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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 ,

B Check if applicable.
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C
Beaumont Foundation of America
470 Orleans, First Floor
Beaumont, TX 77701

D Employer Identification Number
76-0650506

E Telephone number
(409) 838-1812

G Gross receipts $ 151,042.

F Name and address of principal officer W. Frank Newton
Same As C Above

H(a) Is this a group return for affiliates? [ ] Yes [X] No
H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list (see instructions)

I Tax-exempt status [ ] 501(c)(3) [X] 501(c) (4) ◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ► www.BMTFOUNDATION.com

H(c) Group exemption number ►

K Form of organization. [X] Corporation [ ] Trust [ ] Association [ ] Other ►

L Year of Formation 2000

M State of legal domicile. TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities: See Schedule O

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	3
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	3
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	8
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)		
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	389,930.	151,042.
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)	389,930.	151,042.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,120,073.	6,230,091.
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)	1,420,590.	1,362,203.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ►		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	367,734.	362,272.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,908,397.	7,954,566.
19	Revenue less expenses. Subtract line 18 from line 12	-7,518,467.	-7,803,524.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	261,705,760.	254,605,805.
21	Total liabilities (Part X, line 26)	8,681,257.	9,384,826.
22	Net assets or fund balances. Subtract line 21 from line 20	253,024,503.	245,220,979.

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OGDEN, UT

SCANNED MAY 23 2012

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

W. Frank Newton — President & CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Harold C. Graves	Harold C. Graves	4/11/12		P00064830

Firm's name ► Wathen, DeShong & Juncker, LLP
Firm's address ► 4140 Gladys Avenue, Suite 101
Beaumont, TX 77706-3648
Firm's EIN ► 74-1694817
Phone no. (409) 838-1605

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

See Schedule O

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: [redacted]) (Expenses $ 2,134,400. including grants of $ 2,134,400.) (Revenue $)

See Schedule O

4b (Code: [redacted]) (Expenses $ 1,645,450. including grants of $ 1,645,450.) (Revenue $)

See Schedule O

4c (Code: [redacted]) (Expenses $ 1,238,595. including grants of $ 1,238,595.) (Revenue $)

See Schedule O

4d Other program services. (Describe in Schedule O.) See Schedule O

(Expenses $ 2,649,027. including grants of $ 1,211,647.) (Revenue $)

4e Total program service expenses ► 7,667,472.

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		
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		X
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 statements 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, Parts 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, Parts 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
20 a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations 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, and 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		
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		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
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		
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 30		
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	X	
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 8		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
	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 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		
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		
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		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
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 3 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 3			
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 other 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 or 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. See Schedule O			
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 is 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	X	
b	Other officers of key employees of the organization	15b	X	
	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 taken 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 ► None

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► Sidney H. Cohen 470 Orleans, First Floor Beaumont TX 77701 (409) 838-1812

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

1 a 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 organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule 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) Wayne Reaud Chairman	20	X						0.	0.	0.
(2) Gilbert Low Director	5	X						0.	0.	0.
(3) Jon Huntsman Director	5	X						0.	0.	0.
(4) W. Frank Newton CEO	40			X				289,620.	0.	38,842.
(5) Edward Keller COO	40			X				218,044.	0.	35,062.
(6) Sidney Cohen CFO	32			X				172,745.	0.	33,201.
(7) Robert Craft General Counsel	40			X				173,796.	0.	29,963.
(8) Daryl Ann Borel Director of Grants	40				X			163,394.	0.	29,958.
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

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

(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 ►								1,017,599.	0.	167,026.
c Total from continuation sheets to Part VII, Section A ►								0.	0.	0.
d Total (add lines 1b and 1c) ►								1,017,599.	0.	167,026.

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 ► 5

		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 ► 0

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				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contributions included in lns 1a-1f: $				
	h **Total.** Add lines 1a-1f ▶				
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) ▶	151,042.	151,042.		
	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) ▶				
		(i) Securities / (ii) Other			
	7a Gross amount from sales of assets other than inventory				
	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 ▶	151,042.	151,042.	0.	0.

