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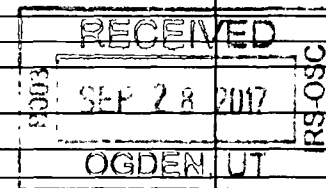


Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016**Open to Public Inspection****For calendar year 2016 or tax year beginning , 2016, 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**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 ▶ ☐**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)
\$ 297,620,971.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,288,871.	2,288,871.		
4 Dividends and interest from securities	2,961,516.	2,961,516.		
5a Gross rents	797,372.	797,372.		
b Net rental income or (loss) 518,824.				
6a Net gain or (loss) from sale of assets not on line 10	8,870,027.			
b Gross sales price for all assets on line 6a 50,553,826.				
7 Capital gain net income (from Part IV, line 2)		8,870,027.		
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	1,118,932.	1,072,015.		
12 Total. Add lines 1 through 11	16,036,718.	15,989,801.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	421,200.	187,560.		233,640.
14 Other employee salaries and wages	654,015.	179,757.		474,257.
15 Pension plans, employee benefits	83,814.	33,526.		50,289.
16a Legal fees (attach schedule) SEE ST 2	77,197.	29,681.		47,516.
b Accounting fees (attach sch) SEE ST 3	41,000.	16,400.		24,600.
c Other professional fees (attach sch) SEE ST 4	1,017,237.	999,524.		17,713.
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 5	325,225.	137,750.		57,474.
19 Depreciation (attach schedule) and depletion	377,958.	56,072.		
20 Occupancy	57,875.	17,363.		40,512.
21 Travel, conferences, and meetings	12,266.	1,227.		11,039.
22 Printing and publications				
23 Other expenses (attach schedule)				
SEE STATEMENT 6	1,878,506.	347,367.		1,531,139.
24 Total operating and administrative expenses Add lines 13 through 23	4,946,293.	2,006,227.		2,488,179.
25 Contributions, gifts, grants paid PART XV	10,214,946.			10,214,946.
26 Total expenses and disbursements. Add lines 24 and 25	15,161,239.	2,006,227.	0.	12,703,125.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	875,479.			
b Net investment income (if negative, enter -0-)		13,983,574.		
c Adjusted net income (if negative, enter -0-)			0.	



9.66 15

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	5,928,402.	8,395,312.	8,395,312.		
	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)	29,560,062.	28,041,015.	27,618,391.		
	b	Investments – corporate stock (attach schedule)	56,454,117.	51,813,421.	79,882,077.		
	c	Investments – corporate bonds (attach schedule)	27,826,979.	26,458,230.	25,929,474.		
	LIABILITIES	11	Investments – land, buildings, and equipment, basis	33,752,831.			
		Less: accumulated depreciation (attach schedule) SEE STMT 7	6,137,283.	33,496,239.	27,615,548.		
12		Investments – mortgage loans					
13		Investments – other (attach schedule)	88,598,580.	91,793,770.	102,857,975.		
14		Land, buildings, and equipment basis	22,363,494.				
		Less: accumulated depreciation (attach schedule) SEE STMT 8	15,932,712.	6,125,360.	6,430,782.		
15		Other assets (describe SEE STATEMENT 9)	2,349,855.	10,671,947.	10,675,647.		
16		Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	250,339,994.	251,220,425.	297,620,971.		
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)	1,900.	12,019.			
	23	Total liabilities (add lines 17 through 22)	1,900.	12,019.			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒						
	24	Unrestricted	250,338,094.	251,208,406.			
	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)	250,338,094.	251,208,406.			
	31	Total liabilities and net assets/fund balances (see instructions)	250,339,994.	251,220,425.			

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	250,338,094.
2	Enter amount from Part I, line 27a	2	875,479.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	251,213,573.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 11	5	5,167.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	251,208,406.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	SEE STATEMENT 12			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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

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

2	8,870,027.
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 (col. (b) divided by col. (c))
2015	14,480,586.	299,144,426.	0.048407
2014	14,888,044.	304,688,020.	0.048863
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

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

2	0.226135
3	0.045227
4	287,528,838.
5	13,004,067.
6	139,836.
7	13,143,903.
8	13,334,028.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☒ and enter 1% of Part I, line 27b		1	139,836.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	139,836.
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	139,836.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	106,926.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	33,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	139,926.	
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	90.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	0.	
		90.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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, col. (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 2016 or the taxable year beginning in 2016 (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	Yes X	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.THEGEORGEFOUNDATION.ORG	13	X	
14	The books are in care of SANDRA G. THOMPSON Telephone no 281-342-6109 Located at 215 MORTON ST. RICHMOND TX ZIP + 4 77469			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15	N/A		
16	At any time during calendar year 2016, 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. If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __	☐ 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 20 __, 20 __, 20 __, 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2016 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 2016.)	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 2016?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b** X**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)

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

If 'Yes' to 6b, file Form 8870

6b X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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 13				
		421,200.	9,251.	18,045.

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	183,000.	16,907.	2,769.
DEE S. KOCH	COMMUNITY DEV			
RICHMOND, TX 77469	30	67,500.	24,662.	9,513.
DIANA KALLUS-ETZLER	ACCOUNTANT			
RICHMOND, TX 77469	40	87,000.	4,552.	1,253.
ROCKY L PARR	OPERATIONS MG			
RICHMOND, TX 77469	40	90,000.	7,693.	782.
QUYNH-ANH MCMAHAN	GRANT OFFICER			
RICHMOND, TX 77469	40	109,400.	3,773.	10,512.

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

7

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
IRONBRIDGE CAPITAL MANAGEMENT LP ONE PARKVIEW PLAZA 700 OAKBROOK TERRACE, IL 60181	INVESTMENT MANAGER	154,607.
PAUL COMSTOCK PARTNERS 6363 WOODWAY SUITE 620 HOUSTON, TX 77057	INVESTMENT COUNCIL	167,410.
LYTLE & MOORE, LLP 2116 THOMPSONS RD, STE 116 RICHMOND, TX 77469	LEGAL SERVICES	116,321.
ROGER GALATAS INTERESTS PO BOX 131598 THE WOODLANDS, TX 77393	CONSULTANT	126,303.
TXOFI, LLC 83 ORIEL OAKS CIRCLE THE WOODLANDS, TX 77382	CONSULTING	100,800.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 14	
	1,332,074.
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

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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	243,539,227.
b	Average of monthly cash balances	1 b	396,817.
c	Fair market value of all other assets (see instructions)	1 c	47,971,406.
d	Total (add lines 1a, b, and c)	1 d	291,907,450.
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	291,907,450.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,378,612.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	287,528,838.
6	Minimum investment return. Enter 5% of line 5	6	14,376,442.

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

1	Minimum investment return from Part X, line 6	1	14,376,442.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a	139,836.
b	Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	139,836.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,236,606.
4	Recoveries of amounts treated as qualifying distributions	4	106,099.
5	Add lines 3 and 4	5	14,342,705.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,342,705.

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	12,703,125.
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	630,903.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,334,028.
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	139,836.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,194,192.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				14,342,705.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			10,257,114.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 13,334,028.				
a Applied to 2015, but not more than line 2a			10,257,114.	
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 2016 distributable amount				3,076,914.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount – see instructions.			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				11,265,791.
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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

- a 'Assets' alternative test – enter

- (1) Value of all assets**

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

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

- c 'Support' alternative test – enter

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

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

- (3) Largest amount of support from an exempt organization.**

- (4) Gross investment income**

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 15

- 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				10,214,946.
Total			▶ 3 a	10,214,946.
b Approved for future payment SEE ATTACHED SCHEDULE				22,591,980.
Total			▶ 3 b	22,591,980.

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	2,288,871.	
4 Dividends and interest from securities			14	2,961,516.	
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	518,824.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	8,870,027.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 16		-59,182.		1,178,114.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-59,182.		15,817,352.	
13 Total. Add line 12, columns (b), (d), and (e)					15,758,170.

(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
1997 8 PASSENGER GOLF CT	\$ 200.		
416 LBS OF HALON-SNACK BA	7,072.		
EASEMENTS/ROW	67.	\$ 67.	
MISCELLANEOUS INCOME	6,577.	6,577.	
OIL & GAS ROYALTIES	1,071,119.	1,071,119.	
OTHER PORTFOLIO INCOME	4,269.	4,269.	
PARTNERSHIP INCOME	-10,017.	-10,017.	
PARTNERSHIP INCOME - UBTI	-59,182.		
RECOVERY OF PRIOR GRANTS	98,827.		
TOTAL	\$ 1,118,932.	\$ 1,072,015.	\$ 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	\$ 41,861.	\$ 12,558.		\$ 29,303.
GRANT RELATED	18,213.			18,213.
OIL & GAS COUNCIL	4,740.	4,740.		
REAL ESTATE COUNCIL	12,383.	12,383.		
TOTAL	\$ 77,197.	\$ 29,681.	\$ 0.	\$ 47,516.

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	\$ 25,098.	\$ 10,039.		\$ 15,059.
INVESTMENT CUSTODIAL FEES	61,508.	61,508.		
INVESTMENT MANAGEMENT FEES	914,761.	914,761.		

THE GEORGE FOUNDATION

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	\$ 4,423.	\$ 1,769.		\$ 2,654.
REAL ESTATE CONSULTING	11,447.	11,447.		
TOTAL	\$ 1,017,237.	\$ 999,524.	\$ 0.	\$ 17,713.

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	\$ 138,687.	\$ 117,962.		\$ 20,724.
EXCISE TAXES	130,000.			
PAYROLL TAXES	56,538.	19,788.		36,750.
TOTAL	\$ 325,225.	\$ 137,750.	\$ 0.	\$ 57,474.

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	\$ 1,332,074.			\$ 1,332,074.
GRANT RELATED EXPENSES	68,963.			68,963.
INSURANCE	130,276.	\$ 42,203.		88,073.
MISCELLANEOUS	8,960.	790.		8,170.
OFFICE EXPENSE	46,416.	20,614.		25,802.
REAL ESTATE RELATED EXPENSES	1,759.	1,759.		
RENTAL EXPENSES	278,548.	278,548.		
TRUSTEE EXPENSES	11,510.	3,453.		8,057.
TOTAL	\$ 1,878,506.	\$ 347,367.	\$ 0.	\$ 1,531,139.

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 33,752,831.	\$ 6,137,283.	\$ 27,615,548.	\$ 39,158,584.
TOTAL	\$ 33,752,831.	\$ 6,137,283.	\$ 27,615,548.	\$ 39,158,584.

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

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 22,363,494.	\$ 15,932,712.	\$ 6,430,782.	\$ 3,103,111.
TOTAL	<u>\$ 22,363,494.</u>	<u>\$ 15,932,712.</u>	<u>\$ 6,430,782.</u>	<u>\$ 3,103,111.</u>

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

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BERRY PLACE HOLDINGS LP	\$ 5,579.	\$ 5,579.
BERRY PLACE VENTURE LP	6,651,156.	6,654,856.
BERRY PLACE VENTURES MGMT LLC	7,016.	7,016.
FAIRCHILD FARMERS COOP GIN RECEIVABLE	47,585.	47,585.
LID #6 REIMBURSEABLE	198,806.	198,806.
MUD #207 REIMBURSEABLE	3,723,641.	3,723,641.
OTHER ASSETS	9,055.	9,055.
PLAINS COTTON COOP ASSOC RECEIVABLE	4,336.	4,336.
PURCHASED INTEREST	24,773.	24,773.
TOTAL	<u>\$ 10,671,947.</u>	<u>\$ 10,675,647.</u>

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

HOUSE DEPOSITS	\$ 1,900.
DUE TO OTHERS	10,118.
ROUNDING	1.
TOTAL	<u>\$ 12,019.</u>

STATEMENT 11
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

WRITE OFF BASIS OF CHARITABLE USE ASSETS	\$ 5,167.
TOTAL	<u>\$ 5,167.</u>

THE GEORGE FOUNDATION

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STATEMENT 12
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	FUND ACCOUNT - CG DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
4	IRONBRIDGE A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
5	MCDONNELL A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
6	PIMCO EQUITY SER RAE FD - CG	PURCHASED	VARIOUS	VARIOUS
7	SCOTT SELBER A/C - CG DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
8	OAKTREE PRIVATE INVEST FD IV - CG	PURCHASED	VARIOUS	VARIOUS

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	48585715.		41683799.	6901916.				\$ 6901916.
2	596,498.		0.	596,498.				596,498.
3	362,992.		0.	362,992.				362,992.
4	2,492.		0.	2,492.				2,492.
5	11,184.		0.	11,184.				11,184.
6	992,516.		0.	992,516.				992,516.
7	276.		0.	276.				276.
8	2,153.		0.	2,153.				2,153.
TOTAL								\$ 8870027.

STATEMENT 13
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	\$ 306,000.	\$ 9,251.	\$ 13,607.
DONALD WENZEL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	23,400.	0.	500.
JAMES CONDREY 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	15,300.	0.	500.
CHARLES P. MCDONALD 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	23,400.	0.	500.
WILLIAM O. JAMESON 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 8.00	6,300.	0.	0.

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THE GEORGE FOUNDATION

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STATEMENT 13 (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>
JOHN M. NULL 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 8.00	\$ 23,400.	\$ 0.	\$ 2,438.
THOMAS C. MCNUTT 310 MORTON ST., PMB SUITE C RICHMOND, TX 77469	TRUSTEE 4.00	23,400.	0.	500.
	TOTAL	\$ 421,200.	\$ 9,251.	\$ 18,045.

