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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION		A Employer identification number 74-6070484
Number and street (or P.O. box number if mail is not delivered to street address) 6131 WESTVIEW		B Telephone number 713-681-7868
City or town, state, and ZIP code HOUSTON, TX 77055		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 97,836,563.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,350,820.	2,364,975.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,197,194.			STATEMENT 1
	b Gross sales price for all assets on line 6a	11,937,157.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,655,529.	1,787,232.			
12 Total. Add lines 1 through 11	2,809,155.	4,152,207.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	312,772.	125,108.		187,664.
	14 Other employee salaries and wages	174,064.	62,900.		111,164.
	15 Pension plans, employee benefits	70,999.	28,961.		42,038.
	16a Legal fees STMT 4	38,721.	24,007.		14,714.
	b Accounting fees STMT 5	27,500.	14,575.		12,925.
	c Other professional fees STMT 6	239,341.	82,696.		0.
	17 Interest				
	18 Taxes STMT 7	153,030.	20,628.		0.
	19 Depreciation and depletion	46,526.	4,596.		
	20 Occupancy	6,614.	2,685.		3,929.
	21 Travel, conferences, and meetings	33,901.	8,190.		25,711.
	22 Printing and publications	14,578.	2,818.		11,759.
	23 Other expenses STMT 8	172,606.	46,250.		42,911.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,290,652.	423,414.		452,815.
	25 Contributions, gifts, grants paid	4,046,550.			4,046,550.
26 Total expenses and disbursements. Add lines 24 and 25	5,337,202.	423,414.		4,499,365.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,528,047.				
b Net investment income (if negative, enter -0-)		3,728,793.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		131,267.	266,476.	266,476.
	2	Savings and temporary cash investments		2,724,387.	416,257.	416,257.
	3	Accounts receivable ▶ 1,570,848.				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		91,703.	91,703.	91,703.
	10a	Investments - U.S. and state government obligations STMT 9		1,635,030.	242,840.	242,840.
	b	Investments - corporate stock STMT 10		23,459,503.	33,976,027.	33,976,027.
	c	Investments - corporate bonds STMT 11		109,163.	662,067.	662,067.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 86,023.					
	Less: accumulated depreciation ▶ 74,998.		11,786.	11,025.	11,025.	
15	Other assets (describe ▶ STATEMENT 12)		56,503,651.	60,599,320.	60,599,320.	
16	Total assets (to be completed by all filers)		89,052,531.	97,836,563.	97,836,563.	
Liabilities	17	Accounts payable and accrued expenses		8,473.	6,265.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		8,473.	6,265.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		89,044,058.	97,830,298.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		89,044,058.	97,830,298.		
31	Total liabilities and net assets/fund balances		89,052,531.	97,836,563.		

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	89,044,058.
2	Enter amount from Part I, line 27a	2	-2,528,047.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON ASSETS	3	11,314,287.
4	Add lines 1, 2, and 3	4	97,830,298.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	97,830,298.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a INVESTMENT SALES	P		
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 11,937,157.		13,161,640.	-1,224,483.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-1,224,483.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,224,483.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,422,180.	89,001,043.	.038451
2010	3,977,027.	81,336,681.	.048896
2009	3,392,779.	78,672,658.	.043125
2008	3,391,522.	86,772,007.	.039085
2007	3,296,538.	88,122,221.	.037409

2 Total of line 1, column (d)	2	.206966
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	.041393
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	92,276,573.
5 Multiply line 4 by line 3	5	3,819,604.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	37,288.
7 Add lines 5 and 6	7	3,856,892.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,499,365.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	37,288.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	37,288.
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	37,288.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	139,359.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	139,359.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	102,071.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 102,071. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 General Instruction G? If "No," attach explanation	8b	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)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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)	STATEMENT 13 STMT 14		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.HERZSTEINFUNDATION.ORG			13	X	
14	The books are in care of ► L. MICHAEL HAJTMAN Telephone no. ► 713-681-7868 Located at ► 6131 WESTVIEW, HOUSTON, TX ZIP+4 ► 77055					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A					
16	At any time during calendar year 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	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b		X
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?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.)	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. ► _____, _____, _____	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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)	N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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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)?

☐ 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)?

N/A

5b

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?

6b

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

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		312,772.	36,786.	0.

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

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

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

0

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES; CHARITABLE ACTIVITIES CONSISTED OF CONTRIBUTIONS TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATIONS AND GOVERNMENTAL ENTITIES.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
2	
All other program-related investments. See instructions.	
3 NONE	0.
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,202,828.
b	Average of monthly cash balances	1b	3,634,805.
c	Fair market value of all other assets	1c	58,844,167.
d	Total (add lines 1a, b, and c)	1d	93,681,800.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	93,681,800.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,405,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,276,573.
6	Minimum investment return. Enter 5% of line 5	6	4,613,829.

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	4,613,829.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	37,288.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	15,911.
c	Add lines 2a and 2b	2c	53,199.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,560,630.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,560,630.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,560,630.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,499,365.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,499,365.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	37,288.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,462,077.

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.

**ALBERT & ETHEL HERZSTEIN
CHARITABLE FOUNDATION**

Form 990-PF (2012)

74-6070484

Page 9

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				4,560,630.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,359,317.	
b Total for prior years:		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: ► \$ 4,499,365.				
a Applied to 2011, but not more than line 2a			3,359,317.	
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				1,140,048.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,420,582.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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				

**ALBERT & ETHEL HERZSTEIN
CHARITABLE FOUNDATION**

Form 990-PF (2012)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 16

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

c Any submission deadlines:

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

**ALBERT & ETHEL HERZSTEIN
CHARITABLE FOUNDATION**

Form 990-PF (2012)

