

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation MEADOWS FOUNDATION, INC.		A Employer identification number 75-6015322
Number and street (or P O box number if mail is not delivered to street address) 3003 SWISS AVENUE		B Telephone number (see instructions) (214) 826-9431
City or town, state, and ZIP code DALLAS, TX 75204-6049		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 679,220,566.		
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,796,279.	2,796,279.		
4	Dividends and interest from securities	4,288,312.	6,486,889.		
5a	Gross rents				
b	Net rental income or (loss)	16,528,446.			
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a 327,482,277.				
7	Capital gain net income (from Part IV, line 2)		20,967,536.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 2	19,210,160.	407,729.		
12	Total. Add lines 1 through 11	42,823,197.	30,658,433.		
13	Compensation of officers, directors, trustees, etc.	1,691,161.	391,555.		1,299,608.
14	Other employee salaries and wages	3,593,255.	363,865.		3,217,918.
15	Pension plans, employee benefits	2,082,621.	315,721.		1,634,514.
16a	Legal fees (attach schedule) STMT 3	125,109.	40,941.		83,712.
b	Accounting fees (attach schedule) STMT 3	177,568.	44,392.		112,115.
c	Other professional fees (attach schedule) STMT 3	8,678,194.	6,095,792.		290,080.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	276,154.	19,788.		277,532.
19	Depreciation (attach schedule) and STMT 5	1,249,898.	70,518.		
20	Occupancy	489,455.	103,132.		386,323.
21	Travel, conferences, and meetings	173,502.	26,343.		133,475.
22	Printing and publications	94,213.	2,837.		90,512.
23	Other expenses (attach schedule) STMT 6	1,848,592.	43,614.		1,778,723.
24	Total operating and administrative expenses. Add lines 13 through 23	20,479,722.	7,518,498.		9,304,512.
25	Contributions, gifts, grants paid	22,167,271.			23,666,768.
26	Total expenses and disbursements. Add lines 24 and 25	42,646,993.	7,518,498.		32,971,280.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	176,204.			
b	Net investment income (if negative, enter -0-)		23,139,935.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

1E1410 1 000

H70467 1722 10/31/2012 3:33:01 PM V 11-6

419737

5

PAGE 1

SCANNED NOV 21 2012

RECEIVED

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

8

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

NOV 19 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		13,214.	13,049.	13,049.	
	2	Savings and temporary cash investments		31,698,847.	25,977,386.	25,977,386.	
	3	Accounts receivable ▶ 830,182.					
		Less: allowance for doubtful accounts ▶		807,424.	830,182.	830,182.	
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		541,970.	372,118.	372,118.	
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 7		47,935,001.	66,486,345.	66,486,345.	
	b	Investments - corporate stock (attach schedule) STMT 7		216,541,973.	210,220,198.	210,220,198.	
	c	Investments - corporate bonds (attach schedule) STMT 7		48,778,309.	32,145,046.	32,145,046.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 5,026,055. Less: accumulated depreciation ▶ STMT 8 1,279,038.		4,786,771.	3,747,017.	3,747,017.
12		Investments - mortgage loans					
13		Investments - other (attach schedule) STMT 9		338,071,758.	308,915,288.	308,915,288.	
14		Land, buildings, and equipment basis ▶ STMT 10 1,639,488. Less: accumulated depreciation ▶ 1,316,475.		232,168.	323,013.	323,013.	
15		Other assets (describe ▶ STMT 11)		31,028,227.	30,190,924.	30,190,924.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		720,435,662.	679,220,566.	679,220,566.	
17		Accounts payable and accrued expenses		2,794,730.	1,596,223.		
18		Grants payable		15,406,534.	12,380,274.		
19		Deferred revenue					
20		Loans from officers, directors, trustees, and other disqualified persons					
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ STMT 12)		3,775,494.	3,827,130.		
	23	Total liabilities (add lines 17 through 22)		21,976,758.	17,803,627.		
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted		698,458,904.	661,416,939.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>	27	Capital stock, trust principal, or current funds				
		28	Paid-in or capital surplus, or land, bldg., and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds				
		30	Total net assets or fund balances (see instructions)		698,458,904.	661,416,939.	
	31	Total liabilities and net assets/fund balances (see instructions)		720,435,662.	679,220,566.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	698,458,904.
2	Enter amount from Part I, line 27a	2	176,204.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	698,635,108.
5	Decreases not included in line 2 (itemize) ▶ STMT 13	5	37,218,169.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	661,416,939.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT 14 AND 14a				
b					
c					
d					
e					

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	20,967,536.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	32,682,602.	655,487,911.	0.049860
2009	37,745,623.	624,492,641.	0.060442
2008	44,002,406.	806,866,752.	0.054535
2007	41,421,669.	970,920,746.	0.042662
2006	40,547,684.	872,283,354.	0.046485

2 Total of line 1, column (d)	2	0.253984
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050797
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	666,151,292.
5 Multiply line 4 by line 3	5	33,838,487.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	231,399.
7 Add lines 5 and 6	7	34,069,886.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	34,756,393.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	231,399.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	231,399.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	231,399.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011.	6a	555,394.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c		
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	555,394.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	323,995.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 323,995. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ NONE (2) On foundation managers <input checked="" type="checkbox"/> \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ NONE		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> WWW.MFI.ORG				
14	The books are in care of <input type="text"/> PAULA HERRING	Telephone no.	<input type="text"/> (214) 826-9431	
Located at <input type="text"/> 3003 SWISS AVENUE; DALLAS, TX		ZIP + 4	<input type="text"/> 75204-6049	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="text"/>	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <input type="checkbox"/>	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

Form 990-PF (2011)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		1,691,161.	492,744.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		607,930.	299,415.	0

Total number of other employees paid over \$50,000 ☐ 28

Form 990-PF (2011)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		1,660,694.
Total number of others receiving over \$50,000 for professional services		29

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 MEADOWS AWARDS FOR CHARITABLE SCHOOL PROJECTS SEE STATEMENT 1 & 18	39,839.
2 ADMINISTRATION AND OPERATION OF THE CENTER FOR COMMUNITY COOPERATION. SEE STATEMENT 1 & 19	674,570.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 WILSON HISTORIC DISTRICT SEE STATEMENTS 1 & 20	1,402,676.
2 PROGRAM RELATED LOANS SEE STATEMENTS 1 & 21	200,000.
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	1,602,676.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	333,188,950.
b	Average of monthly cash balances	1b	25,758,620.
c	Fair market value of all other assets (see instructions)	1c	317,348,158.
d	Total (add lines 1a, b, and c)	1d	676,295,728.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	676,295,728.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,144,436.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	666,151,292.
6	Minimum investment return. Enter 5% of line 5	6	33,307,565.

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

1	Minimum investment return from Part X, line 6	1	33,307,565.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	231,399.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	231,399.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33,076,166.
4	Recoveries of amounts treated as qualifying distributions	4	1,366,923.
5	Add lines 3 and 4	5	34,443,089.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,443,089.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	32,971,280.
b	Program-related investments - total from Part IX-B	1b	1,602,676.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	182,437.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,756,393.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	231,399.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,524,994.

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

Form 990-PF (2011)

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				34,443,089.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009 791,177.				
e From 2010				
f Total of lines 3a through e	791,177.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 34,756,393.				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				34,443,089.
e Remaining amount distributed out of corpus . .	313,304.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,104,481.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,104,481.			
10 Analysis of line 9:				
a Excess from 2007 . . .				
b Excess from 2008 . . .				
c Excess from 2009 . . . 791,177.				
d Excess from 2010 . . .				
e Excess from 2011 . . . 313,304.				

Form 990-PF (2011)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 22

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

SEE STATEMENT 22

c Any submission deadlines:

SEE STATEMENT 22

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

SEE STATEMENT 22

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 23				23,666,768.
Total			3a	23,666,768.
b Approved for future payment SEE STATEMENT 24				9,057,000.
Total			3b	9,057,000.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	2,796,279.
4 Dividends and interest from securities			14	4,288,312.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	16,528,446.
9 Net income or (loss) from special events . . .				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b SEE STATEMENT 25		-2,675,360.		21,885,520.
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)		-2,675,360.		45,498,557.
13 Total. Add line 12, columns (b), (d), and (e)				

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Meadows Foundation, Inc.
Index to Statements
Form 990-PF
December 31, 2011
EIN 75-6015322

Index

Description	Form 990-PF Reference	Statement Number
Summary of Qualifying Distributions by Function	Various	1
Other Income	Part I, Line 11	2
Legal, Accounting and Other Professional Fees	Part I, Line 16	3
Taxes	Part I, Line 18	4
Depreciation and Depletion	Part I, Line 19	5
Other Expenses	Part I, Line 23	6
Investments	Part II, Line 10	7
Real Estate Investments	Part II, Line 11	8
Other Investments	Part II, Line 13	9
Land, Buildings and Equipment	Part II, Line 14	10
Other Assets	Part II, Line 15	11
Other Liabilities	Part II, Line 22	12
Other Increases/Decreases in Net Assets	Part III, Line 5	13
Capital Gains and Losses on Investments	Part IV, Line 1a	14
Compensation of Directors, Officers and Trustees	Part VIII, Section 1	15
Compensation of Five Highest Paid Employees	Part VIII, Section 2	16
Five Highest Paid Independent Contractors	Part VIII, Section 3	17
Awards for Charitable Schools Program	Part IX-A, Line 1	18
Center for Community Cooperation	Part IX-A, Line 2	19
Wilson Historic District	Part IX-B, Line 1	20
Program Related Investment Loans	Part IX-B, Line 2	21
Grant Application Guidelines	Part XV, Line 2	22
Grants Paid During the Year	Part XV, Section 3a	23
Grants Approved for Future Payment	Part XV, Section 3b	24
Analysis of Other Revenue	Part XVI-A, Line 11	25

Meadows Foundation, Inc.
Summary of Qualifying Distributions by Function
Attachment to Form 990-PF
December 31, 2011
EIN 75-6015322

Statement 1

Description	Amount	Tax Return Reference
Program Expenses:		
Grants paid:		
Direct grants paid to 327 nonprofit agencies serving the needs of Texans and Texas, and to 504 high schools and middle schools in North Texas	23,666,768	Part I, Line 25(d)
Direct Charitable Activities and Operating Programs:		
Program management of The Meadows Foundation Awards for Chantable School Projects The Awards for Chantable School Projects are given to participating middle schools and high schools in 105 Texas School Districts whose students plan and carry out community service projects during the academic year. Grants awarded to schools in 2011 and reported above in Grants paid total \$251,500 - see Statement 19 .	39,839	Part IX-A, Line 1
Administration and operation of the Center for Community Cooperation, a conference facility for free-of-charge use by nonprofit, educational, and civic organizations that hold meetings and seminars designed to advance management/operational efficiencies of nonprofit agencies in North Texas. The Center serves over 35,000 persons each year Also includes administration of the Executive Suites programs that houses up to 8 non-profit organizations on a rent free basis with shared office support.	674,570	Part IX-A, Line 2 Statement 19
Program-related Investment Expense:		
Property management, maintenance, and operation of the 22-acre Wilson Historic District housing 34 nonprofit agencies in rent-free office space; includes an in-kind contribution to the City of Dallas for the maintenance of a park that is owned by the City and located within the Wilson Historic District	3,257,137	
Grants administration:		
Administrative and overhead expenditures related to the Foundation's core product of grant making to nonprofit agencies serving the needs of Texans and Texas.	3,241,906	
Total Program Expenses	\$30,880,220	
Supporting Services - Management and General Expense:	2,091,060	
Total Cash-Basis Disbursements for Charitable Purposes:	\$32,971,280	Part I, Line 26(d)
Investment in Charitable Use Assets:		
Program-related Investments:		
Improvements to program-related investment assets	427,325	Part IX-B, Line 1
Conversion of land from investment asset to program-related investment asset	975,351	
	<u>1,402,676</u>	
Program-related Loans:		
One loan to non-profit organizations	200,000	Part IX-B, Line 2 Statement 21
Other capital expenditures:		
The purchase of computer equipment and a file cabinet	<u>182,437</u>	Part XII, Line 2
Total Qualifying Distributions	<u>\$34,756,393</u>	Part XII, Line 4

Meadows Foundation, Inc.
Other Income
Form 990-PF, Part I, Line 11
December 31, 2011
EIN 75-6015322

Statement 2

Description		(a) Revenue and expenses per books	(b) Net Investment Income
Partnership Income (non-UBIT activities)		17,598,255	344,103
Value of Imputed Free Rent	(1)	1,541,686	-
Royalty Income		21,573	21,573
Class Action Settlements	(2)	34,970	34,970
PRI Loan Discount Amortization		3,093	-
Miscellaneous Income		10,583	7,083
Totals		<u>\$ 19,210,160</u>	<u>\$ 407,729</u>

(1) MFI provides facilities, utilities and other services to nonprofit organizations as tenants of the Wilson Historic District. Generally Accepted Accounting Principles (GAAP) require that imputed income be calculated and reported for the fair market value of rent provided to the tenants.

(2) MFI receives settlements from class action lawsuits as a result of MFI ownership of various stocks that are or have been in the investment portfolio. Generally, MFI's custodian handles all notifications and processes all settlements for these claims.