STATEMENT 14
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.	\$ 1,332,074.
22,513 STUDENT GROUP ATTENDEES FROM 244 SCHOOLS - 45 INDEPENDENT SCHOOL DISTRICTS AND 16 COUNTIES; TOTAL GRHP ATTENDANCE FOR 2016 = 50,460	

STATEMENT 15
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"

STATEMENT 16
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
1997 8 PASSENGER GOLF CT			18	\$ 200.	
416 LBS OF HALON-SNACK BA			18	7,072.	
EASEMENTS/ROW			16	67.	
MISCELLANEOUS INCOME			14	6,577.	
OIL & GAS ROYALTIES			15	1,071,119.	
OTHER PORTFOLIO INCOME			14	4,269.	
PARTNERSHIP INCOME			14	-10,017.	
PARTNERSHIP INCOME - UBTI	900000	\$ -59,182.			
RECOVERY OF PRIOR GRANTS			1	98,827.	
TOTAL		<u>\$ -59,182.</u>		<u>\$ 1,178,114.</u>	<u>\$ 0.</u>

THE GEORGE FOUNDATION
EIN# 74-6043368
12/31/2016

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

	COST OR	PRIOR YEAR		LIFE OR	CURRENT
	BASIS	ACCUMULATED	METHOD	RATE	YEAR
		DEPRECIATION			DEPRECIATION
OFFICE AUTOMOTIVE	19,573	10,440	S/L	5 YR	3,915
OFFICE BUILDING	545,524	157,545	S/L	VARIOUS	14,007
OFFICE BUILDING EQUIPMENT	17,397	14,343	S/L	10 YR	443
OFFICE FURNITURE & EQUIPMENT	126,432	75,962	S/L	5 YR	14,359
FARM/LG AUTOMOTIVE	9,483	9,483	S/L	VARIOUS	-
FARM/LG BUILDINGS	1,016,791	981,620	S/L	VARIOUS	2,705
FARM/LG EQUIPMENT	223,719	192,779	S/L	VARIOUS	3,752
FARM/LG FENCES	579,202	335,905	S/L	VARIOUS	14,630
FARM/LG ROADS AND CULVERTS	183,903	172,108	S/L	5 YR	1,317
FARM/LG WATER SYSTEM	165,461	161,176	S/L	VARIOUS	944
	<u>\$ 2,887,485</u>	<u>\$ 2,111,361</u>			<u>\$ 56,072</u>
GEORGE RANCH HISTORICAL PARK - PROJECT COSTS	21,067,992	15,354,871	S/L	VARIOUS	288,984
GRANT-RELATED ASSETS	848,512	255,955	S/L		32,902
	<u>\$ 24,803,989</u>	<u>\$ 17,722,187</u>	TOTAL DEPRECIATION		<u>\$ 377,958</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>\$ 377,958</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10a, Investments
Government Bonds
December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
100 M	ALABAMA INCENTIVES FING 4.967% 09/01/2	110,238.00	107,501.00
45 M	ARIZONA BRD REGNETS AZ ST UNIV 4.533%	50,255.55	45,763.20
40 M	ASHLAND WIS 5% 04/01/2019	45,385.20	40,357.20
300 M	ATL GA DOWNTOWN DEV 6.974 02/01/2021	340,500.00	330,681.00
100 M	ATLANTA G DEV 5.3% 07/01/2017	108,006.00	101,774.00
100 M	ATLANTA GA DEV 5.7% 07/01/2018	109,650.00	101,766.00
70 M	BEXAR CNTY TX 6.01% 08/15/2018	77,209.30	73,029.60
110 M	BRISTOL TWP PA 5.68% 09/15/2018	116,600.00	114,676.10
15 M	CARMEL IND REDEV 5.27% 12/15/2018	16,840.05	15,566.55
105 M	CENTRAL WEBER UTAH SWR 4.79% 03/01/20	117,379.50	110,113.50
80 M	CHGO ILL TRAN AUTH SALES & TRANS 6.3	90,605.40	86,938.40
130 M	CHULA VISTA CA ELEM SCH DIST 5% 09/01/2	139,912.50	132,766.40
185 M	CO SPRINGS COLO UTILS REV 7.5% 11/15/20	222,955.30	210,350.55
200 M	COLORADO ST CTFS PARTN 5.27% 09/15/20	222,000.00	215,140.00
145 M	COMMONWEALTH FING AUTH PA 1.492% 06/	145,725.00	144,937.65
215 M	COMMONWEALTH FING AUTO PA 5.3% 06/01	245,202.40	218,332.50
410 M	CONNECTICUT ST 5.46% 03/01/2019	438,667.30	427,375.80
250 M	CONVENTION CTR AUTH R I 5.91% 05/15/202	282,900.00	269,127.50
40 M	COOK CNTY ILL SCH DIST NO 104 6.125% 12	47,734.40	41,551.60
85 M	COOK CNTY ILL SCH DIST NO 163 4.85% 12/	93,440.50	89,635.90
100 M	DISTRICT OF COLUMBIA 5.27% 06/01/2020	111,721.00	109,464.00
125 M	ESSEX CNTY NJ 6% 12/01/2017	140,273.75	129,308.75
90 M	FAIRBURN GA COMBINED PUB UTIL 3.824%	96,258.60	92,135.70
700 M	FANNIE MAE 1.5% 06/22/2020	697,585.00	696,736.60
20 M	FEDERAL HOME LN MTG CORP 1 09/29/2017	20,063.40	20,019.38
4 M	FHLMC GOLD POOL C37463 8% 04/01/2030	3,789.34	4,041.21
5 M	FHLMC MULTICLASS SER 2602 5% 04/15/201	5,391.67	5,264.43
2 M	FHLMC MULTICLASS PREASSIGN 4% 08/15/2	2,234.54	2,171.68
1 M	FHLMC MULTICLASS PREASSIGN 5.5% 11/15	1,063.00	1,045.37
5 M	FHLMC MULTICLASS SER 2828 4.5% 07/15/2	5,702.04	5,555.19
10 M	FHLMC MULTICLASS SER 2892 5% 11/15/202	11,242.03	11,050.01
13 M	FHLMC MULTICLASS SER 3725 3.5% 09/15/2	13,740.34	13,385.12
35 M	FHLMC MULTICLASS SER 3829 3.5% 02/15/2	36,086.94	35,822.01
37 M	FHLMC MULTICLASS SER 3854 3.5% 07/15/2	38,485.09	38,213.98
231 M	FHLMC POOL #C0-9068 3.5% 11/01/2044	239,773.35	236,430.58
1 M	FHLMC POOL #E95375 5% 03/01/2018	1,202.74	1,199.78
188 M	FHLMC POOL #G0-8595 4% 07/01/2044	200,795.17	197,865.10
196 M	FHLMC POOL #G0-8596 4.5% 07/01/2044	213,244.78	210,432.79

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Government Bonds
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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
1,650 M	FHLMC PREASSIGN 00049 3.75% 03/27/2019	1,651,394.25	1,738,180.95
400 M	FLORIDA HURRICANE CATASTROPHE 2.107	403,852.00	404,012.00
910 M	FNMA 2.625% 09/06/2024	939,330.10	918,808.80
31 M	FNMA 2010-9 3.5% 01/25/2024	31,006.81	31,163.85
3 M	FNMA POOL #606725 6.5% 10/01/2031	3,368.69	3,727.38
4 M	FNMA POOL #696903 5.5% 04/01/2033	3,945.11	4,341.28
3 M	FNMA POOL #837348 5% 09/01/2035	3,186.56	3,705.24
14 M	FNMA POOL #909419 5% 02/01/2037	12,901.24	14,911.95
74 M	FNMA POOL #AC3657 4.5% 10/01/2039	74,747.75	79,826.81
22 M	FNMA PREASSIGN 00316 5% 06/25/2023	23,416.50	23,865.46
10 M	FNMA SER 1682 6.5% 02/15/2024	11,050.00	11,285.27
85 M	FRISCO TEX ECO DEV 5.619% 02/15/2017	88,602.30	85,395.25
30 M	FULTON CNTY GA DEV AUTH 5.491% 11/01/2	35,460.00	31,732.20
25 M	GAINESVILLE FLA UTILS SYS 4.597% 10/01/2	28,253.00	26,367.50
301 M	GNMA 2013-96 REMIC 1.4% 10/16/2041	297,748.21	289,362.50
1 M	GNMA POOL 5.5% 12/15/2017	1,115.66	1,080.21
8 M	GNMA POOL 6% 11/15/2032	8,311.14	9,044.43
306 M	GNMA REMIC SER 2013-072 CL A 2.039% 10/	310,522.26	293,228.19
75 M	GNT CNTY WASH PUB UTIL 5.48% 01/01/2021	80,883.75	79,464.75
45 M	GOODRICH MICH AREA SCH DIST 4.5% 05/01	46,640.70	45,255.15
35 M	GRANT CNTY WASH PUB UTIL DIST 5.19% 0	39,500.30	35,003.85
200 M	GREATER ARIZ DEV AUTH 4.804% 08/01/201	220,568.00	208,204.00
50 M	HARNETT CNTY N C ENTERPRISE 7.2% 05/0	64,300.00	53,859.00
180 M	HARRISBURG PA APPREC-TAXABLE-SER 04	174,141.10	172,560.60
100 M	IL ST 5.877% 03/01/2019	107,870.00	105,973.00
100 M	ILLINOIS MUN ELEC 5.728% 02/01/2018	114,077.00	103,633.00
130 M	ILLINOIS ST 6.2% 07/01/2021	139,750.00	136,715.80
75 M	JEFFSN CNTY COLO 4.9% 12/01/2018	83,100.00	78,970.50
130 M	KENTUCKY ASSET/LIAB 3.165% 04/01/2018	132,938.52	131,055.77
160 M	LOS ANGELES CA MUN IMPT 2.846% 11/01/2	162,403.20	163,681.60
50 M	MAINE MUN 2.925% 11/01/2017	51,460.00	50,601.50
150 M	MASSACHUSETTS ST DEV FIN AGY 3.988% 0	150,000.00	150,981.00
200 M	MET GOVT NSHVLE & DAVIDSON 5.567% 07/	224,456.00	216,668.00
235 M	METROPOLITAN TRANSN AUTH 5.119% 11/1	265,785.00	254,552.00
75 M	METROPOLITAN TRANSN AUTH NY 4.655% 1	82,483.50	78,978.75
100 M	MIDDLETOWN OHIO 3.95% 12/01/2017	104,784.00	102,115.00
15 M	MONONA WIS REF TAXABLE 5.5% 09/01/201	16,940.40	15,368.85
210 M	N.J. ECON DEV ST PENSION ZERO CPN 02/1	192,343.65	198,966.60

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	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
290 M	NC EASTN MUN PWR AGY PWR 6.217% 01/01	312,393.80	290,040.60
105 M	NEW BRUNSWICK N J PKG 8.32% 09/01/2039	129,913.35	123,945.15
50 M	NEW BRUNSWICK N J PKG 8.42% 09/01/2040	62,081.00	59,583.00
25 M	NEW BRUNSWICK NJ PKG 8.02% 09/01/2031	30,439.50	29,711.75
90 M	NEW HAMPSHIRE ST HSG FIN AUTH 1.939%	90,532.80	90,477.90
315 M	NEW HAMPSHIRE ST HSG FIN SINGLE FAM 1	316,902.60	315,507.15
145 M	NEW YORK NY CITY TRANS FIN AUTH 4.075	157,126.35	154,133.55
330 M	NEW YORK ST DORM AUTH 1.886% 07/01/20	330,000.00	321,981.00
100 M	NEW YORK ST MUN 4.822% 05/15/2018	108,244.00	104,455.00
100 M	NEW YORK ST MUN BD RECOVERY ACT 5.3	112,100.00	107,574.00
75 M	NEW YORK ST MUN BD RECOVERY ACT 5.4	81,975.00	78,339.75
20 M	NEW YORK ST URBAN DEV 6.45% 03/15/2018	22,150.00	20,713.80
45 M	NEW YORK ST URBAN DEV 6.5% 12/15/2018	52,560.00	47,273.40
65 M	NJ ECON DEV AUTH ST PENSION SER B 02/1	63,638.35	64,890.15
180 M	NY ST TAXABLE SER B 6.024% 02/15/2019	196,178.90	187,961.40
110 M	OAKLAND UNIV MICH 2.23% 05/15/2019	110,000.00	109,749.20
50 M	OHIO ST BLDG AUTH 4.48% 10/01/2018	56,086.00	51,507.00
30 M	OWENSBORO KY ELECT LT PWR 6.34% 01/0	32,400.00	31,489.50
210 M	PENNSYLVANIA ST TPK 3.029% 12/01/2024	210,000.00	215,294.10
130 M	PHIL PA AUTH FOR INDL DEV PENSIO ZERO	129,228.57	129,494.30
500 M	PHIL PA AUTH FOR INDL DEV PENSION ZER	484,764.19	488,785.00
100 M	PIERCE CNTY WASH SWR 2.875% 08/01/2017	102,586.00	100,851.00
75 M	PITTSBURGH PA WTR & SWR 6.36% 09/01/20	89,158.50	77,974.50
60 M	PLUM BORA PA SCH DIS 5.364% 03/15/2021	63,300.00	61,948.20
75 M	RHODE ISLAND ST PROV PLANTATION 5.5%	87,120.00	76,832.25
90 M	RIVERSIDE CALIF SWR REV 5.61% 08/01/201	100,912.50	92,144.70
75 M	SAN DIEGO CNTY CALIF PENSION SER A 5.7	86,250.00	84,309.00
50 M	SANFORD NC ENTERPRISE SYS 4.92% 06/01	54,698.00	53,565.50
65 M	ST PAUL MINN SALES TAX REV 5.65% 11/01/	66,661.40	67,182.70
75 M	TAMPA FLA REV 3.07% 10/01/2018	77,073.75	76,674.00
105 M	TUCSON ARIZ CTFS PARTN 5.4% 07/01/2020	117,810.00	112,688.10
100 M	UNIVERSITY ARK UNIV 4.62% 09/15/2018	110,960.00	105,376.00
35 M	UNIVERSITY HOUSTON 4.65% 02/15/2018	38,657.50	36,299.90
335 M	US TREAS 1.125% 12/31/2019	328,326.17	331,741.46
800 M	US TREAS 1.375% 09/30/2018	799,969.48	803,000.00
155 M	US TREAS 1.5% 01/31/2022	151,766.80	151,500.41
750 M	US TREAS 1.625% 05/15/2026	738,164.06	699,375.00
810 M	US TREAS 2% 02/15/2023	834,772.66	803,323.98

