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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE GEORGE FOUNDATION
PMB 310 MORTON, SUITE C
RICHMOND, TX 77469A Employer identification number
74-6043368B Telephone number (see the instructions)
281-342-6109C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 277,837,744.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) 890,372.

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 33,207,815.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

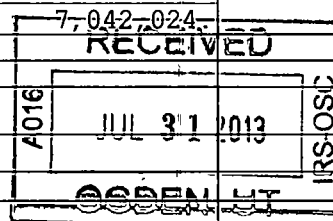
b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11



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) SEE ST 2

b Accounting fees (attach sch) SEE ST 3

c Other prof fees (attach sch) SEE ST 4

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 5

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative enter 0)

c Adjusted net income (if negative, enter 0-)

g14

1

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	400.	400.	400.
	2 Savings and temporary cash investments	7,982,373.	6,491,693.	6,491,693.
	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 sch)			
	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)	24,372,195.	26,246,968.	27,556,526.
	b Investments — corporate stock (attach schedule)	48,036,582.	47,089,027.	68,373,656.
	c Investments — corporate bonds (attach schedule)	20,836,295.	22,871,619.	23,780,652.
LIABILITIES	11 Investments — land, buildings, and equipment basis	30,759,746.		
	Less accumulated depreciation (attach schedule) SEE STMT 7	5,979,417.	21,351,578.	24,780,329.
	12 Investments — mortgage loans			46,664,597.
	13 Investments — other (attach schedule)	89,487,856.	92,010,129.	100,787,711.
	14 Land, buildings, and equipment basis	20,219,130.		
	Less accumulated depreciation (attach schedule) SEE STMT 8	15,064,311.	4,933,787.	5,154,819.
	15 Other assets (describe SEE STATEMENT 9)	1,609,591.	1,522,821.	2,659,688.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	218,610,657.	226,167,805.	1,522,821.
NET ASSETS OR FUND BALANCES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 10)	2,250.	9,810.	
	23 Total liabilities (add lines 17 through 22)	2,250.	9,810.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	218,608,407.	226,157,995.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
NET ASSETS OR FUND BALANCES	30 Total net assets or fund balances (see instructions)	218,608,407.	226,157,995.	
	31 Total liabilities and net assets/fund balances (see instructions)	218,610,657.	226,167,805.	

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	218,608,407.
2	Enter amount from Part I, line 27a	2	7,549,588.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	226,157,995.
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	226,157,995.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 11				
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	7,042,024.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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 (column (b) divided by column (c))
2011	9,978,520.	255,502,296.	0.039055
2010	9,470,508.	234,388,916.	0.040405
2009	14,433,287.	208,227,739.	0.069315
2008	10,463,571.	231,974,572.	0.045107
2007	12,196,217.	248,081,146.	0.049162

2 Total of line 1, column (d)	2	0.243044
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	0.048609
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	265,275,960.
5 Multiply line 4 by line 3	5	12,894,799.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	208,776.
7 Add lines 5 and 6	7	13,103,575.
8 Enter qualifying distributions from Part XII, line 4	8	13,704,696.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	208,776.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	208,776.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	208,776.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	175,926.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	35,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	210,926.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,150.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	2,150.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a 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?	X	
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, column (c), and Part XV</i>	X	
8 a 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 2012 or the taxable year beginning in 2012 (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>		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? Website address WWW.THEGEORGEFOUNDATION.ORG	13	X	
14	The books are in care of SANDRA G. THOMPSON Telephone no 281-342-6109 Located at 215 MORTON ST. RICHMOND TX ZIP + 4 77469			
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 N/A	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1 b		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2012? 1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) 2 b		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__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2012 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 2012) 3 b		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a		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 2012? 4 b		X

BAA

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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)?

5 b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6 b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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
SEE STATEMENT 12				
		390,000.	88,766.	10,154.

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
SANDRA G. THOMPSON	CFO			
RICHMOND, TX 77469	40	153,500.	11,820.	2,109.
DEE S. KOCH	GRANT OFFICER			
RICHMOND, TX 77469	40	109,000.	24,142.	12,708.
DIANA KALLUS-ETZLER	ACCOUNTANT			
RICHMOND, TX 77469	40	77,450.	3,414.	1,484.
ROCKY L PARR	OPERATIONS MG			
RICHMOND, TX 77469	40	79,900.	7,517.	864.
DAVID R MEHRENS	MAINTENANCE			
RICHMOND, TX 77469	40	60,982.	2,725.	870.

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

8

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
IRONBRIDGE CAPITAL MANAGEMENT LP ONE PARKVIEW PLAZA 600 OAKBROOK TERRACE, IL 60181	INVESTMENT MANAGER	210,418.
PAUL COMSTOCK PARTNERS 2 RIVERWAY, STE 1000 HOUSTON, TX 77056	INVESTMENT COUNCIL	109,876.
LYTLE & MOORE, LLP 2116 THOMPSONS RD, STE 116 RICHMOND, TX 77469	LEGAL SERVICES	109,212.
MCDONNELL INVESTMENT MANAGEMENT 1515 W 22ND ST OAKBROOK, IL 60523	INVESTMENT MANAGER	80,948.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 13	
	1,227,403.
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2012)

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	1 a	223,492,286.
b	Average of monthly cash balances	1 b	717,415.
c	Fair market value of all other assets (see instructions)	1 c	45,105,994.
d	Total (add lines 1a, b, and c)	1 d	269,315,695.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	269,315,695.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,039,735.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	265,275,960.
6	Minimum investment return. Enter 5% of line 5	6	13,263,798.

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	13,263,798.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	208,776.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	208,776.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,055,022.
4	Recoveries of amounts treated as qualifying distributions	4	383,847.
5	Add lines 3 and 4	5	13,438,869.
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	13,438,869.

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	1 a	13,262,140.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	442,556.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,704,696.
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	208,776.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,495,920.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				13,438,869.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			6,748,287.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 13,704,696.				
a Applied to 2011, but not more than line 2a			6,748,287.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				6,956,409.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				6,482,460.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE ,				10,957,786.
Total			3 a	10,957,786.
b Approved for future payment SEE ATTACHED SCHEDULE ,				7,072,490.
Total			3 b	7,072,490.

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion 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	2,723,610.	
4 Dividends and interest from securities			14	2,613,557.	
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			16	890,372.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900099	7,756.	18	7,042,024.	
9 Net income or (loss) from special events.					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 15		12,984.		9,683,916.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		20,740.		22,953,479.	
13 Total. Add line 12, columns (b), (d), and (e)					22,974,219.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE GEORGE FOUNDATION

74-6043368

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EASEMENTS/ROW	\$ 178,519.	\$ 178,519.	
LIVESTOCK SOLD	6,247.		
MISCELLANEOUS INCOME	2,375.	2,375.	
OIL & GAS LEASE BONUS	51,827.	51,827.	
OIL & GAS ROYALTIES	8,980,642.	8,980,642.	
OTHER PORTFOLIO INCOME	5,726.	5,726.	
PARTNERSHIP INCOME - UBTI	12,984.		
PARTNERSHIP ORDINARY	80,980.	80,980.	
RECOVERY OF PRIOR GRANTS	377,600.		
TOTAL	\$ 9,696,900.	\$ 9,300,069.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL LEGAL FEES	\$ 62,950.	\$ 18,885.		\$ 44,065.
GRANT RELATED	12,868.			12,868.
OIL & GAS COUNCIL	23,825.	23,825.		
REAL ESTATE COUNCIL	92,260.	92,260.		
TOTAL	\$ 191,903.	\$ 134,970.	\$ 0.	\$ 56,933.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 42,852.	\$ 17,141.		\$ 25,711.
TOTAL	\$ 42,852.	\$ 17,141.	\$ 0.	\$ 25,711.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CONSULTING FEES	\$ 22,427.	\$ 8,971.		\$ 13,456.
INVESTMENT CUSTODIAL FEES	38,726.	38,726.		
INVESTMENT MANAGEMENT FEES	791,373.	791,373.		

THE GEORGE FOUNDATION

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	\$ 6,588.	\$ 2,635.		\$ 3,953.
REAL ESTATE CONSULTING	126,059.	126,059.		
TOTAL	\$ 985,173.	\$ 967,764.	\$ 0.	\$ 17,409.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	\$ 185,526.	\$ 170,835.		\$ 14,691.
EXCISE TAXES	248,843.			
PAYROLL TAXES	44,558.	15,595.		28,963.
TOTAL	\$ 478,927.	\$ 186,430.	\$ 0.	\$ 43,654.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GEORGE RANCH HISTORICAL PARK OPERATIONS	\$ 1,227,403.			\$ 1,227,403.
GRANT RELATED EXPENSES	60,811.			60,811.
INSURANCE	95,500.	\$ 32,359.		63,141.
MISCELLANEOUS	12,920.	1,324.		11,596.
OFFICE EXPENSE	39,040.	16,820.		22,220.
REAL ESTATE RELATED EXPENSES	110.	110.		
RENTAL EXPENSES	273,205.	273,205.		
TRUSTEE EXPENSES	11,200.	3,360.		7,840.
TOTAL	\$ 1,720,189.	\$ 327,178.	\$ 0.	\$ 1,393,011.

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND, BUILDINGS & EQUIPMENT	\$ 30,759,746.	\$ 5,979,417.	\$ 24,780,329.	\$ 46,664,597.
SCHEDULE ATTACHED TOTAL	\$ 30,759,746.	\$ 5,979,417.	\$ 24,780,329.	\$ 46,664,597.

THE GEORGE FOUNDATION

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STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND, BUILDINGS & EQUIPMENT	\$ 20,219,130.	\$ 15,064,311.	\$ 5,154,819.	\$ 2,659,688.
SCHEDULE ATTACHED TOTAL	<u>\$ 20,219,130.</u>	<u>\$ 15,064,311.</u>	<u>\$ 5,154,819.</u>	<u>\$ 2,659,688.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
FAIRCHILD FARMERS COOP GIN RECEIVABLE	\$ 39,242.	\$ 39,242.
LID #6 REIMBURSEABLE	1,430,342.	1,430,342.
MUD #207 REIMBURSEABLE	32,120.	32,120.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	3,300.	3,300.
PURCHASED INTEREST	8,762.	8,762.
TOTAL	<u>\$ 1,522,821.</u>	<u>\$ 1,522,821.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

RENT DEPOSITS	\$ 2,250.
DUE TO OTHERS	7,560.
TOTAL	<u>\$ 9,810.</u>

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SALE OF SECURITIES	PURCHASED	VARIOUS	VARIOUS
2	DELTEC RECOVERY FD - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
3	DELTEC SPEC SIT PTN - CG	PURCHASED	VARIOUS	VARIOUS
4	DISCIPLINED GROWTH - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
5	NORTHERN TRUST FD A/C - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
6	IRONBRIDGE A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
7	KKR FINANCIAL HLDGS-CG DISTRIB	PURCHASED	VARIOUS	VARIOUS
8	RAFI FUND - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
9	RAFI INTL FUND - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
10	ENERGY TRANSFER PARTNERS-ROW	PURCHASED	VARIOUS	2/16/2012

THE GEORGE FOUNDATION

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	30176443.		26136931.	4039512.				\$ 4039512.
2	0.		16,463.	-16,463.				-16,463.
3	465,981.		0.	465,981.				465,981.
4	106,966.		0.	106,966.				106,966.
5	884,930.		0.	884,930.				884,930.
6	73.		0.	73.				73.
7	3,698.		0.	3,698.				3,698.
8	838,496.		0.	838,496.				838,496.
9	14,837.		0.	14,837.				14,837.
10	708,635.		4,641.	703,994.				703,994.
							TOTAL	\$ 7042024.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
P. MICHAEL WELLS 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 6.00	\$ 4,500.	\$ 0.	\$ 0.
DONALD WENZEL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	18,000.	0.	0.
ROLAND C. ADAMSON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	EXECUTIVE DIREC 40.00	277,500.	88,766.	7,882.
CHARLES P. MCDONALD 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 8.00	22,500.	0.	749.
WILLIAM O. JAMESON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	22,500.	0.	1,523.
JOHN M. NULL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	22,500.	0.	0.
THOMAS C. MCNUTT 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	22,500.	0.	0.
	TOTAL	\$ 390,000.	\$ 88,766.	\$ 10,154.

