



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE FANT FOUNDATION		A Employer identification number 76-0443413
Number and street (or P O box number if mail is not delivered to street address) 5800 WESTVIEW DR.	Room/suite	B Telephone number 713-686-9631
City or town, state, and ZIP code HOUSTON, TX 77055		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 554091.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	950000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1955.	1955.	1955.	STATEMENT 1
	4 Dividends and interest from securities	13878.	13878.	13878.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10923.			
	b Gross sales price for all assets on line 6a 77590.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			1132.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit (loss)					
11 Other income	3750.	0.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	958660.	15833.	16965.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4155.	2078.	4155.	0.
	c Other professional fees STMT 5	1538.	769.	1538.	0.
	17 Interest				
	18 Taxes STMT 6	2623.	1560.	1560.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	15020.	7510.	15020.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	23336.	11917.	22273.	0.
	25 Contributions, gifts, grants paid	992209.			992209.
26 Total expenses and disbursements. Add lines 24 and 25	1015545.	11917.	22273.	992209.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-56885.				
b Net investment income (if negative, enter -0-)		3916.			
c Adjusted net income (if negative, enter -0-)			0.		

SCANNED 11/26/2012

RECEIVED
NOV 21 2012
IRSO-OSC
OGDEN UT

90-18 q

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		74505.	18723.	18723.	
	2	Savings and temporary cash investments		174098.	175757.	182756.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
		b Investments - corporate stock STMT 9			419092.	416330.	329112.
		c Investments - corporate bonds					
11	Investments - land, buildings, and equipment, basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶ 30555.						
	Less: accumulated depreciation STMT 10 ▶ 30555.						
15	Other assets (describe ▶ GRAVEL PIT)			23500.	23500.	23500.	
	16 Total assets (to be completed by all filers)			691195.	634310.	554091.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
22	Other liabilities (describe ▶)						
	23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			691195.	634310.	STATEMENT 8	
30	Total net assets or fund balances			691195.	634310.		
31	Total liabilities and net assets/fund balances			691195.	634310.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	691195.
2	Enter amount from Part I, line 27a	2	-56885.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	634310.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	634310.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VARIOUS ST SALES (SEE ATTACHED)	P	VARIOUS	12/31/11
b VARIOUS LT SALES (SEE ATTACHED)	P	VARIOUS	12/31/11
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3776.		2644.	1132.
b 73814.		85869.	-12055.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1132.
b			-12055.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-10923.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	1132.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	764965.	676351.	1.131018
2009	620525.	569972.	1.088694
2008	1205750.	639580.	1.885222
2007	1098840.	787099.	1.396063
2006	1010400.	1092955.	.924466

2 Total of line 1, column (d)	2	6.425463
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	1.285093
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	662742.
5 Multiply line 4 by line 3	5	851685.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39.
7 Add lines 5 and 6	7	851724.
8 Enter qualifying distributions from Part XII, line 4	8	992209.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	39.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	39.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	39.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	450.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	450.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	411.
11	Enter the amount of line 10 to be. Credited to 2012 estimated tax <input checked="" type="checkbox"/> 411. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ PHIL O. KELLEY Telephone no. ▶ 713-686-9631 Located at ▶ 5800 WESTVIEW DRIVE, HOUSTON, TX ZIP+4 ▶ 77055			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** Yes No

5b		X
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHELDON E. RICHIE 10 CONGRESS AVE, SUITE 1750 AUSTIN, TX 78701	DIRECTOR 1.00	0.	0.	0.
PHIL O. KELLEY C/O NEW PROCESS STEEL 5800 WESTVIEW DRIVE HOUSTON, TX 77055	DIRECTOR 2.00	0.	0.	0.
RICHARD E. FANT C/O NEW PROCESS STEEL 5800 WESTVIEW DRIVE HOUSTON, TX 77055	DIRECTOR 2.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX:A Summary of Direct Charitable Activities

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

	Expenses
1 SEE ATTACHED STATEMENT 12. SEE ALSO ATTACHED STATEMENT OF BENEFICIARIES AND CONTRIBUTIONS.	992209.
2	
3	
4	

Part IX:B Summary of Program-Related Investments

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

	Amount
1 NONE	0.
2	
3 All other program-related investments. See instructions. NONE	0.

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	530065.
b	Average of monthly cash balances	1b	119270.
c	Fair market value of all other assets	1c	23500.
d	Total (add lines 1a, b, and c)	1d	672835.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	672835.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10093.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	662742.
6	Minimum investment return. Enter 5% of line 5	6	33137.

