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GOVERNMENT COPY

GALVESTON BAY FOUNDATION
17330 HIGHWAY 3
WEBSTER, TX 77598
ATTENTION: MR. ROBERT STOKES

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027



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WEBSTER, TX 77598
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DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027



FORM 990-T

Return of Organization Exempt From Income Tax

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

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

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization GALVESTON BAY FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 17330 HIGHWAY 3 City or town, state or country, and ZIP + 4 WEBSTER, TX 77598 F Name and address of principal officer: ROBERT STOKES 17330 HIGHWAY 3, WEBSTER, TX 77598	D Employer identification number 76-0279876 E Telephone number 281-332-3381 G Gross receipts \$ 3,287,969. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.GALVBAY.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1987 M State of legal domicile: TX

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: THE MISSION OF THE GALVESTON BAY FOUNDATION IS TO PRESERVE, PROTECT, AND ENHANCE THE NATURAL		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	100
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	58
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	22
	6 Total number of volunteers (estimate if necessary)	6	2400
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-53.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	-53.
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 2,214,551.
9 Program service revenue (Part VIII, line 2g)		0.	0.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		3,758.	2,710.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-50,636.	-54.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		2,167,673.	3,253,126.
Expenses		13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	642,371.	705,884.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 171,321.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,357,211.	2,039,069.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,999,582.	2,744,953.	
19 Revenue less expenses. Subtract line 18 from line 12	168,091.	508,173.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,473,150.	End of Year 1,985,089.
	21 Total liabilities (Part X, line 26)	83,594.	87,360.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,389,556.	1,897,729.

Part II Signature Block

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

Sign Here	Signature of officer ROBERT STOKES, PRESIDENT Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name JUDITH KAY JAGE	Preparer's signature JUDITH KAY JAGE
	Firm's name ▶ BUFFINGTON & COMPANY, P. C. Firm's address ▶ 12012 WICKCHESTER LN, STE 430 HOUSTON, TX 77079-1228	Date 11/15/12 Check if self-employed <input type="checkbox"/> PTIN P01283658 Firm's EIN ▶ 76-0260164 Phone no. 281-920-5455

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE MISSION OF THE GALVESTON BAY FOUNDATION IS TO PRESERVE, PROTECT, AND ENHANCE THE NATURAL RESOURCES OF THE GALVESTON BAY ESTUARINE SYSTEM AND ITS TRIBUTARIES FOR PRESENT USERS AND FOR POSTERITY.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 456,248. including grants of \$) (Revenue \$) GBF'S EDUCATION PROGRAMS PROVIDE SCIENCE-BASED ENVIRONMENTAL EDUCATION FOCUSED ON GALVESTON BAY. IN 2011, GBF HOSTED THE ANNUAL BAY DAY FESTIVAL ON MAY 21, WITH OVER 7,000 ESTIMATED ATTENDEES AND 150 VOLUNTEERS; SPREAD OUR MESSAGE TO A RECORD OF 956 REGISTERED CYCLISTS FOR BIKE AROUND THE BAY, 808 OF WHOM RODE DURING THE PARTIALLY RAINY BIKE RIDE; EXPANDED THE GET HIP TO HABITAT PROGRAM OVER THE SUMMER, FROM 300 STUDENTS AT SEVEN SCHOOLS IN THE 2010-11 SCHOOL YEAR TO 860 STUDENTS AT 14 SCHOOLS IN THE 2011-12 SCHOOL YEAR; PLACED 120 SEAFOOD ADVISORY SIGNS IN ENGLISH AND SPANISH AT 60 LOCATIONS IN UPPER GALVESTON BAY AND THE HOUSTON SHIP CHANNEL AREA AND DEVELOPED A CORRESPONDING WEBSITE; AND CONTINUED MARKETING EFFORTS UNDER THE BOATER WASTE EDUCATION CAMPAIGN AND BEGAN PLANNING GBF'S CLEAN WATER PARTNERS

4b (Code:) (Expenses \$ 1,705,326. including grants of \$) (Revenue \$) GBF'S CONSERVATION PROGRAMS FOCUS ON ESTUARINE HABITAT PRESERVATION, PROTECTION, AND RESTORATION. IN 2011, GBF PROTECTED VULNERABLE MARSH AND PRAIRIE HABITATS FROM EROSION THROUGH THE CONSTRUCTION OF 3,749 FEET OF ROCK BREAKWATER ALONG ANAHUAC NATIONAL WILDLIFE REFUGE'S GULF INTRACOASTAL WATERWAY SHORELINE; INSTALLED 800 FEET OF GEOTEXTILE TUBES AT SNAKE ISLAND COVE, PROTECTING 30 ACRES OF INTERTIDAL MARSH AND CREATING 19 ACRES OF CALM, SHALLOW WATER HABITAT CONDUCIVE TO THE RE-ESTABLISHMENT OF SEAGRASSES; CONSTRUCTED THE CLEAR LAKE FOREST PARK LIVING SHORELINE ON MUD LAKE, CONSISTING OF A 650-FOOT ROCK BREAKWATER PROTECTING APPROXIMATELY 1/3-ACRE OF NEW INTERTIDAL MARSH, AND EARNED A H-GAC PARKS AND NATURAL AREAS AWARD; REMOVED 407 ABANDONED CRAB TRAPS FROM UPPER TRINITY BAY AS PART OF TPWD'S ANNUAL ABANDONED CRAB TRAP

4c (Code:) (Expenses \$ 147,756. including grants of \$) (Revenue \$) GBF'S ADVOCACY PROGRAMS ATTEMPT TO BALANCE THE MULTIPLE USES OF GALVESTON BAY SO THAT THE LONG-TERM INTERESTS OF THE BAY ITSELF ARE NOT COMPROMISED. IN 2011, GBF'S WETLAND PERMIT REVIEW COMMITTEE CONTINUED ITS WORK FOR ITS 22ND YEAR, REVIEWING 54 APPLICATIONS FOR U.S. ARMY CORPS OF ENGINEERS PERMITS AND PROVIDING COMMENT LETTERS TO THE CORPS ON 25 OF THEM THROUGHOUT THE YEAR. GBF ALSO HOSTED AN EPA COASTAL WETLANDS REVIEW WEBINAR, TOOK PART IN THE EPA STAKEHOLDER REVIEW PROCESS, AND MET WITH THE CORPS DISTRICT COMMANDER TO SHARE OUR CONCERNS WITH POLICY AND PROCEDURES. GBF CONCLUDED TWO YEARS OF OUTREACH ON THE 2007 SENATE BILL 3, WHICH REQUIRED TCEQ TO ESTABLISH FRESHWATER INFLOWS STANDARDS FOR GALVESTON BAY AND INSTREAM FLOWS FOR THE TRINITY AND SAN JACINTO RIVERS BY JUNE 1, 2011. AS A RESULT OF OUR