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990PF Page 2, Part II, Line 10a, Investments
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December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
355 M	US TREAS 2% 08/15/2025	360,130.86	343,878.56
1,130 M	US TREAS 2.125% 05/15/2025	1,118,498.05	1,107,752.56
1,588 M	US TREAS 2.125% 08/15/2021	1,625,454.49	1,603,073.30
1,230 M	US TREAS 2.625% 11/15/2020	1,306,778.42	1,271,320.62
634 M	US TREAS 2.75% 02/15/2024	644,252.97	654,802.81
1,850 M	US TREAS 3.125% 05/15/2019	1,911,938.06	1,928,841.45
500 M	US TREAS 3.25% 03/31/2017	507,285.16	503,301.50
800 M	US TREAS 3.875% 5/15/2018	833,874.29	831,218.40
295 M	US TREAS INFL INDX 1.625% 01/15/2018	302,666.91	349,253.81
95 M	UTAH ST RECAPITALIZION 4.34% 07/01/2019	95,000.00	100,735.15
55 M	VA CG BLDG AUTH VA 5.453% 02/01/2018	60,115.00	56,226.50
50 M	VA ST HSG DEV AUTH 6.07% 08/01/2018	59,360.00	52,968.00
90 M	VICTOR VALLEY CALIF CMNTY COLLEGE 6.	103,950.00	99,323.10
205 M	VIRGINIA ST INFRASTRUCTURE 3.8% 11/01/2	209,173.60	211,648.15
115 M	WASHOE CNTY NEV SCH DIST 5.22% 06/01/2	115,000.00	124,155.15
115 M	WESTERN WASH UNIV 5.77% 04/01/2019	115,000.00	119,207.85
140 M	WILL CNTY IL SCH DIST 4.85% 01/01/2017	153,825.00	140,012.60
50 M	WINNEBAGO BOONE ETC 5.06% 01/01/2020	54,129.50	50,137.50
265 M	WISCONSIN ST GEN FD 5.2% 05/01/2018	285,185.60	272,666.45
Grand Total:		28,041,015.02	27,618,390.95

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

As of December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
13,280 SHS	5TH 3RD BANCORP	241,748.79	358,161.60
1,020 SHS	ABIOMED	89,207.50	114,933.60
1,740 SHS	ABM INDS	69,567.39	71,061.60
2,355 SHS	ACADIA HEALTHCARE	90,086.49	77,950.50
4,750 SHS	ACADIA RLTY TR	145,717.53	155,230.00
10,591 SHS	ACCENTURE LTD BERMUDA	354,337.03	1,240,523.83
560 SHS	ACUITY BRANDS	53,999.47	129,281.60
13,358 SHS	ADOBE SYS	1,072,201.94	1,375,206.10
13,740 SHS	ADR NESTLE	1,070,818.03	985,707.60
22,000 SHS	AEGON NV	622,923.00	573,100.00
4,750 SHS	AKAMAI TECHNOLOGIES	96,968.06	316,730.00
2,158 SHS	ALEXANDRIA REAL ESTATE	121,116.56	239,818.54
1,335 SHS	ALEXION PHARMACEUTICALS	145,341.30	163,337.25
458 SHS	ALHABET	286,363.97	353,493.56
9,770 SHS	ALIGN TECHNOLOGY	656,019.62	939,190.10
1,379 SHS	ALPHABET CL A	300,571.91	1,092,788.55
2,040 SHS	ALPHABET CL C	450,909.29	1,574,512.80
509 SHS	AMAZON	53,060.82	381,683.83
3,983 SHS	AMER FINL GROUP	97,248.31	350,981.96
5,530 SHS	APACHE	297,655.11	350,989.10
2,717 SHS	APPLIED INDL TECHNOLOGIES	73,922.36	161,389.80
3,823 SHS	APTARGROUP	169,297.07	280,799.35
4,940 SHS	ARCHER-DANIELS-MIDLAND	210,291.68	225,511.00
3,084 SHS	ARGO GROUP INTERNATIONAL	97,400.20	203,235.60
1,595 SHS	ASHLAND GLOBAL HLDGS	142,120.86	174,317.55
5,500 SHS	AUTODESK	124,273.51	407,055.00
14,961 SHS	AUTOMATIC DATA PROCESSING	1,054,021.89	1,537,691.58
6,600 SHS	AXALTA COATING SYSTEMS LTD	170,149.46	179,520.00
1,670 SHS	AZZ	95,084.45	106,713.00
6,300 SHS	BANKUNITED	211,326.08	237,447.00
5,100 SHS	BANNER	234,418.61	284,631.00
263 SHS	BIOGEN IDEC	75,925.42	74,581.54
989 SHS	BIOMARIN PHARMACEUTICAL	110,134.17	81,928.76
2,506 SHS	BLACK HILLS	72,265.00	153,718.04
2,340 SHS	BOK FINL	150,216.08	194,313.60
8,670 SHS	BORG WARNER	295,124.52	341,944.80
1,270 SHS	BRIGHT HORIZONS FA	84,286.12	88,925.40
6,180 SHS	BRINKER INTL	286,396.31	306,095.40
1,490 SHS	BUFFALO WILD WINGS	92,474.67	230,056.00

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

As of December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,900 SHS	CABELAS	51,733.68	169,795.00
2,480 SHS	CAMBREX	100,587.95	133,796.00
1,920 SHS	CANTEL MEDICAL	110,267.33	151,200.00
2,300 SHS	CARDINAL HLTH	169,829.70	165,531.00
3,616 SHS	CARPERNTER TECH	105,806.83	130,790.72
3,940 SHS	CARRIZO OIL & GAS	167,625.95	147,159.00
1,645 SHS	CASEYS GEN STORES	111,800.94	195,557.60
2,400 SHS	CEB (F/N/A CORPORATE EXECUTIVE BRD)	74,816.46	145,440.00
14,111 SHS	CELGENE	1,445,660.47	1,633,348.25
19,306 SHS	CENTERPOINT ENERGY	424,793.78	475,699.84
1,850 SHS	CHEESECAKE FACTORY	28,171.92	110,778.00
13,562 SHS	CHEVRONTXACO	445,927.29	1,596,247.40
1,210 SHS	CIGNA	151,941.76	161,401.90
8,860 SHS	CITIZENS FINL GROUP	199,808.96	315,681.80
2,800 SHS	COGNEX	98,617.15	178,136.00
3,520 SHS	COGNIZANT TECH SOLUTIONS	187,063.42	197,225.60
7,512 SHS	COLUMBIA BKG SYS	121,737.73	335,636.16
2,050 SHS	COLUMBIA SPORTSWEAR	111,666.53	119,515.00
1,060 SHS	COMMVAULT SYS	55,424.26	54,484.00
1,000 SHS	CORE LABORATORIES NV	99,524.30	120,040.00
2,359 SHS	CULLEN/FROST BANKERS	147,521.15	208,134.57
2,150 SHS	CURTISS WRIGHT	148,078.13	211,474.00
14,437 SHS	CYPRESS SEMICONDUCTOR	52,272.10	165,159.28
2,057 SHS	DEXCOM	138,692.50	122,802.90
10,980 SHS	DISCOVERY COMMUNICATIONS	340,064.13	300,961.80
2,100 SHS	DOLBY LABORATORIES	84,807.92	94,899.00
10,362 SHS	DOLLAR GEN	840,778.67	767,513.34
5,664 SHS	DOMINION RES	400,398.22	433,805.76
653 SHS	DOMINOS PIZZA	71,804.95	103,983.72
3,181 SHS	DST SYS	291,722.89	340,844.15
2,074 SHS	EASTGROUP PPTYS INC REIT	88,963.75	153,144.16
8,018 SHS	EDWARDS LIFESCIENCES	256,285.97	751,286.60
650 SHS	ELLIE MAE	47,653.52	54,392.00
1,090 SHS	ENDURANCE SPECIALTY	68,855.88	100,716.00
3,770 SHS	ENERGEN	214,086.73	217,415.90
1,483 SHS	ENERSYS	55,091.93	115,822.30
15,775 SHS	ENLINK MIDSTREAM LLC	287,578.46	300,513.75
3,660 SHS	ENTERGY	241,250.51	268,900.20
7,820 SHS	EQT	502,939.18	511,428.00

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

As of December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
6,460 SHS	EQUITY COMWLTH	176,657.53	195,350.40
1,610 SHS	ESTERLINE TECHNOLOGIES	127,470.54	143,612.00
5,600 SHS	ETHAN ALLEN INTERIORS	78,436.14	206,360.00
13,112 SHS	EXXON MOBIL	316,516.33	1,183,489.12
760 SHS	F5 NETWORKS	93,028.79	109,987.20
17,351 SHS	FACEBOOK	1,352,291.97	1,996,232.55
1,850 SHS	FACTSET RESH SYS	82,546.88	302,345.50
290 SHS	FAIR ISAAC	33,237.04	34,573.80
10,660 SHS	FIDELITY NATL FINL	361,388.24	362,013.60
2,780 SHS	FMC	109,310.43	157,236.80
9,000 SHS	FMC TECHNOLOGIES	235,913.11	319,770.00
6,600 SHS	FRKLN RES	288,088.04	261,228.00
2,714 SHS	G-111 APPAREL GROUP	103,755.66	80,225.84
4,300 SHS	GARMIN LTD	128,311.71	208,507.00
8,775 SHS	GARTNER	453,633.57	886,889.25
1,128 SHS	GATX	26,281.35	69,462.24
43,280 SHS	GENERAL ELECTRIC	753,716.87	1,367,648.00
24,090 SHS	GENTEX	235,985.25	474,332.10
1,400 SHS	GRACO	63,325.50	116,326.00
1,770 SHS	GUIDEWIRE SOFTWARE	74,956.11	87,314.10
7,040 SHS	HEALTHSOUTH	268,707.68	290,329.60
1,280 SHS	HELEN TROY LTD	112,543.48	108,096.00
2,489 SHS	HIS MARKIT LTD	71,657.88	88,135.49
1,045 SHS	HOME DEPOT	141,586.42	140,113.60
2,812 SHS	IDEX	93,843.54	253,248.72
1,144 SHS	ILLUMINA	214,711.69	146,477.76
1,247 SHS	INCYTE	109,315.77	125,036.69
1,220 SHS	INTEGRA LIFESCIENCES HLDG	79,904.18	104,663.80
7,650 SHS	INTERPUBLIC GROUP COMPANIES	158,531.33	179,086.50
2,350 SHS	INTREXON	74,679.03	57,105.00
3,825 SHS	INTUIT	100,919.63	438,383.25
425 SHS	INTUITIVE SURGICAL	68,426.14	269,522.25
10,610 SHS	INVESCO LTD	306,994.27	321,907.40
16,860 SHS	INVESTORS BANCORP	211,041.25	235,197.00
1,340 SHS	IONIS PHARMACEUTICALS	51,144.33	64,092.20
4,390 SHS	ITT	173,895.32	169,322.30
1,050 SHS	J & J SNACK FOODS	117,608.68	140,101.50
3,566 SHS	JACK HENRY & ASSOC	90,878.21	316,589.48
12,750 SHS	JETBLUE AWYS	92,592.67	285,855.00

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990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
2,870 SHS	JONES LANG LASALLE	283,459.97	289,984.80
16,304 SHS	KINDER MORGAN	419,076.06	337,655.84
530 SHS	KITE PHARMA	26,906.22	23,765.20
5,473 SHS	KRAFT HEINZ	386,099.83	477,902.36
4,750 SHS	L BRANDS (F/N/A LTD BRANDS)	120,687.50	312,740.00
1,250 SHS	LAM RESH	84,154.25	132,162.50
2,750 SHS	LANDSTAR SYS	108,012.23	234,575.00
4,860 SHS	LASALLE HOTEL PPTYS	134,724.00	148,084.20
4,442 SHS	LIBBEY	144,986.67	86,441.32
1,758 SHS	LIFEPOINT HOSPS	56,955.31	99,854.40
2,073 SHS	LINCOLN ELEC HLDGS	34,330.74	158,936.91
1,025 SHS	LITTELFUSE	44,688.57	155,564.25
11,116 SHS	MARATHON PETE	583,603.76	559,690.60
7,946 SHS	MASTERCARD	344,736.37	820,424.50
1,300 SHS	MEDIDATA SOLUTIONS	43,836.03	64,571.00
12,830 SHS	MICHAELS COS	293,411.76	262,373.50
2,750 SHS	MICROCHIP TECHNOLOGY	72,471.60	176,412.50
1,260 SHS	MID-AMER APT CMNTYS	29,033.44	123,379.20
5,357 SHS	MIDDLEBY	150,637.61	690,035.17
1,830 SHS	MKS INSTRS	64,875.58	108,702.00
16,421 SHS	MONDELEZ INTL (KRAFT SPINOFF)	21,482.64	727,942.93
1,850 SHS	MONRO MUFFLER BRAKE	116,010.27	105,820.00
1,020 SHS	MULTI-COLOR	78,325.09	79,152.00
3,900 SHS	MYRIAD GENETICS	138,285.20	65,013.00
940 SHS	NATIONAL HEALTH INVS	59,900.75	69,719.80
1,045 SHS	NEOGEN	26,669.82	68,970.00
454 SHS	NEWMARKET	51,896.11	192,423.36
29,016 SHS	NIKE	762,475.63	1,474,883.28
7,490 SHS	NISOURCE	166,044.64	165,828.60
2,940 SHS	NORTHERN TR	204,931.52	261,807.00
3,852 SHS	O REILLY AUTOMOTIVE	606,150.99	1,072,435.32
12,916 SHS	OGE ENERGY	369,546.33	432,040.20
1,900 SHS	OIL STS INTL	65,689.10	74,100.00
3,310 SHS	OMNICELL	50,999.53	112,209.00
6,875 SHS	OPEN TEXT	49,650.56	424,943.75
28,343 SHS	ORACLE	353,292.36	1,089,788.35
3,498 SHS	PACWEST BANCORP	111,821.15	190,431.12
1,390 SHS	PALO ALTO NETWORKS	217,171.86	173,819.50
1,850 SHS	PAYCHEX	51,155.53	112,628.00

