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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Department of the Treasury Internal Revenue Service

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

For calendar year 2006, or tax year beginning 07/01, 2006, and ending 06/30/2007

G Check all that apply: Initial return, Final return, Amended return, Address change, Name change

Name of foundation: MENIL FOUNDATION, INC.
Number and street (or P.O. box number if mail is not delivered to street address): 1519 BRANARD
City or town, state, and ZIP code: HOUSTON, TX 77006
A Employer Identification number: 74-6045327
B Telephone number (see page 11 of the instructions): (713) 525-9480

H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16): \$ 572,896,546
J Accounting method: Accrual

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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 . . . . .								
	2	Savings and temporary cash investments . . . . .	4,066,186.	5,265,373.	5,265,373.					
	3	Accounts receivable ▶ 911,554.								
		Less: allowance for doubtful accounts ▶ 25,000.	745,259.	886,554.	886,554.					
	4	Pledges receivable ▶ 3,620,467.								
		Less: allowance for doubtful accounts ▶	4,907,334.	3,620,467.	3,620,467.					
	5	Grants receivable . . . . .								
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)								
	7	Other notes and loans receivable (attach schedule) ▶								
		Less: allowance for doubtful accounts ▶								
	8	Inventories for sale or use . . . . .	83,476.	81,580.	81,580.					
	9	Prepaid expenses and deferred charges . . . . .	142,816.	205,951.	205,951.					
	10 a	Investments - U.S. and state government obligations <i>STMT. 9</i>	41,089,342.	38,734,806.	38,734,806.					
	b	Investments - corporate stock (attach schedule) <i>STMT. 10</i>	135,092,093.	144,005,086.	151,309,629.					
	c	Investments - corporate bonds (attach schedule) <i>STMT. 11</i>	5,658,876.	14,254,572.	14,254,572.					
	11	Investments - land, buildings, and equipment: basis ▶ 15,194,051.								
	Less: accumulated depreciation (attach schedule) <i>STMT. 6</i> ▶ 4,190,702.	9,111,279.	11,003,349.	11,003,349.						
12	Investments - mortgage loans . . . . .	9,293,810.	9,167,978.	9,167,978.						
13	Investments - other (attach schedule) . . . . . <i>STMT 12</i>	2,345,756.	8,504,176.	8,504,176.						
14	Land, buildings, and equipment: basis ▶ 60,173,459.									
	Less: accumulated depreciation (attach schedule) <i>STMT. 6</i> ▶ 24,613,792.	36,946,000.	35,559,667.	35,559,667.						
15	Other assets (describe ▶ <i>STMT 13</i> )	291,653,770.	294,302,444.	294,302,444.						
16	<b>Total assets (to be completed by all filers - see page 17 of the instructions. Also, see page 1, item I)</b> . . . . .	<b>541,135,997.</b>	<b>565,592,003.</b>	<b>572,896,546.</b>						
Liabilities	17	Accounts payable and accrued expenses . . . . .	1,524,959.	1,710,877.						
	18	Grants payable . . . . .								
	19	Deferred revenue . . . . .								
	20	Loans from officers, directors, trustees, and other disqualified persons								
	21	Mortgages and other notes payable <i>STMT. 14</i>	2,900,000.	2,500,000.						
	22	Other liabilities (describe ▶)								
23	<b>Total liabilities (add lines 17 through 22)</b> . . . . .	<b>4,424,959.</b>	<b>4,210,877.</b>							
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>									
	24	Unrestricted . . . . .	329,518,247.	344,638,533.						
	25	Temporarily restricted . . . . .	39,886,115.	49,415,917.						
	26	Permanently restricted . . . . .	167,306,676.	167,326,676.						
	<b>Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/></b>									
	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	<b>Total net assets or fund balances (see page 18 of the instructions)</b> . . . . .	<b>536,711,038.</b>	<b>561,381,126.</b>							
31	<b>Total liabilities and net assets/fund balances (see page 18 of the instructions)</b> . . . . .	<b>541,135,997.</b>	<b>565,592,003.</b>							

**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	536,711,038.
2	Enter amount from Part I, line 27a	2	19,681,191.
3	Other increases not included in line 2 (itemize) ▶ <i>SEE STATEMENT 15</i>	3	4,988,897.
4	Add lines 1, 2, and 3	4	561,381,126.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b> . . . . .	6	<b>561,381,126.</b>

**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	PUBLICLY TRADED SECURITIES			
b	OTHER CAPITAL GAINS (LOSSES) SEE STMT 16		STMT 16	STMT 16
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 86,736,329.		69,240,606.	17,495,723.
b STMT 16		STMT 16	STMT 16 1,383,176.
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	18,878,899.
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 pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8 . . . . .		3	1,130,434.

**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 page 19 of 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))
7/1/05 to 6/30/06 2005	32,320,409.	191,585,759.	0.16869943345
7/1/04 to 6/30/05 2004	20,951,639.	175,965,009.	0.11906707543
7/1/03 to 6/30/04 2003	18,257,076.	163,986,289.	0.11133294199
7/1/02 to 6/30/03 2002	11,941,403.	150,476,348.	0.07935734193
7/1/01 to 6/30/02 2001	12,724,783.	167,136,988.	0.07613385375

2 Total of line 1, column (d) . . . . .	2	0.55459064655
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	0.11091812931
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5 . . . . .	4	204,165,175.
5 Multiply line 4 by line 3 . . . . .	5	22,645,619.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	228,043.
7 Add lines 5 and 6 . . . . .	7	22,873,662.
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	14,860,261.

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 on page 19.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here [ ] and enter "N/A" on line 1
Date of ruling letter: (attach copy of ruling letter if necessary - see instructions)
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here [ ] and enter 1% of Part I, line 27b
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-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6 Credits/Payments:
a 2006 estimated tax payments and 2005 overpayment credited to 2006
b Exempt foreign organizations-tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [ ] if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11 Enter the amount of line 10 to be: Credited to 2007 estimated tax Refunded

Part VII-A Statements Regarding Activities

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?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 20 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.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. (2) On foundation managers.
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers
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.
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.
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?
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.
8a Enter the states to which the foundation reports or with which it is registered (see page 20 of the instructions)
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
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 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)?
If "Yes," complete Part XIV
10 Did any persons become substantial contributors during the tax year?
If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities Continued

11a 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) . . . . . 11a X
b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? . . . . . 11b X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address WWW.MENIL.ORG
14 The books are in care of SHARON MCGAUGHEY Telephone no 713-525-9484
Located at 1519 BRANARD HOUSTON, TX ZIP + 4 77006
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here . . . . . N/A
and enter the amount of tax-exempt interest received or accrues during the year . . . . . 15

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.

