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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization THE MARY KAY FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 16251 DALLAS PARKWAY

Room/Suite

City, town or post office, state and ZIP code Addison TX 75001

D Employer identification number 75-2653742

E Telephone number 972-687-6300

G Gross receipts $ 4793614.

F Name and address of principal officer MICHAEL LUNCEFORD
16251 DALLAS P ADDISON TX 75001

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? If "No", attach a list (see instructions) ☐ Yes ☐ No

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c)( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1996

M State of legal domicile TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities

PROVIDE SUPPORT FOR IRC SEC 501c3 ORGANIZATIONS INVOLVED IN EDUCATION, MEDICAL RESEARCH, CANCER RESEARCH, WOMENS HEALTH ISSUES, OR RAISING AWARENESS OF THE EPIDEMIC PROBLEM OF VIOLENCE AGAINST WOMEN

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	
	6 Total number of volunteers (estimate if necessary)	6	237
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)		4378996.
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		414618.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		4793614.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		4994000.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses, (Part IX, column (D), line 25) ▶ 46574.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		124924.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		5118924.
	19 Revenue less expenses Subtract line 18 from line 12		-325310.

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	14990850.	14515537.
	21 Total liabilities (Part X, line 26)	1250003.	1100000.
	22 Net assets or fund balances Subtract line 21 from line 20	13740847.	13415537.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer Michael Lunceford, President

Type or print name and title

Date 5 November 2013

Paid Preparer Use Only

Print /Type preparer's name MARK S RATLIFF CPA	Preparer's signature Mark S Ratliff CPA	Date 11/4/13	Check ☒ if self-employed	PTIN P01221740
Firm's name ▶ MARK S RATLIFF CPA			Firm's EIN ▶ 75-2494656	
Firm's address ▶ 5646 MILTON STE 600 DALLAS TX 75206			Phone no	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2012)

BCA US990$$1

9 18

18

SCANNED NOV 26 2013

RECEIVED NOV 15 2013 IRS-OSC 1001 OGDEN, UT

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

PROVIDE SUPPORT FOR IRC SEC 501c3 ORGANIZATIONS INVOLVED IN EDUCATION, MEDICAL RESEARCH, CANCER RESEARCH, WOMENS HEALTH ISSUES, OR RAISING AWARENESS OF THE EPIDEMIC PROBLEM OF VIOLENCE AGAINST WOMEN

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

SEE ABOVE STATEMENT

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O)

(Expenses $ _____ including grants of $ _____)(Revenue $ _____)

4e **Total program service expenses ▶**

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	N/A	
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a		X
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, and XII	12a	X	
b	Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II and IV	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III and IV	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		X
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	N/A	

Part IV Checklist of Required Schedules (continued)

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III or IV, and Part V, line 1	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization rec'd a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Check if Schedule O contains a response to any question in this Part VI . [X]

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . .	1a 9		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent .	1b		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . .	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? .	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders? . . .	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . .	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body? .	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .	9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? If "No", go to line 13 . .	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy? . . .	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official . .	15a		
b	Other officers or key employees of the organization	15b		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . .	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ TX PA WV FL

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

[ ] Own website [X] Another's website [X] Upon request [ ] Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶MICHAEL LUNCEF 16251 DALL ADDISON TX 75001 972-687-5734

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL LUNCE-FORD-PRES		X		X				0	0	0
(2) RYAN ROGERS VICE-PRES		X		X				0	0	0
(3) KRIS JOHNSON SEC/TREAS		X		X				0	0	0
(4) KAREN ROGERS VICE-PRES		X		X				0	0	0
(5) JENNIFER COOK DIRECTOR		X						0	0	0
(6)										
(7) PEGGY DAVIDSON DIRECTOR		X						0	0	0
(8) NANCY THOMASON DIRECTOR		X						0	0	0
(9) ANNE CREWS DIRECTOR		X						0	0	0
(10) Jessica Blair Director		X						0	0	0
(11)										
(12)										
(13)										
(14)										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total ▶								0	0	0
c Total from continuation sheets to Part VII, Section A ▶								0	0	0
d Total (add lines 1b and 1c) ▶								0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If "Yes," complete Schedule J for such individual	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	2780636.			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1598360.			
	g Noncash contributions included in lines 1a-1f	$				
	h **Total.** Add lines 1a-1f	▶	4378996.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f	▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	414618.			414618.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)	▶				
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events	▶				
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities	▶				
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory	▶				
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d	▶				
	12 **Total revenue** See instructions	▶	4793614.			414618.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and Organizations in the US See Part IV, line 21	4994000.	4994000.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	4503.		4503.	
c Accounting	14772.		14772.	
d Lobbying				
e Prof fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, col (A) amount, list line 11g expenses on Sch O)				
12 Advertising and promotion				
13 Office expenses	38510.		38510.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a FUNDING DEVELOPMENT	67139.		20565.	46574.
b				
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	5118924.	4994000.	78350.	46574.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	14953526.	1	6922635.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	37324.	3	29790.
	4	Accounts receivable, net		4	
	5	Loans & other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	22452.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D 10a			
	b	Less accumulated depreciation 10b		10c	
	11	Investments - publicly traded securities		11	7540660.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets** Add lines 1 through 15 (must equal line 34)	14990850.	16	14515537.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable	1250003.	18	1100000.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities** Add lines 17 through 25	1250003.	26	1100000.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	13740847.	27	13415537.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	13740847.	33	13415537.
	34	Total liabilities and net assets/fund balances	14990850.	34	14515537.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4793614.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5118924.
3	Revenue less expenses Subtract line 2 from line 1	3	-325310.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13740847.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13415537.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were complied or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selected process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	N/A	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	**Employer identification number**
THE MARY KAY FOUNDATION	75-2653742