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

As of December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
3,898 SHS	PAYPAL HLDGS	153,428.85	153,854.06
10,714 SHS	PHILIP MORRIS (FKA/ALTRIA GROUP)	448,845.89	980,223.86
1,710 SHS	PINNACLE W. CAP	106,321.64	133,431.30
715 SHS	PIONEER NAT RES CO	88,464.59	128,750.05
15,459 SHS	PLAINS GP HLDGS LTD PTN INT CL A	441,189.94	536,133.38
4,250 SHS	PLANTRONICS	100,348.83	232,730.00
7,350 SHS	PLEXUS	180,070.87	397,194.00
1,150 SHS	POLO RALPH LAUREN	61,049.78	103,868.00
1,800 SHS	POLYONE	66,981.88	57,672.00
3,600 SHS	POWER INTEGRATIONS	170,869.68	244,260.00
215 SHS	PRICELINE COM	35,794.58	315,202.90
18,000 SHS	PROCTER & GAMBLE	1,088,078.40	1,513,440.00
1,257 SHS	PROOFPOINT	38,336.94	88,807.05
2,300 SHS	PROTO LABS	101,899.60	118,105.00
4,003 SHS	PTC (FNA PARAMETRIC TECHNOLOGY)	95,953.06	185,218.81
6,720 SHS	PUB SERVICE ENTERPRISE GROUP	243,323.28	294,873.60
1,310 SHS	QUINTILES TRANSNATIONAL HLDGS	83,208.18	99,625.50
4,800 SHS	REALPAGE	83,626.56	144,000.00
8,164 SHS	REDWOOD TR	102,499.12	124,174.44
4,207 SHS	REGENERON PHARMACEUTICALS	1,320,831.08	1,544,347.63
1,990 SHS	REPLIGEN	53,158.13	61,331.80
5,550 SHS	ROBERT HALF INTL	214,048.32	270,729.00
3,350 SHS	ROYAL CARIBBEAN CRUISES	106,182.70	274,834.00
5,530 SHS	RYMAN HOSPITALITY PPTYS	241,108.84	348,445.30
10,950 SHS	SABRE	299,530.36	273,202.50
5,111 SHS	SALESFORCE	112,853.56	349,899.06
6,450 SHS	SEAGATE TECH PLC	79,320.76	246,196.50
605 SHS	SEATTLE GENETICS	19,814.71	31,925.85
7,125 SHS	SELECT COMFORT	115,921.09	161,167.50
5,770 SHS	SEMGROUP CL A	234,465.39	240,897.50
2,250 SHS	SENSIENT TECHNOLOGIES	132,592.39	176,805.00
11,850 SHS	SHORETEL	82,398.79	84,727.50
13,000 SHS	SOUTHWESTERN ENERGY	153,090.68	140,660.00
12,228 SHS	SPECTRA ENERGY	355,189.92	502,448.52
5,170 SHS	SPIRIT AEROSYSTEMS HLDGS	235,443.06	301,669.50
2,267 SHS	SPLUNK	93,645.36	115,957.05
30,514 SHS	STARBUCKS	438,486.78	1,694,137.28
3,550 SHS	STERIS PLC NEW	203,463.41	239,234.50
2,970 SHS	STEWART INFORMATION SVCS	111,661.99	136,857.60

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

As of December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
1,361 SHS	STIFEL FINL	41,483.73	67,981.95
5,200 SHS	SUPER MICRO COMPUTER	154,499.74	145,860.00
8,346 SHS	SUPERIOR ENERGY SVCS	188,956.01	140,880.48
1,625 SHS	SVB FINL GROUP	127,596.03	278,947.50
1,600 SHS	SYNAPTICS	102,846.51	85,728.00
2,710 SHS	SYNOPSYS	97,176.80	159,510.60
23,682 SHS	TALLGRASS ENERGY GP LP	545,953.81	634,677.60
5,300 SHS	TCF FNCL	54,627.63	103,827.00
2,215 SHS	TENNECO	136,732.78	138,371.05
739 SHS	THE PRICELINE GROUP	862,766.12	1,083,418.34
2,301 SHS	TJX	156,086.27	172,874.13
22,970 SHS	TJX COS	1,045,180.29	1,725,736.10
3,657 SHS	TRACTOR SUP CO	43,656.78	277,237.17
9,625 SHS	TRANSCANADA	371,870.89	434,568.75
793 SHS	TRANSDIGM GROUP	33,639.30	197,425.28
4,067 SHS	TRIMBLE NAV LTD	20,486.41	122,620.05
1,500 SHS	TRIPADVISOR	102,825.26	69,555.00
1,183 SHS	TYLER TECHNOLOGIES	145,039.50	168,896.91
3,600 SHS	UBIQUITI NETWORKS	109,426.62	208,080.00
19,521 SHS	UGI	592,126.61	899,527.68
1,622 SHS	ULTA SALON COSMETICS	261,543.83	413,512.68
721 SHS	ULTIMATE SOFTWARE GROUP	133,844.85	131,474.35
28,000 SHS	ULTRA PETE	229,944.36	202,440.00
350 SHS	ULTRAGENYX PHARMECEUTICAL	25,758.39	24,608.50
3,072 SHS	UNDER ARMOR CL A	30,658.42	89,241.60
3,094 SHS	UNDER ARMOUR CL C	29,311.93	77,875.98
1,178 SHS	UNVL FST PRODS	40,208.58	120,368.04
2,805 SHS	UNVL HEALTH SERVICES	262,316.93	298,395.90
2,600 SHS	URBAN OUTFITTERS	92,911.20	74,048.00
1,840 SHS	VAIL RESORTS	194,187.41	296,810.40
871 SHS	VALMONT INDS	116,591.00	122,723.90
2,250 SHS	VARIAN MED SYS	95,332.81	202,005.00
1,150 SHS	VIASAT	34,348.10	76,153.00
28,196 SHS	VISA	1,004,681.79	2,199,851.92
1,774 SHS	WALT DISNEY	154,856.11	184,886.28
33,000 SHS	WELLS FARGO & CO SER J	961,783.90	872,190.00
4,290 SHS	WEST PHARMACEUTICAL SVCS	174,559.82	363,920.70
7,760 SHS	WEYERHAEUSER	213,939.00	233,498.40
378 SHS	WHITE MOUNTAINS INSURANCE	224,331.30	316,026.90

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10b, Investments - Corporate Stocks
As of December 31, 2016

<u>Description</u>			<u>Tax Basis</u>	<u>Market Value</u>
8,610	SHS	WHOLE FOODS MKT	266,795.44	264,843.60
11,646	SHS	WILLIAMS CO	429,773.06	362,656.44
5,760	SHS	WOLVERINE WORLD WIDE	141,912.58	126,432.00
1,497	SHS	WORKDAY	112,188.47	98,936.73
6,150	SHS	YAHOO	186,503.00	237,820.50
Grand Total:			<u>51,813,421.08</u>	<u>79,882,076.69</u>

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
260 M	ACE INA HLDG 3.15% 03/15/2025	261,510.60	259,067.90
120 M	ACTAVIS FDG SCS 3% 03/12/2020	119,994.00	121,663.56
200 M	ADVANCE AUTO PTS 5.75% 05/01/2020	223,000.00	215,223.80
255 M	AETNA 2.75% 11/15/2022	253,003.95	250,510.98
250 M	ALLEGHANY 5.625% 09/15/2020	284,789.00	270,591.75
270 M	AMAZON 3.8% 12/05/2024	284,142.60	283,723.83
265 M	AMERICAN EXPRES CREDIT 2.375% 05/26/20	263,224.50	264,851.87
200 M	AMERITECH CAP 6.45% 01/15/2018	224,470.00	209,070.00
320 M	AMERN AIRLS 2013-2 4.95% 01/15/2023	346,288.05	340,822.32
59 M	AMERN AIRLS PASS 5.25% 07/31/2022	58,999.75	63,150.48
295 M	AMERN INTL GROUP 3.3% 03/01/2021	303,245.15	302,163.49
250 M	AMGEN 2.2% 05/22/2019	249,367.50	251,929.75
225 M	ANHEUSER BUSCH 5.375% 01/15/2020	254,954.25	245,406.15
150 M	ANHEUSER-BUSCH 3.65% 02/01/2026	149,749.50	152,278.50
260 M	APPLE 2.4% 05/03/2023	256,991.80	253,166.68
275 M	AT&T 2.45% 06/30/2020	276,366.50	273,083.80
240 M	AT&T 3.8% 03/15/2022	244,517.76	246,033.36
250 M	AT&T 5.8% 02/15/2019	278,525.00	268,807.00
250 M	AUTOZONE 1.3% 01/13/2017	250,530.55	250,008.00
200 M	AVERY DENNISON 5.375% 04/15/2020	218,944.00	212,720.00
350 M	BA CR CARD TR 1.36% 09/15/2020	349,958.02	349,838.65
275 M	BANK AMER 3.3% 01/11/2023	268,809.75	275,918.50
137 M	BAPTIST HLTH FLA 4.59% 08/15/2021	142,565.85	148,343.60
165 M	BARCLAYS BK FLTG RT 3.75% 07/28/2020	175,560.00	167,570.70
300 M	BEAR STEARNS 6.410% 10/02/2017	320,832.00	310,783.80
65 M	BERKLEY W R 6.15% 08/15/2019	73,249.60	70,805.15
270 M	BURLINGTON NORTH SANTA FE 3% 03/15/20	269,750.36	273,278.07
400 M	CAMPBELL SOUP 4.5% 02/15/2019	432,178.41	420,416.00
255 M	CAPITAL ONE FINL 2.45% 04/24/2019	255,589.05	256,614.66
220 M	CATERPILLAR FINL SVCS MED TERM 1.3% 0	219,804.15	219,495.98
350 M	CHASE ISSUANCE TR 1.27% 07/15/2021	349,903.65	345,332.75
300 M	CHEVRON 1.718% 06/24/2018	302,673.00	300,918.60
245 M	CIGNA 4% 02/15/2022	256,953.55	255,957.38
270 M	CITIGROUP 2.7% 03/30/2021	272,373.30	269,382.24
200 M	CITIGROUP 3.82236% 03/30/2020	209,272.00	208,042.00
220 M	CME GROUP 3% 09/15/2022	222,076.80	225,027.66
50 M	CMO1 CONTL AIRLS PASS 7.25% 05/10/2021	57,559.58	56,290.01
205 M	COMCAST 5.15% 03/01/2020	209,158.25	223,772.67

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
456 M	CONAGRA FOODS 4.95% 08/15/2020	505,936.00	484,974.24
48 M	CONTINENTAL AIRLS PASS 7.256% 09/15/20	51,994.76	51,277.59
34 M	CONTINENTAL AIRLS PASS THRU 6.648% 03	36,172.46	34,604.10
43 M	CONTL AIRLS PASS 4.75% 07/12/2022	46,396.79	45,322.80
36 M	CONTL AIRLS PASS 6.9% 07/02/2019	39,679.02	36,697.63
282 M	CORNING 6.625% 05/15/2019	326,704.50	311,094.22
300 M	COSTCO WHSL 1.7% 12/15/2019	300,946.50	299,681.70
200 M	COSTCO WHSL 5.5% 03/15/2017	205,746.00	201,846.00
245 M	CSX CORP 3.7% 10/30/2020	261,277.80	254,507.47
250 M	CVS HEALTH 2.25% 08/12/2019	250,067.50	251,372.25
134 M	DELTA AIR LINES 6.821% 02/10/2024	154,938.82	154,660.17
94 M	DELTA AIR LINES 7.75% 06/17/2021	105,922.57	104,020.32
400 M	DISCOVER CARD 1.39% 04/15/2020	399,965.36	400,593.20
200 M	DR PEPPER SNAPPLE 2.6% 01/15/2019	203,598.00	202,928.20
250 M	EBAY 2.2% 08/01/2019	253,027.50	249,886.00
290 M	ENTERPRISE PRODS 6.3% 09/15/2017	335,028.05	299,094.11
126 M	FED EX PASS 1998-1-B 6.845% 01/15/2019	139,939.93	130,279.36
159 M	FED EXPRESS 6.72% 07/15/2023	186,396.10	175,665.40
250 M	FORD MTR CO DEL 9.215% 09/15/2021	318,000.00	311,937.50
150 M	FORD MTR CR 6.625% 08/15/2017	173,050.50	154,564.80
290 M	GEN ELEC CAP 5.625% 05/01/2018	334,921.00	306,064.55
300 M	GILEAD SCIENCES 3.65% 03/01/2026	326,343.00	304,181.10
300 M	GOLDMAN SACHS 5.95% 01/18/2018	321,772.98	312,522.60
225 M	GOLDMAN SACHS 6% 06/15/2020	260,023.50	249,511.73
350 M	HONDA AUTO 1.21% 12/18/2020	349,977.29	347,207.70
250 M	HYATT HOTELS 5.375% 08/15/2021	284,875.00	273,464.50
300 M	INGERSOLL RAND 9% 08/15/2021	387,450.00	368,103.00
250 M	INTEL 3.3% 10/01/2021	258,829.30	259,791.50
335 M	JPMORGAN CHASE 3.625% 05/13/2024	334,658.30	340,757.65
300 M	KELLOGG CO 4.15% 11/15/2019	324,474.00	316,223.10
360 M	KLA-TENCOR 2.375% 11/01/2017	365,184.00	362,156.76
100 M	LAM RESEARCH 2.75% 03/15/2020	99,319.00	100,207.00
270 M	MAGELLAN MIDSTREAM 4.25% 02/01/2021	286,167.60	286,247.25
200 M	MARRIOTT INTL 3.125% 10/15/2021	201,186.00	202,207.60
175 M	MARRIOTT INTL 6.375% 06/15/2017	193,457.25	178,801.00
310 M	MARSH & MCLENNAN 3.75% 03/14/2026	309,548.80	315,813.12
260 M	MCKESSON 2.7% 12/15/2022	248,541.80	254,308.86
255 M	METLIFE 3.6% 04/10/2024	257,004.30	261,763.88