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? . . . . . Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No
(4) Pay compensation to, or pay or reimburse the expenses, REASONABLE COMPENSATION . . . . . Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
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 2006? . . . . . 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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? . . . . . N/A Yes No
If "Yes," list the years
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 page 22 of the instructions.) . . . . . 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.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . X Yes No
b If "Yes," did it have excess business holdings in 2006 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 2006.) . . . . . 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 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 2006? . . . . . 4b X

**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 page 23 of the instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
*If "Yes," attach the statement required by Regulations section 53.4945-5(d).*
- 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 you answered "Yes" to 6b, also 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

5b	N/A	
6b		X
7b	N/A	

**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 page 23 of the 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
STATEMENT 19		557,602.	16,079.	31,986.

**2** Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the 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 20		677,202.	26,320.	59,022.

Total number of other employees paid over \$50,000  22

**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 page 24 of the 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 21		85,390.
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 -----	
2 ----- SEE STATEMENT 22	7,979,752.
3 -----	
4 -----	

**Part IX-B** Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2 -----	
All other program-related investments. See page 25 of the instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 25 of the 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	198,495,438.
b	Average of monthly cash balances	1b	7,579,766.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,199,085.
d	<b>Total</b> (add lines 1a, b, and c)	1d	207,274,289.
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	NONE
3	Subtract line 2 from line 1d	3	207,274,289.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions)	4	3,109,114.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	204,165,175.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	10,208,259.

**Part XI Distributable Amount** (see page 26 of the 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	
2a	Tax on investment income for 2006 from Part VI, line 5	2a	
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 26 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

**Part XII Qualifying Distributions** (see page 26 of the 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	10,124,753.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	4,735,508.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,860,261.
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 page 27 of the instructions)	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	14,860,261.

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

Part XIII Undistributed Income (see page 27 of the instructions)

NOT APPLICABLE

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2005.				
a Enter amount for 2005 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2006.				
a From 2001				
b From 2002				
c From 2003				
d From 2004				
e From 2005				
f Total of lines 3a through e				
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ \$				
a Applied to 2005, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2006 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2006 (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				
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 page 27 of the instructions				
e Undistributed income for 2005. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)				
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)				
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2002				
b Excess from 2003				
c Excess from 2004				
d Excess from 2005				
e Excess from 2006				

**Part XIV Private Operating Foundations** (see page 28 of the instructions and Part VII-A, question 9)

**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 2006, enter the date of the ruling ▶ 02/14/1972

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

	Tax year		Prior 3 years		(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	5,460,568.	5,079,570.	6,115,211.	5,314,825.	21,970,174.
<b>b</b> 85% of line 2a . . . . .	4,641,483.	4,317,635.	5,197,929.	4,517,601.	18,674,648.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	14,860,261.	32,440,395.	21,088,296.	18,349,822.	86,738,774.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	63,050.	234,936.	107,802.	141,632.	547,420.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	14,797,211.	32,205,459.	20,980,494.	18,208,190.	86,191,354.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	6,805,506.	6,386,192.	5,865,500.	5,466,209.	24,523,407.
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

MS. LOUISA STUDE SAROFIM

**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 page 28 of the 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:

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				63,050.
<b>Total . . . . .</b>				<b>▶ 3a</b> 63,050.
b Approved for future payment				
<b>Total . . . . .</b>				<b>▶ 3b</b> NONE



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- |  | Yes | No |
|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: |     |    |
| (1) Cash   |     | X  |
| (2) Other assets   |     | X  |
| b Other transactions:  |     |    |
| (1) Sales of assets to a noncharitable exempt organization                           |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization                     |     | X  |
| (3) Rental of facilities, equipment, or other assets                                 |     | X  |
| (4) Reimbursement arrangements   | X   |    |
| (5) Loans or loan guarantees   | X   |    |
| (6) Performance of services or membership or fundraising solicitations               |     | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | X   |    |
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

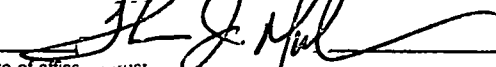
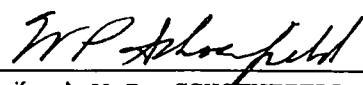
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1B(5)	9,167,978.	RICHMONT CORP	REFINANCED MORTGAGE ON PROPERTY FOR BENEFIT OF 501(C)(2) ORGANIZATION.
1B(4)	VARIOUS	RICHMONT CORP	DEEMED CONTRIBUTION TO PAYDOWN 501(C)(2) ORG. DEBT.
1C	VARIOUS	RICHMONT CORP	VARIOUS OVERHEAD SHARING TO REDUCE OVERALL COSTS FOR BOTH ORGANIZATIONS.
		SEE ALSO STMT. 24	

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
RICHMONT CORPORATION	501(C)(2) CORP.	MENIL FOUNDATION OWNS 100% OF THE STOCK OF THIS CORP.

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

Sign Here	Signature of officer or trustee 		Date	5/25/10	Title	CFO
	Paid Preparer's Use Only	Preparer's signature			Date	3-25-08
Firm's name (or yours if self-employed), address, and ZIP code		W.P. SCHOENFIELD & CO., P.C. 3411 RICHMOND AVE STE. 350 HOUSTON, TX 77046			Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Signature on page 31 of the instructions.) P00232953
		EIN			76-0487895	
		Phone no.			713-527-9281	

