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Form **990-PF**

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

OMB No 1545-0052

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**2011**

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation H.E.B TOURNAMENT OF CHAMPIONS		A Employer identification number 76-6187819
Number and street (or P O box number if mail is not delivered to street address) 646 S. MAIN AVENUE	Room/suite	B Telephone number (see instructions)
City or town, state, and ZIP code SAN ANTONIO TX 78204		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,320,679.00	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)	5,347,948.00			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,300	1,300		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0.00				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	5,349,248.00	1,300.00	0.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	96,685.00			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	857,772.00			
	24 Total operating and administrative expenses. Add lines 13 through 23	954,457.00	0.00	0.00	0.00
	25 Contributions, gifts, grants paid	3,059,614.00			3,059,614.00
26 Total expenses and disbursements. Add lines 24 and 25	4,014,071.00	0.00	0.00	3,059,614.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,335,177.00				
b Net investment income (if negative, enter -0-)		1,300.00			
c Adjusted net income (if negative, enter -0-)			0.00		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing	2,984,502.00	4,320,679.00	4,320,679.00		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,984,502.00	4,320,679.00	4,320,679.00			
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 (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	0.00	0.00			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	2,984,502.00	4,320,679.00			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see instructions)	2,984,502.00	4,320,679.00				
31 Total liabilities and net assets/fund balances (see instructions)	2,984,502.00	4,320,679.00				

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	2,984,502.00
2 Enter amount from Part I, line 27a	2	1,335,177.00
3 Other increases not included in line 2 (itemize) ▶ STATEMENT 4	3	1,000
4 Add lines 1, 2, and 3	4	4,320,679.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,320,679.00

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				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,451,833.00	2,617,242.00	0.9368
2009	5,474,613.00	2,188,987.00	2.5010
2008	3,025,708.00	2,567,617.00	1.1784
2007	3,302,345.00	2,345,321.00	1.4081
2006	2,564,785.00	2,271,316.00	1.1292

2 Total of line 1, column (d)	2	7.1535
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	1.43
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,773,017.00
5 Multiply line 4 by line 3	5	5,395,414.31
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13
7 Add lines 5 and 6	7	5,395,427.31
8 Enter qualifying distributions from Part XII, line 4 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.	8	3,059,614

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	26
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	
3	Add lines 1 and 2	3	26.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	26.00
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	85
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	90
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	175.00
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	149.00
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 149 Refunded	11	0.00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STATEMENT 3	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ MEGAN ROONEY	Telephone no. ▶	210-938-9455	
	Located at ▶ 646 S. MAIN AVENUE SAN ANTONIO TX	ZIP+4 ▶	78204-1210	
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTIN H. OTTO 646 S. MAIN AVE SAN ANTONIO TX 78204	TRUSTEE HOURS VARY	0	0	0
WINELL I. HERRON 646 S. MAIN AVE SAN ANTONIO TX 78204	TRUSTEE HOURS VARY	0	0	0
ROBERT D. LOEFFLER 646 S. MAIN AVE SAN ANTONIO TX 78204	TRUSTEE HOURS VARY	0	0	0
NOT USED				

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

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

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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KATHY ASHWIN 1610 WINSTON COVE SAN ANTONIO TX 78260	COORDINATION CONSULTING	77,330.65

Total number of others receiving over \$50,000 for professional services ▶**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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.00

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	
b	Average of monthly cash balances	1b	3,830,474.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,830,474.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,830,474.00
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	57,457.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,773,017.00
6	Minimum investment return. Enter 5% of line 5	6	188,650.85

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	188,651
2a	Tax on investment income for 2011 from Part VI, line 5	2a	26
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26.00
3	Distributable amount before adjustments Subtract line 2c from line 1	3	188,625.00
4	Recoveries of amounts treated as qualifying distributions	4	1,000
5	Add lines 3 and 4	5	189,625.00
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	189,625.00

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,059,614
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,059,614.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,059,614.00

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				189,625.00
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 2,451,286				
b From 2007 3,185,159				
c From 2008 2,897,412				
d From 2009 5,365,203				
e From 2010 2,236,271				
f Total of lines 3a through e	16,135,331.00			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 3,059,614				
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				189,625.00
e Remaining amount distributed out of corpus	2,869,989			
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	19,005,320.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,451,286.00			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	16,554,034.00			
10 Analysis of line 9:				
a Excess from 2007 3,185,159				
b Excess from 2008 2,897,412				
c Excess from 2009 5,365,203				
d Excess from 2010 2,236,271				
e Excess from 2011 2,869,989				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling **▶**

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
85% of line 2a	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed				0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities				0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0.00
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				0.00
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)				0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				0.00
(3) Largest amount of support from an exempt organization				0.00
(4) Gross investment income				0.00

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:

HEB TOURNAMENT OF CHAMPIONS ATTN:DIRECTOR OF PUBLIC AFFAIRS 646 S. MAIN AVE SAN ANTONIO TX 78204

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

LETTER

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 1				3,059,614.00
Total			▶ 3a	3,059,614.00
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	1,300		
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue. a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.00		1,300.00		0.00
13 Total. Add line 12, columns (b), (d), and (e)						

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

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

[illegible]

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**

H.E.B TOURNAMENT OF CHAMPIONS

Employer identification number

76-6187819

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 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization H.E.B TOURNAMENT OF CHAMPIONS	Employer identification number 76-6187819
--	---

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	SEE STATEMENT 2	\$ 5,347,948.42	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization H.E.B TOURNAMENT OF CHAMPIONS	Employer identification number 76-6187819
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Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	NONE		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization H.E.B TOURNAMENT OF CHAMPIONS	Employer identification number 76-6187819
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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. See instructions.) ► \$ _____

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
1	NONE		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(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

(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

(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

H.E.B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST
990 PF, PAGE 11, SUPPLEMENTARY INFORMATION
FOR CALENDAR YEAR 2011
STATEMENT 1

RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A Storybook Christmas	2011 Year-Round Campaign for books	1,000 00
Abilene Cultural Affairs Council	2012 Children's Art & Literacy Festival	10,000 00
Abilene Education Foundation	2011 Support	5,000 00
ACE - A Community for Education	Educational Fundraising	5,000 00
Adelante U S Education Leadership Fund	2011 Scholarships	10,000 00
Alameda	Pledge Gift	50,000 00
American Cancer Society-San Antonio	2011 Camp Discovery	15,000 00
American Festival for the Arts	2011 Summer Music Conservatory	1,000 00
Anti-Defamation League, Southwest Region	2011-2012 No Place for Hate Guide	70,000 00
Arthouse at the Jones Center	2011 Ahead of their time The 12th Annual	5,000 00
ArtPace	2011 Program Support	15,000 00
Arts San Antonio	2011 Arts Teach	5,000 00
Asian Pacific American Heritage Associati	19th Anniversary Gala	2,000 00
Assistance League of San Antonio	\$60K Pledge - Operation School Bell	20,000 00
Austin Children's Shelter	2010 A Season of Song Gala	10,000 00
Austin Community Network	2011 ACT Early San Antonio	6,000 00
Austin Film Society	2011 Community Education Program	10,000 00
Austin Youth Orchestra	2010-2011 Concert Season	500 00
Autism Community Network	2011 Clinic Support	5,000 00
Ballet San Antonio	2011 Learning That Moves You	10,000 00
Baptist Children Family Health & Human Se	2011 C A R E Mentoring Program	10,000 00
Bastrop Education Fund	2010 Annual Fund Campaign	2,500 00
Beaumont Public School Foundation, Inc	19th Annual Golf Tournament	2,500 00
Bethune Day Nursery	\$50K Grant - Child Care Services for homeless	25,000 00
Boy Scouts of America-South Texas Council	2010 Capital Campaign-Naming Rights for Sc	50,000 00
Boys and Girls Club of Bastrop	2010 Sponsorship	1,000 00
Boys and Girls Club of Harlingen	2011 Program Support	3,000 00
Boys and Girls Club of Pharr	Capital Campaign	37,500 00
Boys and Girls Club of San Antonio	2011 Program Support	15,000 00
Boys and Girls Club of the Austin Area	2011 Spring Luncheon	5,000 00
Boys Town	2011 Treatment Family Homes	5,000 00
Cameron County Juvenile Justice Center/Th	The Bridge-Community Outreach Center	20,000 00
Camp Fire USA - Balcones Council	Absolutely Incredible Kids Day	1,000 00
Camp Fire USA Tejas Council	2011 Absolutely Incredible Kids Day Cele	1,000 00
Capital Area Food Bank	Kids Cafe at Mission Waco	6,000 00
Cast for Kids (Corpus Christi)	Cast for Kids 2011	2,000 00
Center Stage Texas	2010 Campbell Elementary Theater Arts En	1,000 00
Centers for Children & Families	2011 Kids First Program	10,000 00
Charity Ball Association	2011 Support	10,000 00
Child Advocates of San Antonio	2011 Festival of Voices 5K Run	20,000 00
Children at Heart Foundation	2011 General Support	1,000 00
Children's Bereavement Center of South Te	Narrative Therapy Program	5,000 00
Cibolo Nature Center	2011 Nature Camp	10,000 00
City of McAllen-Parks & Recreation Dept	2011 Gus N Goldie Program	10,000 00
City of McAllen-Parks & Recreation Dept	2011 Gus N Goldie Program	4,000 00
City of Round Rock-Parks and Recreation D	Play for All Abilities Park	25,000.00
Clarity Child Guidance Center-San Antonio	2011 Spring Gala and Silent Auction	12,500 00
Communities in Schools - San Antonio	2011 General Support	25,000 00
Corpus Christi Folklorico-(Alcorta's Danc	2011 Annual Springtime after TAKS Celebr	3,500 00
Corpus Christi Public Library Foundation,	11th Annual Children's Book Festival	5,000 00
Crisis Intervention	2011 Program Support	9,000 00
Del Mar College Foundation	Pledge Gift	18,750 00
Driscoll Children's Hospital	Playroom for Renovated Children's Cancer &	25,000 00
Eanes Education Foundation	2011 EEF Gala-The Eanes City Limits	5,000 00
Edgewood Fine Arts Academy Theatre of Per	2011 Grant - In Honor of Performing Arts	10,000 00
Education Foundation of Harris County	Harris County Leadership Briefing benefit	5,000 00