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,291. including grants of \$) (Revenue \$)

4e Total program service expenses 2,310,621.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, Form W-3, foreign accounts, prohibited transactions, and 501(c)(7), (12), and (29) organizations.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	100		
b	Enter the number of voting members included in line 1a, above, who are independent		
	58		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **NONE**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ACCOUNTANT - 281-332-3381**
17330 HIGHWAY 3, WEBSTER, TX 77598

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DR. ANNA ARMITAGE REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(2) HARVERY DENMAN DELEGATE TRUSTEE (LAKEWOOD)	0.00	X					0.	0.	0.	
(3) JOHN BARTOS DELEGATE TRUSTEE (HOUSTON CANOE CLUB)	0.00	X					0.	0.	0.	
(4) DANIEL LAYTON REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(5) JANIECE LONGORIA REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(6) CYNTHIA PICKETT-STEVENSON REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(7) SHARRON STEWART REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(8) CAROLYN WHITE DELEGATE TRUSTEE (BAYOU PR)	0.00	X					0.	0.	0.	
(9) PAGE WILLIAMS DELEGATE TRUSTEE (SIERRA C)	0.00	X					0.	0.	0.	
(10) JIM WINN DELEGATE TRUSTEE (HOUSTON)	0.00	X					0.	0.	0.	
(11) MATT WOODRUFF REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(12) PETER BROWN REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(13) MARK FOSTER REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(14) DAVID HAGLUND REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(15) LARRY JOHNSON REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(16) WALTER JOHNSON REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(17) SAMRA JONES-BUFKINS REGULAR TRUSTEE	0.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) WADE KILPATRICK REGULAR TRUSTEE	0.00	X						0.	0.	0.
(19) MIKE KING REGULAR TRUSTEE	0.00	X						0.	0.	0.
(20) SHARON MATTOX REGULAR TRUSTEE	0.00	X						0.	0.	0.
(21) DOUG MCLEOD REGULAR TRUSTEE	0.00	X						0.	0.	0.
(22) EVAN WATKINS REGULAR TRUSTEE	0.00	X						0.	0.	0.
(23) LOUIS WILSON REGULAR TRUSTEE	0.00	X						0.	0.	0.
(24) DEBORAH JANUARY-BEVERS DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(25) TOMMY DOUGLAS REGULAR TRUSTEE	0.00	X						0.	0.	0.
(26) MARIANNE IBRAHIM REGULAR TRUSTEE	0.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								118,450.	0.	0.
d Total (add lines 1b and 1c)								118,450.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MCMILLEN, LLC 1401 SHORELINE DRIVE, #100, BOISE, ID 83702	CONSTRUCT 3749FT RIP RAP BREAKWATER FOR	730,093.
APOLLO ENVIRONMENTAL STRATEGIES, INC. P.O. BOX 12114, BEAUMONT, TX 77726	CONSTRUCT 800FT GEOTEXTILE TUBE BREA	260,773.

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) PETER MEYER REGULAR TRUSTEE	0.00	X						0.	0.	0.
(28) LAWRENCE REARICK REGULAR TRUSTEE	0.00	X						0.	0.	0.
(29) CDR STEPHAN GLENN DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(30) JAYO WASHINGTON DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(31) DR. THOMAS LINTON DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(32) LAWRENCE TOBIN DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(33) CAPT. ROBERT THOMPSON DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(34) ROSIE ZAMORA DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(35) BEVERLY VAN ZANDT DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(36) MARY ANNE PIACENTINI DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(37) JENNIFER LORENZ DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(38) JOHNNY VALENTINO, JR. DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(39) CARO WALKER DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(40) LALISE WHORTON MASON DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(41) WILLIAM MATTHEWS DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(42) DAN WYATT DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(43) LAURANCE ARMOUR DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(44) JERRY MOHN DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(45) A.R. "BABE" SCHWARTZ EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(46) ALECYA GALLAWAY EMERITUS TRUSTEE	0.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) BARBARA CARROLL EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(48) CHARLES HERBECK EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(49) CLIFFORD HILLMAN EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(50) DORIS NELSON EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(51) FRANK SMITH EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(52) GLENDA CALLAWAY EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(53) J. BYRON MORRIS EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(54) JAMES BLACKBURN EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(55) KATHRYN SMYTH EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(56) RICHARD MORRISON EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(57) SALLY FISH EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(58) STEVEN VALERIUS EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(59) WAYNE JOHNSON EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(60) MARY CARTER EMERITUS TRUSTEE	0.00	X						0.	0.	0.
(61) DR. PHIL BEDIENT REGULAR TRUSTEE	0.00	X						0.	0.	0.
(62) GUY ROBERT JACKSON DELEGATE TRUSTEE	0.00	X						0.	0.	0.
(63) KAREN SHAW MILLER REGULAR TRUSTEE	0.00	X						0.	0.	0.
(64) ROXANNA BROM REGULAR TRUSTEE	0.00	X						0.	0.	0.
(65) PAUL CARUSELLE REGULAR TRUSTEE	0.00	X						0.	0.	0.
(66) ALISHA JACKSON REGULAR TRUSTEE	0.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) BERDON LAWRENCE REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(68) MARGARET WOODRUFF REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(69) CHRIS MCCARTHY REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(70) TOM KARTRUDE DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(71) MICHELE WILKENS DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(72) DR. RON SASS DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(73) DAVE HANBY DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(74) PRISCILLA SEYMOUR DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(75) JIM DOBBERSTINE DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(76) CHARLES IRVINE REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(77) BILL JACKSON REGULAR TRUSTEE/SPECIAL COUNSEL	0.00	X					0.	0.	0.	
(78) ADAM FRIEDMAN REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(79) MIKE PETIT REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(80) LEONARD HALE REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(81) DR. EVAN SIEMAN REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(82) MARISE TEXTOR REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(83) WALTER BARTEL REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(84) FRANK MOLINA REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(85) PAUL DUNPHEY REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(86) WILLIAM B. BAKER, JR. REGULAR TRUSTEE	0.00	X					0.	0.	0.	
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(87) JERRY TOROK DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(88) JOHN CARDENAS DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(89) JOHNNY CRONIN DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(90) FRANK MADERO REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(91) MARK DUMESNIL DELEGATE TRUSTEE	0.00	X					0.	0.	0.	
(92) MICKEY EASTMAN REGULAR TRUSTEE	0.00	X					0.	0.	0.	
(93) ROBERT STOKES PRESIDENT	40.00			X			118,450.	0.	0.	
(94) JAMES DOYLE CHAIRMAN	0.00			X			0.	0.	0.	
(95) GEORGE PONTIKES 1ST VICE CHAIR	0.00			X			0.	0.	0.	
(96) TIMOTHY LOVE 2ND VICE CHAIR	0.00			X			0.	0.	0.	
(97) TRACEE JONES TREASURER	0.00			X			0.	0.	0.	
(98) GUY ROBERT JACKSON TREASURER	0.00			X			0.	0.	0.	
(99) MELINDA KILPATRICK SECRETARY	0.00			X			0.	0.	0.	
(100) BILL KING IMMEDIATE PAST CHAIRMAN	0.00			X			0.	0.	0.	
Total to Part VII, Section A, line 1c							118,450.			