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 10c, Investments
Corporate Bonds
December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
255 M	MICROSOFT 2.375% 05/01/2023	252,590.10	250,322.03
425 M	MORGAN STANLEY 2.5% 04/21/2021	424,551.90	420,379.40
40 M	MORGAN STANLEY DEAN WITTER VAR RT 0	40,583.20	40,050.00
31 M	MORGAN STANLEY DEAN WITTER VAR RT 1	31,620.00	31,077.50
62 M	N.W. AIRLS PASS 7.027% 11/01/2019	62,285.18	69,312.55
295 M	NATIONAL RURAL UTILS 3.25% 11/01/2025	296,894.85	299,180.45
78 M	NORTHWEST AIRLS PASS THRU STEP UP 11	80,298.84	84,376.39
340 M	ORACLE 2.65% 07/15/2026	340,607.60	322,731.74
260 M	ORACLE FLTG RT .435637% 07/07/2017	260,387.40	260,196.82
255 M	PACCAR FINL MED TERM 1.6% 03/15/2017	255,691.15	255,303.45
200 M	PARTNERRE FIN B 5.5% 06/01/2020	227,516.00	216,906.00
512 M	PROTECTIVE LIFE 7.375% 10/15/2019	635,648.00	579,904.51
225 M	PRUDENTIAL FINL 2.35% 08/15/2019	226,993.50	227,170.58
170 M	PRUDENTIAL FINL RETAIL MED TERM VAR	180,975.00	172,703.00
350 M	PUBLIC SERVICE ELECTRIC & GAS 2.25% 09	348,848.50	324,785.30
130 M	PUGET ENERGY 5.625% 07/15/2022	148,636.80	143,952.90
300 M	QUEST DIAGNOSTICS 4.7% 04/01/2021	323,100.00	321,995.70
300 M	RENRE N AMER HLDGS 5.75% 03/15/2020	344,850.00	322,767.00
260 M	SEMPRA ENERGY 2.875% 10/01/2022	257,325.30	257,513.10
265 M	SIMON PPTY GROUP L 3.375% 10/01/2024	265,211.70	267,469.27
75 M	SIMON PPTY GROUP LP 3.75% 02/01/2024	82,358.25	77,679.75
332 M	SOUTHWEST AIRLS 6.15% 08/01/2022	382,900.67	368,733.03
100 M	STARWOOD HOTELS 6.75% 05/15/2018	111,718.00	106,602.00
200 M	STARWOOD HOTELS 7.15% 12/01/2019	234,156.00	225,384.00
175 M	TEXTRON 5.6% 12/01/2017	192,822.25	181,191.50
215 M	TIME WARNER 4.75% 03/29/2021	241,729.40	230,329.72
225 M	TORONTO DOMINION 1.8% 07/13/2021	224,237.10	217,882.80
335 M	TOYOTA MTR 2.1% 01/17/2019	336,119.10	336,839.15
47 M	UN PAC RR C 2002-1 PASS THRU 6.061% 01/	51,792.31	50,518.07
230 M	US BANCORP 1.65% 05/15/2017	231,216.30	230,327.75
26 M	UTD AIRLS PASS 9.75% 01/15/2017	29,481.35	25,806.62
305 M	VERIZON 3.65% 09/14/2018	317,751.90	315,070.19
275 M	WELLS FARGO 2.125% 04/22/2019	275,148.50	275,889.90
113 M	WORLD OMNI AUTO 3.94 % 04/15/2019	112,781.19	112,720.19
Grand Total:		26,458,230.40	25,929,473.91

THE GEORGE FOUNDATION
 EIN# 74-6043368
 12/31/2016

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	26,836,523		26,836,523	33,373,319
OFFICE AUTOMOTIVE	19,573	14,355	5,218	5,218
OFFICE BUILDING	545,524	171,552	373,972	199,575
OFFICE BUILDING EQUIPMENT	17,397	14,786	2,611	2,611
OFFICE FURNITURE & EQUIPMENT	126,432	90,321	36,111	36,111
FARM/LG AUTOMOTIVE	9,483	9,483	-	-
FARM/LG BUILDINGS	1,016,791	984,325	32,466	472,076
FARM/LG EQUIPMENT	223,719	196,531	27,188	27,188
FARM/LG FENCES	579,202	350,535	228,667	228,667
FARM/LG ROADS AND CULVERTS	183,903	173,425	10,478	10,478
FARM/LG WATER SYSTEM	165,461	162,120	3,341	3,341
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				4,800,000
	<u>33,752,831</u>	<u>6,137,283</u>	<u>27,615,548</u>	<u>39,158,584</u>

THE GEORGE FOUNDATION**74-6043368**

Attachment to Form 990-PF

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

12/31/2016

<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
<i>Summary for Brazoria County</i>			56.30	2,685.00	130.00
<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	1,865,145 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
R Peebles	0067	Sawmill Rd	506 33	213,775 32	623,511 00

THE GEORGE FOUNDATION**74-6043368****Attachment to Form 990-PF****Page 2, Part II, Line 11 - Investments - Land****12/31/2016**

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
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	114,485 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 Chriesman	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)	186 18	1,635,413 67	1,507,498 65
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
R Peebles	0067	Rawlings Rd (Rear)	25 00	10,806 85	30,786 00

THE GEORGE FOUNDATION**74-6043368**

Attachment to Form 990-PF

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

12/31/2016

<i>Survey</i>	<i>Abstract</i>	<i>Parcel Address</i>	<i>Acres</i>	<i>Cost/Basis</i>	<i>FMV</i>
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)	3 73	1,726,074 45	1,726,074 45
Jane Long	0055	Love Tract	0 61	281,440 28	281,440 28
Summary for Fort Bend County			19,676.15	26,833,837.93	33,373,188.70
Grand Total			19,732.45	26,836,522.93	33,373,318.70

The George Foundation - 990PF #74-6043368
990PF Page 2, Part II, Line 13, Other Investments
December 31, 2016

	<u>Description</u>	<u>Tax Basis</u>	<u>Market Value</u>
MUTUAL FUND			
224 M	AMERICAN BEACON IONIC STRATEGIC ARBI	2,195,440.73	2,031,739.43
582 M	AMERICAN BEACON SIM HIGH YIELD OPP F	5,771,134.71	5,573,383.62
377 M	AQR MANAGED FUTURES FUND	3,703,845.85	3,515,036.32
808 M	CAUSEWAY CAP MGMT TR INTL	10,773,086.80	11,201,250.41
214 M	EATON VANCE PARAMETRIC EMERGING F	10,510,455.48	8,966,567.90
491 M	FIRST EAGLE OVERSEAS FD	9,735,801.85	11,220,650.17
751 M	FPA INTL VALUE FD	10,836,378.48	9,173,381.67
3,288 M	PIMCO EQUITY SER RAE FUNDAMENTAL US	20,129,969.29	33,368,566.88
598 M	SCHRODER ABSOLUTE RETURN EMD FD	6,138,255.49	5,966,121.58
1,454 M	WASATCH EMG MKTS SM CAP FD	3,274,321.25	3,387,381.31
		83,068,689.93	94,404,079.29
PARTNERSHIP			
0 M	BLACKROCK ENERGY OPPORTUNITY FD	824,398.32	104,692.00
0 M	DELTEC SPECIAL SITUATIONS PTNS	7,034,869.00	7,423,079.00
0 M	OAKTREE PRIVATE INVEST FD IV	865,813.00	926,125.00
		8,725,080.32	8,453,896.00
	Grand Total:	91,793,770.25	102,857,975.29

THE GEORGE FOUNDATION
 EIN# 74-6043368
 12/31/2016

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	99,780	5,065	2,026
APPLIANCE & ACCESSORIES	66,632	66,632	-	-
ARENA	2,696,055	2,385,945	310,110	124,044
AUTHENTIC PERIOD FURNISHINGS	851,368	-	851,368	340,547
AUTOMOTIVE EQUIPMENT	312,146	264,490	47,656	19,062
BARN NO 3	285,598	155,913	129,685	51,874
BLACKSMITH SHOP	160,826	142,061	18,765	7,506
CHAPEL	85,052	28,924	56,128	22,451
CHICKEN HOUSE	79,355	79,355	-	-
COMMUNICATION EQUIPMENT	62,956	50,519	12,437	4,975
DOG KENNELS	6,590	6,590	-	-
FENCES	500,884	464,784	36,100	14,440
FRONT ENTRANCE	389,301	388,491	810	324
GAZEBO	39,416	11,541	27,875	11,150
GEORGE RANCH HOUSE COMPLEX	1,155,161	1,007,711	147,450	58,980
GEORGE SHOP	122,807	98,586	24,221	9,688
GUY LODGE HALL	896,471	251,598	644,873	257,949
HORSE BARN NO 1	128,267	123,536	4,731	1,892
HORSE BARN NO 2	128,267	123,536	4,731	1,892
JHP DAVIS HOUSE	1,089,810	1,001,508	88,302	35,321
JONES FARMSTEAD	109,567	73,328	36,239	14,496
KRAUSE GENERAL STORE/POST OFFICE	106,169	102,916	3,253	1,301
LANDSCAPING	212,031	207,893	4,138	1,655
LINKE HOUSE	28,648	16,907	11,741	4,696
LIVESTOCK	20,110	20,110	-	-
MAINTENANCE EQUIPMENT	526,556	465,285	61,271	24,508
MARE BARN	49,333	47,324	2,009	804
MISCELLANEOUS	171,733	95,046	76,687	30,675
NATURE TRAIL	266,956	55,397	211,559	84,624
OFFICE BLDG - RICHMOND	569,983	182,378	387,605	199,575
OFFICE EQUIPMENT/FURNISHINGS	128,357	118,621	9,736	3,894
OLD PRAIRIE HOME (LOCUST)	476,969	164,219	312,750	125,100
OUTSIDE LIGHTING	96,921	96,525	396	158
PARKING LOTS	809,227	799,946	9,281	3,712
PAVILION	470,846	218,127	252,719	101,088
QUONSET BUILDING	296,615	204,227	92,388	36,955
RECEPTION CENTER	237,674	219,533	18,141	7,256
ROADS & BRIDGES	2,143,868	1,766,650	377,218	150,887
SCULPTURE	76,900	76,900	-	-
SHADE BARNS	121,434	117,697	3,737	1,495
SHARECROPPER HOUSE	4,797	80	4,717	1,887
SITE RENTAL OFFICE	28,957	778	28,179	11,272
SNACK BAR	278,956	75,206	203,750	81,500
SWITCH GEAR HOUSE	5,805	5,805	-	-
TENANT HOUSES	813,943	751,851	62,092	24,837
TRACTOR SHED	24,896	21,149	3,747	1,499
TRAIL TO RAILS	109,448	29,518	79,930	31,972
UTILITY STRUCTURES	2,908,717	2,563,471	345,246	138,098
VISITOR SERVICES	116,313	49,840	66,473	26,589
VISITOR CENTER	694,456	345,628	348,828	139,531
TOTAL PROJECT COSTS	21,067,992	15,643,855	5,424,137	2,214,185
LAND	446,990		446,990	579,977
TOTAL GEORGE RANCH HISTORICAL PARK	21,514,982	15,643,855	5,871,127	2,794,162
ASSETS USED FOR GRANT PURPOSES	848,512	288,857	559,655	308,949
	<u>22,363,494</u>	<u>15,932,712</u>	<u>6,430,782</u>	<u>3,103,111</u>

The George Foundation

EIN: 74-6043368

Attachment to Form 990-PF

12/31/2016

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	120
Berry Place Ventures, LP 310 Morton St., PMB Ste C Richmond, TX 77469 Disregarded Entity for Tax Purposes	47-2238645	Contributed Capital	6,299,746
Berry Place Holdings, LP 310 Morton St., PMB Ste C Richmond, TX 77469 Disregarded Entity for Tax Purposes	32-0502687	Contributed Capital	120

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, 2016

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: 02/16/2016.	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	04/06/2016: Gift Receipt received. 02/08/2017: Progress Report received. 06/12/2017: FY2016 Compiled Financial Statements received.	02/15/2016: Staff reviewed submitted report and financials documenting use of funds in line with grant purpose. 03/03/2017: Staff received documentation from the Fort Bend County Museum Association, which hosts educational tours for student and adult groups to the Morton Cemetery. In 2016, a total of 974 students and 40 adults participated in educational tours at the Cemetery. 06/12/17 Staff reviewed Annual Compiled Financial Statements noting no concerns.