EWI - Houston Chapter	2010 Reading Book Fundraiser	500 00
Family Violence Prevention Services, Inc	2011 Program Support	25,000 00
Foster Parents of Victoria	Christmas Sharing Banquet	1,250 00
Friends of the Bulverde/Spring Branch Lib	2011 Summer Reading Program	5,000 00
Friends of the Library, Laredo Texas	Funding for equipment	15,000 00
Georgetown Partners in Education	2010/2011 Project Mentor	3,000 00
Georgetown Symphony Society, Inc	2011 Concert Series	5,000 00
Girl Scouts of San Jacinto Council	Pledge Gift	5,000 00
Goliad I S D Education Foundation	2010-2011 Annual Fundraising Campaign	1,000 00
Good Samaritan Community Services	\$500K Pledge	100,000 00
Greater San Antonio After-School All-Star	2011 Support	15,000 00
Habitat for Humanity of San Antonio, Inc	2011 TOC Volunteer Event	60,000 00
Heidi Search Center, Inc	Keeping Our Kids Safe	5,000 00
Helping Hand Home for Children	2011 HH Society's The Crystal Ball Gala	5,000 00
High Sky Children's Ranch, Inc	2011 Support Request	15,000 00
Houston Achievement Place	2011 Project Class	5,000 00
Houston Area Urban League	Genlites Donation	25,000 00
Houston Fire Museum	Tike Town Fire Safety Village	8,500 00
Houston Museum of Natural Science	2011-2012 Science Education Programming	10,000 00
Houston Read Commission	2011 Great Grown-Up Spelling Bee	10,000 00
Houston Read Commission	2012 Great Grown-Up Spelling Bee	10,000 00
Houston Tennis Association	Reading Aces donation support	500 00
Houston Urban Debate League	2011 HUDL Annual Gala	2,500 00
Interfaith Education Fund	Citizens Community Develop	25,000 00
Jackie Robinson Foundation	Education and Leadership Development Program	5,000.00
Jazz Education, Inc	2011 Jazz Education Summer Workshop	20,000 00
Junior Achievement of Southeast Texas	2010-2011 Outreach Program Support	25,000 00
Junior League of Austin	2010-2011 Food in Tummies (FIT)	5,000 00
Kendall County Women's Shelter	2010 Support	12,500 00
Kinetic Kids	2010 Support	20,000 00
KIPP Academy - Houston	Pledge Gift	100,000 00
KIPP Aspire Academy	Pledge Gift	100,000 00
La Prensa Foundation Inc	2011 Scholarship	2,500 00
La Prensa Foundation Inc	2011 Scholarship	2,500 00
Lake Travis Education Foundation	2011 LTEF's Mardi Gras Gala	3,000 00
Literacy Advance of Houston	Tutor Training and Enrichment Support	5,000 00
Make A Wish Foundation of Central & South	2011 World Wish Day	5,000 00
Manor Education Foundation	2011 MEF 6th Annual Gala	1,000 00
Martinez Street Women's Center	Girls Empowerment Summer Camp Campaign	5,000 00
Mental Health America of Texas	2011 Boots, Bells & Hearts Fundraising G	5,000 00
Midland Children's Rehabilitation Center	2011 Hippotherapy Program	10,000 00
Milby Hispanic Alumni Association, Inc	2011 Scholarship Support	1,000 00
Millsap Elementary	2007 Literacy Grant	1,145 00
Mission Road Ministries	2011 SOAR Program	35,000 00
NAACP Corpus Christi Branch	NAACP Youth Council	3,500 00
North Houston Frontiers Club, Inc	MLK Memorial Breakfast	1,500 00
Odyssey After School Enrichment Program	2011 Literacy Enhancement Grant	3,000 00
Pearland Rotary	2011 Dare to Excel Scholarships	1,000 00
Prevent Child Abuse Texas	2011 Training Conference for Childcare Wor	2,000 00
Reading Kids Olympics	Boys & Girls Club/border region books	9,000 00
Reasoning Mind	Funding to support math program at Corneli	5,000 00
Respite Care of San Antonio	2011 Programs	15,000 00
Rice University-Rice Summer Business Inst	2011 Rice Summer Business Institute	2,500 00
Rise School of Austin	8th Annual James Street/Mack Brown Golf	15,000 00
Ronald McDonald House	Playground build	7,868 94
Ronald McDonald House Charities of Austin	RMHC Family Room in Dell Children's Hospital	25,000 00
San Antonio Conservation Society	2011 Heritage Education Tours Program	5,000 00
San Antonio Police Officer's Association	Donation	10,000 00
San Antonio Sports Foundation	2011 Dreams for Youth	30,000 00
San Jacinto Museum of History	2011 Year	25,000 00
Santa Fe Texas Education Foundation	Innovative Teaching Grants	5,000 00
Seton Home	Education Programs	10,000 00