74-6070484 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT OF DONATIONS VARIOUS VARIOUS, TX 77055	NONE	501(C)(3)	CHARITABLE	4,046,550.
Total				4,046,550.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2012)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Form **990-PF** (2012)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT SALES		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,937,157.	13,134,351.	0.	0.	-1,197,194.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				-1,197,194.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	2,350,820.	0.	2,350,820.
TOTAL TO FM 990-PF, PART I, LN 4	2,350,820.	0.	2,350,820.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	0.	859,716.	
ROYALTY INCOME	0.	927,516.	
OTHER INCOME	1,655,529.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,655,529.	1,787,232.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIZER, BECK, WEBSTER- MISC LEGAL	38,721.	24,007.		14,714.
TO FM 990-PF, PG 1, LN 16A	38,721.	24,007.		14,714.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LAPORTE CPAS AND BUSINESS ADVISORS	27,500.	14,575.		12,925.
TO FORM 990-PF, PG 1, LN 16B	27,500.	14,575.		12,925.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	239,341.	82,696.		0.
TO FORM 990-PF, PG 1, LN 16C	239,341.	82,696.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	21,030.	20,628.		0.
EXCISE TAXES	132,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	153,030.	20,628.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PARTNERSHIP EXPENSES	83,445.	0.		0.	
OFFICE EXPENSE	20,169.	9,238.		10,931.	
HEALTH INSURANCE	23,127.	17,345.		5,782.	
D&O AND OFFICERS INSURANCE	20,651.	9,190.		11,461.	
SOFTWARE LICENSE FEES	12,937.	5,822.		7,115.	
DUES AND SUBSCRIPTIONS	5,565.	1,652.		3,913.	
BANK SERVICE FEES	6,181.	2,472.		3,709.	
GIFTS	531.	531.		0.	
TO FORM 990-PF, PG 1, LN 23	172,606.	46,250.		42,911.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
VANGUARD TREASURY FD	X		242,840.	242,840.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			242,840.	242,840.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			242,840.	242,840.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BANCSHARES INC	59,875.		59,875.	
VANGUARD STOCK FUNDS	14,578,770.		14,578,770.	
STEINBERG FUNDS	2,503,220.		2,503,220.	
MATTHEWS PACIFIC TIGER FUND	3,501,075.		3,501,075.	
T ROWE PRICE FUNDS	6,975,081.		6,975,081.	
FRASER FUNDS	1,683,502.		1,683,502.	
CALAMOS STOCK PORTFOLIO	547,776.		547,776.	
SALIENT PARTNERS FUNDS	2,137,836.		2,137,836.	
MATRIX INCOME FUNDS	963,116.		963,116.	
MATTHEWS INDIA FUND	1,025,776.		1,025,776.	
MORGAN STANLEY SMITH BARNEY	0.		0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,976,027.		33,976,027.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CALAMOS CORPORATE BOND PORTFOLIO	468,364.	468,364.
T ROWE PRICE FUNDS	193,703.	193,703.
TOTAL TO FORM 990-PF, PART II, LINE 10C	662,067.	662,067.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	28,809,951.	32,905,620.	32,905,620.
INVESTMENT IN HERZSTEIN INVESTMENTS, INC	27,693,700.	27,693,700.	27,693,700.
TO FORM 990-PF, PART II, LINE 15	56,503,651.	60,599,320.	60,599,320.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 13

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HERZSTEIN INVESTMENTS INC

76-0694434

ADDRESS

6131 WESTVIEW
HOUSTON, TX 77055

DESCRIPTION OF TRANSFER

DIVIDEND - DISTRIBUTION OF NET INCOME FROM A SECTION 501(C)(2)
ORGANIZATION.AMOUNT
OF TRANSFER

1,658,584.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

1,658,584.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 14

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HERZSTEIN INVESTMENTS INC

76-0694434

ADDRESS

6131 WESTVIEW
HOUSTON, TX 77055

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE STRAKE 6131 WESTVIEW HOUSTON, TX 77055	VICE PRESIDENT 5.00	25,000.	0.	0.
RICHARD LOEWENSTERN 6131 WESTVIEW HOUSTON, TX 77055	VICE PRESIDENT 5.00	25,000.	0.	0.
NATHAN TOPEK 6131 WESTVIEW HOUSTON, TX 77055	CHAIRMAN 5.00	30,000.	0.	0.
MIKE HAJTMAN 6131 WESTVIEW HOUSTON, TX 77055	PRESIDENT 40.00	160,000.	36,786.	0.
STEVE SHELDON 6131 WESTVIEW HOUSTON, TX 77055	DIRECTOR 5.00	20,000.	0.	0.
MIKE VIATOR 6131 WESTVIEW HOUSTON, TX 77055	DIRECTOR 5.00	20,000.	0.	0.

ALBERT & ETHEL HERZSTEIN CHARITABLE FOUN

74-6070484

STEVE GOODMAN
6131 WESTVIEW
HOUSTON, TX 77055

ADVISORY DIRECTOR

1.00

16,386.

0.

0.

BRYAN MILLER
6131 WESTVIEW
HOUSTON, TX 77055

ADVISORY DIRECTOR

1.00

16,386.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

312,772.

36,786.

0.

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL HAJTMAN
6131 WESTVIEW
HOUSTON, TX 77055

TELEPHONE NUMBER

(713) 681-7868

FORM AND CONTENT OF APPLICATIONS

AMT REQUESTED, CHARITABLE PURPOSE & TAX EXEMPT STATUS OF REQUESTING
ORGANIZATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT 17
	PART XVII, LINE 1, COLUMN (D)	

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

HERZSTEIN INVESTMENTS, INC.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARING SPACE AND EMPLOYEES WITH A 501(C)(2) ORGANIZATION

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 18
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NAME OF AFFILIATED OR RELATED ORGANIZATION

HERZSTEIN INVESTMENTS, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION IS THE SOLE OWNER AND MAINTAINS CONTROL OVER HERZSTEIN INVESTMENTS, INC., A TITLE-HOLDING CORPORATION, AS DESCRIBED IN SECTION 501(C)(2) OF THE CODE.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION	Employer identification number (EIN) or 74-6070484
	Number, street, and room or suite no. If a P.O. box, see instructions. 6131 WESTVIEW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77055	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

L. MICHAEL HAJTMAN

- The books are in the care of ► **6131 WESTVIEW - HOUSTON, TX 77055**

Telephone No ► **713-681-7868**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► ☒ calendar year **2012** or

► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION	74-6070484
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	6131 WESTVIEW City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77055	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

L. MICHAEL HAJTMAN

• The books are in the care of ☒ 6131 WESTVIEW - HOUSTON, TX 77055

Telephone No. ☒ 713-681-7868

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX HAS NOT YET BEEN RECEIVED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ L. Michael Hajtman

Title ☒ Director

Date ☒ 7-30-13

Form 8868 (Rev 1 2013)

LaPORTE, A Professional Accounting Corporation
111 Veterans Blvd., Suite 600, Metairie, LA 70005

Albert and Ethel Herzstein Charitable Foundation

74-6070484

Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
National Homeland Defense Foundation Building 1435 Wetzel Avenue Fort Carson CO	None Towards support of the Soldiers and Families.	Government Entity	25,000.00
Academy for the Love of Learning 133 Seton Village Road Santa Fe, NM 87508	None Toward the support of Lifesongs program	Public Charity	10,000.00
Acton Institute for the Study of Religion and Liberty 161 Ottawa NW, Suite 301 Grand Rapids, MI 49503	None Towards general operating support.	Public Charity	\$2,500.00
Adult Reading Center, Inc. 2246 N. Washington Avenue Pearland, TX 77581-4040	None Towards support for renovations to their main building	Public Charity	\$10,000.00
Alley Theatre 615 Texas Avenue Houston, TX 77002	None Towards support to capital campaign.	Public Charity	\$50,000.00
American Diabetes Association 2400 Augusta Drive, Suite 175 Houston, TX 77057	None Towards support of the ADA Sweethearts to support research, programs, and advocacy.	Public Charity	\$1,000.00
American Enterprise Institute For Public Policy Research 1150 Seventeenth Street, N.W. Washington, DC 20036	None Towards general operating support	Public Charity	\$5,000.00
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	None Towards supports for the CPR kits in KIPP Middle Schools.	Public Charity	\$2,500.00
America's VetDogs - The Veterans K-9 Corps Inc 371 East Jericho Turnpike Smithtown, NY 11787	None Towards support of general operations.	Public Charity	\$25,000.00

