OF DOMESTIC VIOLENCE, CANCER CARE FOR ITS TOUCHING HEARTS PROGRAM, THE NATIONAL NETWORK TO END DOMESTIC VIOLENCE AND GRANTS TO THE MEDICAL SCHOOLS ARE GENERALLY IN THE AMOUNT OF $100,000.00. DONATIONS TO THE 150 DOMESTIC VIOLENCE SHELTERS

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

ACROSS THE UNITED STATES ARE GENERALLY IN THE AMOUNT OF $20,000.00 EACH AND ARE MADE FOLLOWING A REVIEW OF APPLICATIONS SUBMITTED BY SHELTERS TO THE FOUNDATION'S BOARD. OVER 73,000 WOMEN AND CHILDREN HAVE BENEFITED THROUGH THESE GRANTS. THE CANCER CARE TOUCHING HEARTS PROGRAM TO WHICH THE FOUNDATION DONATED FUNDS ALLOWS CANCER CARE TO ASSIST PERSONS WHOSE HEALTH INSURANCE DOES NOT COVER CERTAIN EXPENSES RELATED TO THEIR CANCER TREATMENT. THE CANCER CARE TOUCHING HEARTS PROGRAM PROVIDES FINANCIAL ASSITANCE FOR ROUGHLY 25,077 PEOPLE SINCE THE PROGRAM BEGAN IN 2000. IN 2011, 4,999 PEOPLE WERE AIDED BY THIS PROGRAM.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6

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

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

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

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

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

☐ Preservation of land for public use (e g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

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

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

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

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

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

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

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

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

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

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

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

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

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

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

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

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

b If "Yes," explain the arrangement in Part XIV

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

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

2 Provide the estimated percentage of the year end balance (line 1g) held as

a Board designated or quasi-endowment ▶ 0.00 %
b Permanent endowment ▶ 0.00 %
c Temporarily restricted endowment ▶ 0.00 %

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

		Yes	No
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by			
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶				

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1 (a) Description of Liability	(b) Book value
(1) Federal Income Taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,558,248.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,967,314.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	2,590,934.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	2,590,934.

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

1	Total revenue, gains, and other support per audited financial statements			1	8,271,781.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	713,533.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	713,533.
3	Subtract line **2e** from line **1**			3	7,558,248.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c** (This must equal Form 990, Part I, line 12)			5	7,558,248.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	5,680,847.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	713,533.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	713,533.
3	Subtract line **2e** from line **1**			3	4,967,314.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c** (This must equal Form 990, Part I, line 18)			5	4,967,314.

Part XIV Supplemental Information

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)W MEDICAL CORNEL 1300 Y 10065 NY NE		501C3	50,000.		CASH		CANCER RES
(2)MAYO CLINIC 200 1S 55905 MN RO	41-6011702	501C3	50,000.		CASH		CANCER RES
(3)MT SINAI SCH MED PO BOX 10029 NY NE	13-6171197	501C3	50,000.		CASH		CANCER RES
(4)TULANE U SCH MED 1430 T 70012 LA NE	72-0423889	501C3	50,000.		CASH		CANCER RES
(5)UCLA OCGA 11000 90095 CA LO	95-6006143	501C3	50,000.		CASH		CANCER RES
(6)UNC @ CHAPEL HIL CAMPUS 27599 NC CH	56-6001393	501C3	50,000.		CASH		CANCER RES
(7)UNC @ CHARLOTTE 9201 U 28223 NC CH	56-0791228	501C3	50,000.		CASH		CANCER RES
(8)U BUFFALO FD SVC 816 NA 14260 NY BU	16-1331699	501C3	50,000.		CASH		CANCER RES
(9)U ARK MEDICAL SC 4301 W 72205 AR LI		501C3	50,000.		CASH		CANCER RES
(10)U OF WISCONSIN 111 HI 53705 WI MA	39-6006492	501C3	50,000.		CASH		CANCER RES
(11)UT SOUTHWESTERN 6001 F 75390 TX DA	74-6000020	501C3	50,000.		CASH		CANCER RES
(12)WAYNE STATE UNIV 4100 J 48201 MI DE	38-6028429	501C3	50,000.		CASH		CANCER RES

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . ▶ 184

3 Enter total number of other organizations listed in the line 1 table . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