Somerset Independent School District Educ	2010 Grant Assistance	10,000 00
Southwest School of Art & Craft	2011 Summer Arts Camp scholarships	10,000 00
Southwest School of Art & Craft	2011 3rd and 5th Grade Architecture Proj	5,000 00
Special Olympics	Donation	450,000 00
SpiritHorse Therapeutic Riding Center	Autism Treatment Project	5,000 00
St James Episcopal School	Scholarship Assistance Program	10,000 00
St Jude's Ranch for Children	2011 Store Grandopening gift	5,000 00
Sul Ross State University	Scholarship Endowment	10,000.00
Sunshine Cottage School for Deaf Children	\$250K-Hear for the Future Campaign	50,000 00
Sunshine Cottage School for Deaf Children	\$250K-Hear for the Future Campaign	50,000 00
T L Pink National Alumni & Ex-Students As	General Support	500 00
Teach for America-Houston	\$150K Pledge Community Impact and Growth	65,000 00
Tech Corps Texas	Techie Club	15,000 00
Texans Care for Children	Ongoing Support for Organization	25,000 00
Texas A&M Corpus Christi	Pledge Gift	50,000 00
Texas A&M Corpus Christi	Young Author's Camp	10,000 00
Texas Agricultural Lifetime Leadership	2011 TALL Support	10,000 00
Texas Association for Infant Mental Healt	2011 Support	15,000 00
Texas Baptist Children's Home, Inc	2011 Golf Marathon	5,000 00
Texas Book Festival	\$50K Pledge--2010-2011 Reading Rock	25,000 00
Texas Children's Hospital	\$500K Pledge - Congenital Heart Surgery	100,000 00
Texas Hill Country Higher Education Devel	University Center Project	100,000 00
Texas Performing Arts-The University of T	2010-2011 Season	50,000 00
Texas Wildlife Association	Little Lonestars Youth Art Contest	10,000 00
Theatre Action Project	2010-2011 Season	5,000 00
Touchdown Club of Houston	High School Awards Dinner	5,000 00
Tuloso-Midway ISD Education Foundation	Annual Donor Campaign	1,000 00
United Civic Organization	2011 Scholarship Fundraiser	10,000 00
United Way of San Antonio & Bexar County	2011 Days of Caring Sponsorship	15,000 00
University of Houston-Center for Mexican	2011 "Noche Cultural" Scholarship Banquet	5,000 00
University of Mary Hardin-Baylor	2010/2011 Central Texas Scholarship Fund	1,000 00
UTSA-College of Education and Human Devel	Pledge Gift	100,000 00
Valley Interfaith	Parent Engagement & Student Readiness Project	20,000.00
Valley Nature Center	New Building Campaign	50,000 00
Victoria Business and Education Coalition	VBEC Sponsorships	5,000 00
Victoria Business and Education Coalition	VBEC Sure Bet Educational Program 2011-2012	5,000 00
Victoria I S D Middle School Incentive S	2011 "Beat the Odds" 13th Annual Scholar	1,000 00
Volunteer Center of United Way	2010 Days of Caring	15,000 00
Waco Symphony Orchestra Association	2011 Holiday Pops Concert/2011-2012 Conc	10,000 00
Westwood Elementary	Support to Purchase Computer Programs	1,800 00
Wish for Our Heroes	Gavin White Donation	3,800 00
Workshop Houston	Middle School Program	10,000 00
Writers in the Schools	2011 Celebration of a Story Event	5,000 00
Wylie Bulldogs Education Foundation	2011 Support	5,000 00
Yes Prep	Pledge Gift	100,000 00
YMCA Camping Services Partners	Apartment Outreach to Camp Owen	25,000 00
YMCA of Austin	Children's Christmas Party	2,500 00
Young Life Greater Houston Region	2011 Fore Kids Golf Classic	5,000 00
Youth Orchestra of San Antonio	2011 Summer Camp	15,000 00
TOTAL CHARITABLE CONTRIBUTIONS		<u>3,059,613 94</u>

H.E.B TOURNAMENT OF CHAMPIONS CHARITABLE TRUST
990 PF, Schedule B, Part I - Contributors
FOR CALENDAR YEAR 2011
STATEMENT 2

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
1	3M	14,000 00	PERSON
2	Aaron & Nikayla Thomas	75 00	PERSON
3	Abraham of North America, Inc	400 00	PERSON
4	ACH Food Companies, Inc	3,500 00	PERSON
5	Acosta Sales and Marketing Company	20,000 00	PERSON
6	Additech, Inc	3,500 00	PERSON
7	Adesso Trade Advantage Solution	14,000 00	PERSON
8	Adesso Trade Management Solution	25,000 00	PERSON
9	Adesso Trade Management Solution	12,500 00	PERSON
10	AdvancePierre Foods	10,500 00	PERSON
11	Advantage Sales and Marketing	25,000 00	PERSON
12	AgroAmerica Fruit	10,000 00	PERSON
13	AHT Cooling Systems USA, Inc	3,500 00	PERSON
14	AHT Cooling Systems USA, Inc	75 00	PERSON
15	Ainsworth Pet Nutrition	7,000 00	PERSON
16	Albert A Flores Genny G Flores	50 00	PERSON
17	Algood Food Company	3,500 00	PERSON
18	Allegro Fine Foods, Inc	500 00	PERSON
19	Allens Inc	3,500 00	PERSON
20	Alliance Entertainment	3,500 00	PERSON
21	Alpine Fresh	3,500 00	PERSON
22	Altria Sales & Distribution Inc	7,000 00	PERSON
23	Alva-Amco Pharmacal Companies, Inc	3,500 00	PERSON
24	Amber G Marbach	50 00	PERSON
25	American Italian Pasta Company	7,000 00	PERSON
26	American Rice, Inc	3,500 00	PERSON
27	American Safety Razor Company, LLC	3,500 00	PERSON
28	American Seafoods Processing	3,500 00	PERSON
29	amtekco	500 00	PERSON
30	Anda Inc	3,500 00	PERSON
31	Andrew & Williamson Sales Co , Inc.	3,500 00	PERSON
32	Anheuser-Busch, Inc	56,000 00	PERSON
33	Ansell	3,500 00	PERSON
34	Anthony J Mery	50 00	PERSON
35	Archpoint Sales Expenses	3,500 00	PERSON
36	Arquest Inc	7,000 00	PERSON
37	AT&T	3,500 00	PERSON
38	Atlantic Premium Brands, Ltd	14,000 00	PERSON
39	Australis Aquaculture, LLC	3,500 00	PERSON
40	Azteca Milling L.P	3,500 00	PERSON
41	B Catalani, Inc	7,000 00	PERSON
42	Baker & Patterson, LLP	2,500 00	PERSON
43	Bakery Equipment & Service Co , Inc	500 00	PERSON
44	Bargreen Ellingson	250 00	PERSON
45	Bar-S Foods Co	14,000 00	PERSON
46	Bay Bridge Administrators	1,500 00	PERSON
47	Bay Valley Foods	14,000 00	PERSON
48	Bayer	5,000 00	PERSON
49	Bayer	2,000 00	PERSON
50	Bebo Distributing Company, Inc	3,500 00	PERSON
51	Bebo Distributing Company, Inc	16,000 00	PERSON
52	Beiersdorf Inc	1,000 00	PERSON

53	Bel Brands USA Inc.	4,000 00	PERSON
54	Bell-Carter Foods, Inc	3,500 00	PERSON
55	Bellisio Foods	3,500 00	PERSON
56	Bendon Publishing International, Inc	7,000 00	PERSON
57	Benjamin D Miller Christy L Miller	50 00	PERSON
58	Berner Food & Beverage, Inc	3,500 00	PERSON
59	Berry Plastics Corporation	500 00	PERSON
60	Best Maid Products, Inc	14,000 00	PERSON
61	Bic Corporation	7,000 00	PERSON
62	Biesenbach Inc	3,500 00	PERSON
63	Big Chuy Distributors & Sons, Inc	3,500 00	PERSON
64	Big Time Products, LLC	3,500 00	PERSON
65	Bill East Phoenix Group	75 00	PERSON
66	Bimbo Bakeries USA, Inc	14,000 00	PERSON
67	Bissell Homecare	7,000 00	PERSON
68	Blair Capen	3,500 00	PERSON
69	Blazer Wilkinson LP	1,000 00	PERSON
70	Blue Bell Creameries, L P	7,000 00	PERSON
71	Blue Sea, LLC T/A Changing Seas, LLC	3,500 00	PERSON
72	Bob Evans Farms Inc	7,000 00	PERSON
73	Bolner's Fiesta Products, Inc	7,000 00	PERSON
74	Bolthouse Farms	7,000 00	PERSON
75	Bonita Packing Company	3,500 00	PERSON
76	Border Foods, Inc	7,000 00	PERSON
77	Bradshaw International, Inc	7,000 00	PERSON
78	Brian Dudek	75 00	PERSON
79	Bruce A Robinson	50 00	PERSON
80	Bryan S Rosenberg	75 00	PERSON
81	Bubba Foods, LLC	3,500 00	PERSON
82	Buddy's Natural Chickens, Inc	1,500 00	PERSON
83	Bury+Partners-SA, INC Manager's Acct	3,500 00	PERSON
84	Butterball, LLC	14,000 00	PERSON
85	C F I Delivery, Ltd	1,500 00	PERSON
86	C H Guenther & Son, Inc	3,500 00	PERSON
87	C H Robinson Company	7,000 00	PERSON
88	C H Robinson Company	3,500 00	PERSON
89	Cacique USA	3,500 00	PERSON
90	Cactus Imports & Pottery LLC	7,000 00	PERSON
91	Cadista Pharmaceuticals Inc	3,500 00	PERSON
92	Cal-Maine Foods, Inc	14,000 00	PERSON
93	Campbell Sales Company	17,500 00	PERSON
94	Cardtronics USA, Inc	3,500 00	PERSON
95	Caren Easterling Michael L Easterling	50 00	PERSON
96	Cargill Incorpor Corp	25,000 00	PERSON
97	Cargill Incorpor Corp	25,000 00	PERSON
98	Carl Budding and Company	3,500 00	PERSON
99	Carrier Corporation	3,500 00	PERSON
100	Cascades Tissue Group - Sales Inc.	1,750 00	PERSON
101	Cash	300 00	PERSON
102	Castro Cheese Company Inc	7,000 00	PERSON
103	Catalina Marketing	7,000 00	PERSON
104	Cedars Mediterranean Foods, Inc	1,000 00	PERSON
105	Central Garden & Pet	500 00	PERSON
106	Champions Hole	7,665 00	PERSON
107	Charles H. Wernette	75 00	PERSON
108	Chattem, Inc.	1,500 00	PERSON
109	CheckFreePay Corporation	1,500 00	PERSON
110	Chemstar Corporation	1,800 00	PERSON
111	Chicken of the Sea	3,500 00	PERSON