Albert and Ethel Herzstein Charitable Foundation

74-6070484

Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Amigos de Las Americas 5618 Star Lane Houston, TX 77057-7112	None Towards support of scholarships for the youth leadership and civic engagement program.	Public Charity	\$10,000.00
Arbor School 1635 Blalock Houston, TX 77080	None Towards general operating support.	Public Charity	\$10,000.00
Arc of Fort Bend County 123 Brooks Street Sugar Land, TX 77478	None Towards support of the Employment Assistance program.	Public Charity	\$10,000.00
The Arc of Katy P.O. Box 6133 Katy, TX 77491	None Towards the support of the Day Program for adults with intellectual and developmental disabilities	Public Charity	\$5,000.00
Archdiocese of Galveston-Houston 1700 San Jacinto Street Houston, TX 77002	None Towards support of the Inner City Catholic Schools Funding Initiative	Public Charity	\$25,000.00
Archway Academy 6221 Main Street - Episcopal Church Houston, TX 77030	None Towards general operating support.	Public Charity	\$10,000.00
Ars Lyrica Houston 4807 San Felipe, Suite 202 Houston, TX 77056	None Towards support of a collaboration with the Orpheus Chamber Singers on a program entitled Music Fit for A King.	Public Charity	\$15,000.00
Asian American Family Services 9440 Bellaire Blvd. #228 Houston, TX 77036	None Towards general operating support.	Public Charity	\$2,500.00
Assistance League of Houston 1902 Commonwealth Street Houston, TX 77006-1836	None Towards the support of Operation School Bell for the 2012-2013 year.	Public Charity	\$5,000.00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Association for Community Broadcasting 4343 Elgin Houston, TX 77204-0008	None Towards support for NOVA.	Public Charity	\$40,000.00
Atlas Economic Research Foundation 1201 L Street NW 2nd Fl Washington, DC 20005	None Towards support of general operations	Public Charity	\$2,500.00
Backstage, Inc. A Fine Arts Council for South Central Texas Box 265 La Grange, TX 78945	None Towards support of the production of Heart of the Tin Trunk at Festival Hill in Round Top	Public Charity	\$5,000.00
Battleship Texas Foundation 908 Town & Country Blvd., Suite 120 Houston, TX 70024-2208	None Towards support of the general operating budget.	Public Charity	\$25,000.00
Bay Area Habitat for Humanity, Inc. P.O. Box 1284 1601-D Dickinson Avenue FM 1266 Dickson, TX 77539	None Towards support of the North side Revitalization project.	Public Charity	\$5,000.00
Bay Area Rehabilitation Center 5313 Decker Drive Baytown, TX 77520	None Towards support of the renovations to the Natatorium.	Public Charity	\$2,500.00
Bayou Preservation Association, Inc. P.O. Box 131563 Houston, TX 77219-1563	None Towards support of the bayou clean-up programs	Public Charity	\$5,000.00
Cathedral Health Ministries 1117 Texas Avenue Houston, TX 77002	None Towards support of general operations	Public Charity	\$5,000.00
Big Brothers Big Sisters Lone Star 6437 High Star Houston, TX 77074	None Towards support of the mentoring program	Public Charity	\$10,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Bill of Rights Institute 200 North Glebe Road, Suite 200 Arlington, VA 22203	None Towards support for the Constitutional Seminar for Houston teachers.	Public Charity	\$12,500.00
Blinn College Foundation, Inc. 902 College Avenue Brenham, TX 77833	None Towards the establishment of an endowed scholarship in physical therapy	Public Charity	\$1,000.00
Blue Bird Circle 615 West Alabama Houston, TX 77006-5003	None Towards support of the recent expansion and to ensure direct patient care and basic research initiatives in pediatric neurology	Public Charity	\$10,000.00
Stanford University Board of Trustees of the LeLand Stanford Jr. University Stanford University Stanford, CA 94305-6010	None Towards support of general operations of the Hoover Institution.	Public Charity	\$15,000.00
Boy Scouts of America P.O. Box 924528 Houston, TX 77292-4528	None Towards support of Scoutreach program which allows at-risk youth to participate in scouting functions	Public Charity	\$10,000.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston, TX 77009-3606	None Towards program support.	Public Charity	\$10,000.00
Boys and Girls Country of Houston, Inc. 18806 Roberts Road Hockley, TX 77447	None Towards support of general operating through Building a Foundation. Breaking the Cycle annual campaign.	Public Charity	\$15,000.00
Boys and Girls Harbor, Inc. P O. Box 848 Houston, TX 77001-0848	None Towards support of the "Adopt-A- Cottage" program of residential care	Public Charity	\$15,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
St. Johns School 2401 Claremont Lane Houston, TX 77019	None Towards general operating support	Public Charity	\$5,000.00
Bridges to Life P.O. Box 19039 Houston, TX 77224-9039	None Towards general operating support.	Public Charity	\$15,000.00
CanCare of Houston, Inc. 9575 Katy Freeway, Suite 428 Houston, TX 77024	None Towards support of the hospital visitation program and one-on-one emotional support programs	Public Charity	\$7,500.00
Career and Recovery Resources, Inc 2525 San Jacinto Houston, TX 77003	None Towards general operating and program support	Public Charity	\$50,000.00
Casa de Esperanza de los Niños, Inc 2911 Corder Street Houston, TX 77266-6581	None Towards support of Casa de Esperanza Academy	Public Charity	\$5,000.00
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	None Towards support of general operations.	Public Charity	\$7,500.00
Cenikor Foundation Inc. 11111 Katy Fwy Ste 500 Houston TX 77079-2114	None Towards support of the Medical Department at the Deer Park Facility	Public Charity	\$10,000.00
The Center Serving Persons with Mental Retardation P.O. Box 130564 Houston, TX 77019	None Towards support of programs and services for adults with developmental disabilities.	Public Charity	\$5,000.00
Child Advocates, Inc. 2401 Portsmouth Street, Suite 210 Houston, TX 77098	None Towards support of the Court Services program	Public Charity	\$10,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Children's Museum, Inc 1500 Binz Houston, TX 77004-7112	None Towards support of the "Family Adventures" program	Public Charity	\$5,000.00
Chinquapin Preparatory School 2614 E. Wallisville Rd. Highlands, TX 77562-3199	None Towards support of students to attend a Close Up program in Washington, D.C.	Public Charity	\$10,000 00
Chisholm Trail Heritage Museum, Inc. P.O. Box 866 Cuero, TX 77954	None Towards support of the exhibit build out of the museum 4,000 square foot display space.	Public Charity	\$2,000 00
Christian Community Service Center P O Box 27924 Houston, TX	None Towards the support of the JobNet program which assists those seeking employment through education	Public Charity	\$2,500.00
Citizens for Animal Protection, Inc 17555 Katy Freeway Houston, TX 77094	None Towards support of the Humane Education program	Public Charity	\$2,500 00
Classical Theatre Company Administrative Office P.O. Box 541324 Houston, TX 77254	None Towards support for the 2011-2012 performance season.	Public Charity	\$5,000.00
Clayton Dabney Foundation for Kids with Cancer 12335 Kingside #347 Houston, TX 77024-4116	None Towards support of assisting kids with terminal cancer	Public Charity	\$5,000 00
The College of Saint Thomas More 3020 Lubbock Avenue Fort Worth, TX 76109	None Towards support of the office and work of the new College President in the transition to new leadership	Public Charity	\$10,000 00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Colonial Williamsburg Foundation P.O. Box 1776 Williamsburg, VA 23187-1776	None Towards the supports of three Houston teachers to attend the 2012 Teacher Institute.	Public Charity	\$7,500.00
The Community Foundation for the National Capital Region 1201 15th Street NW, Suite 420 Washington, DC 20005	None Towards support for the 18th Annual Celebration of Reading on Thursday, April 19, 2012	Public Charity	\$15,000.00
Conference of Southwest Foundations, Inc 624 N Good Latimer Expressway Dallas, TX 75204	None Towards support of general operations and membership dues	Public Charity	\$2,500.00
Congregation Emanu-el Two Lake Street San Francisco, CA 94118	None Towards support of the Herzstein Family Fund for Music & Art in memory of Rene Herzstein. (named endowment)	Public Charity	\$10,000.00
Corridor Rescue, Inc. 10134 Hammerly Blvd., Box 187 Houston, TX 77080	None Towards general operating support.	Public Charity	\$7,000.00
Country Playhouse P.O. Box 79206 Houston, TX 77279-9206	None Towards support of the 2011-2012 performance season.	Public Charity	\$2,500.00
Covenant House Texas 1111 Lovett Blvd. Houston, TX 77006	None Towards general operating support.	Public Charity	\$15,000.00
Crazy Horse Memorial Foundation 12151 Avenue of the Chiefs Crazy Horse, SD 57730-8900	None Towards support for the Summer University Program.	Public Charity	\$5,000.00