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	Adam and Evi Newar Family Fund  2727 Allen Parkway, Suite 1880  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>2</u>	A. G. Foundation  765 Park Ave. #14G  New York, NY 10021	\$ 70,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
<u>3</u>	Allison Sarofim 1990 Management Trust  Two Houston Center, Suite 2907  Houston, TX 77010-1083	\$ 55,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
<u>4</u>	Toni and Jeffery Beauchamp  9 Pinehill Lane  Houston, TX 77019	\$ 16,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>5</u>	The Brown Foundation, Inc.  P. O. Box 130646  Houston, TX 77219	\$ 691,725	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
<u>6</u>	Peter H. Brown and Anne S. Bohnn  10 Waverly Court  Houston, TX 77005	\$ 23,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	Charles Butt Charitable Fund  P. O. Box 839999  San Antonio, TX 78283-3999	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
8	The Cullen Foundation  601 Jefferson, 40th Floor  Houston, TX 77251	\$ 110,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
9	Karsten Greve  Galerie Karsten Greve, via Maistra, 4  7500 St. Moritz, Switzerland	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
10	Christophe de Menil  18 East 81st Street  New York, NY 10028	\$ 13,113	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
11	Leslie Elkins and Shannon B. Sasser  2923 Inwood Dr.  Houston, TX 77019	\$ 37,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
12	Mr. and Mrs. Eddie Allen  1936 Sunset Blvd  Houston, TX 77005	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	Alvin and Lucy Owsley Foundation 65 Briar Hollow Ln Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	Mr. and Mrs. Steven D. Alvis 8807 West Sam Houston Parkway, Suite 200 Houston, TX 77040	\$ 12,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	Mr. and Mrs. A. L. Ballard 5030 Green Tree Road Houston, TX 77056	\$ 7,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	H. Fort Flowers Foundation, Inc. 1210 River Oaks Bank Tower, 2001 Kirby Drive Houston, TX 77019	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	Mr. and Mrs. Paolo Angelini 1568 Kirby Drive Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	The Gailo Trust 3617 Olympia Drive Houston, TX 77019-3027	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	George and Mary Josephine Hamman Foundation 3336 Richmond, Suite 310 Houston, TX 77098	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	The Greentree Fund 5130 Green Tree Houston, TX 77056	\$ 35,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	Mr. and Mrs. David Grimes 3310 West Main Street Houston, TX 77098	\$ 36,850	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	Ann G. Trammell Fund 4605 Post Oak Place, Suite 270 Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	The Hobby Family Foundation 2131 San Felipe Houston, TX 77019	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	Houston Endowment Inc. 600 Travis, Suite 6400 Houston, TX 77002-3007	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer identification number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	Houston Museum District Association  1020 B Holcombe Boulevard, Suite 1300  Houston, TX 77030-2213	\$ 205,075	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	Mathew Marks  523 West 24th Street  New York, NY 10011	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	John P. McGovern Foundation  2211 Norfolk, Suite 900  Houston, TX 77098-4044	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	Mr. and Mrs. William K. McGee Jr.  5957 Crab Orchard  Houston, TX 77057	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	Jeff F. Fort and Marion K. Barthelme  1323 North Boulevard  Houston, TX 77006	\$ 18,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	Mrs. Frances R. Dittmer  P. O. Box 2219  Aspen, CO 81611	\$ 5,000  \$ 1	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	Ms. Karol Kreymer and Dr. Robert J. Card  10 South Briar Hollow Lane, No. 68  Houston, TX 77027	\$ 10,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
32	Ms. Janie C. Lee  3711 San Felipe #4D  Houston, TX 77027	\$ 10,000 \$ 245,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
33	Mr. and Mrs. John L. Marion  1400 Shady Oaks Lane  Fort Worth, TX 76107	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
34	Mary Kathryn Lynch Kurtz Charitable Trust  2701 Kirby Drive (Northern Trust Bank)  Houston, TX 77098	\$ 92,143	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
35	Mr. and Mrs. Michael Gamson  8723 Crescent Gate Ln,  Houston, TX 77024	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
36	Christie's  1001 McKinney, Suite 1440  Houston, TX 77002	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	Nightingale Code Foundation  1001 McKinney, Suite 1900  Houston, TX 77002-6418	\$ 126,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
38	Mr. and Mrs. Roy L. Nolen  3059 Reba Drive  Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
39	Anne Duncan and C. W. Duncan Jr. Foundation  600 Travis, Suite 6100  Houston, TX 77002	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
40	Mr. and Mrs. Morton Cohn  5822 Indian Trail  Houston, TX 77057	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
41	Baker Botts L.L.P.  910 Louisiana (One Shell Plaza)  Houston, TX 77002	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
42	Mr. and Mrs. Francois de Menil  1140 Broadway, Suite 705  New York, NY 10001	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
43	Mr. William J. Hill  1106 Berthea  Houston, TX 77006	\$ 62,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
44	Mr. and Mrs. John D. Kirkland  2920 Del Monte Drive  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
45	Maurine Ford  4409 Montrose #150  Houston, TX 77006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
46	Mrs. Samuel Nash Sprunt (Ms. Clare Sprunt)  3702 Knollwood  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
47	Ballard Exploration Company Inc.  1021 Main Street, Suite 2310  Houston, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
48	Bergner and Johnson Design  519 Pecore Street  Houston, TX 77009	\$ 5,195	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
49	Mr. Herbert C. Wells 3711 San Felipe, #3-H Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
50	Heritage Mark Foundation P. O. Box 4010 East Lansing, MI 48826	\$ 27,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
51	Mr. and Mrs. Wallace S. Wilson 919 Travis, Suite 1980 Houston, TX 77002	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
52	Mr. and Mrs. Eddy S. Blanton 4012 Piping Rock Houston, TX 77027	\$ 5,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
53	The Wortham Foundation 2727 Allen Parkway, Suite 1570 Houston, TX 77019	\$ 150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
54	Mr. and Mrs. Robert M. Jenney 2215 Westgate Dr. Houston, TX 77019	\$ 35,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

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74 - 6045327

**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
55	Kempner Fund of The Fidelity Charitable Gift Fund 3701 Overbrook Houston, TX 77027	\$ 6,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
56	Mr. and Mrs. Meredith J. Long 3722 Knollwood Houston, TX 77019	\$ 37,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
57	Mr. and Mrs. Michael L. Klein 1408 Rockcliffe Road Austin, TX 78746-0318	\$ 5,000 \$ 24,998	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
58	Mr. and Mrs. David G. Booth 201 North Carmelna Avenue Los Angeles, CA 90049-2725	\$ 67,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
59	Louisa Stude Sarofim 1995 Charitable Trust 1001 Fannin, Suite 4700 First City Tower Houston, TX 77002	\$ 424,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
60	Ms. Marley Lott 910 Louisiana, Suite 3121 Houston, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
61	McClain Gallery  2242 Richmond Avenue  Houston, TX 77098	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
62	Nancy and Clive Runnells  P. O. Box 22738  Houston, TX 77227-2738	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
63	Oshman Foundation  2004 River Oaks Blvd  Houston, TX 77019	\$ 4760 \$ 9,717	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
64	Raymond & Susan Brochstein Foundation  11530 Main Street  Houston, TX 77025	\$ 18,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
65	Mr. and Mrs. Daniel A. Breen, Jr.  3950 Inverness  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
66	Mr. and Mrs. Keith Spickelmier  #2 Pinehill  Houston, TX 77019	\$ 43,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Menil Foundation, Inc.