GRANTS OVERVIEW

The George Foundation Trustees and Staff serve the residents of Fort Bend County by aligning the Foundation's vision with that of our founders, Albert and Mamie George. The Foundation's grant making furthers our mission to partner with the community to leverage the Foundation's resources to positively impact Fort Bend county and its residents. Grants are made in pursuit of our vision of a thriving nonprofit sector that addresses critical community needs, enhances the quality of life and provides opportunities for Fort Bend County residents.

As a place-based grant maker, our funding is focused on effort specifically benefiting Fort Bend County and its residents.

OUR FUNDING ISSUE AREAS ENCOMPASS:

- Education
- Scholarships
- Human Needs
- Health
- Community Enhancement
- George Ranch Historical Park

In addition to funding these issue areas, the Foundation also supports certain Special Initiatives and endowments initiated by the Trustees in response to compelling community needs. The Foundation provides an average of \$15 million annually in general operating, program and project grants as well as community programming in support of the Fort Bend County region.

GRANT STRATEGY

The George Foundation's goal is to be responsive to the needs of the residents and communities within a rapidly growing and changing county. The grantmaking strategy of the Foundation is to support the nonprofit sector in providing critical services and opportunities so that all residents can experience a positive quality of life.

The Foundation seeks to leverage our support to the local community and encourages collaborative partnerships that bring together multiple resources to address community needs. The Foundation also strives to invest in organizations and programs that have a demonstrable impact on the community.

THE FOUNDATION CURRENTLY CONSIDERS THE FOLLOWING TYPES OF REQUESTS:

- General Operating Grants
- Program Grants
- Project Grants

Please note: Capital Project Grants are awarded on a very selective basis, with an emphasis on projects that strongly align with the Foundation's grants strategy and demonstrate a compelling opportunity to directly and deeply impact Fort Bend Co. residents.

OUR FUNDING ISSUE AREAS ENCOMPASS:

1: EDUCATION

including Career Readiness, Dropout Prevention, Early Childhood, High Performing Public Education Models, K-12 Public Education, Literacy and Parenting Education.

Our priority areas of funding for Education include Career Readiness, Early Childhood and High Performing Public Education Models.

2: SCHOLARSHIPS

- The George Foundation High School Scholarship Program
- The George Foundation Higher Education Scholarship Program
- The University of Houston Sugar Land Nursing Scholarship Program
- The University of Houston Bilingual Social Work Scholarship Program
- various Endowed Scholarships at universities throughout Texas.

3: HUMAN NEEDS

including Abuse/Neglect Prevention & Intervention, Basic Needs, Homeless/Housing Assistance, Law/Legal, Senior Services, Services to Special Populations and Youth Development.

4: HEALTH

including Addiction Prevention & Intervention, Healthcare for the Indigent & Uninsured, Medical Construction, Mental Health, Services to Special Populations. Our priority areas of funding for Health include Healthcare for the Indigent & Uninsured and Mental Health.

5: COMMUNITY ENHANCEMENT

including efforts that enrich the tapestry of Fort Bend County, such as Civic Engagement and Volunteerism, Libraries and Museums, Parks and Recreation, Performing, Visual & Cultural Arts.

6: GEORGE RANCH HISTORICAL PARK

through grants to the Fort Bend County Museum Association to provide educational and community programming at the park. Please visit the George Ranch Historical Park website for more information.

A VARIETY OF FACTORS ARE TAKEN INTO CONSIDERATION WHEN REVIEWING APPLICATIONS FOR FUNDING, INCLUDING WHETHER THE REQUEST DEMONSTRATES:

- A focus on meeting a critical need in Fort Bend County.
- A strong alignment with the Foundation's grant strategy.
- The organization has leadership and staff in place to effectively implement the proposed activities.
- The organization has sufficient resources, financial and otherwise, to ensure the activities can be implemented as proposed.
- A clear evaluation plan which includes measurable outcomes that can be tracked and reported.

Lastly, the Foundation receives far more requests than can be funded each year. Trustees must make difficult decisions in order to ensure the Foundation's resources can be maximized to achieve the greatest level of impact in meeting our mission of serving Fort Bend County. Please note that a decision by the Foundation to decline a request does not reflect on the merits of the applicant or the value of the proposal.

Grant Staff is always open to assisting Applicants and Grantees with questions regarding the grantmaking program, from application to reporting. Please contact us at grants@thegeorgefoundation.org or 281-342-6109.

GRANT ELIGIBILITY

WHAT WE FUND

Basic Eligibility

TO BE ELIGIBLE TO APPLY, AN ORGANIZATION MUST:

- be tax exempt under section 501(c)(3) and further classified as a public charity under section 509(a) of the Internal Revenue Code, or be tax exempt under section 170(c) of the Internal Revenue Code
- provide programs or services that benefit Fort Bend County residents
- meet the Foundation's funding issue areas
- demonstrate the proposed activities are in response to a documented community need
- be in compliance with the Foundation on all previous grants

WHAT WE DON'T FUND

Ineligible Applications

THE GEORGE FOUNDATION DOES NOT TYPICALLY ACCEPT APPLICATIONS FROM THE FOLLOWING:

- Organizations that do not have a current Internal Revenue Service 501(c)(3) determination letter or equivalent
- Organizations that do not specifically provide programs or services that benefit Fort Bend County residents
- Churches or other organized religious bodies
- Re-granting organizations, i.e. organizations that distribute money to recipients of its own selection
- Religious or private schools
- Individual K -12 public schools
- Fraternal organizations
- Individuals
- Institutions that discriminate on the basis of race, creed, gender, national origin, age, disability or sexual orientation in policy or in practice.

THE GEORGE FOUNDATION DOES NOT TYPICALLY ACCEPT APPLICATIONS FOR THE FOLLOWING TYPES OF REQUESTS:

- Endowments
- Direct mail campaigns
- Loans or debt reduction
- Research or studies
- Regional, national or international programming
- Development of films, videos, books or other media projects
- Purchase of special event tickets, tables or advertisements
- Sponsorships for events, workshops, fairs, festivals, etc.
- Travel or fees for conferences, seminars, conventions, performances, or competitions
- Grants that impose expenditure responsibility on the Foundation
- Political interests of any kind

View our past grantees for examples of previous grants made.

Grant Staff is always open to assisting Applicants and Grantees with questions regarding the grantmaking program, from application to reporting. Please contact us at grants@thegeorgefoundation.org or 281-342-6109.

GRANT PROCESS

The George Foundation strives to abide by grantmaking practices that result in more efficient and effective grantmaking and strengthened funder-grantee relationships. The following grant processes are efforts to minimize burdens on grant seekers, enabling them to spend more time on mission.

BEFORE APPLYING

PLEASE THINK THROUGH YOUR REQUEST TO SEE IF IT MEETS THE FOLLOWING CRITERIA:

- Does it meet the Foundation's basic grant eligibility guidelines
- Is it focused on meeting a critical need in Fort Bend County?
- Is it strongly aligned with the Foundation's grant strategy
- Does your organization have the leadership and staff in place to effectively implement the proposed activities?
- Does your organization have sufficient resources, financial and other wise, to ensure the activities can be implemented as proposed?
- Does your request contain a clear evaluation plan which includes measurable outcomes that can be tracked and reported?

THE APPLICATION PROCESS

Submitting a Letter of Inquiry (LOI)

ORGANIZATIONS THAT MEET ONE OR MORE OF THE FOLLOWING CRITERIA MUST COMPLETE AN LOI AS A REQUIRED FIRST STEP IN THE APPLICATION PROCESS:

- Organizations that have never been funded by The George Foundation.
- Organizations that have been funded by the Foundation, but not within the past five years.
- Organizations that recently have been funded by the Foundation, but that are requesting support for a new purpose or at a level of material increase over prior grants.
- Organizations requesting a capital grant.
- Organizations requesting a multi-year grant.
- Please note that a Letter of Inquiry is not required for requests of \$ 25,000 or less. In this case, the organization is eligible to apply through the Small Grant Application below.

Once your LOI is submitted, you will receive a confirmation of receipt via email. After the LOI has been reviewed by the Foundation, the organization will be notified via email on whether a full application is invited or declined.

LOI Deadlines: There are no deadlines for submission of Letters of Inquiry (LOI), as they are received and reviewed throughout the year.

To begin the Letter of Inquiry process, visit the Apply section.

Submitting an Application

ORGANIZATIONS THAT ARE NOT REQUIRED TO SUBMIT AN LOI MAY GO DIRECTLY TO THE APPLICATION STAGE, WHERE THREE TYPES OF APPLICATIONS ARE AVAILABLE FOR SUBMISSION:

- Small Grant Application: For organizations seeking a grant of \$25,000 or less.
- Operating Grant Application: For organizations seeking a general operating grant greater than \$25,000.
- Program/Project Grant Application: For organizations seeking a program or project grant greater than \$25,000.

Application Deadlines

Quarterly deadlines for submission of applications to the Foundation are:

- January 15 (for review February-April)
- April 15 (for review May-July)
- July 15 (for review August-October)
- October 15 (for review November-January)

To begin the Application process, visit the Apply section.

THE REVIEW & DUE DILIGENCE PROCESS

What to expect during the review process:

- Once your application has been submitted, you will receive a confirmation of receipt via email.
- A target timeline for review of your application will also be communicated.
- As part of the due diligence process, Grant Staff may contact you with questions concerning the application and your organization.
- Grant Staff will also contact you to schedule a site visit, should one be needed. The site visit is a chance for the Applicant and the Foundation to learn more about each other and discuss the proposed request. Site visits take approximately an hour and a half and typically involves the Applicant's chief executive officer, representatives of the board and key program staff (if applicable).
- Upon completion of application review, Grant Staff will present the request for consideration at a scheduled monthly Trustee Meeting.

What to expect after a disposition on the request has been made:

- Please note that all decisions are made by the Foundation's Trustees.
If the request is approved, the organization will receive a Grant Contract via email outlining the terms and conditions of the grant.
Once the Grant Contract has been executed by the organization's board chair and chief executive officer and returned to the Foundation, grant payment(s) will be scheduled.
If a request is declined, the organization will receive a declination letter via email. Please note that a decision by the Foundation not to fund a request does not reflect on the merits of the Applicant or the value of the proposal. Typically, all organizations, whether approved or declined, must wait one year to reapply for funding.

THE GRANT MONITORING & REPORTING PROCESS

Throughout the term of the grant, Foundation Staff and Grantee will remain in contact to ensure appropriate communication of organizations and programmatic updates. We encourage Grantees to add Grant Staff to email and mailing distribution lists to receive updates, as we are open to regular email or phone contacts to keep us apprised of the organization and grant. We ask you to inform the Foundation of organizational changes, whether significant or small, including changes in key personnel or contact information.

The Foundation recognizes that some plans, despite being well conceived, may not go as expected. In the event your organization wishes to make any changes that will materially alter the scope, timeline or nature of the grant as originally proposed and for which the grant was awarded, you must first submit a written request for a Grant Amendment. Written approval must be obtained from the Foundation prior to the implementation of any changes or the grant may be rescinded. Please contact Grant Staff to discuss any grant amendments.

To give Grantees an opportunity to convey information that captures the work accomplished in serving the community, the Foundation requests each Grantee to report on the activities, outputs and outcomes achieved during the grant timeframe, comparing actual achievements with stated targets. The grant report provides an opportunity for you to document your organization's achievements, challenges and lessons learned. Your report also allows the Foundation to share the impact of your work with our Trustees and the community-at-large. Finally, grant reports enable the Foundation to learn from the work of our grantees, adjust grantmaking strategies accordingly and fulfill the Foundation's duty as stewards of the funds invested in our community.

All Grantees are required to submit a Final Grant Report; others may be required to submit Progress Report(s) along with a Final Grant Report, depending on the scope of the grant. For your convenience, report due dates are listed in the Grant Contract, and a reminder email will be sent to Grantees in advance of a due date. Grant Report forms will be available for submission through the online grants portal.

Grant Staff is always open to assisting Applicants and Grantees with questions regarding the grantmaking program. Please contact us at grants@thegeorgefoundation.org or 281-342-6109.

APPLY

Before submitting an application to the Foundation, please review our Grants Strategy, Eligibility Criteria, Grants Process and Frequently Asked Questions sections. If, after reviewing these sections, you believe your request is a good fit for our Foundation, please continue through the steps outlined below.

BEFORE YOU BEGIN

The Foundation receives applications and reports through an online grants portal. If you do not already have an account with this system, we suggest that you visit the links below to view both the YouTube video and PDF document to become acquainted with the system prior to setting up an account:
For tips on using the system, watch our video tutorial or download our application tutorial document.

LETTER OF INQUIRY (LOI) STAGE

ORGANIZATIONS THAT MEET ONE OR MORE OF THE FOLLOWING DESCRIPTIONS MUST COMPLETE AN LOI AS A REQUIRED FIRST STEP IN THE APPLICATION PROCESS:

- Organizations that have never been funded by The George Foundation.
- Organizations that have been funded by the Foundation, but not within the past five years.
- Organizations that recently have been funded by the Foundation, but that are requesting support for a new purpose or at a level of material increase over prior grants.
- Organizations requesting a capital grant.
- Organizations requesting a multi-year grant.
- Please note that a Letter of Inquiry is not required for requests of \$25,000 or less. In this case, the organization is eligible to apply through the Small Grant Application below.

Once your LOI is submitted, you will receive a confirmation of receipt via email. After the LOI has been reviewed by the Foundation, the organization will be notified via email on whether a full application is invited or declined.

LOI Deadlines: There are no deadlines for submission of Letters of Inquiry (LOI), as they are received and reviewed throughout the year.

To begin the Letter of Inquiry process, visit our online grants portal.