THE GEORGE FOUNDATION

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STATEMENT 13
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
THE GEORGE RANCH HISTORICAL PARK (GRHP) - OPERATING EXPENSES	\$ 1,227,403.
THE GRHP IS AN OUTDOOR LIVING MUSEUM WHERE EVERY DAY, THE LEGENDS AND LEGACIES OF THOSE WHO SHAPED THIS PLACE COME TO LIFE. AUTHENTIC LOCATIONS, HISTORIC HOMES, COSTUMED PRESENTERS AND A REMARKABLE STORY OF DETERMINATION AND COURAGE SET THE STAGE FOR TREKKING THROUGH TEXAS HISTORY. PUBLIC TOURS AND AN EXTENSIVE LIST OF SCHOOL PROGRAMS ARE AVAILABLE.	
18,310 STUDENT GROUP ATTENDEES FROM 180 SCHOOLS - 31 INDEPENDENT SCHOOL DISTRICTS AND 15 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2012 = 40,131	

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: TRUSTEES - THE GEORGE FOUNDATION
CARE OF: THE GRANT DEPARTMENT
STREET ADDRESS: 310 MORTON ST., PMB SUITE C
CITY, STATE, ZIP CODE: RICHMOND, TX 77469
TELEPHONE: 281-342-6109
E-MAIL ADDRESS: GRANTS@THEGEORGEFOUNDATION.ORG
FORM AND CONTENT: SEE ATTACHED "GRANT GUIDELINES"
SUBMISSION DEADLINES: SEE ATTACHED "GRANT GUIDELINES"
RESTRICTIONS ON AWARDS: SEE ATTACHED "GRANT GUIDELINES"

STATEMENT 15
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

<u>OTHER REVENUE</u>	<u>(A) BUSI- NESS CODE</u>	<u>(B) UNRELATED BUSINESS AMOUNT</u>	<u>(C) EXCLU- SION CODE</u>	<u>(D) EXCLUDED AMOUNT</u>	<u>(E) RELATED OR EXEMPT FUNCTION</u>
EASEMENTS/ROW			16	\$ 178,519.	
LIVESTOCK SOLD			18	6,247.	
MISCELLANEOUS INCOME			14	2,375.	
OIL & GAS LEASE BONUS			15	51,827.	
OIL & GAS ROYALTIES			15	8,980,642.	
OTHER PORTFOLIO INCOME			14	5,726.	
PARTNERSHIP INCOME - UBTI	900000	\$ 12,984.			
PARTNERSHIP ORDINARY			14	80,980.	
RECOVERY OF PRIOR GRANTS			1	377,600.	
TOTAL		<u>\$ 12,984.</u>		<u>\$ 9,683,916.</u>	<u>\$ 0.</u>

THE GEORGE FOUNDATION
 EIN# 74-6043368
 12/31/2012

990PF, PAGE 1, PART I, LINE 19 - DEPRECIATION AND DEPLETION

	COST OR BASIS	PRIOR YEAR ACCUMULATED DEPRECIATION	METHOD	LIFE OR RATE	CURRENT YEAR DEPRECIATION
OFFICE AUTOMOTIVE	5,306	5,306	S/L	5 YR	-
OFFICE BUILDING	544,574	101,531	S/L	VARIOUS	14,004
OFFICE BUILDING EQUIPMENT	15,493	12,062	S/L	10 YR	1,059
OFFICE FURNITURE & EQUIPMENT	86,951	55,915	S/L	5 YR	6,634
FARM/LG AUTOMOTIVE	9,483	8,222	S/L	VARIOUS	322
FARM/LG BUILDINGS	986,027	975,011	S/L	VARIOUS	1,119
FARM/LG EQUIPMENT	207,966	192,392	S/L	VARIOUS	2,563
FARM/LG FENCES	367,516	302,372	S/L	VARIOUS	4,166
FARM/LG ROADS AND CULVERTS	178,478	167,468	S/L	5 YR	750
FARM/LG WATER SYSTEM	161,259	157,940	S/L	VARIOUS	731
	<u>\$ 2,563,053</u>	<u>\$ 1,978,219</u>			<u>\$ 31,348</u>
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	18,902,988	14,629,504	S/L	VARIOUS	190,910
GRANT-RELATED ASSETS	869,152	213,234	S/L		30,663
	<u>\$ 22,335,193</u>	<u>\$ 16,820,957</u>	TOTAL DEPRECIATION		<u>\$ 252,921</u>
FULLY DEPLETED ROYALTIES	3,969,853	3,969,853			-
OTHER MINERAL PROPERTIES	58,973	-			-
	<u>\$ 4,028,826</u>	<u>\$ 3,969,853</u>	TOTAL DEPLETION		<u>\$ -</u>
TOTAL DEPRECIATION AND DEPLETION					<u>\$ 252,921</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
60 M	ALBQE N MEX COLL ZERO COUPON 08/10/2	57,975.21	59,016.00
30 M	ALLEN TEX ECONOMIC DEV 3.2% 09/01/2015	31,539.30	30,877.20
130 M	AMERICAN MUN PWR OHIO 3.944% 02/15/20	130,000.00	135,415.80
45 M	ARIZONA BRD REGNETS AZ ST UNIV 4.533%	50,255.55	49,637.25
40 M	ASHLAND WIS 5% 04/01/2019	45,385.20	43,618.80
40 M	AUSTIN TEX CMNTY COLLEGE DIST 3.711%	42,525.60	41,658.00
10 M	BELOIT WIS SCH DIST 2.65% 10/01/2014	10,305.10	10,068.10
25 M	BEXAR CNTY TEX HOSP 1.266% 02/15/2013	24,891.00	25,027.25
70 M	CALIFORNIA ST BNDS 5.25% 04/01/2014	75,215.00	73,874.50
15 M	CARMEL IND REDEV 5.27% 12/15/2018	16,840.05	17,642.40
50 M	CARROLL CNTY MD 5.25% 08/01/2016	55,576.00	53,130.50
125 M	CHELAN CNTY WASH PUB UTIL 4.5% 07/01/2	126,682.50	127,538.75
75 M	CHGO ILL TRAN AUTH SALES & TRANS 6.3	84,825.00	86,972.25
40 M	CHICAGO ILL MOTOR FUEL TAX REV 4.95%	43,902.00	42,334.40
50 M	CLINTON CNTY PA 4.55% 12/01/2015	54,830.50	53,291.00
85 M	COMMONWEALTH FING AUTO PA 5.3% 06/01	96,180.80	95,903.80
40 M	COOK CNTY ILL SCH DIST NO 104 6.125% 12	47,734.40	47,613.20
135 M	COOK CNTY ILL TWP HIGH SCH 0 12/01/2014	143,249.85	139,819.50
15 M	DRACUT MASS 5.3% 11/01/2016	17,039.70	16,967.55
750 M	FED FARM CR BKS CONS 4.875% 01/17/2017	733,879.10	878,453.25
4 M	FHLMC GOLD 6.5% 01/01/2016	3,968.69	4,217.75
4 M	FHLMC GOLD POOL C37463 8% 04/01/2030	4,312.57	4,733.09
64 M	FHLMC MULTICLASS SER 2602 5% 04/15/201	66,544.58	68,332.81
11 M	FHLMC MULTICLASS 5% 10/15/2031	11,210.33	11,210.44
19 M	FHLMC MULTICLASS PREASSIGN 4% 08/15/2	19,990.84	20,109.84
16 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	16,532.01	17,192.23
2 M	FHLMC MULTICLASS SER 2543 5.5% 04/15/2	1,573.51	1,541.84
12 M	FHLMC MULTICLASS SER 2631 5% 02/15/203	12,393.05	12,010.16
34 M	FHLMC MULTICLASS SER 2828 4.5% 07/15/2	36,013.47	36,184.61
34 M	FHLMC MULTICLASS SER 2892 5% 11/15/202	37,485.15	37,642.00
105 M	FHLMC MULTICLASS SER 2971 5% 07/15/201	107,278.96	107,862.38
95 M	FHLMC MULTICLASS SER 3026 5.5% 06/15/2	97,621.44	99,085.59
105 M	FHLMC MULTICLASS SER 3725 3.5% 09/15/2	109,673.64	108,440.14
184 M	FHLMC MULTICLASS SER 3829 3.5% 02/15/2	189,731.90	190,398.03
184 M	FHLMC MULTICLASS SER 3854 3.5% 07/15/2	190,001.74	190,681.20
14 M	FHLMC POOL 5% 03/01/2018	14,370.34	15,053.82
1,650 M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,651,394.25	1,907,264.70
174 M	FNMA 2010-9 3.5% 01/25/2024	175,913.48	180,003.40

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
7 M	FNMA POOL #551213 7.5% 09/01/2015	7,093.76	7,480.04
9 M	FNMA POOL #606725 6.5% 10/01/2031	8,729.81	9,708.66
15 M	FNMA POOL #696903 5.5% 04/01/2033	15,173.64	16,371.89
11 M	FNMA POOL #837348 5% 09/01/2035	10,325.18	11,930.11
22 M	FNMA POOL #871468 5.5% 5/01/2036	21,003.37	23,679.55
74 M	FNMA POOL #888304 5.279% 04/01/2037	73,834.85	78,358.71
49 M	FNMA POOL #904131 5.5% 11/01/2036	48,256.66	53,512.71
64 M	FNMA POOL #909419 5% 02/01/2037	60,160.56	69,184.90
222 M	FNMA POOL #AC3657 4.5% 10/01/2039	223,787.44	239,794.73
78 M	FNMA PREASSIGN 00316 5% 06/25/2023	81,696.31	85,804.60
67 M	FNMA REMIC TR 2005-51 5.5% 11/25/2033	71,412.49	68,743.54
23 M	FNMA SER 1682 6.5% 02/15/2024	25,415.00	25,551.28
50 M	FULTON CNTY GA DEV AUTH 5.491% 11/01/2	59,100.00	58,708.50
40 M	GAINESVILLE FL UTIL 4.49% 10/01/2014	43,030.60	42,444.00
30 M	GEORGIA MUN GAS AUTH GAS REV 4.767%	32,287.50	32,458.20
412 M	GNMA 2.4% 12/16/2037	418,166.61	422,976.55
153 M	GNMA 2010-102 1.852% 07/16/2032	154,953.62	154,788.70
325 M	GNMA 2010-156 REMIC 2.76% 11/15/2053	326,510.74	341,376.74
426 M	GNMA 2011-016 REMIC 2.21% 11/16/2034	429,799.10	433,891.05
496 M	GNMA 2011-020 REMIC 1.883% 04/16/2032	492,917.92	503,223.95
549 M	GNMA 2011-031 REMIC 2.21% 12/16/2035	552,179.32	560,780.10
530 M	GNMA 2011-047 REMIC 2.07% 04/16/2032	534,865.63	538,759.28
178 M	GNMA 4.5% 06/16/2034	187,694.54	181,909.06
10 M	GNMA POOL 5.5% 12/15/2017	10,444.87	10,759.47
14 M	GNMA POOL 6% 11/15/2032	14,651.70	15,798.01
315 M	GNMA REMIC SER 2010-52 12/16/2038	317,633.20	353,505.60
35 M	GRANT CNTY WASH PUB UTIL DIST 5.19% 0	39,500.30	38,548.65
50 M	HARNETT CNTY N C ENTERPRISE 7.2% 05/01	64,300.00	62,621.50
100 M	HARRIS CNTY GA PUB IMPTS AUTH 2.45% 0	102,203.00	101,159.00
30 M	HARRISBURG PA SER A 04/01/2014	28,906.44	29,621.40
250 M	HARRISBURG PA SER A 04/01/2015	236,429.36	241,277.50
100 M	HARRISBURG PA ZERO CPN 04/01/2013	99,553.20	99,838.00
35 M	HIGH PT NC COMBINED ENT 3.554% 11/01/20	37,371.60	37,397.50
60 M	HUTCHINSON KS 5.2% 10/01/2017	65,771.40	63,166.80
40 M	ILLINOIS FIN AUTH REV 5.629% 07/01/2016	40,400.00	42,052.80
100 M	ILLINOIS MUN ELEC 5.728% 02/01/2018	114,077.00	116,150.00
150 M	ILLINOIS ST 4.422% 04/01/2015	151,833.00	157,273.50
50 M	ILLINOIS ST 3.321% 01/01/2013	50,898.00	50,000.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
130 M	ILLINOIS ST 4.421% 01/01/2015	137,763.00	137,824.70
150 M	ILLINOIS ST 4.511% 03/01/2015	157,396.50	159,457.50
315 M	IN BD BK TAXABLE SCH SEVERANCE 5.05%	332,955.00	323,325.45
30 M	INDIANA BD BK REV 5.26% 07/15/2018	32,581.80	32,124.00
150 M	JEFFERSON LA SALES TAX DIST 5.05% 12/0	166,441.50	167,188.50
200 M	KANKAKEE VY IND MIDDLE SCH 3.36% 07/15	212,518.00	209,538.00
200 M	KEARNY N J SER B 5% 02/01/2013	207,833.50	200,544.00
275 M	KENTUCKY ASSET/LIAB 3.165% 04/01/2018	282,182.25	287,218.25
25 M	KENTUCKY ASSET/LIABILITY 3.928% 04/01/20	26,883.50	26,712.50
30 M	KENTUCKY ST PPTY & BLDGS 5.1% 10/01/20	33,480.90	32,534.40
50 M	LEXINGTON SC SCH DIST NO 2 5.98% 12/01/	56,249.50	54,834.50
65 M	MAINE MUN BD BK 1.974% 11/01/2015	64,934.35	66,669.85
150 M	MASSACHUSETTS ST DEV FIN AGY 3.988% 0	150,000.00	164,529.00
200 M	METROPOLITAN GOVT NASHVILLE 2.406% 0	202,152.00	205,508.00
30 M	MISSISSIPPI DEV BK 4.242% 08/01/2016	33,017.70	33,102.30
75 M	MONONA WIS REF TAXABLE 5.5% 09/01/201	84,702.00	86,252.25
175 M	NC EASTN MUN PWR AGY PWR 6.217% 01/01	194,822.65	193,914.00
55 M	NEW JERSEY ECONOMIC DEV 3.612% 09/01/	57,510.65	56,900.25
50 M	NEW JERSEY ECONOMIC DEV 3.641% 12/15/	53,435.50	53,760.00
100 M	NEW JERSEY ST EDL FACS AUTH DORM SA	104,695.00	100,886.00
75 M	NEW YORK NY 2.67% 02/01/2014	76,134.00	76,710.75
100 M	NEW YORK ST URBAN DEV 6.5% 12/15/2018	116,800.00	116,519.00
50 M	NJ ST TPK AUTH 4.252% 01/01/2016	54,864.50	53,459.00
50 M	NORTH CAROLINA EASTN MUN PWR 5.6% 0	52,971.00	50,000.00
35 M	NORTHERN CALIF TRANSMISSION 5.37% 05/	38,510.50	37,506.35
80 M	NY NY CY TRANSITIONAL FIN 5.16% 08/01/20	86,457.60	88,900.00
175 M	OHIO ST 5.37% 10/01/2017	191,066.75	184,269.75
50 M	OHIO ST BLDG AUTH 4.48% 10/01/2018	56,086.00	55,708.50
25 M	OREGON SCH BRDS ASSN TAX PENSION 5.2	27,868.75	27,678.00
275 M	OREGON ST DEPT ADM SVCS LOTTERY 4.6	260,163.75	282,691.75
25 M	OREGON ST DEPT ADMIN SVCS LOTTERY 4.	26,438.00	26,412.25
25 M	ORG TWP NJ TXBLE WTR SWR 4.55% 06/01/	26,625.00	26,132.50
165 M	PASSAIC CNTY NJ UTILS 5.2% 03/01/2015	178,223.10	173,494.20
130 M	PERALTA CA CMNTY COLLEGE 6.423% 11/0	149,245.60	147,956.90
100 M	PHOENIX AZ CIVIC IMPT 5.25% 07/01/2018	104,741.00	102,287.00
100 M	PIKE CNTY IND SCH 4.9% 07/05/2017	107,014.00	103,560.00
80 M	PLUM BORA PA SCH DIS 5.364% 03/15/2021	84,400.00	89,420.00
140 M	PORT SEATTLE WASH 2.254% 12/01/2014	140,000.00	143,621.80