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Crime Stoppers of Houston, Inc. P.O. Box 541654 Houston, TX 77254-1654	None Towards support of general operations.	Public Charity	\$15,000.00
Crossroads School Inc A Nonprofit Organization 5822 Dolores Street Houston, TX 77057	None Towards support of general operations.	Public Charity	\$7,500.00
Diocese of Beaumont P.O. Box 3948 Beaumont, TX 77704-3948	None Towards support of partial tuition assistance for St. Catherine of Siena Catholic School.	Public Charity	\$15,000.00
Dominican Sisters of Houston 6501 Alameda Road Houston, TX 77021-2095	None Towards assistance with the heating and cooling system on the second and third floors of the retirement home.	Public Charity	\$5,000.00
Greater Houston Community Foundation 5090 Richmond Avenue PMB-291 Houston, TX 77056	None Towards support of brain cancer research efforts.	Public Charity	\$10,000.00
East Fort Bend Human Needs Ministry, Inc. P.O. Box 1611 Stafford, TX 77497-1611	None Towards support of the Financial Assistance program.	Public Charity	\$10,000.00
Easter Seals of Greater Houston, Inc. 4500 Bissonnet, Suite 340 Bellaire, TX 77401-3006	None Towards support of the High School/ High Tech program	Public Charity	\$5,000.00
Elves & More 2200 Louetta Road Spring, TX 77388	None Towards support of the purchase of bicycles for at-risk children.	Public Charity	\$5,000.00

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The Ensemble Theatre 3535 Main Street Houston, TX 77002	None Towards support of programming and outreach.	Public Charity	\$1,500.00
Escape Family Resource Center of the Exchange Clubs of Houston 1721 Pech Rd. Ste 300 Houston, TX 77055	None Towards support of the educational programs, services and operations.	Public Charity	\$20,000.00
The Exchange Club of Quail Valley P.O. Box 1205 Missouri City, TX 77459	None Towards support of college scholarships to disadvantaged students	Public Charity	\$7,500.00
Executive Service Corps of Houston 2630 Fountainview, Suite 428 Houston, TX 77057	None Towards general operating support	Public Charity	\$10,000.00
Express Theatre 446 Northwest Mall Houston, TX 77092	None Towards general operating support for the 2011-2012 performance season	Public Charity	\$2,000.00
Eye Care for Kids Foundation 9660 Hillcroft, Suite 325 Houston, TX 77096	None Towards the support of free eye exams and corrective lenses to medically underserved children.	Public Charity	\$15,000.00
The First Tee of Greater Houston 5810 Wilson Road, Suite 112 Humble, TX 77396	None Towards support to expand the school program to an additional two schools	Public Charity	\$7,000.00
Fisher House Foundation, Inc. 111 Rockville Pike, Suite 420 Rockville, MD 20850-5168	None Towards support for the San Antonio Veterans Affairs Medical Center Fisher House and the expansion of the Michael E DeBakey VA Medical Center Fisher House in Houston.	Public Charity	\$25,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Foundation for the Education of Young Women 2804 Swiss Avenue Dallas, TX 75204	None Towards support of the "CollegeBound Program: Breaking the Cycle of Poverty" at the Young Women's College Preparatory Academy in Houston	Public Charity	\$5,000.00
Free Enterprise Institute 9525 Katy Freeway, Suite 303 Houston, TX 77024-1415	None Towards general operation.	Public Charity	\$5,000.00
Free Enterprise Institute 9525 Katy Freeway, Suite 303 Houston, TX 77024-1415	None Towards support of the 2012 Annual Freedom Fund.	Public Charity	\$20,000.00
Arrow Child and Family Ministries P.O. Box 6748 Kingwood, TX 77325	None Towards support of a safe house near Houston for domestic female victims of child sex trafficking	Public Charity	\$2,500.00
Friends of the Texas Holocaust and Genocide Commission 6219 Paisley Houston, TX 77096	None Towards support of the program of Educator's Training Modules for Bullying, The Holocaust and Genocide in our Texas schools.	Public Charity	\$5,000.00
The Fund for American Studies 1706 New Hampshire Avenue NW Washington, DC 20009	None Towards support of scholarships to students from Houston or Texas	Public Charity	\$5,000.00
The Furniture Bank 2100 Hussion Houston, TX 77003	Towards general operating support	Public Charity	\$5,000.00
Galveston Bay Foundation 17330 Highway 3 Webster, TX 77598	None Towards support of the "Get Hip to Habitat" program for the 2011-2012 academic year.	Public Charity	\$5,000.00

Albert and Ethel Herzstein Charitable Foundation

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Gleaning from the Harvest for Galveston 624 4th Avenue North Texas City, TX 77590	None Towards general operating support.	Public Charity	\$5,000.00
Galveston Historical Foundation 502 20th Street Galveston TX 77550-1631	None Towards support the campaign to restore and repair the 1877 Tall Ship Elissa and produce Texas Seaport Museum's exhibit and educational program.	Public Charity	\$25,000.00
Genesys Works 601 Jefferson Avenue, Suite 3950 Houston, TX 77002	None Towards support of the training and internship program	Public Charity	\$15,000.00
Gilbert and Sullivan Society of Houston P.O. Box 741267 Houston, TX 77274	None Towards support of the 2012 production of Iolanthe.	Public Charity	\$5,000.00
Glenwood Cemetery Historic Preservation Foundation 2525 Washington Avenue Houston, TX 77007	None Towards support for general operations.	Public Charity	\$10,000.00
Glenwood Cemetery Historic Preservation Foundation 2525 Washington Avenue Houston, Texas 77007	None Towards support of erosion control in the "Stream Garden" section of the cemetery	Public Charity	\$15,000.00
1894 Inc 2020 Postoffice Street Galveston, TX 77550	None Towards support of the 2011-2012 performing arts season	Public Charity	\$10,000.00
Greater Houston Hispanic Chamber of Commerce Foundation 1801 Main Street, Suite 890 Houston, TX 77002	None Towards support of the Speaker Series.	Public Charity	\$1,500.00