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	2961572.	4029918.	31760441	4048474.	43789962	8595004.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	2961572.	4029918.	31760441	4048474.	43789962	8595004.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						25152364.
6 **Public support.** Subtract line 5 from line 4						3442640.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2961572.	4029918.	31760441	4048474.	43789962	8595004.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	463685.	338209.	401145.	678721.	414618.	2296378.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						30891382.
12 Gross receipts from related activities, etc (see instructions)					12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	11.14 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	0.00 %

16a **33 1/3% support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☒

b **10%-facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30,1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	0.00 %
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	0.00 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	0.00 %
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	0.00 %

19a **33 1/3 % support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3 % support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12 Also complete this part for any additional information (See instructions)

FACTS AND CIRCUMSTANCES TEST

THE MARY KAY FOUNDATION FOUNDED IN 1996 BY MARY KAY ASH HAS DONATED OVER $54,000,000 IN GRANTS FOR CANCER AFFECTING WOMEN AND ELIMINATING DOMESTIC VIOLENCE. THE FOUNDATION RECEIVES A SUBSTANTIAL AMOUNT OF ITS SUPPORT FROM CONTRIBUTIONS FROM THE GENERAL PUBLIC. OVER THE COURSE OF ITS EXISTENCE, MEMBERS OF THE GENERAL PUBLIC HAVE DONATED ON THE AVERAGE OF NO LESS THAN 25% OF ITS FUNDS. THE FOUNDATION ALSO REGULARLY ATTRACTS NEW AND ADDITIONAL SUPPORT FROM THE GENERAL PUBLIC. IN 2012, OVER 21,355 PERSONS CONTRIBUTED AN AVERAGE OF $171 DOLLARS TOWARDS THE FOUNDATIONS'S TWIN GOALS. THIS LARGE DONOR BASE IS POSSIBLE THROUGH THE ABILITY OF THE FOUNDATION TO REACH THE MORE THAN 600,000 INDEPENDENT BEAUTY CONSULTANTS WHO SELL MARY KAY PRODUCTS AND THEIR FAMILIES. THE FOUNDATION HAS A STRONG HISTORY OF SUPPORTING EXCELLENT ORGANIZATIONS THAT FURTHER THE GOALS OF ELIMINATING CANCERS AFFECTING WOMEN AND ENDING DOMESTIC VIOLENCE. THE FOUNDATION AWARDS GRANTS TO QUALIFIED MEDICAL SCHOOLS IN THE UNITED STATES, SHELTERS FOR VICTIMS OF DOMESTIC VIOLENCE AND CANCER CARE FOR ITS TOUCHING HEARTS PROGRAM. THE FOUNDATION MADE GRANTS TO CANCER CARE ($400,000), YWCA WOMEN'S HEALTH ($25,000), CANCER SUPPORT CENTER OF NORTH TEXAS ($25,000), BAYLOR HEALTH CARE ($10,000), THE CONFERENCE ON CRIMES AGAINST WOMEN ($50,000). GRANTS TO MEDICAL SCHOOLS ARE IN THE AMOUNT OF $100,000. ALSO, THE FOUNDATION DONATES $20,000 TO 150 SHELTERS FOR VICTIMS OF DOMESTIC VIOLENCE IN EVERY STATE IN THE UNITED STATES, FOR A TOTAL CONTRIBUTION OF $3,000,000. THE CANCER GRANTS TOTALLED APPROXIMATELY $1,300,000. THESE 150 GRANTS ARE MADE FOLLOWING A CAREFUL VETTING OF THE SHELTERS THAT MUST SUBMIT A DETAILED APPLICATION TO THE FOUNDATION'S BOARD. THIS LARGE NUMBER OF APPLICATIONS (USUALLY