Meadows Foundation, Inc.
Legal Fees, Accounting Fees, and Other Professional Fees
Form 990-PF, Part I, Line 16
December 31, 2011
EIN 75-6015322

Statement 3

Description	(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes
Legal Fees	\$ 125,109	\$ 40,941	\$ 83,712
Accounting Fees	\$ 177,568	\$ 44,392	\$ 112,115
Other Professional Fees:			
Investment Manager Fees	\$ 2,020,857	\$ 2,020,857	\$ -
Passthrough Partnership Expense	5,970,929	3,627,647	-
Custodian Fees	158,061	158,061	-
Other Professional Fees	528,347	289,227	290,080
Total Other Professional Fees	\$ 8,678,194	\$ 6,095,792	\$ 290,080

Meadows Foundation, Inc.
Taxes
Form 990-PF, Part I, Line 18
December 31, 2011
EIN 75-6015322

Statement 4

Description	(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes
Excise Tax	\$ (71,408)	\$ -	\$ -
Property Tax	306,622	19,788	277,532
Unrelated Business Income Tax	40,940	-	-
Totals	\$ 276,154	\$ 19,788	\$ 277,532

Meadows Foundation, Inc.
 Depreciation and Depletion
 Form 990-PF, Part I, Line 19
 December 31, 2011
 EIN 75-6015322

Statement 5

Description	Date Acquired	Cost Basis	Beginning Accumulated Depreciation	Method of Computation	Convention	Life	Column (a) Current Year Depreciation Expense	Column (b) Allocation to Net Investment Income
<i>Included in Part II, Line 11 *</i>								
MFI Headquarters Building & Improvements	Various	\$ 2,022,456	\$ 1,214,634	S/L	HY	31 5 yr	\$ 64,404	\$ 64,404
<i>Part II, Line 14</i>								
Equipment	Various	1,307,677	1,014,594	S/L	HY	5 yr	77,705	6,114
Furniture	Various	331,811	225,919	S/L	HY	10 yr	16,717	-
<i>Included in Part II, Line 15 *</i>								
PRI Assets	Various	31,737,187	21,123,529	S/L	HY	30 yr	1,091,072	-
Totals		<u>\$ 35,399,131</u>	<u>\$ 23,578,676</u>				<u>\$ 1,249,898</u>	<u>\$ 70,518</u>

* The cost basis above excludes Land and Unrealized Gain on value of Land and Building

Meadows Foundation, Inc.
Other Expenses
Form 990-PF, Part I, Line 23
December 31, 2011
EIN 75-6015322

Statement 6

Description	(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes
Repairs & Maintenance	\$ 666,810	\$ 2,704	\$ 641,201
Center for Community Cooperation	660,312	-	657,606
Charitable School Program	2,009	-	2,009
Insurance	125,698	1,783	129,387
Equipment Rental	63,940	8,756	56,051
Utilities	158,317	3,263	155,778
Supplies	39,161	3,627	34,697
Community Relations	64,006	4,463	57,171
Dues & Registrations	56,557	16,360	36,132
Postage & Delivery Service	11,782	2,658	8,691
Miscellaneous	-	-	-
Totals	<u>\$ 1,848,592</u>	<u>\$ 43,614</u>	<u>\$ 1,778,723</u>

Meadows Foundation, Inc.
Investments
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7

Note: See detailed holdings in Statement 7a

	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
<u>Line 10(a) U.S. and State Government Obligations</u>			
Government Bonds	\$ -	\$ 12,832,930	\$ 12,832,930
Government Agencies	47,935,001	53,653,415	53,653,415
Totals Line 10(a)	\$ 47,935,001	\$ 66,486,345	\$ 66,486,345
<u>Line 10(b) Corporate Stock</u>			
Common Stocks	\$ 142,109,975	\$ 147,199,591	\$ 147,199,591
Preferred Stocks	21,915,650	750,983	750,983
Convertible Stocks	1,274,625	-	-
Collective Trusts/Mutual Funds, Other	51,241,723	62,269,624	62,269,624
Totals Line 10(b)	\$ 216,541,973	\$ 210,220,198	\$ 210,220,198
<u>Line 10(c) Corporate Bonds</u>			
Corporate Bonds	\$ 105,972	\$ -	\$ -
Commercial Mortgage-Backed	2,987	-	-
Collective Trusts/Mutual Funds, Other	48,669,350	\$ 32,145,046	32,145,046
Totals Line 10(c)	\$ 48,778,309	\$ 32,145,046	\$ 32,145,046

Meadows Foundation, Inc.
Investments - Detail Holdings
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7a

Holdings	Ending Fair Market Value
Line 10(a) U.S. and State Government Obligations	
Government Agencies	
CF SSGA US TREASURY 3-10 YEAR INDX NL QPCTF (CM2RNON) FD	\$ 35,544,818
MFO VANGUARD LONG-TERM TREAS FD ADMIRAL SH #583	18,108,597
Government Bonds	
US TREASURY BONDS	\$ 12,832,930
Totals Line 10(a)	\$ 66,486,345
Line 10(b) Corporate Stock	
Common Stocks	
BOART LONGYEAR NPV	\$ 114,800
CSL LTD NPV	104,980
ILUKA RESOURCES NPV	252,661
METCASH LIMITED NPV	257,620
NEWCREST MINING LTD NPV	81,934
REGIS RESOURCES LT NPV	112,965
SIGMA PHARMACEUTICALS LTD NPV	106,964
SUNCORP GROUP LTD NPV	170,964
WESFARMERS LTD NPV	45,365
ADR BHP BILLITON LTD SPONSORED ADR	632,139
TESSENDERLO CHEMIE NPV	69,326
ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	206,255
ADR VALE S A ADR	246,675
ADR VALE S A ADR	434,899
AECON GROUP INC COM NPV	99,644
AURICO GOLD INC COM	95,714
BARRICK GOLD CORP COM NPV CAD	117,839
BCE INC COM NPV	112,614
CENTERRA GOLD INC COM NPV	60,103
DUNDEE CORPORATION 'A'SUB-VTG NPV	113,519
ENBRIDGE INC COM NPV	108,481
ENDEAVOUR SILVER C COM NPV	113,639
GIBSON ENERGY INC COMM STK	113,943
GOLDCORP INC COM NPV	84,359
HUSKY ENERGY INC COM NPV	96,440
METRO INC COM NPV	84,851
NATL BK OF CANADA COM NPV	106,271
NEO MATL COMM STK	130,295
ROGERS COMMS INC CLASS'B'COM CAD1 62478	131,058
SUNCOR ENERGY INC COM NPV 'NEW'	77,904
TRINIDAD DRILLING COM NPV	81,649
WAJAX CORP COM	109,820
YAMANA GOLD INC COM NPV	84,080
AGRIUM INC COM	486,548
BARRICK GOLD CORP	262,450
BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A	149,766
CANADIAN NATL RY CO COM	557,776
CDN NAT RES LTD COM CDN NAT RES COM STK	520,377
CDN PAC RY LTD COM CDN PAC RY LTD	627,639
FINNING INTL INC COM NEW COM NEW	27,063
MANULIFE FINL CORP COM	97,970
METHANEX CORP COM STK	257,866
POTASH CORP SASK INC COM	622,296
SUNCOR ENERGY INC NEW COM STK	542,004
TALISMAN ENERGY INC COM	90,525
YAMANA GOLD INC COM STK	227,695
ADR TENCENT HLDGS LTD ADR	531,696
COLOPLAST SER'B'DKK5	86,562
NOVO-NORDISK AS DKK1 SER'B'	115,277
TOPDANMARK AS DKK10 (REGD)	105,518

Holdings	Ending Fair Market Value
TRYG A/S DKK25	94,719
KESKO OYJ EUR2 SER'B'	70,770
KONE CORPORATION NPV ORD 'B'	588,231
CNP ASSURANCES EUR1 00	810,987
DASSAULT SYSTEMES EUR1	96,473
EUROPEAN AERONAUTIC DEFENCE & SPACE EUR1	103,456
RALLYE EUR3	92,554
SANOFI	279,946
TECHNIP NPV	122,553
TELEPERFORMANCE EUR2 50	326,521
TOTAL EUR2.5	1,201,675
UNIBAIL-RODAMCO SE EUR5	90,157
VALEO EUR3	83,719
VIVENDI SA EUR5 50	92,252
ADR AXA SA SPONSORED ADR	108,346
ADR PUBLICIS S A NEW SPONSORED ADR	308,745
AXEL SPRINGER VERLAG AG NPV	1,211,425
BAYER AG NPV (REGD)	96,193
BAYER MOTOREN WERK EUR1	120,946
DELTA COM AG NPV (REGD)	77,928
DUERR AG ORD NPV	119,170
HENKEL AG & CO KGAA NPV(BR)	964,462
LINDE AG NPV	301,429
MUENCHENER RUECKVE NPV(REGD)	578,897
SUEDZUCKER AG NPV	99,198
TAG IMMOBILIEN AG NPV	95,160
VOLKSWAGEN AG ORD NPV	121,098
ADR BASF AKTIENGESELLSCHAFT - LEVEL I	287,636
HELLENIC PETROLEUM EUR2 18	89,308
MOTOR OIL SA EUR0 95	23,824
ASIA FINANCIAL HLD HKD1	154,121
GALAXY ENTERTAINME HKD0 10	95,342
LINK R/EST INVEST NPV	103,108
SANDS CHINA LTD USD0 01 REG'S'	93,265
SMARTONE TELECOM HKD0 10	107,290
SUN HUNG KAI PROP HKD0 50	125,344
JARDINE MATHESON HLDGS USD0 25(SING QUOTE)	75,280
SYNERON MEDICAL LTD COM	110,866
BANK HAPOLIM B M ILS1	100,952
RAMI LEVI ILS0 01	96,038
ADR TEVA PHARMACEUTICAL INDS	246,196
CHECK PT SOFTWARE TECHNOLOGIES ORDILS 01	325,748
BANCA GENERALI EUR1	37,387
BUZZI UNICEM SPA EUR0 60	209,296
ENEL EUR1	130,196
ENI SPA EUR1	45,723
MEDIASET EUR0 52	116,527
SAIPEM EUR1	272,923
SOL EUR0 52	169,705
SORIN EUR1	38,304
ADR TENARIS S A SPONSORED ADR	582,797
AICA KOGYO CO NPV	284,130
AISIN SEIKI CO NPV	99,805
AOC HOLDINGS INC NPV	72,680
CANON INC NPV	815,493
CENTRAL JAPAN RLWY NPV	109,826
GEO HOLDINGS CORP	57,116
HOKUETSU KISHU PAPER CO LTD NPV	107,512
HONDA MOTOR CO NPV	463,863
ITOCHU CORP NPV	101,638
JX HOLDINGS INC NPV	78,568
KDDI CORP NPV	96,504
MIRAI INDUSTRY CO NPV	214,974
MITSUBISHI UFJ FIN NPV	123,252
NIPPON SHOKUBAI CO NPV	53,743
NIPPON TELEGRAPH & TELEPHONE CORP NPV	290,957
NISSAN MOTOR CO LTD	125,916
OKINAWA ELEC POWER NPV	51,157
RYOYO ELECTRO CORP NPV	217,806

Meadows Foundation, Inc.
Investments - Detail Holdings
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7a

Holdings	Ending Fair Market Value
SHIMANO INC NPV	349,987
SHIP HEALTHCARE HOLDINGS INC NPV	85,259
SIIX CORP NPV	140,109
SUMITOMO CORP NPV	270,860
SUMITOMO MITSUI FINANCIAL GROUP NPV	139,023
SUMITOMO OSAKA CEM NPV	84,611
SUMITOMO PRECISION NPV	98,570
TAKATA CORPORATION NPV	67,596
TOSOH CORP NPV	96,387
UNIPRES CORP NPV	221,373
UNIVERSAL ENTERTAINMENT CORP	110,684
YOROZU CORP NPV	68,547
DAEGU DEPARTMENT S KRW5000	142,930
DONGBU INSURANCE KRW500	111,250
HYUNDAI MOTOR CO KRW5000	277,344
HYUNDAI WIA CORP	86,589
KIA MOTORS CORP KRW5000	295,286
SK HOLDINGS CO LTD KRW5000	73,524
ARCA CONTINENTAL SAB DE CV	421,103
AKZO NOBEL NV EUR2	643,095
HEINEKEN HOLDING EUR1 6 A	989,040
KONINKLIJKE AHOLD EUR 0 3	104,006
UNILEVER NV CVA EUR0 16	134,518
ADR UNILEVER N V NEW YORK SHS NEW	447,669
CORE LABORATORIES NV NLG0 03	193,715
SCHIBSTED ASA NOK1	471,554
STATOIL-HYDRO ASA NOK2 50	115,743
YARA INTERNATIONAL NOK1 7	96,516
ADR YARA INTL ASA SPONSORED ADR	26,899
STATOIL ASA	317,359
JERONIMO MARTINS EUR1	154,411
BIOSENSORS INTL GP USD0 0000667	194,210
FRASER & NEAVE LTD NPV	294,544
METRO HOLDINGS NPV	266,718
UTD O/S BANK NPV	447,507
WILMAR INTERNATIONAL LTD NPV	104,114
ACS ACTIVIDADES CO EUR0 5	89,183
GAS NATURAL SDG EUR1	105,042
INDITEX EUR0 15	106,791
MEDIASET ESPANA EUR0 5	417,255
CASTELLUM AB NPV	119,452
INVESTOR AB SER'B'NPV	95,523
KINNEVIK INV AB SER'B'NPV	93,895
KUNGSLEDEN NPV	93,271
NCC SER'B'NPV	51,187
SKANSKA AB SER'B'NPV	51,551
CIE FINANCIE RICHEMONT CHF	91,453
NESTLE SA CHF0 10(REGD)	1,249,663
NOVARTIS AG CHF0 50(REGD)	1,100,302
NOVARTIS AG CHF0 50(REGD)	281,392
PUBLIGROUPE AG CHF1(REGD)	423,027
ROCHE HLDGS AG GENUSSSCHEINE NPV	1,178,124
ROCHE HLDGS AG GENUSSSCHEINE NPV	102,150
SIEGFRIED HLDG AG CHF2 00 (REGD)	396,393
SWISS LIFE HOLDINGS AG	100,712
SWISS RE AG CHF0 10	117,742
ZURICH INSURANCE GROUP AG CHF0 10	90,899
ZURICH INSURANCE GROUP AG CHF0 10	813,549
ADR NESTLE S A SPONSORED ADR REPSTG REG SH	617,497
ADR NESTLE S A SPONSORED ADR REPSTG REG SH	712,719
ADR NOVARTIS AG	351,596
ADR NOVARTIS AG	363,030
TRANSOCEAN LTD	395,417
UBS AG SHS COM	209,095
BANGKOK BANK THB10 (NVDR)	385,331
ROYAL DUTCH SHELL 'A'SHS EUR0 07 (DUTCH LIST)	553,260
ANGLO AMERICAN USD0 54945	214,438
ASTRAZENECA ORD USD0 25	314,394
BAE SYSTEMS ORD GBP0 025	101,464

Meadows Foundation, Inc.
Investments - Detail Holdings
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7a