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
67	Eliza Lovett Randall 50 Briar Hollow #305 East Houston, TX 77027	\$ 1,000 \$ 10,529	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
68	Hiram Butler and Davin M. Borden 4520 Blosson Houston, TX 77007	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
69	Eugene V. Thaw P. O Box 2422 Santa Fe, NM 87504-2422	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
70	Russell and Diana Hawkins Fund 18 Westlane Houston, TX 77019	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
71	Mr. and Mrs. Richard J. Schnieders 2121 Kirby Dr. #109 Houston, TX 77019	\$ 10,000 \$ 1,009	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
72	Sysco Corporation 1390 Enclave Parkway Houston, TX 77077-2099	\$ 40,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>73</u>	Mr. and Mrs. Michael Cannon  5512 Rutgers  Houston, TX 77005	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>74</u>	Mr. and Mrs. Edmund Carpenter  222 Central Park South  New York, NY 10019	\$ 150,000  \$ 2	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>75</u>	The RR Family Foundation  2001 Kirby Drive, Suite 610  Houston, TX 77019	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>76</u>	Carroll and John B. Goodman Foundation  109 North Post Oak Ln, Suite 425  Houston, TX 77024	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>77</u>	Mr. and Mrs. Gregory M. Casey  8802 Stable Crest Ct.  Houston, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
<u>78</u>	Mr. and Mrs. Benhamin D. Wilcox  2904 Ferndale  Houston, TX 77098	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
79	Mr. and Mrs Harry C. Pinson 3311 Del Monte Houston, TX 77019	\$ 40,886 \$ 10,714	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
80	Angela Westwater 907 5th Ave. #11-D New York, NY 10021	\$ 10,833	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
81	Mr. and Mrs. Robert Cavnar P. O. Box 56445 Houston, TX 77256	\$ 12,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
82	Ms. Louisa Stude Sarofim First City Tower, 1001 Fannin, Suite 4700 Houston, TX 77002	\$ 33,250 \$ 1,178,649	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
83	Mr. and Mrs. Mathew Wolf Pacific Strategic Investments 700 Louisiana Street, Suite 1100 Houston, TX 77002	\$ 38,275	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
84	Mel Chin P. O. Box 566 Burnsville, NC 28714	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
85	Mr. William F. Stern 1202 Milford Houston, TX 77006	\$ 4,320 \$ 5,105	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
86	Continental Airlines Inc 1600 Smith Street Houston, TX 77002	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
87	Mr. and Mrs. Michael Cosgrove 1 Waverly Court Houston, TX 77005	\$ 5,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
88	Mr. and Mrs. James Crane 1702 North Blvd Houston, TX 77098-5414	\$ 15,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
89	Mr. and Mrs. Sanford Criner 2925 Ella Lee Houston, TX 77019	\$ 13,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
90	Andre Crispin 510 Bering Drive, Suite 300 Houston, TX 77057	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
91	Mr. and Mrs. James W. Crownover  1528 Kirby Drive  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
92	Mr. and Mrs. Ron Dokell  1111 Hermann Drive, #20-D  Houston, TX 77004	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
93	Dominion Exploration & Prodection Inc.  1415 Louisiana Street, Suite 2700  Houston, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
94	Daniel R. Dubrowski  5321 Austin Street  Houston, TX 77004	\$ 36,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
95	Mr. and Mrs. Ralph Eads  333 Little John Lane  Houston, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
96	Eleanor and Frank Freed Foundation  700 Louisiana, Suite 2550  Houston, TX 77002	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
97	Eric and Karen Pulaski Philanthropic Fund  8726 Stablecrest Boulevard  Houston, TX 77024	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
98	Mr. and Mrs. Jonathan B. Fairbanks  3391 Sleep Hollow Ct.  Houston, TX 77019	\$ 5,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
99	Mr. and Mrs. Richard B. Finger  7 Pinehill Ln  Houston, TX 77019-1111	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
100	Kathryn Fleck  510 Oregon Trail  Aspen, CO 81611	\$ 7,700	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
101	Mr. and Mrs. Alfred C. Glassell Jr.  3030 Inwood Drive  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
102	Molly Gochman  1607 Sul Ross  Houston, TX 77006	\$ 19,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
103	Mr. and Mrs. Conrad Goerl  6317 Rutger Ave.  Houston, TX 77005	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
104	Janet Gurwitch  5100 San Felipe Street, #172 East  Houston, TX 770056	\$ 13,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
105	Mr. and Mrs. Henry R. Hamman  2260 Pine Valley Drive  Houston, TX 77019	\$ 13,900	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
106	Haynes Whaley Associates Inc.  2000 W, Sam Houston Parkway South, #1800  Houston, TX 77042-3616	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
107	Mr. and Mrs. Jeffery D. Hildebrand  3780 Willowick  Houston, TX 77019	\$ 12,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
108	Houston Investment Management Company Cielo Center, Building 3 1250 Capital of Texas Highway, Suite 3  Austin, TX 78746-6643	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
109	Mr. Edward J. Hudson and Ms. Lynne James 102 Maple Valley Houston, TX 77056	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
110	Mr. Faniel T. Walker and Ms. Emily Huffman 3935 Riley Street Houston, TX 77005	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
111	Interfin Corporation 1400 Post Oak Blvd., Suite #1200 Houston, TX 77056-3033	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
112	Italian Institute of Culture 1023 Hilgard Ave. Los Angeles, CA 90024	\$ 8,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
113	Jackson Hicks Charitable Fund P. O. Box 130908 Houston, TX 77219-0908	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
114	James R. Crane Foundation 15350 Vickery Drive Houston, TX 77032	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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<b>Contributions</b> (See Specific Instructions)			
(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
115	Joseph Havel  P. O. Box 6826  Houston, TX 77265-6826	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
116	Jackson and Company  707 Hawthome Street  Houston, TX 77006	\$ 42,052	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
117	Jerry Jeanmard  1851 Norfolk  Houston, TX 77098	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
118	Mr. and Mrs. Dunham F. Jewett  3108 Ella Lee Lane  Houston, TX 77019	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
119	Joan Hohlt and J. Roger Wich Foundation  P. O. Box 541713  Houston, TX 77254	\$ 11,500 \$ 25,030	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
120	Jesse H. Jones II  2208 Salisbury Lane  Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
121	Kamie and Steve Tisch Foundation Astaire Building 10202 Washington Blvd., 3rd Floor Culver City, CA 90232	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
122	Werner H. Kramarsky 130 East 63rd Street, #5-B New York, NY 10021	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
123	Mr. and Mrs. Tom Kuhn 410 East 57th Street, #10-A New York, NY 10022	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
124	Lynn Lasher 5551 Cedar Creek Houston, TX 77056	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
125	Mr. John Guess, Jr. and Ms. Melanie Lawson 101 Westcott Street, #1801 Houston, TX 77007	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
126	Rochelle and Max Levit 20 River Hollow Houston, TX 77027	\$ 58,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
127	Lois Chiles Foundation c/o Anchin, Block & Anchin 1375 Broadway, 18th Floor New York, NY 10018	\$ 11,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
128	Louisa Stude Sarofim Foundation First City Tower 1001 Fannin, Suite 4700 Houston, TX 77006	\$ 375,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
129	Mr. and Mrs. Ransom C. Lummis 3431 Inwood Houston, TX 77019	\$ 9,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
130	Mr. and Mrs. William R. Lummis P. O. Box 27407 Houston, TX 77227	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
131	Edouard and Daniel Malingue 26 Avenue Matignon Paris, France 75008	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
132	Mr. and Mrs. Rodney H. Margolis 2121 Kirby Drive, 4 South Houston, TX 77019	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
133	Lester Marks 2808 Rice Boulevard Houston, TX 77005	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
134	Mr. and Mrs. William N. Mathis 3645 Del Monte Drive Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
135	Maverick Capital Foundation 300 Crescent Court, 18th Floor Dallas, TX 75201	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
136	Mr. and Mrs. Robert McClain 2242 Richmond Avenue Houston, TX 77098	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
137	Mr. and Mrs. Jason McCoy 115 East 37th Street New York, NY 10016	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
138	Mr. Neal Manne and Ms. Nancy McGregor 3461 Piping Rock Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
139	Julie Mehretu 312 West 118th Street New York, NY 10026	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
140	Mary Hale Lovett McLean 3648 Wickersham Lane Houston, TX 77027	\$ 7,725	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
141	Mr. and Mrs. A. Bill Miller 2905 Gilbert Street Austin, TX 78703	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
142	Mithoff Family Charitable Foundation 2930 Lazy Ln Houston, TX 77019	\$ 5,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
143	Mosbacher Foundation, Inc. 712 Mian Street, Suite 2200 Houston, TX 77002-3290	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
144	New York Community Trust 903 3rd Avenue New York, NY 10022	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
145	David Novros 433 Broome Street New York, NY 10012	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
146	Robyn O'Neill 5303 Arbor Bridge Court Houston, TX 77345	\$ 5,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
147	Petrello Family Foundation 515 W. Greend Road, Suite 1200 Houston, TX 77067	\$ 13,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
148	J. Randall Powers 101 Broad Oaks Trail Houston, TX 77056	\$ 12,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
149	Mr. and Mrs. Thomas R. Reckling, Jr. 5305 Bayou Glen Road Houston, TX 77056	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
150	Mr. and Mrs. James L. Robertson 5750 Main Street Houston, TX 77005	\$ 11,410	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
151	Dario Robleto 1102 S. Flores #2 San Antonio, TX 78204	\$ 9,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
152	Rock Foundation, Inc. 222 Central Park South New York, NY 10019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
153	Mr. and Mrs. Corbin J. Ronertson 3985 Inverness Drive Houston, TX 77019	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
154	Mr. and Mrs. Christopher Sarofim 2909 Inwood Houston, TX 77019	\$ 26,833	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
155	Fayez Sarofim Two Houston Center 909 Fannin, Suite 2907 Houston, TX 77010-1083	\$ 76,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
156	Scaler Foundation, Inc. 800 Gessner Road, Suite 1260 Houston, TX 77024-4273	\$ 750,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
157	Schlumberger Limited  5599 San Felipe, Suite 1600  Houston, TX 77056	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
158	Search Foundation  800 Gessner, Suite 1260  Houston, TX 77024-4273	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
159	Mr. and Mrs. Andrew Segal  1 Farnham Park Drive  Houston, TX 77024	\$ 13,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
160	Mrs. Eleanor B. Sheldon  630 Park Ave.  New York, NY 10021	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
161	Mr. and Mrs. Ed Smith  2121 Kirby Drive, #36  Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
162	Mr. and Mrs. Reggie Smith  1519 South Blvd.  Houston, TX 77006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>