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12 Also complete this part for any additional information (See instructions)

NUMBERING OVER 200), IS REVIEWED BY A CONTINGENT OF VOLUNTEERS FROM THE GENERAL PUBLIC WHO SUPPORT THE FOUNDATION AND ITS CAUSES. OVER 40,000 WOMEN AND THEIR CHILDREN HAVE BENEFITED FROM THE SHELTER GRANTS. THE CANCER CARE PROGRAM AIDS MEN AND WOMEN SUFFERING FROM CANCER WHO DO NOT HAVE THE FUNDS NECESSARY TO PAY FOR CERTAIN EXPENSES ASSOCIATED WITH THE TREATMENT REGIMEN. SINCE INCEPTION, OVER 30,000 PEOPLE HAVE BEEN SUPPORTED BY THE TOUCHING HEARTS PROGRAM. IN 2012, OVER 3,500 WERE AIDED BY FUNDS CONTRIBUTED BY THE MARY KAY FOUNDATION TO THE PROGRAM. WHILE THE PERCENTAGE OF SUPPORT FRACTION HAS DECREASED SLIGHTLY IN 2012, THIS DECREASE IS THE RESULT OF A LARGE CONTRIBUTION TO THE MARY KAY FOUNDATION IN 2011 THAT AROSE OUT OF LITIGATION IN WHICH THE MARY KAY ASH CHARITABLE LEAD ANNUITY TRUST (MKCLAT) AND THE MARY KAY FOUNDATION WERE DEEMED TO BE NECESSARY PARTIES IN UNRELATED LITIGATION. THE SETTLEMENT AGREEMENT IN THAT LITIGATION RESULTED IN THE TERMINATION OF THE MKCLAT AND THE DISTRIBUTION TO THE MARY KAY FOUNDATION OF 7,168,947 IN FULL SATISFACTION OF THE REMAINING ANNUITY PAYMENTS AS PROVIDED FOR IN THE AGREEMENT CREATING THE MKACLAT. THIS FULL AND FINAL PAYMENT IS REFLECTED IN THE FINANCIALS OF THE MARY KAY FOUNDATION. THUS, RATHER THAN BEING SPREAD OVER THE REMAINING YEARS OF THE FINANCIAL OBLIGATION OF THE MKCLAT, IT WAS PAID IN A LUMP SUM.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Tax Yr.
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1 a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____
(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____
b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☒ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ 0.00 %
- b Permanent endowment ▶ 0.00 %
- c Temporarily restricted endowment ▶ 0.00 %

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

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶				

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

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

1 (a) Description of Liability	(b) Book value
(1) Federal Income Taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	5,197,667.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	404,053.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	404,053.
3	Subtract line 2e from line 1			3	4,793,614.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b			4c	
5	Total revenue Add lines 3 and 4c (This must equal Form 990, Part I, line 12)			5	4,793,614.

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

1	Total expenses and losses per audited financial statements			1	5,522,977.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	404,053.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	404,053.
3	Subtract line 2e from line 1			3	5,118,924.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b			4c	
5	Total expenses Add lines 3 and 4c (This must equal Form 990, Part I, line 18)			5	5,118,924.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)CONFERENCE ON CR 4411 L 75219 TX DA	20-2079535	501C3	50,000.		CASH		DOM VIOLEN
(2)MY SISTERS PLACE PO BOX 20017 DC WA	52-1263356	501C3	10,000.		CASH		DOM VIOLEN
(3)AYUDA 6925 B 20012 DC WA		501C3	10,000.		CASH		DOM VIOLEN
(4)RAINBOW SERVICES 453 W 90731 CA SA		501C3	20,000.		CASH		DOM VIOLEN
(5)CANCER CARE INC 275 7T 10001 NY NE	13-1825919	501C3	400,000.		CASH		CANCER RES
(6)SHELTER HOUSE PO BOX 32549 FL FO	59-2634092	501C3	20,000.		CASH		DOM VIOLEN
(7)YWCA MET DALLAS 4621 R 75204 TX DA	75-0800699	501C3	25,000.		CASH		DOM VIOLEN
(8)GILDAS CLUB N DA 2710 O 75219 TX DA	75-2633654	501C3	25,000.		CASH		CANCER RES
(9)JEWISH FAM SVC 5402 A 75248 TX DA		501C3	5,000.		CASH		DOM VIOLEN
(10)SHELTER FOR ABUS PO BOX 34101 FL NA	59-2752895	501C3	20,000.		CASH		DOM VIOLEN
(11)PADV 730 PI 30308 GA AT	58-1314556	501C3	20,000.		CASH		DOM VIOLEN
(12)SAFE HORIZON 2 LAFA 10007 NY NE		501C3	20,000.		CASH		DOM VIOLEN