APPLICATION STAGE

ORGANIZATIONS THAT ARE NOT REQUIRED TO SUBMIT AN LOI MAY GO DIRECTLY TO THE APPLICATION STAGE, WHERE THREE TYPES OF APPLICATIONS ARE AVAILABLE FOR SUBMISSION:

- Small Grant Application: For organizations seeking a grant of \$25,000 or less.
- Operating Grant Application: For organizations seeking a general operating grant greater than \$25,000.
- Program / Project Grant Application: For organizations seeking a program or project grant greater than \$25,000.

ABOUT THE SMALL GRANT APPLICATION

In an effort to remain a responsive and open foundation, we have a Small Grant Application process that serves to increase access to the Foundation for small and developing groups and to help strengthen their capacity. The Small Grant process is not only an option for small organizations but may also be used by larger organizations that may only need to request a small grant to carry out critical programs. The program is a good opportunity for organizations to introduce themselves to the Foundation, and allows us to expand the availability of our resources to nonprofits and communities within Fort Bend County that we might not otherwise reach. We believe that these grants provide important support for much needed services to diverse communities throughout the County.

GUIDELINES:

- The Small Grant Application is available to organizations applying for a single-year grant of \$25,000 or less.
- Applicants must meet the Foundation's funding strategy and eligibility criteria.
- Applicants must adhere to the quarterly application deadlines listed below.
- To begin the Application process, visit our online grants portal.

ABOUT THE OPERATING OR PROGRAM/PROJECT GRANT APPLICATION

- The Operating and Program/ Project Applications are available to organizations applying for a grant of an amount greater than \$25,000.
- Applicants must meet the Foundation's funding strategy and eligibility criteria.
- Applicants must adhere to the quarterly application deadlines listed below.
- To begin the Application process, visit our online grants portal.

APPLICATION DEADLINES

QUARTERLY DEADLINES FOR SUBMISSION OF APPLICATIONS TO THE FOUNDATION ARE:

- January 15 (for review February-April)
- April 15 (for review May-July)
- July 15 (for review August-October)
- October 15 (for review November-January)

Grant Staff is always open to assisting Applicants and Grantees with questions regarding the grantmaking program, from application to reporting. Please contact us at grants@thegeorgefoundation.org or 281-342-6109.

THE GEORGE FOUNDATION
GRANTS PAID
January through December 2016

Recipient	Recipient Address	Foundation Status of Recipient	Purpose of Grant	Paid Amount
ACHIEVE Fort Bend County	P.O. Box 3322 Sugar Land, TX 77487-3322	PC	(2016-0023) Fort Bend County Summer Reading Program for At-Risk Young Readers	\$12,305.49
All Hands Volunteers, Inc.	6 County Road, Suite 6 Mattapoisett, MA 2739	PC	(2016-0066) Disaster Response	\$20,000.00
Alliance of Community Assistance Ministries, Inc.	710 North Post Oak Lane, Suite 210 Houston, TX 77024	PC	(2016-0117) ACAM Core Services in Fort Bend County	\$40,000.00
Anti-Defamation League	4635 Southwest Freeway, Suite 400 Houston, TX 77027	PC	(2015-0042) No Place For Hate	\$10,000.00
Arts Fulshear Inc.	P.O. Box 1073 Fulshear, TX 77441	PC	(2016-0083) Irene Stern Senior Art	\$2,648.00
Attack Poverty	P.O. Box 1509 Richmond, TX 77406-1509	PC	(2015-0108) Program Support for Friends of N. Richmond and/or Friends of N. Rosenberg Initiatives	\$20,000.00
Attack Poverty	P.O. Box 1509 Richmond, TX 77406-1509	PC	(2016-0088) Program Support for Friends of North Richmond and Friends of North Rosenberg Initiatives	\$20,000.00
Big Brothers Big Sisters Lone Star	500 Dallas Street Ste 2900 Houston, TX 77002	PC	(2015-0126) One-to-One Youth Mentoring in Fort Bend County	\$15,000.00
Blessed Be Hope for Three, Inc.	11104 W. Airport Blvd. Ste. 150 Stafford, TX 77477	PC	(2015-0115) General Operating Support and Program Support	\$125,000.00
Bo's Place	10050 Buffalo Speedway Houston, TX 77054	PC	(2016-0082) Grief Support Group Expenses Restricted to Fort Bend County Residents	\$25,000.00
Boy Scouts of America, Sam Houston Area Council	2225 North Loop West Houston, TX 77008	PC	(2016-0016) Fort Bend Scouting programs	\$65,000.00
Boys and Girls Clubs of Greater Houston, Inc.	815 Crosby Houston, TX 77019	PC	(2013-0067) To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$325,000.00

THE GEORGE FOUNDATION
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Boys and Girls Clubs of Greater Houston, Inc.	815 Crosby Houston, TX 77019	PC	(2013-0067) To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$275,000.00
Boys and Girls Country of Houston, Inc.	18806 Roberts Road Hockley, TX 77447	PC	(2016-0051) To provide a home for abused/neglected children from Ft. Bend County	\$50,000.00
Brazos Bend Guardianship Services	P.O. Box 72 Rosenberg, TX 77471	PC	(2016-0118) To support the mission of assisting incapacitated and disabled adults and their families with legal guardianship, money management and related alternatives.	\$25,000.00
Bridges To Life	P. O. Box 570895 Houston, TX 77257-0895	PC	(2016-0119) Fort Bend County Projects	\$7,500.00
Casa de Esperanza de los Niños, Inc.	P.O. Box 66581 Houston, TX 77266-6581	PC	(2016-0081) To provide services for foster, adoptive and families in crisis from Fort Bend	\$107,200.00
Catholic Charities of the Archdiocese of Galveston-Houston	2900 Louisiana St. Houston, TX 77006	PC	(2015-0092) Mamie George Community Center, support for general operations, services, and facilities upgrades	\$75,332.00
Catholic Charities of the Archdiocese of Galveston-Houston	2900 Louisiana St. Houston, TX 77006	PC	(2016-0064) Disaster Response	\$4,000.00
Child Builders	2425 Fountain View, Suite 210 Houston, TX 77057	PC	(2016-0052) Primary Prevention Strategies for Fort Bend ISD Students	\$10,000.00
Children's Museum, Inc.	1500 Binz Houston, TX 77004	PC	(2016-0087) Parent Stars Family Learning Events in FBISD Schools	\$20,321.50
City of Richmond	402 Morton Street Richmond, TX 77469	GOV	(2015-0105) Wayside Horn Devices for City of Richmond Railroad Crossings	\$50,000.00
Clothed by Faith, Inc.	802 Dominion Drive, Suite 100 Katy, TX 77450	PC	(2016-0021) 2016 Operating Costs	\$10,000.00
CollegeCommunityCareer, Inc.	12926 Dairy Ashford, Suite 110 Sugar Land, TX 77478	PC	(2015-0116) General Operating Funds	\$25,000.00
Cullinan Park Conservancy	PO Box 422 Sugar Land, TX 77478	PC	(2014-0114) Funding to support Master Plan for development of Cullinan Park	\$250,000.00

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Daya, Inc.	3300 S. Gessner Road, Suite 258 Houston, TX 77063	PC	(2016-0120) Client Services & Prevention Programs	\$40,000.00
DePelchin Children's Center	4950 Memorial Drive Houston, TX 77007	PC	(2015-0102) Mental Health Services for Residents of Fort Bend County	\$50,000.00
Depression and Bipolar Support Alliance Greater Houston	515 Post Oak Blvd Suite 650 Houston, TX 77027	PC	(2016-0043) Depression and Bipolar Disorder Support Groups	\$30,000.00
East Fort Bend Human Needs Ministry, Inc.	P.O. Box 1611 Stafford, TX 77497-1611	PC	(2016-0121) Address the basic human need of financial assistance for families in temporary short-term crisis within east Fort Bend County.	\$65,000.00
Easter Seals of Greater Houston, Inc.	4888 Loop Central Drive, Suite 200 Houston, TX 77081	PC	(2015-0124) Operating Grant for Disability Services in Fort Bend	\$80,000.00
Family Life and Community Resource Center	2204 Thompson RD Suite #100 Richmond, TX 77469-5412	PC	(2016-0055) Operating Request	\$7,500.00
Fort Bend Boys Choir of Texas, Inc.	P.O. Box 2042 Stafford, TX 77497-2042	PC	(2014-0142) Matching grant (1:1) up to \$25,000 over 2 years to support scholarship funds for Fort Bend County boys	\$25,000.00
Fort Bend Community Partners Rainbow Room	1110 Avenue G Rosenberg, TX 77471	PC	(2016-0011) To provide support for program and operational expenses	\$32,000.00
Fort Bend County	301 Jackson Street Richmond, TX 77469	GOV	(2014-0155) Fort Bend County Aquatic Fitness Center	\$100,000.00
Fort Bend County	301 Jackson Street Richmond, TX 77469	GOV	(2014-0157) To increase public transportation services in the Richmond/Rosenberg area	\$25,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$8,830.00

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Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend County Women's Center	P.O. Box 183 Richmond, TX 77406	PC	(2016-0129) In support of the mission to assist survivors of domestic violence and sexual assault and their children to achieve safety and self-sufficiency, while striving to prevent violence against women	\$153,000.00
Fort Bend Family Health Center	400 Austin Street Richmond, TX 77469	PC	(2015-0061) Program support to continue providing integrated behavioral health care services in Richmond and	\$200,000.00
Fort Bend Family Health Center	400 Austin Street Richmond, TX 77469	PC	(2015-0069) Three year operating grant to provide integrated health care services to improve the quality of life in Fort Bend County	\$750,000.00
Fort Bend Family Promise	4645 Cartwright Drive Missouri City, TX 77459	PC	(2016-0017) General Operating	\$58,000.00
Fort Bend Forward, Inc.	445 Commerce Green Blvd. Sugar Land, TX 77478	PC	(2016-0035) Youth in Philanthropy 2015-2016 (Nonprofit Awards, Scholarships & Transportation)	\$61,291.00
Fort Bend Forward, Inc.	445 Commerce Green Blvd. Sugar Land, TX 77478	PC	(2016-0094) Leadership for Nonprofit Excellence Program for 2016-2017	\$41,273.80
Fort Bend Forward, Inc.	445 Commerce Green Blvd. Sugar Land, TX 77478	PC	(2016-0101) To fund the 2016-2017 Youth in Philanthropy Program for Fort Bend County high school students	\$40,362.53
Fort Bend Habitat for Humanity	13570 Murphy Rd. Stafford, TX 77477	PC	(2015-0090) FBHFH capacity building	\$25,000.00
Fort Bend Independent School District	16431 Lexington Blvd. Sugar Land, TX 77479	GOV	(2016-0030) Fort Bend ISD EDGE Initiative	\$153,000.00
Fort Bend Independent School District	16431 Lexington Blvd. Sugar Land, TX 77479	GOV	(2014-0075) To implement the RAISEup Texas program at Lake Olympia Middle School	\$31,936.00
Fort Bend Lawyers Care	310 Morton Street, Suite 566 Richmond, TX 77469	PC	(2016-0009) To provide educational and legal assistance to low-income Fort Bend County residents	\$50,000.00
Fort Bend Lawyers Care	310 Morton Street, Suite 566 Richmond, TX 77469	PC	(2016-0130) To provide educational and legal assistance to low-income Fort Bend County residents	\$50,000.00

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Fort Bend Regional Council on Substance Abuse, Inc.	10435 Greenbough, Suite 250 Stafford, TX 77477	PC	(2015-0128) Fort Bend Regional Council Youth Programs	\$47,383.00
Fort Bend Seniors Meals on Wheels & Much, Much, More	P. O. Box 1488 Rosenberg, TX 77471	PC	(2014-0106) Capital	\$108,333.00
Fort Bend Seniors Meals on Wheels & Much, Much, More	P. O. Box 1488 Rosenberg, TX 77471	PC	(2014-0106) Capital	\$108,334.00
Fort Bend Seniors Meals on Wheels & Much, Much, More	P. O. Box 1488 Rosenberg, TX 77471	PC	(2016-0086) To support the mission of helping FBC seniors remain independent by enhancing their quality of life through services and resources	\$50,000.00
Fulshear Outreach and Development	P.O. Box 543 Fulshear, TX 77441	PC	(2016-0057) Raising Highly Capable Kids	\$12,500.00
Fulshear Outreach and Development	P.O. Box 543 Fulshear, TX 77441	PC	(2016-0057) Raising Highly Capable Kids	\$12,500.00
Girl Scouts of San Jacinto Council	3110 Southwest Freeway Houston, TX 77098	PC	(2016-0080) Girl Scouts on the Go Program in Fort Bend County	\$60,000.00
Grace After Fire	P.O. Box 218604 Houston, TX 77218	PC	(2016-0060) For programming to serve Fort Bend County women veterans	\$10,000.00
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Ste. 404 Washington, DC 20036	PC	(2015-0140) Grant in lieu of membership fees to offer professional development opportunities for foundation staff and board members	\$6,380.00
Houston Achievement Place	245 West 17th Street Houston, TX 77008	PC	(2016-0058) Funding to insure quality and effective care for CPS children from Fort Bend County	\$22,000.00
Houston Area Parkinson Society	2700 SW Freeway, Suite 296 Houston, TX 77098	PC	(2015-0111) Support of operations related to Ft. Bend County programs	\$40,000.00
Houston Eye Associates Foundation	7155 Old Katy Road, Suite N100 Houston, TX 77024	PC	(2016-0085) Restoring Independence Through the Preservation and Restoration of Sight	\$20,000.00
Houston Galveston Institute, Inc.	2990 Richmond Avenue, Suite 530 Houston, TX 77098	PC	(2016-0036) Expanding Mental Health throughout Fort Bend County	\$25,000.00
Houston Hospice	1905 Holcombe Boulevard Houston, TX 77030	PC	(2016-0061) To support hospice care for terminally ill patients in Fort Bend County and to provide bereavement support to their families	\$50,000.00

