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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, and ending

THE GEORGE FOUNDATION
PMB 310 MORTON, SUITE C
RICHMOND, TX 77469

A Employer identification number
74-6043368

B Telephone number (see the instructions)
281-342-6109

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

\$ 307,799,478. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc. received (att sch)				
	2	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	2,586,770.	2,586,770.		
	4	Dividends and interest from securities	2,493,712.	2,493,712.		
	5a	Gross rents				
	b	Net rental income or (loss) 671,885.				
	6a	Net gain/(loss) from sale of assets not on line 10	12,235,240.			
	b	Gross sales price for all assets on line 6a 72,279,564.				
	7	Capital gain net income (from Part IV, line 2)		12,229,995.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	26,290,606.	25,273,257.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc.	523,544.	137,036.		386,508.
	14	Other employee salaries and wages	503,332.	134,805.		368,527.
	15	Pension plans, employee benefits	185,007.	74,003.		111,004.
	16a	Legal fees (attach schedule) SEE ST 2	218,920.	168,738.		50,182.
	b	Accounting fees (attach sch) SEE ST 3	40,000.	16,000.		24,000.
	c	Other prof fees (attach sch) SEE ST 4	1,396,131.	1,321,132.		74,999.
	17	Interest				
	18	Taxes (attach schedule) (see instrs) SEE STM 5	640,133.	214,318.		50,672.
	19	Depreciation (attach sch) and depletion	299,053.	38,797.		
	20	Occupancy	61,247.	18,374.		42,873.
	21	Travel, conferences, and meetings	10,493.	1,049.		9,444.
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	1,818,061.	410,009.		1,408,052.
25	Contributions, gifts, grants paid PART XV	5,695,921.	2,534,261.		2,526,261.	
26	Total expenses and disbursements. Add lines 24 and 25	8,337,871.			8,337,871.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	14,033,792.	2,534,261.	0.	10,864,132.	
b	Net investment income (if negative, enter -0-)	12,256,814.	22,738,996.			
c	Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		400.	400.	400.
	2	Savings and temporary cash investments		6,491,693.	19,501,139.	19,501,139.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)		26,246,968.	27,595,052.	27,795,950.
	b	Investments — corporate stock (attach schedule)		47,089,027.	48,863,832.	81,328,472.
	c	Investments — corporate bonds (attach schedule)		22,871,619.	22,447,278.	22,447,381.
	LIABILITIES	11	Investments — land, buildings, and equipment basis	30,979,150.		
		Less: accumulated depreciation (attach schedule) SEE STMT 7	6,008,141.	24,780,329.	24,971,009.	44,059,706.
12		Investments — mortgage loans				
13		Investments — other (attach schedule)		92,010,129.	89,147,761.	109,001,183.
14		Land, buildings, and equipment basis	20,261,304.			
		Less: accumulated depreciation (attach schedule) SEE STMT 8	15,232,382.	5,154,819.	5,028,922.	2,495,986.
15		Other assets (describe SEE STATEMENT 9)		1,522,821.	1,169,261.	1,169,261.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)		226,167,805.	238,724,654.	307,799,478.
NET ASSETS OR FUND BALANCES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 10)		9,810.	2,000.	
	23	Total liabilities (add lines 17 through 22)		9,810.	2,000.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	X			
	24	Unrestricted		226,157,995.	238,722,654.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		226,157,995.	238,722,654.		
31	Total liabilities and net assets/fund balances (see instructions)		226,167,805.	238,724,654.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	226,157,995.
2	Enter amount from Part I, line 27a	2	12,256,814.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	349,262.
4	Add lines 1, 2, and 3	4	238,764,071.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	41,417.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	238,722,654.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	12,229,995.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	13,495,920.	265,275,960.	0.050875
2011	9,978,520.	255,502,296.	0.039055
2010	9,470,508.	234,388,916.	0.040405
2009	14,433,287.	208,227,739.	0.069315
2008	10,463,571.	231,974,572.	0.045107

2 Total of line 1, column (d)	2	0.244757
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048951
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	283,544,452.
5 Multiply line 4 by line 3	5	13,879,784.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	227,390.
7 Add lines 5 and 6	7	14,107,174.
8 Enter qualifying distributions from Part XII, line 4	8	11,039,907.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	454,780.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	454,780.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	454,780.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	331,150.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	125,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	456,150.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,370.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 1,370. Refunded <input type="checkbox"/>	11	0.	

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.THEGEORGEFOUNDATION.ORG	13	X	
14	The books are in care of SANDRA G. THOMPSON Telephone no 281-342-6109 Located at 215 MORTON ST. RICHMOND TX ZIP + 4 77469			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __	2 a	N/A
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __	2 c	
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If 'Yes' to 6b, file Form 8870

6b X

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14				
		523,544.	61,037.	19,923.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANDRA G. THOMPSON	CFO			
RICHMOND, TX 77469	40	159,500.	10,397.	3,980.
DEE S. KOCH	GRANT OFFICER			
RICHMOND, TX 77469	40	113,000.	19,097.	10,175.
DIANA KALLUS-ETZLER	ACCOUNTANT			
RICHMOND, TX 77469	40	79,200.	3,268.	1,218.
ROCKY L PARR	OPERATIONS MG			
RICHMOND, TX 77469	40	82,000.	6,031.	1,010.
DAVID R MEHRENS	MAINTENANCE			
RICHMOND, TX 77469	40	62,822.	2,134.	886.

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

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Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
IRONBRIDGE CAPITAL MANAGEMENT LP ONE PARKVIEW PLAZA 600 OAKBROOK TERRACE, IL 60181	INVESTMENT MANAGER	231,302.
PAUL COMSTOCK PARTNERS 2 RIVERWAY, STE 1000 HOUSTON, TX 77056	INVESTMENT COUNCIL	118,939.
LYTLE & MOORE, LLP 2116 THOMPSONS RD, STE 116 RICHMOND, TX 77469	LEGAL SERVICES	131,837.
ROGER GALATAS INTERESTS PO BOX 131598 THE WOODLANDS, TX 77393	CONSULTANT	114,865.
R&S CUSTOM FENCING 9978 FM 2546 EL CAMPO, TX 77437	FENCE CONSTRUCTION	103,419.
Total number of others receiving over \$50,000 for professional services		4

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 15	1,235,458.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	241,641,012.
b	Average of monthly cash balances	1 b	424,125.
c	Fair market value of all other assets (see instructions)	1 c	45,797,251.
d	Total (add lines 1a, b, and c)	1 d	287,862,388.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	287,862,388.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,317,936.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	283,544,452.
6	Minimum investment return. Enter 5% of line 5	6	14,177,223.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	14,177,223.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	454,780.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	454,780.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,722,443.
4	Recoveries of amounts treated as qualifying distributions	4	1,006,286.
5	Add lines 3 and 4	5	14,728,729.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,728,729.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	10,864,132.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	175,775.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,039,907.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,039,907.

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

BAA

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,728,729.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			6,482,460.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 11,039,907.				
a Applied to 2012, but not more than line 2a			6,482,460.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				4,557,447.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				10,171,282.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE ,				8,337,871.
Total			▶ 3a	8,337,871.
b Approved for future payment SEE ATTACHED SCHEDULE ,				7,611,422.
Total			▶ 3b	7,611,422.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,586,770.	
4	Dividends and interest from securities			14	2,493,712.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property			16	671,885.	
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	5,245.	18	12,229,995.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	SEE STATEMENT 17		5,818.		7,955,843.	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		11,063.		25,938,205.	
13	Total. Add line 12, columns (b), (d), and (e)					25,949,268.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE GEORGE FOUNDATION
 EIN# 74-6043368
 12/31/2013

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

	COST OR BASIS	PRIOR YEAR ACCUMULATED DEPRECIATION	METHOD	LIFE OR RATE	CURRENT YEAR DEPRECIATION
OFFICE AUTOMOTIVE	19,573	-	S/L	5 YR	2,610
OFFICE BUILDING	544,574	115,535	S/L	VARIOUS	14,004
OFFICE BUILDING EQUIPMENT	18,338	13,121	S/L	10 YR	1,059
OFFICE FURNITURE & EQUIPMENT	91,728	60,027	S/L	5 YR	7,465
FARM/LG AUTOMOTIVE	9,483	8,544	S/L	VARIOUS	322
FARM/LG BUILDINGS	1,020,916	976,130	S/L	VARIOUS	2,315
FARM/LG EQUIPMENT	218,515	192,710	S/L	VARIOUS	1,794
FARM/LG FENCES	472,335	306,538	S/L	VARIOUS	7,229
FARM/LG ROADS AND CULVERTS	183,903	168,218	S/L	5 YR	1,256
FARM/LG WATER SYSTEM	163,346	158,671	S/L	VARIOUS	743
	<u>\$ 2,742,711</u>	<u>\$ 1,999,494</u>			<u>\$ 38,797</u>
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	18,948,405	14,748,249	S/L	VARIOUS	226,464
GRANT-RELATED ASSETS	865,909	223,877	S/L		33,792
	<u>\$ 22,557,025</u>	<u>\$ 16,971,620</u>	TOTAL DEPRECIATION		<u>\$ 299,053</u>
FULLY DEPLETED ROYALTIES	3,969,853	3,969,853			-
OTHER MINERAL PROPERTIES	58,973	-			-
	<u>\$ 4,028,826</u>	<u>\$ 3,969,853</u>	TOTAL DEPLETION		<u>\$ -</u>
TOTAL DEPRECIATION AND DEPLETION					<u>\$ 299,053</u>

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 990PF Page 2, Part II, Line 10a, Investments
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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
60 M	ALBQE N MEX COLL ZERO COUPON 08/10/2	59,224.62	59,799.60
75 M	ALBUQUERQUE N MEX ARPT REV 4.905% 07	79,848.75	78,237.75
30 M	ALLEN TEX ECONOMIC DEV 3.2% 09/01/2015	31,539.30	30,392.40
130 M	AMERICAN MUN PWR OHIO 3.944% 02/15/20	130,000.00	133,624.40
45 M	ARIZONA BRD REGNETS AZ ST UNIV 4.533%	50,255.55	48,850.65
40 M	ASHLAND WIS 5% 04/01/2019	45,385.20	41,335.20
100 M	ATLANTA G DEV 5.3% 07/01/2017	108,006.00	106,470.00
100 M	ATLANTA GA DEV 5.7% 07/01/2018	109,650.00	107,105.00
40 M	AUSTIN TEX CMNTY COLLEGE DIST 3.711%	42,525.60	41,042.40
10 M	BELOIT WIS SCH DIST 2.65% 10/01/2014	10,305.10	10,033.10
185 M	BEXAR CNTY TX 6.01% 08/15/2018	204,053.15	198,793.60
50 M	CALIFORNIA ST 4.85% 10/01/2014	52,963.50	51,518.50
70 M	CALIFORNIA ST BNDS 5.25% 04/01/2014	75,215.00	70,886.20
15 M	CARMEL IND REDEV 5.27% 12/15/2018	16,840.05	16,499.85
50 M	CARROLL CNTY MD 5.25% 08/01/2016	55,576.00	51,036.00
120 M	CHGO ILL TRAN AUTH SALES & TRANS 6.3	136,848.60	130,640.40
40 M	CHICAGO ILL MOTOR FUEL TAX REV 4.95%	43,902.00	41,074.00
100 M	CHULA VISTA CA ELEM SCH DIS 4% 09/01/20	104,500.00	103,121.00
130 M	CHULA VISTA CA ELEM SCH DIST 5% 09/01/2	139,912.50	137,459.40
50 M	CLINTON CNTY PA 4.55% 12/01/2015	54,830.50	51,858.00
215 M	COMMONWEALTH FING AUTO PA 5.3% 06/01	245,202.40	232,415.00
40 M	COOK CNTY ILL SCH DIST NO 104 6.125% 12	47,734.40	44,548.80
75 M	COOK CNTY ILL TWP HIGH SCH 0 12/01/2014	79,583.25	76,583.25
15 M	DRACUT MASS 5.3% 11/01/2016	17,039.70	16,280.10
360 M	ESSEX CNTY NJ 6% 12/01/2017	407,550.40	392,752.80
750 M	FED FARM CR BKS CONS 4.875% 01/17/2017	733,879.10	840,777.00
750 M	FHLMC 1.75% 09/10/2015	773,481.75	767,487.75
3 M	FHLMC GOLD 6.5% 01/01/2016	2,590.86	2,662.78
4 M	FHLMC GOLD POOL C37463 8% 04/01/2030	4,196.37	4,579.97
40 M	FHLMC MULTICLASS SER 2602 5% 04/15/201	42,143.83	43,044.47
13 M	FHLMC MULTICLASS PREASSIGN 4% 08/15/2	13,251.81	13,317.71
11 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	11,067.20	11,476.59
22 M	FHLMC MULTICLASS SER 2828 4.5% 07/15/2	23,324.78	23,471.10
23 M	FHLMC MULTICLASS SER 2892 5% 11/15/202	25,095.20	24,966.31
31 M	FHLMC MULTICLASS SER 2971 5% 07/15/201	31,927.87	31,500.42
36 M	FHLMC MULTICLASS SER 3026 5.5% 06/15/2	36,591.87	36,724.03
61 M	FHLMC MULTICLASS SER 3725 3.5% 09/15/2	63,623.97	63,536.59
117 M	FHLMC MULTICLASS SER 3829 3.5% 02/15/2	120,403.15	122,105.29