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
35 M	PORTSMOUTH VA 5.75% 07/01/2014	38,310.65	37,847.25
100 M	PRUDENTIAL FINL VAR RT 02/10/2015	103,400.00	102,328.00
65 M	READING PA 5.25% 11/15/2018	73,359.00	74,571.90
50 M	ROYAL BK CDA FLTG 2.71% 01/31/2016	50,625.00	52,565.00
75 M	SAN FRAN CAL CY & CNTY ARPTS 3.026% 0	75,000.00	78,774.00
325 M	SCST PBU SVC AUTH 6.808% 01/01/2014	365,310.75	344,493.50
10 M	SD ST BLDG AUTH 6.75% 09/01/2013	10,814.90	10,301.80
100 M	SOMERSET CNTY NJ IMPT AUTH 2.695% 05/	102,297.00	105,638.00
60 M	STANLEY WIS WTR & SEW SYS 5.75% 07/01/	67,617.00	64,326.00
155 M	STILLWATER MINN INDPT SCH DIST 4.75% 0	160,707.10	171,248.65
75 M	TAMPA FLA REV 3.07% 10/01/2018	77,073.75	76,655.25
35 M	TENNESSEE ST 7.35% 05/01/2023	39,024.65	35,795.20
50 M	UNIV ILL CTFS PARTN TAXABLE 4.61% 02/15	50,907.50	50,232.00
25 M	UNIVERSITY AOKA REVS 1.177% 07/01/2013	25,047.50	24,994.50
100 M	UNIVERSITY ARK UNIV 4.62% 09/15/2018	110,960.00	113,525.00
75 M	UNIVERSITY CALIF REV 4.06% 05/15/2013	72,168.75	75,408.75
35 M	UNIVERSITY HOUSTON 4.65% 02/15/2018	38,657.50	39,498.20
2,225 M	US TREAS 2.125% 08/15/2021	2,339,599.13	2,339,031.25
1,050 M	US TREAS 2.625% 11/15/2020	1,119,613.58	1,152,375.00
175 M	US TREAS 2.626% 02/29/2016	173,681.36	187,263.65
2,600 M	US TREAS 3.125% 05/15/2019	2,734,978.18	2,944,500.00
1,150 M	US TREAS 3.875% 5/15/2018	1,234,176.47	1,336,425.35
1,030 M	US TREAS INFL INDX 1.625% 01/15/2018	1,067,490.66	1,318,996.18
405 M	US TREAS INFL INDX 2% 01/15/2014	422,247.74	523,224.47
95 M	UTAH ST RECAPITALIZION 4.34% 07/01/2019	95,000.00	108,113.80
50 M	VA ST HSG DEV AUTH 6.07% 08/01/2018	59,360.00	60,830.50
50 M	VIRGINIA ST HSG DEV 5.52% 08/01/2016	56,785.00	56,855.00
200 M	VIRGINIA ST INFRASTRUCTURE 3.8% 11/01/2	203,885.35	206,620.00
25 M	WADSWORTH OHIO CITY SCH DIST 3.36% 12	25,907.50	25,503.00
150 M	WASHINGTON BIOMEDICAL 3.049%	150,000.00	155,431.50
115 M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	126,704.70
145 M	WESTERN WASH UNIV 5.77% 04/01/2019	145,000.00	169,030.85
75 M	WI ST GEND FD ANNUAL APPR SER A 4.8% 0	77,608.50	76,110.00
195 M	WILL CNTY IL SCH DIST 4.85% 01/01/2017	214,256.25	221,326.95
100 M	WILL CNTY ILL SCH DIST NO 086 5.8% 03/01/	114,423.00	111,461.00
35 M	WILMINGTON NC LTD OBLIG REV 3.93% 06/0	37,828.70	37,902.90
50 M	WISCONSIN ST GEN FD 4.319% 05/01/2014	52,666.00	52,564.00
80 M	WISCONSIN ST GEN FD 5.2% 05/01/2018	89,805.60	87,471.20

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990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2012

<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
Grand Total:	26,246,968.45	27,556,525.59

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
22,836 SHS	ABBOTT LAB	1,299,085.58	1,495,758.00
19,680 SHS	ACCENTURE LTD BERMUDA	668,958.65	1,308,720.00
5,480 SHS	ADR ARM HLDS	123,333.89	207,308.40
9,400 SHS	ADR ARM HLDS PLC SPONSORED ISIN	47,489.66	355,602.00
1,135 SHS	ADR BAIDU	85,607.12	113,829.15
5,850 SHS	AKAMAI TECHNOLOGIES	122,610.48	239,323.50
5,533 SHS	ALEXANDER & BALDWIN	108,121.04	162,504.21
3,063 SHS	ALEXANDRIA REAL ESTATE	199,108.34	212,327.16
1,095 SHS	ALEXION PHARMACEUTICALS	98,613.30	102,721.95
3,200 SHS	ALIGN TECHNOLOGY	84,830.13	88,800.00
1,236 SHS	ALLEGHANY	362,221.40	414,579.12
18,078 SHS	ALLERGAN	795,533.94	1,658,294.94
1,410 SHS	AMAZON	85,643.40	354,107.40
7,363 SHS	AMER FINL GROUP	203,471.19	290,985.76
2,150 SHS	AMERICAN TOWER	97,277.27	166,130.50
4,927 SHS	APPLE	459,190.82	2,626,238.81
95 SHS	APPLE COMPUTER	5,567.00	50,637.85
5,852 SHS	APPLIED INDL TECHNOLOGIES	167,894.15	245,842.52
4,218 SHS	APTARGROUP	153,549.85	201,282.96
2,902 SHS	ARGO GROUP INTERNATIONAL	128,249.34	97,478.18
6,740 SHS	ARUBA NETWORKS	172,621.16	139,855.00
1,988 SHS	ATHENAHEALTH	88,590.11	146,018.60
6,222 SHS	ATWOOD OCEANICS	228,120.31	284,905.38
6,900 SHS	AUTODESK	163,469.42	243,915.00
8,250 SHS	AVIAT NETWORKS (FNA HARRIS STRATEX N	104,096.26	27,142.50
2,810 SHS	AXIALL (FNA GEORGIA GULF)	112,599.20	115,996.80
6,312 SHS	BARRETT BILL	202,748.16	112,290.48
5,535 SHS	BE AEROSPACE	36,730.81	273,429.00
4,094 SHS	BERRY PETE	168,814.71	137,353.70
187 SHS	BIGLARI HLDGS	62,381.46	72,933.74
4,806 SHS	BLACK HILLS	152,305.93	174,650.04
2,200 SHS	BRADY	71,125.88	73,480.00
2,699 SHS	BUCKLE	76,218.28	120,483.36
2,900 SHS	BUFFALO WILD WINGS	177,696.79	211,178.00
11,517 SHS	C H ROBINSON WORLDWIDE	585,883.79	728,104.74
9,674 SHS	CABELAS	280,463.57	403,889.50
5,190 SHS	CABOT	155,696.46	206,510.10
4,151 SHS	CARPERNTER TECH	135,405.30	214,316.13
1,760 SHS	CATERPILLAR	153,351.80	157,660.80

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
6,651 SHS	CEPHEID	89,703.52	224,870.31
3,250 SHS	CHEESECAKE FACTORY	58,202.23	106,340.00
13,562 SHS	CHEVRONTXACO	445,927.29	1,466,594.68
325 SHS	CHIPOTLE MEXICAN GRILL	119,435.66	96,674.50
4,365 SHS	COACH	84,175.25	242,301.15
25,982 SHS	COGNIZANT TECHNOLOGY	1,876,491.02	1,923,967.10
3,430 SHS	COINSTAR	156,914.41	178,394.30
12,007 SHS	COLUMBIA BKG SYS	210,662.80	215,405.58
9,976 SHS	CORP OFFICE PPTYS TR	210,651.68	249,200.48
3,600 SHS	CORPORATE EXECUTIVE BRD	115,109.85	170,856.00
3,384 SHS	CUBIST PHARMACEUTICALS	132,786.69	142,331.04
6,874 SHS	CULLEN/FROST BANKERS	347,082.76	373,051.98
1,800 SHS	CUMMINS	199,309.56	195,030.00
14,252 SHS	CYPRESS SEMICONDUCTOR	131,709.23	154,491.68
6,195 SHS	DECKERS OUTDOOR	280,069.75	249,472.65
2,600 SHS	DOLBY LABORATORIES	109,792.72	76,258.00
5,900 SHS	DREAMWORKS ANIMATION	152,003.46	97,763.00
5,900 SHS	E*TRADE FIN	196,662.31	52,805.00
3,134 SHS	EASTGROUP PPTYS INC REIT	140,740.16	168,640.54
5,450 SHS	EATON PLC	281,519.75	295,390.00
4,775 SHS	EDWARDS LIFESCIENCES	72,428.24	430,561.75
7,412 SHS	EL PASO ELEC CO	247,153.19	236,516.92
5,003 SHS	ENERSYS	175,788.63	188,262.89
4,464 SHS	ESTERLINE TECHNOLOGIES	235,045.11	283,955.04
8,050 SHS	ETHAN ALLEN INTERIORS	122,633.75	206,965.50
13,112 SHS	EXXON MOBIL	316,516.33	1,134,843.60
5,667 SHS	EZCORP	174,282.64	112,546.62
1,485 SHS	F5 NETWORKS	95,091.82	144,267.75
14,920 SHS	FACTSET RESH SYS	1,254,534.29	1,313,855.20
2,549 SHS	FEI CO	130,447.64	141,367.54
14,835 SHS	FIFTH ST FIN	175,693.45	154,580.70
4,967 SHS	FMC CORP	66,443.45	290,668.84
9,710 SHS	FREDS	115,217.20	129,240.10
3,260 SHS	FRESH MKT	130,269.43	156,773.40
5,200 SHS	GARMIN LTD	154,541.35	212,264.00
3,093 SHS	GATX	96,750.30	133,926.90
43,280 SHS	GENERAL ELECTRIC	753,716.87	908,447.20
8,450 SHS	GENTEX	97,908.75	159,029.00
2,569 SHS	GOOGLE	1,158,281.81	1,822,371.53

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
1,800 SHS	GRACO	81,821.48	92,682.00
10,565 SHS	GRAFTECH INTL LTD	98,308.93	99,205.35
2,575 SHS	GRAINGER WW	538,926.90	521,102.75
5,016 SHS	HENRY JACK & ASSOC	129,835.20	196,928.16
4,052 SHS	HILL ROM HLDGS	163,774.42	115,482.00
6,391 SHS	HMS HLDGS	165,112.06	165,654.72
5,215 SHS	IBERIABANK	266,916.63	256,160.80
3,452 SHS	IDEX	94,437.61	160,621.56
5,087 SHS	INGREDION (FNA CORN PRODS INTL)	156,824.04	327,755.41
6,478 SHS	INTL RECTIFIER	162,244.45	114,854.94
30,667 SHS	INTUIT	1,505,194.06	1,824,686.50
3,801 SHS	INTUITIVE SURGICAL	1,089,632.10	1,863,896.37
2,387 SHS	IPG PHOTONICS	103,644.74	159,093.55
1,936 SHS	ITC HLDGS	94,545.42	148,897.76
10,500 SHS	JANUS CAP GROUP	135,116.28	89,460.00
13,950 SHS	JETBLUE AWYS	105,636.31	79,654.50
4,762 SHS	K12	102,664.98	97,335.28
4,241 SHS	KENNAMETAL	143,697.60	169,640.00
19,215 SHS	KKR FINL HLDGS	160,334.79	202,910.40
5,473 SHS	KRAFT FOODS CL A	16,201.93	248,857.31
5,550 SHS	L BRANDS (F/N/A LTD BRANDS)	141,415.50	261,183.00
4,150 SHS	LANDSTAR SYS	166,551.75	217,709.00
2,835 SHS	LAS VEGAS SANDS	142,340.81	130,863.60
18,185 SHS	LEAPFROG ENTERPRISES	108,222.25	156,936.55
7,303 SHS	LIFEPOINT HOSPS	256,480.75	275,688.25
5,248 SHS	LINCOLN ELEC HLDGS	126,918.14	255,472.64
2,580 SHS	LINKEDIN	240,609.79	296,235.60
3,680 SHS	LITTELFUSE	192,867.14	227,092.80
7,016 SHS	LUMINEX	116,783.03	117,588.16
6,532 SHS	MASTEC	75,372.14	162,842.76
1,000 SHS	MASTERCARD	141,675.50	491,280.00
4,553 SHS	MATSON	78,213.17	112,550.16
1,701 SHS	MAXIMUS	93,138.42	107,537.22
1,485 SHS	MERCADOLIBRE	97,999.16	116,676.45
8,136 SHS	METHANEX CORP	128,580.85	259,294.32
2,580 SHS	MICHAEL KORS HOLDINGS	144,623.86	131,657.40
3,550 SHS	MICROCHIP TECHNOLOGY	112,020.53	115,694.50
51,130 SHS	MICROSOFT	1,317,149.75	1,366,704.90
6,604 SHS	MID-AMER APT CMNTYS	266,223.21	427,609.00

