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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

For calendar year 2014, or tax year beginning , 2014, and ending

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

A Employer identification number
74-6043368

B Telephone number (see 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

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)
\$ 314,058,088.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ☐

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)

1 Contributions, gifts, grants, etc. received (attach schedule)

2 Ck ☒ if the foundn is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) 720,709.

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

b Gross sales price for all assets on line 6a 82,683,835.

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

8 Net short term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

b Accounting fees (attach sch) SEE ST 3

c Other prof fees (attach sch) SEE ST 4

17 Interest

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

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 6

24 Total operating and administrative expenses Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

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

SCANNED AUG 13 2015

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES

13 8

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		19,501,139.	7,912,107.	7,912,107.
	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)		27,595,052.	30,027,932.	30,203,449.
	b	Investments – corporate stock (attach schedule)		48,863,832.	58,684,193.	91,005,002.
	c	Investments – corporate bonds (attach schedule)		22,447,278.	24,963,088.	24,832,027.
	LIABILITIES	11	Investments – land, buildings, and equipment: basis	39,294,839.		
		Less: accumulated depreciation (attach schedule) SEE STMT 7	6,044,171.	24,971,009.	33,250,668.	52,973,316.
12		Investments – mortgage loans				
13		Investments – other (attach schedule)		89,147,761.	84,966,446.	102,613,987.
14		Land, buildings, and equipment: basis	20,520,945.			
		Less: accumulated depreciation (attach schedule) SEE STMT 8	15,479,111.	5,028,922.	5,041,834.	2,507,518.
15		Other assets (describe SEE STATEMENT 9)		1,169,261.	2,010,282.	2,010,282.
16		Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		238,724,654.	246,856,950.	314,058,088.
FUND ASSETS	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 10)		2,000.	12,820.	
	23	Total liabilities (add lines 17 through 22)		2,000.	12,820.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒					
	24	Unrestricted		238,722,654.	246,844,130.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		238,722,654.	246,844,130.	
	31	Total liabilities and net assets/fund balances (see instructions)		238,724,654.	246,856,950.	

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	238,722,654.
2	Enter amount from Part I, line 27a	2	7,874,825.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	278,206.
4	Add lines 1, 2, and 3	4	246,875,685.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	31,555.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	246,844,130.

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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	11,981,033.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 If (loss), enter -0-	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))
2013	11,039,907.	283,544,452.	0.038935
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
2 Total of line 1, column (d)			2 0.238585
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 0.047717
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 304,688,020.
5 Multiply line 4 by line 3			5 14,538,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 233,872.
7 Add lines 5 and 6			7 14,772,670.
8 Enter qualifying distributions from Part XII, line 4			8 15,121,916.

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 V 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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1 233,872.
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		3 233,872.
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-		5 233,872.
6 Credits/Payments:		
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a 366,370.	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7 366,370.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 132,498.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 132,498. Refunded	11 0.	

Part VI 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 Instructions for the 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 <u>WWW.THEGEORGEFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>SANDRA G. THOMPSON</u> Telephone no <u>281-342-6109</u> Located at <u>215 MORTON ST. RICHMOND TX</u> ZIP + 4 <u>77469</u>			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If 'Yes,' enter the name of the foreign country	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
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 2014?		
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If 'Yes,' did it have excess business holdings in 2014 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 2014)		
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 2014?		
4 b			X

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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 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

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

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

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?☒ 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?6 b ☒ X

If 'Yes' to 6b, file Form 8870

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		435,750.	0.	16,100.

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	166,200.	18,095.	6,482.
DEE S. KOCH	GRANT OFFICER			
RICHMOND, TX 77469	40	91,650.	38,903.	11,124.
DIANA KALLUS-ETZLER	ACCOUNTANT			
RICHMOND, TX 77469	40	82,100.	4,526.	341.
ROCKY L PARR	OPERATIONS MG			
RICHMOND, TX 77469	40	84,900.	11,604.	719.
QUYNH-ANH MCMAHAN	GRANT OFFICER			
RICHMOND, TX 77469	40	74,250.	0.	8,187.

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

7

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	218,166.
PAUL COMSTOCK PARTNERS 2 RIVERWAY, STE 1000 HOUSTON, TX 77056	INVESTMENT COUNCIL	128,032.
LYTLE & MOORE, LLP 2116 THOMPSONS RD, STE 116 RICHMOND, TX 77469	LEGAL SERVICES	191,098.
ROGER GALATAS INTERESTS PO BOX 131598 THE WOODLANDS, TX 77393	CONSULTANT	115,497.
THOMPSON & KNIGHT LLP PO BOX 660684 DALLAS, TX 75266-0684	LEGAL SERVICES	201,045.
Total number of others receiving over \$50,000 for professional services		3

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	
	1,316,320.
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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	255,383,255.
b Average of monthly cash balances	1 b	473,216.
c Fair market value of all other assets (see instructions)	1 c	53,471,468.
d Total (add lines 1a, b, and c)	1 d	309,327,939.
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	309,327,939.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,639,919.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	304,688,020.
6 Minimum investment return. Enter 5% of line 5	6	15,234,401.

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	15,234,401.
2 a Tax on investment income for 2014 from Part VI, line 5	2 a	233,872.
b Income tax for 2014 (This does not include the tax from Part VI.)	2 b	.
c Add lines 2a and 2b	2 c	233,872.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	15,000,529.
4 Recoveries of amounts treated as qualifying distributions	4	50,967.
5 Add lines 3 and 4	5	15,051,496.
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	15,051,496.

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	14,813,822.
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	308,094.
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	15,121,916.
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	233,872.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,888,044.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				15,051,496.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			10,171,282.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 15,121,916.				
a Applied to 2013, but not more than line 2a			10,171,282.	
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 2014 distributable amount				4,950,634.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				10,100,862.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

N/A

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

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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				12,283,978.
Total			▶ 3a	12,283,978.
b Approved for future payment SEE ATTACHED SCHEDULE				6,178,733.
Total			▶ 3b	6,178,733.

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	2,499,894.	
4 Dividends and interest from securities			14	2,775,628.	
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	720,709.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,981,033.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 17		146.		7,316,875.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		146.		25,294,139.	
13 Total. Add line 12, columns (b), (d), and (e)				13	25,294,285.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE GEORGE FOUNDATION

74-6043368

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EASEMENTS/ROW	\$ 1,478,847.	\$ 1,478,847.	
LIVESTOCK SOLD	20,967.		
MISCELLANEOUS INCOME	6,057.	6,057.	
OIL & GAS ROYALTIES	5,776,795.	5,776,795.	
OIL AND GAS LEASE BONUS	944.	944.	
OTHER PORTFOLIO INCOME	3,265.	3,265.	
PARTNERSHIP INCOME - UBTI	146.		
RECOVERY OF PRIOR GRANTS	30,000.		
TOTAL	\$ 7,317,021.	\$ 7,265,908.	\$ 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	\$ 34,960.	\$ 10,488.		\$ 24,472.
GRANT RELATED	16,987.			16,987.
OIL & GAS COUNCIL	5,588.	5,588.		
REAL ESTATE COUNCIL	62,737.	62,737.		
TOTAL	\$ 120,272.	\$ 78,813.	\$ 0.	\$ 41,459.

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	\$ 41,000.	\$ 16,400.		\$ 24,600.
TOTAL	\$ 41,000.	\$ 16,400.	\$ 0.	\$ 24,600.

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	\$ 25,764.	\$ 10,305.		\$ 15,459.
INVESTMENT CUSTODIAL FEES	75,924.	75,924.		
INVESTMENT MANAGEMENT FEES	889,808.	889,808.		
OTHER PROFESSIONAL FEES	113,606.	45,442.		68,164.

THE GEORGE FOUNDATION

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE CONSULTING	\$ 51,677.	\$ 51,677.		
TOTAL	\$ 1,156,779.	\$ 1,073,156.	\$ 0.	\$ 83,623.

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	\$ 157,384.	\$ 141,311.		\$ 16,073.
EXCISE TAXES	486,049.			
PAYROLL TAXES	51,756.	18,114.		33,642.
TOTAL	\$ 695,189.	\$ 159,425.	\$ 0.	\$ 49,715.

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	\$ 1,316,320.			\$ 1,316,320.
GRANT RELATED EXPENSES	112,990.			112,990.
INSURANCE	131,554.	\$ 43,267.		88,287.
MISCELLANEOUS	10,216.	1,198.		9,018.
OFFICE EXPENSE	45,466.	18,764.		26,702.
REAL ESTATE RELATED EXPENSES	890.	890.		
RENTAL EXPENSES	284,872.	284,872.		
TRUSTEE EXPENSES	11,117.	3,335.		7,782.
TOTAL	\$ 1,913,425.	\$ 352,326.	\$ 0.	\$ 1,561,099.

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	\$ 39,294,839.	\$ 6,044,171.	\$ 33,250,668.	\$ 52,973,316.
SCHEDULE ATTACHED TOTAL	\$ 39,294,839.	\$ 6,044,171.	\$ 33,250,668.	\$ 52,973,316.

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	\$ 20,520,945.	\$ 15,479,111.	\$ 5,041,834.	\$ 2,507,518.
SCHEDULE ATTACHED TOTAL	<u>\$ 20,520,945.</u>	<u>\$ 15,479,111.</u>	<u>\$ 5,041,834.</u>	<u>\$ 2,507,518.</u>

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

	BOOK VALUE	FAIR MARKET VALUE
BERRY PLACE HOLDINGS LP	\$ 5,579.	\$ 5,579.
BERRY PLACE VENTURE LP	98,463.	98,463.
BERRY PLACE VENTURES MGMT LLC	7,016.	7,016.
FAIRCHILD FARMERS COOP GIN RECEIVABLE	45,015.	45,015.
LID #6 REIMBURSEABLE	403,864.	403,864.
MUD #207 REIMBURSEABLE	1,399,624.	1,399,624.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	4,025.	4,025.
PURCHASED INTEREST	37,641.	37,641.
TOTAL	<u>\$ 2,010,282.</u>	<u>\$ 2,010,282.</u>

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

HOUSE DEPOSITS	\$ 2,250.
DUE TO OTHERS	10,570.
TOTAL	<u>\$ 12,820.</u>

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

EXCESS FMV OVER BASIS OF DONATED LAND	\$ 278,206.
TOTAL	<u>\$ 278,206.</u>

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

WRITE OFF BASIS OF CHARITABLE USE ASSETS	\$ 31,555.
TOTAL	<u>\$ 31,555.</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	NORTHERN TRUST FD A/C - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
4	IRONBRIDGE A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
5	POLEN - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
6	RAFI FUND - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
7	SCOTT SELBER A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
8	AIG SECURITIES LITIGATION	PURCHASED	VARIOUS	VARIOUS
9	380 USED FENCE POSTS	PURCHASED	VARIOUS	2/12/2014
10	300 USED FENCE POSTS	PURCHASED	VARIOUS	8/29/2014
11	TCV PIPELINE LLC - PERMANENT EASEMENT	PURCHASED	VARIOUS	11/07/2014
12	ENTERPRISE PROD OLLC - PERMANENT EASEME	PURCHASED	VARIOUS	6/02/2014

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	79865487.		70586328.	9279159.				\$ 9279159.
2	943,331.		0.	943,331.				943,331.
3	778,053.		0.	778,053.				778,053.
4	4,541.		0.	4,541.				4,541.
5	2,326.		0.	2,326.				2,326.
6	14,353.		0.	14,353.				14,353.
7	467.		0.	467.				467.
8	9,315.		0.	9,315.				9,315.
9	760.		0.	760.				760.
10	600.		0.	600.				600.
11	97,327.		76.	97,251.				97,251.
12	967,275.		116,398.	850,877.				850,877.
TOTAL								<u>\$11981033.</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	\$ 303,600.	\$ 0.	\$ 14,447.
DONALD WENZEL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	25,500.	0.	0.
CHARLES P. MCDONALD 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 8.00	27,300.	0.	0.

THE GEORGE FOUNDATION

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
WILLIAM O. JAMESON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 8.00	\$ 27,300.	\$ 0.	\$ 0.
JOHN M. NULL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	27,300.	0.	0.
THOMAS C. MCNUTT 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	24,750.	0.	1,653.
	TOTAL	\$ 435,750.	\$ 0.	\$ 16,100.