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
113 M	FHLMC MULTICLASS SER 3854 3.5% 07/15/2	116,661.38	118,340.44
9 M	FHLMC POOL 5% 03/01/2018	9,279.89	9,566.47
1,650 M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,651,394.25	1,798,448.85
230 M	FLORIDA HURRICANE CATASTROPHE FD	230,000.00	229,505.50
112 M	FNMA 2010-9 3.5% 01/25/2024	113,851.17	117,786.15
5 M	FNMA POOL #551213 7.5% 09/01/2015	4,662.03	4,764.89
7 M	FNMA POOL #606725 6.5% 10/01/2031	6,813.78	7,406.19
8 M	FNMA POOL #696903 5.5% 04/01/2033	8,318.79	8,989.28
7 M	FNMA POOL #837348 5% 09/01/2035	6,995.97	8,079.09
8 M	FNMA POOL #871468 5.5% 5/01/2036	8,099.76	9,219.52
68 M	FNMA POOL #888304 2.638% 04/01/2037	67,570.18	72,392.18
36 M	FNMA POOL #909419 5% 02/01/2037	33,811.87	38,904.26
156 M	FNMA POOL #AC3657 4.5% 10/01/2039	157,820.22	165,834.97
52 M	FNMA PREASSIGN 00316 5% 06/25/2023	54,617.15	57,366.51
15 M	FNMA REMIC TR 2005-51 5.5% 11/25/2033	15,658.83	14,840.31
20 M	FNMA SER 1682 6.5% 02/15/2024	22,100.00	22,193.50
300 M	FRISCO TEX ECO DEV 5.619% 02/15/2017	312,714.00	312,456.00
50 M	FULTON CNTY GA DEV AUTH 5.491% 11/01/2	59,100.00	54,183.50
40 M	GAINESVILLE FL UTIL 4.49% 10/01/2014	43,030.60	41,153.20
25 M	GAINESVILLE FLA UTILS SYS 4.597% 10/01/2	28,253.00	27,397.50
30 M	GEORGIA MUN GAS AUTH GAS REV 4.767%	32,287.50	31,493.70
325 M	GNMA 2010-156 REMIC 2.76% 11/15/2053	326,510.74	334,975.21
375 M	GNMA 2011-020 REMIC 1.883% 04/16/2032	372,832.74	376,683.06
325 M	GNMA 2011-031 REMIC 2.21% 12/16/2035	326,552.60	327,113.57
140 M	GNMA 2011-047 REMIC 2.07% 04/16/2032	141,314.38	140,428.08
346 M	GNMA 2013-96 REMIC 1.4% 10/16/2041	342,165.10	339,032.50
44 M	GNMA 4.5% 06/16/2034	46,038.33	44,177.23
7 M	GNMA POOL 5.5% 12/15/2017	7,722.44	7,930.93
9 M	GNMA POOL 6% 11/15/2032	9,597.61	10,248.62
315 M	GNMA REMIC SER 2010-52 12/16/2038	317,633.20	332,989.97
371 M	GNMA REMIC SER 2013-072 CL A 2.039% 10/	376,441.09	352,559.94
35 M	GRANT CNTY WASH PUB UTIL DIST 5.19% 0	39,500.30	36,691.20
200 M	GREATER ARIZ DEV AUTH 4.804% 08/01/201	220,568.00	207,868.00
50 M	HARNETT CNTY N C ENTERPRISE 7.2% 05/01	64,300.00	60,174.00
100 M	HARRIS CNTY GA PUB IMPTS AUTH 2.45% 0	102,203.00	100,543.00
30 M	HARRISBURG PA SER A 04/01/2014	29,777.71	29,977.50
250 M	HARRISBURG PA SER A 04/01/2015	242,365.73	247,520.00
75 M	HENDERSON NVE 1.372% 06/01/2017	72,533.25	72,746.25

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
35 M	HIGH PT NC COMBINED ENT 3.554% 11/01/20	37,371.60	36,362.55
60 M	HUTCHINSON KS 5.2% 10/01/2017	65,771.40	62,064.00
30 M	ILLINOIS FIN AUTH REV 5.629% 07/01/2016	30,300.00	30,964.20
100 M	ILLINOIS MUN ELEC 5.728% 02/01/2018	114,077.00	109,404.00
150 M	ILLINOIS ST 4.422% 04/01/2015	151,833.00	155,842.50
210 M	ILLINOIS ST 4.421% 01/01/2015	220,377.40	216,724.20
150 M	ILLINOIS ST 4.511% 03/01/2015	157,396.50	155,659.50
275 M	IN BD BK TAXABLE SCH SEVERANCE 5.05%	290,675.00	275,514.25
30 M	INDIANA BD BK REV 5.26% 07/15/2018	32,581.80	30,787.50
35 M	INDIANA UNIV CTFS 3.773% 12/01/2016	37,468.90	37,189.25
150 M	JEFFERSON LA SALES TAX DIST 5.05% 12/0	166,441.50	160,347.00
75 M	JEFFSN CNTY COLO 4.9% 12/01/2018	83,100.00	82,770.75
200 M	KANKAKEE VY IND MIDDLE SCH 3.36% 07/15	212,518.00	204,744.00
30 M	KANSAS CITY MO ARPT REV 5% 09/01/2016	32,464.20	30,825.30
260 M	KENTUCKY ASSET/LIAB 3.165% 04/01/2018	267,123.19	268,074.11
25 M	KENTUCKY ASSET/LIABILITY 3.928% 04/01/20	26,883.50	26,394.50
115 M	KENTUCKY ST MUN PWR AGY 5.46% 09/01/2	126,304.50	121,808.00
30 M	KENTUCKY ST PPTY & BLDGS 5.1% 10/01/20	33,480.90	32,057.40
50 M	LEXINGTON SC SCH DIST NO 2 5.98% 12/01/	56,249.50	52,884.50
65 M	MAINE MUN BD BK 1.974% 11/01/2015	64,934.35	65,684.45
30 M	MARQUETTE MICH 5.3% 11/01/2016	33,831.00	33,347.40
150 M	MASSACHUSETTS ST DEV FIN AGY 3.988% 0	150,000.00	157,786.50
200 M	METROPOLITAN GOVT NASHVILLE 2.406% 0	202,152.00	202,148.00
30 M	MISSISSIPPI DEV BK 4.242% 08/01/2016	33,017.70	31,919.10
60 M	MONONA WIS REF TAXABLE 5.5% 09/01/201	67,761.60	65,554.20
175 M	NC EASTN MUN PWR AGY PWR 6.217% 01/01	194,822.65	184,448.25
133 M	NEW JERSEY ECON DEV SER B 02/15/2016	127,914.58	127,882.16
55 M	NEW JERSEY ECONOMIC DEV 3.612% 09/01/	57,510.65	55,808.50
50 M	NEW JERSEY ECONOMIC DEV 3.641% 12/15/	53,435.50	52,546.00
75 M	NEW YORK NY 2.67% 02/01/2014	76,134.00	75,147.00
50 M	NEW YORK ST URBAN DEV 6.45% 03/15/2018	55,375.00	54,549.00
100 M	NEW YORK ST URBAN DEV 6.5% 12/15/2018	116,800.00	110,501.00
100 M	NEW YOUR ST MUN 4.822% 05/15/2018	108,244.00	108,577.00
50 M	NJ ST TPK AUTH 4.252% 01/01/2016	54,864.50	51,578.50
35 M	NORTHERN CALIF TRANSMISSION 5.37% 05/	38,510.50	36,873.20
80 M	NY NY CY TRANSITIONAL FIN 5.16% 08/01/20	86,457.60	85,371.20
110 M	OAKLAND UNIV MICH 2.23% 05/15/2019	110,000.00	104,108.40
175 M	OHIO ST 5.37% 10/01/2017	191,066.75	177,170.00

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
50 M	OHIO ST BLDG AUTH 4.48% 10/01/2018	56,086.00	52,515.00
25 M	OREGON SCH BRDS ASSN TAX PENSION 5.2	27,868.75	26,564.50
25 M	OREGON ST DEPT ADMIN SVCS LOTTERY 4.	26,438.00	25,270.50
25 M	ORG TWP NJ TXBLE WTR SWR 4.55% 06/01/	26,625.00	25,533.50
165 M	PASSAIC CNTY NJ UTILS 5.2% 03/01/2015	178,223.10	167,567.40
130 M	PERALTA CA CMNTY COLLEGE 6.423% 11/0	149,245.60	140,393.50
100 M	PIKE CNTY IND SCH 4.9% 07/05/2017	107,014.00	100,832.00
75 M	PITTSBURGH PA WTR & SWR 6.36% 09/01/20	89,158.50	83,554.50
75 M	PLUM BORA PA SCH DIS 5.364% 03/15/2021	79,125.00	77,484.75
140 M	PORT SEATTLE WASH 2.254% 12/01/2014	140,000.00	141,911.00
35 M	PORTSMOUTH VA 5.75% 07/01/2014	38,310.65	35,973.70
65 M	READING PA 5.25% 11/15/2018	73,359.00	71,334.90
75 M	RHODE ISLAND ST PROV PLANTATION 5.5%	87,120.00	83,326.50
75 M	SAN FRAN CAL CY & CNTY ARPTS 3.026% 0	75,000.00	77,550.75
100 M	SOMERSET CNTY NJ IMPT AUTH 2.695% 05/	102,297.00	103,102.00
60 M	STANLEY WIS WTR & SEW SYS 5.75% 07/01/	67,617.00	61,512.60
65 M	STATE PUB SCH BLDG AUTH PA 5.7% 11/15/	71,693.05	70,719.35
155 M	STILLWATER MINN INDPT SCH DIST 4.75% 0	160,707.10	162,990.25
75 M	TAMPA FLA REV 3.07% 10/01/2018	77,073.75	76,094.25
45 M	TOBACCO SECURITIZATION 3.093% 03/01/20	46,510.65	45,918.90
100 M	UNIVERSITY ARK UNIV 4.62% 09/15/2018	110,960.00	106,721.00
35 M	UNIVERSITY HOUSTON 4.65% 02/15/2018	38,657.50	37,219.00
800 M	US TREAS 1.375% 09/30/2018	799,969.48	790,249.60
1,500 M	US TREAS 2.125% 08/15/2021	1,539,105.77	1,453,125.00
700 M	US TREAS 2.125% 11/30/2014	718,185.94	712,413.80
1,050 M	US TREAS 2.625% 11/15/2020	1,119,613.58	1,067,062.50
175 M	US TREAS 2.626% 02/29/2016	173,681.36	183,312.50
2,600 M	US TREAS 3.125% 05/15/2019	2,734,978.18	2,770,625.00
1,150 M	US TREAS 3.875% 5/15/2018	1,234,176.47	1,267,516.20
1,030 M	US TREAS INFL INDX 1.625% 01/15/2018	1,067,490.66	1,248,008.87
405 M	US TREAS INFL INDX 2% 01/15/2014	422,247.74	511,584.40
95 M	UTAH ST RECAPITALIZION 4.34% 07/01/2019	95,000.00	100,275.35
100 M	VA CG BLDG AUTH VA 5.453% 02/01/2018	109,300.00	106,923.00
50 M	VA ST HSG DEV AUTH 6.07% 08/01/2018	59,360.00	55,444.50
50 M	VIRGINIA ST HSG DEV 5.52% 08/01/2016	56,785.00	54,409.00
35 M	VIRGINIA ST HSG DEV AUTH 5.39% 07/01/201	37,833.95	36,985.20
185 M	VIRGINIA ST INFRASTRUCTURE 3.8% 11/01/2	188,035.00	182,398.90
150 M	WASHINGTON BIOMEDICAL 3.049%	150,000.00	152,067.00

