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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	13,314	12,255	12,255
	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 page 15 of the 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)	111,734	115,721	126,515
	b	Investments—corporate stock (attach schedule)	1,506,049	1,515,761	1,440,179
	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)	1,631,097	1,643,737	1,578,949	
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	
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	1,631,097	1,643,737	
	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			
	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 page 17 of the instructions)	1,631,097	1,643,737	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,631,097	1,643,737	

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	1,631,097
2	Enter amount from Part I, line 27a	2	12,640
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,643,737
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	1,643,737

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					
(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					(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
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				215,101
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 pages 13 and 17 of the 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 page 18 of 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	66,413	1,541,178	0 043092	
2009	55,850	1,328,971	0 042025	
2008	84,286	1,122,271	0 075103	
2007	95,547	1,719,655	0 055562	
2006	81,721	1,935,837	0 042215	
2 Total of line 1, column (d).			2	0 257997
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3	0 051599
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4	1,542,974
5 Multiply line 4 by line 3.			5	79,616
6 Enter 1% of net investment income (1% of Part I, line 27b).			6	480
7 Add lines 5 and 6.			7	80,096
8 Enter qualifying distributions from Part XII, line 4.			8	76,562
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 on page 18				

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	961
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	961
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	961
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	680	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	680
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	281
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 0	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b		
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  J ANDREW GRANT Telephone no  (409) 772-3411 Located at  1025 BAMAR GALVESTON TX ZIP +4  775547166			
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		
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 				

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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?.	1c		
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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VIII

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1	N/A	
2		
	All other program-related investments See page 24 of the instructions	
3		

Total. Add lines 1 through 3.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,553,634
b	Average of monthly cash balances.	1b	12,837
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,566,471
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	1,566,471
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	23,497
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,542,974
6	Minimum investment return. Enter 5% of line 5.	6	77,149

Part XI

Distributable Amount (see page 25 of the 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	77,149
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	961
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	961
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	76,188
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	76,188
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	76,188

Part XII

Qualifying Distributions (see page 25 of the 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	76,562
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	76,562
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	76,562
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				76,188
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			75,430	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 76,562				
a Applied to 2010, but not more than line 2a			75,430	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				1,132
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				75,056
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV

Private Operating Foundations (see page 27 of the 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

J ANDREW GRANT ELEANOR GRANT

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 Paid during the year See Additional Data Table				
Total			3a	76,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	2	
4	Dividends and interest from securities. . . .			14	33,487	
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			14	6,433	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a MISC RECEIPTS _____			14		
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				39,922	
13	Total. Add line 12, columns (b), (d), and (e).			13		39,922

[illegible]

Part XVII

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

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

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2013-04-15	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature LYNDEN W LYNCH JR		Date 2013-03-14	Check if self-employed ☒ PTIN
		Firm's name LYNCH & COMPANY LLP			Firm's EIN
PO BOX 3075					
Firm's address TEXAS CITY, TX 775923075			Phone no (409) 763-4484		