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	6,124,691.	6,124,691.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	105,400.	105,400.		
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	1,002,077.	829,158.	172,919.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	97,753.	79,082.	18,671.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	88,280.	70,712.	17,568.	
9 Other employee benefits	116,596.	98,475.	18,121.	
10 Payroll taxes	57,497.	47,481.	10,016.	
11 Fees for services (non-employees):				
a Management				
b Legal	95.	95.		
c Accounting	13,627.	3,397.	10,230.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	13,922.	13,922.		
12 Advertising and promotion				
13 Office expenses	5,883.	5,295.	588.	
14 Information technology				
15 Royalties				
16 Occupancy	66,220.	59,598.	6,622.	
17 Travel	19,016.	10,915.	8,101.	
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	62,109.	55,898.	6,211.	
23 Insurance	90,169.	81,152.	9,017.	
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 Miscellaneous	20,360.	18,629.	1,731.	
b Telephone	19,625.	17,662.	1,963.	
c Printing and Publications	15,265.	13,738.	1,527.	
d Technology	13,496.	12,146.	1,350.	
e All other expenses	22,485.	20,026.	2,459.	
25 **Total functional expenses.** Add lines 1 through 24e	7,954,566.	7,667,472.	287,094.	0.
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		1,888,454.	1	15,587.
	2	Savings and temporary cash investments		259,582,358.	2	254,375,323.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule 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			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		42,748.	9	60,107.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 705,649.			
	b	Less: accumulated depreciation	10b 550,880.	192,040.	10c	154,769.
	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		160.	15	19.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		261,705,760.	16	254,605,805.
LIABILITIES	17	Accounts payable and accrued expenses		112,908.	17	110,680.
	18	Grants payable		8,568,349.	18	9,274,146.
	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		8,681,257.	26	9,384,826.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► ☐ and complete lines 27 through 29 and lines 33 and 34.**				
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			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		253,024,503.	32	245,220,979.
	33	Total net assets or fund balances		253,024,503.	33	245,220,979.
	34	Total liabilities and net assets/fund balances		261,705,760.	34	254,605,805.

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	151,042.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,954,566.
3	Revenue less expenses. Subtract line 2 from line 1	3	-7,803,524.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	253,024,503.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
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	245,220,979.

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 selection 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 for 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		

Form 990, Part IX, Line 24e
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
Contract Labor	1,457.	1,311.	146.	
Dues & Subscriptions	8,054.	6,765.	1,289.	
Meals & Entertainment	3,622.	3,260.	362.	
Postage and Shipping	2,728.	2,728.		
Repairs & Maintenance	6,624.	5,962.	662.	
Total	$ 22,485.	$ 20,026.	$ 2,459.	$ 0.

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, lines 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

Beaumont Foundation of America

Employer identification number

76-0650506

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 can 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)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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 Year
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.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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 current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► _____ %

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(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 property	(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	133,653.		65,479.	68,174.
d Equipment	571,996.		485,401.	86,595.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				154,769.

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

(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, column (B) line 12.)* ►		

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

(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, column (B) line 13.)* ►		

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

(a) Description	(b) Book value
(1) Interest Receivable	$19
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15.)* ►	

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

(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, column (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)	151,042.
2	Total expenses (Form 990, Part IX, column (A), line 25)	7,954,566.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	-7,803,524.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	
9	Total adjustments (net). Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	-7,803,524.

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	151,042.
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		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIV.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	151,042.
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	151,042.

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

1	Total expenses and losses per audited financial statements		1	7,954,566.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIV.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	7,954,566.
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	7,954,566.

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.

Part XIV Supplemental Information *(continued)*

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, lines 21 or 22.
► **Attatch to Form 990.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Beaumont Foundation of America

Employer identification number

76-0650506

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? ..... [X] 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) See attached			6,124,691.	0.			
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ► 0

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

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	See Attached		105,400.			
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.