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 178

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) HELP USA PO BOX 641 NEW YORK, NY 10037		501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) GILDA'S CLUB N TEXAS-2710 OAK LAWN, DALLAS, TX 75219	752633654	501 (c) (3)	2,500		CASH		DOM VIOLENCE
(3) WOMEN IN DISTRESS OF BROWARD PO BOX 50187, LIGHTHOUSE PT, FL	591592524	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) BAYLOR HC SYS FOUNDATION 3600 GASTON DALLAS TX 75246	751606705	501 (c) (3)	10,000		CASH		CANCER RES
(5) CITY OF HOPE-1055 WILSHIRE BLVD, LOS ANGELES CA 9017	953435919	501 (c) (3)	100,000		CASH		CANCER RES
(6) UT SOUTHWESTERN MED CTR--5323 HARRY HINES, DALLAS TX 75390	746000020	501 (c) (3)	100,000		CASH		CANCER RES
(7) YALE U--PO BOX 208047 NEW HAVEN, CT 08520		501 (c) (3)	100,000		CASH		CANCER RES
(8) BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA HOUSTON TX	741613878	501 (c) (3)	100,000		CASH		CANCER RES
(9) INDIANA U--980 INDIANA AVE INDIANAPOLIS, ID 46202	356001673	501 (c) (3)	100,000		CASH		CANCER RES
(10) UT HEALTH SCIENCE CTR-7703 FLOYD CURL DR SAN ANTONIO TX	741586031	501 (c) (3)	100,000		CASH		CANCER RES
(11) DANA FARBER CANCER INST--450 BROOKLINE AVE BOSTON MA 02115	042263040	501 (c) (3)	100,000		CASH		CANCER RES
(12) U OF KS MEDICAL CTR-PO BOX 928, LAWRENCE, KS 66044	480547734	501 (c) (3)	100,000		CASH		CANCER RES

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

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Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) COLUMBUS ALLIANCE FOR BATTERE PO BOX 4182, COLUMBUS, GA 31914	581399257	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) WAYCROSS AREA SHELTER FOR BAT PO BOX 1824, WAYCROSS, GA 31502	581530718	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) WAYNE CNTY PROTECTIVE AGENCY PO BOX 1153, JESUP, GA 31598	582198156	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) WELLSPRING LIVING TYRONE, GA 30290	582614182	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) CHILD AND FAMILY SVC-318 5TH ST., EWA BEACH, HI 96706	990073483	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) STANFORD U-301 RAVENSWOOD AVE MENLO PARK, CA 94025	941156365	501 (c) (3)	100,000		CASH		CANCER RES
(7) U OF IOWA-100 GILMORE TRAIL IOWA CITY, IA 52242	426004813	501 (c) (3)	100,000		CASH		CANCER RES
(8) BOARD OF REGENTS-U OF WI-21 N PARK ST, MADISON, WI 53715	396006492	501 (c) (3)	100,000		CASH		CANCER RES
(9) WASHINGTON U SCHOOL OF MED 660 S EUCLID AVE ST LOUIS, MO	430653611	501 (c) (3)	100,000		CASH		CANCER RES
(10) NIAD CENTER FOR HUMAN DEV PO BOX 656, MASON CITY, IA 50402	421080685	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) WAYPOINT SVCS FOR WOMEN ET AL CEDAR RAPIDS, IA 52401	420680307	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) FAMILY SVCS ALLIANCE SE IDAHO 1550 PLAINFIELD POCATELLO, ID	820200909	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