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Name of the organization

THE MARY KAY FOUNDATION

Employer identification number

75-2653742

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ADVOCATES FOR VICTIMS OF VIOL PO BOX 524 VALDEZ, AK 99686	970083034	501(C)3	20,000		CASH		DOM VIOLEN
(2) AGAINST ABUSE, INC PO BOX 10733 CASA GRANDE AZ 85130	942856310	501(C)3	20,000		CASH		DOM VIOLEN
(3) ALL AGAINST FAM VIOLENCE/SEXU ASSAULT 1921 19TH ST BAKERSFIELD	953604240	501(C)3	20,000		CASH		DOM VIOLEN
(4) ASSAULT CARE CTR EXT SHELTER PO BOX 1429 AMEX IA 50014	421052613	501(C)3	20,000		CASH		DOM VIOLEN
(5) AVALON CENTER PO BOX 3063 CROSSVILLE, TN 38557	621238499	501(C)3	20,000		CASH		DOM VIOLEN
(6) BATTERED WOMEN SHLTR OF SUMMI 759 W MARKET ST AKRON, OH 44303	341249342	501(C)3	20,000		CASH		DOM VIOLEN
(7) BATTERED WOMEN'S SHELTER INC PO BOX 5382 VALDOSTA, GA 31603	581812153	501(C)3	20,000		CASH		DOM VIOLEN
(8) BRIGHT HORIZON RESOURCES SURV PO BOX 1904 NORFOLD, NE 68702	470605938	501(C)3	20,000		CASH		DOM VIOLEN
(9) BRIGHTER TOMORROW INC PO BOX 706 SHIRLEY, NY 11967	112891967	501(C)3	20,000		CASH		DOM VIOLEN
(10) BROOKINGS DOMESTIC ABUSE SHLT PO BOX 36 BROOKINGS, SD 57006	460395261	501(C)3	20,000		CASH		DOM VIOLEN
(11) CANYON CREEK WOMEN'S CRISIS C PO BOX 2081 CEDAR CITY UT 84721	870540825	501(C)3	20,000		CASH		DOM VIOLEN
(12) CARING UNLIMITED CORP PO BOX 590 SANFORD, ME 04073	010358141	501(C)3	20,000		CASH		DOM VIOLEN

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

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Employer identification number

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CATHOLIC CHARITIES HERKIMER C 61 W ST LLION, NY 13357	161189791	501(C)3	20,000		CASH		DOM VIOLENCE
(2) CTR AGAINST SEXUAL & DOM ABUS 2231 GATLIN AVE SUPERIOR, WI	391478768	501(C)3	20,000		CASH		DOM VIOLENCE
(3) CTR FOR DOMESTIC PEACE 734 A ST SAN RAFAEL, CA 94901	942415856	501(C)3	20,000		CASH		DOM VIOLENCE
(4) CTR FOR PAN ASIAN COMM SVCS 3510 SHALLOWFORD RD ATLANTA GA	581434980	501(C)3	20,000		CASH		DOM VIOLENCE
(5) CTR OF PROTECTIVE ENVIRONMENT 909 S FLORIDA AVE ALAMOGORDO NM	850306442	501(C)3	20,000		CASH		DOM VIOLENCE
(6) CHILD & FAMILY SVCS OF ERIC C 330 DELAWARE AVE BUFFALO NY	161004825	501(C)3	20,000		CASH		DOM VIOLENCE
(7) CHILD & FAMILY SVCS OF SW MI 2450 S M-139 BENTON HARBOR, MI	382592238	501(C)3	20,000		CASH		DOM VIOLENCE
(8) CHILD INC 507 PHILADELPHIA PIKE WILMINGTON, DE 19809	510101188	501(C)3	20,000		CASH		DOM VIOLENCE
(9) CHRISTIAN CARE PO BOX 4176 ROCK ISLAND IL 61204	363146523	501(C)3	20,000		CASH		DOM VIOLENCE
(10) CITIZENS OPPOSED TO DOM ABUSE PO BOX 1775 BEAUFORT, SC 29901	570814522	501(C)3	20,000		CASH		DOM VIOLENCE
(11) CITRUS CTY ABUSE SHELTER ASSC PO BOX 205 INVERNESS, FL 34451	592335910	501(C)3	20,000		CASH		DOM VIOLENCE
(12) COASTAL WOMEN'S SHELTER PO BOX 13081 NEW BERN NC 28561	581665785	501(C)3	20,000		CASH		DOM VIOLENCE