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

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
THE GEORGE RANCH HISTORICAL PARK (GRHP) - OPERATING EXPENSES 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.	\$ 1,316,320.
24,217 STUDENT GROUP ATTENDEES FROM 237 SCHOOLS - 41 INDEPENDENT SCHOOL DISTRICTS AND 15 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2014 = 49,923	

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

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

THE GEORGE FOUNDATION

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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	\$ 1,478,847.	
LIVESTOCK SOLD			18	20,967.	
MISCELLANEOUS INCOME			14	6,057.	
OIL & GAS ROYALTIES			15	5,776,795.	
OIL AND GAS LEASE BONUS			16	944.	
OTHER PORTFOLIO INCOME			14	3,265.	
PARTNERSHIP INCOME - UBTI	900000	\$ 146.			
RECOVERY OF PRIOR GRANTS			1	30,000.	
TOTAL		<u>\$ 146.</u>		<u>\$ 7,316,875.</u>	<u>\$ 0.</u>

THE GEORGE FOUNDATION
 EIN# 74-6043368
 12/31/2014

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	2,610	S/L	5 YR	3,915
OFFICE BUILDING	544,574	129,539	S/L	VARIOUS	14,004
OFFICE BUILDING EQUIPMENT	16,768	12,610	S/L	10 YR	1,159
OFFICE FURNITURE & EQUIPMENT	94,996	59,152	S/L	5 YR	8,274
FARM/LG AUTOMOTIVE	9,483	8,866	S/L	VARIOUS	322
FARM/LG BUILDINGS	1,020,916	978,445	S/L	VARIOUS	2,864
FARM/LG EQUIPMENT	232,835	194,504	S/L	VARIOUS	3,639
FARM/LG FENCES	520,104	313,767	S/L	VARIOUS	9,628
FARM/LG ROADS AND CULVERTS	183,903	169,474	S/L	5 YR	1,317
FARM/LG WATER SYSTEM	165,461	159,414	S/L	VARIOUS	818
	<u>\$ 2,808,613</u>	<u>\$ 2,028,381</u>			<u>\$ 45,940</u>
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	19,225,780	14,979,473	S/L	VARIOUS	228,299
GRANT-RELATED ASSETS	848,175	236,011	S/L		35,328
	<u>\$ 22,882,568</u>	<u>\$ 17,243,865</u>	TOTAL DEPRECIATION		<u>\$ 309,567</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>\$ 309,567</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
75 M	ALBUQUERQUE N MEX ARPT REV 4.905% 07	79,848.75	76,468.50
30 M	ALLEN TEX ECONOMIC DEV 3.2% 09/01/2015	31,539.30	30,333.30
130 M	AMERICAN MUN PWR OHIO 3.944% 02/15/201	130,000.00	130,581.10
45 M	ARIZONA BRD REGNETS AZ ST UNIV 4.533%	50,255.55	48,683.25
40 M	ASHLAND WIS 5% 04/01/2019	45,385.20	42,003.20
100 M	ATLANTA G DEV 5.3% 07/01/2017	108,006.00	105,203.00
100 M	ATLANTA GA DEV 5.7% 07/01/2018	109,650.00	105,228.00
200 M	ATLANTIC CITY NJ 4.9% 08/15/2016	214,724.00	210,382.00
40 M	AUSTIN TEX CMNTY COLLEGE DIST 3.711%	42,525.60	40,115.60
300 M	BATON ROUGE LA 1.489% 01/15/2016	302,961.00	302,985.00
145 M	BEXAR CNTY TX 6.01% 08/15/2018	159,933.55	151,525.00
15 M	CARMEL IND REDEV 5.27% 12/15/2018	16,840.05	15,920.70
105 M	CENTRAL WEBER UTAH SWR 4.79% 03/01/20	117,379.50	112,994.70
105 M	CHGO ILL TRAN AUTH SALES & TRANS 6.3	119,507.40	115,829.70
40 M	CHICAGO ILL MOTOR FUEL TAX REV 4.95%	43,902.00	40,000.00
100 M	CHULA VISTA CA ELEM SCH DIS 4% 09/01/20	104,500.00	102,034.00
130 M	CHULA VISTA CA ELEM SCH DIST 5% 09/01/2	139,912.50	139,778.60
210 M	CLEVELAND OHIO INC TAX REV 3.96% 10/01/	222,163.20	217,553.70
50 M	CLINTON CNTY PA 4.55% 12/01/2015	54,830.50	51,805.50
145 M	COMMONWEALTH FING AUTH PA 1.492% 06/	145,725.00	145,440.80
145 M	COMMONWEALTH FING AUTH PA 5.25% 06/0	149,164.40	147,839.10
215 M	COMMONWEALTH FING AUTO PA 5.3% 06/01	245,202.40	233,584.60
250 M	CONVENTION CTR AUTH R I 5.91% 05/15/202	282,900.00	276,812.50
40 M	COOK CNTY ILL SCH DIST NO 104 6.125% 12/	47,734.40	44,197.20
85 M	COOK CNTY ILL SCH DIST NO 163 4.85% 12/1	93,440.50	93,492.35
15 M	DRACUT MASS 5.3% 11/01/2016	17,039.70	15,974.85
85 M	EL PASO CNTY COLO SCH DIST 3% 12/01/20	86,168.75	87,000.90
360 M	ESSEX CNTY NJ 6% 12/01/2017	407,550.40	387,928.80
500 M	FED FARM CR BKS CONS 4.875% 01/17/2017	485,045.00	541,051.00
1 M	FHLMC GOLD 6.5% 01/01/2016	834.04	842.66
4 M	FHLMC GOLD POOL C37463 8% 04/01/2030	4,072.07	4,393.71
25 M	FHLMC MULTICLASS SER 2602 5% 04/15/201	26,302.37	26,478.70
8 M	FHLMC MULTICLASS PREASSIGN 4% 08/15/2	8,594.43	8,551.62
7 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	6,901.26	7,040.09
15 M	FHLMC MULTICLASS SER 2828 4.5% 07/15/2	15,937.68	15,806.23
18 M	FHLMC MULTICLASS SER 2892 5% 11/15/202	19,442.42	19,557.66
11 M	FHLMC MULTICLASS SER 3026 5.5% 06/15/2	11,555.11	11,390.88
43 M	FHLMC MULTICLASS SER 3725 3.5% 09/15/2	44,525.86	44,111.37

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Government Bonds
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
86 M	FHLMC MULTICLASS SER 3829 3.5% 02/15/2	88,327.42	88,747.91
85 M	FHLMC MULTICLASS SER 3854 3.5% 07/15/2	88,185.52	87,864.64
344 M	FHLMC POOL #C0-9068 3.5% 11/01/2044	357,542.31	358,006.20
335 M	FHLMC POOL #G0-8595 4% 07/01/2044	356,717.70	357,101.57
339 M	FHLMC POOL #G0-8596 4.5% 07/01/2044	369,075.32	368,643.57
5 M	FHLMC POOL 5% 03/01/2018	5,321.14	5,443.45
1,650 M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,651,394.25	1,795,784.10
400 M	FLORIDA HURRICANE CATASTROPHE 2.107	403,852.00	403,060.00
230 M	FLORIDA HURRICANE CATASTROPHE FD	230,000.00	231,911.30
81 M	FNMA 2010-9 3.5% 01/25/2024	81,719.33	83,758.85
1 M	FNMA POOL #551213 7.5% 09/01/2015	1,183.89	1,189.08
5 M	FNMA POOL #606725 6.5% 10/01/2031	4,895.68	5,452.61
7 M	FNMA POOL #696903 5.5% 04/01/2033	6,837.27	7,527.89
6 M	FNMA POOL #837348 5% 09/01/2035	5,192.76	6,124.47
8 M	FNMA POOL #871468 5.5% 5/01/2036	7,915.07	9,166.80
26 M	FNMA POOL #909419 5% 02/01/2037	24,904.84	29,190.09
130 M	FNMA POOL #AC3657 4.5% 10/01/2039	130,668.90	140,808.52
40 M	FNMA PREASSIGN 00316 5% 06/25/2023	41,828.49	43,395.55
17 M	FNMA SER 1682 6.5% 02/15/2024	18,785.00	18,749.86
235 M	FRISCO TEX ECO DEV 5.619% 02/15/2017	244,959.30	240,675.25
50 M	FULTON CNTY GA DEV AUTH 5.491% 11/01/2	59,100.00	54,602.00
25 M	GAINESVILLE FLA UTILS SYS 4.597% 10/01/2	28,253.00	27,447.50
30 M	GEORGIA MUN GAS AUTH GAS REV 4.767%	32,287.50	30,644.70
325 M	GNMA 2010-156 REMIC 2.76% 11/15/2053	326,510.74	328,086.85
93 M	GNMA 2011-047 REMIC 2.07% 04/16/2032	93,444.15	92,724.40
338 M	GNMA 2013-96 REMIC 1.4% 10/16/2041	333,900.22	328,575.45
5 M	GNMA POOL 5.5% 12/15/2017	4,818.80	4,875.34
9 M	GNMA POOL 6% 11/15/2032	9,195.45	9,986.10
315 M	GNMA REMIC SER 2010-52 12/16/2038	317,633.20	319,686.89
363 M	GNMA REMIC SER 2013-072 CL A 2.039% 10/	368,850.84	349,333.74
35 M	GRANT CNTY WASH PUB UTIL DIST 5.19% 01	39,500.30	36,776.60
200 M	GREATER ARIZ DEV AUTH 4.804% 08/01/201	220,568.00	218,098.00
50 M	HARNETT CNTY N C ENTERPRISE 7.2% 05/01	64,300.00	58,770.00
250 M	HARRISBURG PA SER A 04/01/2015	248,451.16	249,775.00
35 M	HIGH PT NC COMBINED ENT 3.554% 11/01/20	37,371.60	36,606.15
20 M	ILLINOIS FIN AUTH REV 5.629% 07/01/2016	20,200.00	20,625.00
100 M	ILLINOIS MUN ELEC 5.728% 02/01/2018	114,077.00	109,819.00
150 M	ILLINOIS ST 4.422% 04/01/2015	151,833.00	151,486.50

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Government Bonds
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
210 M	ILLINOIS ST 4.421% 01/01/2015	220,377.40	210,000.00
150 M	ILLINOIS ST 4.511% 03/01/2015	157,396.50	151,041.00
30 M	INDIANA BD BK REV 5.26% 07/15/2018	32,581.80	30,064.90
35 M	INDIANA UNIV CTFS 3.773% 12/01/2016	37,468.90	36,739.50
175 M	INDIANAPOLIS IND LOC PUB 4.87% 07/15/201	176,918.00	175,236.25
150 M	JEFFERSON LA SALES TAX DIST 5.05% 12/0	166,441.50	156,100.50
75 M	JEFFSN CNTY COLO 4.9% 12/01/2018	83,100.00	83,562.00
200 M	KANKAKEE VY IND MIDDLE SCH 3.36% 07/15	212,518.00	202,860.00
60 M	KANSAS CITY MO ARPT REV 5% 09/01/2016	64,090.80	61,165.80
295 M	KENTUCKY ASSET/LIAB 3.165% 04/01/2018	302,365.29	302,989.36
25 M	KENTUCKY ASSET/LIABILITY 3.928% 04/01/20	26,883.50	25,852.75
115 M	KENTUCKY ST MUN PWR AGY 5.46% 09/01/2	126,304.50	120,447.55
30 M	KENTUCKY ST PPTY & BLDGS 5.1% 10/01/20	33,480.90	31,022.40
50 M	LEXINGTON SC SCH DIST NO 2 5.98% 12/01/2	56,249.50	51,816.00
65 M	MAINE MUN BD BK 1.974% 11/01/2015	64,934.35	65,902.85
30 M	MARQUETTE MICH 5.3% 11/01/2016	33,831.00	32,388.60
150 M	MASSACHUSETTS ST DEV FIN AGY 3.988% 0	150,000.00	158,877.00
200 M	METROPOLITAN GOVT NASHVILLE 2.406% 0	202,152.00	204,810.00
235 M	METROPOLITAN TRANSN AUTH 5.119% 11/1	265,785.00	261,094.40
75 M	METROPOLITAN TRANSN AUTH NY 4.655% 1	82,483.50	81,994.50
30 M	MISSISSIPPI DEV BK 4.242% 08/01/2016	33,017.70	31,458.90
45 M	MONONA WIS REF TAXABLE 5.5% 09/01/201	50,821.20	47,904.75
210 M	N.J. ECON DEV ST PENSION ZERO CPN 02/1	187,011.34	186,414.90
585 M	NC EASTN MUN PWR AGY PWR 6.217% 01/01	637,022.25	615,595.50
400 M	NEW HAMPSHIRE ST HSG FIN SINGLE FAM 1	402,416.00	402,772.00
133 M	NEW JERSEY ECON DEV SER B 02/15/2016	130,284.29	131,042.24
100 M	NEW JERSEY ECONOMIC DEV 1.096% 06/15/	99,857.00	100,031.00
50 M	NEW JERSEY ECONOMIC DEV 3.641% 12/15/	53,435.50	51,323.50
40 M	NEW YORK ST URBAN DEV 6.45% 03/15/2018	44,300.00	43,058.40
85 M	NEW YORK ST URBAN DEV 6.5% 12/15/2018	99,280.00	92,189.30
100 M	NEW YOUR ST MUN 4.822% 05/15/2018	108,244.00	109,565.00
65 M	NJ ECON DEV AUTH ST PENSION SER B 02/1	62,450.79	62,426.65
50 M	NJ ST TPK AUTH 4.252% 01/01/2016	54,864.50	50,000.00
35 M	NORTHERN CALIF TRANSMISSION 5.37% 05/	38,510.50	35,568.05
80 M	NY NY CY TRANSITIONAL FIN 5.16% 08/01/20	86,457.60	82,230.40
135 M	NY ST TAXABLE SER B 6.024% 02/15/2019	149,281.65	147,114.90
110 M	OAKLAND UNIV MICH 2.23% 05/15/2019	110,000.00	108,068.40
50 M	OHIO ST BLDG AUTH 4.48% 10/01/2018	56,086.00	53,280.00