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Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TRUSTEES BOSTON U BUMC-85 E NEWTON, BOSTON, MA 02118	042103547	501 (c) (3)	100,000		CASH		CANCER RES
(2) CRISIS CTR FOR S SUBURBIA PO BOX 39, TINLEY PARK, IL 60477	363039964	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) GUARDIAN ANGEL COMM SVCS JOLIET, IL 60435	362170860	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) OASIS WOMEN'S CTR-610 S. THOMPSON ST ALTON, IL 62002	371017792	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) CTR FOR PREVENTION OF ABUSE PO BOX 3855, PEORIA, IL 61612	371037980	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) THE WOMEN'S CENTER, INC. CARBONDALE, IL 62901	235291802	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) THE FRIENDSHIP CTR-1430 SANDERS, HELENA, MT 59601		501 (c) (3)	1,500		CASH		DOM VIOLENCE
(8) CONF ON CRIMES AGAINST WOMEN 4411 LEMMON, DALLAS, TX 75219	202079535	501 (c) (3)	75,000		CASH		DOM VIOLENCE
(9) VIOLENCE PREV CTR SOUTHWESTER PO BOX 831, BELLEVILLE, IL 62222	371223450	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) ABUSED WOMEN'S AID IN CRISIS 100 W 13TH AVE, ANCHORAGE, AK	920061049	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) KING'S HOME-PO BOX 162 CHELSEA, AL 35043	630760276	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) MONTGOMERY AREA FAM VIOLENCE PO BOX 5160, MONTGOMERY, AL 36103	630756933	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

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Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book FMV appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SW ARKANSAS DOM VIOLENCE CR PO BOX 87 DEQUEEN AR 72832	412071049	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) ALICE'S PLACE INC-PO BOX 2904 WINSLOW, AZ 86047	861003669	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) CHRYSALIS SHELTER FOR VICTIMS 4508 MISSION BAY DR, PHOENIX AZ	860447620	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) KINGDOM AID TO ABUSED PEOPLE KINGMAN, AZ 86401	860601113	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) CENTER FOR COMMUNITY SOLU-TIONS, SAN DIEGO, CA92109	956379598	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) CENTRAL CA FAMILY CRISIS CTR PO BOX 2033 PORTERVILLE, CA 93258	942632969	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) COMMUNITY SOLUTIONS FOR CHILD PO BOX 546, MORGAN HILL, CA 95038	237351215	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) DOMESTIC VIOLENCE INTRV CTR CITRUS HEIGHTS, CA 95610	680457704	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) HUMAN OPTIONS-PO BOX 53745 IRVINE, CA 92619	953667817	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) HUMBOLDT DOM VIOL SERVICES PO BOX 969, EUREKA, CA 95502	942429700	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) LA CASA DE LAS MADRES-619 NEW YORK RANCH RD, SAN FRANCISCO, CA	942330864	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) LIVE VIOLENCE FREE-3840 WOODRUFF AVE, S LAKE TAHOE, CA	942598256	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

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Name of the organization
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Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) OPERATION CARE-1012 C STREET JACKSON, CA 95642	942797327	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) SU CASA-ENDING DOMESTIC VIOL LONG BEACH, CA 90808	953495175	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) YWCA OF SAN DIEGO COUNTY SAN DIEGO, CA 92101	951661119	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) YWCA SONOMA COUNTY-PO BOX 3506, SANTA ROSA, CA 95402	942347428	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) ADVOCATES VICTIM ASSISTANCE PO BOX 155, HOT SULPUR SPGS, CO	841044194	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) TESSA-16 JAY ST COLORADO SPRINGS, CO 80901	840746803	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) NETWORK AGAINST DOM ABUSE INC 1129 AIRPORT ROAD, ENFIELD, CT	222670688	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) WOMEN'S CTR OF SE CONNECTICUT NEW LONDON, CT 06320	060950718	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) PEOPLE'S PLACE II MILFORD, DE 19963	510113062	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) ANOTHER WAY INC-PO BOX 1028 LAKE CITY, FL 32056	593061078	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) HELP NOW OF OSCEOLA, INC PO BOX 420370, KISSIMMEE, FL	592283508	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) HOPE FAMILY SERVICES-PO BOX 1624, BRANDENTON, FL 34206	591970241	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MARTHA'S HOUSE INC--PO BOX 727, OKEECHOBEE, FL 34973	650094350	501(c)(3)	20,000		CASH		DOM VIOLENCE
(2) MIAMI RESCUE MISSION MIAMI, FL 33127	591743865	501(c)(3)	20,000		CASH		DOM VIOLENCE
(3) SEMINOLE COUNTY VICTIMS RIGHT PO BOX 471279, LAKE MONROE, FL	592934243	501(c)(3)	20,000		CASH		DOM VIOLENCE
(4) WINGS ROGRAM INC--PO BOX 95615, PALATINE, IL 60095	363456061	501(c)(3)	20,000		CASH		DOM VIOLENCE
(5) SAFE PASSAGE INC-PO BOX 235 BATESVILLE, IN 47006	322056072	501(c)(3)	20,000		CASH		DOM VIOLENCE
(6) STEPPING STONE SHELTER FOR WO PO BOX 1045, MICHIGAN CITY, IN 46	351801599	501(c)(3)	20,000		CASH		DOM VIOLENCE
(7) YWCA OF EVANSVILLE, IN INC EVANSVILLE, IN 47708	350869075	501(c)(3)	20,000		CASH		DOM VIOLENCE
(8) DOVES, INC-PO BOX 262 ARTCHISON, KS 66002	481068523	501(c)(3)	20,000		CASH		DOM VIOLENCE
(9) SAFEHOME, INC-PO BOX 4563 OVERLAND PARK, KS 66204	480917798	501(c)(3)	20,000		CASH		DOM VIOLENCE
(10) BETHANY HOUSE ABUSE SHELTER PO BOX 864, SOMERSET, KS 42502	611276558	501(c)(3)	20,000		CASH		DOM VIOLENCE
(11) THE CARING PLACE-PO BOX 945 LEBANON, KY 40033	611242828	501(c)(3)	20,000		CASH		DOM VIOLENCE
(12) PROJECT CELEBRATION/TAYLOR HOUSE, MANY, LA 71449	721144152	501(c)(3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