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Griffin School, Inc. 5001 Evans Avenue Austin, TX 78751	None Towards support of general operations.	Public Charity	\$25,000.00
Hadassah, The Women's Zionist Organization of America, Inc. 50 West 58 Street New York, NY 10019	None Towards support of the Albert and Ethel Herzstein Heritage Center within the new Sarah Westman Davidson Tower at the Hadassah Medical Center at Ein Kerem in Jerusalem, Israel.	Public Charity	\$500,000.00
HelpingaHero.org 5910 Rose Street Houston, TX 77007	None Towards support of the 2012 Helping a Hero Gala on October 24, 2012	Public Charity	\$10,000.00
HelpingaHero.org 5910 Rose Street Houston, TX 77007	None Towards support for general operations	Public Charity	\$5,000.00
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002-4999	None Towards support of the "Saving the American Dream" campaign.	Public Charity	\$25,000.00
Heroes for Children 9039 Katy Freeway, Suite 212 Houston, TX 77024	None Towards support of the 2012 financial and social assistance program.	Public Charity	\$5,000.00
HITS Theatre 311 West 18th Street Houston, TX 77008-3903	None Towards support of general operations.	Public Charity	\$2,500.00
Holocaust Museum Houston Morgan Family Center 5401 Caroline Street Houston, TX 77004-6804	None Towards the sponsorship of the Curriculum Trunk program.	Public Charity	\$35,000.00
Holy Name Retreat Center 430 Bunker Hill Road Houston, TX 77024-6399	None Towards support of the Twelve Step Programs at Holy Name	Public Charity	\$2,500.00

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Homeaid America Inc 9511 West Sam Houston Parkway N Houston, TX 77064	None Towards support of the remodeling program, HomeAid Care	Public Charity	\$7,500.00
Hope Foundation for Retarded Children 15403 Hope Village Road Friendswood, TX 77546	None Towards support of Phase I of the capital campaign expansion project	Public Charity	\$10,000.00
Houston's Amazing Place Inc. 3735 Drexel Houston, TX 77027	None Towards general operating support.	Public Charity	\$7,500.00
Houston Aphasia Recovery Center 3701 Briarpark Drive, Suite 310 Houston, TX 77042	None Towards support of general operations	Public Charity	\$25,000.00
Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024-7708	None Towards support of general operating.	Public Charity	\$10,000.00
Houston Area Parkinson Society 2700 SW Fwy Ste 296 Houston, TX 77098	None Towards support of general operating.	Public Charity	\$10,000.00
Houston Ballet Foundation P.O. Box 3645 Houston, TX 77253-3645	None Towards support of the education and community outreach programs for 2012-2013 performance season.	Public Charity	\$10,000.00
Houston Center for Literacy 2401 Portsmouth #230 Houston, TX 77098	None Towards support for general operations.	Public Charity	\$5,000.00
Houston Community College System Foundation 3100 Main, Suite 12B12, MC 1148 Houston, TX 77002-9312	None Toward continued support of the Albert and Ethel Herzstein Charitable Foundation Opportunity 14 Endowed Scholarship.	Public Charity	\$90,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Houston Community Health Centers 402 Hahlo Street Houston, TX 77020	None Towards support of general operations.	Public Charity	\$5,000.00
Houston Compass, Inc. 1117 Texas Avenue Houston, TX 77002	None Towards support for clients to obtain identification and transportation necessary for employment.	Public Charity	\$2,500.00
Houston Congregation for Reform Judaism The Aron Companies 109 N Post Oak Lane Ste 500 Houston, TX 77024	None Towards support of the capital campaign expansion	Public Charity	\$5,000.00
Houston Eye Associates Foundation 2855 Gramercy Street Houston, TX 77025	None Towards support of the eye surgeries, medications and ancillary services for individuals with hardships	Public Charity	\$10,000.00
Houston Friends of Chamber Music, Inc. Rice University MS 532 P.O. Box 1892 Houston, TX 77251-1892	None Towards sponsorship of Pavel Haas Quartet on November 8, 2012.	Public Charity	\$5,000.00
Houston Grand Opera Association, Inc. 510 Preston Street Houston, TX 77002-1504	None Towards support for the 2012-2013 performance season.	Public Charity	\$7,500.00
Houston Hillel, Inc. Ida & William Zinn Building 1700 Bissonnet Houston, TX 77005	None Towards funds to sponsor the Graduate School Ethics Seminar	Public Charity	\$10,000.00
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030-4123	None Towards support of the capital campaign to build out the third floor	Public Charity	\$5,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030-4123	None Towards support of the refurbishment to the administrative hub of their facility.	Public Charity	\$5,000.00
Houston Humane Society P O. Box 450528 Houston, TX 77245-0528	None Towards general operating support.	Public Charity	\$2,500.00
Houston Junior Woman's Club Charitable Fund P.O. Box 19684 Houston, TX 77224-9684	None Towards support of their Holiday Happening which raises funds for non- profit children's organizations.	Public Charity	\$1,500.00
Houston Metropolitan Dance Center P.O. Box 19684 Houston, TX 77098	None Towards support of building a new studio at 2802 Caroline.	Public Charity	\$2,500.00
Houston Museum of Natural Science One Hermann Circle Drive Houston, TX 77030-1799	None Towards support of the capital campaign.	Public Charity	\$400,000.00
Houston Parks Board 300 North Post Oak Lane Houston, TX 77024	None Towards support of general operations.	Public Charity	\$5,000.00
Gulf Coast Chapter National Railway Historical Society Inc. Gulf Coast Chapter NRHS P.O. Box 457 Houston, TX 77001-0457	None Towards support of the capital campaign	Public Charity	\$10,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Houston Society for the Prevention of Cruelty to Animals 900 Portway Drive Houston, TX 77026	None Towards support of the expansion and improvement of the existing facilities.	Public Charity	\$5,000.00
Houston Symphony Society 615 Louisiana Street, Suite 102 Houston, TX 77002-2715	None Towards support of the 2011-2012 Annual Fund	Public Charity	\$15,000.00
Houston Tennis Association, Inc. 3535 Briarpark Drive, Suite 215 Houston, TX 77042	None Towards support of tournaments, clinics and leagues for children in the Houston community.	Public Charity	\$2,000.00
The Houston TSCPA Foundation 777 Post Oak Blvd Ste 500 Houston, TX 77056-3212	None Towards support of scholarships for the 2012-2013 academic year.	Public Charity	\$5,000.00
The Houston TSCPA Foundation 777 Post Oak Blvd Ste 500 Houston, TX 77056-3212	None Towards support for the Accounting Scholarship Endowment	Public Charity	\$50,000.00
Houston Youth Symphony & Ballet 2400 Augusta, Suite 235 Houston, TX 77057	None Towards support of the 2012-2013 performance season.	Public Charity	\$2,000.00
Humanities Texas 1410 Rio Grande Street Austin, TX 78701	None Towards support of a series of teacher enrichment programs in Houston in 2012 and 2013.	Public Charity	\$5,000.00
Huntington's Disease Society/Houston P.O. Box 270261 Flower Mound, TX 75027	None Towards support of the general operations of activities in the Houston area.	Public Charity	\$5,000.00
Incarnate Word Academy 609 Crawford Street Houston, TX 77002-3668	None Towards support of the Spirit of the World Annual Fund	Public Charity	\$7,000.00