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
25 M	OREGON SCH BRDS ASSN TAX PENSION 5.2	27,868.75	25,623.75
210 M	PENNSYLVANIA ST TPK 3.029% 12/01/2024	210,000.00	216,003.90
85 M	PERALTA CA CMNTY COLLEGE 6.423% 11/01	97,391.65	88,792.70
130 M	PHIL PA AUTH FOR INDL DEV PENSIO ZERO	124,297.70	124,735.00
500 M	PHIL PA AUTH FOR INDL DEV PENSION ZER	463,839.98	464,400.00
100 M	PIKE CNTY IND SCH 4.9% 07/05/2017	107,014.00	100,241.00
75 M	PITTSBURGH PA WTR & SWR 6.36% 09/01/20	89,158.50	81,287.25
70 M	PLUM BORA PA SCH DIS 5.364% 03/15/2021	73,850.00	74,314.10
65 M	READING PA 5.25% 11/15/2018	73,359.00	70,079.10
75 M	RHODE ISLAND ST PROV PLANTATION 5.5%	87,120.00	82,935.00
90 M	RIVERSIDE CALIF SWR REV 5.61% 08/01/201	100,912.50	98,371.80
75 M	SAN FRAN CAL CY & CNTY ARPTS 3.026% 05	75,000.00	77,166.00
100 M	SOMERSET CNTY NJ IMPT AUTH 2.695% 05/1	102,297.00	102,770.00
150 M	SOUTH CAROLINA ST PUB SVC 4.82% 01/01/	157,042.50	155,350.50
65 M	STATE PUB SCH BLDG AUTH PA 5.7% 11/15/	71,693.05	69,340.70
155 M	STILLWATER MINN INDPT SCH DIST 4.75% 0	160,707.10	160,869.85
75 M	TAMPA FLA REV 3.07% 10/01/2018	77,073.75	77,539.50
45 M	TOBACCO SECURITIZATION 3.093% 03/01/20	46,510.65	45,206.10
100 M	UNIVERSITY ARK UNIV 4.62% 09/15/2018	110,960.00	108,555.00
35 M	UNIVERSITY HOUSTON 4.65% 02/15/2018	38,657.50	38,171.00
900 M	US TREAS .875% 12/31/2016	904,010.83	903,375.00
800 M	US TREAS 1.375% 09/30/2018	799,969.48	799,249.60
1,258 M	US TREAS 2.125% 08/15/2021	1,286,263.47	1,272,840.63
1,050 M	US TREAS 2.625% 11/15/2020	1,119,613.58	1,096,019.40
1,655 M	US TREAS 2.75% 02/15/2024	1,700,037.27	1,741,500.23
2,200 M	US TREAS 3.125% 05/15/2019	2,293,040.05	2,345,235.20
1,150 M	US TREAS 3.875% 5/15/2018	1,234,176.47	1,250,266.20
1,030 M	US TREAS INFL INDX 1.625% 01/15/2018	1,067,490.66	1,222,440.28
95 M	UTAH ST RECAPITALIZION 4.34% 07/01/2019	95,000.00	103,920.50
100 M	VA CG BLDG AUTH VA 5.453% 02/01/2018	109,300.00	106,031.00
50 M	VA ST HSG DEV AUTH 6.07% 08/01/2018	59,360.00	56,816.00
50 M	VIRGINIA ST HSG DEV 5.52% 08/01/2016	56,785.00	53,284.00
35 M	VIRGINIA ST HSG DEV AUTH 5.39% 07/01/201	37,833.95	35,812.70
270 M	VIRGINIA ST INFRASTRUCTURE 3.8% 11/01/2	277,874.05	286,432.20
115 M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	129,944.25
145 M	WESTERN WASH UNIV 5.77% 04/01/2019	145,000.00	156,843.60
105 M	WI TREASURY SEC FLTG RATE 01/31/2016	104,957.42	104,971.34
185 M	WILL CNTY IL SCH DIST 4.85% 01/01/2017	203,268.75	197,356.15

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
100 M	WILL CNTY ILL SCH DIST NO 086 5.8% 03/01/	114,423.00	103,831.00
35 M	WILMINGTON NC LTD OBLIG REV 3.93% 06/0	37,828.70	36,626.10
50 M	WINNEBAGO BOONE ETC 5.06% 01/01/2020	54,129.50	53,035.50
215 M	WISCONSIN ST GEN FD 5.2% 05/01/2018	237,512.55	230,415.50
	Grand Total:	30,027,932.16	30,203,448.66

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
12,110 SHS	5TH 3RD BANCORP	224,362.30	246,741.25
41,775 SHS	ABBOTT LAB	1,255,975.85	1,880,710.50
6,195 SHS	ACADIA HEALTHCARE	262,244.47	379,195.95
15,620 SHS	ACCENTURE LTD BERMUDA	528,120.50	1,395,022.20
1,750 SHS	ACUITY BRANDS	180,711.39	245,122.50
6,284 SHS	ADR ARM HLDS	167,943.22	290,949.20
3,050 SHS	ADR ARM HLDS PLC SPONSORED ISIN	14,291.99	141,215.00
790 SHS	ADR BAIDU	177,667.45	180,096.30
15,234 SHS	ADR NESTLE	1,198,050.51	1,111,320.30
9,320 SHS	ADT	361,014.36	337,663.60
18,000 SHS	AEGON NV	513,422.60	506,160.00
4,300 SHS	AGL RES	186,392.96	234,393.00
5,050 SHS	AKAMAI TECHNOLOGIES	103,940.60	317,948.00
3,348 SHS	ALEXANDRIA REAL ESTATE	221,877.89	297,101.52
930 SHS	ALEXION PHARMACEUTICALS	83,753.76	172,077.90
2,800 SHS	ALIGN TECHNOLOGY	74,224.61	156,548.00
610 SHS	ALLEGHANY	168,338.91	282,735.00
7,149 SHS	ALLERGAN	273,019.18	1,519,805.91
604 SHS	AMAZON	36,686.96	187,451.40
11,483 SHS	AMER FINL GROUP	446,329.14	697,247.76
14,665 SHS	APPLE	195,591.23	1,618,722.70
4,697 SHS	APPLIED INDL TECHNOLOGIES	131,590.99	214,136.23
6,993 SHS	APTARGROUP	351,212.81	467,412.12
3,172 SHS	ARGO GROUP INTERNATIONAL	130,019.66	175,950.84
4,700 SHS	ARUBA NETWORKS	98,246.75	85,446.00
1,540 SHS	ASHLAND	135,938.57	184,430.40
5,890 SHS	ASPEN TECHNOLOGY	194,997.52	206,267.80
5,452 SHS	ATWOOD OCEANICS	204,961.56	154,673.24
6,100 SHS	AUTODESK	140,713.24	366,366.00
13,624 SHS	AUTOMATIC DATA PROCESSING	885,933.76	1,135,832.88
21,000 SHS	AVIVA	584,498.30	585,270.00
7,840 SHS	BABCOCK & WILCOX	248,320.07	237,552.00
6,970 SHS	BANKUNITED	233,996.67	201,920.90
7,682 SHS	BARRETT BILL	157,048.90	87,497.98
2,253 SHS	BE AEROSPACE	10,727.06	130,719.06
410 SHS	BIOGEN IDEC	118,309.76	139,174.50
4,746 SHS	BLACK HILLS	157,444.49	251,727.84
4,760 SHS	BOK FINL	307,976.83	285,790.40
2,000 SHS	BRADY	64,613.88	54,680.00

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,660 SHS	BUFFALO WILD WINGS	249,415.25	479,810.80
7,772 SHS	CABELAS	199,986.42	409,662.12
1,960 SHS	CABOT	43,605.79	85,965.60
4,090 SHS	CAMERON INTL	208,458.38	204,295.50
3,646 SHS	CARPERNTER TECH	119,548.20	179,565.50
4,160 SHS	CARRIZO OIL & GAS	199,735.08	173,056.00
5,605 SHS	CASEYS GEN STORES	398,575.77	506,243.60
2,700 SHS	CEB (F/N/A CORPORATE EXECUTIVE BRD)	84,226.02	195,831.00
13,405 SHS	CELGENE	1,405,124.87	1,499,483.30
2,301 SHS	CEPHEID	14,700.27	124,576.14
2,250 SHS	CHEESECAKE FACTORY	36,664.81	113,197.50
13,562 SHS	CHEVRONTXACO	445,927.29	1,521,385.16
398 SHS	CHIPOTLE MEXICAN GRILL	157,909.78	272,434.98
5,630 SHS	CLEAN HBRS	273,831.56	270,521.50
3,945 SHS	COGNEX	162,519.37	163,046.85
4,920 SHS	COGNIZANT TECH SOLUTIONS	220,758.92	259,087.20
11,202 SHS	COLUMBIA BKG SYS	195,989.05	309,287.22
5,946 SHS	CORP OFFICE PPTYS TR	110,700.69	168,688.02
9,160 SHS	CORRECTIONS	307,999.34	332,874.40
6,699 SHS	CULLEN/FROST BANKERS	344,779.52	473,217.36
1,526 SHS	CUMMINS	168,184.04	220,003.42
3,300 SHS	CURTISS WRIGHT	231,868.89	232,947.00
12,197 SHS	CYPRESS SEMICONDUCTOR	57,750.89	174,173.16
2,725 SHS	DECKERS OUTDOOR	132,135.01	248,084.00
28,430 SHS	DENBURY RES	436,614.45	231,135.90
4,219 SHS	DEXCOM	162,645.99	232,255.95
6,470 SHS	DICKS SPORTING GOODS	286,231.28	321,235.50
6,470 SHS	DISCOVERY COMMUNICATIONS	208,244.71	222,891.50
2,400 SHS	DOLBY LABORATORIES	99,798.80	103,488.00
4,200 SHS	DREAMWORKS ANIMATION	106,852.17	93,786.00
1,950 SHS	DST SYS	140,443.02	183,592.50
4,600 SHS	E*TRADE FIN	60,009.38	111,573.00
2,424 SHS	EASTGROUP PPTYS INC REIT	115,302.55	153,487.68
2,525 SHS	EATON PLC	123,898.56	171,599.00
6,770 SHS	EATON VANCE	268,668.31	277,096.10
4,075 SHS	EDWARDS LIFESCIENCES	60,769.64	519,073.50
5,947 SHS	EL PASO ELEC CO	199,021.99	238,236.82
2,643 SHS	ENERSYS	90,240.32	163,125.96
2,060 SHS	ENTERGY	130,268.11	180,208.80

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,494 SHS	ESTERLINE TECHNOLOGIES	146,253.04	273,541.92
6,450 SHS	ETHAN ALLEN INTERIORS	90,990.85	199,756.50
17,090 SHS	EXELIS	232,506.84	299,587.70
4,680 SHS	EXPEDITORS INTL WASH	181,969.16	208,774.80
13,112 SHS	EXXON MOBIL	316,516.33	1,212,204.40
8,548 SHS	FACEBOOK	301,624.45	666,914.96
9,473 SHS	FACTSET RESH SYS	745,678.13	1,333,324.75
17,019 SHS	FASTENAL	819,914.49	809,423.64
1,615 SHS	FIREEYE	126,225.98	51,001.70
3,594 SHS	FLUIDIGM	121,709.06	121,225.62
22,090 SHS	FULTON FINL	255,627.62	273,032.40
3,337 SHS	G-111 APPAREL GROUP	278,856.13	337,070.37
3,700 SHS	GARMIN LTD	97,353.38	195,471.00
12,945 SHS	GARTNER	721,633.26	1,090,098.45
1,948 SHS	GATX	49,383.78	112,087.92
43,280 SHS	GENERAL ELECTRIC	753,716.87	1,093,685.60
5,190 SHS	GENOMIC HEALTH	150,400.62	165,924.30
6,950 SHS	GENTEX	75,311.56	251,103.50
4,142 SHS	GILEAD SCIENCES	200,729.50	390,424.92
226 SHS	GOOGLE CL A	137,662.89	119,929.16
3,435 SHS	GOOGLE CL C	1,225,942.43	1,808,184.00
2,034 SHS	GOOGLE CLASS A	452,129.98	1,079,362.44
1,500 SHS	GRACO	67,848.75	120,270.00
3,618 SHS	GRAINGER WW	813,086.02	922,192.02
4,120 SHS	GREIF	203,073.02	194,587.60
2,650 SHS	GUIDEWIRE SOFTWARE	118,879.18	134,169.50
19,790 SHS	HARTE-HANKS	156,440.07	153,174.60
7,480 SHS	HELIX ENERGY SOLUTIONS	165,792.70	162,316.00
5,576 SHS	HENRY JACK & ASSOC	159,323.27	346,492.64
800 SHS	HIS	81,923.70	91,104.00
6,620 SHS	HOLOGIC	132,317.91	177,018.80
20,000 SHS	HSBC HLDGS	540,418.20	531,400.00
3,072 SHS	IDEX	114,998.49	239,124.48
980 SHS	ILLUMINA	183,297.73	180,888.40
3,130 SHS	INGREDION	207,340.27	265,549.20
4,725 SHS	INTUIT	125,219.22	435,597.75
525 SHS	INTUITIVE SURGICAL	107,508.52	277,693.50
19,482 SHS	INVESTORS BANCORP	197,598.06	218,685.45
1,587 SHS	IPG PHOTONICS	69,444.75	118,898.04