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,200 SHS	MIDDLEBY	97,366.95	282,062.00
3,240 SHS	MINERALS TECHNOLOGIES	107,156.30	129,340.80
15,861 SHS	MODINE MFG	201,250.68	128,949.93
16,421 SHS	MONDELEZ INTL (KRAFT SPINOFF)	30,185.77	418,242.87
5,704 SHS	MOOG	203,219.00	234,035.12
1,845 SHS	MWI VETERINARY SUPPLY	80,392.95	202,950.00
3,520 SHS	NATIONAL OILWELL VARCO	104,881.00	240,592.00
31,786 SHS	NATIONAL PENN BANCSHARES	239,729.11	296,245.52
5,658 SHS	NATL INSTRS	109,030.24	146,032.98
11,394 SHS	NEKTAR THERAPEUTICS	147,341.26	84,429.54
2,696 SHS	NEOGEN	107,166.87	122,182.72
924 SHS	NEWMARKET	109,500.55	242,272.80
27,128 SHS	NIKE	1,351,431.32	1,399,804.80
4,700 SHS	NOBLE	168,496.52	163,654.00
5,150 SHS	OPEN TEXT	74,385.57	287,730.50
40,121 SHS	ORACLE	510,951.49	1,336,831.72
11,200 SHS	ORBITAL SCI	131,975.22	154,224.00
14,972 SHS	OWENS & MINOR	349,067.46	426,851.72
2,350 SHS	PAYCHEX	64,994.13	73,179.00
10,714 SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	448,845.89	896,118.96
2,430 SHS	PICO HLDGS	54,947.09	49,256.10
6,000 SHS	PLANTRONICS	134,893.40	221,220.00
11,550 SHS	PLEXUS	334,978.47	297,990.00
1,250 SHS	POLO RALPH LAUREN	66,628.46	187,400.00
8,895 SHS	POLYCOM	92,416.83	93,041.70
4,471 SHS	POTLATCH	143,666.27	175,218.49
1,290 SHS	PRECISION CASTPARTS	63,140.34	244,351.80
450 SHS	PRICELINE COM	74,918.88	279,540.00
18,000 SHS	PROCTER & GAMBLE	1,088,078.40	1,222,020.00
15,330 SHS	PROVIDENT FINL SVCS	178,028.39	228,723.60
11,133 SHS	PTC (FNA PARAMETRIC TECHNOLOGY)	190,408.86	250,603.83
33,082 SHS	QUALCOMM	1,352,278.32	2,051,745.64
2,545 SHS	RED HAT	134,029.70	134,783.20
16,374 SHS	REDWOOD TR	222,844.43	276,556.86
645 SHS	REGENERON PHARMACEUTICALS	94,580.96	110,340.15
6,998 SHS	RIVERBED TECHNOLOGY	97,262.41	138,000.56
4,650 SHS	ROYAL CARIBBEAN CRUISES	156,778.70	158,100.00
1,605 SHS	SALESFORCE	141,756.97	269,800.50
3,437 SHS	SCANCOURSE	92,821.50	109,193.49

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
1,955 SHS	SCHLUMBERGER LTD	73,750.81	135,461.95
11,450 SHS	SEAGATE TECH PLC	189,400.55	348,996.00
6,379 SHS	SEMTECH	111,508.21	184,672.05
3,104 SHS	SIRONA DENTAL SYS	107,580.40	200,083.84
4,951 SHS	SKYWORKS SOLUTIONS	73,731.97	100,505.30
9,125 SHS	SLECT COMFORT	156,972.89	238,801.25
4,345 SHS	SMITH A O	165,643.63	274,039.15
2,773 SHS	SNAP-ON	139,837.49	219,039.27
2,839 SHS	SOLARWINDS	66,488.12	148,905.55
34,018 SHS	STARBUCKS	1,000,021.80	1,824,045.16
7,895 SHS	STEWART INFORMATION SVCS	164,344.24	205,270.00
7,182 SHS	STIFEL FINL	264,809.16	229,608.54
10,331 SHS	SUPERIOR ENERGY SVCS	274,378.49	214,058.32
5,717 SHS	SWIFT ENERGY	107,003.25	87,984.63
5,762 SHS	SYNNEX	175,218.32	198,097.56
2,981 SHS	SYNTEL	137,422.55	159,751.79
24,939 SHS	T ROWE PRICE	1,380,973.63	1,624,277.07
22,487 SHS	TCF FNCL	268,720.73	273,217.05
4,115 SHS	TIBCO SOFTWARE	97,664.78	90,571.15
10,300 SHS	TJX COS	120,428.12	437,235.00
2,279 SHS	TRACTOR SUP CO	43,342.70	201,372.44
1,095 SHS	TRANSDIGM GROUP	98,255.51	149,314.20
8,011 SHS	TRIMBLE NAV LTD	145,796.02	478,897.58
4,521 SHS	TRIUMPH GROUP	118,050.77	295,221.30
3,745 SHS	TUPPERWARE BRANDS	116,156.78	240,054.50
3,100 SHS	TW TELECOM (F/N/A TIME WARNER TELECO	44,283.76	78,957.00
10,320 SHS	UGI	259,804.43	337,567.20
1,760 SHS	ULTA SALON COSMETICS	122,800.81	172,937.60
4,100 SHS	ULTRA PETE	85,062.30	74,333.00
7,512 SHS	UNDER ARMOR	212,001.68	364,557.36
4,887 SHS	UNIT CORP	212,014.90	220,159.35
5,303 SHS	UNVL FST PRODS	203,275.49	201,726.12
2,248 SHS	VALMONT INDS	187,221.08	306,964.40
21,189 SHS	VARIAN MED SYS	985,302.49	1,488,315.36
1,950 SHS	VIASAT	58,278.18	75,855.00
1,800 SHS	VISA	109,015.98	272,844.00
1,955 SHS	VMWARE	153,841.86	184,043.70
6,013 SHS	WADDELL & REED	174,950.69	209,372.66
2,746 SHS	WESTPORT INNOVATIONS	48,663.57	73,345.66

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,150 SHS	WHOLE FOODS MKT	162,854.69	196,359.50
3,769 SHS	WOLVERINE WORLD WIDE	72,343.14	154,453.62
4,819 SHS	WORLD FUEL SERVICE	144,867.94	198,398.23
9,950 SHS	YAHOO	304,690.50	198,005.00
	Grand Total:	47,089,027.05	68,373,655.73

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
215 M	ACE INA HLDG 5.7% 02/15/2017	224,138.45	252,456.87
225 M	AETNA 2.75% 11/15/2022	225,074.25	223,147.58
170 M	AMER MOVIL 5.625% 11/15/2017	166,054.30	203,531.82
39 M	AMERN AIRL PASS 10.375% 07/02/2019	44,200.06	40,918.83
95 M	AMERN AIRLS PASS 5.25% 07/31/2022	94,253.84	99,582.26
160 M	AMERN EXPRESS 6.15% 08/28/2017	193,820.80	192,795.68
150 M	AMERN INTL GROUP 3.65% 01/15/2014	153,075.00	154,011.75
175 M	ANHEUSER BUSCH 5.05% 10/15/2016	195,438.25	200,221.70
50 M	ARCHER DANIELS MIDLAND 7.125% 03/01/20	56,095.50	50,523.85
200 M	AT&T 2.95% 05/15/2016	204,264.00	211,744.40
250 M	AUTOZONE 4.375% 06/01/2013	243,100.00	253,840.75
200 M	BANK AMER 6.5% 08/01/2016	218,780.00	230,951.80
200 M	BANK AMER SENIOR NOTE 5.625% 10/14/201	209,660.00	226,140.60
175 M	BANK ONE 4.9% 04/30/2015	168,466.90	188,830.25
137 M	BAPTIST HLTH FLA 4.59% 08/15/2021	142,565.85	153,427.67
160 M	BB&T SR MED TRM 5.7% 04/30/2014	158,076.80	170,528.64
400 M	BEAR STEARNS 5.3% 10/30/2015	426,320.00	443,277.20
125 M	BEAR STEARNS GLOBAL 7.25% 02/01/2018	118,797.50	156,630.38
165 M	BEAR STEARNS VAR RT 02/10/2014	166,298.55	166,107.15
210 M	BHP BILLITON FIN 3.25% 11/21/2021	210,621.30	226,013.13
195 M	BK MNTRL MED TERM 2.5% 01/11/2017	194,600.25	204,406.22
183 M	BROWN FORMAN 2.5% 01/15/2016	182,715.00	191,932.23
314 M	BUNGE LTD FIN 5.35% 04/15/2014	334,102.00	330,411.52
155 M	BURL NORTHN SANTA FE 5.65% 05/01/2017	156,357.80	182,451.59
160 M	CAP 1 FINL 3.15% 07/15/2016	163,580.80	169,869.76
325 M	CARMAX AUTO OWNER .91% 12/15/2015	324,983.78	326,390.68
215 M	CATERPILLAR FINANCIAL 2.75% 06/24/2015	217,070.20	225,195.30
150 M	CENTERPOINT ENERGY 5.95% 01/15/2014	159,890.00	157,456.50
190 M	CIGNA 2.75% 11/15/2016	190,530.10	199,869.36
130 M	CISCO SYS SR NOTE FLTG 03/14/2014	130,000.00	130,354.12
195 M	CITIBANK CR CARD 5.3% 03/15/2018	194,253.15	223,761.92
215 M	CITIGROUP 6.125% 11/21/2017	206,725.00	255,883.76
500 M	CITIGROUP 6.5% 08/19/2013	541,342.60	517,298.50
3 M	CMO CD 2005-C1 COMMERCIAL MTG 7/15/20	3,462.75	3,443.01
79 M	CMO MORGAN STANLEY CAP I TR 2006 5.91	79,213.96	79,214.85
175 M	COMCAST 5.15% 03/01/2020	175,292.15	207,421.20
88 M	CONTINENTAL AIRLS PASS 7.256% 09/15/20	96,555.24	96,689.10
185 M	CONTINENTAL AIRLS PASS THRU 6.648% 03	196,339.94	198,069.95

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
214 M	CONTL AIRLS PASS 9% 07/08/2016	249,645.24	248,120.97
145 M	COSTCO WHSL 5.5% 03/15/2017	146,856.00	170,943.69
180 M	COVIDIEN INTL FINANCE 4.2% 06/15/2020	180,059.40	203,870.70
195 M	CR SUISSE AG 5.4% 01/14/2020	194,003.30	219,256.05
230 M	DEERE JOHN 1.85% 09/15/2016	229,878.10	237,881.64
39 M	DELTA AIR LINES 6.821% 08/10/2022	39,911.46	43,568.88
188 M	DELTA AIR LINES 7.75% 12/17/2019	214,139.16	215,148.18
170 M	DIRECTV 5% 03/01/2021	169,287.50	190,702.60
200 M	DISNEY WALT NEW MED TERM .875 12/01/20	199,346.00	201,650.00
60 M	DOMINION RESOURCES 1.8% 03/15/2014	59,966.40	60,786.36
165 M	DOW CHEM 5.9% 02/15/2015	179,567.85	182,032.62
190 M	DR PEPPER SNAPPLE 2.9% 01/15/2016	190,294.50	200,198.25
187 M	ENTERGY TEX 3.6% 06/01/2015	195,695.50	196,032.10
165 M	ENTERPRISE PRODS 6.3% 09/15/2017	194,720.40	199,589.12
170 M	ERP OPER LTD 5.75% 06/15/2017	194,958.00	200,540.84
225 M	FEDEX 2.625% 08/01/2022	222,259.50	223,845.08
265 M	FORD CR AUTO OWNER 2.15% 06/15/2015	264,930.04	268,378.49
300 M	FORD CR OWNER TR 1.65% 05/15/2016	299,912.91	304,754.10
150 M	FORD MTR CR 6.625% 08/15/2017	173,050.50	175,269.90
400 M	GE MED TERM 5.375% 10/20/2016	432,427.00	457,536.00
290 M	GEN ELEC CAP 5.625% 05/01/2018	334,921.00	344,384.86
165 M	GEORGIA PWR 5.25% 12/15/2015	164,640.30	186,359.25
300 M	GOLDMAN SACHS 4.75% 07/15/2013	306,170.75	306,291.60
100 M	GOLDMAN SACHS 5.125% 01/15/2015	105,488.00	107,428.50
185 M	GOLDMAN SACHS 5.35% 01/15/2016	199,611.30	204,497.89
205 M	GOOGLE 2.125% 05/19/2016	204,282.35	214,061.41
50 M	HANCOCK JOHN LIFE INS VAR RT 02/15/201	50,375.00	50,166.00
200 M	HANCOCK JOHN LIFE INS VAR RT 04/15/201	198,660.00	201,794.00
95 M	HANCOCK JOHN LIFE SIG NOTES VAR RT 4/	95,095.00	96,634.00
160 M	HARTFORD LIFE INS FLTG RT 3.25% 08/15/20	159,806.10	162,780.80
95 M	HARTFORD LIFE INS FLTG RT 3.29% 08/15/20	94,715.00	96,713.80
50 M	HARTFORD LIFE INS VAR RT 2.89% 03/15/20	48,987.50	50,191.50
100 M	HONDA AUTO .77% 01/15/2016	99,994.00	100,471.70
140 M	HONDA AUTO 1.98% 05/23/2016	139,875.24	140,459.42
84 M	HOUSEHOLD FIN VAR RT 11/10/2013	84,414.96	85,509.48
170 M	HOUSEHOLD FIN VAR RT 12/10/2013	170,959.10	173,253.80
225 M	HYUNDAI AUTO .72% 03/15/2016	224,978.60	225,780.08
215 M	HYUNDAI AUTO 2.45% 12/15/2016	214,996.41	220,140.44