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

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2011

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book FMV appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) COMMUNITY RESOURCE CTR 650 2ND ST ENCINTAS, CA 92024	953497926	501(C)3	20,000		CASH		DOM VIOLENCE
(2) CONVERSE CTY COALITION AG VIO 126 N 5TH DOUGLAS, WY 82633	830260058	501(C)3	20,000		CASH		DOM VIOLENCE
(3) CORNERSTONE ADVOCACY SVC 1000 E 80TH ST BLOOMINGTON, MN 55420	411476268	501(C)3	20,000		CASH		DOM VIOLENCE
(4) CORNERSTONE COMM DEV CORP 1395 BANCROFT SAN LEANDRO CA	943100741	501(C)3	20,000		CASH		DOM VIOLENCE
(5) COUNCIL ON DOM VIOLENCE/SEXUA PO BOX 2660 MIDLAND MI 48641	382283832	501(C)3	20,000		CASH		DOM VIOLENCE
(6) CRISIS CTR FOUNDATION 325 9TH AVE JACKSONVILLE, IL 62650	371166075	501(C)3	20,000		CASH		DOM VIOLENCE
(7) DALLAS PROVIDENCE HOMES INC PO BOX 260271 PLANO TX 75026	043726675	501(C)3	20,000		CASH		DOM VIOLENCE
(8) DESERT ROSE FOUNDATION PO BOX 1754 MARTINVILLE, IN 46151	352129035	501(C)3	20,000		CASH		DOM VIOLENCE
(9) DOMESTIC ABUSE/SEXUAL ASSAULT PO BOX 88 WASHINGTON NJ 07882	222357790	501(C)3	20,000		CASH		DOM VIOLENCE
(10) DOMESTIC VIOL/SEXUAL ASSAULT PO BOX 484 GRASS VALLEY CA 95945	942688893	501(C)3	20,000		CASH		DOM VIOLENCE
(11) DOMESTIC VIOLENCE CRISIS CTR PO BOX 881 MINOT ND 58702	450343834	501(C)3	20,000		CASH		DOM VIOLENCE
(12) DOMESTIC VIOLENCE INTERV SVCS 4300 S HARVARD TULSA OK 74135	731028332	501(C)3	20,000		CASH		DOM VIOLENCE

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
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Employer identification number
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Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) DOMESTIC VIOLENCE PROJECT PO BOX 9459 CANTON, OH 44711	341263226	501(C)3	20,000		CASH		DOM VIOLENCE
(2) DOMESTIC VIOL/SEXUAL ASSAULT 12978 GARRET HWY OAKLAND MD 21550	521788687	501(C)3	20,000		CASH		DOM VIOLENCE
(3) DOMESTIC VIOLENCE SHLTR SVCS PO BOX 1555 WILMINGTON NC 28402	561497076	501(C)3	20,000		CASH		DOM VIOLENCE
(4) DOVE PROJECT INC PO BOX 524 SAN SABA, TX 76877	270689462	501(C)3	20,000		CASH		DOM VIOLENCE
(5) DOVES OF BIG BEAR VALLEY PO BOX 3646 BIG BEAR LAKE CA 92315	330109115	501(C)3	20,000		CASH		DOM VIOLENCE
(6) DUBUQUE COMM & DOM VIOLENCE PO BOX 1301 DUBUQUE IA 52004	420934471	501(C)3	20,000		CASH		DOM VIOLENCE
(7) ELIZABETH FREEMAN CTR 42 FRANCIS AVE PITTSFIELD MA 01201	042584551	501(C)3	20,000		CASH		DOM VIOLENCE
(8) EQUINOX INC 95 CENTRAL AVE ALBANY NY 12206	141554346	501(C)3	20,000		CASH		DOM VIOLENCE
(9) FAMILY CENTER INC 500 25TH ST WISCONSIN RAPIDS, WI 54494	391451595	501(C)3	20,000		CASH		DOM VIOLENCE
(10) FAMILY COUNSELING & SHELTER S 14930 LAPLAISANCE RD MONROE MI	381810060	501(C)3	20,000		CASH		DOM VIOLENCE
(11) FAMILY CRISIS CTR INC 615 W TAYLOR HARLINGEN, TX 78550	742243258	501(C)3	20,000		CASH		DOM VIOLENCE
(12) FAMILY CRISIS NETWORK PO BOX 632 CELINA OH 45822	341503698	501(C)3	20,000		CASH		DOM VIOLENCE

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

3 Enter total number of other organizations listed in the line 1 table . . . . ▶

SCHEDULE I (Form 990)