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
115 M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	122,199.00
145 M	WESTERN WASH UNIV 5.77% 04/01/2019	145,000.00	157,000.20
195 M	WILL CNTY IL SCH DIST 4.85% 01/01/2017	214,256.25	209,392.95
100 M	WILL CNTY ILL SCH DIST NO 086 5.8% 03/01/	114,423.00	105,813.00
35 M	WILMINGTON NC LTD OBLIG REV 3.93% 06/0	37,828.70	37,312.10
50 M	WINNEBAGO BOONE ETC 5.06% 01/01/2020	54,129.50	53,632.50
50 M	WISCONSIN ST GEN FD 4.319% 05/01/2014	52,666.00	50,677.50
280 M	WISCONSIN ST GEN FD 5.2% 05/01/2018	310,479.60	292,026.00
	Grand Total:	27,595,052.02	27,795,949.79

The George Foundation - 990PF #74-6043368
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As of December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
10,300 SHS	5TH 3RD BANCORP	181,977.31	216,609.00
41,775 SHS	ABBOTT LAB	1,255,975.85	1,601,235.75
4,385 SHS	ACADIA HEALTHCARE	172,169.85	207,542.05
15,620 SHS	ACCENTURE LTD BERMUDA	528,120.50	1,284,276.40
1,460 SHS	ACUITY BRANDS	142,317.65	159,607.20
4,644 SHS	ADR ARM HLDS	99,894.21	254,212.56
3,050 SHS	ADR ARM HLDS PLC SPONSORED ISIN	14,291.99	166,957.00
5,600 SHS	ADT	241,263.13	226,632.00
6,000 SHS	AEGON NV	167,071.20	169,140.00
4,300 SHS	AGL RES	186,392.96	203,089.00
5,050 SHS	AKAMAI TECHNOLOGIES	103,940.60	238,259.00
2,658 SHS	ALEXANDRIA REAL ESTATE	162,356.78	169,101.96
930 SHS	ALEXION PHARMACEUTICALS	83,753.76	123,745.80
2,800 SHS	ALIGN TECHNOLOGY	74,224.61	160,020.00
831 SHS	ALLEGHANY	235,153.81	332,366.76
14,532 SHS	ALLERGAN	570,042.88	1,614,214.56
10,220 SHS	ALLISON TRANSMISSION HOLDING	242,299.69	282,174.20
1,204 SHS	AMAZON	73,130.96	480,143.16
9,333 SHS	AMER FINL GROUP	321,110.33	538,700.76
2,383 SHS	APPLE	219,639.95	1,337,125.13
95 SHS	APPLE COMPUTER	5,567.00	53,305.45
4,622 SHS	APPLIED INDL TECHNOLOGIES	127,798.76	226,893.98
3,138 SHS	APTARGROUP	112,050.70	212,787.78
2,707 SHS	ARGO GROUP INTERNATIONAL	105,078.38	125,848.43
2,200 SHS	ASHLAND	194,197.96	213,488.00
6,055 SHS	ASPEN TECHNOLOGY	194,121.79	253,099.00
943 SHS	ATHENAHEALTH	40,583.13	126,833.50
5,682 SHS	ATWOOD OCEANICS	202,611.48	303,361.98
6,100 SHS	AUTODESK	140,713.24	307,013.00
9,323 SHS	AUTOMATIC DATA PROCESSING	682,333.73	753,391.63
2,620 SHS	AVAGO TECHNOLOGIES	89,384.44	138,571.80
7,850 SHS	AVIAT NETWORKS (FNA HARRIS STRATEX N	96,502.67	17,741.00
7,840 SHS	BABCOCK & WILCOX	248,320.07	268,049.60
3,662 SHS	BARRETT BILL	59,398.03	98,068.36
4,706 SHS	BE AEROSPACE	31,229.48	409,563.18
4,291 SHS	BLACK HILLS	133,601.47	225,320.41
1,815 SHS	BOFI HLDG	118,623.21	142,350.45
3,800 SHS	BOK FINL	245,127.18	252,016.00
2,000 SHS	BRADY	64,613.88	61,860.00

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As of December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
3,114 SHS	BUCKLE	96,235.40	163,671.84
2,420 SHS	BUFFALO WILD WINGS	142,656.79	356,224.00
10,174 SHS	CABELAS	305,412.59	678,198.84
2,310 SHS	CABOT	51,702.22	118,734.00
2,591 SHS	CABOT OIL & GAS	100,131.79	100,427.16
1,320 SHS	CARLISLE COMPANIES	87,451.32	104,808.00
3,051 SHS	CARPERNTER TECH	85,734.13	189,772.20
3,880 SHS	CASEYS GEN STORES	281,118.72	272,570.00
1,277 SHS	CELGENE	174,145.02	215,761.92
5,401 SHS	CEPHEID	48,774.79	252,334.72
2,250 SHS	CHEESECAKE FACTORY	36,664.81	108,607.50
13,562 SHS	CHEVRONTXACO	445,927.29	1,694,029.42
398 SHS	CHIPOTLE MEXICAN GRILL	157,909.78	212,046.44
10,417 SHS	COLUMBIA BKG SYS	175,738.61	286,571.67
2,525 SHS	CORNERSTONE ONDEMAND	131,833.26	134,683.50
5,821 SHS	CORP OFFICE PTYS TR	109,580.44	137,899.49
2,700 SHS	CORPORATE EXECUTIVE BRD	84,226.02	209,061.00
6,430 SHS	CORRECTIONS	216,707.58	206,210.10
2,704 SHS	CUBIST PHARMACEUTICALS	104,357.15	186,224.48
6,219 SHS	CULLEN/FROST BANKERS	308,584.26	462,880.17
1,526 SHS	CUMMINS	168,184.04	215,120.22
10,182 SHS	CYPRESS SEMICONDUCTOR	40,602.91	106,911.00
2,305 SHS	DECKERS OUTDOOR	86,077.61	194,680.30
14,710 SHS	DENBURY RES	259,601.45	241,685.30
2,400 SHS	DOLBY LABORATORIES	99,798.80	92,544.00
23,000 SHS	DOMINION RES INC ENHANCED JR NTS 2009	614,857.30	592,020.00
4,200 SHS	DREAMWORKS ANIMATION	106,852.17	149,100.00
1,780 SHS	DST SYS	124,679.74	161,517.20
2,285 SHS	DUNKIN BRANDS GROUP	111,163.65	110,137.00
4,600 SHS	E*TRADE FIN	60,009.38	90,344.00
2,369 SHS	EASTGROUP PTYS INC REIT	101,787.36	137,236.17
5,250 SHS	EATON PLC	267,900.88	399,630.00
5,340 SHS	EATON VANCE	215,019.29	228,498.60
26,931 SHS	EBAY	1,412,922.13	1,478,242.59
4,075 SHS	EDWARDS LIFESCIENCES	60,769.64	267,972.00
7,412 SHS	EL PASO ELEC CO	245,886.22	260,235.32
3,518 SHS	ENERSYS	121,786.03	246,576.62
3,150 SHS	ENTERGY	209,268.08	199,300.50
6,000 SHS	ENTERGY TEX	156,332.10	154,320.00

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990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
3,379 SHS	ESTERLINE TECHNOLOGIES	162,879.04	344,522.84
6,450 SHS	ETHAN ALLEN INTERIORS	90,990.85	196,209.00
11,710 SHS	EXELIS	139,655.80	223,192.60
4,700 SHS	EXPEDITORS INTL WASH	182,746.81	207,975.00
13,112 SHS	EXXON MOBIL	316,516.33	1,326,934.40
4,917 SHS	EZCORP	144,677.71	57,479.73
20,209 SHS	FACEBOOK	702,795.05	1,104,623.94
9,473 SHS	FACTSET RESH SYS	745,678.13	1,028,578.34
8,925 SHS	FASTENAL	446,002.78	424,026.75
2,669 SHS	FEI CO	150,308.62	238,501.84
7,690 SHS	FREDS	85,777.83	142,418.80
2,460 SHS	FULLER H B	106,024.21	128,018.40
17,300 SHS	FULTON FINL	199,110.89	226,284.00
3,700 SHS	GARMIN LTD	97,353.38	171,014.00
12,945 SHS	GARTNER	721,633.26	919,742.25
3,103 SHS	GATX	97,197.98	161,883.51
43,280 SHS	GENERAL ELECTRIC	753,716.87	1,213,138.40
4,565 SHS	GENOMIC HEALTH	132,437.90	133,617.55
6,950 SHS	GENTEX	75,311.56	229,280.50
4,142 SHS	GILEAD SCIENCES	200,729.50	311,271.30
2,034 SHS	GOOGLE	902,815.45	2,279,524.14
1,500 SHS	GRACO	67,848.75	117,180.00
3,618 SHS	GRAINGER WW	813,086.02	924,109.56
7,300 SHS	GREAT PLAINS ENERGY	173,646.56	176,952.00
4,120 SHS	GREIF	203,073.02	215,888.00
5,910 SHS	HELIX ENERGY SOLUTIONS	131,188.95	136,993.80
5,151 SHS	HENRY JACK & ASSOC	135,714.43	304,990.71
800 SHS	HIS	81,923.70	95,760.00
6,620 SHS	HOLOGIC	132,317.91	147,957.00
8,000 SHS	HSBC HLDGS	216,469.00	215,520.00
2,357 SHS	IDEX	57,916.51	174,064.45
2,807 SHS	INGREDION (FNA CORN PRODS INTL)	67,803.85	192,167.22
1,800 SHS	INTL FLAVORS & FRAGRANCES	143,849.52	154,764.00
6,158 SHS	INTL RECTIFIER	148,542.76	160,539.06
6,125 SHS	INTUIT	163,018.59	467,460.00
909 SHS	INTUITIVE SURGICAL	145,024.20	349,128.72
1,522 SHS	IPG PHOTONICS	65,097.93	118,122.42
2,540 SHS	ISIS PHARMACEUTICALS CA	68,553.47	101,193.60
1,581 SHS	ITC HLDGS	67,985.32	151,491.42

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990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
4,945 SHS	ITT	198,178.23	214,711.90
9,200 SHS	JANUS CAP GROUP	112,011.90	113,804.00
13,950 SHS	JETBLUE AWYS	105,636.31	119,272.50
2,440 SHS	JONES LANG LASALLE	209,622.78	249,831.60
3,330 SHS	JOY GLOBAL	192,852.62	194,771.70
3,677 SHS	K12	77,903.29	79,974.75
4,466 SHS	KENNAMETAL	153,066.62	232,544.62
3,000 SHS	KKR FINL HLDGS LLC	77,692.80	80,430.00
3,300 SHS	KLA-TENCOR	178,115.85	212,718.00
5,473 SHS	KRAFT FOODS CL A	16,201.93	295,104.16
3,960 SHS	KROGER	136,800.58	156,538.80
5,450 SHS	L BRANDS (F/N/A LTD BRANDS)	138,824.50	337,082.50
3,150 SHS	LANDSTAR SYS	124,683.45	180,967.50
3,604 SHS	LAS VEGAS SANDS	183,749.06	284,247.48
10,780 SHS	LEAPFROG ENTERPRISES	54,662.58	85,593.20
6,198 SHS	LIFEPOINT HOSPS	214,026.72	327,502.32
3,943 SHS	LINCOLN ELEC HLDGS	78,695.35	281,293.62
2,036 SHS	LINKEDIN	185,973.72	441,465.88
2,405 SHS	LITTELFUSE	112,223.78	223,496.65
498 SHS	MARKEL CORP HOLDING	264,529.43	289,014.30
5,952 SHS	MASTEC	64,727.99	194,749.44
1,204 SHS	MASTERCARD	512,628.19	1,005,893.84
2,380 SHS	MEASUREMENT SPECIALTIES	124,819.75	144,442.20
2,330 SHS	MEDIDATA SOLUTIONS	105,797.10	141,128.10
2,255 SHS	MERITAGE HOMES	100,097.90	108,217.45
3,461 SHS	METHANEX CORP	37,088.08	205,029.64
12,395 SHS	MGIC INVT CORP WIS	99,995.11	104,613.80
3,257 SHS	MICHAEL KORS HOLDINGS	195,943.78	264,435.83
3,150 SHS	MICROCHIP TECHNOLOGY	94,519.03	140,962.50
8,174 SHS	MID-AMER APT CMNTYS	393,742.91	496,488.76
2,075 SHS	MIDDLEBY	149,291.11	497,937.75
7,786 SHS	MODINE MFG	75,786.08	99,816.52
16,421 SHS	MONDELEZ INTL (KRAFT SPINOFF)	30,185.77	579,661.30
1,596 SHS	MONSANTO	167,868.76	186,013.80
3,749 SHS	MOOG	130,169.13	254,707.06
1,905 SHS	MWI VETERINARY SUPPLY	88,214.36	324,973.95
2,900 SHS	MYRIAD GENETICS	103,102.00	60,842.00
22,961 SHS	NATIONAL PENN BANCSHARES	159,375.80	260,148.13
3,005 SHS	NEOGEN	78,640.98	137,328.50