112	Chris M. Miller Heather M Miller	50 00	PERSON
113	Christine Dempsey	50 00	PERSON
114	Christopher Ranch, LLC	3,500 00	PERSON
115	Cindy Gomez	50 00	PERSON
116	Cintas Corporation	3,500 00	PERSON
117	Citrus World, Inc.	14,000 00	PERSON
118	Claudia A Milnes	150 00	PERSON
119	Cleaning Systems, Inc	3,500 00	PERSON
120	Clements Foods Foundation	3,500 00	PERSON
121	Coastal Transport Co , Inc	1,000 00	PERSON
122	Cognizant US Corp	20,000 00	PERSON
123	Coinstar	3,500 00	PERSON
124	Coinstar, Inc	7,000 00	PERSON
125	Cokem International Ltd	2,000 00	PERSON
126	Colgate-Palmolive	50,000 00	PERSON
127	Colimex	3,500 00	PERSON
128	Colorful Harvest LLC	3,500 00	PERSON
129	Comet Neon Advertising Company, Inc	500 00	PERSON
130	Communications Supply Corp	1,000 00	PERSON
131	Communications Supply Corp	1,000 00	PERSON
132	Conagra Food Enterprise Services	7,000 00	PERSON
133	ConAgra Foods Enterprise Services, Inc.	50,000 00	PERSON
134	ConAgra Foods Lamb Weston	3,500 00	PERSON
135	Conair Corporation and Subsidiaries	3,500 00	PERSON
136	Concord Foods, Inc	1,000 00	PERSON
137	Corine North Mark Compas	50 00	PERSON
138	Cory J Oliver	50 00	PERSON
139	Cott Beverages Inc	50,000 00	PERSON
140	Country Home Bakers, LLC	7,000 00	PERSON
141	Craig L Delaney Tabitha A Delaney	50 00	PERSON
142	Creative Link Studio, Inc	150 00	PERSON
143	Crown Imports	7,000 00	PERSON
144	CSC Worldwide	3,500 00	PERSON
145	CTM Enterprises, Inc dba Purafilter 2000	7,000 00	PERSON
146	Cummins-Allison Corp	7,000 00	PERSON
147	Cypress Pharmaceuticals, Inc	3,000 00	PERSON
148	Cyrus Networks, LLC	3,500 00	PERSON
149	Dairy Farmers of America, Inc	7,000 00	PERSON
150	dairyfood USA incorporated	500 00	PERSON
151	Daisy Brand	7,000 00	PERSON
152	Dannon	125,000 00	PERSON
153	Dannon	3,500 00	PERSON
154	Dare Foods Incorporated	500 00	PERSON
155	Datacom Sales & Associates, Inc.	1,000 00	PERSON
156	Dave or Deborah Schulze	50 00	PERSON
157	David Oppenheimer and Company I, LLC	3,500 00	PERSON
158	David Petrocco Farms, Inc	5,000 00	PERSON
159	Daymon Worldwide Inc.	80,000 00	PERSON
160	Deborah Lozano Frank Lozano	50 00	PERSON
161	Del Monte Foods	14,000 00	PERSON
162	Del Monte Fresh Produce N A , Inc	7,000 00	PERSON
163	Dell USA LP	14,000 00	PERSON
164	Delta Dental Insurance Company	3,500 00	PERSON
165	Delta Produce, L P	14,000 00	PERSON
166	DemandTec	7,000 00	PERSON
167	Desert Glory, Ltd	3,500 00	PERSON
168	Diamond Foods, Inc	7,000 00	PERSON
169	Diana Williams	3,500 00	PERSON
170	DiMare Fresh, Inc	3,500 00	PERSON

171	Direct Energy Business, LLC	3,500 00	PERSON
172	Dole Fresh Fruit	10,000 00	PERSON
173	Dole Packaged Foods	10,000 00	PERSON
174	Domino Foods	500 00	PERSON
175	Double B Foods Inc	3,500 00	PERSON
176	Douglas E Read Jennifer M Read	50 00	PERSON
177	Douglas Starasinic	75 00	PERSON
178	Dresser Inc	3,500 00	PERSON
179	DS Waters of America, Inc.	3,500 00	PERSON
180	Durrset Amigos, Ltd	3,500 00	PERSON
181	Dynasty Farms, Inc	3,500 00	PERSON
182	E & J Gallo Winery	14,000 00	PERSON
183	E L Page or G L Page	200 00	PERSON
184	Eagle Distributors, LLC	10,500 00	PERSON
185	Eagle Eye Produce Inc	7,000 00	PERSON
186	Eclipse Berry Farms, LLC	3,500 00	PERSON
187	Edward A Noble Sr	100 00	PERSON
188	Edward or Patricia Buys	10 00	PERSON
189	Edward or Patricia Buys	20 00	PERSON
190	Edward or Patricia Buys	75 00	PERSON
191	Eldridge Electric Company, Inc	3,500 00	PERSON
192	Eldridge Electric Company, Inc	3,500 00	PERSON
193	Ellen R Dutile Robert A Dutile	1,000 00	PERSON
194	EMC^2	5,000 00	PERSON
195	Emmi Roth USA, Inc	500 00	PERSON
196	Empacadora G A B , Inc	7,000 00	PERSON
197	Energizer	36,500 00	PERSON
198	Energizer	13,500 00	PERSON
199	Energy Sprouts DBA Fresh from Texas	7,000 00	PERSON
200	Englander	150 00	PERSON
201	Englander container & display	7,000 00	PERSON
202	Ernst & Young U S LLP	3,500 00	PERSON
203	escreen inc	1,000 00	PERSON
204	Esquinca, Ezequiel	50 00	PERSON
205	Expac Seafood, Inc	20,000 00	PERSON
206	Expac Seafood, Inc	75 00	PERSON
207	Exxon Mobil Corporation	3,500 00	PERSON
208	F B Purnell Sausage Co , Inc	2,000 00	PERSON
209	Falcon Rice Mill, Inc	3,500 00	PERSON
210	Family Tree Farms Marketing, L L C	3,000 00	PERSON
211	Faribault Foods	250 00	PERSON
212	Farmer's Best	10,000 00	PERSON
213	Farming Technology Inc	3,500 00	PERSON
214	Faultless Starch/Bon Ami Company	3,500 00	PERSON
215	Ferrero, U.S A Inc	3,500 00	PERSON
216	Finlandia Cheese Inc	500 00	PERSON
217	Firstfruits Marketing of Washington	3,500 00	PERSON
218	Fleischmanns Vinegar Co	3,500 00	PERSON
219	Flint Hills Resources, LP	7,000 00	PERSON
220	Flowers Foods Bakeries Group, LLC	14,000 00	PERSON
221	Fonegear LLC	1,000 00	PERSON
222	Food Should Taste Good, Inc	3,500 00	PERSON
223	Forbes Hever & Wallace, Inc	3,500 00	PERSON
224	Foster Poultry Farms	3,500 00	PERSON
225	Francisco J Sanchez	50 00	PERSON
226	Frank Donio, Inc	1,000 00	PERSON
227	Fred J Falletta Dianne K. Falletta	50 00	PERSON
228	Fresh Express, Inc	50,000 00	PERSON
229	Fresh Results LLC	3,500 00	PERSON