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 16,993.					
	b Membership dues	1b 101,159.					
	c Fundraising events	1c 124,714.					
	d Related organizations	1d					
	e Government grants (contributions)	1e 1391752.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1615852.					
	g Noncash contributions included in lines 1a-1f: \$	194,639.					
	h Total. Add lines 1a-1f		3250470.				
	Program Service Revenue	2 a _____	Business Code				
		b _____					
c _____							
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		2,710.			2,710.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ 124,714. of contributions reported on line 1c). See Part IV, line 18	a 33,130.					
		b Less: direct expenses	b 33,131.				
c Net income or (loss) from fundraising events			-1.			-1.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a 1,659.						
	b Less: cost of goods sold	b 1,712.					
	c Net income or (loss) from sales of inventory		-53.			-53.	
Miscellaneous Revenue		Business Code					
11 a _____							
	b _____						
	c _____						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions.			3253126.	0.	-53.	2,709.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	118,450.	71,756.	29,675.	17,019.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	443,813.	353,507.	41,407.	48,899.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	9,997.	8,015.	1,702.	280.
9 Other employee benefits	78,177.	3,266.	74,873.	38.
10 Payroll taxes	55,447.	36,462.	13,338.	5,647.
11 Fees for services (non-employees):				
a Management				
b Legal	22,598.	22,598.		
c Accounting	14,514.		14,514.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	1,321,648.	1,288,483.	2,665.	30,500.
12 Advertising and promotion	53,451.	48,004.	460.	4,987.
13 Office expenses	309,478.	252,196.	17,838.	39,444.
14 Information technology	4,618.	14.	4,384.	220.
15 Royalties				
16 Occupancy	53,206.	36,247.	16,959.	
17 Travel	38,120.	35,315.	1,367.	1,438.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,990.	1,555.	360.	75.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	10,927.		10,927.	
23 Insurance	58,385.	27,891.	26,972.	3,522.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a EVENTS	99,095.	88,466.	1,821.	8,808.
b MEMBERSHIP DUES	18,518.	15,817.	1,690.	1,011.
c LICENSES & PERMITS	13,770.	13,757.	13.	
d COMMITTEE EXPENSES	5,206.	3,869.	966.	371.
e All other expenses	13,545.	3,403.	1,080.	9,062.
25 Total functional expenses. Add lines 1 through 24e	2,744,953.	2,310,621.	263,011.	171,321.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	2.	1	2.	1
	2 Savings and temporary cash investments	514,758.	2	1,058,762.	2
	3 Pledges and grants receivable, net		3		3
	4 Accounts receivable, net	343,278.	4	317,752.	4
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		5
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		6
	7 Notes and loans receivable, net		7		7
	8 Inventories for sale or use	1,712.	8	0.	8
	9 Prepaid expenses and deferred charges	7,071.	9	7,091.	9
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 752,038.			
	b Less: accumulated depreciation	10b 150,556.	606,329.	10c	601,482.
	11 Investments - publicly traded securities		11		11
	12 Investments - other securities. See Part IV, line 11		12		12
	13 Investments - program-related. See Part IV, line 11		13		13
	14 Intangible assets		14		14
	15 Other assets. See Part IV, line 11		15		15
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,473,150.	16	1,985,089.	16	
Liabilities	17 Accounts payable and accrued expenses	58,594.	17	87,360.	17
	18 Grants payable		18		18
	19 Deferred revenue		19		19
	20 Tax-exempt bond liabilities		20		20
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		22
	23 Secured mortgages and notes payable to unrelated third parties		23		23
	24 Unsecured notes and loans payable to unrelated third parties	25,000.	24	0.	24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		25
	26 Total liabilities. Add lines 17 through 25	83,594.	26	87,360.	26
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	923,825.	27	929,506.	27
	28 Temporarily restricted net assets	399,631.	28	902,123.	28
	29 Permanently restricted net assets	66,100.	29	66,100.	29
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		30
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		31
	32 Retained earnings, endowment, accumulated income, or other funds		32		32
	33 Total net assets or fund balances	1,389,556.	33	1,897,729.	33
34 Total liabilities and net assets/fund balances	1,473,150.	34	1,985,089.	34	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,253,126.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,744,953.
3	Revenue less expenses. Subtract line 2 from line 1	3	508,173.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,389,556.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,897,729.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization GALVESTON BAY FOUNDATION	Employer identification number 76-0279876
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,712,211.	1,283,986.	2,152,888.	2,214,551.	3,250,470.	10,614,106.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,712,211.	1,283,986.	2,152,888.	2,214,551.	3,250,470.	10,614,106.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						816,787.
6 Public support. Subtract line 5 from line 4.						9,797,319.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	1,712,211.	1,283,986.	2,152,888.	2,214,551.	3,250,470.	10,614,106.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	32,367.	11,213.	3,961.	3,758.	2,710.	54,009.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						10,668,115.
12 Gross receipts from related activities, etc. (see instructions)					12	130,367.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	91.84	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	91.02	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