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
150 M	INTEL 3.3% 10/01/2021	154,792.50	159,054.30
100 M	KROGER 7.5% 01/15/2014	116,272.00	106,966.00
200 M	LINCOLN NATL 4.3% 06/15/2015	213,602.00	215,147.00
300 M	LINCOLN NATL 4.75% 02/15/2014	315,267.00	312,591.00
230 M	MARATHON OIL 2.8% 11/01/2022	231,725.00	231,425.08
120 M	MCDONALDS MED TERM 5% 02/01/2019	122,496.30	139,787.16
165 M	MCKESSON 3.25% 03/01/2016	165,052.65	176,864.00
150 M	MCKESSON 6.5% 02/15/2014	165,511.50	159,657.00
100 M	MERCEDES BENZ AUTO 2.14% 08/15/2016	99,991.53	101,134.10
185 M	MERRILL LYNCH 6.4% 08/28/2017	168,578.00	217,255.68
160 M	METLIFE 5% 06/15/2015	178,136.00	176,143.36
155 M	MONDELEZ INTL 6.5% 08/11/2017	173,621.70	189,314.21
200 M	MORGAN STANLEY 2.875% 07/28/2014	200,744.00	204,402.20
207 M	MORGAN STANLEY DEAN WITTER 4.29% 03/	207,003.00	213,559.83
40 M	MORGAN STANLEY DEAN WITTER VAR RT 0	40,583.20	41,669.60
65 M	MORGAN STANLEY DEAN WITTER VAR RT 0	64,610.00	66,267.50
25 M	MORGAN STANLEY DEAN WITTER VAR RT 0	24,831.25	24,875.00
45 M	MORGAN STANLEY DEAN WITTER VAR RT 1	45,270.00	45,290.25
31 M	MORGAN STANLEY DEAN WITTER VAR RT 1	31,620.00	31,638.29
40 M	MORGAN STANLEY FLTGT RT 5.36% 03/01/20	41,200.00	39,984.00
79 M	N.W. AIRLS PASS 7.027% 11/01/2019	79,890.22	87,709.67
225 M	NISSAN AUTO .87% 02/16/2016	224,962.18	226,629.68
50 M	NORFOLK SOUTHN 5.257% 09/17/2014	53,233.50	53,854.85
126 M	NORTHWEST AIRLS PASS THRU 05/20/2023	129,276.12	133,560.13
165 M	PACCAR FINL MED TERM 1.6% 03/15/2017	164,968.65	167,585.72
450 M	PETROBRAS INTL 7.75% 09/15/2014	522,545.00	496,125.00
200 M	PETROBRAS INTL 7.875% 03/15/2019	196,749.70	249,815.20
155 M	PRAXAIR 5.375% 11/01/2016	170,476.75	179,983.37
315 M	PRIN LIFE FUNDINGS 3.806% 04/01/2016	321,611.00	322,005.60
120 M	PROTECTIVE LIFE FLTGT RATE 08/10/2014	123,908.00	121,594.80
62 M	PROTECTIVE LIFE SECD TRS VAR RT 04/10/	62,465.00	62,925.04
310 M	PRUDENTIAL FINL FLTGT RT 3.05% 06/10/201	311,919.00	312,318.80
175 M	REPUBLIC SVCS 5% 03/01/2020	183,321.25	202,944.88
200 M	RIO TINTO FIN USA 2.5% 05/20/2016	203,350.00	208,786.20
175 M	ROYAL BK CDA GLOBAL MED TERM 1.15% 0	174,944.00	176,899.28
55 M	ROYAL BK CDA GLOBAL MED TM VAR RT 09	56,237.50	55,089.10
180 M	SEMPRA ENERGY 2.875% 10/01/2022	180,274.50	180,436.32
155 M	SIERRA PAC PWR 6% 05/15/2016	155,832.35	179,385.07

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
500 M	SOUTHWEST AIRLS 5.25% 10/01/2014	537,485.00	532,144.00
160 M	THERMO FISHER 2.25% 08/15/2016	160,730.15	165,662.56
197 M	TOYOTA AUTO .98% 10/15/2014	196,953.21	197,424.45
150 M	TOYOTA MTR CR 1.75% 05/22/2017	149,451.00	153,604.65
160 M	UNITED PARCEL 5.5% 01/15/2018	170,123.20	192,239.84
140 M	US BANCORP 1.65% 05/15/2017	139,738.20	142,646.00
64 M	UTD AIRLINES 10.4% 11/01/2016	73,732.68	73,189.09
8 M	UTD AIRLS PASS 9.75% 01/15/2017	9,069.69	9,229.64
160 M	VERIZON 3% 04/01/2016	161,261.10	170,368.96
325 M	VOLKSWAGEN AUTO 1.96% 09/20/2017	324,938.35	332,975.50
75 M	VOLKSWAGEN AUTO LN 2.14% 08/22/2016	74,940.78	75,546.20
160 M	WASTE MGMT 6.375% 03/11/2015	159,147.20	178,938.40
210 M	WELLS FARGO 2.1% 05/08/2017	210,069.30	217,113.12
150 M	WILLIS N AMER 7% 09/29/2019	152,220.00	176,769.90
160 M	XEROX 6.4% 03/15/2016	179,891.20	180,299.20
Grand Total:		22,871,618.85	23,780,651.68

THE GEORGE FOUNDATION

EIN# 74-6043368

12/31/2012

990PF, PAGE 2, PART II, LINE 11 - INVESTMENTS-LAND, BUILDINGS AND EQUIPMENT

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
LAND - See Schedule Attached	24,167,870		24,167,870	34,622,477
OFFICE AUTOMOTIVE	5,306	5,306	-	-
OFFICE BUILDING	544,574	115,535	429,039	240,000
OFFICE BUILDING EQUIPMENT	15,493	13,121	2,372	2,372
OFFICE FURNITURE & EQUIPMENT	86,951	62,549	24,402	24,402
FARM/LG AUTOMOTIVE	9,483	8,544	939	939
FARM/LG BUILDINGS	986,027	976,130	9,897	225,597
FARM/LG EQUIPMENT	207,966	194,955	13,011	13,011
FARM/LG FENCES	367,516	306,538	60,978	60,978
FARM/LG ROADS AND CULVERTS	178,478	168,218	10,260	10,260
FARM/LG WATER SYSTEM	161,259	158,671	2,588	2,588
MINERAL PROPERTIES.				
J.H.P. DAVIS, R. PEEBLES SURVEY-				
1000 ACRES ROYALTY	1,728,477	1,728,477	-	-
440 & 350 ACRE ROYALTY	214,567	214,567	-	-
30 ACRE ROYALTY	2,669	2,669	-	-
PEEBLES GAS ROYALTY	25,350	25,350	-	-
A.P. GEORGE 2,000 ACRE ROYALTY	5,224	5,224	-	-
T.W. DAVIS LEASE, M. YOUNG SURVEY-				
2,536 ACRE OIL ROYALTY	1,364,533	1,364,533	-	-
2,536 ACRE GAS ROYALTY	14,174	14,174	-	-
A.P. GEORGE, ET AL, J. RABB LEAGUE-				
619 ACRE ROYALTY	605,714	605,714	-	-
LONG POINT 340 ACRE ROYALTY	3,312	3,312	-	-
PLEDGER GAS ROYATLY	427	427	-	-
MOCK OIL ROYALTY	34	34	-	-
SOUTH HOUSTON ROYALTY	334	334	-	-
MICHAEL YOUNG LEAGUE-				
100 ACRE	5,035	5,035	-	-
ELIZA HUNDLEY PROPERTY				
442.33 AC	44,233		44,233	44,233
442.194 AC	14,740		14,740	14,740
MINERAL INTERESTS				11,403,000
	<u>30,759,746</u>	<u>5,979,417</u>	<u>24,780,329</u>	<u>46,664,597</u>

The George Foundation

Attachment to Form 990-PF

Page 2, Part II, Line 11 - Investments - Land

12/31/12

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
<i>Brazoria County</i>					
P D McNeel	0093	CR 534 Nar	5.00	400 00	10 00
WM Robbins	0123	CR 4 Off-Nar	2 00	147 00	10 00
WM Robbins	0123	CR 4 Off-Nar	2 06	70 00	10 00
Shipman & Charles	0128	Nar	2 00	80 00	10 00
George Tennille	0131	Hwy 36 Off	16 00	50 00	10 00
George Tennille	0131	CR 483 Off Pvt	0 03	13 00	10 00
George Tennille	0131	CR 483 Off Pvt	2 00	136 00	10 00
Hillyer	0190	CR 19 Off	2 58	166.00	10 00
E S Jones	0314	CR 643 Nar	1 00	10 00	10 00
E S Jones	0314	CR 4 Nar	12 04	263 00	10.00
Hooper & Wade	0430	Hwy 35	17 18	12,766 50	39,000 00
H T & B R R	0570	CR 640 End	10 00	1,075 00	10 00
J H Bell	0040		0 13	110 00	10.00
A Darst	0061		1.25	165.00	10 00
A Darst	0061		5 00	5 00	10 00
<i>Summary for Brazoria County</i>			78.26	15,456.50	39,140.00
<i>Fort Bend County</i>					
BBB and C RY	0128	Ricefield Rd	2 49	2,462.29	3,257 00
John Jones 1/4 League	0041	FM 762	282 00	244,373 91	369,420 00
Wiley Martin	0056	FM 762	1,953 16	1,851,145 79	2,558,640 00
WM Byrne	0112	FM 762	320 00	316,810 00	419,200.00
J T Edwards	0023	Riverwood Dr	28.30	0 01	72,224 00
J T Edwards	0023	Collins Rd	9 93	4,228 52	29,479.89
J T Edwards	0023	Pultar Rd	3 20	1,361 68	0 01
John Little	0052	Collins Rd	59 73	32,356.28	154,577 00
J Highland	0204	Smithers Lake Rd	280 50	74,832.23	367,455 00
A D Kelker	0273	Smithers Lake Rd	1,253 69	457,496.50	1,642,334 00
Samuel Young	0348	Smithers Lake Rd	13.30	0 01	17,423 00

The George Foundation

Attachment to Form 990-PF

Page 2, Part II, Line 11 - Investments - Land

12/31/12

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
HY Jones	0039	Beltz Rd (Rear)	125 75	32,494 25	164,736 00
HY Jones	0039	FM 2759 (Rear)	15 50	8,365 10	20,305 00
R Peebles	0067	Sawmill Rd	1,790 00	665,962 68	2,344,900 00
R Peebles	0067	Sawmill Rd	506 33	213,775 32	663,292 00
J Polley	0070	Sawmill Rd	2,984 86	1,119,030 21	3,910,164.00
J Polley	0070	Sawmill Rd	71 14	54,208 68	93,196 00
B Wickson	0095	Psencik Rd	312 00	102,795 00	408,720 00
B Wickson	0095	Psencik Rd	100 00	27,400 00	131,000.00
H A Alsbury	0102	Smithers Lake Rd	455 83	181,586 06	597,137 00
WM J Russell	0308	FM 762 (Rear)	145.34	7,066 24	190,395 00
M Young	0099	9610 Ricefield Rd	5 00	21,005 40	6,550 00
M Young	0099	Ricefield Rd	71 02	114,741 80	93,036 00
Beaty Seale & Forwood	0147	FM 762	145 20	89,313 97	190,212 00
J W McCamley	0289	FM 762	242 97	149,453.28	318,291 00
A P George	0754	FM 762	51.04	31,392 75	66,857 00
John Jones 1/4 League	0041	FM 762	216 63	109,655 84	283,785.00
WM J Russell	0308	FM 762 Rear	3 46	2,324.12	4,533 00
Samuel Young	0348	Smithers Lake Rd	3 82	2,328 78	5,004 00
J Highland	0204	Rabbs Prairie Rd	10 83	7,273 72	14,190 00
City of Richmond		201 3rd St , Richmond, TX	0 00	29,238 31	34,000.00
H Chriesman	0018	Thompsons-Oilfield Rd.	86 92	42,371 06	113,859 00
HY Jones	0039	FM 2759 (Rear)	16 50	17,621 12	21,615 00
Peter Teal	0337	FM 762	278 78	273,477 07	365,202 00
WM Ryon	0368	FM 762	447 79	438,834 75	586,605 00
MM Ryon	0380	FM 762	320 00	316,810.00	419,200 00
BBB and C RY	0129	Ricefield Rd.	103 50	99,280 76	135,589 00
BBB and C RY	0129	Ricefield Rd	55 50	53,224 24	72,701.00
Jane Long	0055	3621 FM 762 (Berry Place)	192 44	789,135.20	2,398,780 47
R E Handy	0187	FM 762 (Berry Place)	11 57	46,781 63	144,192.59
Henry Wilcox	0342	FM 762	702 00	695,003 00	919,620 00

The George Foundation

Attachment to Form 990-PF

Page 2, Part II, Line 11 - Investments - Land

12/31/12

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
J J Dickerson	0401	Ricefield Rd.	273 50	268,650 30	358,285 00
J T Edwards	0023	Preston St	76 59	706,422 62	195,462 00
HY Jones	0039	FM 2759 (Rear)	1,165 61	1,244,285 68	1,526,949 00
R Peebles	0067	Rawlings Rd (Rear)	25 00	10,806.85	32,750 00
JNO Rabb	0073	Sawmill Rd	619 00	225,442 19	810,890 00
M Young	0099	Ricefield Rd	4,277 60	3,426,367 71	5,603,656 00
BBB and C RY	0128	Ricefield Rd	625 51	619,545 71	819,421 00
H A Alsbury	0102	Cane Belt Railroad	1 15	770 83	1,504.00
John Little	0052	Collins Rd	1.00	425.79	2,552 00
M Young	0099		100 01	428,542 37	131,007 00
City of Richmond		215 Morton St , Richmond, TX	0 00	162,894 00	0 01
M Young	0099	9710 Surrey Lane, Richmond,	1 50	64,449 92	1,965 00
M Young	0099	9627 Surrey Rd, Richmond, TX	1 00	12,739 76	1,310 00
William Lusk	276	FM 762	35 46	4,583,848 05	442,001 00
Jane Long	0055	Berry Tract - South of Hwy 59	75 34	305,390 42	939,094 14
J W McCamley	0289	FM 762	72 34	486,148 24	486,148 24
HY Jones	0039	110 Serrato Lane, Richmond	4 59	454,096 43	454,096 43
Beaty Seale & Forwood	0147	FM 762	348 71	2,304,759 05	2,304,759 05
AP George	0754	FM 762	18 21	119,809 70	119,809 70
Summary for Fort Bend County			21,400.14	24,152,413.18	34,583,336.53
Grand Total			21,478.39	24,167,869.68	34,622,476.53

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2012

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
MUTUAL FUND			
291 M	AQR DIVERSIFIED ARBITRAGE FUND	3,200,379.04	3,215,538.88
321 M	AQR MANAGED FUTURES FUND	3,120,558.25	3,136,247.47
676 M	CAUSEWAY CAP MGMT TR INTL	8,995,852.67	8,893,636.18
145 M	DYNAMIC ENERGY FD	2,135,349.64	1,745,155.71
375 M	FIRST EAGLE OVERSEAS FD	7,176,843.63	8,391,563.33
343 M	PERKINS (FNA JANUS) MID CAP FD	7,306,196.93	7,313,760.04
752 M	PIMCO UNCONSTRAINED BD FUND	8,218,870.22	8,636,294.60
473 M	SCHWAB EMG MKTS FD	4,284,770.74	4,384,415.26
296 M	THIRD AVE FOCUSED CREDIT FUND	3,106,512.93	3,062,302.56
285 M	THIRD AVENUE INTL VALUE FD	5,283,526.64	4,826,051.27
194 M	THIRD AVENUE REAL ESTATE VALUE FD	4,937,799.53	4,928,488.08
1,420 M	WASATCH EMG MKTS SM CAP FD	3,185,558.88	3,990,387.26
		<u>60,952,219.10</u>	<u>62,523,840.63</u>
OTHER			
50 M	CD, AM EXPRESS CENTURION BK 3.45% 04/	51,394.22	51,776.50
95 M	CD, DISCOVER BK GREENWOOD 5.05% 09/1	104,545.18	101,650.95
100 M	CD, FIRST CLEARING 3.15% 09/02/2014	99,770.00	103,743.00
90 M	CD, GE MONEY BK SALT LAKE 5.05% 11/06/2	97,586.01	93,375.90
40 M	CD, GOLDMAN SACHS BK SALT LAKE 4.85%	43,257.86	41,342.40
50 M	CD, GOLDMAN SACHS BK YORK 4.75% 12/24	53,851.13	55,090.50
		<u>450,404.40</u>	<u>446,979.25</u>
PARTNERSHIP			
0 M	BLACKROCK ENERGY OPPORTUNITY FD	1,667,674.30	1,588,092.00
0 M	DELTEC RECOVERY FUND	0.00	0.00
0 M	DELTEC SPECIAL SITUATIONS PTNS	5,329,186.00	5,652,159.00
0 M	HARBERT POWER FUND III LLC	3,077,031.00	3,077,031.00
11 M	KKR FINANCIAL HOLDINGS	35,560.00	0.00
0 M	RAFI 1000 INDEX FUND	20,498,053.82	27,499,609.00
0 M	RAFI INTERNATIONAL INDEX FD	0.00	0.00
		<u>30,607,505.12</u>	<u>37,816,891.00</u>
	Grand Total:	<u><u>92,010,128.62</u></u>	<u><u>100,787,710.88</u></u>