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As of December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
744 SHS	NEWMARKET	85,158.48	248,607.60
11,000 SHS	NEXTERA ENERGY CAP 8.75% JR SUB DEB	281,578.80	280,170.00
20,133 SHS	NIKE	975,869.42	1,583,259.12
11,190 SHS	NOBLE	426,521.74	419,289.30
6,030 SHS	OMNICELL	103,474.39	153,945.90
2,440 SHS	OMNICOM GROUP	153,395.03	181,462.80
4,350 SHS	OPEN TEXT	62,830.53	400,026.00
41,809 SHS	ORACLE	644,478.58	1,599,612.34
8,880 SHS	ORBITAL SCI	97,966.70	206,904.00
5,347 SHS	OWENS & MINOR	103,311.48	195,486.32
4,655 SHS	PAREXEL INTL	216,987.11	210,312.90
2,860 SHS	PATTERSON	111,264.01	117,832.00
2,150 SHS	PAYCHEX	59,458.69	97,889.50
11,340 SHS	PEOPLES UTD FINL	153,281.65	171,460.80
4,100 SHS	PERKINELMER	132,933.89	169,043.00
1,502 SHS	PHARMACYCLICS	131,148.37	158,881.56
10,714 SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	448,845.89	933,510.82
4,000 SHS	PLANTRONICS	89,315.20	185,800.00
8,350 SHS	PLEXUS	216,740.77	361,471.50
5,160 SHS	PLUM CREEK TIMBER	251,542.80	239,991.60
1,250 SHS	POLO RALPH LAUREN	66,628.46	220,712.50
1,885 SHS	PORTFOLIO RECOVERY ASSOCS	98,484.60	99,603.40
2,296 SHS	POTLATCH	68,036.74	95,835.04
1,825 SHS	POWER INTERGRATIONS	99,020.85	101,871.50
1,098 SHS	PRECISION CASTPARTS	53,742.71	295,691.40
384 SHS	PRICELINE COM	63,930.78	446,361.60
18,000 SHS	PROCTER & GAMBLE	1,088,078.40	1,465,380.00
3,590 SHS	PROS HLDGS	121,758.45	143,241.00
6,000 SHS	PROTECTIVE LIFE SR NT	128,884.20	125,160.00
7,168 SHS	PTC (FNA PARAMETRIC TECHNOLOGY)	111,649.66	253,675.52
5,800 SHS	PUB SERVICE ENTERPRISE GROUP	187,316.22	185,832.00
22,632 SHS	QUALCOMM	913,126.93	1,680,426.00
10,234 SHS	REDWOOD TR	131,529.05	198,232.58
551 SHS	REGENERON PHARMACEUTICALS	79,507.12	151,657.24
3,950 SHS	ROYAL CARIBBEAN CRUISES	129,534.70	187,309.00
5,020 SHS	RYMAN HOSPITALITY PPTYS	218,381.91	209,735.60
5,452 SHS	SALESFORCE	120,383.02	300,895.88
3,000 SHS	SCANA	80,519.10	78,690.00
7,850 SHS	SEAGATE TECH PLC	107,138.38	440,856.00

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990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks

As of December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
3,399 SHS	SIRONA DENTAL SYS	127,363.93	238,609.80
5,641 SHS	SKYWORKS SOLUTIONS	89,547.73	161,106.96
7,925 SHS	SLECT COMFORT	132,341.81	167,138.25
6,120 SHS	SMITH A O	110,137.95	330,112.80
2,283 SHS	SNAP-ON	109,219.38	250,034.16
3,084 SHS	SOLARWINDS	76,536.51	116,667.72
3,089 SHS	SPLUNK	130,692.08	212,121.63
22,588 SHS	STARBUCKS	632,588.65	1,770,673.32
2,197 SHS	STIFEL FINL	72,042.67	105,280.24
8,436 SHS	SUPERIOR ENERGY SVCS	207,121.07	224,481.96
2,960 SHS	SVB FINL GROUP	244,235.52	310,385.60
5,400 SHS	SYNOPSYS	193,636.44	219,078.00
2,451 SHS	SYNTEL	110,967.64	222,918.45
19,774 SHS	T ROWE PRICE	1,079,518.45	1,656,467.98
17,347 SHS	TCF FNCL	191,104.97	281,888.75
4,135 SHS	TIBCO SOFTWARE	96,222.54	92,954.80
17,551 SHS	TJX COS	607,052.38	1,118,525.23
3,853 SHS	TRACTOR SUP CO	33,498.19	298,915.74
930 SHS	TRANSDIGM GROUP	63,775.08	149,748.60
13,702 SHS	TRIMBLE NAV LTD	122,131.75	475,459.40
2,556 SHS	TRIUMPH GROUP	56,398.63	194,434.92
4,200 SHS	TUMI HOLDINGS	86,365.71	94,710.00
2,260 SHS	TUPPERWARE BRANDS	52,211.52	213,637.80
3,100 SHS	TW TELECOM (F/N/A TIME WARNER TELECO	44,283.76	94,457.00
2,775 SHS	TWITTER	126,392.09	176,628.75
7,900 SHS	UGI	181,658.99	327,534.00
1,498 SHS	ULTA SALON COSMETICS	104,473.44	144,586.96
4,100 SHS	ULTRA PETE	85,062.30	88,765.00
7,023 SHS	UNDER ARMOR	191,108.30	613,107.90
4,858 SHS	UNVL FST PRODS	184,004.71	253,296.12
1,840 SHS	UNVL HEALTH SERVICES	124,487.96	149,518.40
1,495 SHS	VALMONT INDS	206,400.30	222,934.40
2,450 SHS	VARIAN MED SYS	108,011.89	190,340.50
7,080 SHS	VECTREN	248,050.56	251,340.00
1,450 SHS	VIASAT	43,321.88	90,842.50
10,058 SHS	VISA	1,516,095.23	2,239,715.44
3,738 SHS	WADDELL & REED	100,928.61	243,418.56
2,665 SHS	WAGEWORKS	144,718.69	158,407.60
3,200 SHS	WEINGARTEN RLTY NT	68,034.96	66,464.00

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
8,000 SHS	WELLS FARGO & CO SER J	234,597.20	223,680.00
5,285 SHS	WEST PHARMACEUTICAL SVCS	150,156.23	259,282.10
350 SHS	WHITE MOUNTAINS INSURANCE	208,880.11	211,078.00
3,330 SHS	WHITING PETE	153,444.40	206,027.10
3,657 SHS	WHOLE FOODS MKT	133,750.07	211,484.31
6,648 SHS	WOLVERINE WORLD WIDE	57,298.99	225,766.08
2,041 SHS	WORKDAY	153,865.62	169,729.56
13,000 SHS	WPX ENERGY	226,045.70	264,940.00
7,750 SHS	YAHOO	236,098.00	313,410.00
3,300 SHS	ZEBRA TECHNOLOGIES	153,955.89	178,464.00
	Grand Total:	48,863,832.43	81,328,472.12

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
215 M	ACE INA HLDG 5.7% 02/15/2017	224,138.45	241,090.25
255 M	AETNA 2.75% 11/15/2022	253,003.95	234,893.51
210 M	AMER MOVIL 5.625% 11/15/2017	212,944.30	236,547.36
86 M	AMERN AIRLS PASS 5.25% 07/31/2022	85,206.23	90,558.38
210 M	AMERN EXPRESS 6.15% 08/28/2017	253,706.80	242,275.32
200 M	AMERN INTL GROUP 5.85% 01/16/2018	225,832.00	229,410.00
225 M	ANHEUSER BUSCH 5.05% 10/15/2016	251,631.75	250,313.63
260 M	APPLE 2.4% 05/03/2023	256,991.80	233,794.86
225 M	AT&T 2.375% 11/27/2018	225,000.00	225,193.05
200 M	BANK AMER 6.5% 08/01/2016	218,780.00	225,817.60
200 M	BANK AMER SENIOR NOTE 5.625% 10/14/201	209,660.00	222,876.60
175 M	BANK ONE 4.9% 04/30/2015	168,466.90	184,355.50
137 M	BAPTIST HLTH FLA 4.59% 08/15/2021	142,565.85	141,254.95
160 M	BB&T SR MED TRM 5.7% 04/30/2014	158,076.80	162,758.24
400 M	BEAR STEARNS 5.3% 10/30/2015	426,320.00	431,448.80
165 M	BEAR STEARNS VAR RT 02/10/2014	166,298.55	164,637.00
210 M	BHP BILLITON FIN 3.25% 11/21/2021	210,621.30	208,755.54
183 M	BROWN FORMAN 2.5% 01/15/2016	182,715.00	189,018.87
314 M	BUNGE LTD FIN 5.35% 04/15/2014	334,102.00	317,990.94
220 M	BURLINGTON NORTH SANTA FE 3% 03/15/20	220,724.36	204,877.42
200 M	CAP 1 FINL 3.15% 07/15/2016	206,120.00	209,014.60
135 M	CARMAX AUTO OWNER .91% 12/15/2015	135,312.10	135,471.35
220 M	CATERPILLAR FINL SVCS MED TERM 1.3% 0	219,804.15	213,311.12
150 M	CHEVRON 1.718% 06/24/2018	150,000.00	149,433.90
220 M	CIGNA 2.75% 11/15/2016	222,546.70	228,980.84
130 M	CISCO SYS SR NOTE FLTG 03/14/2014	130,000.00	130,083.98
195 M	CITIBANK CR CARD 5.3% 03/15/2018	194,253.15	213,998.07
215 M	CITIGROUP 6.125% 11/21/2017	206,725.00	247,832.44
4 M	CMO MORGAN STANLEY CAP I TR 2006 5.91	4,456.93	4,424.45
205 M	COMCAST 5.15% 03/01/2020	209,158.25	228,691.65
80 M	CONTINENTAL AIRLS PASS 7.256% 09/15/20	87,594.74	89,196.76
139 M	CONTINENTAL AIRLS PASS THRU 6.648% 03	147,794.73	146,335.25
201 M	CONTL AIRLS PASS 9% 07/08/2016	233,701.32	228,801.32
250 M	COSTCO WHSL 1.7% 12/15/2019	250,775.00	240,806.75
180 M	COVIDIEN INTL FINANCE 4.2% 06/15/2020	180,059.40	190,998.00
195 M	CR SUISSE AG 5.4% 01/14/2020	194,003.30	216,709.94
230 M	DEERE JOHN 1.85% 09/15/2016	229,878.10	235,476.07
37 M	DELTA AIR LINES 6.821% 02/10/2024	37,833.75	41,718.89