Holdings	Ending Fair Market Value
BAE SYSTEMS ORD GBP0 025	287,710
BHP BILLITON PLC USD0 50	119,631
BP ORD USD0.25	211,836
BRITISH AMERICAN TOBACCO ORD GBP0 25	697,325
BT GROUP ORD GBP0 05	125,791
DAILY MAIL & GENERAL TRUST ORD(NON VTG)GBP0 125	313,647
DEBENHAMS ORD GBP0 0001	182,258
DIAGEO ORD PLC	1,237,186
DRAX GROUP ORD GBP0 1155172	64,371
ENTERPRISE INNS ORD GBP0 025	21,801
FRESNILLO PLC ORD USD0 50	80,686
G4S PLC ORD 25P	384,029
HEADLAM GROUP ORD GBP0 05	339,447
HOCHSCHILD MINING ORD GBP0 25	78,544
HOME RETAIL GROUP ORD GBP0 10	121,870
IMPERIAL TOBACCO ORD GBP0 10	546,822
IMPERIAL TOBACCO ORD GBP0 10	117,311
INTERMED CAP GRP ORD GBP0 20	193,790
LEGAL & GENERAL GP ORD GBP0 025	97,455
OLD MUTUAL PLC ORD GBP0 10	121,716
PEARSON ORD GBP0 25	356,347
PETROPAVLOVSK PLC ORD GBP0 01	94,621
PROVIDENT FINANCIAL GROUP	448,667
RIO TINTO ORD GBP0 10	111,701
ROYAL DUTCH SHELL 'B'ORD EUR0 07	125,854
SHIRE PLC ORD GBP0 05	111,547
TT ELECTRONICS ORD GBP0 25	98,870
UNILEVER PLC ORD GBP0 031111	939,040
VODAFONE GROUP ORD USD0 11428571	279,141
XSTRATA PLC ORD GBP	103,354
ADR BRIT AMERN TOB PLC SPONSORED COM STK	486,260
ADR BRIT SKY BROADCASTING GROUP PLC SPONSORED ADR	181,160
ADR RIO TINTO PLC SPONSORED ADR	220,140
ADR RIO TINTO PLC SPONSORED ADR	578,479
ADR SABMILLER PLC SPONSORED ADR	590,593
DIAGEO PLC SPONSORED ADR NEW	349,680
DIAGEO PLC SPONSORED ADR NEW	493,923
SHIRE PLC ADR	1,096,145
WPP GROUP PLC AMERN DEPOS SH	261,150
#REORG/ PETROLEUM DEVELOPMENT NAME CHANGE PDC ENERGY INC 2J1YAC1 06/15/2012	287,902
#REORG/INHIBITEX INC CASH MERGER 2/14/2012	129,923
3M CO COM	858,165
8X8 INC NEW COM	100,499
ABAXIS INC COM	67,349
ABBOTT LAB COM	292,396
ACACIA RESH CORP AR ACACIA TECHNOLOGIES COM AR ACACIA TECHNOLOGIES COM	119,351
ACHILLION PHARMACEUTICALS INC COM	115,207
ACTUATE CORP COM	127,584
ADA-ES INC COM STK	80,644
ADR SILICON MOTION TECHNOLOGY CORP SPONSORED ADR REPSTG SHS	387,891
AECOM TECHNOLOGY CORP DELAWARE COM	246,840
AEGERION PHARMACEUTICALS INC COM	78,427
AGILENT TECHNOLOGIES INC COM	261,975
AKORN INC COM	327,506
ALLERGAN INC COM	837,917
ALLIANCE RES PARTNERS L P UNIT LTD PARTNER INT COM STCK	362,784
ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG COMMON STOCK	295,771
ALLOT COMMUNICATIONS LTD COM STK	248,398
AMERICAN RAILCAR INDS INC COM STK	233,557
AMERICAN VANGUARD CORP COM	205,049
AMERICAS CAR-MART INC COM	78,086
AMERIGON INC COM	127,784
ANTHERA PHARMACEUTICALS INC COM	87,771
APACHE CORP COM	235,508
APPLE INC COM STK	1,802,250
ARCTIC CAT INC COM	291,955
ARROW ELECTR INC COM	336,690
ASTRONICS CORP COM	131,817
AUTOMATIC DATA PROCESSING INC COM	291,654

Meadows Foundation, Inc.
Investments - Detail Holdings
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7a

Holdings	Ending Fair Market Value
AVEO PHARMACEUTICALS INC COM STK	127,796
AVNET INC COM	357,535
BAKER HUGHES INC COM	707,712
BAXTER INTL INC COM	222,660
BEBE STORES INC COM	271,750
BERKSHIRE HATHAWAY INC-CL B	671,440
BIOMED RLTY TR INC COM	352,560
BODY CENT CORP COM	167,182
BOEING CO COM	256,725
BRINKS CO COM STOCK	91,392
BSTN PPTYS INC	249,000
BUCKEYE TECHNOLOGIES INC COM	501,600
BUCKLE INC COM	335,134
BUNGE LTD	228,800
CARIBOU COFFEE INC COM	197,992
CARNIVAL CORP COM PAIRED	257,856
CASCADE CORP COM	273,586
CBS CORP NEW CL B	314,824
CELGENE CORP COM	1,382,420
CERUS CORP COM	59,833
CEVA INC COM	88,057
CLIFFS NAT RES INC COM STK	280,575
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	929,280
COMCAST CORP NEW CL A SPL CL A SPL	353,400
CONNIS INC COM	131,668
COOPER INDUSTRIES PLC NEW IRELAND COM STK	438,615
COST PLUS INC CALIF COM	60,548
CROSS A T CO CL A	81,487
CSX CORP COM	315,900
CVR PARTNERS LP COM	260,610
DARDEN RESTAURANTS INC COM	337,292
DATALINK CORP COM STK	89,076
DEERE & CO COM	255,255
DIGITAL RLTY TR INC COM	273,347
DIRECTV COM CL A COM CL A	354,951
DISCOVERY COMMUNICATIONS INC NEW COM SERA STK	546,950
DOLLAR GEN CORP NEW COM	863,940
DOVER CORP COM	281,543
DOW CHEMICAL CO COM	258,840
DXP ENTERPRISES INC COM NEW STK	137,043
DYCOM INDS INC COM	367,878
EATON CORP COM	261,180
EMERSON ELECTRIC CO COM	200,337
ENDO HEALTH SOLUTIONS INC	268,160
ENDOLOGIX INC COM	323,300
EXACT SCIENCES CORP COM	191,738
EXPEDITORS INTL WASH INC COM	714,752
EXXON MOBIL CORP COM	389,981
F5 NETWORKS INC COM STK	647,332
FARO TECHNOLOGIES INC COM	269,100
FEDEX CORP COM	325,689
FISERV INC COM	317,196
FLOTEK INDS INC DEL COM	303,103
FRKLN RES INC COM	365,028
GENERAL CABLE CORP DEL NEW COM	220,238
GENERAL DYNAMICS CORP COM	219,153
GENERAL ELECTRIC CO	831,024
GEORESOURCES INC COM	289,466
GLU MOBILE INC COM	156,366
GOLDMAN SACHS GROUP INC COM	173,897
GOOGLE INC CL A CL A	526,409
GSV CAP CORP COM	166,995
H & E EQUIP SVCS INC COM	104,112
HASBRO INC COM	251,931
HAYNES INTL INC COM NEW COM NEW	85,394
HEALTHSTREAM INC COM STK ISIN# US42222N1037	271,252
HELMERICH & PAYNE INC COM	297,636
HI-TECH PHARMACAL INC COM	102,281
IDENIX PHARMACEUTICALS INC COM	84,739

Meadows Foundation, Inc.
Investments - Detail Holdings
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7a

Holdings	Ending Fair Market Value
ILL TOOL WKS INC COM	256,905
IMPERVA INC	126,917
INGERSOLL-RAND PLC COM STK	295,559
INNERWORKINGS INC COM	138,281
INTERPUBLIC GROUP COMPANIES INC COM	5,546
INTUITIVE SURGICAL INC COM NEW STK	583,393
JABIL CIRCUIT INC COM	249,682
JIVE SOFTWARE INC	78,624
JOHNSON CTL INC COM	243,828
JOS A BK CLOTHIERS INC COM	346,196
KENEXA CORP COM	275,571
KNIGHT CAP GROUP INC COM	5,910
LAS VEGAS SANDS CORP COM STK	544,808
LEAPFROG ENTERPRISES INC CL A	107,395
LINN ENERGY LLC UNIT REPSTG LTD	269,161
LIQUIDITY SVCS INC COM STK	338,594
LITHIA MTRS INC CL A	270,190
LIVEPERSON INC COM STK ISIN# US5381461012	178,850
LTC PPTY INC COM	330,788
MAGNUM HUNTER RES CORP DEL COM	77,260
MATTEL INC COM	335,896
MAXWELL TECHNOLOGIES INC COM	48,655
MICROSOFT CORP COM	246,620
MISTRAS GROUP INC COM	297,978
MITCHAM INDS INC COM	139,907
MITEK SYS INC COM NEW COM NEW	38,773
MONOTYPE IMAGING HLDGS INC COM STK	92,527
MONSANTO CO NEW COM	641,141
MOVADO GROUP INC COM	145,869
NABORS INDUSTRIES COM USD0 10	508,496
NETAPP INC COM STK	542,237
NEUROCRINE BIOSCIENCES INC COM	52,700
NIKE INC CL B	496,306
NIKE INC CL B	371,025
NOBLE CORPORATION (SWITZERLAND) COM USD0 10	605,911
OMNICELL INC COM	259,347
OMNICOM GROUP INC COM	356,640
ON ASSIGNMENT INC COM	76,113
ONCOTHYREON INC COM STK	107,644
OPNET TECHNOLOGIES INC COM ISIN US6837571081	121,341
ORACLE CORP COM	307,800
ORBITZ WORLDWIDE INC COM	74,080
OXFORD INDS INC COM	359,155
OYO GEOSPACE COM	141,437
PARKER-HANNIFIN CORP COM	266,875
PARTNERRE HLDG LTD COM STK	142,867
PEETS COFFEE & TEA INC COM	79,165
PHARMACYCLICS INC COM	178,566
PHILIP MORRIS INTL COM STK NPV	1,192,896
PHILIP MORRIS INTL COM STK NPV	898,596
PRAXAIR INC COM	593,295
PRECISION CASTPARTS CORP COM	214,227
PRICELINE COM INC COM NEW STK	736,643
PROCERA NETWORKS INC COM NEW COM NEW	274,442
PROS HLDGS INC COM	180,435
PVH CORP COM USD1	345,401
QUIDEL CORP COM	207,629
RAPTOR PHARMACEUTICAL CORP COM STK	58,137
RENT A CTR INC NEW COM	351,500
REX ENERGY CORP COM STK	201,489
ROSS STORES INC COM	370,734
ROVI CORP COM	154,854
RTI BIOLOGICS INC COM STK	134,861
SCHIFF NUTRITION INTL INC COM	50,397
SCHLUMBERGER LTD COM COM	952,925
SCHLUMBERGER LTD COM COM	700,178
SMART BALANCE INC COM STK	44,874
SMITH & WESSON HLDG CORP COM	109,610
SOLAZYME INC COM	84,609

Meadows Foundation, Inc.
Investments - Detail Holdings
Form 990-PF, Part II, Line 10
December 31, 2011
EIN 75-6015322

Statement 7a

Holdings	Ending Fair Market Value	
SPECTRANETICS CORP COM	91,939	
STAAR SURGICAL CO COM NEW PAR \$0.01	387,962	
STAMPS COM INC COM NEW	168,199	
STARBUCKS CORP COM	683,249	
STURM RUGER & CO INC COM	260,185	
SUNRISE SENIOR LIVING	83,637	
SUSSER HLDGS CORP COM STK	79,125	
SYNERGETICS USA INC FORMERLY SYNERGETIC COM	68,081	
SYNNEX CORP COM STK	274,140	
TANGOE INC COM STK	81,974	
TEAM INC COM STK	268,345	
THERMON GROUP HLDGS INC	154,563	
TIFFANY & CO COM	227,272	
TITAN MACHY INC COM	78,185	
TPC GROUP INC COM	89,564	
TRIANGLE PETROLEUM CORPORATION COMMON STOCK	146,271	
TRUE RELIGION APPAREL INC COM STK	193,026	
TWIN DISC INC COM	276,976	
ULTRATECH INC EFF 06-10-03	187,862	
UNITED TECHNOLOGIES CORP COM	314,287	
UNUM GROUP	282,359	
UNVL STAINLESS & ALLOY PRODS INC COM	67,920	
V F CORP COM	419,067	
VIACOM INC NEW CL B	367,821	
VICAL INC COM COM	75,133	
VISA INC COM CL A STK	1,330,043	
WABASH NATL CORP COM	161,786	
WALT DISNEY CO	356,250	
WALTER INV'T MGMT CORP	144,678	
WEATHERFORD INTL LTD	605,364	
WELLS FARGO & CO NEW COM STK	234,260	
WHITING PETE CORP COM STK	303,485	
YUM BRANDS INC COM	566,496	
ZIMMER HLDGS INC COM	293,810	
ZYGO CORP COM	131,016	
LEND LEASE GROUP NPV (STAPLED UNITS)	76,341	
MFO DFA EMERGING MARKETS VALUE	13,493,724	
MFO DFA U.S. SMALL CAP VALUE PORTFOLIO	16,291,188	
Total Common Stocks		\$ 147,199,591
Preferred Stocks		
MFO DFA EMERGING MARKETS VALUE	750,983	
Total Preferred Stocks		750,983
Collective Trusts/Mutual Funds, Other		
MFO DFA EMERGING MARKETS VALUE	1,002,439	
MFO DFA U.S. SMALL CAP VALUE PORTFOLIO	2,852,394	
MFB NTGI-QM COMMON DAILY ALL CTRY WORLD EX-US EQTY INDEX FD - LENDING	23,068,813	
MFB NTGI-QM COM DAILY RUSSELL 3000 EQTY INDEX FD-LENDING	35,345,978	
Total Collective Trusts/Mutual Funds, Other		62,269,624
Totals Line 10(b)		\$ 210,220,188
Line 10(c) Corporate Bonds		
Collective Trusts/Mutual Funds, Other		
MFO PIMCO LOW DURATION OPEN END FD	32,145,046	
Totals Line 10(c)		\$ 32,145,046

Meadows Foundation, Inc.
Real Estate Investments
Form 990-PF, Part II, Line 11
December 31, 2011
EIN 75-6015322