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

Form 990PF Part XV Line 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>				
1894 GRAND OPERA HOUSE2020 POST OFFICE ST GALVESTON,TX 77550		PUBLIC	HISTORICAL PRESERVATION	1,500
INTERNATIONAL RESCUE COMMP O BOX 5058 HAGERSTOWN,MD 21741		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,000
DOCTORS WITHOUT BORDERSP O BOX 5030 HAGERSTOWN,MD 217415030		PUBLIC	INTERNATIONAL MEDICAL RELIEF	1,500
CAREP O BOX 1268 GALVESTON,TX 77553		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	750
HABITAT FOR HUMANITY121 HABITAT ST AMERICUS,GA 31709		PUBLIC	PUBLIC HOUSING	1,500
AMERICAN RED CROSS2700 SOUTHWEST FREEWAT HOUSTON,TX 77098		PUBLIC	DISASTER RELIEF AGENCY	1,000
MEDICAL BENEVOLENCE FDP O BOX 770636 HOUSTON,TX 772150636		PUBLIC	MEDICAL CARE FOR NEEDY	1,000
GALVESTON HISTORICAL FOUNDATION502 20TH ST GALVESTON,TX 77550		PUBLIC	HISTORICAL PRESERVATION	2,000
GISD FOUNDATION3904 AVENUE T GALVESTON,TX 77550		PUBLIC	FOUNDATION FOR PUBLIC SCHOOLS	1,500
GALVESTON SYMPHONY ORCHESTRA2020 POSTOFFICE GALVESTON,TX 77550		PUBLIC	SYMPHANY SUPPORT	3,000
HARVARD GLEE CLUB FOUNDATIONHOLDEN CHAPEL HARVARD UNIVERSITY CAMBRIDGE,MA 02138		PUBLIC	SUPPORT FOR MUSICIANS	750
HOUSTON PUBLIC RADIO4343 ELGIN HOUSTON,TX 772040887		PUBLIC	PUBLIC RADIO	650
HOUSTON PUBLIC TELEVISIONP O BOX 200800 HOUSTON,TX 772160800		PUBLIC	PUBLIC BROADCASTING SERVICE	650
ROCKY RIDGE MUSIC CENTER ESTES PARK ESTES PARK,CO 80517		PUBLIC	MUSIC CAMP	1,000
FRIENDS OF JAY VANDERPOOL 7836 TORREYSON DR LOS ANGELES,CA 90046		PUBLIC	SCHOLARSHIPS	1,200
LEAGUE OF WOMEN VOTERS EDUCATION FUND1730 M STREET NW SUITE 1000 WASHINGTON,DC 200364508		PUBLIC	VOTER EDUCATION	600
LIBRARY FOUNDATION OF LOS ANGELES630 WEST FIFTH STREET LOS ANGELES,CA 90071		PUBLIC	SUPPORT FOR PUBLIC LIBRARY	1,000
LOGOS SYSTEM ASSOCIATES 1405 FREY ROAD PITTSBURGH,PA 15235		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,250
ROSENBERG LIBRARY2310 SEALY GALVESTON,TX 77550		PUBLIC	SUPPORT FOR PUBLIC LIBRARY	3,000
READING IS FUNAMENTAL1825 CONNECTICUTT AVE NW SUITE 400 WASHINGTON,DC 20009		PUBLIC	LITERACY	600
SIGMA CHI FOUNDATIONP O BOX 469 EVANSTON,IL 602040469		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,000
UTMBADMINISTRATION BUILDING GALVESTON,TX 77550		PUBLIC	SUPPORT FOR PUBLIC HOSPITAL	3,000
COASTAL CONSERVATION ASSOCIATION6919 PORTWEST HOUSTON,TX 77024		PUBLIC	ENVIRONMENTAL PROTECTION	750
GALVESTON BAY FOUNDATION 17324-A HIGHWAY 3 WEBSTER,TX 775984133		PUBLIC	ENVIRONMENTAL PROTECTION	250
NATIONAL PARKS AND CONSERVATION ASSOCIATIONP O BOX 97202 WASHINGTON,DC 200777435		PUBLIC	ENVIRONMENAL CONSERVATION	600
NATIONAL WILDLIFE FEDERATION11100 WILDLIFE CENTER DR RESTON,VA 201905362		PUBLIC	WILDLIFE CONSERVATION	750
NATURE CONSERVANCY OF TXP O BOX 1440 SAN ANTONIO,TX 782951440		PUBLIC	ENVIRONMENTAL CONSERVATION	1,000
SCENIC GALVESTON20 COLONY PARK CIRCLE GALVESTON,TX 77551		PUBLIC	ENVIRONMENTAL PROTECTION	250
SIERRA CLUB FOUNDATION85 SECOND ST SAN FRANCISCO,CA 94105		PUBLIC	ENVIRONMENTAL PROTECTION	400
AMERICAN LUNG FOUNDATION 2030 NORTH LOOP WEST SUITE 250 HOUSTON,TX 77018		PUBLIC	MEDICAL RESEARCH	250