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
162 M	DELTA AIR LINES 7.75% 06/17/2021	184,845.61	186,832.30
205 M	DIRECTV 5% 03/01/2021	208,862.00	215,354.35
215 M	DISCOVERY 5.05% 06/01/2020	245,091.90	234,682.61
200 M	DISNEY WALT NEW MED TERM .875 12/01/20	199,346.00	200,910.80
60 M	DOMINION RESOURCES 1.8% 03/15/2014	59,966.40	60,169.92
190 M	DR PEPPER SNAPPLE 2.9% 01/15/2016	190,294.50	197,191.31
187 M	ENTERGY TEX 3.6% 06/01/2015	195,695.50	193,169.13
200 M	ENTERPRISE PRODS 6.3% 09/15/2017	236,886.65	230,237.80
210 M	ERP OPER LTD 5.75% 06/15/2017	242,102.00	235,784.43
69 M	FORD CR AUTO OWNER 2.15% 06/15/2015	69,363.24	69,615.17
232 M	FORD CR OWNER TR 1.65% 05/15/2016	232,019.45	233,493.97
150 M	FORD MTR CR 6.625% 08/15/2017	173,050.50	173,764.95
400 M	GE MED TERM 5.375% 10/20/2016	432,427.00	445,625.60
290 M	GEN ELEC CAP 5.625% 05/01/2018	334,921.00	333,026.72
165 M	GEORGIA PWR 5.25% 12/15/2015	164,640.30	178,896.30
100 M	GOLDMAN SACHS 5.125% 01/15/2015	105,488.00	104,458.80
205 M	GOLDMAN SACHS 5.95% 01/18/2018	238,786.05	233,072.29
205 M	GOOGLE 2.125% 05/19/2016	204,282.35	211,804.57
50 M	HANCOCK JOHN LIFE INS VAR RT 02/15/201	50,375.00	51,014.50
200 M	HANCOCK JOHN LIFE INS VAR RT 04/15/201	198,660.00	199,934.00
95 M	HANCOCK JOHN LIFE SIG NOTES VAR RT 4/	95,095.00	95,000.00
160 M	HARTFORD LIFE INS FLTG RT 3.25% 08/15/20	159,806.10	161,721.60
95 M	HARTFORD LIFE INS FLTG RT 3.29% 08/15/20	94,715.00	98,078.95
50 M	HARTFORD LIFE INS VAR RT 2.89% 03/15/20	48,987.50	50,440.00
350 M	HONDA AUTO .689999999762% 09/18/2017	349,940.22	350,272.30
84 M	HONDA AUTO .77% 01/15/2016	83,533.18	83,732.34
125 M	HYUNDAI AUTO .72% 03/15/2016	124,617.76	124,825.16
143 M	HYUNDAI AUTO 2.45% 12/15/2016	142,987.73	144,546.43
210 M	INTEL 3.3% 10/01/2021	217,625.70	208,633.32
345 M	JPMORGAN CHASE 3.375% 05/01/2023	344,679.15	321,540.00
250 M	KINDER MORGAN 2.65% 02/01/2019	251,495.00	247,227.50
100 M	KROGER 7.5% 01/15/2014	116,272.00	100,228.10
200 M	LINCOLN NATL 4.3% 06/15/2015	213,602.00	209,672.80
300 M	LINCOLN NATL 4.75% 02/15/2014	315,267.00	301,470.00
250 M	MAGELLAN MIDSTREAM 5.65% 10/15/2016	281,820.00	279,522.50
230 M	MARATHON OIL 2.8% 11/01/2022	231,725.00	211,969.61
215 M	MCKESSON 3.25% 03/01/2016	218,172.65	224,069.78
150 M	MCKESSON 6.5% 02/15/2014	165,511.50	151,026.60

The George Foundation - 990PF #74-6043368
 990PF Page 2, Part II, Line 10c, Investments
 Corporate Bonds
 December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
185 M	MERRILL LYNCH 6.4% 08/28/2017	168,578.00	213,287.61
240 M	METLIFE 5% 06/15/2015	265,020.80	254,739.84
255 M	MICROSOFT 2.375% 05/01/2023	252,590.10	230,699.27
220 M	MORGAN STANLEY 2.125% 04/25/2018	220,017.80	218,102.50
207 M	MORGAN STANLEY DEAN WITTER 4.29% 03/	207,003.00	210,272.67
100 M	MORGAN STANLEY DEAN WITTER FLTG RT	102,250.00	102,354.00
40 M	MORGAN STANLEY DEAN WITTER VAR RT 0	40,583.20	41,101.60
65 M	MORGAN STANLEY DEAN WITTER VAR RT 0	64,610.00	64,936.30
25 M	MORGAN STANLEY DEAN WITTER VAR RT 0	24,831.25	24,843.75
31 M	MORGAN STANLEY DEAN WITTER VAR RT 1	31,620.00	31,576.91
40 M	MORGAN STANLEY FLTG RT 5.36% 03/01/20	41,200.00	40,750.40
75 M	N.W. AIRLS PASS 7.027% 11/01/2019	75,466.21	82,918.95
115 M	NATIONWIDE FINL 5.1% 10/01/2015	125,005.00	121,620.55
178 M	NISSAN AUTO .87% 02/16/2016	177,974.12	178,615.31
50 M	NORFOLK SOUTHN 5.257% 09/17/2014	53,233.50	51,660.45
121 M	NORTHWEST AIRLS PASS THRU 05/20/2023	123,839.56	129,609.09
255 M	PACCAR FINL MED TERM 1.6% 03/15/2017	255,691.15	254,632.80
450 M	PETROBRAS INTL 7.75% 09/15/2014	522,545.00	469,125.00
255 M	PPL CAP FDG 3.4% 06/01/2023	253,145.25	237,275.46
155 M	PRAXAIR 5.375% 11/01/2016	170,476.75	172,870.11
315 M	PRIN LIFE FUNDINGS 3.806% 04/01/2016	321,611.00	318,660.30
120 M	PROTECTIVE LIFE FLTG RATE 08/10/2014	123,908.00	120,618.00
62 M	PROTECTIVE LIFE SECD TRS VAR RT 04/10/	62,465.00	62,994.48
310 M	PRUDENTIAL FINL FLTG RT 3.05% 06/10/201	311,919.00	312,678.40
138 M	PRUDENTIAL FINL VAR RT 02/10/2015	142,327.20	137,899.26
240 M	RIO TINTO FIN USA 2.5% 05/20/2016	245,035.20	247,502.40
250 M	ROYAL BK CDA 2.3% 07/20/2016	260,699.00	258,444.50
50 M	ROYAL BK CDA FLTG 2.71% 01/31/2016	50,625.00	51,135.00
260 M	SEMPRA ENERGY 2.875% 10/01/2022	257,325.30	239,388.50
185 M	SIERRA PAC PWR 6% 05/15/2016	189,369.05	206,511.62
475 M	SOUTHWEST AIRLS 5.75% 12/15/2016	541,685.25	529,180.40
160 M	THERMO FISHER 2.25% 08/15/2016	160,730.15	163,628.64
215 M	TIME WARNER 4.75% 03/29/2021	241,729.40	229,269.98
200 M	TOYOTA MTR CR 1.75% 05/22/2017	200,649.50	200,943.40
160 M	UNITED PARCEL 5.5% 01/15/2018	170,123.20	183,023.68
190 M	US BANCORP 1.65% 05/15/2017	190,556.70	190,399.38
46 M	UTD AIRLINES 10.4% 11/01/2016	53,643.51	52,498.71
72 M	UTD AIRLS PASS 9.75% 01/15/2017	83,199.50	83,348.15

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
230 M	VERIZON 3.65% 09/14/2018	239,229.90	243,469.72
325 M	VOLKSWAGEN AUTO 1.96% 09/20/2017	324,938.35	328,708.25
210 M	WELLS FARGO 2.1% 05/08/2017	210,069.30	213,916.29
	Grand Total:	22,447,277.80	22,447,381.28

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

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
LAND - See Schedule Attached	24,207,616		24,207,616	31,669,163
OFFICE AUTOMOTIVE	19,573	2,610	16,963	16,963
OFFICE BUILDING	544,574	129,539	415,035	199,575
OFFICE BUILDING EQUIPMENT	18,338	14,180	4,158	4,158
OFFICE FURNITURE & EQUIPMENT	91,728	67,492	24,236	24,236
FARM/LG AUTOMOTIVE	9,483	8,866	617	617
FARM/LG BUILDINGS	1,020,916	978,445	42,471	482,081
FARM/LG EQUIPMENT	218,515	194,504	24,011	24,011
FARM/LG FENCES	472,335	313,767	158,568	158,568
FARM/LG ROADS AND CULVERTS	183,903	169,474	14,429	14,429
FARM/LG WATER SYSTEM	163,346	159,414	3,932	3,932
MINERAL PROPERTIES:				
J.H P. DAVIS, R PEEBLES SURVEY-				
1000 ACRES ROYALTY	1,728,477	1,728,477	-	
440 & 350 ACRE ROYALTY	214,567	214,567	-	
30 ACRE ROYALTY	2,669	2,669	-	
PEEBLES GAS ROYALTY	25,350	25,350	-	
A P GEORGE 2,000 ACRE ROYALTY	5,224	5,224	-	
T W. DAVIS LEASE, M. YOUNG SURVEY-				
2,536 ACRE OIL ROYALTY	1,364,533	1,364,533	-	
2,536 ACRE GAS ROYALTY	14,174	14,174	-	
A.P GEORGE, ET AL, J. RABB LEAGUE-				
619 ACRE ROYALTY	605,714	605,714	-	
LONG POINT 340 ACRE ROYALTY	3,312	3,312	-	
PLEDGER GAS ROYATLY	427	427	-	
MOCK OIL ROYALTY	34	34	-	
SOUTH HOUSTON ROYALTY	334	334	-	
MICHAEL YOUNG LEAGUE-				
100 ACRE	5,035	5,035	-	
ELIZA HUNDLEY PROPERTY				
442.33 AC	44,233		44,233	44,233
442.194 AC	14,740		14,740	14,740
MINERAL INTERESTS				11,403,000
	<u>30,979,150</u>	<u>6,008,141</u>	<u>24,971,009</u>	<u>44,059,706</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2013

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
MUTUAL FUND			
300 M	AQR DIVERSIFIED ARBITRAGE FUND	3,297,372.39	3,271,755.55
324 M	AQR MANAGED FUTURES FUND	3,154,996.05	3,431,064.90
683 M	CAUSEWAY CAP MGMT TR INTL	9,107,023.12	11,042,977.61
400 M	FIRST EAGLE OVERSEAS FD	7,731,527.44	9,388,615.19
1,432 M	PIMCO UNCONSTRAINED BD FUND	15,873,946.53	15,882,463.32
483 M	SCHWAB EMG MKTS FD	4,368,955.30	4,256,500.84
319 M	THIRD AVE FOCUSED CREDIT FUND	3,366,645.52	3,576,652.13
288 M	THIRD AVENUE INTL VALUE FD	5,357,027.17	5,846,246.61
160 M	THIRD AVENUE REAL ESTATE VALUE FD	4,051,802.22	4,608,788.34
1,452 M	WASATCH EMG MKTS SM CAP FD	3,268,485.09	3,846,733.43
		<u>59,577,780.83</u>	<u>65,151,797.93</u>
OTHER			
50 M	CD, AM EXPRESS CENTURION BK 3.45% 04/	51,394.22	50,455.50
95 M	CD, DISCOVER BK GREENWOOD 5.05% 09/1	104,545.18	97,922.20
100 M	CD, FIRST CLEARING 3.15% 09/02/2014	99,770.00	101,672.00
50 M	CD, GOLDMAN SACHS BK YORK 4.75% 12/24	53,851.13	52,975.50
		<u>309,560.53</u>	<u>303,025.20</u>
PARTNERSHIP			
0 M	BLACKROCK ENERGY OPPORTUNITY FD	1,227,232.13	714,936.00
0 M	DELTEC SPECIAL SITUATIONS PTNS	5,565,272.00	6,268,538.00
0 M	HARBERT POWER FUND III LLC	2,577,620.00	2,577,620.00
0 M	RAFI 1000 INDEX FUND	19,890,295.82	33,985,266.12
		<u>29,260,419.95</u>	<u>43,546,360.12</u>
	Grand Total:	<u><u>89,147,761.31</u></u>	<u><u>109,001,183.25</u></u>