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Inprint, Inc. 1520 West Main Houston, TX 77006	None Towards support of general operations.	Public Charity	\$5,000.00
Interfaith CarePartners, Inc. 701 N. Post Oak Road, Suite 330 Houston, TX 77024	None Towards support of the care giving programs in 2012	Public Charity	\$10,000.00
Interfaith Caring Ministries 151 Park Avenue League City, TX 77573	None Towards support of the ongoing rent and utilities program.	Public Charity	\$5,000.00
Interfaith Ministries for Greater Houston 3217 Montrose Boulevard Houston, TX 77006-3980	None Towards support of the capital campaign	Public Charity	\$100,000.00
Interfaith Ministries for Greater Houston 3217 Montrose Boulevard Houston, TX 77006-3980	None Towards the support of the Meals on Wheels program by providing maintenance and fuel for the delivery truck.	Public Charity	\$10,000.00
James Dick Foundation for the Performing Arts Drawer 89 Round Top, TX 77096	None Towards support to complete the funding of the Artist Residence III.	Public Charity	\$200,000.00
James Dick Foundation for the Performing Arts Drawer 89 Round Top, TX 77096	None Towards general operations.	Public Charity	\$10,000.00
Jazz Education, Inc. P.O. Box 8031 Houston, TX 77288	None Towards support of the HEB Tournament of Champions 41st Summer Jazz Workshop	Public Charity	\$3,500.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Jewish Children's Regional Service P.O. Box 7368 Metairie, LA 70010-7368	None Towards assistance for low-income dependent and handicapped Jewish youth from Houston.	Public Charity	\$5,000.00
Torch Torah Outreach Resource Center of Houston 10101 Fondren Road, Suite 515 Houston, TX 77096	None Towards support of a program for physicians and business professionals that challenges them to address complex ethical cases	Public Charity	\$5,000.00
Joy Development School One Chelsea Boulevard Houston, TX 77006	None Towards support of the capital campaign to help construct a permanent campus.	Public Charity	\$25,000.00
Juvenile Diabetes Research Foundation International 2425 Fountainview, Suite 280 Houston, TX 77057	None Towards general operating support	Public Charity	\$5,000.00
Katy Prairie Conservancy 3015 Richmond Avenue, Suite 230 Houston, TX 77098-3114	None Towards support of general operations.	Public Charity	\$5,000.00
Kick Drugs out of America Foundation 3800 N. Shepherd Dr. Suite B Houston, TX 77018-6411	None Towards support of Houston area programs	Public Charity	\$5,000.00
King's Academy Christian School 604 West Fourth St. Tyler, TX 75701	None Towards support of a full-time athletic director and the purchase of a van.	Public Charity	\$10,000.00
KIPP, Inc 10711 Kipp Way Houston, TX 77099	None Towards support of the 2012-2013 operations	Public Charity	\$10,000.00

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Recipient Name & Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
The Lazarus House -Center for Wellness 4106 Austin Houston, TX 77004	None Towards support of the wellness program for those who face chronic illness.	Public Charity	\$2,500.00
The Learning Planet, Inc. 7807 Prestwood Drive Houston, TX 77036	None Towards the support of the 11th season production of "Rima Fuego and the Children".	Public Charity	\$5,000.00
Leukemia & Lymphoma Society 5005 Mitchelldale, Suite 115 Houston, TX 77092	None Towards support of the Patient Services Program	Public Charity	\$2,500.00
Local Infant Formula for Emergencies Inc. 2002 S. Wayside, Ste. 113 Houston, TX 77023	None Towards funds to support the purchase of cans of infant formula	Public Charity	\$3,000.00
Literacy Advance of Houston, Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	None Towards support of general operations	Public Charity	\$10,000.00
Literacy Volunteers of Fort Bend County, Inc 12530 Emily Court Sugar Land, TX 77478	None Towards support of a matching grant to upgrade programming for GED students.	Public Charity	\$5,000.00
Lone Star Flight Museum P.O. Box 3099 Galveston, TX 77552-0099	None Towards support of the capital campaign.	Public Charity	\$50,000.00
Make-A-Wish Foundation of the Texas Gulf Coast and Louisiana Inc 1604 Bissonnet Houston, TX 77005	None Towards support of wishes of children with life threatening medical conditions to enrich human experience with hope, strength and joy.	Public Charity	\$6,000.00

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Masquerade Theatre 3558 East T. C. Jester Blvd. Houston, TX 77018	None Towards support of the Masquerade Tribble School of Professional Musical Theatre.	Public Charity	\$5,000.00
Matching Donors 766 Turnpike Street Canton, MA 02021	None Towards support of patients fees to register for the donor base for patients looking for living altruistic organ donors.	Public Charity	\$5,000.00
Memorial Park Conservancy P O. Box 131024 Houston, TX 77219	None Towards support of the Forestry Program and to replant trees within Memorial Park.	Public Charity	\$20,000.00
Mental Health America of Greater Houston, Inc 2211 Norfolk, Suite 810 Houston, TX 77098	None Towards support of mental health education, outreach and advocacy programs.	Public Charity	\$2,000.00
The Mercury Baroque Ensemble 3601 South Sandman, Suite 220 Houston, TX 77098	None Towards support of the 2011-2012 concert season and outreach programs.	Public Charity	\$10,000.00
Miller Theatre Advisory Board, Inc. P.O. Box 66267 Houston, TX 77266-6267	None Towards support of capital improvements.	Public Charity	\$10,000.00
Mission of Yaweh, Inc. 10247 Algiers Houston, TX 77041	None Towards support of general operations	Public Charity	\$5,000.00
The Monarch School, Inc 2815 Rosefield Dr Houston, TX 77080	None Towards support of the scholarship fund.	Public Charity	\$10,000.00

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Montefiore Cemetery Association, Inc P.O. Box 2727 Las Vegas, NM 87701	None Towards general operating support.	Public Charity	\$2,500.00
Museum of New Mexico Foundation P.O. Box 2065 Santa Fe, NM 87504	None Towards support of Cowboys Real and Imagined, an original exhibition in the Herzstein Gallery from February 22, 2013 through March 16, 2014.	Public Charity	\$10,000.00
Musiqua 1119 Waugh Dr Apt 1 Houston, TX 77019-3915	None Towards support of the Musiqua's Education Programming	Public Charity	\$3,000.00
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	None Towards support of general operations.	Public Charity	\$5,000.00
National World War II Museum 945 Magazine Street New Orleans, LA 70130-3813	None Towards support of the Learning Initiative Virtual Field Trips and Webinars.	Public Charity	\$25,000.00
Nature Conservancy Inc 1800 Augusta Ste 240 Houston, TX 77057-3131	None Towards support of the land acquisition and stewardship needed to get the Nash Prairie Preserve up and running	Public Charity	\$10,000.00
The Nature Discovery Center, Inc. 7112 Newcastle Bellaire, TX 77401-5225	None Towards support of the enhancement of early childhood education focusing on nature education, critical thinking and problem solving through the "Herzstein Science on the Go" program	Public Charity	\$15,000.00
Nehemiah Center Inc. 5015 Fannin Street Houston, TX 77004	None Towards support of the Pre-Kindergarten program	Public Charity	\$5,000.00