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

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Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book FMV appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) FAMILY CRISIS SVCS PO BOX 1092 GARDEN CITY KS 67846	480949166	501(C)3	20,000		CASH		DOM VIOLENCE
(2) FAMILY CRISIS SHELTER PO BOX 254 CRAWFORDSVILLE IN 47933	351462856	501(C)3	20,000		CASH		DOM VIOLENCE
(3) FAMILY RENEWAL SHELTER 6832 PACIFIC AVE TACOMA, WA 98408	911347741	501(C)3	20,000		CASH		DOM VIOLENCE
(4) FAMILY RESOURCES CTR 212 E OAK AVE SEMINOLE OK 74868	731520142	501(C)3	20,000		CASH		DOM VIOLENCE
(5) FAMILY SVCS OF THE PIEDMONT 902 BONNER DR JAMESTOWN NC	562061741	501(C)3	20,000		CASH		DOM VIOLENCE
(6) FAMILY SERVICES INC 2022 BROAD AVE ALTOONA, PA 16601	231533374	501(C)3	20,000		CASH		DOM VIOLENCE
(7) FAMILY SERVICES INC 610 E DIAMOND AVE GAITHERSBURG MD	520730225	501(C)3	20,000		CASH		DOM VIOLENCE
(8) FAMILY TREE WOMEN IN CRISIS 3805 MARSHALL ST WHEAT RIDGE CO	840730973	501(C)3	20,000		CASH		DOM VIOLENCE
(9) FAMILYTIME CRISIS & COUNS CTR PO BOX 893 HUMBLE TX 77347	741956306	501(C)3	20,000		CASH		DOM VIOLENCE
(10) FIRST STEP FAMILY VIOLENCE 604 WALNUT ST COSHOCTON OH 43812	311430970	501(C)3	20,000		CASH		DOM VIOLENCE
(11) FLORIDA RES CTR FOR WOMEN/CHI PO BOX 10596 RIVIERA BEACH FL	650942198	501(C)3	20,000		CASH		DOM VIOLENCE
(12) GOOD SHEPHERD SVCS 305 7TH AVE NEW YORK NY 10001	135598710	501(C)3	20,000		CASH		DOM VIOLENCE

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

3 Enter total number of other organizations listed in the line 1 table . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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(1) HARBOR HOUSE PO BOX 680748 ORLANDO, FL 32868	591712936	501(C)3	20,000		CASH		DOM VIOLENCE
(2) HAVEN HOUSE OF PICKAWAY 1180 N COURT ST, CIRCLEVILLE OH 43113	311367577	501(C)3	20,000		CASH		DOM VIOLENCE
(3) HAVEN WOMEN CTR OF STANISLAUS 618 13TH ST MODESTO CA 95354	942499361	501(C)3	20,000		CASH		DOM VIOLENCE
(4) HEALTH IMPERATIVES INC 942 W CHESTNUT ST BROCKTON MA 02301	042609177	501(C)3	20,000		CASH		DOM VIOLENCE
(5) HIGHLAND LAKES FAMILY CRISIS PO BOX 805 MARBLE FALLS TX 78654	742233861	501(C)3	20,000		CASH		DOM VIOLENCE
(6) HOMESAFE OF SUMMER, WILSON PO BOX 607 GALLATIN TN 37066	581575248	501(C)3	20,000		CASH		DOM VIOLENCE
(7) HOPE'S WINGS DOMESTIC VIOLENC PO BOX 488 RICHMOND KY 40475	204496496	501(C)3	20,000		CASH		DOM VIOLENCE
(8) HOSPITALITY HOUSE FOR WOMEN PO BOX 5163 ROME GA 30165	581346534	501(C)3	20,000		CASH		DOM VIOLENCE
(9) LAPEER AREA CITIZENS AGAINST PO BOX 356 LAPEER MI 48446		501(C)3	20,000		CASH		DOM VIOLENCE
(10) LIBERTY HOUSE OF ALBANY PO BOX 2046 ALBANY GA 31702	581454465	501(C)3	20,000		CASH		DOM VIOLENCE
(11) LIBERTY RESOURCES 1045 JAMES ST SYRACUSE, NY 13201	161129675	501(C)3	20,000		CASH		DOM VIOLENCE
(12) MEG'S HOUSE PO BOX 3410 GREENWOOD SC 29649	570904064	501(C)3	20,000		CASH		DOM VIOLENCE

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

3 Enter total number of other organizations listed in the line 1 table . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
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(1) MID CENTRAL COMM ACTION COUNT 1301 W WASHINGTON ST BLOOMINGTON	370903245	501(C)3	20,000		CASH		DOM VIOLENCE
(2) MUSLIMAT AL-NISSA 5115 LIBERTY HEIGHTS AVE BALTIMORE MD	205644620	501(C)3	20,000		CASH		DOM VIOLENCE
(3) MUTUAL GROUND INC 418 OAK AVE AURORA, IL 60506	362921680	501(C)3	20,000		CASH		DOM VIOLENCE
(4) MY SISTER'S PLACE PO BOX 29596 WASHINGTON DC 20017	521263256	501(C)3	20,000		CASH		DOM VIOLENCE
(5) NEOPOLITAN'S LIGHTHOUSE PO BOX 24709 CHICAGO IL 60624	363309888	501(C)3	20,000		CASH		DOM VIOLENCE
(6) NEXT DOOR SOLUTIONS TO DOM VI 234 E GISH ROAD SAN JOSE CA 95112	942420708	501(C)3	20,000		CASH		DOM VIOLENCE
(7) N CTY WOMEN'S SHELTER & RES C PO BOX 630 PASO ROBLES, CA 93447	770068977	501(C)3	20,000		CASH		DOM VIOLENCE
(8) N IDAHO VIOLENCE PREV CTR 850 N 4TH ST COEUR D ALENE, ID	820341451	501(C)3	20,000		CASH		DOM VIOLENCE
(9) PEACE AT HOME FAMILY SHELTER PO BOX 10946 FAYETTEVILLE, AR	710552563	501(C)3	20,000		CASH		DOM VIOLENCE
(10) PENELOPE HOUSE FAMILY VIOLENC PO BOX 9127 MOBILE, AL 36691	630763198	501(C)3	20,000		CASH		DOM VIOLENCE
(11) PROVIDENCE HOUSE 814 COTTON ST SHREVEPORT, LA 71101	721205164	501(C)3	20,000		CASH		DOM VIOLENCE
(12) QUIGLEY HOUSE INC PO BOX 142 ORANGE PARK, FL 32067	592935027	501(C)3	20,000		CASH		DOM VIOLENCE