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HOSPICE CARE TEAM1708 AMBURN ROAD SUITE C TEXAS CITY,TX 775912436		PUBLIC	HOSPICE CARE SERVICES	1,200
LUKE SOCIETY34 DANSBY DRIVE WEST GALVESTON,TX 77551		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,200
NATIONAL ALOPECIA AREATA FOUNDATIONNP O BOX 150760 SAN RAFAEL,CA 949150760		PUBLIC	MEDICAL RESEARCH	2,000
NATIONAL KIDNEY FOUNDATION30 EAST 33RD STREET NEWYORK,NY 10016		PUBLIC	MEDICAL RESEARCH	1,500
RONALD MCDONALD HOUSE OF GALVESTON301 14TH STREET GALVESTON,TX 77550		PUBLIC	HOUSING FOR FAMILIES AT MEDICAL CTR	1,000
RONALD MCDONALD HOUSE OF LOS ANGELES765 S PASADENA DR PASADENA,CA 91105		PUBLIC	HOUSING FOR FAMILIES AT MEDICAL CTR	1,000
ACUMEN FUND74 TRINITY PLACE 9TH FLOOR NEWYORK,NY 10006		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	500
ADA WOMEN'S CENTER201 1ST STREET GALVESTON,TX 77550		PUBLIC	ASSISTANCE FOR DISABLED	1,400
ASHOKA INNOVATORS FOR THE PUBLIC700 NORTH MOORE STREET SUITE 200 ARLINGTON,VA 222099821		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	500
CENTER TO PREVENT HANDGUN VIOLENCE1225 EYE ST NW SUITE 1100 WASHINGTON,DC 20005		PUBLIC	PROMOTE AWARENESS AGAINST HANDGUNS	750
ENTERTAINMENT INDUSTRY FOUNDATION11132 VENTURA BLVD SUITE 401 STUDIO CITY,CA 91604		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,500
FAMILY SERVICE CENTER2200 MARKET ST SUITE 600 GALVESTON,TX 77550		PUBLIC	COUNSELING FOR NEEDY FAMILIES	350
GIDEONS INTERNATIONALP O BOX 140800 NASHVILLE,TN 372140800		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	250
GLEANINGS FROM THE HARVEST FOR GALVESTON427 MARKET ST GALVESTON,TX 77550		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,700
GOODWILL INDUSTRIES4525 AVENUE U GALVESTON,TX 77550		PUBLIC	HELP FOR POOR	750
HEIFER INTERNATIONALP O BOX 1692 MERRIFIELD,VA 221161692		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,000
JESSE TREE2622 MARKET ST GALVESTON,TX 77550		PUBLIC	ASSISTANCE TO POOR	3,500
LOS ANGELES MISSIONP O BOX 55900 LOS ANGELES,CA 900550630		PUBLIC	ASSISTANCE TO POOR	1,000
MEALS ON WHEELS2228 SEAWALL GALVESTON,TX 77550		PUBLIC	MEALS FOR SHUT-INS	600
OXFAM AMERICAP O BOX 1211 ALBERT LEA,MN 560071211		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	600
PHILLIP BROOKS HOUSE ASSOCIATIONHARVARD YARD CAMBRIDGE,MA 02138		PUBLIC	CHARITABLE FUNCTIN OF ORGANIZATION	800
SALVATION ARMY2228 BROADWAY GALVESTON,TX 77553		PUBLIC	ASSISTANCE TO POOR	1,500
SPIRIT KEYDONT HAVE IT GALVESTON,TX 77550		PUBLIC	PRISONERS TRANSITION TO PRIVATE LIFE	600
ST VINCENT'S HOUSE2817 POSTOFFICE GALVESTON,TX 77550		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	1,750
SEAFARERS CENTER221 20TH STREET GALVESTON,TX 77550		PUBLIC	SERVICES TO VISITING SEAMEN	1,000
BIG BROTHERS & BIG SISTER OF GULF COAST621 MOODY SUITE 102 GALVESTON,TX 77550		PUBLIC	MENTORS FOR AT-RISK YOUTH	750
BIG CITY MOUNTANEERS820 SPYDERCO WAY GOLDEN,CO 80403		PUBLIC	CHARITABLE FUNCTION OF ORGANIZATION	300
CHILD ADVOCACY CENTER5710 AVENUE S 1/2 GALVESTON,TX 77551		PUBLIC	LEGAL PROTECTION FOR CHILDREN	750
CHILDREN'S CENTERP O BOX 2600 GALVESTON,TX 775532600		PUBLIC	SHELTER FOR CHILDREN	800
METHODIST CHILDREN'S HOME 1111 HERRING AVE WACO,TX 76708		PUBLIC	SHELTER FOR NEEDY CHILDREN	2,000