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,887 SHS	ISIS PHARMACEUTICALS CA	73,442.35	178,243.38
5,438 SHS	ITC HLDGS	90,201.69	219,858.34
6,420 SHS	ITT	259,877.82	259,753.20
6,800 SHS	JANUS CAP GROUP	72,553.96	109,684.00
13,950 SHS	JETBLUE AWYS	105,636.31	221,247.00
870 SHS	JONES LANG LASALLE	72,717.97	130,439.10
4,450 SHS	JOY GLOBAL	250,316.68	207,014.00
25,000 SHS	KKR FINL HLDGS LLC	695,993.60	694,000.00
1,126 SHS	KLX	4,222.20	46,447.50
5,473 SHS	KRAFT FOODS CL A	16,201.93	342,938.18
2,970 SHS	KROGER	102,600.43	190,703.70
5,450 SHS	L BRANDS (F/N/A LTD BRANDS)	138,824.50	471,697.50
3,150 SHS	LANDSTAR SYS	124,683.45	228,469.50
3,604 SHS	LAS VEGAS SANDS	183,749.06	209,608.64
14,108 SHS	LEAPFROG ENTERPRISES	80,046.55	66,589.76
4,488 SHS	LIFEPOINT HOSPS	152,097.08	322,732.08
3,693 SHS	LINCOLN ELEC HLDGS	69,722.61	255,149.37
2,036 SHS	LINKEDIN	185,973.72	467,689.56
2,745 SHS	LITTELFUSE	144,308.85	265,359.15
4,680 SHS	MANHATTAN ASSOCS	148,796.27	190,569.60
232 SHS	MARKEL CORP HOLDING	122,769.76	158,418.88
3,924 SHS	MASTEC	40,808.00	88,721.64
11,360 SHS	MASTERCARD	502,994.26	978,777.60
4,730 SHS	MEDIDATA SOLUTIONS	221,170.89	225,857.50
2,805 SHS	MERITAGE HOMES	120,975.27	100,951.95
2,695 SHS	METHANEX CORP	44,122.69	123,511.85
3,257 SHS	MICHAEL KORS HOLDINGS	195,943.78	244,600.70
3,150 SHS	MICROCHIP TECHNOLOGY	90,036.57	142,096.50
2,690 SHS	MID-AMER APT CMNTYS	96,465.15	200,889.20
5,625 SHS	MIDDLEBY	138,686.91	557,437.50
3,360 SHS	MOBILE MINI	133,605.35	136,113.60
16,421 SHS	MONDELEZ INTL (KRAFT SPINOFF)	30,185.77	596,492.83
1,596 SHS	MONSANTO	167,868.76	190,674.12
920 SHS	MWI VETERINARY SUPPLY	39,861.10	156,317.20
2,900 SHS	MYRIAD GENETICS	103,102.00	98,774.00
23,103 SHS	NAVIOS MARITIME HLDGS	183,164.03	94,953.33
4,715 SHS	NEOGEN	151,376.74	233,816.85
609 SHS	NEWMARKET	85,321.61	245,749.77
16,190 SHS	NEWPARK RES	192,170.60	154,452.60

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
20,133 SHS	NIKE	975,869.42	1,935,787.95
5,700 SHS	NOBLE	170,120.63	94,449.00
5,330 SHS	O REILLY AUTOMOTIVE	803,151.78	1,026,664.60
7,630 SHS	OMNICELL	148,164.47	252,705.60
3,730 SHS	ONCOMED PHARMACEUTICALS	73,950.56	81,164.80
7,375 SHS	OPEN TEXT	53,261.51	429,667.50
41,809 SHS	ORACLE	644,478.58	1,880,150.73
15,877 SHS	ORBITAL SCI	315,372.41	426,932.53
1,900 SHS	PARAGON OFFSHORE	23,892.75	5,263.00
2,030 SHS	PAREXEL INTL	89,665.29	112,786.80
5,000 SHS	PARTNERRE LTD	135,940.70	133,200.00
2,150 SHS	PAYCHEX	59,458.69	99,265.50
2,990 SHS	PETSMART	185,749.53	243,072.05
1,502 SHS	PHARMACYCLICS	131,148.37	183,634.52
10,714 SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	448,845.89	872,655.30
4,000 SHS	PLANTRONICS	89,315.20	212,080.00
8,350 SHS	PLEXUS	216,740.77	344,103.50
5,160 SHS	PLUM CREEK TIMBER	251,542.80	220,796.40
1,250 SHS	POLO RALPH LAUREN	66,628.46	231,450.00
4,280 SHS	POLYONE	172,260.35	162,254.80
2,836 SHS	POTLATCH	89,839.50	118,743.32
2,000 SHS	POWER INTEGRATIONS	100,632.26	103,480.00
4,226 SHS	POWER INTERGRATIONS	230,565.22	218,653.24
4,038 SHS	PRA GROUP (F/N/A PORTFOLIO RECOVERY	216,558.01	233,921.34
384 SHS	PRICELINE COM	63,930.78	437,840.64
18,000 SHS	PROCTER & GAMBLE	1,088,078.40	1,639,620.00
5,307 SHS	PROOFPOINT	194,644.39	255,956.61
9,623 SHS	PTC (FNA PARAMETRIC TECHNOLOGY)	204,116.14	352,682.95
3,930 SHS	PUB SERVICE ENTERPRISE GROUP	126,922.89	162,741.30
4,400 SHS	QLIK TECHNOLOGIES	98,918.36	135,916.00
5,500 SHS	REALPAGE	95,901.10	120,780.00
11,004 SHS	REDWOOD TR	144,309.84	216,778.80
4,084 SHS	REGENERON PHARMACEUTICALS	1,204,129.99	1,675,461.00
3,950 SHS	ROYAL CARIBBEAN CRUISES	129,534.70	325,598.50
21,065 SHS	RUBY TUESDAY	153,974.68	144,084.60
5,020 SHS	RYMAN HOSPITALITY PPTYS	218,381.91	264,754.80
5,452 SHS	SALESFORCE	120,383.02	323,358.12
7,850 SHS	SEAGATE TECH PLC	107,138.38	522,025.00
2,615 SHS	SEATTLE GENETICS	105,478.35	84,019.95

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
7,925 SHS	SELECT COMFORT	132,341.81	214,212.75
2,790 SHS	SIERRA WIRELESS	52,976.80	132,218.10
2,466 SHS	SKYWORKS SOLUTIONS	34,950.34	179,302.86
2,943 SHS	SNAP-ON	186,746.87	402,425.82
8,983 SHS	SPANSION	173,975.92	307,398.26
3,089 SHS	SPLUNK	130,692.08	182,096.55
7,979 SHS	SQUARE 1 FINL	153,720.56	197,081.30
23,874 SHS	STARBUCKS	733,847.90	1,958,861.70
3,270 SHS	STERIS	185,340.56	212,059.50
6,321 SHS	STIFEL FINL	267,945.66	322,497.42
10,116 SHS	SUPERIOR ENERGY SVCS	256,924.52	203,837.40
2,185 SHS	SVB FINL GROUP	181,091.32	253,612.95
1,800 SHS	SYNAPTICS	115,760.15	123,912.00
5,840 SHS	SYNOPSIS	214,114.60	253,864.80
3,562 SHS	SYNTEL	80,123.46	160,218.76
17,542 SHS	TCF FNCL	194,247.22	278,742.38
3,035 SHS	TENNECO	192,009.46	171,811.35
2,200 SHS	TERADATA	102,568.51	96,096.00
1,427 SHS	THE PRICELINE GROUP	1,706,116.47	1,627,079.67
32,632 SHS	TJX COS	1,525,255.67	2,237,902.56
5,197 SHS	TRACTOR SUP CO	121,494.57	409,627.54
930 SHS	TRANSDIGM GROUP	43,156.98	182,605.50
16,037 SHS	TRIMBLE NAV LTD	199,864.63	425,621.98
1,880 SHS	TRIPADVISOR	170,257.26	140,360.80
4,200 SHS	TUMI HOLDINGS	86,365.71	99,666.00
2,775 SHS	TWITTER	126,392.09	99,539.25
10,917 SHS	UGI	162,416.69	414,627.66
4,100 SHS	ULTRA PETE	85,062.30	53,956.00
9,373 SHS	UNDER ARMOR	213,347.58	636,426.70
4,918 SHS	UNVL FST PRODS	187,160.28	261,637.60
1,330 SHS	UNVL HEALTH SERVICES	89,983.14	147,975.80
2,900 SHS	URBAN OUTFITTERS	103,730.79	101,877.00
2,045 SHS	VALMONT INDS	283,311.48	259,715.00
2,450 SHS	VARIAN MED SYS	108,011.89	211,949.50
3,400 SHS	VECTREN	114,945.26	157,182.00
1,450 SHS	VIASAT	43,321.88	91,393.50
10,058 SHS	VISA	1,516,095.23	2,637,207.60
2,845 SHS	WAGEWORKS	155,429.30	183,701.65
1,990 SHS	WALT DISNEY	172,638.99	187,438.10

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

As of December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
33,000 SHS	WELLS FARGO & CO SER J	961,783.90	962,610.00
7,500 SHS	WEST PHARMACEUTICAL SVCS	250,261.18	399,300.00
1,110 SHS	WHIRLPOOL	169,361.14	215,051.40
438 SHS	WHITE MOUNTAINS INSURANCE	260,510.82	275,988.18
5,860 SHS	WHITING PETE	272,991.45	193,380.00
8,073 SHS	WOLVERINE WORLD WIDE	97,561.94	237,911.31
2,041 SHS	WORKDAY	153,865.62	166,566.01
17,980 SHS	WPX ENERGY	279,869.28	209,107.40
7,750 SHS	YAHOO	236,098.00	391,452.50
	Grand Total:	58,684,193.01	91,005,001.79

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
215 M	ACE INA HLDG 5.7% 02/15/2017	224,138.45	234,556.62
255 M	AETNA 2.75% 11/15/2022	253,003.95	247,356.38
250 M	ALLEGHANY 5.625% 09/15/2020	284,789.00	280,679.00
77 M	AMERN AIRLS PASS 5.25% 07/31/2022	76,321.09	82,649.22
210 M	AMERN EXPRESS 6.15% 08/28/2017	253,706.80	233,982.21
200 M	AMERN INTL GROUP 5.85% 01/16/2018	225,832.00	223,620.00
250 M	AMGEN 2.2% 05/22/2019	249,367.50	248,949.25
225 M	ANHEUSER BUSCH 5.375% 01/15/2020	254,954.25	254,843.33
260 M	APPLE 2.4% 05/03/2023	256,991.80	252,719.22
225 M	AT&T 2.375% 11/27/2018	225,000.00	226,742.85
511 M	AVNET 6.625% 09/15/2016	567,993.75	552,270.92
275 M	BANK AMER 3.3% 01/11/2023	268,809.75	275,021.18
200 M	BANK AMER 6.5% 08/01/2016	218,780.00	215,465.20
200 M	BANK AMER SENIOR NOTE 5.625% 10/14/201	209,660.00	214,177.00
175 M	BANK ONE 4.9% 04/30/2015	168,466.90	177,462.25
137 M	BAPTIST HLTH FLA 4.59% 08/15/2021	142,565.85	150,621.91
400 M	BEAR STEARNS 5.3% 10/30/2015	426,320.00	414,661.60
210 M	BHP BILLITON FIN 3.25% 11/21/2021	210,621.30	216,880.65
183 M	BROWN FORMAN 2.5% 01/15/2016	182,715.00	186,176.88
270 M	BURLINGTON NORTH SANTA FE 3% 03/15/20	269,750.36	269,140.32
255 M	CAPITAL ONE FINL 2.45% 04/24/2019	255,589.05	254,415.80
220 M	CATERPILLAR FINL SVCS MED TERM 1.3% 0	219,804.15	218,471.66
350 M	CHASE ISSUANCE TR 2014-3 05/15/2018	350,000.00	349,854.05
220 M	CHEVRON 1.718% 06/24/2018	220,340.90	221,112.10
245 M	CIGNA 4% 02/15/2022	256,953.55	258,161.16
235 M	CISCO SYS FLTG RT .5161% 03/03/2017	235,000.00	235,040.89
195 M	CITIBANK CR CARD 5.3% 03/15/2018	194,253.15	205,529.42
240 M	CITIGROUP 2.55% 04/08/2019	240,168.00	241,578.48
205 M	COMCAST 5.15% 03/01/2020	209,158.25	232,166.60
456 M	CONAGRA FOODS 4.95% 08/15/2020	505,936.00	500,857.63
70 M	CONTINENTAL AIRLS PASS 7.256% 09/15/20	76,681.55	77,662.54
103 M	CONTINENTAL AIRLS PASS THRU 6.648% 03/	108,839.68	106,250.26
134 M	CONTL AIRLS PASS 6.9% 07/02/2019	146,297.73	140,418.98
187 M	CONTL AIRLS PASS 9% 07/08/2016	217,224.57	205,249.07
250 M	COSTCO WHSL 1.7% 12/15/2019	250,775.00	245,489.00
180 M	COVIDIEN INTL FINANCE 4.2% 06/15/2020	180,059.40	193,957.20
225 M	CSX CORP 6.25% 03/15/2018	256,878.00	255,517.65
250 M	CVS HEALTH 2.25% 08/12/2019	250,067.50	248,955.75