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

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	992209.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	992209.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	39.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	992170.

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

Part XIII Undistributed Income (see instructions)

N/A

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

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ 01/20/95
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.	8606.	14577.	14226.	37409.
b 85% of line 2a	0.	7315.	12390.	12092.	31798.
c Qualifying distributions from Part XII, line 4 for each year listed	992209.	764965.	620525.	1205929.	3583628.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	992209.	764965.	620525.	1205929.	3583628.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	22091.	22545.	18999.	21319.	84954.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 13</p>				881406.
<p>SEE STATEMENT 14</p>				110803.
Total			▶ 3a	992209.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total			▶ 3b	0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE FANT FOUNDATION

Employer identification number

76-0443413

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE FANT FOUNDATION	Employer identification number 76-0443413
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>NEW PROCESS STEEL</p> <hr/> <p>5800 WESTVIEW DRIVE</p> <hr/> <p>HOUSTON, TX 77055</p> <hr/>	\$ 950000.	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p><small>(Complete Part II if there is a noncash contribution)</small></p>
	<hr/> <hr/> <hr/> <hr/>	\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p><small>(Complete Part II if there is a noncash contribution)</small></p>
	<hr/> <hr/> <hr/> <hr/>	\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p><small>(Complete Part II if there is a noncash contribution)</small></p>
	<hr/> <hr/> <hr/> <hr/>	\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p><small>(Complete Part II if there is a noncash contribution)</small></p>
	<hr/> <hr/> <hr/> <hr/>	\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p><small>(Complete Part II if there is a noncash contribution.)</small></p>
	<hr/> <hr/> <hr/> <hr/>	\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p><small>(Complete Part II if there is a noncash contribution.)</small></p>

Name of organization THE FANT FOUNDATION	Employer identification number 76-0443413
--	---

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

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

Name of organization THE FANT FOUNDATION	Employer identification number 76-0443413
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	1955.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1955.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	13878.	0.	13878.
TOTAL TO FM 990-PF, PART I, LN 4	13878.	0.	13878.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	3750.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3750.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4155.	2078.	4155.	0.
TO FORM 990-PF, PG 1, LN 16B	4155.	2078.	4155.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	1538.	769.	1538.	0.
TO FORM 990-PF, PG 1, LN 16C	1538.	769.	1538.	0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1560.	1560.	1560.	0.
PROPERTY TAX	613.	0.	0.	0.
FEDERAL INCOME TAX	450.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2623.	1560.	1560.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	15020.	7510.	15020.	0.
TO FORM 990-PF, PG 1, LN 23	15020.	7510.	15020.	0.

FORM 990-PF	OTHER FUNDS	STATEMENT	8
-------------	-------------	-----------	---

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	691195.	634310.
TOTAL TO FORM 990-PF, PART II, LINE 29	691195.	634310.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE FANT FOUNDATION, DR. KELLY WILLIAMS
5800 WESTVIEW DRIVE
HOUSTON, TX 77055

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

PLEASE WRITE TO THE FANT FOUNDATION FOR APPLICATION INFORMATION AND MATERIALS.

ANY SUBMISSION DEADLINES

NOT APPLICABLE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS FOR SUPPORT AND ASSISTANCE ARE MADE TO INDIVIDUALS ON A NONDISCRIMINATORY BASIS AND MAY BE LIMITED/RESTRICTED TO SPECIFIC PURPOSES.

THE FANT FOUNDATION

EIN: 76-0443413

5800 Westview
Houston, TX 77055

Phone: 713-316-1273
Fax: 713-216-1473

APPLICATION FOR GRANT NON-PUBLIC CHARITY OR INDIVIDUAL

**ALL QUESTIONS MUST BE ANSWERED AND SIGNED BY APPLICANT
OR THE APPLICATION WILL NOT BE CONSIDERED COMPLETE.**

This application should be filled out only by non-public charities or individuals applying for grant support from **The Fant Foundation**.

1. **Name of Applicant:** _____

2. **Address of Applicant:** _____

3. **Phone Number of Applicant:** _____

4. **Amount Applied For:** _____
_____ Single Payment Monthly Payment
_____ Quarterly Semi-Annually
Beginning: _____ Ending: _____

5. **Intended Use of Funds:** _____

6. **Prior Foundation Grants:** Year(s): _____
Amount(s): \$ _____

7. **Other Sources of Support:** _____
(Please include amounts) _____

EIN: 76-0443413

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

The Fant Foundation was formed to provide support and assistance to impoverished, distressed, and disadvantaged individuals and families who seek to improve their present living conditions. In order to accomplish this charitable purpose, the Foundation maintains direct and significant involvement in providing relief to these persons by supplying food, clothing, money, transportation, guidance, general counseling, and other necessary goods or services through direct active conduct, without the assistance of an intervening organization or agency.