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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
163	Mrs. Wilhelmina R. Smith 2121 Kirby Drive, #36 Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
164	Smothers Bruni Foundation 338 Park Drive San Antonio, TX 78212	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
165	Sotheby's 1334 York Avenue New York, NY 10021	\$ 35,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
166	Stanford and Joan Exander Foundation 1400 Post Oak Blvd, Suite 900 Houston, TX 77056	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
167	Stedman West Foundation P. O. Box 7 Houston, TX 77001	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
168	Elisa J. Stude 2701 Westheimer #6-B Houston, TX 77005	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
169	Mr. and Mrs. Harry Susman 2 Shadder Way Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
170	T. C. Lupton Jr. Family Foundation 3811 Turtle Creek Blvd., LB 29 Dallas, TX 75219	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
171	Taub Foundation Texan Building 333 West Loop North, 4th Floor Houston, TX 77024	\$ 21,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
172	Texan-French Alliance for the Arts 777 Post Oak Blvd., Suite 600 Houston, TX 77056	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
173	The JKW Foundation Ten Gracie Square (P. H. North) New York, NY 10028	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
174	The Margaret & James A. Elkins, Jr. Foundation First City Tower 1001 Fannin Street, Suite 1166 Houston, TX 77002	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
175	Mr. and Mrs. John Thrash 306 Longwoods Houston, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
176	Martha Claire Tompkins 1902 Bissonnet Houston, TX 77005	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
177	Mr. and Mrs. Robert Tudor, III 1405 South Boulevard Houston, TX 77006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
178	W. S. Bellows Construction Corp. P. O. Box 2132 Houston, TX 77252-2132	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
179	Mr. and Mrs. James Ware 84 Cedar Lawn South Galveston, TX 77551	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
180	Mr. Mark L. D. Wawro and Ms. Melanie Gray 3718 Inverness Drive Houston, TX 77019-1104	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
181	Wendy and Mavis Kelsey Jr. Fund  3111 Virginia  Houston, TX 77098-2133	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
182	Mr. Thomas Wessel and Mrs. Marcy Taub  3715 Inverness Drive  Houston, TX 77019-1104	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
183	Wilhelmina E. (Beth) Robertson Fund  601 Jefferson, Suite 4000  Houston, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
184	William S. and Lora Jean Kilroy Foundation  4400 Post Oak Parkway, Suite 2280  Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
185	ABE and RAE Weingarten Fund  4295 San Felipe, Suite 310  Houston, TX 77027	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
186	Citigroup Private Bank Three Allen Center 333 Clay Street, Suite 3750  Houston, TX 77002	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
187	Gensler 700 Milam, Suite 400 Houston, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
188	Mr. and Mrs. Robert L. Gerry, III 2114 Kingston Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
189	Mr. and Mrs. Mark B. Abendshein 5516 Sturbridge Houston, TX 77007	\$ 5,005	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
190	Estate of Arthur W. Frakes Jr. c/o Gilman & Assoc P. C. 1411 West Ave., Suite 100 Austin, TX 78701	\$ 13,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
191	Mr. and Mrs. Richard P. Keeton 3119 Ferndale Street Houston, TX 770098-2009	\$ 9,937	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
192	Sissy Kempner 3811 Del Monte Drive Houston, TX 77019	\$ 20,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