GALVESTON BAY FOUNDATION

76-0279876

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization GALVESTON BAY FOUNDATION	Employer identification number 76-0279876
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOUSTON ENDOWMENT, INC. 600 TRAVIS SUITE 6400 HOUSTON, TX 77002	\$ 180,367.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY TX 111 EAST LOOP NORTH HOUSTON, TX 77029	\$ 342,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	SHELL OIL COMPANY 910 LOUISIANA SUITE 2224A HOUSTON, TX 77002	\$ 77,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	NRG TEXAS 1201 FANNIN ST. HOUSTON, TX 77002	\$ 127,725.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	LONE STAR CHAPTER, SIERRA CLUB SETTLEMENT P.O. BOX 1931 AUSTIN, TX 78767	\$ 206,316.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization GALVESTON BAY FOUNDATION	Employer identification number 76-0279876
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	SMOOTH CORDGRASS, MANGROVES, BITTER PANICUM AND MARSH-HAY CORDGRASS	\$ 127,725.	12/31/11
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization GALVESTON BAY FOUNDATION	Employer identification number 76-0279876
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2011

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

Open to Public Inspection

▶ **See separate instructions.**

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization GALVESTON BAY FOUNDATION	Employer identification number 76-0279876
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2011

LHA

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			0.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

GALVESTON BAY FOUNDATION

Employer identification number

76-0279876

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a 4
b Total acreage restricted by conservation easements	2b 103.37
c Number of conservation easements on a certified historic structure included in (a)	2c 0
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d 0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ 0

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 35

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 1,022.

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIV.

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

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

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

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

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		542,774.		542,774.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		209,264.	150,556.	58,708.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				601,482.

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

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

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

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

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

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

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

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

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,253,126.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,744,953.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	508,173.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	508,173.

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

1	Total revenue, gains, and other support per audited financial statements	1	3,253,126.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	3,253,126.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,253,126.

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

1	Total expenses and losses per audited financial statements	1	2,744,953.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	2,744,953.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,744,953.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART II, LINE 9: AT THE END OF THE YEAR THE ORGANIZATION HELD 4

EASEMENTS TOTALING 103.37 ACRES (32.04, 2.91, 31.39, AND 37.03 ACRES), ALL

IN GALVESTON COUNTY, TEXAS. THERE WERE NO EASEMENTS MODIFIED, SOLD,

TRANSFERRED, RELEASED OR TERMINATED DURING THE YEAR. THERE WERE NO

EASEMENTS ON BUILDINGS OR STRUCTURES THAT ENCUMBER A GOLF COURSE OR

PORTIONS OF A GOLF COURSE. THERE WERE 3 EASEMENTS WITHIN OR ADJACENT TO

RESIDENTIAL DEVELOPMENTS AND HOUSING SUBDIVISIONS, INCLUDING EASEMENTS

RELATED TO THE DEVELOPMENT OF PROPERTY. THERE WERE NO CONSERVATION

Part XIV Supplemental Information (continued)

EASEMENTS THAT WERE ACQUIRED IN A TRANSACTION DESCRIBED UNDER PURCHASE OF REAL PROPERTY FROM CHARITABLE ORGANIZATIONS IN NOTICE 2004-41. THERE WERE 4 EASEMENTS, 103.37 ACRES, THAT WERE MONITORED BY PHYSICAL INSPECTION OR OTHER MEANS DURING THE TAX YEAR. THERE WERE 35 STAFF HOURS AND \$1022 EXPENSES INCURRED FOR THE MONITORING AND ENFORCING OF NEW OR EXISTING EASEMENTS DURING THE TAX YEAR. THERE WERE NO EASEMENTS ON BUILDINGS OR STRUCTURES ACQUIRED AFTER AUGUST 17, 2006.

THE FOUNDATION ASSIGNS NO VALUE TO CONSERVATION EASEMENTS FOR WHICH IT HAS NO OWNERSHIP RIGHTS OTHER THAN MONITORING AND ENFORCING THE EASEMENT TO PROTECT AND CONSERVE THE PROPERTY. THE COSTS ASSOCIATED WITH THE FOUNDATION'S MONITORING AND ENFORCEMENT ARE RECORDED AS EXPENSES WHEN THEY ARE INCURRED.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		LUNCHEON	REDFISH RAFT-UP	3	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	121,426.	10,531.	25,887.	157,844.
	2 Less: Charitable contributions	96,051.	7,994.	20,669.	124,714.
	3 Gross income (line 1 minus line 2)	25,375.	2,537.	5,218.	33,130.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	17,520.	379.	800.	18,699.
	8 Entertainment			600.	600.
	9 Other direct expenses	7,855.	2,158.	3,819.	13,832.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(33,131)
	11 Net income summary. Combine line 3, column (d), and line 10				-1.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				(_____)	
8 Net gaming income summary. Combine line 1, column d, and line 7					

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:

13a		%
13b		%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17** Mandatory distributions:
 - a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **GALVESTON BAY FOUNDATION** Employer identification number **76-0279876**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>PLANTS AND SU</u>)	X	1	127,725.	FAIR MARKET VALUE AS
26 Other ▶ (<u>REEF RESTORAT</u>)	X	4	35,939.	FAIR MARKET VALUE AS
27 Other ▶ (<u>FORGIVENESS O</u>)	X	1	25,000.	FAIR MARKET VALUE OF
28 Other ▶ (<u>LEGAL FEES</u>)	X	1	22,598.	FAIR MARKET VALUE AS

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

PART I, OTHER TYPES OF PROPERTY:

MISC SMALL IN-KIND CONTRIBUTIONS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 8

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 8378.

(D) METHOD OF DETERMINING REVENUE: FAIR MARKET VALUE AS DETERMINED BY DONO

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

GALVESTON BAY FOUNDATION

Employer identification number

76-0279876

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

RESOURCES OF THE GALVESTON BAY ESTUARINE SYSTEM AND ITS TRIBUTARIES FOR
PRESENT USERS AND FOR POSTERITY. ITS PROGRAMS IN ADVOCACY,
CONSERVATION, EDUCATION, AND RESEARCH STRIVE TO ENSURE THAT GALVESTON
BAY REMAINS A BEAUTIFUL AND PRODUCTIVE PLACE FOR GENERATIONS TO COME.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