THE GEORGE FOUNDATION

EIN# 74-6043368

12/31/2012

990PF, PAGE 2, PART II, LINE 14 - LAND, BUILDINGS AND EQUIPMENT

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS:				
ACTOR'S DRESSING	105,463	99,945	5,518	2,207
APPLIANCE & ACCESSORIES	75,531	75,531	-	-
ARENA	2,565,997	2,290,128	275,869	110,348
AUTHENTIC PERIOD FURNISHINGS	885,446	-	885,446	354,178
AUTOMOTIVE EQUIPMENT	249,606	173,123	76,483	30,593
BARN NO. 3	159,363	152,538	6,825	2,730
BLACKSMITH SHOP	159,479	134,913	24,566	9,826
CHAPEL	85,052	19,000	66,052	26,421
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	93,971	69,288	24,683	9,873
DOG KENNELS	6,590	6,590	-	-
FENCES	462,367	447,878	14,489	5,796
FRONT ENTRANCE	389,301	386,915	2,386	954
GAZEBO	39,416	6,955	32,461	12,984
GEORGE RANCH HOUSE COMPLEX	1,085,809	997,456	88,353	35,341
GEORGE SHOP	109,033	86,899	22,134	8,854
GUY LODGE HALL	260,922	225,656	35,266	14,106
HORSE BARN NO 1	128,267	122,932	5,335	2,134
HORSE BARN NO 2	128,267	122,932	5,335	2,134
JHP DAVIS HOUSE	1,069,293	975,549	93,744	37,498
JONES FARMSTEAD	109,567	59,712	49,855	19,942
KRAUSE GENERAL STORE/POST OFFICE	104,975	100,247	4,728	1,891
LANDSCAPING	212,031	202,714	9,317	3,727
LINKE HOUSE	28,648	13,715	14,933	5,973
LIVESTOCK	25,263	23,096	2,167	867
MAINTENANCE EQUIPMENT	499,474	416,154	83,320	33,328
MARE BARN	49,333	46,992	2,341	936
MISCELLANEOUS	165,183	83,948	81,235	32,494
NATURE TRAIL	220,733	33	220,700	88,280
OFFICE BLDG - RICHMOND	569,983	124,256	445,727	240,000
OFFICE EQUIPMENT/FURNISHINGS	172,975	149,199	23,776	9,510
OLD PRAIRIE HOME (LOCUST)	476,332	112,348	363,984	145,594
OUTSIDE LIGHTING	96,921	89,935	6,986	2,794
PARKING LOTS	799,727	799,018	709	284
PAVILION	452,537	171,953	280,584	112,234
QUONSET BUILDING	285,432	186,589	98,843	39,537
RECEPTION CENTER	232,596	214,952	17,644	7,058
ROADS & BRIDGES	1,761,034	1,706,650	54,384	21,754
SCULPTURE	76,900	76,900	-	-
SHADE BARNS	121,434	113,849	7,585	3,034
SNACK BAR	88,716	74,894	13,822	5,529
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	785,125	734,244	50,881	20,352
TRACTOR SHED	24,896	20,665	4,231	1,692
TRAIL TO RAILS	89,090	19,703	69,387	27,755
UTILITY STRUCTURES	2,779,610	2,466,371	313,239	125,296
VISITOR SERVICES	56,199	36,739	19,460	7,784
VISITOR CENTER	473,941	296,150	177,791	71,116
TOTAL PROJECT COSTS	18,902,988	14,820,414	4,082,574	1,694,738
LAND	446,990		446,990	614,000
TOTAL GEORGE RANCH HISTORICAL PARK	19,349,978	14,820,414	4,529,564	2,308,738
ASSETS USED FOR GRANT PURPOSES	869,152	243,897	625,255	350,950
	20,219,130	15,064,311	5,154,819	2,659,688

Grants at a Glance

Scope of Giving:

The George Foundation's scope of giving is focused on Fort Bend County in the areas of Arts and Culture, Civic and Community, Human Services, Education, Medical/Health and Services to Youth.

Grant Deadlines:

January 15th
April 15th
July 15th
October 15th

Application Mailing Address:

Your completed proposal and all required documents may be scanned and sent to the following address:

grants@thegeorgefoundation.org

If you choose to mail your proposal and required documents, please send as follows:

Grant Department
The George Foundation
310 Morton Street Suite C
Richmond, TX 77469

Please remember to review the Submitting a Proposal information found on the website. You will also find the [application](#) to use in submitting your request.

The Trustees and Staff continue to serve the residents of Fort Bend County by aligning the Foundation's vision with that of our founders, Albert and Mamie George.

Grant Strategy

The George Foundation's goal is to be responsive to the needs of the residents and communities within Fort Bend County. The grant making philosophy of the Foundation is to support the nonprofit sector strategically, assisting their efforts in affording residents opportunities to participate in the wealth, growth and development of Fort Bend County. Supporting this strategy and working through collaborative partnerships that bring together multiple resources, the Foundation becomes a partner in meeting the needs and values of the Fort Bend County community.

The Funding Strategy

The George Foundation provides financial support through grant making to nonprofit groups operating in, and directly benefiting the people of Fort Bend County, Texas. Considerations for funding include the problem being addressed, the availability of existing resources and the degree of need within the areas of human services, education, youth, seniors, medical/health, community enhancement, and arts and culture, i.e. projects that have clear objectives and are accompanied by a plan for evaluating the short-term and long-term impacts of the project.

The George Foundation is focused on maximizing resources and minimizing duplication of services to promote family stability, support the developmental and emotional needs of children and youth; provide educational opportunities; and support independence and quality of life for the elderly.

A decision by the Foundation not to fund a proposal does not reflect on the merits of the Applicant or the value of the proposal.

What the Foundation does not fund

Before you begin . . . **The George Foundation DOES NOT normally accept proposals for the following:**

- Organizations that do not have a current Internal Revenue Service 501(c)(3) determination letter
- Churches or other organized religious bodies for programming and/or construction
- Re-granting organizations, i.e. organizations that distribute money to recipients of its own selection
- Regional, national or international programs
- Research or studies
- Individuals or groups for travel or fees for conferences, seminars, conventions, performances, or competitions
- Purchase of tickets, tables, ads or sponsorships for events, workshops, etc.
- Fairs and festivals
- Religious or private schools
- Individual K-12 public schools
- Development of films, videos, books or other media projects
- Direct mail campaigns
- Loans of any kind, debt reduction, operational deficits or endowments
- Grants to individuals
- Grants to fraternal organizations
- Grants that impose expenditure responsibility on the Foundation
- Political interests of any kind
- Institutions that discriminate on the basis of race, creed, gender, national origin, age disability or sexual orientation in policy or in practice.

Exceptions to the above would occur only in response to rare, compelling circumstance.

Eligibility Criteria and Guidelines

- Must provide a copy of the determination letter from the Internal Revenue Service verifying tax exempt status as described in Section 501(c)(3) of the Internal Revenue Code of 1986. **Note:** Because of the Pension Protection Act of 2006, if an organization's exemption letter does not indicate specifically the 509(a) Section under which it is classified, or if it is a 509(a)(3) agency, additional documentation will be required as to the organization's eligibility
- Must be classified by the IRS as a 501(c)(3) or equivalent and cannot be under advance ruling from the Internal Revenue Service
- Must provide programs or services in Fort Bend County, Texas
- Must meet the Foundation's funding priorities
- Must leverage available resources by securing multiple funding partners rather than relying on the Foundation as a sole funder. In fact, the Foundation strongly encourages matching grants.
- Must comply with the Foundation's Indirect Costs Policy which is discussed in the "Proposal Budget" Section
- Must be in response to a documented community need and not solely an organizational need
- Must be initiated and signed by the Board Chair and Chief Staff Executive
- Must be in compliance with the Foundation on all previous grants

Please note: The Foundation prefers to provide no more than 50% of the total budget for a program or project. It is also unusual for the Foundation to consider a proposal from the same applicant, whether granted or denied, more frequently than once in a twelve-month period.

If you have questions about funding criteria, you may contact the Grant Department at (281) 342-6109 or by email at dkoch@thegeorgefoundation.org

Proposal Deadlines

Quarterly deadlines for submission of proposals to the Foundation are:

January 15th
April 15th
July 15th
October 15th

Generally, proposals are reviewed by the Trustees within the quarter they are received. However, if there is information missing and/or further discussions of the proposal are required, the process may take longer.

Proposal Review and Funding Determination

What to expect DURING the proposal review process:

- An acknowledgement receipt of proposal will be sent via email.
- Grant Staff will contact you should we have questions concerning the proposal.
- Grant Staff will contact you to schedule a site visit. The visit is a chance for the applicant to flesh out parts of the proposal, answer and ask questions, and get to know more about the Foundation. For the Foundation, the visit is a chance to meet the staff involved in the project and/or organization and to ask additional questions about the proposed project. The visits are made by the Grant Staff and take approximately an hour to an hour and a half.
- Trustees will review a number of proposals within each quarter at their monthly Trustee Meetings.

What to expect AFTER the proposal review:

- If the proposal is approved, the organization will receive a Grant Contract outlining the terms and conditions of the grant.
- Grants are generally awarded for a 12-month period.
- Once the contract for an approved grant has been executed by the Board Chair and Staff Executive Officer and returned to the Foundation, grant payment will be scheduled.
- No commemorative gifts should be provided to the Foundation.
- The Foundation considers it important to inform the public of the work of philanthropy and therefore encourages grant recipients to acknowledge publicly the support the Foundation gives to a grant project
- If a proposal is declined, the Foundation sends a notification letter to the organization that will also indicate the organization must wait one year to reapply.

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
Aids Foundation Houston Inc 3202 Wesleyan Street Houston, TX 77027 <i>To support basic needs and transportation for individuals living with HIV/AIDS in Fort Bend County</i> \$25,000.00 2012	501(c)3	\$25,000.00	\$0.00
Alliance Of Community Assistance Ministries Inc 770 South Post Oak Lane Suite 525 Houston, TX 77056 <i>To support organizational development and training programs for Fort Bend County member organizations.</i> \$30,000.00 2012	501(c)3	\$30,000.00	\$0.00
American National Red Cross P. O. Box 397 Houston, TX 77001-0397 <i>To expand services to transportation-challenged Fort Bend residents</i> \$75,000.00 2012	501(c)3	\$75,000.00	\$0.00
American National Red Cross P. O. Box 397 Houston, TX 77001-0397 <i>Youth in Philanthropy grant to support disaster relief programs serving Fort Bend residents</i> \$1,500.00 2012	501(c)3	\$1,500.00	\$0.00
Bering Omega Community Services P.O. Box 540517 Houston, TX 77254-0517 <i>To support dental care to Fort Bend residents affected by HIV/AIDS</i> \$35,000.00 2012	501(c)3	\$35,000.00	\$0.00
Big Brothers Big Sisters Lone Star 6437 High Star Drive Houston, TX 77074 <i>To support one-to-one mentoring program to serve at-risk Fort Bend County youth</i>	501(c)3	\$10,000.00	\$0.00

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
\$10,000.00 2012			
Blessed Be Hope For Three Inc 10200 W Airport Suite 100 Stafford, TX 77477 <i>To provide assistance to Fort Bend families with children diagnosed with Autism</i>	501(c)3	\$70,000.00	\$0.00
\$70,000.00 2012			
Boy Scouts Of America P.O. Box 924528 Houston, TX 77292 <i>To support Fort Bend County Scouting programs, including Scoutreach which serves at-risk youth</i>	501(c)3	\$60,000.00	\$0 00
\$60,000 00 2012			
Boys And Girls Clubs Of Greater Houston Inc 1520-A Airline Drive Houston,, TX 77009 <i>Matching grant to support leadership and recreational programming for underserved youth at the Fort Bend Club</i>	501(c)3	\$50,000 00	\$0 00
\$50,000.00 2012			
Boys And Girls Clubs Of Greater Houston Inc 1520-A Airline Drive Houston,, TX 77009 <i>To provide educational, leadership and recreational programming for underserved youth at the Fort Bend Club</i>	501(c)3	\$50,000.00	\$0.00
\$50,000.00 2012			
Boys And Girls Country Of Houston Inc 18806 Roberts Road Hockley, TX 77447 <i>To support residential care for Fort Bend County youth</i>	501(c)3	\$65,000.00	\$0.00
\$65,000 00 2012			
Brazos Bend Guardianship Services P O Box 72	501(c)3	\$25,000.00	\$0.00