<b>Name of organization</b> Menil Foundation, Inc.	<b>Employer Identification Number</b> 74 - 6045327
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**Contributions** (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
193	Maconda Brown O'Connor 2313 Westgate Street Houston, TX 77019-6429	\$ 25,017	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
194	Mary L. Porter Two Houston Center 909 Fannin, Suite 2907 Houston, TX 77010	\$ 25,138	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution )</small>
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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**Noncash Property (See Specific Instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
30	Work of art-#2006-023 Robert Rauschenberg, <u>Cardbird Box III</u> , 1971 Cardboard with silkscreen and photo offset, Edition 5/20, Gemini.	\$ 1	12 / 14 / 2006
32	Work of art-#2006-024 Willem de Kooning, <u>Untitled</u> , 1968, Charcoal on paper 19x24 inches. Work of art-#2006-025 Michael Heizer, <u>Untitled Study for 45,90,180</u> . Crayon and ink on paper, 11 3/8x15 1/8 inches.	\$ 225,000 \$ 20,000	12 / 14 / 2006 12 / 14 / 2006
57	Work of art-#2006-016 Olafur Eliasson, <u>The horizon series</u> , 2002 40 C-prints. Work of art-#2006-017 Anna Gaskell, <u>Untitled #91 (half life)</u> , 2002 C-print Photograph.	\$ 11,999 \$ 999	9 / 12 / 2006 9 / 12 / 2006
57	Work of art-#2006-008 Rene Magritte, 2006 Graphite on paper	\$ 12,000	3 / 28 / 2007
63	280 shares of Pacity Corp. stock	\$ 9,717	12 / 11 / 2006
67	240 shares of Curtiss Wright Corp. stock	\$ 10,529	4 / 30 / 2007

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

**Noncash Property (See Specific Instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
71	21 shares of MLP Kinder Morgan Energy Partners stock	\$ 1,009	12 / 20 / 2006
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
74	Work of art-#2007-007 Unknown, Untitled (belt buckle), ca. 1960s-70s Bronze, 3 7/8x3 inches. Work of art-#2007-008 Unknown, Untitled (black-face nutcracker), n.d. Bone and metal 6 1/2 x 1 1/2 x 1 3/4	\$ 1 \$ 1	6 / 27 / 2007 6 / 27 / 2007
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
79	300 shares of United Technologies Corp. stock	\$ 10,714	12 / 27 / 2006
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
80	190 shares of Abbott Laboratories stock	\$ 10,833	5 / 2 / 2007
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
82	Work of art-#2003-05-01 Ellsworth Kelly's Tablet, 1948-1973, 188 framed works containing 819 sketches in oil, pencil and collage. 20% ownership interest. 700 shares of American International Group, Inc. stock	\$ 1,128,000 \$ 50,649	10 / 20 / 2006 5 / 15 / 2007
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
85	80 shares of Procter & Gamble Co. stock	\$ 5,105	12 / 11 / 2006

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74-6045327

**Noncash Property (See Specific Instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
119	802 shares of Lowes Cos Inc. stock	\$ 25,030	12 / 29 / 2006
189	70 shares of American International Group, Inc. stock	\$ 5,005	5 / 7 / 2007
190	Work of art-#2006-015 Robert Rauschenberg, Autobiography, 1968 color offset lithograph on three sheets of paper. Work of art-#2006-016 S Well/R Rauschenberg, Light Borne in Darkness, 1993 Photogravure.	\$ 3,000 \$ 10,000	10 / 24 / 2006 10 / 24 / 2006
191	325 shares of Coach, Inc. stock	\$ 9,937	8 / 21 / 2006
192	Work of art-#2006-022 Lyonel Feininger, Untitled, 1944 Watercolor.	\$ 20,000	5 / 7 / 2007
193	962 shares of Spectra Energy Corp. stock	\$ 25,017	2 / 14 / 2007

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74-6045327

**Noncash Property (See Specific Instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
194	465 shares of Citigroup Inc. stock	\$ 25,138	1 / 30 / 2007
—		\$ / /	
—		\$ / /	
—		\$ / /	
—		\$ / /	
—		\$ / /	

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
BOOK AND FILM ROYALTIES	95,947.	95,947.	95,947.
COST SHARING REIMBURSEMENTS & MISC	187,478.	NONE	187,478.
BOOKSTORE SALES: RELATED TO EXEMPT	221,779.	NONE	221,779.
BOOKSTORE SALES: UNRELATED TO EXEMPT	4,015.	NONE	4,015.
RC FUNDS RELEASED FROM RESTRICTIONS	118,136.	NONE	NONE
	-----	-----	-----
TOTALS	627,355.	95,947.	509,219.
	=====	=====	=====

STAT 1

Menil Foundation, Inc.  
EIN: 74-6045327  
FYE 06/30/07

<b>LEGAL FEES: PART 1, LINE 16a</b>		<b>Expensed in 06/30/07</b>
Michel Degroux-Ricard	Attorneys	(760)
Fulbright & Jaworski LLP	Attorneys	16,590
Singleton Cooksey Hanson LLP	Attorneys	56,387
Nixon Peabody LLP	Attorneys	3,549
<b>Total legal fees: PART 1, LINE 16a</b>		<u><u>75,767</u></u>

Menil Foundation, Inc.  
EIN: 74-6045327  
FYE 06/30/07

**ACCOUNTING FEES: PART 1, LINE 16b**

Expensed in  
06/30/07

Deloitte & Touche LLP	Certified Public Accountants	51,495
W P Schoenfield & Company	Certified Public Accountants	8,300
Lance J. Mosby CPA	Certified Public Accountants	5,500
Other	Certified Public Accountants	538
<b>TOTAL ACCOUNTING FEES: PART 1, LINE 16b</b>		<u><u>65,833</u></u>

Menil Foundation, Inc.