PROGRAM.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

REMOVAL PROGRAM; COORDINATED A TRASH BASH SITE ON ARMAND BAYOU, WITH
855 VOLUNTEERS COLLECTING OVER 600 BAGS OF TRASH AND OVER 250 BAGS OF
RECYCLABLE ITEMS FROM THE ARMAND BAYOU WATERSHED; HOSTED MARSH MANIA
EVENTS, WITH 373 VOLUNTEERS PLANTING NEARLY FIVE ACRES OF MARSH AND
SEAGRASS HABITAT AT SEVEN SITES AROUND GALVESTON BAY; CELEBRATED
NATIONAL ESTUARIES DAY AT DICKINSON BAY ISLAND WITH 58 VOLUNTEERS
PLANTING MANGROVES AND PICKING UP AN ESTIMATED 2,500 POUNDS OF TRASH
AND DEBRIS; SEEDED FIVE ACRES OF REEF PADS WITH 180 BAGS OF GARDENED
OYSTERS FROM THE SAN LEON, BAYVIEW, AND KEMAH COMMUNITIES; AND
COLLECTED OVER 17 TONS OF DISCARDED OYSTER SHELL FROM ONE RESTAURANT
THROUGH THE PILOT GALVESTON BAY OYSTER SHELL RECYCLING PROGRAM.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

OUTREACH PARTNERSHIP WITH NATIONAL WILDLIFE FEDERATION AND THE LONE
STAR CHAPTER OF SIERRA CLUB, TCEQ RECEIVED OVER 2,000 COMMENT LETTERS
CALLING FOR STRONGER STANDARDS FOR GALVESTON BAY AND ITS TRIBUTARIES

Name of the organization GALVESTON BAY FOUNDATION	Employer identification number 76-0279876
--	--

THAN THOSE PROPOSED BY TCEQ. GBF PARTICIPATED IN THE TEXAS LIVING WATERS PARTNERSHIP WATER CONSERVATION ROUNDTABLE WITH AREA UTILITIES AND STAKEHOLDERS AND USED THE RESULTS AND FINDINGS, PARTICULARLY THE FINDINGS ON WATER CONSERVATION VS. UTILITY REVENUE, TO BEGIN DESIGNING A WATER FOOTPRINT CONSERVATION PROJECT WITH A LOCAL UTILITY. UNDER THE DIRECT COORDINATION OF THE EPA, WE OVERSAW THE COMPLETION OF THE INTERMEDIATE CAPPING OF THE SAN JACINTO RIVER WASTE PITS SUPERFUND SITE AND CONTINUED SERVICE ON THE COMMUNITY AWARENESS COMMITTEE. GBF ALSO BEGAN WORKING WITH THE CENTRAL TEXAS COASTAL AREA COMMITTEE (CTCAC) TO BECOME THE LEAD VOLUNTEER-COORDINATING ORGANIZATION IN CASE OF AN OIL SPILL WITHIN THE HOUSTON-GALVESTON AREA.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

RESEARCH

EXPENSES \$ 1,291. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: TWO MARRIED COUPLES SIT ON THE BOARD AS TRUSTEES OF THE ORGANIZATION AND TWO OTHER TRUSTEES ARE PARTNERS OF THE SAME LAW FIRM.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 WAS ELECTRONICALLY DISTRIBUTED TO THE EXECUTIVE COMMITTEE PRIOR TO FILING AND IS REVIEWED IN DETAIL WITH THE FINANCE AND AUDIT COMMITTEE OF THE BOARD PRIOR TO FILING. THE BUDGET AND AUDIT COMMITTEE REVIEWES BOTH THE FORM 990 AND THE INDEPENDENT ANNUAL AUDIT AND PRESENTS A REPORT TO THE FULL EXECUTIVE COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 12C: BOARD HAS TO SIGN AND ACKNOWLEDGE

Name of the organization
GALVESTON BAY FOUNDATION

Employer identification number
76-0279876

A WRITTEN CONFLICT OF INTEREST POLICY ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE LOOKS AT OUTSIDE DATA SOURCES LIKE CHARITY NAVIGATOR OR THE LOCAL UNITED WAY WAGES AND BENEFITS SUMMARY. THEY ALSO BASE THEIR DECISIONS ON PERSONAL KNOWLEDGE AND EXPERIENCE WITH OTHER ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 19: AVAILABLE UPON REQUEST.

FORM 990, PAGE 12, PART XII, LINE 2C:

THE TREASURER IS REQUIRED TO CHAIR THE COMMITTEE AND OTHER QUALIFIED BOARD MEMBERS ARE INVITED TO JOIN THE COMMITTEE BY THE TREASURER.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	LAND											
82	FROST DEAN PROPERTY CONTRIBUTED SHIPE PROPERTY	070791	L			38,150.			38,150.			0.
83	CONTRIBUTED HERON PLACE/RICH	122791	L			42,940.			42,940.			0.
84	SANCTUARY SWEETWATER,	051492	L			101,420.			101,420.			0.
85	GALVESTON ISLAND	061597	L			978.			978.			0.
86	PIERCE MARSH-1/3 INTEREST	061597	L			3,500.			3,500.			0.
87	PIERCE MARSH-SMU STROTHER	012098	L			3,500.			3,500.			0.
88	TIMBERLANDS	060598	L			198,446.			198,446.			0.
95	132.2 ACRES LAND IN JOHN SELLERS SURVE	123105	L			66,100.			66,100.			0.
136	WRIGHT PRESERVE	123108	L			240.			240.			0.
137	BURNET BAY	123109	L			87,500.			87,500.			0.
	* 990 PAGE 10 TOTAL - LAND					542,774.		0.	542,774.	0.	0.	0.
	OFFICE EQUIPMENT											
1	COMPUTER DESK GIFT	123196	SL	7.00	16	125.			125.	125.		0.
2	PRINTER DESK GIFT	123196	SL	7.00	16	75.			75.	75.		0.
89	ADOBE ILLUSTRATOR SOFTWARE PURCH	061102	SL	7.00	16	470.			470.	470.		0.
90	PHONE SYSTEM-GENESIS TELE	123002	SL	7.00	16	3,373.			3,373.	3,259.		0.
91	GENESIS TEL-APS W/VOICEMAIL	012903	SL	7.00	16	5,059.			5,059.	5,059.		0.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
92	DIGITAL PROJECTOR DELL PRESCISION	080503	SL	5.00	16	1,900.			1,900.	1,900.		0.
93	(SERVER)	060204	SL	5.00	16	2,415.			2,415.	2,059.		0.
96	2 DELL COMPUTERS	030806	SL	5.00	16	3,038.			3,038.	2,745.		293.
97	PRINTER - B STOKES	060806	SL	5.00	16	120.			120.	110.		10.
98	PRINTER - P SMITH	062306	SL	5.00	16	90.			90.	81.		9.
99	OFFICE EQUIPMENT MULTI FUNCTION	072806	SL	7.00	16	267.			267.	183.		38.
101	PRINTER, COPY, FAX, LAPTOP COMPUTER AND	020608	SL	5.00	16	1,659.			1,659.	968.		332.
102	COLOR PRINTER DELL LAPTOP &	050608	SL	5.00	16	2,414.			2,414.	1,288.		483.
103	SOFTWARE DELL LAPTOP &	100708	SL	5.00	16	1,822.			1,822.	819.		364.
104	SOFTWARE CORDLESS DESKTOP	102808	SL	5.00	16	914.			914.	396.		183.
105	MX3200 LASER	120208	SL	5.00	16	511.			511.	213.		102.
106	COMPUTER DESK	081009	SL	5.00	16	883.			883.	236.		177.
107	COMPUTER DESK QUICKBOOKS	120909	SL	5.00	16	748.			748.	150.		150.
108	ENTERPRISE AND INST	072910	SL	3.00	16	1,232.			1,232.	205.		411.
109	DATABASE	083110	SL	3.00	16	4,000.			4,000.	556.		1,333.
110	BOB'S LAPTOP	091910	SL	5.00	16	1,166.			1,166.	58.		233.
111	OPTI 320 - BOB'S LAPTOP	091910	SL	5.00	16	132.			132.	7.		26.
112	BOB'S MONITOR	080110	SL	5.00	16	169.			169.	14.		34.