Statement 8

<u>Description</u>	<u>Land & Improvements</u>	<u>Accumulated Depreciation</u>	<u>Total Book Value</u>	<u>FMV</u>
Block 2/325	\$ 450,000	-	450,000	\$ 450,000
Skiles Street Lot	1,425,000	-	1,425,000	1,425,000
Floyd Street Lot	200,000	-	200,000	200,000
Headquarters Block	2,951,055	(1,279,038)	1,672,017	1,672,017
Totals	<u>\$ 5,026,055</u>	<u>\$ (1,279,038)</u>	<u>3,747,017</u>	<u>\$ 3,747,017</u>

Meadows Foundation, Inc.
Other Investments
Form 990-PF, Part II, Line 13
December 31, 2011
EIN 75-6015322

Statement 9

Description	Beginning Book Value	Ending Book Value	Ending FMV
Limited Partnerships	\$ 328,879,402	\$ 296,851,881	\$ 296,851,881
Commodities Fund	4,946,602	5,116,063	5,116,063
Paintings	94,556	94,556	94,556
Antique Furniture	38,200	38,200	38,200
Sculpture	5,000	5,000	5,000
Foreign Currency	5,002,261	6,769,501	6,769,501
Due To/From Brokers	(894,263)	40,087	40,087
Totals	\$ 338,071,758	\$ 308,915,288	\$ 308,915,288

Meadows Foundation, Inc.
Land, Buildings and Equipment
Form 990-PF, Part II, Line 14
December 31, 2011
EIN 75-6015322

Statement 10

<u>Description</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Total Book Value</u>	<u>FMV</u>
Furniture & Fixtures	\$ 331,811	\$ (242,636)	\$ 89,175	\$ 89,175
Equipment	1,307,677	(1,073,839)	233,838	233,838
Totals	<u>\$ 1,639,488</u>	<u>\$ (1,316,475)</u>	<u>\$ 323,013</u>	<u>\$ 323,013</u>

Meadows Foundation, Inc.
Other Assets
Form 990-PF, Part II, Line 15
December 31, 2011
EIN 75-6015322

Statement 11

<u>Description</u>	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
Program Related Investments	27,943,570	28,255,173	\$ 28,255,173
Program Related Investment Loan	3,084,657	1,935,751	1,935,751
	<u>\$ 31,028,227</u>	<u>\$ 30,190,924</u>	<u>\$ 30,190,924</u>

Meadows Foundation, Inc.
Other Liabilities
Form 990-PF, Part II, Line 22
December 31, 2011
EIN 75-6015322

Statement 12

<u>Description</u>	<u>Beginning Book Value</u>	<u>Ending Book Value</u>
Deferred Taxes	731,941	50,209
Pension Costs Payable	3,043,553	3,776,921
	<u>\$ 3,775,494</u>	<u>\$ 3,827,130</u>

Meadows Foundation, Inc.
Other Decreases in Net Assets or Fund Balances
Form 990-PF, Part III, Line 5
December 31, 2011
EIN 75-6015322

Statement 13

<u>Description</u>	<u>Amount</u>
Unrealized Loss on Investments	(36,573,760)
Postretirement changes other than net periodic benefit cost (FAS 158)	(644,409)
Total	<u>\$ (37,218,169)</u>

Meadows Foundation, Inc.
Realized Gains and Losses
Form 990-PF, Part IV, Line 1(a)
December 31, 2011
EIN 75-6015322

Asset Description	Settlement Date	Transaction Amount	Cost	Total Gain/(Loss)
Total Gain/Loss on sale of publicly-traded securities		259,516,563.59	244,619,775.02	14,896,788.57
Capital gain reported in Ltd Partnership 2011 K-1s, net of UBI		6,714,872.00		6,714,872.00
Capital gain reported in Whippoorwill Distressed Opportunity Fund	Various	11,524,623.47	9,999,999.00	1,524,624.47
Capital loss reported in Arden Alternative Advisors SPC	2/8/2011	191,936.87	264,238.75	(72,301.88)
Capital gain reported in Double Black Diamond Ltd	7/12/2011	3,000,000.00	1,598,318.77	1,401,681.23
Capital gain reported in Lazard Emerging Income Plus	Various	7,725,272.87	7,156,898.00	568,374.87
Capital loss reported in Valens Offshore Fund	Various	915,930.49	1,382,890.00	(466,959.51)
Capital loss reported in Strategic Value Restructuring Fund	Various	745,491.00	1,090,197.09	(344,706.09)
Capital loss reported in Shepherd International Investments	Various	18,341,764.46	18,980,075.69	(638,311.23)
Capital gain reported in R4	Various	2,325,916.00	2,325,916.00	-
Capital gain reported in Highland Crusader Fund	Various	1,953,694.34	1,953,694.34	-
Distributions from various Limited Partnerships	Various	17,142,738.40	17,142,738.40	-
Less Capital gain reported on WTC - Commodities		(4,325.00)		(4,325.00)
Less Capital gain reported on NT - Index Funds		(2,289,899.70)		(2,289,899.70)
Less Capital gain reported on State Street 3-10 yr fund		(308,349.64)		(308,349.64)
Less Ordinary income from MLP adjustments to basis		(6,926.00)		(6,926.00)
Less Class action proceeds recorded in other income by the Foundation		(10,526.27)		(10,526.27)
Add Capital gain on sale of vehicle (see Statement 14a)		3,500.00	-	3,500.00
		327,482,276.88	306,514,741.06	20,967,535.82

Meadows Foundation, Inc.
Gain on Trade-in of Vehicle
Form 990-PF, Part IV, Line 1(a)
December 31, 2011
EIN 75-6015322

Statement 14 (a)

2004 Chevrolet Impala

Purchase Price	\$	18,459.53
Date of Purchase		12/10/2003
Date of Trade-in		3/14/2011
Trade-in Allowance	\$	3,500.00

Depreciation - 5 Year Straight Line, Half Year Convention

2003	1/2 Year	\$	1,846
2004	Full Year		3,692
2005	Full Year		3,692
2006	Full Year		3,692
2007	Full Year		3,692
2008	1/2 Year	\$	1,846

Accumulated Depreciation	\$	18,460
--------------------------	----	--------

Book Value at Date of Trade-in	\$	-
Trade-in Allowance		3,500
Gain on Trade-in	\$	3,500

Meadows Foundation, Inc.
Schedule of Compensation of Directors, Officers and Trustees
Form 990PF, Part VIII, Section (1)
December 31, 2011
EIN 75-6015322

Statement 15

Address for all is: **3003 Swiss Avenue Dallas, TX 75204**

Name	Title	Average Hours per Week	Compensation	Benefits
Chapman, Dan	Director	7	18,000	-
Dowell, Greg	Vice President and Chief Investment Officer	40	247,555	86,512
Esterline, Bruce	Vice President for Grants	40	234,044	81,627
Evans, Linda	Director, President and Chief Executive Officer	40	385,000	107,660
Hammack, John	Director	7	23,500	-
Herring, Paula	Vice President and Treasurer	40	208,998	87,793
Lancaster III, Olin	Director	7	17,250	-
Macdonald, Margot	Director	7	20,500	-
McCullough, P. Mike	Director	7	21,000	-
Meadows, Karen	Director	7	20,500	-
Meadows, Robert A.	Director	7	22,000	-
Miller, Peter	Director	7	19,500	-
Morris, Julie	Director	7	20,000	-
Morris, Kimberly	Director	7	20,500	-
Nesbitt, William A.	Director	7	23,500	-
Rouse, Lee	Director	7	22,500	-
Silvertooth, Jean	Director	7	21,000	-
St. Clair, Chere	Corporate Secretary	40	91,757	57,684
Watson, Elizabeth Rouse	Director	7	21,000	-
Weiss, Robert	Vice President for Administration	40	233,057	71,468
			\$ 1,691,161	\$ 492,744

Note Average hours per week are based on standard time for Board and Committee meetings and other activities.
Actual time spent may vary depending on travel, preparation time, and other factors

Meadows Foundation, Inc.
Compensation of the Five Highest Paid Employees
Form 990-PF, Part VIII, Section (2)
December 31, 2011
EIN 75-6015322

Statement 16

Address for all is: 3003 Swiss Avenue Dallas, TX 75204

Name	Title	Average Hours per Week	Compensation	Benefits	Expense Account & Other Allowance
Deanna Miller	Director of MIS	37.5	134,270	59,026	-
Mike McCoy	Senior Program Officer	37.5	131,874	60,136	-
Ryan Bailey	Senior Investment Analyst	37.5	121,269	58,775	-
Carol Stabler	Director of Communication	37.5	114,040	62,608	-
Katherine R. Smith	Senior Program Officer	37.5	106,477	58,870	-
			<u>607,930</u>	<u>299,415</u>	

Meadows Foundation, Inc.
Five Highest Paid Independent Contractors
Form 990-PF, Part VIII, Section (3)
December 31, 2011
EIN 75-6015322

Statement 17

<u>Name & Address</u>	<u>Type of Service</u>	<u>Compensation</u>
Tweedy Brown Company, L.P. 350 Park Avenue New York, NY 10017	Investment Management	419,086
Europa Capital 132 Sloan Street London SW1X 9AX, United Kingdom	Investment Management	346,901
Northern Trust Bank 50 South LaSalle Chicago, IL 60603	Custodian	332,839
The Huff Energy Fund, L.P. 67 E. Park Place, 9th floor Morristown, NJ 07960	Investment Management	300,000
Phoenix Asia II Limited Suite 2806, West Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong	Investment Management	261,868
		<hr/>
		<u>1,660,694</u>

The Meadows Foundation Awards for the Charitable Schools Program

Believing that voluntary citizen action is one of America's fundamental strengths, The Meadows Foundation is in its 31st year of encouraging youth to improve the lives of others in their communities through volunteer and community service through its Charitable Schools Program.

The objectives of the program are: 1) To encourage and increase the number of students who give back to their communities through volunteer and community service; 2) To increase students' knowledge of their community by encouraging interaction with their beneficiaries – agencies or individuals; and 3) To develop leadership skills among students and maximize their knowledge of community needs by interaction with the service agencies and programs involved in meeting those needs.

Qualifying projects are planned and executed by students under the direction of a teacher sponsor and given a \$500 cash award (one award per school). The Charitable Schools Program allows students the opportunity to develop leadership skills as they expand their life experiences through interaction with citizens in their communities of different circumstances and backgrounds. Their hands-on approach allows them to view the struggles faced by those they seek to help while encouraging a sense of personal responsibility for the welfare of their beneficiaries – agencies or individuals.

Since its inception, the program has grown to include over 500 public and private high and middle schools in Texas and has awarded over \$3 million to participating schools.

Program statistics for 2011-2012 Meadows Awards for the Charitable Schools Program:

Number of Schools Participating:	504 public and private high schools and middle schools located within 105 school districts
Number of Student Volunteers:	31,241 students
Number of Volunteer Hours:	219,477 hours
Value of Volunteer Hours:	\$1,591,208 (valued at minimum wage of \$7.25/hr.) \$4,782,404 (valued at the Independent Sector's hourly volunteer wage of \$21.79)
Total Awards Given:	\$251,500

Meadows Foundation, Inc.
Summary of Direct Charitable Activities
Form 990-PF, Part IX-A, Line 2
December 31, 2011
EIN 75-6015322

Statement 19

Description	Amount
<u>Center for Community Cooperation:</u>	\$ 674,570
Administration and operation of the Center for Community Cooperation, a conference facility for free-of-charge use by nonprofit, educational, and civic organizations that hold meetings and seminars designed to advance management/operational efficiencies of nonprofit agencies in North Texas. The Center serves over 35,000 persons each year. Also includes administration of the Executive Suites programs that houses up to 8 non-profit organizations on a rent free basis with shared office support. Included in this number are expenses supporting Preservation Dallas, a non-profit organization dedicated to the preservation of historic homes in the Dallas area.	

The Wilson Historic District

In 1981, The Meadows Foundation began work on the acquisition and historic restoration of several turn-of-the-century Victorian homes in a deteriorated neighborhood near downtown Dallas.

The project was undertaken in an effort to adapt these structures for use as office space for nonprofit organizations. Subsequent phases of the project have resulted in the assemblage of 22 acres of surrounding property, the construction of new facilities, the renovation of existing buildings, the relocation and renovation of additional Victorian homes and additional site and streetscape improvements.

Today, 34 nonprofit agencies are provided rent-free office space, as well as management and technical assistance. Considered a benchmark for historic preservation and a model project in which to house nonprofit agencies, the first area to be restored within the Wilson Historic District, the Wilson Block has earned a listing on the National Register of Historic Places.

At the heart of the project was the vision to create a neighborhood of nonprofit agencies using rent-free office space to encourage collaboration and improved agency operations. Tenants pay their own electricity and telephone costs, while the Foundation pays for water and provides all maintenance, security, landscaping services and parking facilities at no cost to the tenant agencies. In place of rent, tenants agree to work to improve their management effectiveness and to develop cooperative programs with other nonprofit organizations. In part because of their participation in the project, the nonprofit agencies housed in the Wilson District continue to grow and expand their services.

In 2004, the Foundation renovated a 14,800 square-foot building within the District in which to relocate the Center for Nonprofit Management and create an executive office suite program. Here, up to 12 tenants have individual work stations with shared meeting facilities, a common reception area, and work rooms with code-entry copy, facsimile and postage equipment. Additional renovations were made to the Center for Community Cooperation to update and enlarge the rent-free conference facilities.

Web sites of Wilson District tenants may be accessed by direct link from The Meadows Foundation web site, www.mfi.org

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

Wilson Historic District Tenants and Mission Statements

Audubon Texas, National Audubon Society **2904 Swiss Avenue**

To conserve and restore natural ecosystems, focusing on birds, other wildlife, and their habitats for the benefit of humanity and the earth's biological diversity.

Contact: Anne Brown, (214) 370-9735. abrown@audubon.org www.audubon.org

Best Buddies International, Inc **2904 Floyd Street, Suite A**

Best Buddies International is dedicated to establishing a global volunteer movement that creates opportunities for one-to-one friendships, integrated employment, and leadership development for people with intellectual and developmental disabilities.

Contact: Regan Wagh, (214) 442-1621. reganwagh@bestbuddies.org
www.bestbuddiestexas.org

Big Brothers Big Sisters Lone Star **2900 Live Oak**

Big Brothers Big Sisters Lone Star is a volunteer organization that provides children support, guidance, friendship and fun by matching them to adult role models. For more than 75 years, Big Brothers Big Sisters has fulfilled their mission of enriching, encouraging and empowering children to reach their highest potential through safe, positive mentoring relationships.