Part IV - Additional Supplemental Information

See attached

SCHEDULE J (Form 990)

Department of the Treasury Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: Beaumont Foundation of America

Employer identification number: 76-0650506

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. Part III ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☒ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain	1b X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2 X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III. ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment?	4a	X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
	If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization?	5a	X
b	Any related organization?	5b	X
	If 'Yes' to line 5a or 5b, describe in Part III.		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization?	6a	X
b	Any related organization?	6b	X
	If 'Yes' to line 6a or 6b, describe in Part III.		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III.	7	X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III	8	X
9	If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
W. Frank Newton	(i)	289,620.	0.	0.	0.	0.	289,620.	0.
1	(ii)	0.	0.	0.	0.	38,842.	38,842.	0.
Edward Keller	(i)	218,044.	0.	0.	0.	0.	218,044.	0.
2	(ii)	0.	0.	0.	0.	35,062.	35,062.	0.
Sidney Cohen	(i)	172,745.	0.	0.	0.	0.	172,745.	0.
3	(ii)	0.	0.	0.	0.	33,201.	33,201.	0.
Robert Craft	(i)	173,796.	0.	0.	0.	0.	173,796.	0.
4	(ii)	0.	0.	0.	0.	29,963.	29,963.	0.
Daryl Ann Borel	(i)	163,394.	0.	0.	0.	0.	163,394.	0.
5	(ii)	0.	0.	0.	0.	29,958.	29,958.	0.
	(i)							
6	(ii)							
	(i)							
7	(ii)							
	(i)							
8	(ii)							
	(i)							
9	(ii)							
	(i)							
10	(ii)							
	(i)							
11	(ii)							
	(i)							
12	(ii)							
	(i)							
13	(ii)							
	(i)							
14	(ii)							
	(i)							
15	(ii)							
	(i)							
16	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

Part 1, Line 1a - Relevant Information Regarding Compensation Benefits

Part III - Other Additional Information

Employees may elect to participate in health and wellness center.

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
Beaumont Foundation of America

Employer identification number
76-0650506

Form 990 - Organization's Mission

The Beaumont Foundation of America awards grants to bring about civic betterment and social improvements by providing assistance to the poor, underserved and underprivileged. We have five major program areas - Children & Youth, Education, Healthcare, Social Services and Children of Fallen Heroes.

Form 990, Part III, Line 4a - First Achievement

Education programs include grants to support exceptional K-12 teachers, grants to provide scholarships to first generation underserved university students, and grants and endowments for graduate programs, particularly in law. Special programs are also organized around increasing opportunities for underserved students. The primary focus on K-12 is in recognizing and supporting outstanding teachers through $10,000 per teacher grants in Southeast Texas, East Texas, Lubbock County, and Lea County New Mexico. Beaumont Foundation college scholarships follow well established formats at multiple universities to provide student scholarships and to endow leadership, administrative, and faculty positions. The Foundation supports a number of Universities, with special emphasis on Lamar University here in Beaumont. One program is, unlike those previously described, unconventional. This program is the legislative internship program, which takes students from multiple universities and provides them a semester at the Texas Legislature. The Beaumont Foundation is closely monitoring this program.

Name of the organization: Beaumont Foundation of America

Employer identification number: 76-0650506

Form 990, Part III, Line 4b - Second Achievement

Social Services grants support basic needs, such as food, clothing, shelter and other aid for indigent, low income and other underserved populations. The primary area is food to the poor through organized food bank programs. Grants to enhance technology, economies of scale and new partnerships have enabled food banks to meet increased demand for food to those most in need. Special attention has been given to children through Kids Cafe and Backpack programs and to the rural poor through Rural Pantry programs. The remaining grants in this area are fund awards for emergency care for at risk populations served by churches.