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Offshore Rig Museum Inc. 200 N. Dairy Ashford Road., Suite 4119 Houston, TX 77079	None Towards partial support of the Project E(3) Expanding Energy Education teacher workshops help on board the Ocean Star.	Public Charity	\$5,000.00
Open Door Mission Foundation P.O. Box 9356 Houston, TX 77261	None Towards support of general operations.	Public Charity	\$10,000.00
Opera in the Heights P.O. Box 7887 Houston, TX 77270	None Towards support of the Director of Artistic Administration	Public Charity	\$15,000.00
Pacific Historic Parks 1 Arizona Memorial Place Honolulu, HI 96818	None Towards support of the repairs to the USS Arizona.	Public Charity	\$15,000.00
Pacific Legal Foundation 930 G Street Sacramento, CA 95814	None Towards support for the Individual Liberties and Free Enterprise Programs.	Public Charity	\$5,000.00
Palmer Drug Abuse Program-Houston, Inc. Threc Memorial City Plaza 840 Gessner, Suite 1300 Houston, TX 77024	None Towards support of general operations.	Public Charity	\$3,000.00
Parish School 11001 Hammerly Houston, TX 77043	None Towards support of a perpetual early childhood development calendar.	Public Charity	\$5,000.00
Pathways for Little Feet 8 Greenway Plaza, Suite 1000 Houston, TX 77046	None Towards support of financial assistance to families seeking to adopt children	Public Charity	\$10,000.00
The Periwinkle Foundation 3000 Richmond Avenue, Suite 340 Houston, TX 77098	None Towards support of general operations.	Public Charity	\$5,000.00

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Philanthropy Roundtable 1730 M St. NW. Suite 601 Washington, DC 20036	None Towards support of general operations.	Public Charity	\$5,000.00
Pope John XXIII High School 1800 West Grand Parkway Katy, TX 77449	None Towards support of tuition assistance.	Public Charity	\$5,000.00
Prison Entrepreneurship Program P.O. Box 926274 Houston, TX 77292-6274	None Towards support of the Reintegration Support System	Public Charity	\$15,000.00
Pro-Vision Ministries, Inc. 4590 Wilmington Houston, TX 77051	None Towards support for general operations.	Public Charity	\$5,000.00
The Brenda and John H Duncan Rise School of Houston 5618 H. Mark Crosswell Jr. Street Houston, TX 77021-1079	None Towards support of general operations	Public Charity	\$2,500.00
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	None Towards support of the commissioning of new music.	Public Charity	\$10,000.00
Rosenberg Library 2310 Sealy Galveston, TX 77550-2296	None Towards support of the construction and shipping of Frank System costume cases	Public Charity	\$5,000.00
Service of the Emergency Aid Resource Center for the Homeless 2505 Fannin Houston, TX 77002	None Towards support of repairs to the facility	Public Charity	\$15,000.00
St. Agnes Academy 9000 Bellaire Boulevard Houston, TX 77036	None Towards support of tuition assistance for a KIPP Academy student.	Public Charity	\$14,550.00

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Saint Catherine's Montessori 9821 Timberside Houston, TX 77025	None Towards support of the Primary Outdoor Learning Environment project.	Public Charity	\$14,000.00
Salvation Army Houston Area Command 1500 Austin Houston, TX 77002	None Towards support of the construction of a Community Center	Public Charity	\$10,000.00
San Jacinto College Foundation 4624 Fairmont Parkway, Suite 208 Pasadena, TX 77504	None Towards the support of scholarships for the RN program.	Public Charity	\$5,000.00
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098-4508	None Towards support of the programs for at-risk girls during the 2011-2012 year.	Public Charity	\$5,000.00
San Jacinto Museum of History Association One Monument Circle La Porte, TX 77571-9585	None Towards support for software and hardware conversion of the museum's show Texas Forever!	Public Charity	\$24,000.00
Santa Maria Hostel, Inc. 2605 Parker Road Houston, TX 77093	None Towards support of the purchase of a 15-passenger van.	Public Charity	\$5,000.00
Second Mile Mission 504 FM 1092, Suite 1 Stafford, TX 77477	None Towards funds to support the Health Clinic	Public Charity	\$10,000.00
Seven Acres Jewish Senior Care Services 6200 North Braeswood Blvd. Houston, TX 77074-7599	None Towards support of general operations	Public Charity	\$15,000.00
The Shumla School, Inc P.O. Box 627 Comstock, TX 78837	None Towards support a series of programs in partnership with the HMNS.	Public Charity	\$5,000.00

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Society of St. Vincent De Paul Archdiocese of Galveston-Houston 2403 Holcombe Blvd Houston, TX 77021-2098	Towards support of the remodeling of the recently purchased facility	Public Charity	\$10,000.00
Southwestern Diabetic Foundation, Inc. P.O. Box 918 Gainsville, TX 76241	None Towards support of the Campership program.	Public Charity	\$3,000.00
SPARK P.O. Box 1562 Houston, TX 77251	None Towards support of park construction at a Houston-Harris County School.	Public Charity	\$5,000.00
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	None Towards support of the post adoption services in the Greater Houston area	Public Charity	\$5,000.00
Spay-Neuter Assistance Program, Inc. P.O. Box 70286 Houston, TX 77270	None Towards support of the Houston Mobile Clinic.	Public Charity	\$5,000.00
Special Olympics Texas Inc 10700 Northwest Freeway, Suite 101 Houston, TX 77092	None Towards support of general operations	Public Charity	\$7,500.00
Special Pals Incorporated 3830 Greenhouse Road Houston, TX 77084	None Towards support of minor repairs, public education and media outreach, operational expenses and veterinary medical care.	Public Charity	\$5,000.00
SpiritHorse Therapeutic Riding Center 50 PR 138 Liberty, TX 77575	None Towards support of general operations and expansions.	Public Charity	\$5,000.00

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Spring Branch Baseball Program Inc. P.O. Box 550549 Houston, TX 77255-0549	None Towards support for the educational programs and to support non- administrative costs of delivering the program to children in Spring Branch	Public Charity	\$10,000.00
St Dominic Village 2401 E. Holcombe Blvd Houston, TX 77021	None Towards the purchase of a commercial- grade, reach-in refrigerator and steam table.	Public Charity	\$7,000.00
St. Pius X High School 811 W Donovan Houston, TX 77091-5699	None Towards support of the capital campaign to expand and renovate the campus.	Public Charity	\$25,000.00
Stages Inc. 3201 Allen Parkway, Suite 101 Houston, TX 77019-1897	None Towards support of the education and outreach programs in 2011-12 season.	Public Charity	\$5,000.00
Strake Jesuit College Preparatory 8900 Bellaire Blvd. Houston, TX 77036-4699	(Named Endowment) Towards support of the Albert and Ethel Herzstein Charitable Foundation Endowed Scholarship (in honor of Emil Nakfour).	Public Charity	\$10,000.00
Taping for the Blind dba. Sight Into Sound 3935 Essex Lane Houston, TX 77027	None Towards support of general operations	Public Charity	\$5,000.00
Teach for America Inc 4669 Southwest Fwy, Suite 600 Houston, TX 77027	None Towards support of the Houston corps members.	Public Charity	\$50,000.00
Texas A&M Health Science Center Foundation 110 Joe H Reynolds Medical Building College Stations, TX 77843-1114	None Towards the support of scholarships	Government Entity	\$10,000.00