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

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
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OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

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

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(1) RANGE WOMEN'S ADVOCATES 301 1ST ST S VIRGINIA, MN 55792	411369020	501(C)3	20,000		CASH		DOM VIOLENCE
(2) REACH OF HAYWOOD CTY PO BOX 2062 WAYNESVILLE, NC 28786	581647862	501(C)3	20,000		CASH		DOM VIOLENCE
(3) RELIGIOUS COMMUNITY SVCS INC 503 S MLK JR AVE CLEARWATER, FL		501(C)3	20,000		CASH		DOM VIOLENCE
(4) ROCKLAND FAMILY SHELTER 9 JOHNSON LANE NEW YORK, NY 10956	132989233	501(C)3	20,000		CASH		DOM VIOLENCE
(5) RURAL HUMAN SVCS 286 M ST CRESCENT CITY, CA 95531	942735346	501(C)3	20,000		CASH		DOM VIOLENCE
(6) SAFE HOUSE OF HENDERSON 921 AMERICAN PACIFIC HENDERSON, NV	880314066	501(C)3	20,000		CASH		DOM VIOLENCE
(7) SAFE PLACE PO BOX 199 BATTLE CREEK, MI 49016	382436401	501(C)3	20,000		CASH		DOM VIOLENCE
(8) SAFE AVENUES PO BOX 568 WILLMAR, MN 56201	411931304	501(C)3	20,000		CASH		DOM VIOLENCE
(9) SAFE EMBRACE PO BOX 3745 RENO, NV 89505	880366015	501(C)3	20,000		CASH		DOM VIOLENCE
(10) SAFE HARBOR PO BOX 1179 MANDEVILLE, LA 70471	721181684	501(C)3	20,000		CASH		DOM VIOLENCE
(11) SAFE HARBOR OF KAYSVILLE PO BOX 772 KAYSVILLE, UT 84037	870516562	501(C)3	20,000		CASH		DOM VIOLENCE
(12) SAFE HAVEN, INC 500 W HARFORD ST MILFORD, PA 18337	232677433	501(C)3	20,000		CASH		DOM VIOLENCE

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

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

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OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

THE MARY KAY FOUNDATION

Employer identification number

75-2653742

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(1) SAFE HOMES OF ORANGE CTY PO BOX 649 NEWBURGH, NY 12550	141679391	501(C)3	20,000		CASH		DOM VIOLENCE
(2) SAFE PASSAGE DOMESTIC VIOLENC PO BOX 456 MOBERLY, MO 65270	431756416	501(C)3	20,000		CASH		DOM VIOLENCE
(3) SAFE PLACE & RAPE CRISIS 2139 MAIN ST SARASOTA, FL 34237	591943399	501(C)3	20,000		CASH		DOM VIOLENCE
(4) INC 306 W 7TH ST DUMAS, TX 79029	752281733	501(C)3	20,000		CASH		DOM VIOLENCE
(5) SAFE SPACE INC 636 MIDDLE CREEK RD SEVIERVILLE, TN 37862	581537647	501(C)3	20,000		CASH		DOM VIOLENCE
(6) SAFEHOME SYSTEMS INC PO BOX 748 COVINGTON, VA 24426	541607489	501(C)3	20,000		CASH		DOM VIOLENCE
(7) SAFEPLACE PO BOX 2002 OLYMPIA, WA 98507	911153988	501(C)3	20,000		CASH		DOM VIOLENCE
(8) SAFESPACE INC 632 SE MONTEREY STUART, FL 34994	591983994	501(C)3	20,000		CASH		DOM VIOLENCE
(9) SALEM CTY WOMEN'S SVCS PO BOX 125 SALEM, NJ 08079	222838239	501(C)3	20,000		CASH		DOM VIOLENCE
(10) SAVING GRACE IMAGINE LIFE W/O 1425 NW KINGSTON AVE BEND, OR	930797194	501(C)3	20,000		CASH		DOM VIOLENCE
(11) SEACOAST TASK FORCE ON FAM VI 6 GREENLEAF WOODS DR PORTSMOUTH	020337620	501(C)3	20,000		CASH		DOM VIOLENCE
(12) SHELTER & ASST FAM EMERGENCY PO BOX 2337 MT PLEASANT, TX 75456	752631330	501(C)3	20,000		CASH		DOM VIOLENCE