Contact: Jason Ray, (214) 871-0876. jray@bbbsnt.org www.bbbsnt.org

Camp John Marc **2824 Swiss Avenue**

Camp John Marc serves children, with chronic illnesses and major physical disabilities, and their families by offering high-quality, year-round camping experiences at Camp John Marc's unique facility in Bosque County, Texas. Camp John Marc provides cooperative programming with the health organizations, community volunteers and pediatric hospitals also dedicated to serving these children.

Contact: Vance Gilmore, (214) 360-0056. mail@campjohnmarc.org
www.campjohnmarc.org

Builders of Hope/Ecological Community Builders **2904 Floyd Street, Suite B**

Positively impacting the development of livable, walkable, sustainable cities and creating stable communities so families can actually live where they work.

Contact: Bennett Miller, (469) 250-8171. www.ecologicalcommunitybuilders.org

Statement 20
Part IX-B, Line 1
Wilson Historic District

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

The Center for Nonprofit Management
2902 Floyd Street

To build a stronger community by improving the performance and impact of nonprofit organizations.

Contact: Cynthia Nunn, (214) 826-3470 ext 226. nunn@cnmdallas.org
www.cnmdallas.org

Corporation for Supportive Housing
2904 Floyd, Suite D

CSH provides advocacy, expertise, leadership, and financial resources to make it easier to create and operate supportive housing for people experiencing long-term homelessness.

Contact: Dianna Lewis-Grey, (972) 768-3822. www.csh.org

Conference of Southwest Foundations
624 N. Good Latimer

To provide a forum for the exchange of ideas, experiences and expertise among grant makers. We fulfill our mission by fostering a network among grant makers through our many education conferences and seminars. We also serve as a resource for information vital to the industry.

Contact: Lucille DiDomenico, (214) 740-1787 ldd@c-s-f.org www.c-s-f.org

Child Protective Services Community Partners of Dallas
1215 Skiles

To ensure safety and restore dignity and hope to abused and neglected children by providing resources and support to the caseworkers of Dallas County Child Protective Services.

Contact: Sarah Thomsen, (214) 624-7559 sarah@cpdtx.org www.cpdtx.org

Dallas After-School Network
2902 Swiss Avenue

Dallas After-School Network improves the quality and availability of afterschool and summer programs in our community. DASN achieves its mission by serving as a professional resource and advocate for afterschool providers. We collaborate with individuals and organizations to bring resources to our member organizations in order to improve the quality of their afterschool programming. Our objectives are to 1) Instill a high level of understanding and commitment for afterschool with stakeholders in our community; 2) Create a community of providers with the highest level of competence and professionalism; 3) Equip afterschool providers with the highest quality training, materials and best practices. Contact: Tanya McDonald, (214) 306-8400.

www.dasn.org

Statement 20
Part IX-B, Line 1
Wilson Historic District

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

Dallas Leadership Foundation
3101-3 Greenwood Avenue

To bring people together to rebuild underserved communities to the glory of Christ. DLF has remained focused on three areas: 1) Community Development; 2) Leadership Development; 3) Building of Strategic Partnerships. Through these initiatives, DLF serves as a bridge to connect diverse peoples, churches, and organizations energized by the love of Christ. Contact: Wil McCall, (214) 777-5520. www.dlftx.org

Educational First Steps
2804 Swiss Avenue

Provide training, consultation, mentoring, materials, and equipment designed to improve the overall quality of childcare programs that serve low-income families. Our ultimate goal is to help these centers meet the National Association for the Education of Young Children (NAEYC) Accreditation standards.

Contact: Merriott J. Terry, (214) 824-7940. mterry@educationalfirststeps.org
www.educationalfirststeps.org

Foundation for Education of Young Women
2804 Swiss Avenue

Supports single sex, college preparatory, public education in Texas that will give young women in urban schools the academic skills to achieve success in college and life by thinking critically, leading purposefully, and living active, healthy and responsible lives. Contact: Camryn Neely, (214) 824-1400. www.feyw.org

Giving Texas Children Promise (Formerly Greater Texas Community Partners)
2801 Swiss Avenue

Promoting and supporting partnerships between Child Protective Services and local volunteer organizations which serve children and families through assistance to front-line caseworkers. Successful collaborations between community volunteers, businesses, and state and local government help raise awareness of child abuse and provide the resources children need to become healthy, productive adults.

Contact: Lynne McLean, (214) 824-4591. gtcp@sbcbglobal.net
www.gtcp.org

Human Rights Initiative of North Texas
2801 Swiss Avenue

To promote international human rights through local service to refugees and immigrants who have suffered human rights abuses.

Contact: Cannon Flowers, (214) 855-0520. cflowers@hrionline.org
www.hrionline.org

Statement 20
Part IX-B, Line 1
Wilson Historic District

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

Keep Dallas Beautiful Inc.
2904 Floyd Street, Suite D

To engage individuals to take greater responsibility for improving their community environment. VISION: To make Dallas the cleanest, most beautiful city in which to live, work and visit.

Contact: Frances E. Phillips, (214) 999-3803. fphillips@gardere.com
www.keeptdallasbeautiful.org

Mental Health America
624 N. Good Latimer

To lead, coordinate and involve the community in improving mental health by: advocating for improved care and treatment of people with mental illness; conducting education and prevention programs; and raising public awareness about mental illnesses and mental health. Contact: Tim Simmons, (214) 871-2420, ext.109.
tsimmons@mhaddallas.org www.mhadallas.org

Metro Dallas Homeless Alliance
2816 Swiss Avenue

To end homelessness in Metropolitan Dallas through advocacy, planning, and education that create and sustain needed change.

Contact: Michael Faenza, (972) 638-5600. info@mdhadallas.org
www.mdhadallas.org

National Organization on Disability
2904 Floyd Street, Suite B1

The mission of the National Organization on Disability (NOD) is to expand the participation and contribution of America's 54 million men, women and children with disabilities in all aspects of life.

Contact: Carol Glazer, (860) 434-4202. glazerc@nod.org

NAMI Dallas
2812 Swiss Avenue

Provides grassroots family and consumer self-help, support, education, and advocacy to improve the lives of people with severe mental illnesses and the lives of their families and other caregivers.

Contact: Ashley Zugelter, (214) 341-7133. azugelter@namidallas.org
www.namidallas.org

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

National Parks Conservation Association
2904 Swiss Avenue

To protect and enhance America's National Parks for present and future generations. NPCA's Texas Regional Office is working with our 14,000 members in Texas and many partners and friends to advocate for the preservation of the lone star state's 13 diverse and awe-inspiring national park sites. Contact: Suzanne Dixon, (214) 370-9735.
sdixon@npca.org www.npca.org/texas

North Texas Housing Coalition
2900 Live Oak

To increase the level of successful home ownership among households in the City of Dallas by providing effective and comprehensive preparation through counseling, training, and education. In doing so, the Center provides the community with information, education, and training regarding housing, direction to housing producers to develop products and programs that meet the needs of the community and empower citizens to make informed housing choices.
Contact: Albert Martin, (214) 946-3500 ext. 11. amartin@nthcinc.org

PLAN Fund
2801 Swiss Avenue

The mission of the Plan Fund is to assist low and moderate income entrepreneurs, especially women and credit challenged individuals, to start or grow their small businesses. The Plan Fund is a micro-lending and technical assistance program based in under-invested communities of Dallas, Texas. In collaboration with partner organizations, they provide business training, mentor support and networking opportunities. The Plan Fund impact their entrepreneurs to achieve increased standards of living, job creation, financial asset building and self-sufficiency through small business ownership. Contact: Anthony Pace, (214) 942-6698.
apace@planfund.org www.planfund.org

Preservation Dallas
2922 Swiss Avenue

The mission of Preservation Dallas is to advocate the preservation and revitalization of Dallas' historic buildings, neighborhoods and places in order to enhance the vitality of our city.
Contact: Katherine Seale, (214) 821-3290. kseale@preservationdallas.org
www.preservationdallas.org

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

Rising Star Resource Development Corp.
2904 Floyd, Suite B

Provides training and skill development to the disabled and underserved community.
Contact: Dennis Edwards, (214) 442-1663. dennis.edwards@risingstarcorp.org

Texas Stampede Inc.
2914 Swiss Avenue

The mission of Texas Stampede is to improve the quality of life for children and families served by the charitable programs and services at Children's Medical Center through its affiliation with The University of Texas Southwestern Medical Center at Dallas. Texas Stampede will accomplish its mission by hosting excellent community and family-oriented entertainment and educational opportunities featuring Western culture and utilizing volunteer donations of time and resources.

Contact: John W. Wroten, (214) 520-8874. info@texasstampede.org
www.texasstampede.org

The Suicide and Crisis Center of North Texas
2808 Swiss Avenue

To help those in crisis, especially suicidal crisis, find hope for the future. To fulfill this mission, the agency operates a 24 hour crisis hotline, Survivors of Suicide (SOS) for those who have lost someone to suicide, the TeenScreen program to screen adolescents for depression and other emotional disorders, and provides community education and awareness about the problems of suicide.

Contact: Margie Wright, (214) 824-7020. margiew@sccenter.org www.sccenter.org

TexProtects, the Texas Association for the Protection of Children
2904 Floyd Street, Suite C-2

To reduce the incidence of abuse and neglect in Texas and develop a more responsive, competent and protective CPS system and accessible, culturally-sensitive, affordable and effective mental health care services for victims.

Contact: Madeline McClure, (214) 442-1672. maddymc@flash.net
www.texprotects.org

Texas Interfaith Management Corp
2904 Floyd Street, Suite A-3

To impact communities and their residents by offering the assurance of a balanced perspective, flexible programs and services, and a diverse, visionary staff. With over 40 years of experience, Texas Inter-Faith has the specialized expertise, long-standing reputation and proven business practices to deliver affordable housing development and property management programs, as well as resident services, that help improve communities and change lives.

Contact: JOT Couch, (713) 526-6634. jcouch@ti-f.org www.ti-f.org

Statement 20
Part IX-B, Line 1
Wilson Historic District

Meadows Foundation, Inc.
Wilson Historic District
Form 990-PF, Part IX-B, Line 1
December 31, 2011
EIN 75-6015322

Statement 20

Transition Resource Action Center
3108 Live Oak

Transition Resource Action Center (TRAC) is a one-stop center that connects young people, ages 14-24, who are transitioning from substitute care to independent living, with individualized support, planning, and access to affordable housing and livable-wage jobs.

Contact: Evy Kay Ritzen, (214) 370-9300, ext. 14. [mailto: evykay@traconline.org](mailto:evykay@traconline.org)
www.traconline.org

Turtle Creek Recovery Center
2820 Swiss

Provides men and women with disorders of severe mental illness and alcohol or drug addiction with long-term care so they may return to the community with psychiatric stability, sobriety, employment and permanent housing.

Contact: John E. Castaneda, (214) 522-7930. jec@tcmanor.org
www.tcmanor.org

Volunteer Center of North Texas
2800 Live Oak

The mission of The Volunteer Center of Dallas County is to promote volunteerism and refer human and material resources to nonprofit organizations.

Contact: Julie Thomas, (214) 826-6767. jthomas@volunteernorthtexas.org
www.volunteernorthtexas.org

Volunteers of America
2906 Swiss Avenue

Committed to serving people in need, strengthening families, and building communities.

Contact: Mike King, (214) 827-2500. mking@voatx.org
www.voatx.org

Wednesday's Child Benefit Corp
2801 Swiss Avenue

Friends of Wednesday's Child steps in to help make their new life in foster care joyful and to ensure that their needs are met. Friends of Wednesday's Child is the only organization that provides funds to fulfill the specific needs of North Texas foster children when no one else can or will so they are able to have as normal a childhood as possible. Contact: Lauren London, (972) 231-1433. llondon@wedchild.org
www.wedchild.org

Meadows Foundation, Inc.
Program-Related Loans
Form 990-PF, Part IX-B, Line 2
December 31, 2011
EIN 75-6015322

Statement 21

Description	Amount
Dallas Summer Musicals A loan was issued for operating needs to complete the 2011 season and to act as a bridge to ensure the opening of the 2012 & 2013 seasons. Original terms were as follows: 0% interest rate with \$25,000 to be repaid on November 10, 2013 and the balance due on or before November 10, 2014.	\$ 200,000.00
Total Program-Related Loans made in 2011	<u>\$ 200,000.00</u>

Grant Application Guidelines

The Meadows Foundation exists to assist people and institutions of Texas improve the quality and circumstance of life for themselves and future generations. Under the terms of its charter, **the Foundation can distribute grants only to qualified public entities or 501(c)(3) charities serving the people of Texas.** The Foundation does not lend or grant money to individuals.

Grants are made in five categories:

- Arts and Culture
- Civic and Public Affairs
- Health
- Human Services
- Education

Within these categories of giving, **there are currently three initiatives, each with its individual strategic plan.**

- Public Education
- Natural Environment
- Mental Health

The Foundation provides grants throughout the State of Texas but tries to allocate between one-third and one-half of its grant resources to organizations helping those in the Dallas area. Applications for specific programs or projects, capital projects and less often, for general operations, are considered. Endowment and scholarship grants are rare. The Foundation also considers program-related investment loans as part of its grantmaking activities.

Requests of any amount are considered. **There are no application deadlines. Grant applications are accepted at any time.** Each organization is limited to one application within a twelve-month period. Applications are acknowledged within one week and are usually processed within three to four months.

No standard application form is required. Applicants may submit a proposal in their own format **following the application guidelines set forth below.** They also may use the downloadable application form or the online application form, which are available on the Foundation's site. Please note that the Foundation cannot guarantee the confidentiality of information contained in electronic submissions.

The Foundation looks for one or more of the following conditions in an application:

- Foundation support would be vital or catalytic to a proposed project's success
- The project is well planned and the agency has the capacity to execute the plan
- Financial support from other sources exists to ensure that the project will be implemented and continue after the grant period. It will expedite the review process if between one-third and one-half of the needed project funds have been secured before applying

Applicants seeking funding for construction and renovations should review the Foundation's Green Building Guidelines.

The Foundation is also interested in projects and programs that recognize and incorporate the human-animal connection as part of their delivery service. For more information, please see the Foundation's Animal Welfare Plan.