2011 DEPRECIATION AND AMORTIZATION REPORT

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
113	CDW ADOBE LICENSE FOR BOB	101910	SL	3.00	16	154.			154.	13.		51.
114	FRYS:BLUETOOTH KEYBOARD AND MOUSE	110110	SL	5.00	16	150.			150.	5.		30.
115	POS TERMINAL CREDIT CARD MACHINE	050410	SL	5.00	16	850.			850.	113.		170.
116	ADOBE DESIGN PREMIUM	020210	SL	3.00	16	587.			587.	179.		196.
117	NEW SWITCH AND ROUTER	093010	SL	5.00	16	370.			370.	19.		74.
118	CONFERENCE PHONE	061010	SL	5.00	16	303.			303.	35.		61.
119	CONFERENCE PHONE	061010	SL	5.00	16	303.			303.	35.		61.
120	CONFERENCE PHONE	061010	SL	5.00	16	303.			303.	35.		61.
121	GENESIS CONF PHONE	080110	SL	5.00	16	247.			247.	21.		49.
122	COMPUTER PRINTER AND CABLE	090210	SL	5.00	16	177.			177.	12.		35.
123	ADOBE LICENSE FOR EMILY	122810	SL	5.00	16	146.			146.	2.		29.
124	DOCKING STATION	090210	SL	5.00	16	120.			120.	8.		24.
125	HANDHELD GPS UNIT	120110	SL	5.00	16	220.			220.	4.		44.
126	BOB'S MONITOR	121910	SL	5.00	16	408.			408.			82.
127	INTEM COMPUTER (EMILY)	121910	SL	5.00	16	821.			821.			164.
138	BOOK/TAX DIFFERENCE	063010		.000	16	3.			3.	-618.		-635.
	* 990 PAGE 10 TOTAL - OFFICE EQUIPMENT FURNITURE AND FIXTURES					37,744.		0.	37,744.	20,839.	0.	4,674.