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

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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OMB No 1545-0047

2011

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Name of the organization

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Employer identification number

75-2653742

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(1) SHELTER AGENCIES FOR FAM IN E PO BOX 985 TUPELO, MS 38802	640642220	501(C)3	20,000		CASH		DOM VIOLENCE
(2) SIERRA VISTA DOM CRISIS SHTR PO BOX 1961 SIERRA VISTA, AZ	860100880	501(C)3	20,000		CASH		DOM VIOLENCE
(3) SOJOURNER HOUSE 386 SMITH ST PROVIDENCE, RI 02908	050370419	501(C)3	20,000		CASH		DOM VIOLENCE
(4) SURVIVORS INC PO BOX 3572 GETTYSBURG, PA 17325	232221970	501(C)3	20,000		CASH		DOM VIOLENCE
(5) SUSAN B ANTHONY PROJECT INC 179 WATER ST TORRINGTON, CT 06790	061085983	501(C)3	20,000		CASH		DOM VIOLENCE
(6) THE CARING PLACE INC 3107 CASCADE DR VALPARAISO, IN 46383	310944075	501(C)3	20,000		CASH		DOM VIOLENCE
(7) THE CTR FOR VIOLENCE PREVENT PO BOX 6279 PEARL, MS 39288	581959108	501(C)3	20,000		CASH		DOM VIOLENCE
(8) THE CTR FOR WOMEN IN TRANSITI 508 E CHURCH ST CHAMPAIGN, IL	371346397	501(C)3	20,000		CASH		DOM VIOLENCE
(9) THE CRISIS CTR 4526 E UNIVERSITY AVE ODESSA, TX 79763	751767204	501(C)3	20,000		CASH		DOM VIOLENCE
(10) THE DOMESTIC VIOLENCE SHELTER PO BOX 1524 MANSFIELD OH 44901	341261703	501(C)3	20,000		CASH		DOM VIOLENCE
(11) THE FAMILY CRISIS CTR OF E TX PO BOX 510 LUFKIN, TX 75902	751694437	501(C)3	20,000		CASH		DOM VIOLENCE
(12) THE TURNING POINT PO BOX 64 KEMMERER, WY 83101	830253203	501(C)3	20,000		CASH		DOM VIOLENCE

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

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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(1) THE WOMEN'S COMMUNITY INC 2801 N 17TH ST WAUSAU, WI 54403	391290452	501(C)3	20,000		CASH		DOM VIOLENCE
(2) THE WOMEN'S CRISIS CTR TANEY PO BOX 282 BRANSON, MO 65615	431562094	501(C)3	20,000		CASH		DOM VIOLENCE
(3) THE WOMEN'S SAFE HOUSE PO BOX 63010 ST. LOUIS, MO 63163	431111319	501(C)3	20,000		CASH		DOM VIOLENCE
(4) TIME OUT INC PO BOX 306 PAYSON, AZ 85547	860723051	501(C)3	20,000		CASH		DOM VIOLENCE
(5) TRI CTY NETWORK AGAINST DOM S PO BOX 653 LIVINGSTON, MT 59047	810534941	501(C)3	20,000		CASH		DOM VIOLENCE
(6) TU CASA, INC PO BOX 473 ALAMOSA, CO 811101	742227742	501(C)3	20,000		CASH		DOM VIOLENCE
(7) TURNING POINT INC PO BOX 723 WOODSTOCK, IL 60098	363163296	501(C)3	20,000		CASH		DOM VIOLENCE
(8) UNDERGROUND RAILROAD INC 5647 STATE ST, SAGINAW, MI 48603	382241312	501(C)3	20,000		CASH		DOM VIOLENCE
(9) UNITED SERVICES INC 1007 N MAIN ST DAYVILLE, CT 06241	060804423	501(C)3	20,000		CASH		DOM VIOLENCE
(10) VICTIM RESPONSE INC PO BOX 470728, MIAMI, FL 33147	270077139	501(C)3	20,000		CASH		DOM VIOLENCE
(11) VIVID VISIONS INC PO BOX 882 LIVE OAK, FL 32064	593349775	501(C)3	20,000		CASH		DOM VIOLENCE
(12) WHITE RIVER WOMEN'S SHELTER PO BOX 304, NEWPORT, AR 72112	582022875	501(C)3	20,000		CASH		DOM VIOLENCE