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Houston Museum of Natural Science	5555 Hermann Park Drive Houston, TX 77030	PC	(2015-0134) Education Programs	\$20,000.00
Katy ARTreach	23501 Cinco Ranch Blvd., Ste. H120, #262 Katy, TX 77494	PC	(2016-0018) ARTreach Operating Support	\$40,000.00
Katy Christian Ministries	5504 First Street Katy, TX 77493	PC	(2016-0006) Social Services Program Fort Bend County	\$10,000.00
Kick Drugs Out of America Foundation	10260 Westheimer Road, Suite 340 Houston, TX 77042	PC	(2015-0131) KICKSTART KIDS Fort Bend County Programs	\$30,000.00
Kick Drugs Out of America Foundation	10260 Westheimer Road, Suite 340 Houston, TX 77042	PC	(2016-0116) To support 13 Fort Bend County programs	\$45,000.00
KIPP, Inc.	10711 KIPP Way Houston, TX 77099	PC	(2014-0149) Support to open a new campus in Fort Bend County	\$500,000.00
KIPP, Inc.	10711 KIPP Way Houston, TX 77099	PC	(2016-0084) To provide operating support for KIPP schools located in Fort Bend County	\$100,000.00
Lamar Educational Awards Foundation	3911 Ave I Rosenberg, TX 77471	PC	(2016-0073) Support of teacher grants	\$10,000.00
Legacy Community Health Services, Inc.	P.O. Box 66308 Houston, TX 77266	PC	(2016-0019) Patient-centered care for people living with HIV/AIDS from Ft. Bend County	\$35,000.00
Literacy Volunteers of Fort Bend County, Inc.	12530 Emily Court Sugar Land, TX 77478	PC	(2016-0038) Literacy/Adult Basic Education Program Support	\$78,861.00
Memorial Hermann Foundation	929 Gessner, Suite 2650 Houston, TX 77024	PC	(2015-0060) Continuation of the Integrated Behavioral Health program to serve Fort Bend County residents	\$114,208.00
Memorial Hermann Foundation	929 Gessner, Suite 2650 Houston, TX 77024	PC	(2016-0045) Family Medicine Residency Program Fort Bend Co	\$103,102.00

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Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
National Alliance on Mental Illness Fort Bend	United Way Fort Bend Center 12300 Parc Crest Drive Stafford, TX 77477	PC	(2016-0046) Operating Support	\$4,000.00
OakBend Medical Center	1705 Jackson Street Richmond, TX 77469	PC	(2015-0089) Indigent Care Program	\$500,000.00
Palmer Drug Abuse Program (PDAP) Houston	840 Gessner, Ste. # 1300 Houston, TX 77024	PC	(2015-0101) Palmer Drug Abuse Program (PDAP) Ft. Bend County	\$10,000.00
Parks Youth Ranch	P.O. Box 17688 Sugar Land, TX 77496	PC	(2016-0056) To help fund software and technology	\$18,000.00
Philanthropy Southwest	8350 North Central Expressway, Suite M-1012 Dallas, TX 75206	PC	(2016-0010) Grant in lieu of 2016 membership dues to support professional development opportunities for foundation staff and boards	\$5,000.00
Pregnancy Resource Center of Fort Bend County	2918 Avenue I Rosenberg, TX 77471	PC	(2015-0114) Learn Earn and Plan Program	\$10,000.00
Ronald McDonald House Houston	1907 Holcombe Boulevard Houston, TX 77030	PC	(2016-0074) To support the mission of offering a home away from home to families with seriously ill children	\$10,000.00
Rosenberg-Richmond Helping Hands, Inc.	902 Collins Road Richmond, TX 77469	PC	(2016-0123) Client Services	\$50,000.00
Scholarship America	P. O. Box 240 Saint Peter, MN 56082	PC	(2015-0064) To continue High School Scholarship Program for college academic year 2016-2017	\$435,000.00
Scholarship America	P. O. Box 240 Saint Peter, MN 56082	PC	(2015-0065) To fund Higher Education Scholarship Program for college academic year 2016-2017	\$327,000.00
Second Mile Mission Center	1135 Highway 90A Missouri City, TX 77489	PC	(2016-0065) Disaster Response	\$8,000.00
Second Mile Mission Center	1135 Highway 90A Missouri City, TX 77489	PC	(2016-0124) Neighbor Choice Food Pantry & Mobile Second Mile	\$56,000.00

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SER-Jobs for Progress	201 Broadway Street Houston, TX 77012	PC	(2016-0032) Fort Bend County Workforce Development Services	\$50,000.00
Sickle Cell Association of Texas Marc Thomas Foundation	2500 East T.C. Jester Houston, TX 77008	PC	(2016-0008) Sickle Cell Program	\$6,000.00
Sire INC.	11211 Katy Freeway #660 Houston, TX 77079	PC	(2015-0093) Hippotherapy Program	\$31,500.00
Spaulding for Children	6925 Portwest Drive, Suite 110 Houston, TX 77024	PC	(2016-0125) Fort Bend Post Adoption Program Expansion	\$45,000.00
Special Olympics of Texas, Inc.	1804 Rutherford Lane Austin, TX 78754	PC	(2016-0075) Special Olympics Texas - Fort Bend County	\$10,000.00
Stafford MSD Education Foundation	P.O. Box 1907 Stafford, TX 77497	PC	(2016-0076) Support of teacher classroom grants	\$10,000.00
Stafford Municipal School District	1625 Staffordshire Road Stafford, TX 77477	GOV	(2014-0133) To support STEM career training	\$34,800.00
Texas Children's Hospital	1919 S. Braeswood, Suite 5214 Houston, TX 77030	PC	(2016-0034) Charity Care for Fort Bend County patients at Texas Children's Hospital	\$100,000.00
The Rose	12700 N. Featherwood Drive, Suite 260 Houston, TX 77034	PC	(2016-0048) Empower Her® Sponsorship Program in Fort Bend County, Texas	\$55,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$1,286,545.00
The University of Houston System	Ezekiel W. Cullen Building, Room 212 Houston, TX 77204	GOV	(2016-0041) Scholarships for bilingual students in the Graduate College of Social Work MSW program	\$81,000.00
The University of Houston System	Ezekiel W. Cullen Building, Room 212 Houston, TX 77204	GOV	(2014-0166) Funding support for the University of Houston at Sugar Land expansion	\$1,000,000.00

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The Way Home Adoption, Inc.	P.O. Box 10182 Houston, TX 77018	PC	(2016-0079) To support the mission finding loving families for every child waiting in foster care, regardless of age	\$15,000.00
The Xena Project	3942 Beasley West Bend Road Beasley, TX 77417	PC	(2016-0049) General Operating Support	\$10,000.00
University of North Texas	1155 Union Circle, #305190 Denton, TX 76203-5017	GOV	(2016-0042) Matching Funds for the Portal to Texas History Challenge Grant from the National Endowment for the Humanities	\$15,000.00
Volunteer Interfaith Caregivers Southwest	5001 Bellaire Blvd. #7 Bellaire, TX 77401	PC	(2016-0078) To support the mission of promoting senior independent living, health and safety by providing free transportation and other services	\$7,000.00
West Fort Bend Management District	P.O. Box 1688 Richmond, TX 77406	GOV	(2016-0002) To extend funding of a portion of the cost of the executive director position	\$25,000.00
YMCA of the Greater Houston Area	2600 North Loop West, Suite 300 Houston, TX 77092	PC	(2016-0077) Fort Bend County YMCAs Youth Outreach Programs	\$140,000.00
			Grand Total (111 items)	\$10,214,946.32

THE GEORGE FOUNDATION
GRANTS APPROVED FOR FUTURE PAYMENT
as of December 2016

Recipient	Recipient Address	Foundation Status of Recipient	Purpose of Grant	Approved / Unpaid
Blessed Be Hope for Three, Inc.	11104 W. Airport Blvd. Ste. 150 Stafford, TX 77477	PC	(2016-0140) To support the mission of reaching one child, one family, one community by creating awareness and providing support to families living with autism spectrum disorder	\$125,000.00
Boys and Girls Clubs of Greater Houston, Inc.	815 Crosby Houston, TX 77019	PC	(2013-0067) To support operations over five years to Fort Bend County clubs to provide after-school and summer youth programming	\$200,000.00
Cullinan Park Conservancy	PO Box 422 Sugar Land, TX 77478	PC	(2014-0114) Funding to support Master Plan for development of Cullinan Park	\$250,000.00
Cullinan Park Conservancy	PO Box 422 Sugar Land, TX 77478	PC	(2014-0114) Funding to support Master Plan for development of Cullinan Park	\$250,000.00
Cullinan Park Conservancy	PO Box 422 Sugar Land, TX 77478	PC	(2014-0114) Funding to support Master Plan for development of Cullinan Park	\$250,000.00
DePelchin Children's Center	4950 Memorial Drive Houston, TX 77007	PC	(2016-0141) Residential Treatment Center, Richmond, TX	\$50,000.00
Easter Seals of Greater Houston, Inc.	4888 Loop Central Drive, Suite 200 Houston, TX 77081	PC	(2016-0142) To support the mission of offering help, hope and answers to people of all ages with disabilities and their families.	\$80,000.00
Family Services of Greater Houston	4625 Lillian St. Houston, TX 77007	PC	(2016-0100) Counseling	\$25,000.00
Fort Bend County	301 Jackson Street Richmond, TX 77469	GOV	(2016-0033) Fort Bend County Aquatic Fitness Center (Request 2)	\$50,000.00
Fort Bend County	301 Jackson Street Richmond, TX 77469	GOV	(2014-0157) To increase public transportation services in the Richmond/Rosenberg area	\$25,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00

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Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$15,000.00
Fort Bend County Museum Association	P.O. Box 460 Richmond, TX 77406	PC	(2014-0137) Three-year grant for programming and excess liability insurance	\$90,000.00
Fort Bend Family Health Center	400 Austin Street Richmond, TX 77469	PC	(2015-0069) Three year operating grant to provide integrated health care services to improve the quality of life in Fort Bend	\$750,000.00
Fort Bend Independent School District	16431 Lexington Blvd. Sugar Land, TX 77479	GOV	(2016-0097) Talkline for FBISD	\$14,000.00
Fort Bend Regional Council on Substance Abuse, Inc.	10435 Greenbough, Suite 250 Stafford, TX 77477	PC	(2016-0143) Matching funds for Department of State Health Services Programs	\$63,693.00
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Ste. 404 Washington, DC 20036	PC	(2016-0155) Grant in lieu of membership fees to offer professional development opportunities for foundation staff and board members	\$4,470.00
Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00

THE GEORGE FOUNDATION
GRANTS APPROVED FOR FUTURE PAYMENT
as of December 2016

Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
Morton Cemetery Association	P.O. Box 300 Richmond, TX 77406	NC	(2013-0166) 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.	\$60,000.00
OakBend Medical Center	1705 Jackson Street Richmond, TX 77469	PC	(2016-0145) Indigent Care Program	\$400,000.00
Palmer Drug Abuse Program (PDAP) Houston	840 Gessner, Ste. # 1300 Houston, TX 77024	PC	(2016-0146) Palmer Drug Abuse Program (PDAP) - Ft. Bend Co. location	\$10,000.00
Pregnancy Resource Center of Fort Bend County	2918 Avenue I Rosenberg, TX 77471	PC	(2016-0147) Learn Earn and Plan Program	\$20,000.00
Scholarship America	P. O. Box 240 Saint Peter, MN 56082	PC	(2016-0070) To fund new and continuing high school scholarships awarded to graduating seniors from Fort Bend County for academic year 2017-2018	\$475,000.00
Scholarship America	P. O. Box 240 Saint Peter, MN 56082	PC	(2016-0071) To fund higher education scholarships for Fort Bend County residents for academic year 2017-2018	\$360,000.00
Sickle Cell Association of Texas Marc Thomas Foundation	2500 East T.C. Jester Houston, TX 77008	PC	(2016-0148) Sickle Cell Program	\$8,000.00
Sire INC.	11211 Katy Freeway #660 Houston, TX 77079	PC	(2016-0149) SIRE Hippotherapy Program	\$30,000.00
Stafford Municipal School District	1625 Staffordshire Road Stafford, TX 77477	GOV	(2014-0133) To support STEM career training	\$38,337.00

The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2016-0024) The George Foundation Scholarship in Honor of Bill Jameson's Service as Trustee	\$25,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$2,050,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$2,050,000.00
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The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$2,050,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$2,050,000.00

THE GEORGE FOUNDATION
GRANTS APPROVED FOR FUTURE PAYMENT
as of December 2016

The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$2,050,000.00
The TSTC Foundation	3801 Campus Drive Waco, TX 76705	PC	(2015-0048) To support a new Fort Bend campus of Texas State Technical College	\$2,198,480.00
The University of Houston System	Ezekiel W. Cullen Building Room 212 Houston, TX 77204	GOV	(2014-0166) Funding support for the University of Houston at Sugar Land expansion	\$1,000,000.00
United Way of Greater Houston	50 Waugh Drive Houston, TX 77007	PC	(2016-0156) Fort Bend Recovers Collaborative flood recovery project	\$600,000.00
Vita-Living, Inc.	3300 S. Gessner, Suite 150 Houston, TX 77063	PC	(2016-0150) Support for CLASS Program – Fort Bend County	\$10,000.00
West Fort Bend Management District	P.O. Box 1688 Richmond, TX 77406	GOV	(2016-0002) To extend funding of a portion of the cost of the executive director position	\$25,000.00
			Grand Total (54 items)	\$22,591,980.00