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Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

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(1) ST. BERNARD BATTERED WOMEN'S 140 PARK ST, CHALMETTE, LA 70043	581834566	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) DOVE, INC.-PO BOX 690267 QUINCY, MA 02269	042667808	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) NEW HOPE, INC-5457 TWIN KNOLLS ROAD, ATTLEBORO, MA 02703	042681340	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) SAFE PASSAGE, INC.--3601 TAYLOR ST, NORTHAMPTON, MA 01060	042690131	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) DOM VIOLENCE CTR-HOWARD CNTY COLUMBIA, MD 21045	521115111	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) FAMILY CRISIS CTR-PRINCE GEOR BRENTWOOD, MD 20722	521244526	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) HEARTLY HOUSE, INC-PO BOX 857, FREDERICK, MD 21705	521186250	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) LIFE CRISIS CTR, INC--PO BOX 387, SALISBURY, MD 21801	521147731	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) FAMILY CRISIS SVCS-PO X 74 ORTLAND, ME 04101	010352636	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) DOMESTIC VIOLENCE ESCAPE-PO BOX 366, IRONWOOD, MI 49938	382488437	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) GREEN GABLES HAVEN COMM SHLTR PO BOX 388, HASTINGS, MI 49058	383643202	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) HUMAN DEV COMMISSION CAROM, MI 48723	391792679	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

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1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) WOMEN'S RESOURCE CTR FOR GRAN TRAVERSE CITY MI 49684	382164580	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) YWCA METROPOLITAN DETROIT-PO BOX 21904, DETROIT, MI 48221	381360596	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) ALEXANDRA HOUSE, INC-PO BOX 490039, BLAINE, MN 55449	411309977	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) CENTRAL MN TASK FORCE BATTERE PO BOX 367, ST. CLOUD, MN 56302	411344743	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) HOPE COALITION RED WING, MN	411720180	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) AVENUES INC--PO BOX 284 HANNIBAL, MO 64063	431383926	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) HOPE HOUSE, INC-PO BOX 577 LEE'S SUMMIT, MO 64063	431265685	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) PHELPS CNTY FAMILY CRISIS SV PO BOX 2259, ROLLA, MO 65402	431641112	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) THE WOMEN'S CTR-PO BOX 51 ST. CHARLES, MO 63302	431150435	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) ANGEL WINGS OUTREACH CTR PO BOX 787 MENDENHALL, MS 39114	311504000	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) GULF COAST WOMEN'S CTR FOR N PO BOX 1263, PASCAGOULA, MS 39568	640634613	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) SAFE SPACE INC-PO BOX 594 BUTTE, MT 59703	810394077	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
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Employer identification number
75-2653742