In general, grants are *not* made for purposes of:

- Church or seminary construction
- Underwriting fundraising events
- Annual fundraising drives
- Professional conferences and symposia unless directly related to our initiative areas
- Out-of-state travel expenses for performances or competition
- Support of single artistic events or performances

Applicants are encouraged to search the grants database at www.mfi.org (under the Grants menu) to see the types of grants the Foundation makes. Please review the **Frequently Asked Questions** (FAQ) section and the **President's Message** on www.mfi.org for additional useful information.

Applications should include:

- **Organization Information** – a brief history of the organization, its current focus and recent accomplishments:
 - a copy of the latest verification of tax-exempt status from the Internal Revenue Service
 - certified audits for the last three years (if a young agency, send last fiscal year's statements and the most recently filed IRS Form 990)
 - the organization's current operating budget and year-to-date financial statements
- **Market and Customers** – current population served including socio-economic status, ethnicity, gender, age, and geographic location.
- **Project Description** – a statement of need for the proposed project and a description of how it will address that need.
- **Targets and Outcomes** – who will be served and what specific results are expected from the proposed activities and within what stated time period?
- **Key Individuals** – list of directors and corporate officers including profession, ethnicity, gender, and names and qualifications of key staff involved with the proposed project.
- **Financial Projections** – a project line item budget including income and expenses.
 - the specific dollar amount requested from the Foundation and date payment is needed
 - a list of all entities asked to give financial support to the proposed project (include their responses to date and dollar amount committed)
 - financial support for the project after the grant period
- **Verification and Learning** – plans to measure progress against expected outcomes.
 - include current or baseline levels, if available
 - describe program data to be collected and how it will be used to improve the program (evaluation guidelines are available in the Grants section of www.mfi.org)

Progress reports on goals and expenditures of grant funds are required of all grantees

Grants staff is available by phone or email to respond to inquiries at any time and may schedule pre-grant interviews with applicants as time permits.

After receiving an application, a face-to-face meeting may be scheduled as needed.

**Meadows Foundation, Inc.
Grant Application Guidelines
Form 990-PF, Part XV, Line 2
December 31, 2011
EIN 75-6015322**

Statement 22

Please address grant correspondence to:

**Grants Administration Department
The Meadows Foundation
3003 Swiss Avenue
Dallas, Texas 75204-6090**

214-826-9431 (1-800-826-9431 outside the Dallas area)

214-827-7042 (fax) www.mfi.org

Note: Written and audio-cassette grant guidelines are also available in English and Spanish.

GUÍAS PARA PROCURAR FONDOS DE LA FUNDACIÓN MEADOWS

La Fundación Meadows existe para mejorar las vidas de los habitantes de Texas. El propósito de la Fundación es ser accesible, cordial, objetiva, justa y profesional en todas sus relaciones con el público. De acuerdo con los términos y condiciones de su carta constitucional, **la Fundación Meadows puede ofrecer fondos solamente a entidades públicas calificadas o a instituciones de caridad regidas por 501(c)(3) y que prestan servicios a los habitantes de Texas.** La Fundación no presta ni ofrece subvenciones a individuos.

Las subvenciones se asignan en cinco áreas:

- Artes y Cultura
- Asuntos de Orden Civil y Público (incluido el medio ambiente natural)
- Educación (La Fundación está especialmente interesada en proyectos y programas que mejoran el nivel educativo de los niños y jóvenes de Texas)
- Salud (incluida la Salud Mental)
- Servicios Humanos

La Fundación suministra fondos en todo el estado de Texas pero trata de asignar entre un tercio y la mitad de sus recursos a organizaciones que brindan ayuda en el área de Dallas. El objetivo es que con el tiempo cada comunidad dentro del estado se beneficie con un donativo de la Fundación. En la medida de lo posible, cada año se otorga la mitad de los fondos a las organizaciones que anteriormente no fueron beneficiadas. Se toman en cuenta las solicitudes de fondos para programas o proyectos específicos, proyectos capitales o, con menos frecuencia, para operaciones en general. No es común la donación de aportes. La Fundación también tiene en cuenta las inversiones relacionadas con programas como parte de las subvenciones que otorga.

La Fundación hace lo posible para responder a las necesidades de todas las organizaciones elegibles y considera los pedidos, cualquiera sea el importe de los mismos. No existe un formulario formal de solicitud. **Se aceptan solicitudes para procurar fondos en cualquier época del año.** Cada organización puede presentar solamente una solicitud dentro de un período de doce meses. Normalmente, las solicitudes se procesan dentro de tres a cuatro meses. Para más información, póngas en contacto con la Fundación.

La Fundación considera una o más de las siguientes condiciones para darle curso a una solicitud:

- El apoyo de la Fundación resultaría vital o significativo para el éxito de un proyecto propuesto
- Existe una red de colaboración que multiplica el impacto de la subvención
- Existe suficiente apoyo local y de otro tipo para garantizar la implementación del proyecto y su continuación luego del período del donativo
- La propuesta es innovadora y eficiente en el uso de los fondos
- Los gastos se reducen al compartir los recursos con otras agencias o grupos
- El proyecto está bien planificado
- El proyecto promueve mejores relaciones humanas y un mayor sentido comunitario
- El proyecto incluye a voluntarios, incluidos jóvenes, cuando corresponda

En general, los fondos *no* se otorgan para:

- Construcción de seminarios conciliares o iglesias
- Eventos anuales destinados a recabar fondos o esfuerzos para el sustentamiento en general
- Conferencias y simposios profesionales

**Meadows Foundation, Inc.
Grant Application Guidelines
Form 990-PF, Part XV, Line 2
December 31, 2011
EIN 75-6015322**

Statement 22

- Gastos para presentaciones o competencias celebrados fuera del estado de Texas

Las solicitudes deben incluir:

- Una breve historia de la organización y descripción de los servicios existentes (si corresponde, incluya la dirección de Internet, la misión, los programas y logros actuales, la cantidad actual de personal y de voluntarios, y la población actual a la que se le presta servicios, por ejemplo, cantidad a la que se le presta servicios por año, ubicación geográfica, nivel socioeconómico, etnia, género o edad)
- Una descripción del programa propuesto (sírvase incluir una declaración donde se establezca por qué se necesita el programa, componentes específicos del programa y logística, población y cantidad de personas que se espera que se beneficiarán con el programa)
- La cantidad en dólares específico solicitado a la Fundación y la fecha en la cual se necesita el pago
- Una lista de *todas* las entidades a las que se le ha solicitado ayuda financiera para el proyecto propuesto (incluidas sus respuestas hasta la fecha y el monto en dólares prometidos)
- El presupuesto para el proyecto, incluyendo ingresos y gastos.
- Planes para brindar apoyo al proyecto una vez transcurrido el período de los fondos (incluya las fuentes de ingresos proyectadas)
- Un plan para evaluar el proyecto (sírvase incluir objetivos conmensurables y con tiempos específicos, una descripción de la información que se recopilará para medir el avance y cómo se recopilará la información. Incluya los niveles actuales o básicos, si están disponibles) Puede recurrir a nuestro sitio de web en www.mfi.org para obtener guías de evaluación, ejemplos de objetivos y de mediciones para los diferentes tipos de programas para su referencia, también puede solicitar copias impresas
- Una lista de los miembros de su junta directiva, donde se incluya título, profesión, etnia y sexo
- Nombres y calificación del personal que participará en el proyecto propuesto
- Un presupuesto operativo y los estados financieros actuales hasta la fecha de la organización
- La última auditoría certificada (si es una entidad joven, envíe los estados financieros del año anterior y el Formulario 990 del IRS presentado)
- Una copia de la verificación más reciente de la condición de exención de impuestos por parte del Internal Revenue Service (Servicio de Rentas Internas) de conformidad con el Artículo 170 del Código del IRS

Sólo se necesita una copia de la solicitud. La Fundación desalienta las reuniones previas a la presentación de las solicitudes, prefiriendo acordarlas para luego de recibida la solicitud, si fuera necesaria. Se notificará la recepción de todas las solicitudes dentro de una semana.

Se solicitarán proyectos provisionales e informes finales para los proyectos que reciban fondos de la Fundación. Los informes deben incluir los avances realizados hacia el cumplimiento de los objetivos y la contabilización de los fondos gastados.

La Fundación acepta solicitudes de subvenciones enviadas a través de Internet, pero no puede garantizar la confidencialidad de la información contenida en los envíos electrónicos. No adjunte archivos junto con las solicitudes en línea.

Dirija la correspondencia a:

**Administration Department
The Meadows Foundation
Wilson Historic District
3003 Swiss Avenue
Dallas, Texas 75204-6090
214-826-9431, (1-800-826-9431 fuera del área de Dallas)
214-827-7042 (fax) www.mfi.org (Internet)**

Nota: También puede obtener guías para procurar fondos en español y un cassette de audio en inglés y en español.

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Arts and Culture	
Dallas Museum of Art Membership for 2011	\$25,000
Dallas Summer Musicals, Inc. To provide emergency working capital to complete the 2011-2013 seasons	\$400,000
Dallas Black Dance Theater Toward constructing a revenue-generating parking lot to offset increased production costs	\$77,000
El Paso Symphony Orchestra Association Toward emergency funding to complete the current season without a budget deficit	\$67,000
Museum of Nature and Science, formerly Dallas Museum of Natural History Association Toward support to ensure student access to the new Perot Museum of Nature and Science	\$1,000,000
Nasher Sculpture Center, Dallas Membership for 2011	\$10,000
Sammons Center for the Arts, Dallas Toward emergency operating support to maintain office and performance space for area arts organizations	\$50,000
Shakespeare Festival of Dallas Toward bridge funding to offset decreases in revenues and increases in expenses while new donors are sought	\$25,000
Southern Methodist University, Dallas, TX Gift in memory of Nancy Hamon	\$1,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
--	---------------

Except where noted, all grantees are in Texas

Southern Methodist University, Meadows School of the Arts, Dallas	\$3,206,000
--	--------------------

Up to \$33,000,000 including \$25,000,000 over ten years to acquire works of art, and to support educational programs; and \$5,000,000 over five years to enhance student and faculty recruitment and retention efforts; and \$3,000,000 as a permanent maintenance endowment for facilities. Contingent awards in the \$33,000,000 include a \$5,000,000 matching grant for art acquisition and \$3,000,000 maintenance endowment for the art school facilities, which have not been recognized in grants awarded for financial statement reporting

Subtotal for Arts and Culture	\$4,861,000
--------------------------------------	--------------------

Civic/Public Affairs/Environment

Austin Humane Society	\$10,000
------------------------------	-----------------

Toward emergency wildfire relief support

Buildingcommunity Workshop, bcWORKSHOP, Dallas	\$80,000
---	-----------------

Toward continuing support of a community design center in Dallas

Caddo Lake Institute, Inc., Austin	\$70,000
---	-----------------

Toward expanding a project to determine the amount of river flow needed to keep Caddo Lake healthy and meet the water needs of consumers

Center for Maximum Potential Building Systems, Inc., Austin	\$75,000
--	-----------------

Toward demonstrating magnesium oxide cement as a viable alternative, energy-efficient building material

Statement 23
Part XV, Section 3(a)
Grants Paid During the Year

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
<i>Except where noted, all grantees are in Texas</i>	
Center For Plant Conservation, St. Louis, MO Toward an expanded program to collect seeds of imperiled Texas plants for future research and to prevent extinction	\$25,000
Citizens for Animal Protection, Houston Toward building a permanent shelter to increase capacity for homeless animals and to expand adoption programs	\$100,000
Communities Foundation of Texas, Dallas Toward supporting a fund designed to encourage increased private donations to nonprofit organizations in Dallas through online resources	\$100,000
Community Foundation of North Texas, Community Foundation of Tarrant County, Fort Worth Toward expanding a capacity-building grant program to include organizations with revenues reduced by the recession or government funding cutbacks	\$50,000
Conference of Southwest Foundations, Dallas Membership for 2011	\$5,000
Dallas Arboretum & Botanical Society Toward the Children's Exploration Garden project	\$750,000
Ducks Unlimited, Memphis, Tennessee Toward creating breakwaters to protect critical wetlands and bird habitat along the upper Gulf Coast	\$250,000
Faith & Philanthropy Institute, Euless Toward expanding training programs to faith and community-based organizations to improve their service delivery	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Foundation Communities, formerly Central Texas Mutual Housing Association, Austin Toward continuing a multi-year effort to increase the number of low-income individuals receiving federal tax refunds and tax credits	\$100,000
Friends of Big Bend National Park Toward restoring wetlands for nesting and migrating birds in Big Bend National Park	\$40,000
Friends of Blue Hole, Wimberley Toward acquiring the Blue Hole and developing the surrounding 126-acre area as a municipal park and natural area	\$150,000
Frontera Land Alliance, El Paso Toward hiring an executive director to manage more land and water transactions	\$40,000
ICLEI - Local Governments for Sustainability U.S.A., Houston Toward increasing the number of Texas cities committed to conserving energy, reducing carbon and improving air quality	\$75,000
International Crane Foundation, Baraboo, Wisconsin Toward hiring a biologist to decrease the mortality rate of Whooping Cranes in Texas	\$74,000
National Audubon Society, Austin, TX Toward hiring staff to aid in protecting bird sanctuaries along the Texas Gulf coast as part of helping the Gulf ecology recover from the British Petroleum oil spill	\$90,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
---	----------------------

Except where noted, all grantees are in Texas

National Wildlife Federation, Austin Toward continuing the Texas Living Waters Project as a means for ensuring Texas has adequate water supplies in the future	\$350,000
--	-----------

Onestar Foundation, Austin Toward continued support of nonprofit management assistance centers and volunteer centers to strengthen the nonprofit sector statewide	\$239,000
---	-----------

The Peregrine Fund, Boise, Idaho Toward implementing a telemetry monitoring program for reintroducing Aplomado Falcons into West Texas	\$90,000
--	----------

Philanthropic Collaborative, Washington, DC Toward publishing a report and other educational efforts to ensure policymakers understand the benefits of foundation philanthropy	\$50,000
--	----------

Philanthropy Roundtable, Washington, DC Membership for 2011	\$5,000
---	---------

Philanthropy Roundtable, Washington, DC Toward continuing efforts to achieve a balanced approach to state and national reforms of the independent sector	\$50,000
--	----------