Form 990, Part III, Line 4c - Third Achievement

Healthcare Programs fall into three main categories of improved access to health care for the underserved. One is an outreach program to Native Americans in western States. This endeavor, conducted as part of the Huntsman Cancer Outreach Program, seeks to enlist tribal elders in encouraging screening and treatment. Outreach is conducted by healthcare workers who are Native American or familiar with customs of potential clients. The second is a community clinic which helps create treating physician homes for underserved families and individuals. Finally, the Beaumont Foundation made a grant to build a facility to house families of out of town patients. A medical treatment tertiary care hospital often serves patients who are not near their homes. Unless the families have a place to stay, proper support cannot be provided to sick family members.

Form 990, Part III, Line 4d - Other Program Services Description

The final two program areas for the Foundation are Children and Youth and the Fallen Heroes Program. Children and Youth consists primarily of providing clothing for

Name of the organization: Beaumont Foundation of America

Employer identification number: 76-0650506

children in foster care programs. Children in foster care seldom have new school clothes, as budgets are so sparce that new school clothes become a luxury. But for children already facing nearly insurmountable problems of identity and worth, peer pressure and ridicule based on old or inappropriate clothing can be devastating. Beaumont Foundation grants work in close coordination with the major foster care providers to help overcome this problem.

Finally, our Children of Fallen Heroes Program is a legacy of our original mission to provide technology grants. This program provides laptop computers to dependent children and spouses of military personnel who gave their lives in Irag or Afghanistan.

Form 990, Part VI, Line 2 - Related Party Information among directors

Chairman Reaud and Director Huntsman are both directors of Huntsman Corp.

Form 990, Part VI Line 12c - Enforcement of Conflicts Policy

With only 6 employees and 3 Directors, we are a small organization. Regular monitoring and enforcement of the conflict of interest policy is part of normal operations. Annual review of the policy is also performed.

Form 990, Part VI, Line 15a - Compensation Process for Top Officials

The Foundation uses a nationally recognized compensation consultant, the Hay Group, to determine an appropriate range of compensation for Officers and other employees (the Directors serve without compensation). The performance of the Officers and other employees is annually reviewed by the Executive Performance and Compensation Committee of the Board of Directors. The compensation is then voted upon by the Board of Directors.

Name of the organization: Beaumont Foundation of America

Employer identification number: 76-0650506

Form 990, Part VI, Line 15b - Compensation Process for Officers

See explanation for Form 990, Part VI, Line 15a above

Form 990, Part III, Line 4d - Other Program Services Description

See Schedule O

Form 990, Part VI, Line 11b - Form 990 Review Process

The 990 is prepared by our outside auditors under the direction of CFO Sid Cohen, reviewed by President Newton and General Counsel Craft, and then reviewed by the Board of Directors prior to filing.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

The Foundation makes its Determination Letter, Form 990s, audits, governing documents and conflict of interest policy available to the public upon request by phone, fax, email, letter or in person.