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(1) FRIEND TO FRIEND-PO BOX 1508 CARTHAGE, NC	581779218	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) SHELTER AVAILABLE FOR FAMILY PO BOX 2013, BREVARD, NC 28712	581640904	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) SHELTERED AID TO FAMILIES PO BOX 445, WILKESBORO, NC 28967	561269568	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) THE GREATER MOUNT AIRY MINIST 3300 N 60TH ST, MOUNT AIRY, NC	943420831	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) COMMUNITY VIOLENCE INTERVENT 11 SCHOOL ST, GRAND FORKS, ND	450359167	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) CATHOLIC CHARITIES ARCHDIOCES 986 S BROAD ST, OMAHA, NE 68104	470376612	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) TURNING POINTS NETWORK--405 STATE ST, CLAREMONT, NH 03743	020350899	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) NJ ASSC ON CORRECTION--1530 BRUNSWICK AVE TRENTON, NJ 08611		501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) SHELTER OUR SISTERS HACKENSACK, NJ 07601	222184949	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) WOMENSPACE, INC LAWRENCEVILLE, NJ 08648	222172522	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) ESPERANZA SHELTER FOR BATTERE PO BOX 5701, SANTA FE, NM 87502	850313174	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) ADVOCATES TO END DOM VIOLENCE PO BOX 2529, CARSON CITY, NV	942665387	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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(1) TEMPORARY ASST FOR DOMESTIC LAS VEGAS, NV 89102	942411883	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) CATHOLIC CHARITIES CHENANGO 39 WASHINGTON AVE, NORWICH, NY	161307983	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) FAMILY OF WOODSTOCK, INC-PO BOX 3817, KINGSTON, NY 12402	141537663	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) HOPE'S DOOR, INC-PO BOX 39 PLASANTVILLE, NY 10570	133023259	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) OPPORTUNITIES FOR OTSEGO, INC 6181 THOMPSON RD, ONEONTA, NY	166066346	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) STEUBEN CHURCHPEOPLE AGAINST BATH, NY 14810	161166737	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) VERA HOUSE, INC-44 WASHINGTON AVE, SYRACUSE, NY 13206	510201530	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) VIOLENCE INTERVENTION PROGRAM PO BOX 1161, NEW YORK, NY 10035	133540337	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) YWCA-SCHENECTADY SCHENECTADY, NY 12305	141340139	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) CONCERNED CITIZENS AGAINST VI PO BOX 875, MARION OH 43302	310935117	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) CROSSROADS CRISIS CTR-PO BOX 643, LIMA, OH 45802	341336327	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) HAVEN OF HOPE-PO BOX 1196 CAMBRIDGE, OH 43725	311168245	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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(1) LAKE CNTY COMMITTEE FAM VIOLE PO BOX 702, PAINESVILLE, OH 44077	341291205	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) PACE-PO BOX 3622 ALLIANCE, OH 44601	341329875	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) YWCA OF DAYTON--2460 NW 39TH ST, DAYTON, OH 45402	310537168	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) FAMILY CRISIS CTR, INC-PO BOX 2274, ADA, OK 74820	731137514	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) YWCA-OKLAHOMA CITY OKLAHOMA CITY, OK 73112	730579272	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) PROJECT DOVE--PO BOX 980 ONTARIO, OR 97914	930798322	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) SIUSLAW AREA WOMEN'S CTR PO BOX 19000, FLORENCE, OR 97439	943061005	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) CRISIS SHELTER LAWRENCE CNTY 444 E SUSQUEHANNA, NEW CASTLE, PA	251389437	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) DOMESTIC VIOLENCE SVCS SW PA 100 S BROAD ST, WASHINGTON, PA	251521327	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) TURNING PT OF LEHIGH VALLEY ALLENTOWN, PA 18013	232100651	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) WOMEN AGAINST ABUSE--320 MARKET ST, PHILADELPHIA, PA 19110	231984838	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) WOMEN IN NEED-PO BOX 25 CHAMBERSBURG, PA 17201	251325029	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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(1) YWCA YORK-236 UNION ST YORK, PA 17403	231360889	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) DOMESTIC VIOLENCE RESOURCE 246 CHURCH ST, WAKEFIELD, RI	050377538	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) SAFE HOMES-RAPE CRISIS COALIT SPARTANBURG, SC 29302	570760599	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) YWCA UPPER LOWLANDS, INC 901 E SUMMIT HILL DR, SUMTER, SC	570443375	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) THE DOMESTIC VIOLENCE NETWORK PO BOX 110, MADISON, SD	263735835	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) FAMILY CRISIS CTR KNOXVILLE, TN 37915	620547289	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) THE CRISIS CTR FOR WOMEN-580 GILES RD, LENOIR CITY, TN 37771	204070074	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) WOMEN ARE SAFE, INC-PO BOX 2 CENTERVILLE, TN 37033	581797065	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) CENTER AGAINST FAMILY VIOLENC EL PASO, TX 79915	741945924	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) DENTON CNTY FRIENDS OF FAMILY PO BOX 640, DENTON, TX 75202	751734175	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) FAMILIES IN CRISIS INC-PO BOX 25, KILLEEN, TX 76540	742172517	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) FAMILY ABUSE CENTER-PO BOX 20395, WACO, TX 76579	742080943	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) FORT BEND CNTY WOMEN'S CTR PO BOX 183, RICHMOND, TX 77406	760032451	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) GUADALUPE VALLEY FAMILY VIOLE PO BOX 1302, SEGUIN, TX 78155	742258480	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) HOPE'S DOOR, INC PLANO, TX 75074	752038796	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) SAFEPLACE-PO BOX 19454 AUSTIN, TX 78760	741977853	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) WOMEN IN NEED, INC--PO BOX 349, GREENVILLE, TX 75403	751911978	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) WOMEN TOGETHER FOUNDATION 435 E 700 SOUTH, MCALLEN, TX	742007536	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) SEEKHAVEN, INC-PO BOX 729 MOAB, UT 84532	870494687	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) NEW HOPE CRISIS CTR BOX ELDER BRIGHAM CITY, UT 84302	870462752	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) SAFE HARBOR-PO BOX 17996 RICHMOND, VA 23226	541950038	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) THE WOMEN'S RESOURCE CTR NEW PO BOX 477, RADFORD, VA 24143	541121334	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11) WOMEN'S COALITION OF ST CROIX PO BOX 222734, CHRISTIANSTED, VI	660392626	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(12) WOMEN HELPING BATTERED WOMEN PO BOX 1535, BURLINGTON, VT	030283657	501 (c) (3)	20,000		CASH		DOM VIOLENCE