San Antonio Area Foundation - Center for Nonprofit Support Toward expanding a nonprofit management technical assistance program to veteran serving organizations and educational programs serving middle schools	\$50,000
--	----------

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
---	----------------------

Except where noted, all grantees are in Texas

Southwest Key Program, Austin	\$150,000
--------------------------------------	------------------

Toward constructing a new Social Enterprise Complex to generate business and economic development activity in an impoverished area in Austin

SPCA of Texas, Dallas	\$10,000
------------------------------	-----------------

Toward emergency wildfire relief support

Texas Conservation Alliance, Dallas	\$25,000
--	-----------------

Toward developing a cadre of volunteers to promote public awareness about the importance of water conservation

Texas Forest Service, College Station	\$500,000
--	------------------

Toward replacing damaged firefighting equipment and to reimburse extraordinary expenses of state volunteer fire departments fighting fires during the 2011 Texas wildfire season

Texas Health Institute, Austin	\$300,000
---------------------------------------	------------------

Toward implementing the Benefit Bank of Texas, a statewide web-based system to increase access to public benefits by low-income families in Texas

Texas Land Conservancy, Austin	\$25,000
---------------------------------------	-----------------

Toward expanding a land conservation program by hiring a second stewardship director

Texas Parks and Wildlife Department, Austin	\$100,000
--	------------------

Toward capital transportation and capital equipment replacement related to the Bastrop State Park wildfire

Texas Rice Industry Coalition for the Environment, Pierce	\$96,000
--	-----------------

Toward restoring 2,000 acres of wetlands and 15,000 acres of native prairie in the Texas Gulf coast region

Statement 23
Part XV, Section 3(a)
Grants Paid During the Year

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
--	---------------

Except where noted, all grantees are in Texas

University of Houston - Gerald D. Hines College of Architecture, Gerald D. Hines College of Architecture Toward continuing the University's Green Building Component Initiative to design, test and build energy efficient affordable housing components	\$75,000
--	----------

William Marsh Rice University, Rice University, Houston To update two reports and establish an online database on demographic trends in Texas critical for public policy-makers	\$142,000
---	-----------

Subtotal for Civic/Public/Environment	\$4,366,000
--	--------------------

Education

Achieving the Dream, Silver Spring, Maryland Toward ongoing support for Texas community colleges to participate in Achieving the Dream efforts focused on reducing the number of students that drop out of college	\$200,000
--	-----------

American Productivity & Quality Center, APQC Education, Houston Toward piloting a process management effort focused on improving student academic achievement in three school districts in the Rio Grande Valley	\$90,000
--	----------

Austin Community Foundation for the Capital Area for Con Mi MADRE Toward bridge funding to complete a transition to become a separate nonprofit organization	\$50,000
--	----------

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
AVANCE-EI Paso Chapter Toward increasing the number of parents hired as AmeriCorps members in order to expand parent and early childhood programs	\$100,000
AVID Center, San Diego, California Toward integrating research-based instructional practices into university teacher preparation programs with the goal of increasing teacher effectiveness	\$273,000
Breakthrough, Breakthrough Austin Toward expanding an education support program that prepares low-income, minority students to graduate from high school and succeed in college	\$100,000
CIS of Greater Central Texas, Killeen Toward emergency funding for a school-based, dropout prevention program due to government funding cuts	\$80,000
College For All Texans Foundation: Closing The Gaps, Austin Toward a program that places college advisers in high-need high schools to increase student enrollment in post-secondary education	\$200,000
Communities Foundation of Texas for Educate Texas, Formerly Texas High School Project, Dallas Toward developing a plan focused on increasing the number of students that access and complete post-secondary education programs	\$100,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
<i>Except where noted, all grantees are in Texas</i>	
Communities Foundation of Texas for the Teaching Trust, Dallas, TX Toward start-up funding for a unique program to develop and support effective principals for high-need, urban schools in North Texas	\$100,000
Communities in Schools of East Texas, Marshall Toward emergency funding for a school-based, dropout prevention program due to government funding cuts	\$50,000
Communities In Schools of North Texas, formerly Communities In Schools of Denton County, Lewisville Toward emergency funding for a school-based, dropout prevention program due to government funding cuts	\$50,000
Communities in Schools of South Central Texas, formerly Communities In Schools of Comal County, New Braunfels Toward emergency funding for a school-based, dropout prevention program due to government funding cuts	\$44,000
Communities in Schools of the Coastal Bend, formerly Communities In School Corpus Christi Toward retiring accounts payable debt for a school-based, dropout prevention program that recently suffered government funding cuts	\$71,000
Dallas Foundation Toward continuing a comprehensive school readiness program in the Bachman Lake area as part of a multi-foundation collaborative	\$200,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
<i>Except where noted, all grantees are in Texas</i>	
E3 Alliance, Austin Toward implementing a demonstration model to transform teaching and learning practices in selected middle schools in Central Texas	\$100,000
E3 Alliance, Austin Toward a pilot project to develop and refine pre-kindergarten assessment and instructional tools to improve school readiness of young children	\$127,000
Foundation for Brain Health Advances, The University of Texas at Dallas for The Center for BrainHealth To support programs to improve the critical reasoning skills of middle school students and in soldiers with traumatic brain injuries	\$495,000
George W. Bush Foundation for the George W. Bush Institute, Dallas Toward developing the Middle School Matters technical assistance and training program to better prepare middle school students for high school and college success	\$1,000,000
Girl Scouts of Northeast Texas, formerly Girl Scouts of Tejas Council, Dallas Toward recruiting Hispanic girls in troop activities by providing culturally appropriate resources	\$75,000
Literacy Texas, Fort Worth To hire staff to increase program and fundraising capacity	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
McLennan Community College Foundation, Waco Toward constructing a health professions academic complex to expand the number of healthcare providers	\$250,000
The New Teacher Project, Brooklyn, New York Toward continuing efforts to recruit, train, and place highly qualified teachers for critical subject areas in North Texas and Austin	\$100,000
Reach Out and Read, Boston, MA Toward expanding an evidence-based early literacy program to ten rural health clinics that serve low-income, at-risk children	\$85,000
Southern Methodist University, The Simmons School of Education and Human Development, Dallas Toward establishing a research center to improve the mathematics achievement of Texas students in a collaborative partnership with UT Austin's Meadows Center for Preventing Educational Risk	\$201,000
Teach For America, TFA, New York, New York Toward launching a new teacher corps site in Dallas	\$200,000
Texas Cultural Trust, Austin Toward training teachers on how to use an arts and technology curriculum for at-risk students	\$80,000
Texas School For The Deaf Foundation, Austin Toward continuing support for the executive director position to build organizational and fundraising capacity	\$46,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
---	----------------------

Except where noted, all grantees are in Texas

Trinity University, San Antonio Toward continuing/expanding training programs for school principals with a focus on increasing student achievement	\$245,000
--	------------------

United Ways of Texas, for the Texas Partnership for Out of School Time, Austin Toward establishing a statewide network focused on developing and sustaining quality afterschool programs	\$25,000
--	-----------------

University of Houston System for the Center for Research, Evaluation, Advancement of Teacher Education, CREATE, The Woodlands To expand and extend efforts to increase the quality, quantity and effectiveness of teachers prepared by traditional, university-based teacher preparation throughout Texas	\$150,000
---	------------------

University of Texas at Austin, for the Meadows Center for Preventing Educational Risk Toward creating a research and training institute for teachers and school leaders to increase the number of students who are academically successful and to reduce the number of students at risk of dropping out	\$300,000
---	------------------

Subtotal for Education	\$5,212,000
-------------------------------	--------------------

Health

Advocacy Incorporated, Austin Toward expanding attorney services for long-term foster youth placed in state hospitals and correctional facilities	\$61,000
---	-----------------

Statement 23
Part XV, Section 3(a)
Grants Paid During the Year

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
--	---------------

Except where noted, all grantees are in Texas

Aurora House Foundation, Weslaco Toward expanding a program to provide palliative care training to nursing students and other health care providers in South Texas	\$55,000
--	----------

Austin Child Guidance Center Toward emergency operating support to provide mental health services to low-income and uninsured families	\$100,000
--	-----------

Big Bend Regional Hospital District, Alpine, TX Toward expanding a pilot prescription drug dispensary in Marfa to serve low-income populations	\$25,000
--	----------

Center for Child Protection, Austin Gift in memory of Ronya Kozmetsky, a foundation colleague and co-founder of the Center	\$1,000
--	---------

Center For Public Representation, Northampton, Massachusetts Toward continuing efforts to improve the care and treatment of youth with mental illnesses and other disabilities in the juvenile justice system	\$35,500
---	----------

Child Advocates San Antonio Toward emergency operating support for services to abused and neglected children	\$75,000
--	----------

Childrens Advocacy Center of Hood and Somervell Counties, Granbury Toward hiring a forensic interviewer to serve the increasing need for child abuse intervention services	\$48,000
--	----------

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
<i>Except where noted, all grantees are in Texas</i>	
Children's Advocacy Centers of Texas, Austin Toward initiating a training program to improve the use of trauma focused-cognitive behavior therapy with child abuse victims and their families	\$88,500
Coastal Plains Community Mental Health Mental Retardation Center, Portland Toward hiring a registered nurse to integrate primary care services into public mental health service facilities	\$68,000
Comfort House Services, McAllen Toward emergency operating support for continuing palliative care to terminally ill individuals	\$87,500
Community Health Service Agency, Greenville Toward constructing a facility to expand health services to underserved women	\$200,000
Dallas Area Rape Crisis Center Toward adding a second location to serve sexual assault victims	\$82,000
Dallas Children's Advocacy Center Toward constructing a larger facility to better address the needs of child victims of sexual and physical abuse	\$250,000
Dallas Foundation for TexProtects Fund Toward operating support for statewide efforts to reduce child maltreatment by impacting systemic change throughout Texas	\$100,000
Dallas Methodist Hospitals Foundation Toward renovating clinic space for a model pregnancy program designed to reduce premature deliveries to at-risk mothers	\$150,000

Statement 23
Part XV, Section 3(a)
Grants Paid During the Year

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
--	---------------

Except where noted, all grantees are in Texas

East Texas Community Health Services, Nacogdoches	\$105,000
--	------------------

Toward an integrated mental health care model serving low-income and underserved residents in East Texas

Easter Seals-Central Texas, Austin	\$38,000
---	-----------------

Toward continuing the transitions counseling project providing mental health services to clients who are in the job training program

Fannin County Family Crisis Center, Bonham	\$136,000
---	------------------

Toward renovating a building for providing services to victims of domestic violence

FRAXA Research Foundation, Newburyport, Massachusetts	\$200,000
--	------------------

Toward multiple biomedical research studies on Fragile X Syndrome at Texas universities

Hospice Brazos Valley, Bryan	\$75,000
-------------------------------------	-----------------

Toward start-up funding for a combined inpatient hospice facility for terminally ill patients and educational center for training healthcare providers

Irving Healthcare Foundation	\$100,000
-------------------------------------	------------------

Toward emergency operating support for a child care program serving children with special medical needs

Legacy Counseling Center, Dallas	\$25,000
---	-----------------

Toward increasing services to low-income clients with HIV/AIDS seeking mental health counseling and substance abuse treatment