2011 Grant Expense

	Name of Entity	Amount	Tax ID	Address	City	ST	ZIP
Education Grants							
	U.T. Health Science Center at San Antonio	$1,000,000	74-1586031	7703 Floyde Curl Drive	San Antonio	TX	78229-3900
	Excellence in Education Awards	$365,000	Various				
	Utah State University	$208,000	87-6000528	1400 Old Main Hill	Logan	UT	84322
	Lamar University	$136,050	74-6000298	P. O. Box 10011	Beaumont	TX	77710
	Monsignor Kelly High School	$137,500	74-1395996	5950 Kelly Drive	Beaumont	TX	77707-3599
	Stephen F. Austin State University	$67,500	75-6002514	SFA Station, PO Box 13052	Nacogdoches	TX	75962-3052
	91 3 KVLU Public Radio	$20,000	74-6000298	PO Box 10064	Beaumont	TX	77710
	Cornell University	$27,850	15-0532082	203 Day Hall, Cornell University	Ithaca	NY	14850
	Sabine Area Career Center	$40,000	78-2878962	PO Box 894	Pineland	TX	75968
	Lamar Institute of Technology	$32,000	76-0694136	855 East Lavaca	Beaumont	TX	77705
	All Saints Episcopal School	$31,000	74-6021045	4108 Delaware	Beaumont	TX	77706
	Utah Valley University	$17,000	87-036944	800 West University Parkway #111	Orem	UT	84058
	University of Arkansas College of Nursing	$15,000	71-6056774	4301 W. Markham, Slot 529	Little Rock	AR	72205
	Rachel Low Roane College Scholarship	$12,500	Various				
	Laptops for Scholarship Recipients	$10,000	Various				
	University of Texas	$10,000	74-6000203	P.O Box 7758, UT Station	Austin	TX	78713
	The Rise School	$5,000	74-2974364	5206 Balcones Dr.	Austin	TX	78731
		$2,134,400.00					
Social Services							
	Houston Food Bank	$100,000 00	74-2181456	3811 Eastex Freeway	Houston	TX	77026
	Capital Area Food Bank of Texas	$100,000.00	74-2117350	8201 S Congress Ave.	Austin	TX	78745
	North Texas Food Bank	$100,000.00	75-1785357	4500 S. Cockrell Hill Rd.	Dallas	TX	75236
	San Antonio Food Bank	$100,000 00	74-2122979	5200 Old Hwy 90W	San Antonio	TX	78227
	Tarrant Area Food Bank	$100,000 00	75-1822473	2600 Cullen Street	Fort Worth	TX	76107
	Barnes Community Center	$100,000 00	N/A	Deleon County, City of Deleon, TX	Deleon	TX	76444
	Some Other Place	$100,000.00	74-2103171	PO Box 843	Beaumont	TX	77704-0843
	Christopher House	$80,000 00	23-7316001	2507 N. Greenview	Chicago	IL	60614
	Nutrition and Services for Seniors	$75,000 00	76-0074137	4590 Concord	Beaumont	TX	77703
	South Texas Food Bank	$75,000 00	74-2574983	PO Box 2007	Laredo	TX	78044
	Southeast Texas Food Bank	$75,000 00	76-0338721	P O Box 21012	Beaumont	TX	77720
	Caritas of Waco	$50,000.00	74-1711575	300 S 15th	Waco	TX	76701
	Concho Valley Regional Food Bank	$50,000.00	75-1897032	P O Box 1207	San Angelo	TX	76902
	Food Bank of Corpus Christi	$50,000.00	74-2234089	826 Krill Street	Corpus Christi	TX	78408