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
230 M	DEERE JOHN 1.85% 09/15/2016	229,878.10	233,825.82
175 M	DEERE JOHN CAP MED TERM FLTG RT 12/15	175,120.75	175,025.55
35 M	DELTA AIR LINES 6.821% 02/10/2024	35,375.70	40,132.82
138 M	DELTA AIR LINES 7.75% 06/17/2021	157,027.92	160,088.14
240 M	DIRECTV HLDGS 3.8% 03/15/2022	231,266.40	244,168.80
400 M	DISCOVER CARD 1.39% 04/15/2020	399,965.36	399,164.80
187 M	ENTERGY TEX 3.6% 06/01/2015	195,695.50	189,088.79
200 M	ENTERPRISE PRODS 6.3% 09/15/2017	236,886.65	223,602.00
210 M	ERP OPER LTD 5.75% 06/15/2017	242,102.00	231,169.26
182 M	FED EXPRESS 6.72% 07/15/2023	213,243.30	212,788.61
26 M	FORD CR OWNER TR 1.65% 05/15/2016	26,090.10	26,120.49
150 M	FORD MTR CR 6.625% 08/15/2017	173,050.50	167,213.55
400 M	GE MED TERM 5.375% 10/20/2016	432,427.00	429,922.40
290 M	GEN ELEC CAP 5.625% 05/01/2018	334,921.00	326,317.28
165 M	GEORGIA PWR 5.25% 12/15/2015	164,640.30	171,753.45
225 M	GOLDMAN SACHS 6% 06/15/2020	260,023.50	260,106.30
275 M	GOLDMAN SACHS TRANCHE 3.7% 08/01/201	286,720.50	279,438.23
50 M	HANCOCK JOHN LIFE INS VAR RT 02/15/201	50,375.00	50,000.00
160 M	HARTFORD LIFE INS FLTG RT 3.25% 08/15/20	159,806.10	161,609.60
95 M	HARTFORD LIFE INS FLTG RT 3.29% 08/15/20	94,715.00	95,669.75
50 M	HARTFORD LIFE INS VAR RT 2.89% 03/15/20	48,987.50	49,709.50
350 M	HONDA AUTO .689999999762% 09/18/2017	349,940.22	349,736.80
250 M	INTEL 3.3% 10/01/2021	258,829.30	262,157.00
335 M	JPMORGAN CHASE 3.625% 05/13/2024	334,658.30	342,907.01
250 M	KINDER MORGAN 2.65% 02/01/2019	251,495.00	246,328.25
200 M	LINCOLN NATL 4.3% 06/15/2015	213,602.00	203,164.40
170 M	MACYS RETAIL HLDGS 3.625% 06/01/2024	169,828.30	172,000.73
250 M	MAGELLAN MIDSTREAM 5.65% 10/15/2016	281,820.00	268,752.50
230 M	MARATHON OIL 2.8% 11/01/2022	231,725.00	215,394.54
215 M	MCKESSON 3.25% 03/01/2016	218,172.65	220,130.98
255 M	METLIFE 3.6% 04/10/2024	257,004.30	261,691.71
255 M	MICROSOFT 2.375% 05/01/2023	252,590.10	250,280.46
240 M	MORGAN STANLEY 2.125% 04/25/2018	240,177.40	240,138.96
207 M	MORGAN STANLEY DEAN WITTER 4.29% 03/	207,003.00	206,482.50
100 M	MORGAN STANLEY DEAN WITTER FLTG RT	102,250.00	98,500.00
40 M	MORGAN STANLEY DEAN WITTER VAR RT 0	40,583.20	40,354.80
31 M	MORGAN STANLEY DEAN WITTER VAR RT 1	31,620.00	31,077.50
40 M	MORGAN STANLEY FLTG RT 5.36% 03/01/20	41,200.00	40,063.20

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
70 M	N.W. AIRLS PASS 7.027% 11/01/2019	70,808.83	79,731.43
115 M	NATIONWIDE FINL 5.1% 10/01/2015	125,005.00	118,587.89
101 M	NORTHWEST AIRLS PASS THRU 05/20/2023	103,939.58	108,964.34
260 M	ORACLE FLTG RT .435637% 07/07/2017	260,387.40	259,740.52
255 M	PACCAR FINL MED TERM 1.6% 03/15/2017	255,691.15	257,138.18
200 M	PARTNERRE FIN 6.875% 06/01/2018	233,000.00	227,960.00
200 M	PARTNERRE FIN B 5.5% 06/01/2020	227,516.00	224,784.20
355 M	PRIN LIFE FUNDINGS 5.651% 04/01/2016	362,761.00	360,151.05
512 M	PROTECTIVE LIFE 7.375% 10/15/2019	635,648.00	616,138.24
62 M	PROTECTIVE LIFE SECD TRS VAR RT 04/10/2	62,465.00	61,983.88
310 M	PRUDENTIAL FINL FLTG RT 3.05% 06/10/201	311,919.00	310,883.50
170 M	PRUDENTIAL FINL RETAIL MED TERM VAR R	180,975.00	177,786.00
138 M	PRUDENTIAL FINL VAR RT 02/10/2015	142,327.20	138,175.26
300 M	RENRE N AMER HLDGS 5.75% 03/15/2020	344,850.00	334,260.00
250 M	ROYAL BK CDA 2.3% 07/20/2016	260,699.00	255,135.00
50 M	ROYAL BK CDA FLTG 2.71% 01/31/2016	50,625.00	49,735.00
260 M	SEMPRA ENERGY 2.875% 10/01/2022	257,325.30	255,576.88
235 M	SIERRA PAC PWR 6% 05/15/2016	243,449.55	250,895.17
155 M	SIMON PPTY GROUP L 3.375% 10/01/2024	154,696.20	157,660.58
475 M	SOUTHWEST AIRLS 5.75% 12/15/2016	541,685.25	513,216.13
294 M	SOUTHWEST AIRLS 6.15% 08/01/2022	340,519.32	336,922.54
160 M	THERMO FISHER 2.25% 08/15/2016	160,730.15	162,494.56
215 M	TIME WARNER 4.75% 03/29/2021	241,729.40	234,646.06
235 M	TOYOTA MTR 2.1% 01/17/2019	235,098.10	235,985.83
330 M	TRANCHE # TR 1% 10/07/2016	332,781.90	331,440.45
160 M	UNITED PARCEL 5.5% 01/15/2018	170,123.20	178,475.04
230 M	US BANCORP 1.65% 05/15/2017	231,216.30	231,716.49
32 M	UTD AIRLINES 10.4% 11/01/2016	36,999.31	35,549.32
59 M	UTD AIRLS PASS 9.75% 01/15/2017	68,128.54	65,889.67
230 M	VERIZON 3.65% 09/14/2018	239,229.90	243,047.21
275 M	WELLS FARGO 2.125% 04/22/2019	275,148.50	274,927.95
250 M	WILLIAMS PARTNERS 4% 11/15/2021	257,412.50	250,611.75
325 M	WORLD OMNI AUTO 3.94 % 04/15/2019	324,958.04	324,423.45
400 M	YUM BRANDS 5.3% 09/15/2019	448,608.00	442,653.20
Grand Total:		24,963,087.80	24,832,027.38

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	32,457,403		32,457,403	39,466,870
OFFICE AUTOMOTIVE	19,573	6,525	13,048	13,048
OFFICE BUILDING	544,574	143,543	401,031	199,575
OFFICE BUILDING EQUIPMENT	16,768	13,769	2,999	2,999
OFFICE FURNITURE & EQUIPMENT	94,996	67,426	27,570	27,570
FARM/LG AUTOMOTIVE	9,483	9,188	295	295
FARM/LG BUILDINGS	1,020,916	981,309	39,607	479,217
FARM/LG EQUIPMENT	232,835	198,143	34,692	34,692
FARM/LG FENCES	520,104	323,395	196,709	196,709
FARM/LG ROADS AND CULVERTS	183,903	170,791	13,112	13,112
FARM/LG WATER SYSTEM	165,461	160,232	5,229	5,229
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	-
442 194 AC	14,740		14,740	-
MINERAL INTERESTS				12,534,000
	<u>39,294,839</u>	<u>6,044,171</u>	<u>33,250,668</u>	<u>52,973,316</u>

The George Foundation

Attachment to Form 990-PF

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

12/31/14

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
<i>Brazoria County</i>					
P D McNeel	0093	CR 534 Nar	5.00	400 00	10.00
WM Robbins	0123	CR 4 Off-Nar	2.00	147 00	10.00
WM Robbins	0123	CR 4 Off-Nar	2 06	70 00	10.00
Shipman & Charles	0128	Nar	2 00	80.00	10 00
George Tennille	0131	Hwy 36 Off	16 00	50.00	10.00
George Tennille	0131	CR 483 Off Pvt	0.25	13 00	10.00
George Tennille	0131	CR 483 Off Pvt	2.00	136 00	10 00
Hillyer	0190	CR 19 Off	2 58	166 00	10.00
E S Jones	0314	CR 643 Nar	1.00	10 00	10 00
E S Jones	0314	CR 4 Nar	12.04	263 00	10 00
H T & B R R	0570	CR 640 End	10.00	1,075 00	10 00
J H Bell	0040		0.13	110 00	10 00
A Darst	0061		1.25	165 00	10 00
A Darst	0061		5 00	5 00	10 00
<i>Summary for Brazoria County</i>			61.30	2,690.00	140.00
<i>Fort Bend County</i>					
BBB and C RY	0128	Ricefield Rd	2 49	2,462 29	3,061 00
John Jones 1/4 League	0041	FM 762	282.00	244,373 91	347,264.00
Wiley Martin	0056	FM 762	1,953 16	1,851,145 79	2,405,184.00
WM Byrne	0112	FM 762	320 00	310,944 27	394,058.00
J T Edwards	0023	Collins Rd	15 72	3,795.95	203,771.31
John Little	0052	Collins Rd	82.32	32,356 28	2,209,824 00
J Highland	0204	Smithers Lake Rd	280.50	74,518 51	345,417 00
A D Kelker	0273	Smithers Lake Rd	50.75	457,101 33	1,543,834.00
Samuel Young	0348	Smithers Lake Rd	13.30	0 01	16,378 00
HY Jones	0039	Beltz Rd (Rear)	125 75	32,494.25	154,856.00
HY Jones	0039	FM 2759 (Rear)	15.50	8,365 10	19,087.00
R Peebles	0067	Sawmill Rd	1,790.00	665,962 68	2,204,264.00

The George Foundation

Attachment to Form 990-PF

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

12/31/14

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
R Peebles	0067	Sawmill Rd	506.33	213,775.32	623,511.00
J Polley	0070	Sawmill Rd	2,984.86	1,119,030.21	3,675,650.00
J Polley	0070	Sawmill Rd	71.14	54,208.68	87,607.00
B Wickson	0095	Psencik Rd	312.00	102,795.00	384,207.00
B Wickson	0095	Psencik Rd	100.00	27,400.00	123,143.00
H A Alsbury	0102	Smithers Lake Rd	455.83	179,209.77	561,324.00
WM J Russell	0308	FM 762 (Rear)	145.34	7,066.24	178,976.00
M Young	0099	9610 Ricefield Rd	5.00	21,005.40	6,157.00
M Young	0099	Ricefield Rd	71.02	114,741.80	87,456.00
Beaty Seale & Forwood	0147	FM 762	145.20	89,313.97	178,804.00
J W McCamley	0289	FM 762	242.97	148,524.30	299,201.00
A P George	0754	FM 762	51.04	30,937.97	62,847.00
John Jones 1/4 League	0041	FM 762	216.63	109,655.84	266,765.00
WM J Russell	0308	FM 762 Rear	3.46	2,324.12	4,261.00
Samuel Young	0348	Smithers Lake Rd	3.82	2,328.78	4,704.00
J Highland	0204	Rabbs Prairie Rd	10.83	7,273.72	13,339.00
City of Richmond	n/a	215 Morton St (fna 201 3rd St	0.00	29,238.31	25,000.00
H Chnesman	0018	Thompsons-Oilfield Rd	86.92	42,371.06	107,030.00
HY Jones	0039	FM 2759 (Rear)	16.50	17,621.12	20,319.00
Peter Teal	0337	FM 762	278.78	273,477.07	343,299.00
WM Ryon	0368	FM 762	391.51	438,834.75	551,423.00
MM Ryon	0380	FM 762	266.79	303,437.59	394,058.00
BBB and C RY	0129	Ricefield Rd	47.49	95,534.48	127,457.00
BBB and C RY	0129	Ricefield Rd	55.50	53,224.24	68,341.00
Jane Long	0055	3621 FM 762 (Berry Place)	192.44	1,232,283.19	1,558,204.00
R E Handy	0187	FM 762 (Berry Place)	11.57	46,781.63	93,665.00
Henry Wilcox	0342	FM 762	361.78	674,817.57	864,465.00
J J Dickerson	0401	Ricefield Rd.	273.50	268,650.30	336,797.00
J T Edwards	0023	Preston St	66.13	609,944.29	660,000.00
HY Jones	0039	FM 2759 (Rear)	1,165.61	1,244,285.68	1,435,370.00