230	Fresherized Foods	3,000 00	PERSON
231	Fresherized Foods	500 00	PERSON
232	Freudenberg Household Products LP	14,000 00	PERSON
233	FritoLay	37,500 00	PERSON
234	Frontera Produce Ltd	5,000 00	PERSON
235	G & W Laboratories, Inc	7,000 00	PERSON
236	G&S Metal Products Company, Inc	3,500 00	PERSON
237	Galveston Shrimp Company, Inc	7,000 00	PERSON
238	Garcia Fresh Vegetables, LLC	3,500 00	PERSON
239	Gary S. Hudman	50 00	PERSON
240	General Mills	100,000 00	PERSON
241	George DeLallo Co , Inc	3,500 00	PERSON
242	Georgia-Pacific Financial Management LLC	50,000 00	PERSON
243	Gerald A Zepeda Mary P. Zepeda	50 00	PERSON
244	Gerald G or Marian H Rodriguez	75 00	PERSON
245	Giumarra	7,000 00	PERSON
246	Glazer's	20,000 00	PERSON
247	Global Green USA LTD	3,500 00	PERSON
248	Globe Electric Company (U S A) Inc	7,000 00	PERSON
249	Gorton's	7,000 00	PERSON
250	Gorton's	225 00	PERSON
251	Gottfried B Friedli	75 00	PERSON
252	Gottfried B Friedli	75 00	PERSON
253	Graham, Ron	50 00	PERSON
254	Great Kitchens, Inc	600 00	PERSON
255	Great Lakes Cheese Co., Inc	14,000 00	PERSON
256	Green Valley Food Corp	2,000 00	PERSON
257	Gregory D Vaughn	500 00	PERSON
258	GTECH	3,500 00	PERSON
259	Hallmark Global Services, Inc	20,000 00	PERSON
260	Hallmark Global Services, Inc	3,500 00	PERSON
261	Handi-Foil Corp	3,500 00	PERSON
262	Handy International Incorporated	3,500 00	PERSON
263	Handy International Incorporated	3,500 00	PERSON
264	Hanes Brands	3,500 00	PERSON
265	Harbor Seafood Inc	150 00	PERSON
266	Harbor Seafood, Inc	7,000 00	PERSON
267	Healds Valley Farms Inc	7,000 00	PERSON
268	Health Care Service Corporation	8,000 00	PERSON
269	Hearst Service Center	3,500 00	PERSON
270	Hearst Service Center	1,000 00	PERSON
271	Heartland Catfish	3,500 00	PERSON
272	H-E-B	87,100 00	PERSON
273	H-E-B	100,000 00	PERSON
274	H-E-B	37,500 00	PERSON
275	H-E-B	6,000 00	PERSON
276	H-E-B	16,621 75	PERSON
277	Heinz Frozen Food	10,000 00	PERSON
278	Heinz North America	10,000 00	PERSON
279	Helen L Dong-Hansa Dominic M Hansa	3,500 00	PERSON
280	Helen of Troy L P	3,500 00	PERSON
281	Henkel The Dial Corporation	7,000 00	PERSON
282	Henry Avacado Corporation	3,500 00	PERSON
283	Heritage Operating, L P	3,500 00	PERSON
284	Herr Foods Inc	7,000 00	PERSON
285	Hewlett Packard	3,500 00	PERSON
286	HGDS Acquisition dba Footprint Retail Services	3,500 00	PERSON
287	High Liner	2,000 00	PERSON
288	High Liner Foods	7,000 00	PERSON

289	Hinojosa & Sons Produce, Inc	3,500 00	PERSON
290	Holmes Smokehouse&Burton SausageDouble R Brand Foods, LLC	3,500 00	PERSON
291	Horizon Milling LLC	3,500 00	PERSON
292	Hormel Foods Corporation	14,000 00	PERSON
293	Howe Corporation	3,500 00	PERSON
294	Huhtamaki Inc	3,500 00	PERSON
295	Hydration Source, LLC	7,000 00	PERSON
296	Idelle Labs, Ltd	3,500 00	PERSON
297	IFCO Systems, N.A	14,000 00	PERSON
298	Ignacio Fortuno	50 00	PERSON
299	IMPAX Laboratories, Inc.	3,500 00	PERSON
300	Imperial Distributing, Inc	7,000 00	PERSON
301	Impulse Industries	3,500 00	PERSON
302	inContract, Inc	3,500 00	PERSON
303	Index Fresh, Inc	3,500 00	PERSON
304	Ingersoll-Rand Company	7,000 00	PERSON
305	Ingram Entertainment Inc	3,500 00	PERSON
306	Ingram Entertainment Inc	20,000 00	PERSON
307	Ingram Entertainment Inc	3,500 00	PERSON
308	Integrated Communications Technologies, L P	7,000 00	PERSON
309	Integrent Inc D/B/A Centro Media	1,000 00	PERSON
310	Interactive Communications	35,000 00	PERSON
311	Interbake Foods	3,500 00	PERSON
312	ITW Food Equipment Group	850 00	PERSON
313	J & B Farms	7,000 00	PERSON
314	J & D Produce, Inc	1,500 00	PERSON
315	J &B Sausage Co, Inc dba J Bar B Foods	14,000 00	PERSON
316	Jac Vandenberg, Inc	500 00	PERSON
317	Jacob B Park Stacey T Park	50 00	PERSON
318	Jaime Jr & Teri Buentello	50 00	PERSON
319	James A Van Geffen	75 00	PERSON
320	James A Van Geffen Jill A Van Geffen	50 00	PERSON
321	James B. Smith	150 00	PERSON
322	James D W Bruffy	75 00	PERSON
323	James G McTighe	50 00	PERSON
324	James K Barrows	75 00	PERSON
325	James R Eck	50 00	PERSON
326	James W Regian	150 00	PERSON
327	JandJ Sales and Logistics Co, LLC	10,000 00	PERSON
328	JandJ Sales and Logistics Co, LLC	40,000 00	PERSON
329	Jarden Branded Consumables	3,500 00	PERSON
330	Jardine Foods, Inc	3,500 00	PERSON
331	JBR, INC	3,500 00	PERSON
332	Jeffrey A Tahnk	75 00	PERSON
333	Jeffrey B Zaleski	75 00	PERSON
334	JemPak GK	7,000 00	PERSON
335	Jennifer Milam	75 00	PERSON
336	Jennifer Milam	75 00	PERSON
337	Jim Laycock	150 00	PERSON
338	Jim Sayers	75 00	PERSON
339	Joan M Dahlen James E Dahlen	50 00	PERSON
340	Jody R Hall Marion Hall	50.00	PERSON
341	Joe L. Lopez Jr	75 00	PERSON
342	Joeris General Contractors, Ltd	7,000 00	PERSON
343	John B Sanfilippo & Son, Inc	7,000 00	PERSON
344	John C Powell Ana L Powell	50 00	PERSON
345	John H Picton	75 00	PERSON
346	John J Boylan	135 00	PERSON
347	John M Schwan Mary L Schwan	50 00	PERSON