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
Rosenberg, TX 77471 <i>To assists vulnerable Fort Bend County residents and their families with guardianship issues.</i> \$25,000 00 2012			
Bridges To Life P. O Box 570895 Houston, TX 77257-0895 <i>To provide programs to reduce recidivism at three prisons in Fort Bend County</i> \$5,000 00 2012	501(c)3	\$5,000.00	\$0.00
Bridges To Life P. O. Box 570895 Houston, TX 77257-0895 <i>To provide programs to reduce recidivism at Fort Bend County prisons</i> \$10,000.00 2012	501(c)3	\$10,000.00	\$0 00
Casa De Esperanza De Los Ninos Incorporated P.O. Box 66581 Houston, TX 77266-6581 <i>To fund residential/outreach Foster Care and Post-Adoption services for Fort Bend County youth</i> \$94,400.00 2012	501(c)3	\$94,400.00	\$0.00
Catholic Charities Of The Archdiocese Of Galveston-Houston P.O. Box 66508 Houston, TX 77266 <i>To support case management, wellness activities and congregate meals serving low-income Fort Bend County seniors</i> \$100,000.00 2012	501(c)3	\$100,000.00	\$0 00
Catholic Charities Of The Archdiocese Of Galveston-Houston P.O. Box 66508 Houston, TX 77266 <i>Youth in Philanthropy grant to support programs serving foster children residing in the Rio Bend Community.</i> \$850 00	501(c)3	\$850.00	\$0.00

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
2012 Catholic Charities Of The Archdiocese Of Galveston-Houston P.O. Box 66508 Houston, TX 77266 <i>Youth in Philanthropy grant to support senior services provided at the Mamie George Community Center</i> \$1,250.00	501(c)3	\$1,250 00	\$0.00
2012 Catholic Charities Of The Archdiocese Of Galveston-Houston P O. Box 66508 Houston, TX 77266 <i>To provide residential foster care for children residing in Fort Bend County.</i> \$100,000.00	501(c)3	\$100,000.00	\$0.00
2012 Ft Bend County Child Advocates Inc 5403 Avenue N Rosenberg, TX 77471 <i>To recruit, train and retain CASA volunteers with an emphasis on minorities and men</i> \$70,918.00	501(c)3	\$70,918.00	\$0.00
2012 Children At Risk Inc 2900 Wesleyan, Suite 400 Houston, TX 77027 <i>To support data collection and dissemination of information on issues affecting Fort Bend County children.</i> \$20,000.00	501(c)3	\$20,000 00	\$0.00
2012 Children At Risk Inc 2900 Wesleyan, Suite 400 Houston, TX 77027 <i>To support data collection and dissemination of information on issues affecting Fort Bend County children</i> \$25,000.00	501(c)3	\$25,000.00	\$0.00
2012 Children At Risk Inc 2900 Wesleyan, Suite 400 Houston, TX 77027 <i>To provide a strategic plan for effecting the</i>	501(c)3	\$75,000 00	\$0.00

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
<i>status of Fort Bend County youth</i>			
\$75,000.00			
2012			
Childrens Museum Inc	501(c)3	\$0.00	\$1,000,000.00
1500 Binz Street			
Houston, TX 77004-7112			
<i>Matching grant to construct a children's</i>			
<i>museum for Fort Bend County</i>			
\$1,000,000.00			
2012			
Childrens Museum Inc	501(c)3	\$12,250.00	\$0.00
1500 Binz Street			
Houston, TX 77004-7112			
<i>To support Museum programming in Fort</i>			
<i>Bend County for at-risk, low-income</i>			
<i>children and their families.</i>			
\$12,250.00			
2012			
City of Richmond	170(b)(1)(A)(v)	\$2,000.00	\$0.00
402 Morton Street			
Richmond, TX 77469			
<i>To support Richmond's 175th Birthday</i>			
<i>Celebration planned by the Historic</i>			
<i>Richmond Association</i>			
\$2,000.00			
2012			
City of Richmond	170(b)(1)(A)(v)	\$200,000.00	\$0.00
402 Morton Street			
Richmond, TX 77469			
<i>Toward the construction of city park in</i>			
<i>Richmond's Historic District</i>			
\$200,000 00			
2012			
Conference Of Southwest Foundations Inc	501(c)3	\$4,000.00	\$0.00
624 N. Good Latimer Expressway, Suite			
100			
Dallas, TX 75204			
<i>To support programming offering</i>			
<i>professional development opportunities for</i>			
<i>foundation staff and boards</i>			
\$4,000.00			
2012			
Crisis Intervention Of Houston	501(c)3	\$40,000.00	\$0.00
Incorporated			
3701 Kirby Drive, Suite 540			
Houston, TX 77098			

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
<i>To support Fort Bend Talkline, a crisis hotline for Fort Bend County middle and high-school aged students</i>			
\$40,000.00			
2012			
East Ft Bend Human Needs Ministry Inc	501(c)3	\$850.00	\$0.00
P.O. Box 1611			
Stafford, TX 77497-1611			
<i>Youth in Philanthropy grant to support food bank activities for Fort Bend residents.</i>			
\$850.00			
2012			
East Ft Bend Human Needs Ministry Inc	501(c)3	\$55,000.00	\$0.00
P O. Box 1611			
Stafford, TX 77497-1611			
<i>To provide emergency food and financial assistance for Fort Bend residents</i>			
\$55,000.00			
2012			
Easter Seals Of Greater Houston Inc	501(c)3	\$60,000.00	\$0.00
4500 Bissonnet, Suite 340			
Bellaire, TX 77401			
<i>To support operating expenses associated with programming for Fort Bend County youth with special needs</i>			
\$60,000.00			
2012			
Exchange Club of Sugar Land Charitable Fund	170(b)(1)(A)(vii)	\$500.00	\$0.00
4800 Sugar Grove Blvd			
Suite 100			
Stafford, TX 77477			
<i>Youth in Philanthropy grant to support 2012 Santa's Exchange activities of both the Sugar Land Exchange Club and the Rotary Club of Sugar Land</i>			
\$500.00			
2012			
Fort Bend Boys Choir Of Texas Inc	501(c)3	\$25,000.00	\$0.00
P.O. Box 2042			
Stafford, TX 77497			
<i>1 2 Matching Grant to support scholarships for tuition, summer/winter vocal camps and performance tours.</i>			
\$25,000.00			

The George Foundation
Attachment to Form 990-PF, Page 11, Part XV, Item 3a, 3b,
Grants Paid Approved for Future Payment
Year 2012 EIN: 74-6043368

Recipient and/or Purpose	Tax Status	Amount Paid 2012	Ending Balance 2012
2011			
Fort Bend Community Partners Rainbow Room	501(c)3	\$1,500.00	\$0.00
3350-A Highway 6 #112			
Sugar Land, TX 77478			
<i>Youth in Philanthropy grant to support CPS workers in serving Fort Bend families.</i>			
\$1,500.00			
2012			
Fort Bend Community Partners Rainbow Room	501(c)3	\$33,850.00	\$0.00
3350-A Highway 6 #112			
Sugar Land, TX 77478			
<i>To support program expenses for children</i>			
\$33,850.00			
2012			
Fort Bend County	170(b)(1)(A)(v)	\$0.00	\$50,000.00
301 Jackson, Suite 719			
Richmond, TX 77469			
<i>To provide partial match for TXDOT grant to fund US 59/FM762 Landscaping Project</i>			
\$50,000.00			
2011			
Fort Bend County	170(b)(1)(A)(v)	\$379,284.00	\$0.00
301 Jackson, Suite 719			
Richmond, TX 77469			
<i>Funding to purchase digital equipment and signage for Fort Bend County Libraries</i>			
\$379,284.00			
2012			
Fort Bend County	170(b)(1)(A)(v)	\$2,000,000.00	\$0.00
301 Jackson, Suite 719			
Richmond, TX 77469			
<i>To support the restoration of the historic Fort Bend County Courthouse</i>			
\$2,000,000.00			
2012			
Fort Bend County	170(b)(1)(A)(v)	\$5,000.00	\$0.00
301 Jackson, Suite 719			
Richmond, TX 77469			
<i>Grant to support replenishing supplies and equipment for the Four Corners Recreation Center.</i>			
\$5,000.00			
2012			

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Fort Bend County Museum Assoc P.O. Box 460 Richmond, TX 77406-0460 <i>Three year grant to support public programming at the George Ranch Historical Park</i> \$1,080,000.00 2012	501(c)3	\$630,000.00	\$450,000.00
Fort Bend County Museum Assoc P.O. Box 460 Richmond, TX 77406-0460 <i>Funding to support excess liability insurance for the George Ranch Historical Park</i> \$15,000.00 2012	501(c)3	\$15,000.00	\$0.00
Fort Bend County Womens Center Inc P O. Box 183 Richmond, TX 77406-0183 <i>Matching grant to support the construction of a resale store and administrative offices.</i> \$750,000 00 2012	501(c)3	\$0.00	\$750,000.00
Fort Bend County Womens Center Inc P.O. Box 183 Richmond, TX 77406-0183 <i>Youth in Philanthropy grant to support programming serving to prevent abuse to Fort Bend women and their children.</i> \$1,250.00 2012	501(c)3	\$1,250.00	\$0.00
Fort Bend County Womens Center Inc P O. Box 183 Richmond, TX 77406-0183 <i>To provide support to Shelter Programs and Childcare Services for abused women and children.</i> \$107,057.05 2012	501(c)3	\$107,057.05	\$0.00
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>To provide an enhanced integrated mental health program for Fort Bend residents</i> \$600,000.00 2008	501(c)3	\$155,593.00	\$0.00
Fort Bend Family Health Center Inc	501(c)3	\$125,000 00	\$0.00

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400 Austin Street Richmond, TX 77469 <i>Matching Grant to increase primary healthcare access to uninsured and underinsured children and adults residing in east Fort Bend County</i> \$125,000 00 2011			
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>To fund integrated mental health web-based tracking system for Fort Bend Family Health Center and Memorial Hermann Physicians at Sugar Creek</i> \$1,500.00 2012	501(c)3	\$1,500.00	\$0 00
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>Three year support for integrated behavioral health care programs to serve Fort Bend County residents</i> \$761,841 00 2012	501(c)3	\$229,153.00	\$532,688.00
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>Youth in Philanthropy grant to support medical services to Fort Bend County residents</i> \$850.00 2012	501(c)3	\$850.00	\$0.00
Fort Bend Family Health Center Inc 400 Austin Street Richmond, TX 77469 <i>To provide medical services to uninsured and underinsured residents of Fort Bend County.</i> \$600,000.00 2012	501(c)3	\$200,000.00	\$400,000.00
Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459 <i>To support Fort Bend County homeless families as they work to reach</i>	501(c)3	\$35,000 00	\$0.00

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<i>self-sufficiency</i>			
\$35,000.00			
2012			
Fort Bend Family Promise	501(c)3	\$850.00	\$0.00
1424 FM 1092			
Missouri City, TX 77459			
<i>Youth in Philanthropy grant to support</i>			
<i>programs serving homeless Fort Bend</i>			
<i>families</i>			
\$850.00			
2012			
Fort Bend Family Promise	501(c)3	\$0.00	\$228,162.00
1424 FM 1092			
Missouri City, TX 77459			
<i>To support construction of a Day Center to</i>			
<i>serve homeless families in Fort Bend</i>			
<i>County.</i>			
\$228,162.00			
2012			
Fort Bend Family Promise	501(c)3	\$0.00	\$151,125.00
1424 FM 1092			
Missouri City, TX 77459			
<i>Matching grant towards the purchase of</i>			
<i>land for site of a day center serving</i>			
<i>homeless families.</i>			
\$150,861.00			
2012			
Fort Bend Forward Inc	501(c)3	\$42,100.00	\$0.00
445 Commerce Green			
Sugar Land, TX 77478			
<i>To fund capacity building program for</i>			
<i>boards and staff of Fort Bend County</i>			
<i>nonprofits.</i>			
\$42,100.00			
2012			
Fort Bend Forward Inc	501(c)3	\$23,229.86	\$0.00
445 Commerce Green			
Sugar Land, TX 77478			
<i>Youth in Philanthropy grant to support</i>			
<i>operating expenses for program</i>			
<i>encouraging volunteerism among high</i>			
<i>school students</i>			
\$23,229.86			
2012			
Habitat For Humanity International Inc	501(c)3	\$1,500.00	\$0.00
13570 Murphy Road			
Stafford, TX 77477			

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<i>Youth in Philanthropy grant to support affordable housing for Fort Bend residents</i>			
\$1,500.00			
2012			
Fort Bend Independent School District	170(b)(1)(A)(ii)	\$1,645.00	\$0.00
16431 Lexington Boulevard			
Sugar Land, TX 77479			
<i>Youth in Philanthropy grant to cover transportation expenses to transport YIP Teams to volunteer projects.</i>			
\$1,645.00			
2011			
Fort Bend Independent School District	170(b)(1)(A)(ii)	\$0.00	\$0.00
16431 Lexington Boulevard			
Sugar Land, TX 77479			
<i>Matching grant to expand the Ridgemont Early Childhood Center</i>			
\$0.00			
2012			
Fort Bend Independent School District	170(b)(1)(A)(ii)	\$1,000,000.00	\$0.00
16431 Lexington Boulevard			
Sugar Land, TX 77479			
<i>To support the development of a Teaching and Learning Science Platform for students Kindergarten-8th grade</i>			
\$1,000,000.00			
2012			
Fort Bend Independent School District	170(b)(1)(A)(ii)	\$5,000.00	\$0.00
16431 Lexington Boulevard			
Sugar Land, TX 77479			
<i>Youth in Philanthropy Scholarships for Distinguished Volunteerism.</i>			
\$5,000.00			
2012			
Fort Bend Lawyers Care	501(c)3	\$40,000.00	\$0.00
310 Morton Street, Suite 566			
Richmond, TX 77469			
<i>To provide access to legal services to low-income Fort Bend County residents</i>			
\$40,000.00			
2012			
Fort Bend Regional Council On Substance Abuse Inc	501(c)3	\$850.00	\$0.00
10435 Greenbough			
Suite 250			
Stafford, TX 77477			