The George Foundation

Attachment to Form 990-PF

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

12/31/14

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
R Peebles	0067	Rawlings Rd (Rear)	25.00	10,806.85	30,786.00
JNO Rabb	0073	Sawmill Rd	619.00	219,335.73	762,257.00
M Young	0099	Ricefield Rd	4,277.60	3,425,769.42	5,267,575.00
BBB and C RY	0128	Ricefield Rd	625.51	613,399.93	770,276.00
H A Alsbury	0102	Cane Belt Railroad	1.15	770.83	1,414.00
John Little	0052	Collins Rd	1.00	425.79	23,761.00
M Young	0099		100.01	428,542.37	123,149.00
City of Richmond		215 Morton St , Richmond, TX	0.19	162,894.00	0.01
M Young	0099	9710 Surrey Lane, Richmond,	1.50	64,449.92	1,847.00
M Young	0099	9627 Surrey Rd, Richmond, TX	1.00	12,739.76	1,231.00
William Lusk	276	FM 762	35.46	4,583,848.05	287,117.00
Jane Long	0055	Berry Tract - South of Hwy 59	75.34	328,937.92	610,014.00
J W McCamley	0289	FM 762	72.34	486,148.24	89,087.00
HY Jones	0039	110 Serrato Lane, Richmond	4.59	454,096.43	5,652.00
Beaty Seale & Forwood	0147	FM 762	348.71	2,248,775.01	429,414.00
AP George	0754	FM 762	18.21	119,809.70	22,421.00
Jane Long	0055	3423 FM 762 (Love Tract)	17.38	8,050,350.24	8,050,350.24
Summary for Fort Bend County			19,695.46	32,454,712.96	39,466,729.56
Grand Total			19,756.76	32,457,402.96	39,466,869.56

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2014

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
MUTUAL FUND			
415 M	AMERICAN BEACON SIM HIGH YIELD OPP F	4,264,032.74	4,008,366.43
306 M	AQR DIVERSIFIED ARBITRAGE FUND	3,356,396.06	3,105,833.42
354 M	AQR MANAGED FUTURES FUND	3,468,509.20	3,763,549.48
700 M	CAUSEWAY CAP MGMT TR INTL	9,365,716.98	10,356,288.41
206 M	EATON VANCE PARAMETRIC EMERGING FD	10,198,041.59	9,494,708.73
420 M	FIRST EAGLE OVERSEAS FD	8,176,987.23	9,318,263.12
698 M	FPA INTL VALUE FD	10,185,620.53	8,981,284.07
598 M	SCHRODER ABSOLUTE RETURN EMD FD	6,138,255.49	5,852,424.18
1,454 M	WASATCH EMG MKTS SM CAP FD	3,273,780.52	3,881,080.71
		<u>58,427,340.34</u>	<u>58,761,798.54</u>
OTHER			
50 M	CD, GOLDMAN SACHS BK YORK 4.75% 12/24	53,851.13	51,595.00
		<u>53,851.13</u>	<u>51,595.00</u>
PARTNERSHIP			
0 M	BLACKROCK ENERGY OPPORTUNITY FD	946,570.88	273,213.00
0 M	DELTEC SPECIAL SITUATIONS PTNS	6,431,723.00	7,098,297.00
0 M	RAFI 1000 INDEX FUND	19,106,960.82	36,429,083.10
		<u>26,485,254.70</u>	<u>43,800,593.10</u>
	Grand Total:	<u><u>84,966,446.17</u></u>	<u><u>102,613,986.64</u></u>

THE GEORGE FOUNDATION

EIN# 74-6043368

12/31/2014

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	98,870	5,975	2,390
APPLIANCE & ACCESSORIES	75,531	75,531	-	-
ARENA	2,565,997	2,337,070	228,927	91,571
AUTHENTIC PERIOD FURNISHINGS	851,368	-	851,368	340,547
AUTOMOTIVE EQUIPMENT	278,773	209,938	68,835	27,534
BARN NO. 3	159,363	153,167	6,196	2,478
BLACKSMITH SHOP	160,826	138,359	22,467	8,987
CHAPEL	85,052	23,962	61,090	24,436
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	62,956	48,071	14,885	5,954
DOG KENNELS	6,590	6,590	-	-
FENCES	462,367	455,112	7,255	2,902
FRONT ENTRANCE	389,301	388,038	1,263	505
GAZEBO	39,416	9,307	30,109	12,044
GEORGE RANCH HOUSE COMPLEX	1,115,310	998,460	116,850	46,740
GEORGE SHOP	122,807	92,740	30,067	12,027
GUY LODGE HALL	303,112	226,728	76,384	30,554
HORSE BARN NO. 1	128,267	123,234	5,033	2,013
HORSE BARN NO. 2	128,267	123,234	5,033	2,013
JHP DAVIS HOUSE	1,086,021	988,087	97,934	39,174
JONES FARMSTEAD	109,567	66,520	43,047	17,219
KRAUSE GENERAL STORE/POST OFFICE	106,169	101,578	4,591	1,836
LANDSCAPING	212,031	205,887	6,144	2,458
LINKE HOUSE	28,648	15,311	13,337	5,335
LIVESTOCK	21,763	21,713	50	20
MAINTENANCE EQUIPMENT	536,217	447,434	88,783	35,513
MARE BARN	49,333	47,158	2,175	870
MISCELLANEOUS	171,733	92,484	79,249	31,700
NATURE TRAIL	266,956	26,923	240,033	96,013
OFFICE BLDG - RICHMOND	569,983	153,346	416,637	199,575
OFFICE EQUIPMENT/FURNISHINGS	172,105	154,805	17,300	6,920
OLD PRAIRIE HOME (LOCUST)	476,332	138,984	337,348	134,939
OUTSIDE LIGHTING	96,921	95,218	1,703	681
PARKING LOTS	799,727	799,060	667	267
PAVILION	454,516	195,578	258,938	103,575
QUONSET BUILDING	290,230	194,897	95,333	38,133
RECEPTION CENTER	232,924	217,511	15,413	6,165
ROADS & BRIDGES	1,818,956	1,721,974	96,982	38,793
SCULPTURE	76,900	76,900	-	-
SHADE BARNS	121,434	115,773	5,661	2,264
SNACK BAR	88,716	77,655	11,061	4,424
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	785,941	742,288	43,653	17,461
TRACTOR SHED	24,896	20,907	3,989	1,596
TRAIL TO RAILS	89,090	24,271	64,819	25,928
UTILITY STRUCTURES	2,839,005	2,510,991	328,014	131,206
VISITOR SERVICES	79,194	43,591	35,603	14,241
VISITOR CENTER	495,164	317,357	177,807	71,123
TOTAL PROJECT COSTS	19,225,780	15,207,772	4,018,008	1,640,124
LAND	446,990		446,990	579,977
TOTAL GEORGE RANCH HISTORICAL PARK	19,672,770	15,207,772	4,464,998	2,220,101
ASSETS USED FOR GRANT PURPOSES	848,175	271,339	576,836	287,417
	<u>20,520,945</u>	<u>15,479,111</u>	<u>5,041,834</u>	<u>2,507,518</u>

The George Foundation

EIN: 74-6043368

Attachment to Form 990-PF

12/31/2014

Page 5, Part VII-A, Line 11

Schedule of Information Regarding Transfers to a Controlled Entity

Name and Address of Each Controlled Entity	Employer Identification Number	Description of Transfer	Amount of Transfer
Berry Place Ventures Management, LLC 310 Morton St., PMB Ste C Richmond, TX 77469 Disregarded Entity for Tax Purposes	47-2200572	Contributed Capital	7,016
Berry Place Ventures, LP 310 Morton St., PMB Ste C Richmond, TX 77469 Disregarded Entity for Tax Purposes	47-2238645	Contributed Capital	98,463
Berry Place Holdings, LP 310 Morton St., PMB Ste C Richmond, TX 77469 Disregarded Entity for Tax Purposes	Pending	Contributed Capital	5,579

None of the entities listed above are "business holdings" within the meaning of IRC Section 4943(d)(1), so none would be considered an excess business holding.

The George Foundation

74-6043368

December 31, 2014

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec. 4954(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Morton Cemetery Association 900 Morton St., Richmond, TX 77469	\$60,000	Grant approved: 01/28/2014 Grant installment paid: 03/17/2014	Towards the operating and maintenance costs of preserving the historical portion of Morton Cemetery as used in educational programming benefiting students in Fort Bend and surrounding Texas counties.	\$60,000	No	02/28/2014: Grant contract received. 04/13/2015: Gift Receipt received. 01/29/2015: Progress Report received. 05/06/2015: FY2014 Compiled Financial Statements received.	05/23/2014: Staff performed site visit to cemetery, observing general maintenance of site. 02/13/2015: Staff reviewed submitted report and financials documenting use of funds in line with grant purpose. 06/10/2015: Staff reviewed Annual Compiled Financial Statements noting no concerns.

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 grants@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
AIDS Foundation Houston, Inc. 6260 Westpark Drive, Suite 100 Houston, TX 77057	501(c)3	To provide basic needs to Fort Bend County individuals living with HIV/AIDS	\$12,500.00
The American National Red Cross P. O. Box 397 Houston, TX 77001-0397	501(c)3	Youth in Philanthropy grant to support disaster relief services in Fort Bend County	\$1,000.00
Big Brothers Big Sisters Lone Star 6437 High Star Drive Houston, TX 77074	501(c)3	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	501(c)3	Operational support to add staff to allow for expansion of programs and services for children with special needs	\$108,430.00
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	501(c)3	To support up to two off-site grief support groups in Katy	\$19,500.00
Boy Scouts of America, Sam Houston Area Council P O. Box 924528 Houston, TX 77292	501(c)3	To support Fort Bend County Scouting programs including ScoutReach, a program serving at-risk youth	\$65,000.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston,, TX 77009	501(c)3	To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$400,000.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston,, TX 77009	501(c)3	Towards construction of Richmond-Rosenberg facility to serve Fort Bend County youth with after-school and summer programming	\$1,340,000.00
Brazos Bend Guardianship Services P.O. Box 72 Rosenberg, TX 77471	501(c)3	To assists vulnerable Fort Bend County residents and their families with guardianship issues	\$25,000.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Foundation		Purpose of Grant	Paid Amount
Recipient	Status of Recipient		
Calvary Episcopal School, Inc. 1201 Austin Richmond, TX 77469	501(c)3	Youth in Philanthropy Scholarship for 2013-2014 program year	\$1,250.00
Casa de Esperanza de los Niños, Inc. P.O. Box 66581 Houston, TX 77266-6581	501(c)3	To provide residential and outreach services for Fort Bend families in crisis and support foster and adoptive families in Fort Bend	\$98,600.00
Catholic Charities of the Diocese of Galveston-Houston P.O. Box 66508 Houston, TX 77266	501(c)3	Donation of land (4.2532 acres) for expansion of facility	\$280,000.00
Catholic Charities of the Diocese of Galveston-Houston 1111 Collins Rd Richmond, TX 77469	501(c)3	Youth in Philanthropy grant to support food services provided to families and seniors at the Mamie George Community Center	\$1,500.00
Catholic Charities of the Diocese of Galveston-Houston 1111 Collins Rd Richmond, TX 77469	501(c)3	Youth in Philanthropy grant to support youth residing in the Rio Bend Foster Community	\$1,500.00
Catholic Charities of the Diocese of Galveston-Houston P.O. Box 66508 Houston, TX 77266	501(c)3	To improve the well-being of seniors through case management, fitness activities, and the provision of nutritious lunches and groceries (Mamie George Community Center)	\$154,412.00
Catholic Charities of the Diocese of Galveston-Houston P.O. Box 66508 Houston, TX 77266	501(c)3	To provide safe and loving homes for children from the region while they are in the Texas foster care system (Rio Bend Community).	\$100,000.00
Children at Risk, Inc. 2900 Wesleyan, Suite 400 Houston, TX 77027	501(c)3	To support development of a Fort Bend County community plan for parent education, early education and college/career readiness	\$60,000.00