The Foundation's primary objective is to provide humanitarian services, in-kind assistance and financial support to selected recipients who demonstrate a willingness and desire to improve their economic or living conditions, but are incapable due to their economic, mental, or physical limitations or circumstances. These recipients may, or may not, otherwise qualify for or receive assistance from other organizations or agencies. On occasion, the Foundation may provide temporary relief in the form of food, clothing, and other essential goods to persons in areas stricken by natural disasters. Recipients were identified and screened by the Foundation based upon specific information gathered during research, field work, and from support applications or recommendations made by other organizations and agencies. The existing living conditions of the recipients were assessed by the Foundation in light of the recipient's specific economic, mental or physical limitations and circumstances.

2011 FOUNDATION CHARITABLE CONTRIBUTIONS

NAME	ADDRESS	PURPOSE	AMOUNT
ABC of NC Child Development Center		Public Charity	1,000
AIDS Foundation Houston Inc.	3202 Wesleyan, Houston, TX 77027	Public Charity	15,000
American Red Cross	2700 Southwest Freeway, Houston, TX 77098	Public Charity	10,000
Amschwand Sarcoma Cancer Foundation	2726 Bissonnet, Suite 240-314, Houston, TX 77005	Public Charity	5,000
Apostolic Assembly	14615 Aldene Westfield Road, Houston, TX 77039	Public Charity	1,000
Austin Hatcher Foundation	1509 S. Smith Street, Suite 7, East Ridge, TN 37412	Public Charity	1,000
Big Brothers Big Sisters	6437 High Star, Houston, TX 77074	Public Charity	5,000
Boys and Girls Country	18806 Roberts Road, Hockley, TX 77447	Public Charity	5,000
Brookwood Community	1752 FM 1489, Brookshire, TX 77423	Public Charity	5,000
Byon Tsang Chair	100 Congress, Suite 1750, Austin, TX 78701	Public Charity	7,500
Carrier/United Way	One Carrier Place, Farmington, CT 06034	Public Charity	10,000
Charitybuzz Inc.	Post Road East #2, Westport, CT 06880	Public Charity	255,000
Children's Museum of Houston	1500 Binz, Houston, TX 77004	Public Charity	5,000
Family Services of Greater Houston	3815 Montrose, Suite 200, Houston, TX 77006	Public Charity	10,000
Grounded in Music	907 Purpose Street, Austin, TX 78734	Public Charity	10,000
Holocaust Museum of Houston	5401 Caroline, Houston, TX 77004	Public Charity	5,000
Hope Stone	1210 Clay, #26, Houston, TX 77019	Public Charity	50,797
Houston Ballet	501 Texas Avenue, Houston, TX 77002	Public Charity	10,000
Houston Wilderness	550 Westcott, Suite 305, Houston, TX 77007	Public Charity	5,000
Houston Livestock Show & Rodeo	Box 20070, Houston, TX 77225	Public Charity	17,500
Houston Museum of Natural Science	One Hermann Circle, Houston, TX 77030	Public Charity	5,000
I Am Waters Foundation	P. O. Box 229, Houston, TX 77098	Public Charity	100,000
Jewish Community Center	5601 S. Braeswood, Houston, TX 77096-3907	Public Charity	10,000
K9s4COPS	1210 West Clay, Suite 9, Houston, TX 77019	Public Charity	25,000
KICKSTART	3800 N. Shepherd, Suite 380, Houston, TX 77018	Public Charity	5,000
Krause's Children Center	5638 Medical Center Drive, Katy, TX 77494	Public Charity	75,000
March of Dimes	3000 Wesleyan, Suite 100, Houston, TX 77027	Public Charity	5,000
Matagorda County Women's Crisis Center	P. O. Box 1820, Bay City, TX 77404-1820	Public Charity	5,000
National Multiple Sclerosis Society	8111 N. Stadium Drive, Suite 100, Houston, TX 77054	Public Charity	500
Neighborhood Centers Inc.	P. O. Box 271389, Houston, TX 77277-1389	Public Charity	10,000
Newspring	600 Travis, Suite 6400, Houston, TX 77002	Public Charity	10,000
Operation Military Embrace, Inc.	21307 Cypress-Rose Hill Road, Tomball, TX 77377	Public Charity	25,000
Recipe for Success Foundation	1401 McKinney, Suite 925, Houston, TX 77010	Public Charity	10,000
Salvation Army Pilgrim Lutheran Church	8601 Chimney Road, Houston, TX 77096	Public Charity	1,000
South Bend Hebrew Day School	206 W. 8 th Street, Mishawaka, IN 46544	Public Charity	500
St. Cecilia Catholic School	11740 Joan of Arc, Houston, TX 77024	Public Charity	2,500
St. Jude's Research Hospital	262 Danny Thomas Place, Memphis, TX 38105	Public Charity	1,000
St. Theresa Catholic Church	6622 Haskell Street, Houston, TX 77007	Public Charity	7,500
Texas Honor Ride	6606 FM 1488, Suite 148-165, Magnolia, TX 77354	Public Charity	10,000