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<i>Youth in Philanthropy grant to support substance abuse prevention programming</i>			
\$850.00			
2012			
Fort Bend Senior Citizens Meals On Wheels & Much Much More Inc	501(c)3	\$850.00	\$0.00
P. O. Box 1488			
Rosenberg, TX 77471			
<i>Youth in Philanthropy grant to enhance services to seniors residing in Fort Bend County.</i>			
\$850.00			
2012			
Friends Of The Fort Bend County Library System	501(c)3	\$850.00	\$0.00
1001 Golfview			
Richmond, TX 77469			
<i>Youth in Philanthropy grant to fund library programs serving Fort Bend youth</i>			
\$850.00			
2012			
Girl Scouts Of San Jacinto Council	501(c)3	\$500,000.00	\$0.00
3110 Southwest Freeway			
Houston, TX 77098			
<i>Matching grant to support Phase I of the capital campaign to create the "Ranch" complex at Camp Pryor</i>			
\$500,000.00			
2012			
Girl Scouts Of San Jacinto Council	501(c)3	\$55,000.00	\$0.00
3110 Southwest Freeway			
Houston, TX 77098			
<i>To provide "Girl Scouts on the Go" to 1,000 at-risk girls living in low-to-moderate income areas of Fort Bend</i>			
\$55,000.00			
2012			
Houston Community College Foundation	501(c)3	\$300,000.00	\$0.00
P. O. Box 667517/MC 1180			
Houston, TX 772667517			
<i>To support the Capital IDEA, a program assisting underemployed adults to gain life-long financial independence</i>			
\$300,000.00			
2012			

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Houston Museum Of Natural Science One Hermann Circle Drive Houston, TX 77030-1799 <i>Matching grant to support operations and the Science Education Program at the Sugar Land site</i> \$50,000.00 2010	501(c)3	\$50,000.00	\$0.00
Katy Artreach 4211 Stonecroft Circle Katy, TX 77450 <i>Youth in Philanthropy grant to support art education programs serving Fort Bend County youth</i> \$500.00 2012	501(c)3	\$500 00	\$0.00
Katy Christian Ministries P. O. Box 986 Katy, TX 77492 <i>To provide food and financial assistance to families in crisis residing in the Fulshear-Simonton area</i> \$35,000 00 2012	501(c)3	\$35,000.00	\$0 00
Katy Christian Ministries P. O. Box 986 Katy, TX 77492 <i>Youth in Philanthropy grant to support food bank activities</i> \$850.00 2012	501(c)3	\$850.00	\$0.00
Kick Drugs Out Of America Foundation 10260 Westheimer Road, Suite 340 Houston, TX 77042 <i>To provide a self-esteem building program for at-risk students in five Fort Bend Independent School District schools.</i> \$15,000.00 2012	501(c)3	\$15,000.00	\$0.00
Kipp Inc 10711 KIPP Way Houston, TX 77099 <i>To support Fort Bend County students enrolled at KIPP Inc.</i> \$80,000.00 2012	501(c)3	\$80,000 00	\$0.00
Krist Samaritan Center For Counseling	501(c)3	\$5,000 00	\$0 00

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And Education			
17555 El Camino Real Houston, TX 77058 <i>To support psychological testing for Fort Bend County youth.</i> \$5,000.00 2012			
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471 <i>Youth in Philanthropy grant to cover transportation expenses to transport YIP team members to volunteer projects</i> \$449.76 2011	170(b)(1)(A)(ii)	\$1974.00	\$0.00
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471 <i>Youth in Philanthropy grant to support Common Threads, a program supporting LCISD students.</i> \$291.00 2012	170(b)(1)(A)(ii)	\$291.00	\$0.00
Legacy Community Health Services Inc P.O Box 66308 Houston, TX 77266 <i>To provide primary care to Fort Bend County residents living with HIV/AIDS</i> \$30,000.00 2012	501(c)3	\$30,000.00	\$0.00
Literacy Volunteers Of Fort Bend County Inc 12530 Emily Court Sugar Land, TX 77478 <i>To support literacy services and expansion of GED programming to serve Fort Bend County.</i> \$89,636.20 2012	501(c)3	\$89,636.20	\$0.00
Literacy Volunteers Of Fort Bend County Inc 12530 Emily Court Sugar Land, TX 77478 <i>Youth in Philanthropy grant in support of</i>	501(c)3	\$1,250 00	\$0.00

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<i>Literacy programs serving Fort Bend County residents</i> \$1,250.00 2012			
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024 <i>To help fund the purchase of a new Life Flight helicopter to serve Fort Bend residents</i> \$0.00 2012	501(c)3	\$0.00	\$0.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024 <i>To fund a Lamar CISD school-based health center to allow uninsured students access to medical care.</i> \$1,400,000.00 2011	501(c)3	\$840,000.00	\$280,000.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024 <i>To support management of Family Practice Residency Program to serve uninsured and underinsured populations of Fort Bend County</i> \$285,345.00 2012	501(c)3	\$285,345.00	\$0.00
Memorial Hermann Healthcare System 9401 Southwest Freeway, Suite 401 Houston, TX 77074 <i>To support the implementation of an enhanced integrated mental health initiative to serve Fort Bend County residents over three years</i> \$400,000.00 2008	501(c)3	\$39,220.00	\$0.00
Memorial Hermann Healthcare System 9401 Southwest Freeway, Suite 401 Houston, TX 77074 <i>Three year support for integrated behavioral health care programs to serve Fort Bend County residents</i> \$473,800.00 2012	501(c)3	\$156,000.00	\$317,800.00
Needville Independent School District	170(b)(1)(A)(ii)	\$2,500.00	\$2,500.00

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P. O. Box 412 Needville, TX 77461 <i>Youth in Philanthropy Scholarship for Excellence in Volunteerism</i> \$5,000.00 2012			
W Oscar Neuhaus Memorial Foundation 4433 Bissonnet Bellaire, TX 77401-3233 <i>To provide Fort Bend County teachers scholarships to attend literacy development classes.</i> \$27,475.00 2012	501(c)3	\$27,475.00	\$0 00
Pacific Research Institute For Public Policy One Embarcadero Center Suite 350 San Francisco, CA 94111 <i>To fund a health care study covering uncompensated and charitable care in Fort Bend County.</i> \$35,000.00 2012	501(c)3	\$35,000.00	\$0.00
Prison Entrepreneurship Program P.O. Box 926274 Houston, TX 77292 <i>To fund prison program to reduce recidivism.</i> \$15,000.00 2012	501(c)3	\$15,000.00	\$0.00
Reasoning Mind, Inc. 3050 Post Oak Blvd. Suite 1213 Houston, TX 77056 <i>Support for online mathematics program for Stafford Municipal School District</i> \$41,600 00 2011	170(b)(1)(A)(vi)	\$0.00	\$0.00
Ronald McDonald House Of Houston Inc 1907 Holcombe Blvd. Houston, TX 77030 <i>Support for Fort Bend families with children receiving cancer treatment in the Houston Medical Center.</i>	501(c)3	\$10,000.00	\$0.00

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\$10,000 00 2012			
The Rose 12700 N. Featherwood Drive Suite 260 Houston, TX 77034 <i>To provide breast health services to uninsured and underinsured Fort Bend County women.</i>	501(c)3	\$15,000.00	\$0.00
\$15,000.00 2012			
The Rose 12700 N Featherwood Drive Suite 260 Houston, TX 77034 <i>To provide breast health services to uninsured and underinsured Fort Bend County women</i>	501(c)3	\$36,000 00	\$0.00
\$36,000 00 2012			
Rosenberg Railroad Museum Inc P. O Box 369 Rosenberg, TX 77471 <i>To support construction of railroad spur to store historic railcars</i>	501(c)3	\$0.00	\$20,000.00
\$0.00 2012			
Rosenberg Richmond Helping Hands Inc P.O Box 1268 Richmond, TX 77469 <i>Youth in Philanthropy grant to support food bank activities for Fort Bend residents</i>	501(c)3	\$1,250.00	\$0.00
\$1,250.00 2012			
Rosenberg Richmond Helping Hands Inc P.O. Box 1268 Richmond, TX 77469 <i>To provide emergency food and financial assistance for Fort Bend residents suffering a short-term crisis</i>	501(c)3	\$50,000 00	\$0.00
\$50,000.00 2012			
Scholarship America Inc P. O. Box 297 Saint Peter, MN 56082 <i>To fund continuing and new scholarships</i>	501(c)3	\$423,898.00	\$0.00

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<i>to graduating seniors of Fort Bend County public high schools. (2012-2013)</i>			
\$423,898.00 2011			
Scholarship America Inc	501(c)3	\$334,500.00	\$0.00
P. O. Box 297 Saint Peter, MN 56082			
<i>To fund post secondary scholarships to Fort Bend County residents (2012-2013).</i>			
\$334,500.00 2011			
Scholarship America Inc	501(c)3		\$455000.00
P O Box 297 Saint Peter, MN 56082			
<i>To fund scholarships to graduating seniors of Fort Bend County public high schools</i>			
\$403,428.00 2012			
Scholarship America Inc	501(c)3	\$0.00	\$360,000.00
P. O. Box 297 Saint Peter, MN 56082			
<i>To fund post secondary scholarships to Fort Bend County residents</i>			
\$327,500.00 2012			
Second Mile Misson Center	501(c)3	\$1,500.00	\$0.00
1135 Highway 90A Missouri City, TX 77489			
<i>Youth in Philanthropy grant to support food bank activities serving Fort Bend residents</i>			
\$1,500 00 2012			
Second Mile Misson Center	501(c)3	\$50,440.00	\$0.00
1135 Highway 90A Missouri City, TX 77489			
<i>To provide basic needs to Fort Bend residents suffering a short-term crisis</i>			
\$50,440.00 2012			
Sire Inc	501(c)3	\$20,000.00	\$0.00
24161 Spring Drive Hockley, TX 77447			
<i>To support therapeutic horseback riding program serving Fort Bend County residents.</i>			
\$20,000.00			

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2012 Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477 <i>Youth in Philanthropy grant to cover transportation expenses to transport YIP Teams to volunteer projects.</i> \$3,840 00	170(b)(1)(A)(ii)	\$3,840.00	\$0.00
2011 Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477 <i>To support the Career Bridge Counselor Program</i> \$80,000.00	170(b)(1)(A)(ii)	\$80,000 00	\$0 00
2012 Texana Center 4910 Airport Avenue Suite D Rosenberg, TX 77471 <i>Youth in Philanthropy grant supporting programming serving Fort Bend residents with developmental disabilities</i> \$1,500.00	501(c)3	\$1,500.00	\$0.00
2012 Texas Childrens Hospital P. O Box 300630, MC 4-4483 Houston, TX 77230-0630 <i>Matching Grant to support charity care and financial assistance provided to Fort Bend County youth</i> \$100,000 00	501(c)3	\$100,000 00	\$0.00
2011 Texas State University 601 University Drive, 201 Derrick San Marcos, TX 78666 <i>To provide evaluation of the Mental Health Initiative over a three year period.</i> \$37,740.00	170(b)(1)(A)(ii)	\$14,220.00	\$23,520.00
2012 University of Houston System 14000 University Boulevard Sugar Land, TX 77479 <i>Youth in Philanthropy grant in recognition of support provided to students undertaking volunteer projects benefiting Fort Bend County</i>	170(b)(1)(A)(ii)	\$500 00	\$0.00

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\$500.00 2012			
University of Houston System 14000 University Boulevard Sugar Land, TX 77479 <i>To fund nursing scholarships to Fort Bend County students</i>	170(b)(1)(A)(ii)	\$60,000 00	\$0.00
\$60,000.00 2012			
University of Houston System 14000 University Boulevard Sugar Land, TX 77479 <i>Capital campaign to support new academic building</i>	170(b)(1)(A)(ii)	\$0 00	\$2,000,000.00
\$2,000,000.00 2012			
The University of Houston System 212 E. Cullen Building Houston, TX 77204 <i>To provide master level social work scholarships to two bi-lingual "Spanish Speaking" Fort Bend County residents.</i>	170(b)(1)(A)(ii)	\$78,000.00	\$0.00
\$78,000.00 2012			
University of Texas-Houston Health Science Center, The 7000 Fannin, Suite 1707 Houston, TX 77030 <i>Three-Year Matching grant to assist in funding Accelerated Doctoral Nursing to increase teaching faculty</i>	170(b)(1)(A)(v)	\$166,666 66	\$0 00
\$500,000.00 2009			
University of Texas-Houston Health Science Center, The 7000 Fannin, Suite 1707 Houston, TX 77030 <i>To provide nursing scholarships to Fort Bend County residents.</i>	170(b)(1)(A)(v)	\$50,000.00	\$0.00
\$50,000.00 2012			
University of Washington 4311 11th Avenue NE, Suite 500 Seattle, WA 98105 <i>To continue on line web registry for integrated mental health initiative with</i>	170(b)(1)(A)(ii)	\$1,500 00	\$0.00

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Fort Bend Family Health and Physicians at Sugar Creek \$1,500.00 2012			
University of Washington 4311 11th Avenue NE, Suite 500 Seattle, WA 98105 <i>To support the TEAMcare program at Memorial Hermann and Fort Bend Family Health Center</i> \$132,245.00 2012	170(b)(1)(A)(ii)	\$80,550.00	\$51,695.00
Volunteer Services Council Of The Richmond State Supported Living Ce 2100 Preston Richmond, TX 77469 <i>Youth in Philanthropy grant to support programming to physically and mentally challenged residents</i> \$850.00 2012	501(c)3	\$850.00	\$0.00
West Fort Bend Management District P.O. Box 1688 Richmond, TX 77406 <i>To support staffing the position of Executive Director</i> \$200,000.00 2010	170(b)(1)(A)(v)	\$100,000.00	\$0.00
William Smith Sr Tri County Child Development Council Inc 500 Austin Street Richmond, TX 77469 <i>Youth in Philanthropy grant to support educational programs serving Head Start families and children</i> \$850.00 2012	501(c)3	\$850.00	\$0.00
William Smith Sr Tri County Child Development Council Inc 500 Austin Street Richmond, TX 77469 <i>To assist with costs to establish new Head Start site to serve Fort Bend County children.</i> \$150,000.00 2012	501(c)3	\$150,000.00	\$0.00

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Young Mens Christian Association Of Greater Houston Area P. O. Box 3007 Houston, TX 77253-3007 <i>Youth in Philanthropy grant to support</i> <i>community garden activities at T W. Davis</i> <i>YMCA</i> \$1,250.00 2012	501(c)3	\$1,250.00	\$0.00
Young Mens Christian Association Of Greater Houston Area P. O. Box 3007 Houston, TX 77253-3007 <i>Support to outreach</i> <i>recreational/after-school programming in</i> <i>ten underserved communities in Fort Bend</i> <i>County.</i> \$125,000 00 2012	501(c)3	\$125,000.00	\$0.00
		\$10,957,785.77	\$7,072,490.00