12/31/2014

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Children's Museum Inc. 1500 Binz Street Houston, TX 77004-7112	501(c)3	Toward capital campaign to establish a Fort Bend Children's Discovery Center	\$290,000.00
Children's Museum Inc. 1500 Binz Street Houston, TX 77004-7112	501(c)3	To support development efforts	\$33,750.00
Children's Museum Inc. 1500 Binz Street Houston, TX 77004-7112	501(c)3	To provide Parent Stars programming to low-income families through six events hosted at six Fort Bend Independent School District Title I schools	\$16,435.00
City of Needville P O Box 527 Needville, TX 77461	170(b)(1)(A)(v)	Toward the renovation of playground equipment to serve children at Skrabanek Park	\$8,287.50
City of Richmond 402 Morton Street Richmond, TX 77469	170(b)(1)(A)(v)	Phase II of the Wessendorff Park/Trail	\$250,000.00
Crime Stoppers of Houston, Inc. P. O. Box 541654 Houston, TX 77254	501(c)3	General operating support toward solving and preventing crimes in the Greater Houston area	\$25,000.00
Crisis Intervention of Houston Incorporated 3701 Kirby Drive, Suite 540 Houston, TX 77098	501(c)3	To support the Fort Bend Talkline Program	\$44,700.00
Daya, Inc. 3300 S. Gessner Road, Suite 203 Houston, TX 77063	501(c)3	To provide assistance to Fort Bend County South Asian victims of family violence and sexual assault	\$30,000.00
Depression and Bipolar Support Alliance Greater Houston 3800 Buffalo Speedway, Suite 350 Houston, TX 770983706	501(c)3	To provide support to Fort Bend County residents affected by depression or bipolar disorder	\$20,000.00

12/31/2014

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
DePelchin Children's Center 4950 Memorial Drive Houston, TX 77007	501(c)3	To provide specific assistance to defray verification and home-readiness costs for kinship foster/adoptive families for children in Fort Bend County	\$50,000.00
East Fort Bend Human Needs Ministry, Inc. P O Box 1611 Stafford, TX 77497-1611	501(c)3	To provide emergency food and financial assistance to Fort Bend residents	\$55,000.00
East Fort Bend Human Needs Ministry, Inc. P.O. Box 1611 Stafford, TX 77497-1611	501(c)3	Youth in Philanthropy grant to support services to families suffering a short term crisis	\$1,250.00
East Fort Bend Human Needs Ministry, Inc. P.O. Box 1611 Stafford, TX 77497-1611	501(c)3	To provide emergency financial assistance to Fort Bend County residents	\$65,000.00
Easter Seals of Greater Houston, Inc. 4500 Bissonnet, Suite 340 Bellaire, TX 77401	501(c)3	To support program expenses to serve Fort Bend County youth with special needs	\$72,000.00
Fort Bend Boys Choir of Texas, Inc. P.O. Box 2042 Stafford, TX 77497	501(c)3	Scholarship funds to support uniforms and tuition assistance for vocal training and camps	\$25,000.00
Fort Bend Community Partners Rainbow Room 3350-A Highway 6 #112 Sugar Land, TX 77478	501(c)3	Program/operating expenses to provide unmet emergency and transitional material needs of Fort Bend County children and families	\$30,000.00
Fort Bend Community Revitalization Projects 13330 South Gessner Rd. Missouri City, TX 77489	501(c)3	To provide home repair assistance for low-income, elderly and disabled homeowners in Fort Bend County	\$100,000.00

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THE GEORGE FOUNDATION
GRANTS PAID

January through December 2013

Foundation		Recipient	Status of Recipient	Purpose of Grant		Paid Amount
Fort Bend County 301 Jackson, Suite 719 Richmond, TX 77469	170(b)(1)(A)(v)			Toward the purchase of Gordon Ranch to provide additional park space for Fort Bend County		\$1,200,000.00
Fort Bend County 301 Jackson, Suite 719 Richmond, TX 77469	170(b)(1)(A)(v)			To provide partial match for TXDOT grant to fund US 59/FM762 Landscaping Project		\$37,275 00
Fort Bend County Museum Association P O Box 460 Richmond, TX 77406	501(c)3			Three year grant to support public programming at the George Ranch Historical Park		\$90,000 00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406-0460	501(c)3			Three year grant to support public programming at the George Ranch Historical Park		\$90,000 00
Fort Bend County Museum Association P O Box 460 Richmond, TX 77406-0460	501(c)3			Three year grant to support public programming at the George Ranch Historical Park		\$90,000 00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	501(c)3			Three year grant to support public programming at the George Ranch Historical Park		\$90,000.00
Fort Bend County Museum Association P O Box 460 Richmond, TX 77406-0460	501(c)3			Youth in Philanthropy grant to support programming provided at the George Ranch Historical Park		\$1,000.00
Fort Bend County Museum Association P O Box 460 Richmond, TX 77406-0460	501(c)3			Youth in Philanthropy grant to support programming provided to school groups visiting the museum		\$1,000.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	501(c)3	To support excess liability insurance for the George Ranch Historical Park	\$15,000.00
Fort Bend County Women's Center P O Box 183 Richmond, TX 77406	501(c)3	To provide support to Shelter Programs and Childcare Services for Fort Bend County abused women and their children	\$110,000.00
Fort Bend County Women's Center P.O. Box 183 Richmond, TX 77406	501(c)3	To purchase neurotherapy equipment as part of pilot neurotherapy project used to treat survivors of domestic violence with traumatic brain injury	\$24,200.00
Fort Bend Family Health Center 400 Austin Street Richmond, TX 77469	501(c)3	Three year support for integrated behavioral health care programs serving Fort Bend County residents	\$287,320.00
Fort Bend Family Health Center 400 Austin Street Richmond, TX 77469	501(c)3	To serve increased patient numbers of uninsured Fort Bend County residents in response to 1115 Waiver collaboration	\$600,000.00
Fort Bend Family Health Center 400 Austin Street Richmond, TX 77469	501(c)3	Youth in Philanthropy grant to support medical services to Fort Bend County residents	\$1,000.00
Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459	501(c)3	To support construction of a Day Center to serve homeless families in Fort Bend County	\$228,162.00
Fort Bend Forward, Inc. 445 Commerce Green Sugar Land, TX 77478	501(c)3	To fund Youth in Philanthropy Program, a program encouraging volunteerism among Fort Bend County high school students	\$30,324.18
Fort Bend Forward, Inc. 445 Commerce Green Sugar Land, TX 77478	501(c)3	To fund capacity building program for boards and staff of Fort Bend County nonprofits	\$39,681.00
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	To initiate the AVID program to serve at-risk middle school students in Fort Bend ISD	\$27,050.00

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THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Foundation Status of Recipient		Purpose of Grant	Paid Amount
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	Youth in Philanthropy scholarships for 2013-2014 program year	\$12,500.00
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	Youth in Philanthropy reimbursement grant to support student transportation to the Investment in Youth Luncheon	\$1,150.00
Fort Bend Independent School District 16431 Lexington Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	To implement the RAISEup Texas program at Lake Olympia Middle School	\$57,529.00
Fort Bend Lawyers Care 310 Morton Street, Suite 566 Richmond, TX 77469	501(c)3	To provide educational and legal assistance to low-income Fort Bend County residents	\$40,000.00
Fort Bend Regional Council 10435 Greenbough Suite 250 Stafford, TX 77477	501(c)3	To support substance abuse prevention programs for Fort Bend County youth	\$35,000.00
Fort Bend Regional Council 10435 Greenbough Suite 250 Stafford, TX 77477	501(c)3	Youth in Philanthropy grant to support programming to prevent youth alcohol and substance abuse	\$1,500.00
Fort Bend Regional Council 10435 Greenbough Suite 250 Stafford, TX 77477	501(c)3	To support substance abuse prevention programs for Fort Bend County youth	\$35,000.00
Fort Bend Senior Citizens, Meals on Wheels P O Box 1488 Rosenberg, TX 77471	501(c)3	To provide home delivered meals to seniors residing in Fort Bend County	\$50,000.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Friends of the Fort Bend County Library System 1001 Golfview Richmond, TX 77469	501(c)3	Youth in Philanthropy grant to support youth programming	\$1,000.00
Child Advocates of Fort Bend, Inc. 5403 Avenue N Rosenberg, TX 77471	501(c)3	To support Children Advocacy Center program through forensic updates and staff training to adequately serve Fort Bend County child abuse victims	\$75,000.00
Child Advocates of Fort Bend, Inc. 5403 Avenue N Rosenberg, TX 77471	501(c)3	Youth in Philanthropy grant to support programming for the prevention of child abuse and neglect	\$1,500.00
Child Advocates of Fort Bend, Inc. 5403 Avenue N Rosenberg, TX 77471	501(c)3	To fund age-specific support services and hire staff to manage program development for these services	\$75,000.00
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	501(c)3	Towards constructing 48-bed Columbus Cabin Cluster at Camp Myra Pryor	\$750,000.00
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	501(c)3	To provide "Girl Scouts on the Go" to serve at-risk Fort Bend County girls	\$55,000.00
Fort Bend Habitat for Humanity 13570 Murphy Road Stafford, TX 77477	501(c)3	Youth in Philanthropy grant to support housing for Fort Bend County residents	\$1,250.00
Houston Achievement Place 245 West 17th Street Houston, TX 77008	501(c)3	To support residential care for Fort Bend youth in foster care	\$22,000.00
Houston Museum of Natural Science 5555 Hermann Park Drive Houston, TX 77030	501(c)3	To improve and replace equipment at HMNS at Sugar Land and The George Observatory at Brazos Bend State Park	\$10,000.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Houston Museum of Natural Science 5555 Hermann Park Drive Houston, TX 77030	501(c)3	To support the development of educational programming at the Sugar Land museum site and the George Observatory	\$35,000.00
Katy ARTreach 5703 First Street Katy, TX 77493	501(c)3	Youth in Philanthropy grant toward the purchase of art supplies for programming in Fort Bend County	\$1,000.00
Katy Christian Ministries P O Box 986 Katy, TX 77492	501(c)3	Youth in Philanthropy grant to support services to families suffering a short term crisis	\$1,500.00
KIPP, Inc. 10711 KIPP Way Houston, TX 77099	501(c)3	To provide Fort Bend students with the knowledge, skills, and character needed to succeed in college and the competitive workforce	\$100,000.00
KIPP, Inc. 10711 KIPP Way Houston, TX 77099	501(c)3	Support to open a new campus in Fort Bend County	\$1,000,000.00
Knowledge-First, Inc. 2651 Cartwright Road Suite C Missouri City, TX 77459	501(c)3	To support high school dropout prevention program	\$20,000.00
Krist Samaritan Center for Counseling and Education 17555 El Camino Real Houston, TX 77058	501(c)3	To provide Fort Bend County Head Start youth developmental screenings and psychological testing	\$5,000.00
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471	170(b)(1)(A)(ii)	Youth in Philanthropy Scholarship for 2013-2014 program year	\$1,250.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Lamar Consolidated Independent School District 3911 Avenue I Rosenberg, TX 77471	170(b)(1)(A)(ii)	Youth in Philanthropy reimbursement grant to support student transportation to the Investment in Youth Luncheon	\$608.00
Legacy Community Health Services, Inc. P O. Box 66308 Houston, TX 77266	501(c)3	To provide judgment-free, culturally sensitive, patient centered healthcare services to people with HIV/AIDS from Fort Bend County	\$35,000.00
Literacy Volunteers of Fort Bend County, Inc. 12530 Emily Court Sugar Land, TX 77478	501(c)3	To provide literacy support for adult learners and support to tutor training activities	\$50,000.00
Literacy Volunteers of Fort Bend County, Inc. 12530 Emily Court Sugar Land, TX 77478	501(c)3	To complete building repairs	\$37,463.00
Literacy Volunteers of Fort Bend County, Inc. 12530 Emily Court Sugar Land, TX 77478	501(c)3	Youth in Philanthropy grant to support literacy programming provided to Fort Bend County residents	\$1,250.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	501(c)3	To support management of Family Practice Residency Program to serve uninsured and underinsured populations of Fort Bend County	\$299,983.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	501(c)3	Three year support for integrated behavioral health care programs to serve Fort Bend County residents	\$160,400.00
Morton Cemetery Association 2200 Avenue H Rosenberg, TX 77471	501(c)13	Match towards the operating costs of Morton Cemetery	\$60,000.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Needville Harvest Festival, Inc. P. O. Box 1101 Needville, TX 77461	501(c)3	To support the construction of restroom facilities	\$50,000.00
Needville Independent School District P. O. Box 412 Needville, TX 77461	170(b)(1)(A)(ii)	Youth in Philanthropy Scholarship for 2013-2014 program year	\$2,500.00
Needville Independent School District P. O. Box 412 Needville, TX 77461	170(b)(1)(A)(ii)	Youth in Philanthropy reimbursement grant in support of student transportation to the Investment in Youth Luncheon	\$200.00
OakBend Medical Center 1705 Jackson Street Richmond, TX 77469	501(c)3	To support the Indigent Care Program	\$750,000.00
Fort Bend Homeless Shelter, Inc. P O Box 17688 Sugar Land, TX 77496	501(c)3	To support development and delivery of training program for care team serving at risk youth and direct serves to youth	\$29,600.00
Philanthropy Southwest 624 N. Good Latimer Expressway, Suite 100 Dallas, TX 75204	501(c)3	To support programming offering professional development opportunities for foundation staff and boards	\$4,000.00
Pregnancy Resource Center of Fort Bend County 2918 Avenue I Rosenberg, TX 77471	501(c)3	Financial support to help sustain the LEAP program	\$10,000.00
Ronald McDonald House of Houston, Inc. 1907 Holcombe Blvd. Houston, TX 77030	501(c)3	To support its mission of offering a home away from home for families with seriously ill children	\$10,000.00
Rosenberg Railroad Museum, Inc. P. O. Box 369 Rosenberg, TX 77471	501(c)3	Towards updates and repairs to museum exhibits and facilities	\$12,500.00