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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(1) WISE CTY DOMESTIC VIOLENCE TA PO BOX 569 DECATUR, TX 76234	752736312	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(2) WOMANSPLACE INC 410 9TH AVE MCKEESPORT, PA 15132	251307309	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(3) WOMEN AWARE INC PO BOX 98 PADUCAH, KY 42002	610974637	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(4) WOMEN AWARE INC 250 LIVING-STON AVE NEW BRUNSWICK, NJ 08901	222374378	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(5) WOMEN HELPING WOMEN 1935 MAIN ST WAILUKU, HI 96793	990205452	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(6) WOMEN'S AID IN CRISIS PO BOX 2062 ELKINS, WV 26241	550596106	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(7) WOMEN'S & CHILDREN'S CRISIS S 12519A WASHINGTON BLVD WHITTIER C	953315186	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(8) WOMEN'S CTR OF SAN JOAQUIN CT 620 N SAN JOAQUIN STOCKTON CA	942341360	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(9) WOMEN'S FREEDOM CTR PO BOX 933 BRATTLEBORO, VT 05302	237393095	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(10) WOMEN'S RESOURCES OF MONROE C PO BOX 645 DELAWARE WATER GAP, PA	232141496	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(11) WOMEN'S SERVICES INC PO BOX 537 MEADVILLE, PA 16335	251334227	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(12) WOMENSPACE INC PO BOX 50127 EUGENE, OR 97405	930692905	501 (C) (3)	20,000		CASH		DOM VIOLENCE

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) YWCA CENTRAL ALABAMA 309 23RD ST BIRMINGHAM, AL 35203	630288882	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(2) YWCA OF CENTRAL VA 626 CHURCH ST LYNCHBURG, VA 24504	540506490	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(3) YWCA OF HAVERHILL 107 WINTER ST HAVERHILL, MA 01830	042105888	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(4) YWCA ST. JOSEPH 304 N 8TH ST ST. JOSEPH, MO 64501	440552219	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(5) YWCA TOPEKA 225 SW 12TH ST TOPEKA, KS 66612	480556758	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(6) YWCA YAKIMA 818 W YAKIMA AVE YAKIMA, WA 98902	910565563	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(7) CONFERENCE ON CRIMES AGAINST 4411 LEMON AVE DALLAS, TX 75219	202079535	501 (C) (3)	50,000		CASH		DOM VIOLENCE
(8) NATIONAL NETWORK TO END DOMES 2001 S ST NW WASHINGTON DC 20009	521973408	501 (C) (3)	150,000		CASH		DOM VIOLENCE
(9) CONTACT CRISIS LINE PO BOX 800742 DALLAS, TX 75380	751285960	501 (C) (3)	5,000		CASH		DOM VIOLENCE
(10) VOLUNTEERS OF AMERICA INC CO 2660 LARIMER ST DENVER CO 80205	840430995	501 (C) (3)	20,000		CASH		DOM VIOLENCE
(11) ALBERT EINSTEIN COLLEGE MEDIC 1300 MORRIS PARK AVE BRONX, NY	131624225	501 (C) (3)	50,000		CASH		CANCER RES
(12) BAYLOR COLLEGE OF MEDICINE 1 BAYLOR PLAZA, HOUSTON, TX 77030		501 (C) (3)	50,000		CASH		CANCER RES

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BAYLOR HEALTH CARE SYS FOUND 3600 GASTON AVE DALLAS TX 75246		501 (C) (3)	10,000		CASH		CANCER RES
(2) NATIONAL OVARIAN CANCER COAL 2501 OAK LAWN AVE DALLAS, TX		501 (C) (3)	15,000		CASH		
(3) CANCER CARE INC 275 7TH AVE NEW YORK, NY 10001	131825919	501 (C) (3)	400,000		CASH		CANCER RES
(4) COLUMBIA U MED CTR 1130 ST NICHOLAS AVE NEW YORK, NY 10032	135598093	501 (C) (3)	50,000		CASH		CANCER RES
(5) DANA FARBER CANCER CTR 44 BINNEY ST BOSTON, MA 02115	042263040	501 (C) (3)	50,000		CASH		CANCER RES
(6) EMORY UNIVERSITY 1599 CLIFTON RD ATLANTA, GA 30322	580566256	501 (C) (3)	50,000		CASH		CANCER RES
(7) THE BOARD OF REGENTS OF THE U 1400 UNIVERSITY AVE MADISON WI		501 (C) (3)	50,000		CASH		CANCER RES
(8) THE RECTOR & VISITORS OF THE PO BOX 800579 CHARLOTSVILLE, VA		501 (C) (3)	50,000		CASH		CANCER RES
(9) THE REGENTS OF THE U OF CA 555 WESTWOOD PLAZA LOS ANGELES CA	956006143	501 (C) (3)	50,000		CASH		CANCER RES
(10) CANCER SUPPORT COMM N TX 2710 OAK LAWN AVE DALLAS, TX		501 (C) (3)	25,000		CASH		CANCER RES
(11) U OF COLORADO AT DENVER 12801 E 17TH AVE AURORA, CO 80045		501 (C) (3)	50,000		CASH		CANCER RES
(12) U OF KENTUCKY RESEARCH FOUNDA 109 KINKHEAD HALL LEXINGTON, KY		501 (C) (3)	50,000		CASH		CANCER RES