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Lone Star Circle of Care, Georgetown Toward implementing telepsychiatry services to provide behavioral health access to underserved individuals	\$200,000
Los Barrios Unidos Community Clinic, Dallas Toward expanding an integrated health care model to extend mental health services to more uninsured and medically underserved primary care clients in West Dallas	\$75,000
Lubbock Children's Health Clinic Toward emergency operating support to maintain medical services to low-income, underserved children	\$16,000
Matagorda Episcopal Health Outreach Program, MEHOP, Bay City Toward establishing tele-behavioral health technology to extend behavioral and psychiatric health services to clients in remote rural populations	\$61,000
Mental Health America of Greater Dallas Toward continued emergency operating support to maintain a mental health advocacy organization	\$172,000
Mental Health America of Greater Houston Toward advancing integrated primary healthcare and mental healthcare practices in Texas communities	\$125,500
Mental Health America of Greater Houston for MHA Center For Supportive Housing Toward a pilot program to assist with the development of permanent supportive housing units for homeless individuals who have serious mental illnesses	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Metro Dallas Homeless Alliance Toward providing mental health services to homeless individuals during a time of increased demand and reduced public funding	\$300,000
Metrocare Services, Dallas Toward continuing support of a training program designed to increase the number of mental health professionals choosing to serve in the public mental health system	\$250,000
NAMI Dallas, formerly Dallas Alliance for Mental Recovery Unrestricted grant in honor of Chere St. Clair's 25 years of employment with the Meadows Foundation	\$25,000
The Network of Behavioral Health Providers, Houston Toward continuing support for a project designed to increase the number of individuals choosing and receiving education in the field of behavioral health	\$50,000
New Beginning Center, Garland Toward emergency operating support due to a reduction in government, foundation and other funding	\$25,000
San Antonio Clubhouse Toward expanding a rehabilitation program for adults with severe and persistent mental illness	\$50,000
San Antonio Family Endeavors, formerly San Antonio Urban Ministries Toward expanding a program to train and employ individuals with severe and persistent mental illness	\$75,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
<i>Except where noted, all grantees are in Texas</i>	
Spindletop Foundation, Beaumont Toward renovating buildings to provide housing and support services for individuals with mental illness and other co-occurring disorders	\$100,000
Texas Association for Infant Mental Health, Coppell Toward bridge funding to support public awareness and good public policy to improve the mental health of children from birth to age three	\$20,000
Texas Department of State Health Services - Mental Health and Substance Abuse Division, Austin Toward continuing the Texas Self-Directed Care Program pilot program for individuals with severe mental illness	\$348,000
Texas Health Presbyterian Foundation, Dallas Toward a second year of start-up support for a sexual assault nurse examiner program	\$100,000
Tip of Texas Family Outreach, Brownsville Toward continuing support for an in-home casework program to meet the increasing demand for child abuse and neglect prevention programs in the lower Rio Grande Valley	\$25,000
The Turning Point, Plano Toward bridge funding to expand professional therapy and counseling services to survivors of sexual violence and their families/friends	\$50,000
UMC Foundation for UMC Health System, Lubbock Toward constructing a new neonatal intensive care unit to serve premature and critically ill infants	\$100,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
University of North Texas Foundation, University of North Texas Division of Advancement, Denton Toward continuing a pilot program to provide supportive employment for individuals with mental illnesses	\$60,000
Subtotal for Health	\$4,358,000
Human Services	
Advocates for Community Transformation, Dallas Toward expanding the capacity of an organization that promotes safer neighborhoods by reducing property blight	\$60,000
American Red Cross, North Texas Region, Dallas Toward support for the current Texas wildfire disaster relief efforts across the state	\$50,000
American Red Cross, North Texas Region, Dallas Toward continuing support for wildfire disaster relief operations	\$200,000
Any Baby Can Child and Family Resource Center, Austin Toward hiring medical billing specialists to increase revenue from reimbursable expenses related to services to low-income children and replace funding lost due to governmental funding cuts	\$100,000
Avance - Austin Toward emergency operating support due to reductions in state funding	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
BCFS Health and Human Services, formerly Baptist Children's Home Ministries, San Antonio Toward start-up costs for a youth transition center in Lubbock to assist young adults aging out of foster care	\$100,000
Bridge Over Troubled Waters, Pasadena Toward constructing a new facility to provide emergency shelter and services for abused women and children	\$100,000
Brother Bills Helping Hand, Dallas Toward building a new community center to increase essential human services for low-income residents of West Dallas	\$100,000
Buckner Children and Family Services, Dallas Toward constructing 16 apartments to expand an affordable housing, welfare-to-work program for single mothers with children	\$250,000
The Caring Place, Georgetown Toward expanding a food pantry and thrift store to meet the increasing demand for emergency services	\$50,000
Casa for Kids, Paris Toward renovations on two buildings to better provide child abuse prevention services	\$25,000
CASA of Deep East Texas, Nacogdoches Toward hiring staff to increase the number of abused and neglected children served	\$40,000
Children's Center, Galveston Toward emergency operating support for a program serving disadvantaged children, youth and families	\$100,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Christian Men's Job Corps of Tyler Toward a program for ex-offenders and unemployed/under-employed men	\$35,000
City Square, formerly Central Dallas Ministries Toward constructing a new center for employment training, food distribution and healthcare services	\$225,000
Community Learning Center, Fort Worth, TX Toward a new Education and Training Center to increase the number of dislocated workers trained in new manufacturing technologies	\$100,000
Community Partnership for the Homeless, Inc., Austin Toward renovating substandard multi-family units into energy efficient affordable housing for low-income residents	\$150,000
The Council on Alcohol and Drug Abuse - Coastal Bend, formerly Coastal Bend Council on Alcoholism, Corpus Christi Toward bridge funding to continue the Juvenile Drug Court Program due to loss of expected funding	\$40,000
Court Appointed Special Advocates of Collin County, CASA of Collin County, McKinney Toward hiring a staff person to recruit and train additional volunteers to serve abused and neglected children who have been removed from their homes	\$49,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Court Appointed Special Advocates of Travis County, CASA, Austin Toward emergency operating support to meet an increase in the number of abused and neglected children	\$100,000
Dallas County Health and Human Services Toward purchasing and installing air conditioning units for low-income shut-ins in Dallas during the heat crisis	\$40,000
Dallas Foundation Toward establishing a heat relief fund for Dallas County Health & Human Services	\$50,000
Dallas VA Research Corporation, Lancaster Toward implementing networking activities and support groups for veterans who have felony convictions, mental illness and/or substance abuse problems	\$62,500
Disabled American Veterans Texas, Lufkin Gift in memory of Dennis Patrick, brother of MFI staff Cindy Patrick	\$100
Family Promise, formerly National Interfaith Hospitality Networks, Summit, New Jersey Toward establishing four new programs serving homeless families in Texas	\$90,000
Foster Youth Life Investment Partners, FYLIP, Corpus Christi Toward staff support for a one-stop resource center serving youth transitioning out of foster care	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Frameworks Community Development Corporation, Austin Toward acquiring and reselling homes in foreclosure as part of an affordable housing program	\$100,000
Golden Crescent CASA, Victoria Toward continuing support for volunteer recruitment efforts to increase the number of volunteers from the nine counties served	\$44,000
Habitat for Humanity of San Antonio Toward infrastructure expenses associated with a new 184-unit affordable housing subdivision	\$100,000
Hays-Caldwell Women's Center, San Marcos Toward renovating a facility to meet an increasing demand for services for victims of child abuse	\$150,000
HomeAid America, Houston Toward constructing a shelter for homeless women and children	\$25,000
Houston Food Bank Toward renovating a facility to increase food distribution to a larger number of individuals and families	\$200,000
Juliette Fowler Homes, Dallas Toward renovating a wing of a nursing home for low-income elderly clients	\$100,000
Kendall County Women's Shelter, Boerne Toward constructing an emergency shelter for victims of domestic abuse and their children	\$100,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Las Americas Immigrant Advocacy Center, El Paso Toward emergency support for a program serving refugee and immigrant children and families	\$50,000
Metro Dallas Homeless Alliance Toward purchasing and installing evaporative cooling units for the Bridge serving homeless individuals	\$8,000
Metroplex Economic Development Corp., Texas Offenders Reentry Initiative, Dallas Toward the Texas Offender Reentry Initiative to enable ex-offenders to achieve successful reentry and crime- free lives	\$25,000
Models of the Maker Women's Ministries, Paris Toward emergency funding to sustain housing and other services for homeless women and children	\$30,000
National Association for Latino Community Asset Builders, San Antonio Toward continuing a technical assistance program for South Texas agencies receiving federal stimulus economic development grants	\$90,000
National Center for Family Philanthropy, Washington, DC Toward developing a training program for preparing new and prospective family foundation trustees, and piloting the program in Texas	\$50,000
NewDay Services for Children and Families, Fort Worth Toward locating and involving fathers with their children in the foster care system	\$25,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
North Collin County Habitat for Humanity, McKinney Toward purchasing and remodeling a 49,000 SF warehouse as a ReStore	\$100,000
North Texas Food Bank, Dallas To assist the Food Bank in meeting the increased demand for services during the holiday season	\$50,000
Offender Preparation and Education Network, OPEN, INC., Garland Toward emergency operating support to continue providing self-help educational materials to incarcerated individuals	\$35,000
Patriot Paws Service Dogs, Rockwall Toward additional staff to expand training of service dogs for disabled veterans	\$100,000
Resolana, Dallas Toward hiring an executive director to manage rehabilitation programs for women at the Dallas County Jail	\$50,000
Safer Dallas Better Dallas Toward supporting a pilot program to provide reentry services for formerly incarcerated persons	\$40,000
The Salvation Army, Dallas To recapitalize local emergency assistance funds expended in responding to wildfires in the Panhandle and Palo Pinto County	\$25,000
The Salvation Army, Dallas To recapitalize local emergency assistance funds expended in responding to wildfires in the Bastrop area	\$30,000

Statement 23
Part XV, Section 3(a)
Grants Paid During the Year

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

Recipient name and address. Purpose of grant.	Amount
<i>Except where noted, all grantees are in Texas</i>	
Salvation Army DFW Metroplex Command, Dallas Gift in memory of Charles Wylly	\$1,000
Santa Maria Hostel, Houston Toward bridge funding to match federal funds to support transitional housing services for formerly homeless single women and their children	\$60,000
Sharing Hope Ministry, Amarillo Toward renovating a facility to serve as a transitional home for women recently released from incarceration	\$73,000
Spaulding for Children, Houston Toward emergency operating support for a special needs adoption program	\$64,000
Sustainable Food Center, Austin Toward expanding a program to encourage home gardening and food sharing in Austin	\$25,000
Texas Appleseed, Austin Toward continuing efforts to improve the court and legal systems to better serve children in long-term foster care	\$75,000
Texas Association of Community Development Corporations, Austin Toward implementing a training program to enable nonprofit housing organizations to meet new federal licensing requirements	\$78,000
Texas Baptist Men, Dallas Towards providing 1,000 cases of bottled water to be distributed to firemen fighting Palo Pinto and Fort Davis area fires	\$5,000

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
<i>Except where noted, all grantees are in Texas</i>	
Texas Loves Children, Dallas Toward supporting and expanding an interactive website for legal professionals assisting children who are victims of abuse and neglect	\$70,000
Texas Network of Youth Services, Austin Toward continued emergency operating support to maintain training and support services for agencies serving at-risk youth	\$95,000
Union Gospel Mission, Dallas Toward purchasing 34-unit apartment complex as a homeless shelter primarily for single women	\$75,000
Village Learning & Achievement Center, Kingwood Toward constructing affordable housing for individuals with mental and physical disabilities	\$50,000
Visiting Nurse Association of Texas, Dallas Toward purchasing space heaters for seniors during the winter of 2011	\$5,000
Visiting Nurse Association of Texas, Dallas In memory of Mike McCoy's mother in law, Dorthy Parr	\$100
Wichita Falls Faith Mission, Faith Refuge for Women Toward constructing a new emergency shelter for homeless women and women with children	\$125,000
Subtotal for Human Services	\$4,494,700
Subtotal Grants Paid	\$23,291,700

Meadows Foundation, Inc.
Grants and Contributions Paid During the Year
Form 990-PF, Part XV, Section 3(a)
EIN 75-6015322

Statement 23

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
---	----------------------

Except where noted, all grantees are in Texas

Meadows Foundation Matching Grant Program	\$123,568
--	------------------

Awards for Charitable School Projects	\$251,500
--	------------------

Total Grants Paid During the Year	\$23,666,768
--	---------------------

All grant recipients are governmental entities, IRC Section 501(c)(3) public charities or eligible 509(a)(3) Type I or Type II supporting organizations. Statements from Grantee's legal counsel are used to make this determination when an IRS Ruling Letter is not available.

**Meadows Foundation, Inc.
Grants Approved for Future Payment
Form 990-PF, Part XV, Section 3(b)
EIN 75-6015322**

Statement 24

<u>Recipient name and address. Purpose of grant.</u>	<u>Amount</u>
---	----------------------

Except where noted, all grantees are in Texas

Arts and Culture

Pew Charitable Trusts, Philadelphia, PA	\$100,000
--	------------------

Toward implementing the Texas Cultural Data Project, an arts and cultural institution capacity-building management tool

Southern Methodist University, Meadows School of the Arts, Dallas	\$8,000,000
--	--------------------

Up to \$33,000,000 including \$25,000,000 over ten years to acquire works of art, and to support educational programs; and \$5,000,000 over five years to enhance student and faculty recruitment and retention efforts; and \$3,000,000 as a permanent maintenance endowment for facilities. Contingent awards in the \$33,000,000 include a \$5,000,000 matching grant for art acquisition and \$3,000,000 maintenance endowment for the art school facilities, which have not been recognized in grants awarded for financial statement reporting

Subtotal for Arts and Culture	\$8,100,000
--------------------------------------	--------------------

Education

Austin Community Foundation for the Capital Area for Con Mi MADRE	\$25,000
--	-----------------

Toward bridge funding to complete a transition to become a separate nonprofit organization

CIS of Greater Central Texas, Killeen	\$40,000
--	-----------------

Toward emergency funding for a school-based, dropout prevention program due to government funding cuts

Communities in Schools of East Texas, Marshall	\$50,000
---	-----------------

Toward emergency funding for a school-based, dropout prevention program due to government funding cuts

Meadows Foundation, Inc.
Grants Approved for Future Payment
Form 990-PF, Part XV, Section 3(b)
EIN 75-6015322

Statement 24

Recipient name and address. Purpose of grant.	Amount
--	---------------

Except where noted, all grantees are in Texas

University of Texas at Austin, for the Meadows Center for Preventing Educational Risk	\$300,000
--	------------------

Toward creating a research and training institute for teachers and school leaders to increase the number of students who are academically successful and to reduce the number of students at risk of dropping out

Subtotal for Education	\$415,000
-------------------------------	------------------

Health

Paso Del Norte Children's Development Center, formerly El Paso Rehabilitation Center	\$150,000
---	------------------

Toward expanding facilities for children with disabilities

Scott & White Healthcare Foundation, Temple	\$50,000
--	-----------------

Toward creating a psychology internship training program to increase the number of psychologists who will stay in Texas to provide mental health services

University of North Texas Foundation, University of North Texas Division of Advancement, Denton	\$26,000
--	-----------------

Toward continuing a pilot program to provide supportive employment for individuals with mental illnesses

Subtotal for Health	\$226,000
----------------------------	------------------

Human Services

Anayat House, Beaumont	\$100,000
-------------------------------	------------------

Toward constructing a hospitality house for outpatients and families of patients receiving care at local medical facilities

Avance - Austin	\$25,000
------------------------	-----------------

Toward emergency operating support due to reductions in state funding

Meadows Foundation, Inc.
Grants Approved for Future Payment
Form 990-PF, Part XV, Section 3(b)
EIN 75-6015322

Statement 24

Recipient name and address. Purpose of grant. **Amount**
Except where noted, all grantees are in Texas

Futuro Communitas, Uvalde \$111,000
Toward constructing 36 single-family affordable houses

Parker County Committee on Aging, Weatherford \$50,000
Toward constructing a new senior center to expand
programs and services to elderly residents

United Reverside Rebuilding Corporation \$30,000
Toward building affordable housing

Subtotal for Human Services \$316,000

Total Grants Approved for Future Payment \$9,057,000

*All grant recipients are governmental entities, IRC Section 501(c)(3) public charities or eligible
509(a)(3) Type I or Type II supporting organizations. Statements from Grantee's legal counsel are
used to make this determination when an IRS Ruling Letter is not available.*

Meadows Foundation, Inc.
Analysis of Other Revenue
Form 990-PF, Part XVI-A, Line 11
December 31, 2011
EIN 75-6015322

Statement 25

Description	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
Royalty Income		-	15	21,573	-
Class Action Settlements	(1)	-	01	34,970	-
Partnership Income (Loss)	523000	(2,675,360)	14	20,273,615	-
Value of Imputed Free Rent	(2)	-	01	1,541,686	-
Miscellaneous		-	01	13,676	-
Totals		\$ (2,675,360)		\$ 21,885,520	\$ -

(1) MFI receives settlements from class action lawsuits as a result of MFI ownership of various stocks that are or have been in the investment portfolio. Generally, MFI's custodian handles all notifications and processes all settlements for these claims.

(2) MFI provides facilities, utilities and other services to nonprofit organizations as tenants of the Wilson Historic District. Generally, Accepted Accounting Principles (GAAP) require that imputed income be calculated and reported for the fair market value of rent provided to the tenants.