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THE GEORGE FOUNDATION
GRANTS PAID

January through December 2013

Foundation Status of Recipient		Recipient	Purpose of Grant	Paid Amount
Rosenberg Railroad Museum, Inc.		501(c)3	For operating funds towards General Manager position	\$12,500.00
P. O. Box 369 Rosenberg, TX 77471				
Rosenberg-Richmond Helping Hands, Inc.		501(c)3	Youth in Philanthropy grant to support services to families suffering a short term crisis	\$1,000.00
P O Box 1268 Richmond, TX 77469				
Rosenberg-Richmond Helping Hands, Inc.		501(c)3	To assist families in need with food, clothing and limited financial assistance	\$45,000.00
902 Collins Road Richmond, TX 77469				
Scholarship America		501(c)3	To fund scholarships to graduating seniors of Fort Bend County public high schools for academic year 2014-2015	\$434,536.00
P O Box 297 Saint Peter, MN 56082				
Scholarship America		501(c)3	To fund post secondary scholarships to Fort Bend County residents for academic year 2014-2015	\$325,500.00
P O. Box 297 Saint Peter, MN 56082				
Second Mile Mission Center		501(c)3	To provide access to food pantry services through expanded business hours	\$50,440.00
1135 Highway 90A Missouri City, TX 77489				
Second Mile Mission Center		501(c)3	Youth in Philanthropy grant to serve families suffering a short term crisis	\$1,250.00
1135 Highway 90A Missouri City, TX 77489				
Second Mile Mission Center		501(c)3	Support to restock the food pantry and hire part-time staff	\$50,440.00
1135 Highway 90A Missouri City, TX 77489				
SIRE, Inc.		501(c)3	For program operating expenses	\$50,000.00
24161 Spring Drive Hockley, TX 77447				
Spaulding for Children		501(c)3	Post adoption support services for families in Fort Bend County	\$43,590.00
8582 Katy Freeway Suite 100 Houston, TX 77024				

THE GEORGE FOUNDATION
GRANTS PAID
January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477	170(b)(1)(A)(ii)	Youth in Philanthropy Scholarship for 2013-2014 program year	\$2,500.00
Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477	170(b)(1)(A)(ii)	Youth in Philanthropy reimbursement grant to support student transportation to 20 nonprofit sites and to the Investment in Youth Luncheon	\$5,792.00
Sugar Land Heritage Foundation 198 Kempner Street Sugar Land, TX 77498	501(c)3	Support for two archivist staff positions to aide in the research and accessioning of museum artifacts	\$35,000.00
Sugar Land Heritage Foundation 198 Kempner Street Sugar Land, TX 77498	501(c)3	Youth in Philanthropy grant toward researching and accessioning of museum artifacts	\$1,000.00
Sugar Land Legacy Foundation P O Box 557 Sugar Land, TX 77478	501(c)3	To support the Universally Accessible Playground at First Colony Park	\$35,000.00
Texas Children's Hospital 1919 S. Braeswood, Suite 5214 Houston, TX 77030	501(c)3	To provide charity care and/or financial assistance to Texas Children's patients from Fort Bend County	\$100,000.00
Texas State University 601 University Drive, 201 Derrick San Marcos, TX 78666	170(b)(1)(A)(ii)	To provide evaluation of the Integrated Mental Health Initiative over a three year period	\$11,760.00
The Rose 12700 N. Featherwood Drive Suite 260 Houston, TX 77034	501(c)3	To provide breast health services to uninsured and underinsured Fort Bend County women	\$30,000.00
The Rose 12700 N. Featherwood Drive Suite 260 Houston, TX 77034	501(c)3	To provide breast health services to uninsured and underinsured Fort Bend County women	\$17,500.00

THE GEORGE FOUNDATION
GRANTS PAID

January through December 2013

Foundation		Purpose of Grant	Paid Amount
Recipient	Status of Recipient		
The University of Houston System 212 E. Cullen Building Houston, TX 77204	170(b)(1)(A)(ii)	To fund two master's level social work scholarships to two bilingual Fort Bend County Spanish-speaking students	\$82,150.00
The University of Houston Sugar Land 14000 University Boulevard Sugar Land, TX 77479	170(b)(1)(A)(ii)	To fund nursing scholarships to Fort Bend County students	\$60,000.00
University of Washington Center for Commercialization University of Washington Box 352141 Seattle, WA 98195	170(b)(1)(A)(ii)	To support training and web registry for the Integrated Mental Health program at Physicians at Sugar Creek (Memorial Hermann Hospital) and Fort Bend Family Health Center	\$25,960.00
Vita-Living, Inc. 3300 S. Gessner Suite 150 Houston, TX 77063	501(c)3	To support CLASS program which delivers individualized case management support to help people with disabilities continue living independently	\$10,000.00
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd. Bellaire, TX 77401	501(c)3	To provide transportation services to assist senior citizens and health-impaired individuals in East Fort Bend County	\$6,000.00
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd. Bellaire, TX 77401	501(c)3	General operating funds	\$6,000.00
Volunteer Services Council of the Richmond State Supported Living Center 2100 Preston Richmond, TX 77469	501(c)3	Youth in Philanthropy grant supporting programs serving physically and mentally challenged residents	\$1,000.00
West Fort Bend Management District P.O. Box 1688 Richmond, TX 77406	170(b)(1)(A)(v)	To partially fund staffing the position of Executive Director	\$50,000.00

THE GEORGE FOUNDATION

GRANTS PAID

January through December 2013

Recipient	Foundation Status of Recipient	Purpose of Grant	Paid Amount
William Smith, Sr., Tri-County Child Development Council, Inc. 500 Austin Street Richmond, TX 77469	501(c)3	Youth in Philanthropy grant to support services to Head Start/Early Head Start families and their children	\$1,250.00
YMCA of the Greater Houston Area P O Box 3007 Houston, TX 77253-3007	501(c)3	Youth in Philanthropy grant to support youth outreach programming at the Katy YMCA	\$1,000.00
YMCA of the Greater Houston Area P O Box 3007 Houston, TX 77253-3007	501(c)3	To bring YMCA character building programming directly to the youth of the lowest income areas of Fort Bend County	\$125,000.00
Grand Totals (126 items)			\$12,283,977.68

THE GEORGE FOUNDATION
Grants Approved for Future Payment

As of December 2014

Recipient	Foundation Status of Recipient	Purpose of Grant	Approved/Unpaid
AIDS Foundation Houston, Inc. 6260 Westpark Drive, Suite 100 Houston, TX 77057	PC	To provide basic needs to Fort Bend County individuals living with HIV/AIDS	\$25,000.00
Blessed Be Hope for Three, Inc. 10200 W. Airport Suite 100 Stafford, TX 77477	PC	To support general operating expenses	\$138,318.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston, TX 77009	PC	To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$200,000.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston, TX 77009	PC	To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$375,000.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston, TX 77009	PC	To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$325,000.00
Boys and Girls Clubs of Greater Houston, Inc. 1520-A Airline Drive Houston, TX 77009	PC	To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$275,000.00
Brazos Bend Guardianship Services P O Box 72 Rosenberg, TX 77471	PC	To assist Fort Bend County residents and their families with guardianship issues	\$25,000.00
CollegeCommunityCareer, Inc. 12926 Dairy Ashford, Suite 110 Sugar Land, TX 77478	PC	Support for college/career readiness services to students and alumni of Willowridge High School	\$25,000.00
Daya, Inc. 3300 S. Gessner Road, Suite 258 Houston, TX 77063	PC	To provide assistance to Fort Bend County South Asian victims of family violence and sexual assault	\$30,000.00

THE GEORGE FOUNDATION
Grants Approved for Future Payment

Foundation Status of Recipient		Purpose of Grant	Approved/Unpaid
Recipient	PC	To support program expenses to serve Fort Bend County residents with special needs	\$80,000.00
Easter Seals of Greater Houston, Inc. 4500 Bissonnet, Suite 340 Bellaire, TX 77401			
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$15,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Master plan for facilities management including but not limited to a new museum building/complex	\$37,500.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00

THE GEORGE FOUNDATION
Grant Approved for Future Payment

Foundation Status of Recipient		Purpose of Grant	Approved/Unpaid
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$15,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$90,000.00

THE GEORGE FOUNDATION
Grant Approved for Future Payment

Foundation Status of Recipient		Purpose of Grant	Approved/Unpaid
Fort Bend County Museum Association P.O. Box 460 Richmond, TX 77406	PC	Three-year grant, with \$1,080,000.00 designated toward operating and public programming expenses at the George Ranch Historical Park and \$45,000 designated toward excess liability insurance coverage at the George Ranch Historical Park	\$15,000.00
Fort Bend County Women's Center P.O. Box 183 Richmond, TX 77406	PC	To provide support to shelter programs and childcare expenses for abused Fort Bend County women and children	\$120,102.77
Fort Bend Independent School District 16431 Lexington Boulevard Room 311 Sugar Land, TX 77479	GOV	To implement the RAISEup Texas program at Lake Olympia Middle School	\$37,535.00
Fort Bend Independent School District 16431 Lexington Boulevard Room 311 Sugar Land, TX 77479	GOV	To implement the RAISEup Texas program at Lake Olympia Middle School	\$31,936.00
Fort Bend Senior Citizens, Meals on Wheels P.O. Box 1488 Rosenberg, TX 77471	PC	To provide daily meals for elderly residents of Fort Bend County	\$50,000.00
Fort Bend Senior Citizens, Meals on Wheels P.O. Box 1488 Rosenberg, TX 77471	PC	To support capital campaign	\$108,334.00
Fort Bend Senior Citizens, Meals on Wheels P.O. Box 1488 Rosenberg, TX 77471	PC	To support capital campaign	\$108,333.00
Fort Bend Senior Citizens, Meals on Wheels P.O. Box 1488 Rosenberg, TX 77471	PC	To support capital campaign	\$433,333.00
Grantmakers for Effective Organizations 1725 DeSales Street, NW, Ste. 404 Washington, DC 20036	PC	Grant in lieu of membership fees to offer professional development opportunities for foundation staff and board members	\$6,100.00

THE GEORGE FOUNDATION
Grant Approved for Future Payment

Recipient	Foundation Status of Recipient	Purpose of Grant	Approved/Unpaid
Katy ARTreach 1512 Avenue C, Building C Katy, TX 77493	PC	Funding to support the organization's operating expenses	\$44,241.00
KIPP, Inc. 10711 KIPP Way Houston, TX 77099	PC	Support to open a new campus in Fort Bend County	\$500,000.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	PC	To fund a Lamar CISD school-based health center to allow uninsured students access to medical care	\$280,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00

THE GEORGE FOUNDATION
Grant Approved for Future Payment

Recipient	Foundation Status of Recipient	Purpose of Grant	Approved/Unpaid
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Morton Cemetery Association P.O. Box 300 Richmond, TX 77406	NC	Match towards the operating costs of Morton Cemetery	\$60,000.00
Scholarship America P. O. Box 240 Saint Peter, MN 56082	PC	To fund higher education scholarships to Fort Bend County residents for academic year 2015-2016	\$360,000.00
Scholarship America P. O. Box 240 Saint Peter, MN 56082	PC	To fund scholarships to graduating seniors of Fort Bend County public high schools for academic year 2015-2016	\$465,000.00
Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477	GOV	To support STEM career training	\$150,000.00
Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477	GOV	To support STEM career training	\$116,500.00
Stafford Municipal School District 1625 Staffordshire Road Stafford, TX 77477	GOV	To support STEM career training	\$116,500.00
West Fort Bend Management District P.O. Box 1688 Richmond, TX 77406	GOV	To partially fund staffing the position of Executive Director	\$50,000.00
Grand Totals (52 items)			\$6,178,732.77