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a Paid during the year				
CONVOY OF HOPE330 S PATTERSON AVE SPRINGFIELD,MO 65802		PUBLIC	DISASTER RESPONSE AND ASSISTANCE	1,500
CARING PLACEP O BOX 1215 GEORGETOWN,TX 786271215		PUBLIC	ASSISTANCE FOR POOR	1,000
CENTER FOR WOMEN IN LAW727 EAST DEAN KEETON ST AUSTIN,TX 78705		PUBLIC	FAIR REPRESENTATION BY WOMEN	500
COMMON CAUSE EDUCATION FUND1133 19TH STREET NW 9TH FLOOR WASHINGTON,DC 20036		PUBLIC	PARTICIPATION IN GOVT	1,000
GEORGETOWN PALACE THEATERP O BOX 1516 GEORGETOWN,TX 78627		PUBLIC	NEW PROGRAMS	750
GEORGETOWN PUBLIC LIBRARY 402 WEST 8TH STREET GEORGETOWN,TX 78626		PUBLIC	NEW BOOKS	1,000
GEORGETOWN SYMPHANY ORCHESTRA116 WEST 8TH STREET SUITE 201 GEORGETOWN,TX 78626		PUBLIC	NEW PROGRAMS	1,000
JUSTICE FOR OUR NEIGHBORS 8301 BRUTON ROAD DALLAS,TX 75217		PUBLIC	IMMIGRATION COUNSELING	1,500
WILLIAMSON COUNTY CHILDREN'S ADVOCACY CENTER1811 SE INNER LOOP GEORGETOWN,TX 78626		PUBLIC	PROTECTION FOR CHILDREN	1,000
YMCA OF THE ROCKIES2515 TUNNEL ROAD ESTES PARK,CO 80511		PUBLIC	MISSION TO FAMILIES	500
Total  3a				76,000

TY 2011 Accounting Fees Schedule

Name: THE GRANT FAMILY FUND

EIN: 76-0355665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,000	500		500

TY 2011 Compensation Explanation

Name: THE GRANT FAMILY FUND

EIN: 76-0355665

Person Name	Explanation
J ANDREW GRANT	
JULIAN A GRANT	
ELEANOR C GRANT	
BRIAN A GRANT	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: THE GRANT FAMILY FUND

EIN: 76-0355665

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FIDELITY SMALL CAP STOCK	2012-06	PURCHASE	2012-10		1,645	1,572			73	
FIDELITY VALUE	2011-12	PURCHASE	2012-10		498	490			8	
FIDELITY SMALL CAP STOCK	2009-12	PURCHASE	2012-10		57,755	53,304			4,451	
BUFFALO MID CAP FUND	2004-12	PURCHASE	2012-10		50,000	40,529			9,471	
FIDELITY INTERNATIONAL SMALL CAP	2005-12	PURCHASE	2012-10		83,353	98,953			-15,600	
FIDELITY VALUE	2005-12	PURCHASE	2012-10		51,905	51,122			783	
LAZARD DEVELOPING MARKETS	2010-12	PURCHASE	2012-10		30,000	37,854			-7,854	

**TY 2011 Investments Corporate
Stock Schedule****Name:** THE GRANT FAMILY FUND**EIN:** 76-0355665

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA	291,605	60,738
ISHARES TR RUSSELL MIDCAP VALUE	96,052	104,270
FIDELITY 500 INDEX FUND		
FIDELITY SMALL CAP FUND		
ROYCE PREMIER	50,229	77,752
BUFFALO MID CAP FUND	60,868	79,239
FIDELITY INTERNATIONAL SMALL CAP		
FIDELITY PACIFIC BASIN		
FIDELITY VALUE FUND		
ARTIO INTERNATIONAL EQUITY		
FIDELITY INDEPENDENCE	61,069	62,630
MATTHEWS PACIFIC TIGER FUND	64,478	119,857
LAZARD DEVELOPING MARKETS EQ	63,947	50,699
DODGE & COX STOCK FUND	36,084	39,880
FIDELITY FLOATING RATE HIGH INCOME	193,527	194,859
FIDELITY FOCUSED HIGH INCOME	206,775	208,558
SPARTAN 500 INDEX FID ADVANTAGE	140,308	183,282
FIDELITY CONTRA-FUND	50,399	58,334
FIDELITY GNMA FUND	200,420	200,081

**TY 2011 Investments Government
Obligations Schedule****Name:** THE GRANT FAMILY FUND**EIN:** 76-0355665**US Government Securities - End of
Year Book Value:**

115,721

**US Government Securities - End of
Year Fair Market Value:**

126,515

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Land, Etc. Schedule

Name: THE GRANT FAMILY FUND

EIN: 76-0355665

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT				

TY 2011 Other Expenses Schedule**Name:** THE GRANT FAMILY FUND**EIN:** 76-0355665

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
SUPPLIES	124	62		62

TY 2011 Taxes Schedule

Name: THE GRANT FAMILY FUND

EIN: 76-0355665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,365			