THE GEORGE FOUNDATION

EIN# 74-6043368

12/31/2013

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

DESCRIPTION	COST OR BASIS	ACCUMULATED DEPRECIATION	NET BOOK VALUE	FMV
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS.				
ACTOR'S DRESSING	104,845	98,415	6,430	2,572
APPLIANCE & ACCESSORIES	75,531	75,531	-	-
ARENA	2,565,997	2,313,822	252,175	100,870
AUTHENTIC PERIOD FURNISHINGS	852,504	-	852,504	341,002
AUTOMOTIVE EQUIPMENT	258,600	162,023	96,577	38,631
BARN NO. 3	159,363	152,906	6,457	2,583
BLACKSMITH SHOP	159,479	136,572	22,907	9,163
CHAPEL	85,052	21,481	63,571	25,428
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	62,956	44,683	18,273	7,309
DOG KENNELS	6,590	6,590	-	-
FENCES	462,367	451,495	10,872	4,349
FRONT ENTRANCE	389,301	387,594	1,707	683
GAZEBO	39,416	8,146	31,270	12,508
GEORGE RANCH HOUSE COMPLEX	1,085,809	1,002,192	83,617	33,447
GEORGE SHOP	122,807	89,757	33,050	13,220
GUY LODGE HALL	260,748	224,295	36,453	14,581
HORSE BARN NO. 1	128,267	123,083	5,184	2,074
HORSE BARN NO. 2	128,267	123,083	5,184	2,074
JHP DAVIS HOUSE	1,071,696	981,877	89,819	35,928
JONES FARMSTEAD	109,567	63,116	46,451	18,580
KRAUSE GENERAL STORE/POST OFFICE	106,169	100,909	5,260	2,104
LANDSCAPING	212,031	204,365	7,666	3,066
LINKE HOUSE	28,648	14,513	14,135	5,654
LIVESTOCK	25,263	24,096	1,167	467
MAINTENANCE EQUIPMENT	511,834	430,777	81,057	32,423
MARE BARN	49,333	47,075	2,258	903
MISCELLANEOUS	171,733	88,153	83,580	33,432
NATURE TRAIL	260,956	12,886	248,070	99,228
OFFICE BLDG - RICHMOND	569,983	138,801	431,182	199,575
OFFICE EQUIPMENT/FURNISHINGS	172,975	154,322	18,653	7,461
OLD PRAIRIE HOME (LOCUST)	476,332	126,225	350,107	140,043
OUTSIDE LIGHTING	96,921	93,077	3,844	1,538
PARKING LOTS	799,727	799,039	688	275
PAVILION	454,516	183,772	270,744	108,298
QUONSET BUILDING	285,432	190,623	94,809	37,924
RECEPTION CENTER	232,924	216,460	16,464	6,586
ROADS & BRIDGES	1,761,034	1,714,459	46,575	18,630
SCULPTURE	76,900	76,900	-	-
SHADE BARNS	121,434	114,811	6,623	2,649
SNACK BAR	88,716	76,288	12,428	4,971
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	785,941	738,441	47,500	19,000
TRACTOR SHED	24,896	20,786	4,110	1,644
TRAIL TO RAILS	89,090	21,987	67,103	26,841
UTILITY STRUCTURES	2,790,903	2,487,529	303,374	121,350
VISITOR SERVICES	56,199	40,028	16,171	6,468
VISITOR CENTER	484,193	306,570	177,623	71,049
TOTAL PROJECT COSTS	18,948,405	14,974,713	3,973,692	1,616,581
LAND	446,990		446,990	579,977
TOTAL GEORGE RANCH HISTORICAL PARK	19,395,395	14,974,713	4,420,682	2,196,558
ASSETS USED FOR GRANT PURPOSES	865,909	257,669	608,240	299,428
	<u>20,261,304</u>	<u>15,232,382</u>	<u>5,028,922</u>	<u>2,495,986</u>

THE GEORGE FOUNDATION

BYLAWS

Trustees

- 1.a. The number of trustees serving at any time shall be five (5). In the event that a vacancy occurs, whether by death, incapacity, resignation, removal or completion of a term of office, such vacancy shall be filled by a majority vote of the remaining qualified and acting trustees. No trustee may succeed himself or herself upon the completion of a term of office.
- b. No trustee elected after January 1, 1984 shall serve for a term longer than ten (10) years.
- c. The terms of the trustees shall be staggered so that one new trustee is elected every even numbered year.
- d. During the first quarter of each year, each trustee shall file with the Foundation a statement in sufficient detail to disclose all prohibited transactions as defined in Section 4941 of the Internal Revenue Code of 1986, as amended, which may have been engaged in during the preceding year by each trustee and persons or entities related to such trustee as described in Section 4946 of the Internal Revenue Code of 1986, as amended.
- e. Any former trustee who has served as a trustee for a period of not less than ten (10) years may request the designation as Trustee Emeritus. If the trustees determine that having such former trustee designated

Trustee Emeritus will be of material benefit to the Foundation, the trustees by majority vote may make such designation for such period of time as the trustees shall determine. The position of Trustee Emeritus shall be honorary and any so designated shall be invited to attend regular trustee meetings but shall have no vote or authority, actual or implied, to bind the Foundation.

- f. In the administration of their powers to seek to obtain appreciation of assets, to make and retain investments, and to delegate investment management of trust funds, the trustees shall exercise ordinary business care and prudence under the facts and circumstances prevailing at the time of the action or decision. In so doing, they shall consider long and short term needs of the Foundation in carrying out its religious, charitable, scientific, literary and/or educational purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends and general economic conditions.
- g. During the first quarter of each year, each trustee shall file with the Foundation a statement in sufficient detail to disclose any interest, either personal, financial, or business, or service as a trustee, director or consultant to another non-profit organization, of the trustee or any member of the immediate family of the trustee that likely would be affected by any action being considered for a vote by the Foundation trustees, such interest being a "conflict of interest". During each year after making the annual statement, if the trustee becomes aware of any

additional conflict of interest with respect to the trustee or any member of the immediate family of the trustee, said trustee shall file with the Foundation a supplemental statement in sufficient detail to report such conflict of interest. Prior to Board action on any contract, grant, or other transaction, any trustee who has a conflict of interest shall disclose such interest to the Board and thereafter may not vote on, nor make any motion or second for a resolution concerning the vote on, such contract, grant or transaction, but instead, shall abstain from any such action. Immediate family as used herein means the spouse, ancestors, children or grandchildren, or the spouses of children or grandchildren of the trustee.

Meetings

- 2.a. Regular meetings of the trustees shall be held each month at a time and place selected by the trustees. Once selected, the date for holding regular meetings may be changed by majority vote of the trustees provided that regular meetings shall be held no less frequently than monthly.
- b. Special meetings of the trustees may be called on not less than two (2) days written notice by not less than two (2) trustees at a time and place set forth in the notice. Requirement for written notice of a special meeting may be waived by written waiver signed by all trustees.
- c. No action taken by the trustees (other than filling a vacancy pursuant to paragraph 1.a., hereof) shall be binding upon the Foundation unless

approved by a majority of the trustees, except that a decision to use all or part of the principal of the trust estate pursuant to paragraph Fifth (d) of the Trust Indenture shall require the unanimous vote of all trustees.

- d. The proceedings of all meetings shall be recorded and written minutes, approved for accuracy by the trustees, shall be maintained in a permanent record. All minutes, other than those recording the proceedings at an executive session of the trustees where personnel or other sensitive matters are discussed, shall be available for inspection on reasonable notice by interested parties during regular business hours at the principal office of the Foundation.
- e. Any trustee who fails to attend eight (8) regular meetings during any calendar year without good cause as determined by the remaining trustees shall be deemed to have voluntarily resigned at the end of that calendar year.

Employees

- 3.a. The Foundation may hire such employees as are deemed necessary in the Trustees' discretion for the efficient conduct of the Foundation's affairs, including but not limited to a Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Grants Officer. Compensation and benefits paid to the employees of the Foundation shall be reviewed by the Trustees no less frequently than annually, and compensation and benefits for the senior officers named above shall be determined by approval of the majority of the Trustees (with compensation and benefits

of all other employees to be determined by the Trustees based on recommendations by the CEO).

- b. The trustees shall adopt written policies and procedures setting forth the authority and responsibility of its employees and duly appointed committees, if any, and shall review such policies and procedures no less frequently than annually. On a continuing basis the trustees shall require all employees to perform their duties and responsibilities pursuant to the terms of such policies and procedures.

Officers and Duties

- 4.a. At the monthly meeting of trustees held in March of each year, the trustees by majority vote shall elect officers to serve for the next succeeding year or until their successors shall have been elected and qualified. The officers of the Foundation and their duties shall be as follows:

- (1) Chairman of the Board of Trustees who shall preside at all meetings of trustees and function as chief executive officer on behalf of the trustees, recognizing that no action taken by the Chairman or any other trustee shall be binding upon the Foundation unless approved by a majority of the trustees.
- (2) Vice Chairman of the Board of Trustees who shall, in the absence or disability of the Chairman, perform the duties and exercise the responsibilities of the Chairman, and shall

perform such other duties as a majority of the trustees shall prescribe.

- (3) Secretary of the Board of Trustees who shall attend all meetings of trustees and record all votes on matters decided by the trustees and be responsible for the keeping of accurate minutes of meetings of trustees. The Secretary shall give, or cause to be given, notice of all meetings of trustees and shall perform such other duties as may be prescribed by the trustees.
- b. Checks written on Foundation accounts in amounts in excess of \$25,000 and all checks for charitable grants shall be signed by not less than two (2) Trustees. Checks written on Foundation accounts for amounts less than \$25,000 may be signed by not less than two (2) Foundation employees duly authorized by the Trustees, one of whom shall be either the CEO or the CFO.
- c. All instruments in writing affecting ownership of Foundation real and mineral properties such as conveyances, deeds, deeds of trust, bills of sale, mortgages, liens, encumbrances, leases, mineral interests, easements, releases, division orders, earnest money contracts, promissory notes and similar commitments shall be signed on behalf of the Foundation by not less than three (3) trustees. Instruments in writing affecting the ownership of Foundation investments, other than real and mineral properties, such as stocks, bonds, corporate and

governmental obligations may be signed and the exercise of rights pertaining to such investments such as purchases, sales, hypothecation, voting of proxies and other voting rights incident to such ownership may be exercised by agents who from time to time may be appointed by a majority of the trustees.

Exhibit A

BYLAW AMENDMENTS

1. Sections 2.d., 4.a., 4.b. and 4.c. in March 1986
2. Sections 1.b., 1.c., 1.d., 1.f. and 2.a. in June 1990
3. Section 4.b. in January 1995
4. Section 4.b. in March 2002
5. Section 1.g. in September 2002
6. Section 1.f. on November 26, 2002
7. Sections 3.a. and 4.b. on April 23, 2013

Grants at a Glance

Scope of Giving:

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

Grant Deadlines:

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

Application Mailing Address:

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

grants@thegeorgefoundation.org

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

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

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

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

Grant Strategy

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

The Funding Strategy

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

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

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

What the Foundation does not fund

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

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

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

Eligibility Criteria and Guidelines

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

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

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

Proposal Deadlines

Quarterly deadlines for submission of proposals to the Foundation are:

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

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

Proposal Review and Funding Determination

What to expect DURING the proposal review process:

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

What to expect AFTER the proposal review:

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

THE GEORGE FOUNDATION
Grants Paid
January through December 2013

Recipient	Foundation Status of recipient	Purpose of Grant	Paid Amount
Alliance of Community Assistance Ministries 770 South Post Oak Lane, Suite 525 Houston, TX 770056	PC	To support organizational development and training programs for Fort Bend County member organizations To support organizational development and training programs for Fort Bend County member organizations	30,000.00 30,000.00
Bering/Omega Community Services P.O. Box 397 Houston, TX 77254-0517	PC	To support dental care to Fort Bend residents affected by HIV/AIDS To support dental care to Fort Bend residents affected by HIV/AIDS	40,000.00 35,000.00
Big Brothers Big Sisters Lone Star 6437 High Star Drive Houston, Tx 77074	PC	To support one-to-one mentoring program to serve at-risk Fort Bend County youth	15,000.00
Blessed Be Hope for Three, Inc. 10200 W. Airport, Suite 100 Stafford, Tx 77477	PC	2013 Youth in Philanthropy Program To assist with operational support to transition to paid staff to expand programs and	1,500.00 51,570.00
Boy Scouts of America, Sam Houston Area C P.O. Box 924528 Houston, TX 77292	PC	To support Fort Bend County Scouting programs, including Scoutreach which	60,000.00
Boys and Girls Clubs of Greater Houston 1520-A Airline Drive Houston, TX 77009	PC	To provide educational, leadership and recreational afterschool programming to	100,000.00
Boys and Girls Country of Houston, Inc. 18806 Roberts Road Hockley, TX 77447	PC	To support residential care for Fort Bend County youth To support residential care for Fort Bend County youth	65,000.00 50,000.00
Breath of Life Children's Center, Inc. 21715 Kingsland Blvd.	PC	To provide primary healthcare to uninsured/underinsured children in Katy and	10,000.00

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	Katy, Tx 77450		
PC	Bridges To Life P.O. Box 570895 Houston, TX 77257-0895	To provide programs to reduce recidivism at Fort Bend County prisons	5,000.00
PC	Casa de Esperanza de los Ninos, Inc. P.O. Box 66581 Houston, TX 77266-6581	2013 Youth in Philanthropy Program To fund residential/outreach Foster Care and Post-Adoption services provided to Fort Bend County youth	800.00 97,400.00
PC	Catholic Charities-Galveston-Houston P.O. Box 66508 Houston, TX 77266-6581	2013 Youth in Philanthropy Program 2013 Youth in Philanthropy Program Emergency funding to continue senior food program Support services low inc seniors Expand residential foster care	800.00 1,800.00 12,500.00 100,000.00 100,000.00
PC	Child Advocates of Fort Bend County, Inc. 5403 Avenue N Rosenberg, TX 77471	2013 Youth in Philanthropy Program To provide additional therapist to increase counseling services to children on wait list	1,800.00 54,900.00
PC	Children's Museum of Houston, The 1500 Binz Street Houston, TX 77004-7112	Capital campaign construct Fort Bend museum	1,000,000.00
PC	Children's Museum, Inc. 1500 Binz Street Houston, TX 77004-7112	To support programming serving Fort Bend County at-risk, children and their families	12,500.00
PC	CollegeCommunityCareer, Inc. 15 Sovereign Circle Richmond, TX 77469	To provide college readiness support to low-income, first generation students	15,000.00