348	John Morrell	7,000.00	PERSON
349	John Morrell & Co ,	75,000 00	PERSON
350	John Volpi & Company, Inc	2,000 00	PERSON
351	Johnson Controls	3,500 00	PERSON
352	Jonathan or Stephanie English	50 00	PERSON
353	Jonathan P Mills	75 00	PERSON
354	Jose M De Leon	75 00	PERSON
355	Joseph R McCorkle	50 00	PERSON
356	Judi Marshall	50 00	PERSON
357	Judith Molesky-Hill Mitchell A Hill	50 00	PERSON
358	K Brian Zornes	75 00	PERSON
359	Kalmans Marshall Engineering, Inc	500 00	PERSON
360	Kao Brands Company	7,000 00	PERSON
361	Karen A Armer Matthew L Armer	50 00	PERSON
362	KeHE Distributors, LLC	50,000 00	PERSON
363	Kellogg Company	50,000 00	PERSON
364	Ken Repka	50 00	PERSON
365	Kevin Bell	50 00	PERSON
366	Kevin Yates	75 00	PERSON
367	Keystone Fruit Marketing, Inc	7,000 00	PERSON
368	KIK International LLC	7,000 00	PERSON
369	Kimberly-Clark	3,500 00	PERSON
370	Kimberly-Clark	75,000 00	PERSON
371	Kingdom Fresh Produce Inc	3,500 00	PERSON
372	Kiobassa Provision Company	7,000 00	PERSON
373	Kracker Enterprises LLC dba Dr. Kracker	300 00	PERSON
374	Kraft Foods Global, Inc	60,000 00	PERSON
375	Kraft Foods Global, Inc	10,000.00	PERSON
376	Kraft Foods Global, Inc	20,000 00	PERSON
377	Kraft Foods Global, Inc	35,000 00	PERSON
378	Kremers Urban, LLC	3,500 00	PERSON
379	Kysor Panel Systems	7,000 00	PERSON
380	Kysor Panel Systems	225 00	PERSON
381	Kysor//Warren	7,000 00	PERSON
382	L&M	3,905 00	PERSON
383	Lactalis American Group, Inc	1,500 00	PERSON
384	Lakeside Produce and Pure Hot House -Canadian ban. .	4,000 00	PERSON
385	Lakeside Produce and Pure Hot House -Canadian ban	500 00	PERSON
386	Lakeview Farms, Inc	1,250 00	PERSON
387	LALA USA, INC	20,000 00	PERSON
388	Land O' Frost, Inc	3,500 00	PERSON
389	Land O'Lakes, Inc	3,500 00	PERSON
390	Langley/Empire Candle LLC	3,500 00	PERSON
391	LatinWorks	2,000 00	PERSON
392	Lesley N Cassarino	150 00	PERSON
393	Leticia Malone Edward Salas	50 00	PERSON
394	Lexmark	3,500 00	PERSON
395	Liberto Management Co , Inc	3,500 00	PERSON
396	Lifoam Industries, LLC	2,000 00	PERSON
397	Liggett Vector Brands Inc	450 00	PERSON
398	Limex Sicar & Ltd Co	2,000 00	PERSON
399	Limex Sicar Ltd Co	5,000 00	PERSON
400	Link Snacks, Inc	3,500 00	PERSON
401	Litehouse	3,500 00	PERSON
402	Little Kentucky Smokehouse, LLC	3,500 00	PERSON
403	Liza Jean Charo Joseph A Knox	50 00	PERSON
404	Lizbeth Anguiano	50 00	PERSON
405	Logicalis integration solutions	14,000 00	PERSON
406	Longhorn Food Brokers, L.P	20,000 00	PERSON

407	Longhorn Food Brokers, L.P.	4,950 00	PERSON
408	Lorraine R Sanchez	50 00	PERSON
409	Louisburg Cider Mill, Inc	3,500 00	PERSON
410	Louisiana Foods Global	2,500 00	PERSON
411	LQ Management L L C	3,500 00	PERSON
412	Lynne M. Eng	225 00	PERSON
413	Macgolf Greater Dallas Dist	3,105 00	PERSON
414	Madix Store Fixtures	3,500 00	PERSON
415	Magni Enterprise Corp	3,500 00	PERSON
416	Malt-O-Meal	14,000 00	PERSON
417	Manhattan Associates	3,500 00	PERSON
418	Mann Packing Co , Inc.	7,000 00	PERSON
419	Manoucherher Amiri	50 00	PERSON
420	Marco Company	2,000 00	PERSON
421	Margarita Doria Jeremy Collier	50 00	PERSON
422	Maritime Product Int'l	3,500 00	PERSON
423	Maritime Product Int'l	75 00	PERSON
424	Mark Bradshaw Lynn Bradshaw	50 00	PERSON
425	Mars Petcare US Inc	12,500 00	PERSON
426	Marsha Faichtinger Dean Faichtinger	50 00	PERSON
427	Marshall Associates, Inc	3,500 00	PERSON
428	Marvin J Hetzel Judith A Hetzel	50 00	PERSON
429	Marvin L. Harlow Terri L Harlow	50 00	PERSON
430	Mastronardi Produce Limited	3,500 00	PERSON
431	Maura Fernandez	50 00	PERSON
432	Mazzetta Company, LLC	20,000 00	PERSON
433	McCormick & Co , Inc	35,000 00	PERSON
434	McCue Corporation	3,500 00	PERSON
435	Melina Mastrojohn	50 00	PERSON
436	Melissa J Farek	50 00	PERSON
437	Mercury Retail Services	15,500 00	PERSON
438	Mex Flores Produce, Co , Inc	3,500 00	PERSON
439	Michael D Arnold	50 00	PERSON
440	Michael Potter	75 00	PERSON
441	Microstrategy Incorporated	3,500 00	PERSON
442	Mikal S Harn or Lori S Harn	50 00	PERSON
443	MillerCoors	50,000 00	PERSON
444	Minigrip An ITW Company	1,500 00	PERSON
445	Mission Foods	14,000 00	PERSON
446	Mission Petroleum Carriers, Inc	3,500 00	PERSON
447	Mission Produce Inc	7,000 00	PERSON
448	Mitsubishi Digital Electronics America, Inc	3,500 00	PERSON
449	Mobius Partners, Ltd	3,500 00	PERSON
450	Money Order	75 00	PERSON
451	Monterey Mushrooms	14,000 00	PERSON
452	Morgan Foods, Inc	4,500 00	PERSON
453	Morris Moore	50 00	PERSON
454	Mother Parker's Tea & Coffee USA, Ltd	7,000 00	PERSON
455	Motomco	7,000 00	PERSON
456	Motorola Solutions	3,500 00	PERSON
457	Mt. Olive Pickle Company, Inc	2,298 00	PERSON
458	Mulligan Money	7,950 00	PERSON
459	Muranaka Farm Inc	3,500 00	PERSON
460	Murphy Tomatoes	3,500 00	PERSON
461	N K Hurst Company	7,000 00	PERSON
462	Naterra International, Inc.	3,500 00	PERSON
463	National Entertainment Network Inc	3,500 00	PERSON
464	National Pretzel	14,000 00	PERSON
465	National Raisin Company	7,000 00	PERSON