2011 Grant Expense

Name of Entity	Amount	Tax ID	Address	City	ST	ZIP
Food Bank of the Rio Grande Valley	$50,000 00	74-2421560	P. O. Box 6251	McAllen	TX	78502
High Plains Food Bank	$50,000 00	75-1838348	P. O. Box 31803	Amarillo	TX	79120
South Plains Food Bank	$50,000 00	75-1904829	4612 Locust Ave	Lubbock	TX	79404
West Texas Food Bank	$50,000.00	75-2057692	1008 E. 2nd St	Odessa	TX	79761
East Texas Food Bank	$50,000 00	75-2222686	P O. Box 6974	Tyler	TX	75711-6974
Catholic Charities of Southeast Texas	$31,450.00	74-1900345	P O Box 829	Beaumont	TX	77704
Brazos Valley Food Bank	$30,000 00	74-2380446	PO Box 74	Bryan	TX	77806
Food Bank of Golden Crescent	$30,000.00	74-2534561	P.O. Box 5085	Victoria	TX	77901
Food Bank of West Central Texas	$30,000 00	75-1888192	5505 North 1st Street	Abilene	TX	79603
Wichita Falls Area Food Bank	$30,000.00	75-1812865	1230 Midwestern Pkwy	Wichita Falls	TX	76307
Family Services of Southeast Texas	$25,000 00	74-1382713	990 Interstate 10 N, Suite 140	Beaumont	TX	77702
Greater Good Hope Baptist Church	$10,000 00	76-0399209	2725 W Virginia	Beaumont	TX	77705
Magnolia Missionary Baptist Church	$10,000 00	76-0093882	2830 Pine Street	Beaumont	TX	77703
Mount Calvary Baptist Church	$10,000 00	76-0086446	2120 Renaud Street	Beaumont	TX	77703
National Association of Hospital Hospitality Houses	$10,000.00	38-2693343	2882 SE Morlan Place	Grasham	OR	97080
L. A. Walters Ministries, Inc	$10,000 00	74-3195871	1222 North Main Street	Anahuac	TX	77514
Jones Memorial Church of God in Christ	$5,750.00	32-0254354	3355 Houston Street	Beaumont	TX	77705
Temple of Praise Church of God in Christ	$5,750.00	51-0660861	1575 Montrose Avenue	Beaumont	TX	77707
Saint's Temple Church of God in Christ	$2,500.00	76-0639902	10410 Dusty Lane	Beaumont	TX	77713
	$1,645,450.00					
Healthcare						
Huntsman Cancer Foundation	$1,000,000 00	87-0541293	500 Huntsman Way	Salt Lake City	UT	84108
Albert E. and Gena Reaud Family Shelter	$128,595.00	26–1990505	470 Orleans St First Fl	Beaumont	TX	77701
Manos de Cristo	$100,000.00	74-2511974	4911 Harmon Ave.	Austin	TX	78751
"Gift of Life" Program	$10,000.00	76-0550450	2390 S Dowlen, PMB #46	Beaumont	TX	77706
	$1,238,595.00					
Children & Youth & Other						
Lutheran Social Services of the South, Inc	$496,500 00	74-1109745	P. O Box 140767	Austin	TX	78714-0767
DePelchin Children's Center	$170,400 00	76-0318867	4950 Memorial Drive	Houston	TX	77007
Cal Farley's	$144,600 00	75-0808768	P. O. Box 1890	Amarillo	TX	79174-00001
Buckner Foundation	$132,000.00	75-2125945	600 North Pearl Street, Suite 2260	Dallas	TX	75201
The Children's Shelter of San Antonio	$109,200 00	74-1109660	2939 W Woodlawn	San Antonio	TX	78228

2011 Grant Expense

Name of Entity	Amount	Tax ID	Address	City	ST	ZIP
Bicycles & Bibles Program/Academy	$38,000.00	Various				
Southeast Texas Family Resource Center	$30,000.00	76-0589232	2060 Irving	Beaumont	TX	77701
Pleasant Hills Children's Home	$13,200.00	71-662544	PO Box 1177	Fairfield	TX	75840
James Hope Center for Children	$10,000.00	11-3721907	3542 9th Avenue	Port Arthur	TX	77642
Art Museum of Southeast Texas	$10,000 00	74-6060650	500 Main Street	Beaumont	TX	77704
Boys & Girls Club of Austin	$5,000.00	74-6087356	5407 N IH 35 Suite 400	Austin	TX	78723
	$1,158,900.00					
Miscellaneous Grants						
Misc. Grant Expense		Various				
Children of Fallen Heroes	$60,400 00	Various				
Texas Rangers Association Foundation	$20,000 00	74-2226156	104 Texas Ranger Trail	Waco	TX	78706
Troops First Foundation	$20,000 00	26-3494079	16312 Dahl Road	Laurel	MD	20707-2706
Tragedy Assistance Program for Survivors (TAPS)	$5,000 00	92-0152268	1777 F Street, NW; Suite 800	Washington	DC	20006
	$105,400.00					
Total Grants Approved	**$6,282,745.00**					
Less Prior Year Grant Cancelled	($92,024.00)					
Expenses, Net	$39,371.00					
TOTAL GRANT EXPENSE 2011	**$6,230,092.00**					