The Arbor School	1635 Blalock, Houston, TX 77080	Public Charity	16,609
The Shlenker School	5600 N. Braeswood Boulevard, Houston, TX 77096	Public Charity	2,000
University of Texas Endowment	University of Texas, Austin, Texas	Public Charity	1,000
United Way of Greater Houston	P. O. Box 924507, Houston, TX 77292	Public Charity	100,000
United Way of Central Alabama, Inc.	P. O. Box 320189, Birmingham, TX 35232-0189	Public Charity	10,000
Yellowstone Academy	3000 Trulley Street, Houston, TX 77004	Public Charity	10,000
Subtotal			881,406

Indigent Care Grants Supervised by Kelly Williams

Sarah Childs	12403 Mossycup, Houston, TX 77024	Indigent	2,500
Haley DeShazo	2947 Oak Forest Drive, Grapevine, TX 76051	Indigent	4,000
Sonny DeShazo	2947 Oak Forest Drive, Grapevine, TX 76051	Indigent	4,000
Judy Hightower	2947 Oak Drive, Grapevine, TX 76051	Indigent	2,000
Robert Ponder	523 Normal Park, Suite G, Huntsville, TX 77340	Indigent	1,000
Sandra Tarver	1025 Brazos Drive, Grandbury, TX 76048	Indigent	2,000
Margaret Scalora	407 Village Lane, Buda, TX 78610	Indigent	2,000
Rita Waller	P. O. Box 363, Stephens, AR 71764	Indigent	2,000
Maureen Mallory	15712 Lake Way Drive, Willis, TX 77318	Indigent	2,000
Jean Lane	P. O. Box 222, Jefferson, TX 75657	Indigent	2,000
Joan Gallagher	9621 137 th Street NW, Gig Harbor, WA 98329	Indigent	2,000
Kay Snodgrass	118 Chaplan Road, Pearcy, AR 71964	Indigent	2,000
Kelly Williams - Other	12403 Mossycup, Houston, TX 77024	Indigent	13,120
Subtotal			40,620

Education Grants Supervised by Jana Fant

Samantha Davis	918 A 13 th Street, Boulder, CO 80302	Education	23,000
Ashley Parrott-Murray	15718 Contender Lane, Friendswood, TX 77546	Education	20,183
Laurel Rimes	2214 Libby, Houston, TX 77018-3024	Education	24,000
Valeta Denmon	2200 S. Pleasant Valley, #24, Austin, TX 78741	Education	2,000
Subtotal			69,183

Education Grants Supervised by Kelly Williams

Beverly Morgenstern	12403 Mossycup, Houston, TX 77024	Indigent	1,000
Subtotal			1,000

2011 TOTAL CONTRIBUTIONS

			992,209
--	--	--	----------------

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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	Name of exempt organization or other filer, see instructions THE FANT FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 76-0443413
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 5800 WESTVIEW DR.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77055	

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

04

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

PHIL O. KELLEY

- The books are in the care of ▶ **5800 WESTVIEW DRIVE - HOUSTON, TX 77055**
Telephone No ▶ **713-686-9631** 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, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2011** or
▶ tax year beginning _____, and ending _____

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	\$	450.
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	\$	0.
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	\$	450.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- 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	Name of exempt organization or other filer, see instructions THE FANT FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 76-0443413
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 5800 WESTVIEW DR.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77055	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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.

PHIL O. KELLEY

- The books are in the care of **5800 WESTVIEW DRIVE - HOUSTON, TX 77055**
Telephone No **713-686-9631** 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 15, 2012

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

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
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION IN ORDER 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	\$	450.
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	\$	450.
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	\$	0.

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 **CPA** Date **8/7/12**