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation
Status of
recipient

Recipient	Purpose of Grant	Paid Amount
Conference of Southwest Fdn.(Grantee) 624 N. Good Latimer Expressway, Suite 100 Dallas, TX 75204	PC Annual contribution Annual conference expense support	4,000.00 1,500.00
Crisis Intervention of Houston Inc. 3701 Kirby Drive, Suite 540 Houston, TX 77098	PC To support Fort Bend Talkline, a crisis hotline serving Fort Bend County middle and high-school aged students.	40,000.00
DAYA P.O. Box 571774 Houston, TX 77257-0895	PC To provide assistance to Fort Bend County South Asian victims of family violence and sexual assault	30,000.00
DePelchin Children's Center 4950 Memorial Drive Houston, Tx 77007	PC To recruit, retain, strengthen and support foster and adoptive families to serve Fort Bend County youth.	50,000.00
Depression & Bipolar Support Alliance-Hou P.O. Box 27607 Houston, TX 77227	PC To fund support groups for Fort Bend County residents affected by depression or bipolar disorder	10,000.00
East Fort Bend Human Needs Ministry, Inc. P.O. Box 1611 Stafford, TX 77497-1611	PC 2013 Youth in Philanthropy Program	1,800.00
Easter Seals of Greater Houston, Inc. 4500 Bissonnet, Suite 340 Bellaire, TX 77401	PC To support programming serving Fort Bend County youth with special needs	75,500.00
ESCAPE Family Resource Center	PC	

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	1721 Pech Rd #300 Houston, TX 77055	To support the expansion of two early childhood education training programs in Fort Bend County	17,670.88
PC	Fort Bend Community Partners Rainbow Room 3350-A Highway 6 #112 Sugar Land, TX 77478	2013 Youth in Philanthropy Program	800.00
PC	Fort Bend Community Revitalization Proj. 13330 South Gessner Missouri City, TX 77489	To support operating expenses associated with providing home repair assistance	100,000.00
PC	Fort Bend County Women's Center P.O. Box 183 Richmond, TX 77406-0183	Matching grant to support the construction of a resale store and administrative offices 2013 Youth in Philanthropy Program	750,000.00 800.00
PC	Fort Bend Family Health Center, Inc. 400 Austin Street Richmond, TX 77469	2013 Youth in Philanthropy Program 3 yr Integrated Mental Health School based health clinic at Ridgemont Early Childhood Ctr	800.00 245,368.00 491,500.00
PC	Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459	Matching 1:1 for land purchase To support Fort Bend County homeless families as they work to reach self-sufficiency To support services to Fort Bend County homeless families as they work to reach self-sufficiency	151,125.00 50,000.00 50,000.00
PC	Fort Bend Forward, Inc. 445 Commerce Green Sugar Land, TX 77478	YIP - operating expenses 2013/2014 Fort Bend Leadership	27,143.28 42,600.00
PC	Fort Bend Habitat for Humanity 13570 Murphy Road	To support the construction of one Habitat home for Fort Bend residents	25,000.00

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	Stafford, TX 77477	2013 Youth in Philanthropy Program	1,500.00
PC	Fort Bend Homeless Shelter, Inc. P.O. Box 17688 Sugar Land, TX 77496	2013 Youth in Philanthropy Program To provide capital support to purchase equipment to assist in serving homeless youth	800.00 74,370.00
PC	Fort Bend ISD 16431 Lexington Blvd Sugar Land, TX 77479	AVID program - middle school 2013 YIP Scholarships \$5000 N Alexander; \$1250 Towo Babyemi; \$1250 Tobi Babaye	32,050.00 7,500.00
PC	Fort Bend ISD Education Foundation P.O. Box 1004 Sugar Land, TX 77487-1004	Endowment funds to support teacher grants	50,000.00
PC	Fort Bend Lawyers Care 310 Morton St. Suite 566 Richmond, TX 77469	To provide access to legal services to low-income Fort Bend County residents	40,000.00
PC	Fort Bend Museum P.O. Box 460 Richmond, TX 77406-0460	Liability ins for GRHP Operations support for GRHP	15,000.00 90,000.00
PC	Fort Bend Regional Council 10435 Greenbough, Suite 250 Stafford, TX 77477	To support substance abuse prevention programs for Fort Bend County youth 2013 Youth in Philanthropy Program	32,227.00 1,800.00
PC	Fort Bend Senior Citizens, Inc. P.O. Box 1488 Rosenberg, TX 77471	To purchase van to expand service to food distribution sites serving seniors. To provide home delivered meals to seniors residing in Fort Bend County.	28,135.00 50,000.00
PC	Friends of the Ft Bend Library 1001 Golfview	2013 Youth in Philanthropy Program	1,500.00

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	Richmond, Tx 77469		
PC	Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	Girl Scouts on the Go	55,000.00
PC	Houston Achievement Place 245 West 17th Street Houston, TX 77008	To support residential care for Fort Bend youth in Foster care	22,000.00
PC	Houston Baptist University 7502 Fondren Road Houston, TX 77074-3298	Nursing scholarships	30,000.00
PC	Houston Hospice 1905 Holcombe Blvd Houston, TX 77030	Funding to establish remote services in Fort Bend County Capital Campaign to expand inpatient beds in the Margaret Cullen Marshall Hospice Care Center to enhance services to Fort Bend County residents.	30,000.00 50,000.00
PC	Houston Museum of Natural Science One Hermann Circle Dr. Houston, TX 77030-1799	To support educational programming at the Sugar Land site	20,000.00
PC	Katy ARTreach 4211 Stonecroft Circle Katy, TX 77450	2013 Youth in Philanthropy Program To train volunteer artists to deliver programs to children at risk, seniors and special needs populations in Greater Fort Bend County.	1,500.00 15,400.00
PC	Katy Christian Ministries P.O. Box 986 Katy, TX 77492	To provide food and financial services to families in crisis residing in the Fulshear	35,000.00
PC	Kick Drugs Out of America Foundation		

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	10260 Westheimer Road, Suite 340 Houston, TX 77042	To provide a self-esteem building program for at-risk students in five Fort Bend Independent School District schools	10,000.00
PC	KIPP, Inc. 10711 KIPP Way Houston, TX 77099	To support Fort Bend County students enrolled at KIPP Inc	100,000.00
PC	Lamar Consolidated I. S. D. 3911 Avenue I Rosenberg, TX 77471	2013 YIP Scholarships Self-esteem prog focusing on at risk girls	2,500.00 6,000.00
PC	Lamar Educational Awards Foundation 3911 Avenue I Rosenberg, TX 77471	Endowment funds to support teacher grants	50,000.00
PC	Legacy Community Health Services, Inc. P.O. Box 66308 Houston, TX 77266	To provide primary care to Fort Bend County residents living with HIV/AIDS.	35,000.00
PC	Literacy Volunteers of Fort Bend County 12530 Emily Court Sugar Land, TX 77478	To provide E5L and GED classes for adult learners and support ongoing tutor training	89,000.00
PC	Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	To support management of Family Practice Residency Program to serve uninsured and underinsured populations of Fort Bend County Integrated Mental Health	293,699.00 157,400.00
PC	Needville I. S. D. P.O. Box 412 Needville, TX 77461	2012 YIP Establish Endowment funds to support teacher grants	2,500.00 50,000.00
PC	Needville Youth Fair Corporation		

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	P.O. Box 237 Needville, TX 77461	To replace the roof on the Show Barn/Arena Facility serving youth	50,000.00
PC	Neuhaus Education Center 4433 Bissonnet Bellaire, TX 77401-3233	To provide Fort Bend County teacher scholarships to attend classes on evidence-based literacy instruction to promote students' reading successes	30,000.00
PC	Pregnancy Resource Center of Fort Bend Co 4203 Avenue H, Suite 16 Rosenberg, TX 77471	To help sustain the Learn Earn and Plan (LEAP) Program	10,000.00
PC	Richmond, City of	Grant 38.76 ac (JT Edwards Survey) to City of Richmond for regional water plant	445,740.00
PC	Ronald McDonald House of Houston, Inc. 1907 Holcombe Blvd. Houston, TX 77030	To provide a home away in the Texas Medical Center for Fort Bend families with seriously ill children	10,000.00
PC	Rosenberg-Richmond Helping Hands, Inc. P.O. Box 1268 Richmond, TX 77469	2013 Youth in Philanthropy Program To provide emergency food and financial assistance for Fort Bend residents suffering a short-term crisis	450.00 50,000.00
PC	Scholarship America P.O. Box 297 Saint Peter, MN 56082	Scholarships for graduating seniors of Fort Bend County public high schools Post Secondary Scholarships to Ft Bend residents	403,428.00 327,500.00
PC	Second Mile Mission Center 1135 Highway 90A Missouri City, TX 77489	2013 Youth in Philanthropy Program	1,500.00

THE GEORGE FOUNDATION

Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
PC	SIRE, Inc. 24161 Spring Drive Hockley, TX 77447	2013 Youth in Philanthropy Program	800.00
PC	Stafford MSD Education Foundation 1907 Stafford, TX 77497	Endowment funds to support teacher grants	50,000.00
PC	Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477	2013 YIP Transportation expenses To benefit the students assistance fund To support the Career Bridge Counselor Program, a program to provide students with career readiness resources	6,550.00 5,000.00 70,000.00
PC	Sugar Land Heritage Foundation 198 Kempner Street Sugar Land, TX 77498	To fund capital and operating costs of cataloging and displaying historical museum items	25,000.00
PC	Texana Center 4910 Airport Avenue, Suite D Rosenberg, TX 77471	2013 Youth in Philanthropy Program To support renovations to crisis observation/respite facility for residents affected by mental illness.	800.00 300,000.00
PC	Texas State University 601 University Drive, 201 Derrick San Marcos, TX 78666	3 yr Mental health program evaluation	11,760.00
PC	Town of Thompsons Thompsons, TX	General Purpose	2,000.00
PC	TSTC Foundation, The 3801 Campus Drive	To support target industry and workforce analysis for Fort Bend County	20,000.00

THE GEORGE FOUNDATION
Grants Paid

January through December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Paid Amount
	Waco, TX 76705		
PC	University of Houston Sugar Land, The 14000 University Blvd Sugar Land, TX 77479	To fund nursing scholarships to Fort Bend County students.	60,000.00
PC	University of Houston System, The 212 E. Cullen Building Houston, TX 77204	To provide master level social work scholarships to two bi-lingual "Spanish Speaking" Fort Bend County students	81,150.00
PC	University of Texas at Austin, The Austin, TX	Endowed scholarship fund - Hilmar Moore memorial	500,000.00
PC	University of Washington 4311 11th Avenue NE, Suite 500 Seattle, WA 98105	TEAMcare program - Online web registry for integrated mental health initiative	25,735.00
PC	Volunteer Services Council Richmond St Sc 2100 Preston Richmond, TX 77469	2013 Youth in Philanthropy Program	800.00
PC	William Smith, Sr., Tri-City Child Dev.Coun 500 Austin Street Richmond, TX 77469	2013 Youth in Philanthropy Program To establish two Early Head Start classrooms to serve Fort Bend County infants and toddlers.	800.00 186,000.00
PC	YMCA of the Greater Houston Area P.O. Box 3007 Houston, TX 77253-3007	2013 Youth in Philanthropy Program Support to outreach recreational/after-school programming in ten underserved communities in Fort Bend County	1,800.00 125,000.00