466	National Tobacco Company, L P	3,500 00	PERSON
467	National Vinegar Co	3,500 00	PERSON
468	Naturipe Farms	3,500 00	PERSON
469	NBTY Inc	7,000 00	PERSON
470	NCR Corporation	3,500 00	PERSON
471	Nestle	37,500.00	PERSON
472	Nestle	7,000 00	PERSON
473	Nestle	9,500 00	PERSON
474	Nestle	18,750 00	PERSON
475	Nestle Waters North America, Inc	31,250 00	PERSON
476	Netspend Corporation	7,000 00	PERSON
477	New World Pasta	3,500 00	PERSON
478	Newell Rubbermaid	7,000 00	PERSON
479	Newman's Own, Inc	10,000 00	PERSON
480	Nicholas L Meyer Janine L Meyer	50 00	PERSON
481	Night Hawk Frozen Foods, Inc	3,500 00	PERSON
482	Nipro Diagnostics	3,500 00	PERSON
483	Noble Americas Energy Solutions	3,500 00	PERSON
484	Norfoxx Refrigeration, Inc	3,500 00	PERSON
485	Norseland, Inc	1,000 00	PERSON
486	North Bay Produce, Inc	7,000 00	PERSON
487	North Weld Produce Company	7,000 00	PERSON
488	Northeastern Plastics, Inc.	1,000 00	PERSON
489	NZG Specialties Inc	1,000 00	PERSON
490	Oberto Sausage Company	3,500 00	PERSON
491	Ocean Beauty Seafoods LLC	3,500 00	PERSON
492	Ocean Mist Farms	3,500 00	PERSON
493	Ocean Spray Cramberries, Inc	7,000 00	PERSON
494	Ocean Spray Cranberries, Inc	1,800 00	PERSON
495	OfficeMax	7,000 00	PERSON
496	Omnicom Capital	7,000 00	PERSON
497	Orchard Fresh International, Inc	500 00	PERSON
498	Orchids Paper Products Company	3,500 00	PERSON
499	Organic Foods International, LLC	3,500 00	PERSON
500	Osram Sylvania	14,000 00	PERSON
501	Pacific Seafood	7,000 00	PERSON
502	Pactiv Advanced Packaging Solutions	7,000 00	PERSON
503	Pam Campbell	50 00	PERSON
504	Pape - Dawson Engineers	1,000 00	PERSON
505	Pape-Dawson Engineers	75 00	PERSON
506	Paramount Farms	1,885 00	PERSON
507	Parker Hannifin Canada	7,000 00	PERSON
508	Parker Hannifin Canada	150 00	PERSON
509	Par-Pak Inc	600 00	PERSON
510	Parshanth Palakurthi	7,000 00	PERSON
511	Patty's Herbs, Inc	2,500 00	PERSON
512	Paul C Gerner Michele Carter Gerner	50 00	PERSON
513	Paul J. Couch	75 00	PERSON
514	PDQ Manufacturing Inc	3,500 00	PERSON
515	Pen Pak Corporation	3,500 00	PERSON
516	Pen Pak Corporation	150 00	PERSON
517	Pepperidge Farm, Inc.	17,500 00	PERSON
518	Peppers Unlimited of Louisiana, Inc.	3,500 00	PERSON
519	Perrigo	324 03	PERSON
520	Perrigo Company Foundation	3,175 97	PERSON
521	Personna American Safety Razor Co.	4,000 00	PERSON
522	Petaluma Acquisition	3,500 00	PERSON
523	Pettit, Scott	50 00	PERSON
524	Pfizer Inc	3,500 00	PERSON

525	Pharmavite	7,000.00	PERSON
526	Philly Seafood, Inc	14,000 00	PERSON
527	Philly Seafood, Inc	225 00	PERSON
528	Phoenix of Texas, LLC	3,500 00	PERSON
529	Pilgrim's Pride Corporation	40,000 00	PERSON
530	Pinnacle Foods Group LLC	35,000 00	PERSON
531	Pioneer Growers	3,500 00	PERSON
532	Polymer Logistics	3,500 00	PERSON
533	Pompeian	3,500 00	PERSON
534	Pomwonderful, LLC	1,750 00	PERSON
535	Pottery Direct America Sales Inc	2,000 00	PERSON
536	Prasco Laboratories	3,500 00	PERSON
537	Precision Wire Products, Inc	1,000 00	PERSON
538	Premier Sales Solutions Robert Kinsella Inc	7,000 00	PERSON
539	Premium Waters, Inc	3,500 00	PERSON
540	Pride Family Brands	2,000 00	PERSON
541	Primo Water Corporation	7,000 00	PERSON
542	Progreso Produce	500 00	PERSON
543	Pro-Health LLC	14,000 00	PERSON
544	Proset Services	3,500 00	PERSON
545	Pure Fresh LLC	3,500 00	PERSON
546	Quaker Sales & Distribution, Inc	25,000 00	PERSON
547	Qualitest Pharmaceuticals	3,500 00	PERSON
548	Rain Creek Baking Corporation	750 00	PERSON
549	Rainier Fruit Company	3,500 00	PERSON
550	Ralcorp Holdings, Inc	14,000 00	PERSON
551	Randall L or Janet L Garvert	150 00	PERSON
552	Raw Seafoods Inc	3,500 00	PERSON
553	Raw Seafoods Inc	150 00	PERSON
554	Rebecca H Breckenridge	75 00	PERSON
555	Red Blossom Sales, Inc	2,500 00	PERSON
556	Red Bull North America, Inc	20,000 00	PERSON
557	Red Gold, Inc	3,500 00	PERSON
558	Red Gold, Inc	3,500 00	PERSON
559	Redbox Automated Retail, LLC	3,500 00	PERSON
560	Reed Candle Co	3,500 00	PERSON
561	Regal Springs Trading Company	1,000 00	PERSON
562	Register Tapes Unlimited, LP	3,500 00	PERSON
563	Republic National Distributing Company LLC	7,000 00	PERSON
564	Republic National Distributing Company LLC	3,500 00	PERSON
565	Republic National Distributing Company LLC	7,000 00	PERSON
566	Republic National Distributing Company LLC	10,500 00	PERSON
567	Republic Tobacco L.P	500 00	PERSON
568	Reser's Fine Foods, Inc.	14,000 00	PERSON
569	Retail Display Components, Ltd	2,000 00	PERSON
570	Rhine, Don	50 00	PERSON
571	Rich Products Corporation	3,500 00	PERSON
572	Richelieu Foods, Inc - GP	7,000 00	PERSON
573	Rio Fresh Inc	7,000 00	PERSON
574	Rio Queen Citrus, Inc	3,500 00	PERSON
575	Robinson Home Products Inc	3,500 00	PERSON
576	Roger E Harkrider Barbara Harkrider	50 00	PERSON
577	Ronald J Leggero	300 00	PERSON
578	Royal Oak	3,500 00	PERSON
579	Royston	7,000 00	PERSON
580	Royston	150 00	PERSON
581	Rudolph Foods Company Inc.	7,000 00	PERSON
582	Rudolph M Martinez	50 00	PERSON
583	Russell T Woodland Jennifer K Woodland	50 00	PERSON

584	Ryan Hartman Courtney Hartman	50 00	PERSON
585	S & C Resale Company	15,000 00	PERSON
586	S & C Resale Company	45,000 00	PERSON
587	S C Johnson & Son, Inc	50,000 00	PERSON
588	Sadler's Smokehouse, Ltd	7,000 00	PERSON
589	Sage Fruit Company	3,500 00	PERSON
590	Sales USA, Inc Pompeii	500 00	PERSON
591	Salesforce com	3,500 00	PERSON
592	Samsill	500 00	PERSON
593	Samuel Smith	1,000 00	PERSON
594	San Antonio Police Officers Association	1,707 20	PERSON
595	San Antonio Spurs, LLC	3,500 00	PERSON
596	Sanderson Farms, Inc	75,000 00	PERSON
597	Santa Fe Natural Tobacco Co	1,000 00	PERSON
598	Saputo Cheese USA Inc	3,500 00	PERSON
599	Sara Lee	15,000 00	PERSON
600	Sara Lee	20,000 00	PERSON
601	Sara Lee	15,000 00	PERSON
602	Schiff Nutrition Group	3,500 00	PERSON
603	Schratter Foods, Inc	3,500 00	PERSON
604	Schreiber Foods	7,000 00	PERSON
605	Schwan's Consumer Brands, Inc	3,500 00	PERSON
606	Scott & White Healthcare	1,000 00	PERSON
607	Scott A Townsend Mary V Townsend	50 00	PERSON
608	Scott E Pry	50 00	PERSON
609	Scott G Zuzek, CPA Barbara Zuzek	50 00	PERSON
610	Seaboard Foods LP	3,500 00	PERSON
611	Seafood Exchange of Florida, Inc	3,500 00	PERSON
612	Seafood Exchange of Florida, Inc	75 00	PERSON
613	Selser Schaefer Architects	7,000 00	PERSON
614	Seneca Foods Corporation	3,500 00	PERSON
615	Sentry Industries Inc	3,500 00	PERSON
616	Service Vending Co Inc	7,000 00	PERSON
617	Shamrock Foods Company	3,500 00	PERSON
618	Shaun M Shoaf	75 00	PERSON
619	Sheldon or Angela Kotara	75 00	PERSON
620	Sigma Solutions Inc	35,000 00	PERSON
621	Sirius Computer Solutions	14,000 00	PERSON
622	Skyline Potato Co	3,500 00	PERSON
623	Smokey Mountain Chew, Inc	3,500 00	PERSON
624	Snack Factory	3,500 00	PERSON
625	Snyder's of Hanover Mfg , Inc.	14,000 00	PERSON
626	Snyder's-Lance, Inc	3,500 00	PERSON
627	SOPUS Products	3,500 00	PERSON
628	Southern Specialties, Inc	3,500 00	PERSON
629	Southern Store Fixtures, Inc	7,000 00	PERSON
630	Spar Marketing Force	3,500 00	PERSON
631	SpawGlass Contractors, Inc	150 00	PERSON
632	Spawglass Foundation	7,000 00	PERSON
633	Special Olympics Texas	3,341 47	PERSON
634	Spice World, Inc	7,000 00	PERSON
635	Sprint Nextel	3,500 00	PERSON
636	ST Motorsports, Inc	3,500 00	PERSON
637	Stephanie Afflerbach	50 00	PERSON
638	Stephen E Pope	50 00	PERSON
639	Sterilite Corporation	7,000 00	PERSON
640	Stonehill Produce	10,500 00	PERSON
641	Store Source, LLC	75 00	PERSON
642	Stremicks Heritage Foods, LLC	3,500 00	PERSON