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

THE MARY KAY FOUNDATION

Employer identification number

75-2653742

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) YALE UNIVERSITY PO BOX 208337 NEW HAVEN, CT 06520		501(C)(3)	50,000		CASH		CANCER RES
(2) TRUSTEES OF BOSTON U 650 ALBANY ST BOSTON, MA 02118		501(C)(3)	-67,438		CASH		REFUND
(3) BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS ST BOSTON, MA 02115		501(C)(3)	50,000		CASH		CANCER RES
(4) YMCA OF METROPOLITAN DALLAS 4144 N CENTRAL EXPY DALLAS, TX		501(C)(3)	50,000		CASH		CANCER RES
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

3 Enter total number of other organizations listed in the line 1 table . . . . ▶

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

FORM 990, P. 6, PART VI, SEC C, 19--WE MAKE THESE DOCUMENTS AVAILABLE UPON REQUEST.

FORM 990, P. 6, PART VI, SEC B, 12C--THE ORGANIZATION REQUESTS ANNUALLY MEMBERS TO SIGN A CONFLICT OF INTEREST POLICY.

FORM 990, P. 6, PART VI, SEC B, 11B--PLEASE KNOW THAT ALL BOARD MEMBERS OF THE MARY KAY FOUNDATION WILL BE PROVIDED A COPY OF THE 990 TAX RETURN FOR THE FISCAL YEAR 2011. THEY WILL RECEIVE A COPY OF THE RETURN PRIOR TO ITS FILING WITH THE INTERNAL REVENUE SERVICE BUT THE REVIEW WILL BE UNDERTAKEN BY THE MEMBERS OF THE AUDIT COMMITTEE AND INVESTMENT COMMITTEE OF THE FOUNDATION.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Identification of Disregarded Entities

(Complete if the organization answered "Yes" on Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations

(Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
(1) MARY KAY FAMILY FOUNDAT30-0538848 16251 DALLAS PA ADDISON TX 75001	CHARITY	US	501C3	PF			X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													0.00
(2)													0.00
(3)													0.00
(4)													0.00
(5)													0.00
(6)													0.00
(7)													0.00

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)	MARY KAY INC 75-1151701 16251 DALL 75001 TX ADDISON	DIR SALES	DE	N/A	C CORP			0.00
(2)								0.00
(3)								0.00
(4)								0.00
(5)								0.00
(6)								0.00
(7)								0.00

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

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

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Sale of assets to related organization(s)	1f		X
g	Purchase of assets from related organization(s)	1g		X
h	Exchange of assets with related organization(s)	1h		X
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n	Sharing of paid employees with related organization(s)	1n		X
o	Reimbursement paid to related organization for expenses	1o		X
p	Reimbursement paid by related organization for expenses	1p		X
q	Other transfer of cash or property to related organization(s)	1q		X
r	Other transfer of cash or property from related organization(s)	1r		X

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

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

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions: Employer identification number (EIN) or
	THE MARY KAY FOUNDATION	[ ] 75-2653742
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	16251 DALLAS PARKWAY	[ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ADDISON, TX 75001	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MICHAEL LUNCEFORD

Telephone No ▶ 972-687-5734 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . . . . . ▶ [ ]. If it is for part of the group, check this box . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request ~~an automatic 3-month (6 months~~ for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 12, to file the exempt organization return for the organization named above. The extension is for ~~the organization's return for~~:

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
THE MARY KAY FOUNDATION	75-2653742
Number, street, and room or suite no If a P.O. box, see instructions	Social security number (SSN)
16251 DALLAS PARKWAY	
City, town or post office, state, and ZIP code. For a foreign address, see instructions	
ADDISON, TX 75001	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MICHAEL LUNCEFORD

Telephone No ▶ 972-687-5734 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15TH , 20 12

5 For calendar year 2011 , or other tax year beginning _____ , 20____ , and ending _____ , 20____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ President Date ▶ 6 August 2012