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ABUSED DEAF WOMEN'S ADVOCACY 3609 MAIN ST, SEATTLE, WA 98115	911339173	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(2) TURNING POINTE DOM VIOLENCE S PO BOX 2014 SHELTONH, WA 98584	912024833	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(3) YWCA CLARK COUNTY-720 FIFTH ST, VANCOUVER, WA 98663	910569882	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(4) COMMUNITY REFERRAL AGENCY--PO BOX 365, MILLTOWN, WI 54024	391368945	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(5) HARBOR HOUSE DOMESTIC ABUSE APPLETON, WI 54914	391870927	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(6) THE LAC DU FLAMBEAU DOMESTIC PO BOX 67, LAC DU FLAMBEAU, WI	390817274	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(7) BRANCHES DOMESTIC VIOLENCE SH PO BOX 403, HUNTINGTON, WV 25708	550600287	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(8) COMPREHENSIVE WOMERN'S SVC PO BOX 1476, BECKLEY, WV 25802	310897174	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(9) ALBANY COUNTY SAFE PROJECT PO BOX 665, LARAMIE, WY 82703	742177133	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(10) SEXUAL ASSAULT & FAMILY VIOL EVANSTON, WY 82930	930793885	501 (c) (3)	20,000		CASH		DOM VIOLENCE
(11)							
(12)							

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

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

FORM 990, P. 6, PART VI, SEC C, 19--WE MAKE THESE DOCUMENTS AVAILABLE UPON REQUEST.

FORM 990, P. 6, PART VI, SEC B, 12C--THE ORGANIZATION REQUESTS ANNUALLY MEMBERS TO SIGN A CONFLICT OF INTEREST POLICY.

FORM 990, P. 6, PART VI, SEC B, 11B--PLEASE KNOW THAT ALL BOARD MEMBERS OF THE MARY KAY FOUNDATION WILL BE PROVIDED A COPY OF THE 990 TAX RETURN FOR THE FISCAL YEAR 2012. THEY WILL RECEIVE A COPY OF THE RETURN PRIOR TO ITS FILING WITH THE INTERNAL REVENUE SERVICE BUT THE REVIEW WILL BE UNDERTAKEN BY THE MEMBERS OF THE AUDIT COMMITTEE AND INVESTMENT COMMITTEE OF THE FOUNDATION.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
(1) MARY KAY FAMILY FOUNDAT30-0538848 16251 DALLAS PA ADDISON TX 75001	CHARITY	US	501C3	PF			X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related unrelated excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													0.00
(2)													0.00
(3)													0.00
(4)													0.00
(5)													0.00
(6)													0.00
(7)													0.00

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)	MARY KAY INC 75-1151701 16251 DALL 75001 TX ADDISO	DIR SALES	US	N/A	C CORP			0.00		
(2)								0.00		
(3)								0.00		
(4)								0.00		
(5)								0.00		
(6)								0.00		
(7)								0.00		

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36)

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o	Sharing of paid employees with related organization(s)	1o		X
p	Reimbursement paid to related organization(s) for expenses	1p		X
q	Reimbursement paid by related organization(s) for expenses	1q		X
r	Other transfer of cash or property to related organization(s)	1r		X
s	Other transfer of cash or property from related organization(s)	1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				