TOTAL

8,337,871.16

THE GEORGE FOUNDATION
Grants Approved for Future Payment
As of December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Approved/Unpaid
PC	Blessed Be Hope for Three, Inc. 10200 W. Airport, Suite 100 Stafford, Tx 77477	To assist with operational support to transition to paid staff to expand programs and	108,430.00
PC	Boy Scouts of America, Sam Houston Area C P.O. Box 924528 Houston, TX 77292	To support Fort Bend County Scouting programs, including Scoutreach which serves at-risk youth	65,000.00
PC	Boys and Girls Clubs of Greater Houston 1520-A Airline Drive Houston, TX 77009	Capital grant to construct temporary and permanent club to serve the Richmond-Rosenberg area To support current Boys and Girls Clubs in Fort Bend County and establish a program to serve Richmond-Rosenberg youth	1,340,000.00 1,575,000.00
PC	Brazos Bend Guardianship Services P.O. Box 72 Rosenberg, TX 77471	To assist vulnerable Fort Bend County residents and their families with guardianship issues	25,000.00
PC	Children's Museum, Inc. 1500 Binz Street Houston, TX 77004-7112	To assist with completing capital campaign for the Fort Bend Children's Discovery Center	500,000.00
PC	Children at Risk, Inc. 2900 Wesleyan, Suite 400 Houston, TX 77027	Support to develop a community plan for parent education, early education and college/career readiness.	60,000.00
PC	Depression & Bipolar Support Alliance-Houston P.O. Box 27607	To fund support groups for Fort Bend County residents affected by depression or bipolar disorder	20,000.00

THE GEORGE FOUNDATION
Grants Approved for Future Payment
As of December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Approved/Unpaid
	Houston, TX 77227		
PC	East Fort Bend Human Needs Ministry, Inc. P.O. Box 1611 Stafford, TX 77497-1611	To provide emergency food and financial assistance for Fort Bend residents	55,000.00
PC	Fort Bend Boys Choir of TX, Inc. P.O. Box 2042 Stafford, TX 77497	Scholarship funds to support uniforms and tuition assistance for vocal training and camps	25,000.00
PC	Fort Bend County 301 Jackson, Suite 719 Richmond, TX 77469	To support landscape project along Hwy 59 Toward the purchase of Gordon Ranch to provide additional park space for Fort Bend County	50,000.00 1,200,000.00
PC	Fort Bend County Women's Center P.O. Box 183 Richmond, TX 77406-0183	To provide support to Shelter Programs and Childcare Services for Fort Bend County abused women and their children	110,000.00
PC	Fort Bend Family Health Center, Inc. 400 Austin Street Richmond, TX 77469	3 yr Integrated Mental Health	287,320.00
PC	Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459	Matching 1:1 for land purchase	228,162.00
PC	Fort Bend ISD 16431 Lexington Blvd Sugar Land, TX 77479	AVID program - middle school	27,050.00
PC	Fort Bend Museum		

THE GEORGE FOUNDATION
Grants Approved for Future Payment
As of December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Approved/Unpaid
	P.O. Box 460 Richmond, TX 77406-0460	Operations support for GRHP	360,000.00
PC	Fort Bend Regional Council 10435 Greenbough, Suite 250 Stafford, TX 77477	To support substance abuse prevention programs for Fort Bend County youth	35,000.00
PC	Fort Bend Senior Citizens, Inc. P.O. Box 1488 Rosenberg, TX 77471	To provide home delivered meals to seniors residing in Fort Bend County.	50,000.00
PC	Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	Integrated Mental Health	440,400.00
PC	Scholarship America P.O. Box 297 Saint Peter, MN 56082	Scholarships for graduating seniors of Fort Bend County public high schools Post Secondary Scholarships to Ft Bend residents	480,000.00 375,900.00
PC	Second Mile Mission Center 1135 Highway 90A Missouri City, TX 77489	To provide access to food assistance for individuals after traditional business hours	50,440.00
PC	Texas State University 601 University Drive, 201 Derrick San Marcos, TX 78666	3 yr Mental health program evaluation	11,760.00
PC	University of Washington 4311 11th Avenue NE, Suite 500 Seattle, WA 98105	TEAMcare program - Online web registry for integrated mental health initiative	25,960.00
PC	Volunteer Interfaith Caregivers Southwest		

THE GEORGE FOUNDATION
Grants Approved for Future Payment
As of December 2013

Foundation Status of recipient	Recipient	Purpose of Grant	Approved/Unpaid
	5001 Bellaire Blvd. Bellaire, TX 77401	To provide direct assists to senior citizens and health-impaired individuals in East Fort Bend County.	6,000.00
	West Fort Bend Management District P.O. Box 1688 Richmond, TX 77469	PC To support staffing the position of Executive Director	100,000.00
	TOTAL		7,611,422.00

THE GEORGE FOUNDATION

74-6043368

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EASEMENTS/ROW	\$ 241,060.	\$ 241,060.	
LIVESTOCK SOLD	6,022.		
MISCELLANEOUS INCOME	5,468.	5,468.	
OIL & GAS ROYALTIES	6,332,955.	6,332,955.	
OTHER PORTFOLIO INCOME	4,970.	4,970.	
PARTNERSHIP INCOME - UBTI	5,818.		
PARTNERSHIP ORDINARY	365,104.	365,104.	
RECOVERY OF PRIOR GRANTS	1,000,264.		
TOTAL	\$ 7,961,661.	\$ 6,949,557.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL LEGAL FEES	\$ 65,689.	\$ 19,707.		\$ 45,982.
GRANT RELATED	4,200.			4,200.
OIL & GAS COUNCIL	5,030.	5,030.		
REAL ESTATE COUNCIL	144,001.	144,001.		
TOTAL	\$ 218,920.	\$ 168,738.	\$ 0.	\$ 50,182.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 40,000.	\$ 16,000.		\$ 24,000.
TOTAL	\$ 40,000.	\$ 16,000.	\$ 0.	\$ 24,000.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CONSULTING FEES	\$ 22,778.	\$ 9,111.		\$ 13,667.
INVESTMENT CUSTODIAL FEES	53,535.	53,535.		
INVESTMENT MANAGEMENT FEES	876,170.	876,170.		
OTHER PROFESSIONAL FEES	102,220.	40,888.		61,332.

THE GEORGE FOUNDATION

74-6043368

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE CONSULTING	\$ 341,428.	\$ 341,428.		
TOTAL	\$ 1,396,131.	\$ 1,321,132.	\$ 0.	\$ 74,999.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	\$ 210,377.	\$ 195,203.		\$ 15,174.
EXCISE TAXES	375,143.			
PAYROLL TAXES	54,613.	19,115.		35,498.
TOTAL	\$ 640,133.	\$ 214,318.	\$ 0.	\$ 50,672.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GEORGE RANCH HISTORICAL PARK OPERATIONS	\$ 1,235,458.			\$ 1,235,458.
GRANT RELATED EXPENSES	50,902.			50,902.
INSURANCE	108,603.	\$ 36,433.		72,170.
MISCELLANEOUS	14,416.	1,298.		13,118.
OFFICE EXPENSE	58,487.	26,276.		32,211.
REAL ESTATE RELATED EXPENSES	2,867.	2,867.		
RENTAL EXPENSES	341,338.	341,338.		
TRUSTEE EXPENSES	5,990.	1,797.		4,193.
TOTAL	\$ 1,818,061.	\$ 410,009.	\$ 0.	\$ 1,408,052.

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND, BUILDINGS & EQUIPMENT	\$ 30,979,150.	\$ 6,008,141.	\$ 24,971,009.	\$ 44,059,706.
SCHEDULE ATTACHED	\$ 30,979,150.	\$ 6,008,141.	\$ 24,971,009.	\$ 44,059,706.

THE GEORGE FOUNDATION

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND, BUILDINGS & EQUIPMENT	\$ 20,261,304.	\$ 15,232,382.	\$ 5,028,922.	\$ 2,495,986.
SCHEDULE ATTACHED	<u>\$ 20,261,304.</u>	<u>\$ 15,232,382.</u>	<u>\$ 5,028,922.</u>	<u>\$ 2,495,986.</u>

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

	BOOK VALUE	FAIR MARKET VALUE
ESCROW INTEREST RECEIVABLE	\$ 25.	\$ 25.
FAIRCHILD FARMERS COOP GIN RECEIVABLE	41,897.	41,897.
LID #6 REIMBURSEABLE	900,622.	900,622.
MUD #207 REIMBURSEABLE	196,874.	196,874.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	3,612.	3,612.
PURCHASED INTEREST	17,176.	17,176.
TOTAL	<u>\$ 1,169,261.</u>	<u>\$ 1,169,261.</u>

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

HOUSE DEPOSITS	\$ 2,000.
TOTAL	<u>\$ 2,000.</u>

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

EXCESS FMV OVER BASIS OF DONATED LAND	\$ 349,262.
TOTAL	<u>\$ 349,262.</u>

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

WRITE OFF BASIS OF CHARITABLE USE ASSETS	\$ 41,417.
TOTAL	<u>\$ 41,417.</u>

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STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SALE OF SECURITIES	PURCHASED	VARIOUS	VARIOUS
2	DELTEC SPEC SIT PTN - CG	PURCHASED	VARIOUS	VARIOUS
3	BOEING SECURITIES LITIGATION	PURCHASED	VARIOUS	VARIOUS
4	DISCIPLINED GROWTH - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
5	NORTHERN TRUST FD A/C - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
6	IRONBRIDGE A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
7	KKR FINANCIAL HLDGS-CG DISTRIB	PURCHASED	VARIOUS	VARIOUS
8	POLEN - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
9	RAFI FUND - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
10	SCOTT SELBER A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
11	17.18 AC ALVIN TRACT-HOOPER WADE	PURCHASED		9/25/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	69475355.		60029396.	9445959.				\$ 9445959.
2	320,046.		0.	320,046.				320,046.
3	17.		0.	17.				17.
4	3,347.		0.	3,347.				3,347.
5	619,460.		0.	619,460.				619,460.
6	9,108.		0.	9,108.				9,108.
7	3,862.		0.	3,862.				3,862.
8	615.		0.	615.				615.
9	1722424.		0.	1722424.				1722424.
10	110.		0.	110.				110.
11	119,975.		14,928.	105,047.				105,047.
TOTAL								<u>\$12229995.</u>

STATEMENT 14
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROGER E. ADAMSON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	CEO 40.00	\$ 236,672.	\$ 0.	\$ 17,331.
DONALD WENZEL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	24,750.	0.	0.
ROLAND C. ADAMSON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	EXECUTIVE DIREC 40.00	163,872.	61,037.	1,417.

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STATEMENT 14 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CHARLES P. McDONALD 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 8.00	\$ 24,750.	\$ 0.	\$ 187.
WILLIAM O. JAMESON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	24,000.	0.	0.
JOHN M. NULL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	24,750.	0.	0.
THOMAS C. MCNUTT 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	24,750.	0.	988.
TOTAL		\$ 523,544.	\$ 61,037.	\$ 19,923.

STATEMENT 15
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
THE GEORGE RANCH HISTORICAL PARK (GRHP) - OPERATING EXPENSES THE GRHP IS AN OUTDOOR LIVING MUSEUM WHERE EVERY DAY, THE LEGENDS AND LEGACIES OF THOSE WHO SHAPED THIS PLACE COME TO LIFE. AUTHENTIC LOCATIONS, HISTORIC HOMES, COSTUMED PRESENTERS AND A REMARKABLE STORY OF DETERMINATION AND COURAGE SET THE STAGE FOR TREKKING THROUGH TEXAS HISTORY. PUBLIC TOURS AND AN EXTENSIVE LIST OF SCHOOL PROGRAMS ARE AVAILABLE.	\$ 1,235,458.
21,883 STUDENT GROUP ATTENDEES FROM 211 SCHOOLS - 34 INDEPENDENT SCHOOL DISTRICTS AND 15 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2013 = 51,607	

STATEMENT 16
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

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

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STATEMENT 16 (CONTINUED)
 FORM 990-PF, PART XV, LINE 2A-D
 APPLICATION SUBMISSION INFORMATION

RESTRICTIONS ON AWARDS: SEE ATTACHED "GRANT GUIDELINES"

STATEMENT 17
 FORM 990-PF, PART XVI-A, LINE 11
 OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
EASEMENTS/ROW			16	\$ 241,060.	
LIVESTOCK SOLD			18	6,022.	
MISCELLANEOUS INCOME			14	5,468.	
OIL & GAS ROYALTIES			15	6,332,955.	
OTHER PORTFOLIO INCOME			14	4,970.	
PARTNERSHIP INCOME - UBTI	900000	\$ 5,818.			
PARTNERSHIP ORDINARY			14	365,104.	
RECOVERY OF PRIOR GRANTS			1	1,000,264.	
TOTAL		<u>\$ 5,818.</u>		<u>\$ 7,955,843.</u>	<u>\$ 0.</u>