2011 DEPRECIATION AND AMORTIZATION REPORT

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
3	EXECUTIVE DESK GIFT MATCHING CREDENZA	11/21/96	SL	5.00	16	500.			500.	500.		0.
4	GIFT LEGAL FILING	11/21/96	SL	5.00	16	250.			250.	250.		0.
5	CABINETS GIFT DONATED OFFICE	11/21/96	SL	5.00	16	100.			100.	100.		0.
100	FURNITURE MINI-BLINDS FOR	01/31/07	SL	5.00	16	2,650.			2,650.	2,076.		530.
132	BACK OFFICE	02/02/10	SL	5.00	16	165.			165.	30.		33.
	* 990 PAGE 10 TOTAL - FURNITURE AND FI					3,665.		0.	3,665.	2,956.	0.	563.
6	SCIENTIFIC EQUIPMENT PURCHASED	06/15/90	SL	5.00	16	843.			843.	843.		0.
7	SCIENTIFIC EQUIPMENT PURCHASED	06/15/91	SL	5.00	16	636.			636.	636.		0.
8	SCIENTIFIC EQUIPMENT PURCHASED	06/15/91	SL	5.00	16	155.			155.	155.		0.
9	SCIENTIFIC EQUIPMENT PURCHASED	06/15/91	SL	5.00	16	282.			282.	282.		0.
10	SCIENTIFIC EQUIPMENT PURCHASED	06/15/92	SL	5.00	16	106.			106.	106.		0.
11	SCIENTIFIC EQUIPMENT PURCHASED	06/15/92	SL	5.00	16	419.			419.	419.		0.
12	SCIENTIFIC EQUIPMENT PURCHASED	06/15/92	SL	5.00	16	5,365.			5,365.	5,365.		0.
13	SCIENTIFIC EQUIPMENT PURCHASED	06/15/92	SL	5.00	16	1,085.			1,085.	1,085.		0.
14	SCIENTIFIC EQUIPMENT PURCHASED	06/15/93	SL	5.00	16	4,590.			4,590.	4,590.		0.
15	SCIENTIFIC EQUIPMENT LAMOTTE SCIENTIFIC	06/15/94	SL	5.00	16	10,399.			10,399.	10,399.		0.
16	EQUIPMENT	02/13/95	SL	5.00	16	1,262.			1,262.	1,262.		0.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
17	KLEIDER, INC. SCIENTIFIC EQUIP	021395	SL	5.00	16	161.			161.	161.		0.
18	DELRAFT SCIENTIFIC EQUIP	021795	SL	5.00	16	136.			136.	136.		0.
19	HOUGALV AREA COUNCIL SCIENTIFIC	081895	SL	5.00	16	1,974.			1,974.	1,974.		0.
20	MILLIPORE SCIENTIFIC EQUIP.	092295	SL	5.00	16	1,517.			1,517.	1,517.		0.
21	HACH CO SCIENTIFIC EQUIP	092895	SL	5.00	16	15.			15.	15.		0.
22	LAMOTTE SCIENTIFIC EQUIPMENT	100495	SL	5.00	16	298.			298.	298.		0.
23	MILLIPORE SCIENTIFIC EQUIP.	100695	SL	5.00	16	560.			560.	560.		0.
24	DELRAFT SCIENTIFIC EQUIP	100695	SL	5.00	16	52.			52.	52.		0.
25	L SHEAD SCIENTIFIC EQUIP	111095	SL	5.00	16	33.			33.	33.		0.
26	DB-EQUIPMENT PURCHASED	080796	SL	5.00	16	44.			44.	44.		0.
27	DB-EQUIPMENT PURCHASED	080796	SL	5.00	16	18.			18.	18.		0.
28	EQUIP-NPS PURCHASED EQUIP-OUTDOOR	072197	SL	5.00	16	1,785.			1,785.	1,785.		0.
29	EDUCATION PURCHASED CONDUCTIVITY METERS	072197	SL	5.00	16	373.			373.	373.		0.
30	(4) CONTRIBUTED WATER QUALITY	021597	SL	5.00	17	222.			222.	222.		0.
31	MONITORING EQUIP CO * 990 PAGE 10 TOTAL	051597	SL	5.00	17	750.			750.	750.		0.
	- SCIENTIFIC EQUIP					33,080.		0.	33,080.	33,080.	0.	0.
32	EDUCATION EQUIPMENT PURCHASED LESS: SCIENTIFIC POR	061590	SL	5.00	16	3,652.			3,652.	3,652.		0.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
33	PURCHASED CONTRIBUTED	061591	SL	5.00	16	164.			164.	164.		0.
44	EDUCATION EQUIPMENT PURCHASE EDUCATION	061591	SL	5.00	16	400.			400.	400.		0.
45	EQUIPMENT CONTRIBUTED	061592	SL	5.00	16	820.			820.	820.		0.
46	EDUCATION EQUIPMENT PURCHASE EDUCATION	061592	SL	5.00	16	410.			410.	410.		0.
47	EQUIPMENT CONTRIBUTED	061593	SL	5.00	16	850.			850.	850.		0.
48	EDUCATION EQUIPMENT PURCHASE EDUCATION	061593	SL	5.00	16	598.			598.	598.		0.
49	EQUIPMENT ELECTRONIC PARTS	021095	SL	5.00	16	300.			300.	300.		0.
50	OUTLET EDUC EQUIP LAMOTTE EDUCATION	081795	SL	5.00	16	4.			4.	4.		0.
51	EQUIPMENT PRINTER UPGRADE	112895	SL	5.00	16	5.			5.	5.		0.
52	PURCHASE COMPUTER EQUIP	043096	SL	5.00	16	180.			180.	180.		0.
53	Homepage PURCHASE PROJECTOR-EDUC	101196	SL	5.00	16	586.			586.	586.		0.
54	EQUIP-PURCHASE DOCUMENT CASES-EDUC	102596	SL	5.00	16	160.			160.	160.		0.
55	EQUIP-GIFT ELECTRONIC PARTS	063096	SL	5.00	16	60.			60.	60.		0.
56	OUTLET EDUC EQUIP CAMERA &	031897	SL	5.00	16	70.			70.	70.		0.
57	SUPPLIES-EDUC EQUIP EXPO DISPLAYS EDUC	051997	SL	5.00	16	182.			182.	182.		0.
58	EQUIP PURCH VCR EDUCATION EQUIP	082798	SL	5.00	16	2,461.			2,461.	2,461.		0.
59	PURCH ANSWERING MACHINE	082898	SL	5.00	16	300.			300.	300.		0.
60	EDUC EQUIP PURCH	082898	SL	5.00	17	18.			18.	18.		0.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
61	87-MM-TNRCC/GB CAMERA ED EQUIP PUR	101600	SL	5.00	16	620.			620.	620.		0.
128	CAMCORDER AND SUPPLIES FOR BWEC V	020210	SL	5.00	16	614.			614.	113.		123.
129	RECLASS COMCORDER & SUPPLIES FOR BWEC	053110	SL	5.00	16	199.			199.	23.		40.
130	SAMY'S:DM100 DIRECTION MICROPHON	080110	SL	5.00	16	157.			157.	13.		31.
139	INFLATABLE START/FINISH LINE A	093011	SL	5.00	16	6,080.			6,080.			608.
	* 990 PAGE 10 TOTAL - EDUCATION EQUIPM					18,890.		0.	18,890.	11,989.	0.	802.
62	CANOE EQUIPMENT CANOE EQUIPMENT PURCHASED	061593	SL	5.00	16	407.			407.	407.		0.
63	CANOE EQUIPMENT PURCHASED	061594	SL	5.00	16	184.			184.	184.		0.
64	CANOE GEAR PURCHASED	022495	SL	5.00	16	450.			450.	450.		0.
65	CANOE GEAR PURCHASED	030295	SL	5.00	16	45.			45.	45.		0.
66	LIFE VESTS-CANOE EQUIP-PURCH	091696	SL	5.00	16	12.			12.	12.		0.
67	MOHAWK CANOES PURCH	071397	SL	5.00	17	3,564.			3,564.	3,564.		0.
68	MOHAWK CANOE PADDLES PURCH	073197	SL	5.00	16	268.			268.	268.		0.
69	CANOE TRAILER PURCH	073097	SL	5.00	16	1,525.			1,525.	1,525.		0.
	* 990 PAGE 10 TOTAL - CANOE EQUIPMENT					6,455.		0.	6,455.	6,455.	0.	0.
70	BAY RANGER EQUIPMENT HULL CONTRIBUTED	061591	SL	20.00	16	25,510.			25,510.	24,554.		956.