643	Success Valley Produce LLC	3,500 00	PERSON
644	Sue A Lawrence Roger D Lawrence	50 00	PERSON
645	Sugar Foods Corporation	3,500 00	PERSON
646	Sun Products Corporation	14,000 00	PERSON
647	Sunbeam Products, Inc	10,500 00	PERSON
648	Sunkist Growers Inc	7,000.00	PERSON
649	Sunlight International Sales, Inc	3,500 00	PERSON
650	Sunshine Mills, Inc	3,500 00	PERSON
651	Sunstar Americas, Inc	3,500 00	PERSON
652	Superior Contract Cleaners	3,500 00	PERSON
653	Superior Farms	3,500 00	PERSON
654	Superior Foods	7,000 00	PERSON
655	Systems Application Engineering, Inc	750 00	PERSON
656	T/W Retail Sales & Mktg Inc	7,000 00	PERSON
657	Takeda Pharmaceuticals N A, & Affiliates	3,500 00	PERSON
658	Tammy Balles E A Balles	50 00	PERSON
659	Tammy Garza Jesus H Garza Jr	50 00	PERSON
660	Tampa Bay Fisheries, Inc	3,500 00	PERSON
661	Taylor Farms Retail, Inc	10,000 00	PERSON
662	Taylor Farms Texas	10,000 00	PERSON
663	Taylor Kinard	50 00	PERSON
664	TEK systems	3,500 00	PERSON
665	TEK systems	3,000 00	PERSON
666	Teradata	14,000 00	PERSON
667	Teresa T Brodri	1,000 00	PERSON
668	Teva Pharmaceuticals	3,500 00	PERSON
669	Texas Electronic Systems Specialists, Inc.	3,500 00	PERSON
670	Texas Farm Products Company	7,000 00	PERSON
671	Texas Farm Products Company	7,000 00	PERSON
672	Texas Monthly	3,500 00	PERSON
673	Texas Monthly	500 00	PERSON
674	Texas Star Nut & Food Co , Inc	7,000 00	PERSON
675	Texstar Produce LLC	5,000 00	PERSON
676	The American Bottling Co	100,000 00	PERSON
677	The Clorox Company	14,000 00	PERSON
678	The Deli Source, Inc	750 00	PERSON
679	The Hershey Company	14,000 00	PERSON
680	The J M Smucker Company	7,000 00	PERSON
681	The Jel Sert Company	14,000 00	PERSON
682	The P & G Distributing LLC	20,000 00	PERSON
683	The Richards Group	3,500 00	PERSON
684	The Robert H Lorsch Foundation Trust	1,000 00	PERSON
685	The YoFarm Company	3,500 00	PERSON
686	Theis Distributing Co , Inc	50,000 00	PERSON
687	Thomas A Brown	50 00	PERSON
688	Thomas C Guilfo	150 00	PERSON
689	Thomas Schiffmacher Karen Schiffmacher	50 00	PERSON
690	Time Warner Cable Shared Service Center	35,000 00	PERSON
691	Tokyo Gardens Catering, LLC	14,000 00	PERSON
692	Trans-Ocean Products, Inc	3,500 00	PERSON
693	Trans-Ocean Products, Inc	75 00	PERSON
694	Trey D Rogers	75 00	PERSON
695	Tricar Sales, Inc	3,500 00	PERSON
696	Trident Seafoods Corp	7,000 00	PERSON
697	Trinidad Benham Corporation	7,000 00	PERSON
698	Tri-Union Frozen Products, Inc	20,000 00	PERSON
699	Troy D or Joni Mitchell	50 00	PERSON
700	Truco Enterprises, LP	7,000 00	PERSON
701	Tyson	40,000 00	PERSON

702	Tyson	10,000 00	PERSON
703	Tyson	7,000 00	PERSON
704	U S Cotton, LLC	7,000 00	PERSON
705	Unilever	100,000 00	PERSON
706	United Industries Corp	7,000 00	PERSON
707	United Research Laboratories, Inc	3,500 00	PERSON
708	United Sales and Services, LLC	1,000 00	PERSON
709	United Stationers Supply Co	7,000 00	PERSON
710	USA Deview, Inc	3,500 00	PERSON
711	UST Global Inc	35,000 00	PERSON
712	Valco Enterprises LLC	10,000 00	PERSON
713	Valor Brands, LLC	7,000 00	PERSON
714	Vanessa Lim or Pui Tong (Cathy) Lim	50 00	PERSON
715	Ventura Foods, LLC	14,000 00	PERSON
716	Vertis Communications	7,000 00	PERSON
717	Vilore Foods Company, Inc	7,000 00	PERSON
718	Vince T Walker Bobbie C Walker	50 00	PERSON
719	Vincent Giordano Corporation	3,500 00	PERSON
720	Vita Food Products, Inc	3,500 00	PERSON
721	Vmware, Inc	3,500 00	PERSON
722	Wagner's, LLC	3,500 00	PERSON
723	Wawona Frozen Foods	3,500 00	PERSON
724	Welch's	3,500 00	PERSON
725	Wells Fargo Bank, N A	7,000 00	PERSON
726	West Pak Avocado Inc	3,500 00	PERSON
727	WF Direct Pay Deposit	3,500 00	PERSON
728	Mag Rabbit Staffing	1,500 00	PERSON
729	WhiteWave Foods Company	20,000 00	PERSON
730	William or Elsa Underwood	50 00	PERSON
731	Williams Development & Construction, Inc	3,500 00	PERSON
732	Wilton Industries, Inc	3,500 00	PERSON
733	Wilton Industries, Inc	3,500 00	PERSON
734	Windsor	3,500 00	PERSON
735	Winholt Equip Payments	3,500 00	PERSON
736	Winter Garden Produce, Inc	3,500 00	PERSON
737	Wire for Hypercom USA, Inc	2,500 00	PERSON
738	Wisconsin Cheese Group	3,500 00	PERSON
739	Withdrawal from SACU Share Savings from closing acct	5 00	PERSON
740	Woeber Mustard Manufacturing Company	3,500 00	PERSON
741	Wrigley Company	25,000 00	PERSON
742	Yvan Cournoyer	50 00	PERSON
743	Zachariah E Patrick Andrea Dene Patrick	50 00	PERSON
744	Zachary Mann	50 00	PERSON

Total	<u><u>5,347,948 42</u></u>
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HEB Tournament of Champions Charitable Trust
990-PF, Part VII-A, Line 10, Substantial Contributors
For Calendar Year 2011
Statement 3

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
1	Dannon	128,500.00	PERSON
2	Kraft Foods Global, Inc.	125,000.00	PERSON
		253,500.00	

HEB Tournament of Champions Charitable Trust
990-PF, Part III, Line 3, Other Increases
For Calendar Year 2011
Statement 4

Other Increases	
Opening Balance Transfer	\$ 1,000
	<u>\$ 1,000</u>

**HEB TOURNAMENT OF CHAMPIONS
EMPLOYER ID: 76-618719
990 - PF, PAGE 1, PART I
FOR CALENDER YEAR 2011**

LINE 16c - OTHER PROFESSIONAL FEES

Administrator and Professional Fees	\$ 96,685
TOTAL	<u>\$ 96,685</u>

LINE 23 - OTHER EXPENSES

Awards	\$ 50,514
Event Food	102,483
Administrative	3,056
Production	701,629
Other Expenses	90
TOTAL	<u>\$ 857,772</u>