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Texas Capitol Vietnam Monument 1111 Congress Avenue, Suite 500 Austin, TX 78701	None Towards support of the Texas Capitol Vietnam Veterans Monument.	Public Charity	\$5,000.00
Center for the Missing 3311 Richmond Avenue, Suite 315 P.O. Box 420148 Houston, TX 77098	None Towards support for the Child Safety Education for the Digital Age Expansion Project.	Public Charity	\$1,000.00
Hillel: The Foundation for Jewish Campus Life 2105 San Antonio Street Austin, TX 78705-5521	None Towards support of the Texas Renaissance Society.	Public Charity	\$10,000.00
Texas Medical Center Orchestra 6336 Wake Forest Houston, TX 77005	None Towards support of the 2012-2013 performance season.	Public Charity	\$7,500.00
Texas Public Policy Foundation 900 Congress Ave., Ste. 400 Austin, TX 78701	None Towards support of the Capital Freedom Fund, which will support the purchase and renovation of 916 Congress Avenue as a permanent home.	Public Charity	\$150,000.00
Texas State Aquarium 2710 North Shoreline Corpus Christi, TX 78402	None Towards support of general operations	Public Charity	\$5,000.00
Texas State History Museum Foundation PO Box 12456 Austin, TX 78711	None Towards support of the upcoming premiere of the La Belle Shipwreck Project in the Herzstein Hall of Special Exhibitions.	Public Charity	\$100,000.00
Theater Lab Houston 1706 Alamo Houston, TX 77007	None Towards support of their 19th season production expenses for three contemporary musicals	Public Charity	\$5,000.00

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Theatre Under the Stars, Inc. 800 Bagby, Suite 200 Houston, TX 77002	None Towards support for the Musicals for Young Audiences series.	Public Charity	\$5,000.00
Therapy Pet Pals of Texas, Inc. 3930 Bee Cave Road, Suite C Austin, TX 78746	None Towards support for general operations	Public Charity	\$5,000.00
Trees for Houston PO Box 270477 Houston, TX 77277	None Towards support of the 2011-2012 planting season.	Public Charity	\$7,500.00
Turning Point Center 1701 Jacqueline Houston, TX 77055	None towards support of the purchase a walk- in refrigerator/freezer.	Public Charity	\$25,000.00
Union County Historical Society P.O. Box 75 Clayton, NM 88415	None Towards support of the Executive Director's salary and the engagement of a certified public accountant to perform accounting and tax services	Public Charity	\$35,000.00
Union County Historical Society P.O. Box 75 Clayton, NM 88415	None In memory of Barbara Monroe, past Board Member of the Herzstein Memorial Museum.	Public Charity	\$10,000.00
United Negro College Fund, Inc 723 Main Street Ste 1010 Houston, TX 77002	None Towards support of the Campaign For Emergency Student Aid Student Aid	Public Charity	\$10,000.00
United States Naval Academy Foundation 291 Wood Road Beach Hall Annapolis, MD 21402-1254	None Towards support of the Center for Middle East and Islamic Studies.	Public Charity	\$5,000.00

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University of Houston One Main Street, Suite 990-S Houston, TX 77002-1001	None Towards support of the Albert and Ethel Herzstein Tier One Scholarship.	Government Entity	\$85,000.00
University of Houston-Downtown One Main Street, Suite 990-S Houston, TX 77002-1001	None Towards support of scholarships for transfer students.	Government Entity	\$10,000.00
University of Mary Hardin-Baylor Box 8001: 900 College Street Belton, TX 76513	None Toward support of the construction of the Isabelle Rutherford Meyer Nursing Education Center.	Government Entity	\$15,000.00
University of Oklahoma Foundation Inc 555 Elm Avenue Norman, OK 73019-3003	None Towards support of the museum's educations endowment	Government Entity	\$20,000.00
University of Texas Houston Health Science Center 6901 Bertner Avenue, Suite 869 Houston, TX 77030	None Towards the support of the Consortium on Aging's Geriatric Studies for Junior Faculty Program.	Government Entity	\$20,000.00
Urban Harvest, Inc 2311 Canal St, Suite 122 Houston, TX 77003	None Towards support the fruit, vegetable and habitat gardens to improve quality of life in the Greater Houston area.	Public Charity	\$5,000.00
Virtuosi of Houston 2121 Kirby Drive #117 Houston, TX 77019-6035	None Towards support of the Small Ensemble Summer Workshop and general operating.	Public Charity	\$25,000.00
Volunteer Interfaith Caregivers-Southwest 5001 Bellaire Blvd Bellaire, TX 77401	None Towards support of general operating for direct services	Public Charity	\$2,500.00

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What About Remembering Me Center 803 Lipscomb Street Ft. Worth, TX 76104-3121	None Towards support of the Sons and Daughters Grief Support Group	Public Charity	\$5,000.00
Wellsprings Village, Inc Post Office Box 311017 Houston, TX 77231	None Towards assistance with Supportive services.	Public Charity	\$10,000.00
West Houston Assistance Ministries 10501 Meadowglen Lane Houston, TX 77042	None Towards support of the back-to-school supplies for needy children.	Public Charity	\$3,000.00
Texas Education Works 1511 Butlercrest Street Houston, TX 77080	Towards support of general operations	Public Charity	\$5,000.00
Westside Homeless Partnership P.O. Box 55607 Houston, TX 77255-5607	None Towards support of the Hand-Up Housing self-sufficiency program for homeless families with children in Spring Branch ISD	Public Charity	\$2,500.00
Westview School 1900 Kersten Drive Houston, TX 77043-3125	None Towards support of a partial student scholarship and/or financial aid.	Public Charity	\$5,000.00
William Marsh Rice University 6100 Main Street Houston, TX 77005-1892	None Towards support of scholarships at The Shepherd School of Music and to support the international efforts of the Rice Chapter of "Engineers Without Borders"	Public Charity	\$20,000.00
Women's Home 607 Westheimer Houston, TX 77006-3915	None Towards support of general operations		\$10,000.00

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Women's Resource of Greater Houston 730 N. Post Oak Rd., Ste 204 Houston, TX 77024	None Towards support of the free financial education class	Public Charity	\$5,000.00
Woodlands Center for the Performing Arts 2005 Lake Robbins Drive Woodlands, TX 77380	None Towards support of the Annual Children's Festival	Public Charity	\$3,000.00
The Woods Project 6 Sleepy Oaks Houston, TX 77024	None Towards support of general operations.	Public Charity	\$30,000.00
The Workfaith Connection 10120 NW Frwy Ste 200 Houston, TX 77092	None Towards support of the expansion of their employment program.	Public Charity	\$15,000.00
Workshop Houston P.O. Box 88365 Houston, TX 77288	None Towards support of the youth development programs.	Public Charity	\$10,000.00
World Affairs Council of Houston Post Office Box 920905 Houston, TX 77292-0905	None Towards support of the international educational programs for Houston area schools and colleges	Public Charity	\$7,500.00
Wreaths Across America 4582 Kingwood Drive #247 Kingwood, TX 77345	None Towards support of BSA Troop 993 in purchasing wreaths for fallen soldiers	Public Charity	\$2,500.00
Young Audiences Inc of Houston 4550 Post Oak Place, Suite 230 Houston, TX 77027	None Towards support of the 2011-2012 Young Audiences Programs and Services	Public Charity	\$2,500.00

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Zina Garrison All Court Tennis Academy 12335 Kingsride 106 Houston, TX 77024-4116	None Towards support of general operations	Public Charity	\$1,000.00
Grand Total			<u><u>\$4,046,550.00</u></u>