2011 DEPRECIATION AND AMORTIZATION REPORT

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
71	HYDRAULIC STEERING CONTRIBUTED	061591	SL	20.00	16	1,200.			1,200.	1,155.		45.
72	OTHER CONTRIBUTED CONTRIBUTED BAY	061591	SL	5.00	16	13,805.			13,805.	13,805.		0.
73	RANGER EQUIP	061592	SL	10.00	16	400.			400.	400.		0.
74	BOAT ADDONS PURCH	061593	SL	20.00	16	1,787.			1,787.	1,560.		89.
75	MOTOR-PURCHASED CONTRIBUTED BAY	061593	SL	5.00	16	5,500.			5,500.	5,500.		0.
76	RANGER EQUIP	061593	SL	20.00	16	75.			75.	68.		4.
77	ACRYLIC DOORS	061595	SL	20.00	16	400.			400.	300.		20.
78	WINDSHIELD	061595	SL	20.00	16	179.			179.	135.		9.
79	EQUIPMENT PURCH POWER HEAD BAY	091296	SL	5.00	16	38.			38.	38.		0.
80	RANGER EQUIP PURCH 2010	081999	SL	5.00	16	2,700.			2,700.	2,700.		0.
133	SEAARK/EVINRUDE E90	062310	SL	20.00	16	21,480.			21,480.			1,074.
	* 990 PAGE 10 TOTAL - BAY RANGER EQUIP					73,074.		0.	73,074.	50,215.	0.	2,197.
	CONSERVATION EQUIPMENT											
	* 990 PAGE 10 TOTAL - CONSERVATION EQU					0.		0.	0.	0.	0.	0.
	AUTO & TRUCKS PURCHASE 2003											
131	SUBURBAN	061010	SL	5.00	16	8,956.			8,956.	1,045.		1,791.
	* 990 PAGE 10 TOTAL - AUTO & TRUCKS					8,956.		0.	8,956.	1,045.	0.	1,791.
	MISCELLANEOUS											

2011 DEPRECIATION AND AMORTIZATION REPORT

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
81	MICROFICHE/MAPS & SHEETS GIFT	06/30/96	SL	20.00	16	18,000.			18,000.	13,050.		900.
94	PAINTINGS - ARTWORKS	12/08/05	NC	.000		9,400.			9,400.			0.
	* 990 PAGE 10 TOTAL - MISCELLANEOUS					27,400.		0.	27,400.	13,050.	0.	900.
	NEW ACQUISITIONS											
	* 990 PAGE 10 TOTAL - NEW ACQUISITIONS					0.		0.	0.	0.	0.	0.
	DISPOSALS											
	* 990 PAGE 10 TOTAL - DISPOSALS					0.		0.	0.	0.	0.	0.
	* GRAND TOTAL 990 PAGE 10 DEPR					752,038.		0.	752,038.	139,629.	0.	10,927.

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

2011

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning _____, and ending _____

A <input type="checkbox"/> Check box if address changed	B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) GALVESTON BAY FOUNDATION Number, street, and room or suite no. If a P.O. box, see instructions. 17330 HIGHWAY 3 City or town, state, and ZIP code WEBSTER, TX 77598	D Employer identification number (Employees' trust, see instructions.) 76-0279876 E Unrelated business activity codes (See instructions.) 424000
C Book value of all assets at end of year 1,985,089.		F Group exemption number (See instructions.) ▶ G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust		

H Describe the organization's primary unrelated business activity. **▶** **SEE STATEMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? **▶** Yes No
 If "Yes," enter the name and identifying number of the parent corporation. **▶**

J The books are in care of **▶** **THE ACCOUNTANT** Telephone number **▶** **281-332-3381**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales 1,659.			
b Less returns and allowances c Balance ▶	1c 1,659.		
2 Cost of goods sold (Schedule A, line 7)	2 1,712.		
3 Gross profit. Subtract line 2 from line 1c	3 -53.		-53.
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13 -53.		-53.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	0.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-53.
31 Net operating loss deduction (limited to the amount on line 30)	31	0.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-53.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-53.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
36 Trusts Taxable at Trust Rates. See instructions for tax computation.
37 Proxy tax. See instructions
38 Alternative minimum tax
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)
41 Subtract line 40e from line 39
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other
43 Total tax. Add lines 41 and 42
44a Payments: A 2010 overpayment credited to 2011
45 Total payments. Add lines 44a through 44g
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid
49 Enter the amount of line 48 you want: Credited to 2012 estimated tax Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country?
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust?
3 Enter the amount of tax-exempt interest received or accrued during the tax year

Schedule A - Cost of Goods Sold. Enter method of inventory valuation COST

1 Inventory at beginning of year 1,712.
2 Purchases
3 Cost of labor
4a Additional section 263A costs
4b Other costs (attach schedule)
5 Total. Add lines 1 through 4b 1,712.
6 Inventory at end of year
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 1,712.
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No X

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

Sign Here
Signature of officer: JUDITH KAY JAGE
Date: 11/15/12
Title: PRESIDENT
May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Paid Preparer Use Only
Print/Type preparer's name: JUDITH KAY JAGE
Preparer's signature: JUDITH KAY JAGE
Date: 11/15/12
Check self-employed:
Firm's name: BUFFINGTON & COMPANY, P. C.
Firm's EIN: 76-0260164
Firm's address: 12012 WICKCHESTER LN, STE 430 HOUSTON, TX 77079-1228
Phone no.: 281-920-5455
PTIN: P01283658

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0.		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)
		%	
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Totals 0.		0.	0.
Total dividends-received deductions included in column 8 0.			

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals 0.			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 0.	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). 0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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SELLING OF GALVESTON ON BOARD GAMES TO RETAILERS AND CONSUMERS

TO FORM 990-T, PAGE 1

Depreciation and Amortization 990
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

GALVESTON BAY FOUNDATION

FORM 990 PAGE 10

Identifying number
 76-0279876

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	10,927.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	10,927.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	6,080.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use.....								25
26 Property used more than 50% in a qualified business use:								
	:	:	%					
	:	:	%					
	:	:	%					
27 Property used 50% or less in a qualified business use:								
	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven.....												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year:					
	:	:			
	:	:			
43 Amortization of costs that began before your 2011 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

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

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

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

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

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions GALVESTON BAY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 76-0279876
	Number, street, and room or suite no. If a P.O. box, see instructions. 17330 HIGHWAY 3	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEBSTER, TX 77598	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

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

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

THE ACCOUNTANT

• The books are in the care of **17330 HIGHWAY 3 - WEBSTER, TX 77598**
Telephone No. **281-332-3381** FAX No.

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature Title **PRESIDENT** Date

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2011, or fiscal year beginning _____, 2011, and ending _____, 20____

2011

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **See instructions.**

Name of exempt organization

Employer identification number

GALVESTON BAY FOUNDATION

76-0279876

Name and title of officer

**ROBERT STOKES
PRESIDENT**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b <u>3253126</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize **BUFFINGTON & COMPANY, P. C.** to enter my PIN **12345**
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

76802761511
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ **JUDITH KAY JAGE** Date ▶ **11/15/12**

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**