EIN: 74-6045327

FYE 06/30/07

**OTHER PROFESSIONAL FEES: PART 1, LINE 16c**

<u>Description</u>	<u>Type of Service</u>	<u>Expensed in 06/30/07</u>
Crate Works	Crating & packing services & Rent	32,688
Consultants, General	General consulting	35,739
Advertising Fees	Advertising	57,921
Payroll Processing Fees	Data processing fees	14,787
Janitorial Fees	Janitorial services	27,947
Editing & Translating Fees	Editorial and translating services	152,381
Temporary Help	Temporary help	45,231
Visiting Curators Fees	Visiting curators fees	10,000
Honoraria Fees	Honoraria fees	52,000
Conservation Fees	Conservation	33,955
Photography Fees	Photography fees	40,994
Audio-visual Fees	Audio-visual fees	477
Computer consulting fees	Computer consulting fees	8,028
Miscellaneous Fees	Miscellaneous fees	18,660
<b>TOTAL OTHER PROFESSIONAL FEES: PART 1, LINE 16c</b>		<b><u><u>530,807</u></u></b>

*STMT. 4*

Menil Foundation, Inc.  
EIN: 74-6045327  
FYE 06/30/07

<b>TAXES: PART 1, LINE 18</b>	<b>Expensed in FY07</b>
Payroll taxes	328,205
Property taxes	321,431
Excise Taxes	373,014
<b>TOTAL TAXES: PART 1, LINE 18</b>	<b><u>1,022,650</u></b>

Menil Foundation, Inc.  
 EIN: 74-6045327  
 FYE 06/30/07

**Plant Property & Equipment & Depreciation Expense**

	Cost	Accum Depr	Book Val	Depr Exp
<u>Property &amp; Equipment</u>				
Museum buildings	45,938,827			
Other bldgs & improvements	244,568			
Furniture, fixtures & equipment	5,487,733			
Sub-total	51,671,128	24,613,792	27,057,336	
Land	8,502,331		8,502,331	
Total	60,173,459	24,613,792	35,559,667	
				<i>Line 14</i>
Depreciation expense - Menil				1,599,514
<u>Rental Property</u>				
Rental Land	9,653,737			
Buildings & improvements	5,540,314			
Total	15,194,051	4,190,702	11,003,349	
				<i>Line 11</i>
Depreciation expense				117,666
				<b>MENIL FOUNDATION TOTAL DEPRECIATION 1,717,180</b>

Menil Foundation, Inc.  
EIN: 74-6045327  
FYE 06/30/07

<b>OTHER EXPENSES: PART 1, LINE 23</b>	<b>Expensed in FY07</b>
Investment services & bank fees	1,403,624
Shipping & postage	576,434
Maintenance	538,092
Property & liability insurance	460,432
Security	291,213
Office supplies	275,289
General job supplies	144,976
Library & archive purchases	117,434
Misc other expenses	109,622
Service contracts	93,473
Exhibition rental/loan fees	84,572
Workers compensation insurance	56,766
Memberships & subscriptions	38,966
Photography expense	37,555
Bad debts	5,824
Recovered overhead costs	(155,918)
<b>TOTAL OTHER EXPENSES: PART 1, LINE 23</b>	<b><u>4,078,354</u></b>

Menil Foundation, Inc.  
 EIN 74-6045327  
 FYE: 06/30/07

#10 - Contributions and Grants to Other Organizations: Part I, Line 25

Name and address	Relationship	Status	Purpose	Expensed	+Acc'd at 06/30/06	-Acc'd at 06/30/07	Paid
Writers in the Schools 1523 W. Main St. Houston, TX 77006	None	509 (A) (1)	Support of educational activities	\$50,000			\$50,000
Houston Museum District Association 1020 Holcombe Blvd, Suite #1300 Houston, TX 77030-2213	None	509 (A) (1)	Support of museum district	\$9,550			\$9,550
South Main Center Association 1020 Holcombe Blvd, Suite #1300	None	509 (A) (1)	Support of Center	\$1,000			\$1,000
Rice University P.O. Box 1892 Houston, TX 77251-1892	None	509 (A) (1)	John & Dominique de Menil Fellows	\$1,500			\$1,500
Contemporary Arts Museum, Houston 5216 Montrose Blvd. Houston, TX 77006	None	509 (A) (1)	Support of museum	\$250			\$250
The African Studies Association 132 George St. New Brunswick, NJ 08901-1400	None	509 (A) (1)	Support of association	\$500			\$500
College Art Association 275 7th Avenue, 18th Floor New York, NY 10001	None	509(A)(2)	Support of association	\$250			\$250
TOTAL				\$63,050	\$0	\$0	\$63,050

Menil Foundation, Inc  
EIN 74-6045327  
FYE 06/30/07

**Part II, Line 10a, U.S. and State Govt Obligations**

	No. Bonds	Book Value as of 6/30/07	Market Value as of 6/30/07
Held at Northern Trust Co: Government Bonds (Stmt. 9-1, pg 4 )	45,667,000	38,553,832	38,553,832
Held at Northern Trust Co. Municipal/provincial bonds (Stmt. 9-2 )	185,000	180,974	180,974
Total		<u>38,734,806</u>	<u>38,734,806</u>



◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total
<b>Fixed Income</b>							
<b>Government bonds</b>							
<b>United States - USD</b>							
UNITED STATES TREAS BDS BD DTD 6,542,000.00	11/16/1998 5.25% DUE 11-15-2028 REG CUSIP: 912810FF0 100 6875000 43,865.14	6,700,554.16	6,586,976.24	6,700,554.16	- 113,577.92	0.00	- 113,577.92
Issue Date: 15 Nov 98 Rate: 5.25% Yield to Maturity: 5.196% Maturity Date: 15 Nov 28							
UNITED STATES TREAS BDS DTD 150,000.00	02/15/1996 6% DUE 02-15-2026 REG CUSIP: 912810EW4 109 1562000 3,381.21	171,217.28	163,734.30	171,217.28	- 7,482.98	0.00	- 7,482.98
Issue Date: 15 Feb 96 Rate: 6% Yield to Maturity: 5.225% Maturity Date: 15 Feb 26							
UNITED STATES TREAS BDS DTD 250,000.00	08/15/1993 6.25% DUE 08-15-2023 REG CUSIP: 912810EQ7 111.0391000 5,870.16	283,306.16	277,597.75	283,306.16	- 5,708.41	0.00	- 5,708.41
Issue Date: 15 Aug 93 Rate: 6.25% Yield to Maturity: 5.228% Maturity Date: 15 Aug 23							
UNITED STATES TREAS BDS DTD 1,072,000.00	08/15/1996 6.75% DUE 08-15-2026 REG CUSIP: 912810EX2 118.3125000 27,184.87	1,108,320.53	1,266,310.00	1,108,320.53	159,989.47	0.00	159,989.47
Issue Date: 15 Aug 96 Rate: 6.75% Yield to Maturity: 5.224% Maturity Date: 15 Aug 26							
UNITED STATES TREAS BDS DTD 2,573,000.00	08/15/1997 6.375% DUE 08-15-2027 REG CUSIP: 912810FA1 114.3125000 61,624.07	2,691,489.46	2,941,260.62	2,691,489.46	249,771.16	0.00	249,771.16
Issue Date: 15 Aug 97 Rate: 6.375% Yield to Maturity: 5.217% Maturity Date: 15 Aug 27							

STMT. 9-1  
pg 1 of 4

**Portfolio Statement**

Account Number: MENL  
 Account Name: DOMESTIC CONSOLIDATION

◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Government bonds</b>							
UNITED STATES TREAS BDS DTD 11/15/1997 6 125% DUE 11-15-2027 REG CUSIP: 912810FB9	111.4531000	48,970.02	6,976,964.04	6,522,700.77	454,263.27	0.00	454,263.27
Issue Date: 17 Nov 97 Rate: 6 125% Yield to Maturity, 5.206% Maturity Date: 15 Nov 27							
UNITED STATES TREAS NTS DTD 00040 4 25% DUE 11-15-2013 REG CUSIP: 912828BR0	96.2734000	4,342.39	770,187.20	803,272.31	- 33,085.11	0.00	- 33,085.11
Issue Date: 15 Nov 03 Rate: 4 25% Yield to Maturity 4 938% Maturity Date 15 Nov 13							
UNITED STATES TREAS NTS DTD 00049 4% DUE02-15-2014 REG CUSIP: 912828CA6	94.6641000	16,981.20	1,069,704.32	1,087,929.40	- 18,225.08	0.00	- 18,225.08
Issue Date: 15 Feb 04 Rate: 4% Yield to Maturity 4 953% Maturity Date: 15 Feb 14							
UNITED STATES TREAS NTS DTD 00103 3.875%DUE 09-15-2010 REG CUSIP: 912828EG1	97.0156000	227.44	19,403.12	19,931.25	- 528.13	0.00	- 528.13
Issue Date: 15 Sep 05 Rate: 3 875% Yield to Maturity: 4 888% Maturity Date: 15 Sep 10							
UNITED STATES TREAS NTS DTD 00118 4.5% DUE 02-28-2011 REG CUSIP: 912828EX4	98.6406000	2,406.52	157,824.96	160,134.70	- 2,309.74	0.00	- 2,309.74
Issue Date: 28 Feb 06 Rate: 4 5% Yield to Maturity, 4.907% Maturity Date: 28 Feb 11							
UNITED STATES TREAS NTS DTD 00121 4 75% DUE 03-31-2011 REG CUSIP: 912828FA3	99.4453000	2,149.18	179,001.54	180,122.94	- 1,121.40	0.00	- 1,121.40
Issue Date: 31 Mar 06 Rate: 4 75% Yield to Maturity 4 912% Maturity Date 31 Mar 11							
UNITED STATES TREAS NTS DTD 00133 4 875%DUE 07-31-2011 REG CUSIP: 912828FN5	99.8594000	5,936.18	289,592.26	293,649.26	- 4,057.00	0.00	- 4,057.00
Issue Date: 31 Jul 06 Rate: 4 875% Yield to Maturity 4 912% Maturity Date 31 Jul 11							
UNITED STATES TREAS NTS DTD 00135 4 875%DUE 08-15-2016 REG CUSIP: 912828FQ8	98.7734000	9,340.60	503,744.34	519,790.70	- 16,046.36	0.00	- 16,046.36
Issue Date: 15 Aug 06 Rate: 4 875% Yield to Maturity 5 044% Maturity Date 15 Aug 16							
UNITED STATES TREAS NTS DTD 02/15/2001 5% DUE 02-15-2011 BEQ CUSIP: 9128276T4	100.4531000	8,171.26	436,970.98	446,074.60	- 9,103.62	0.00	- 9,103.62
Issue Date: 15 Feb 01 Rate: 5% Yield to Maturity 4 861% Maturity Date: 15 Feb 11							

Northern Trust

Generated by Northern Trust from periodic data on 23 Jul 07

JSM 9-1  
89 2 7 4



◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	Total
Shares/PAR value						Translation	
<b>Fixed Income</b>							
<b>Government bonds</b>							
US TREAS 8D STRIPPED PRIN PMT 11-15-2027REG CUSIP: 912803BM4	34.8675000	0.00	5,059,274.25	5,332,280.45	- 273,016.20	0.00	- 273,016.20
Issue Date: 15 Nov 97 Yield to Maturity: 5.238% Maturity Date: 15 Nov 27							
US TREAS BDS USD1000 5 25DUE 02-15-2029 REG CUSIP: 912810FG8	100.6875000	591.71	30,206.25	29,020.31	1,185.94	0.00	1,185.94
Issue Date: 15 Feb 99 Rate: 5.25% Yield to Maturity: 5.196% Maturity Date: 15 Feb 29							
US TREAS BDS USD1000 7 25 DUE 05-15-2016REG CUSIP: 912810DW5	115.5703000	13,009.60	1,623,762.71	1,681,209.06	- 57,446.35	0.00	- 57,446.35
Issue Date: 15 May 86 Rate: 7.25% Yield to Maturity: 5.051% Maturity Date: 15 May 16							
US TREAS BDS 5.375 DUE 02-15-2031 BEG CUSIP: 912810FF8	102.6875000	20,496.24	1,042,278.12	1,078,835.60	- 36,557.48	0.00	- 36,557.48
Issue Date: 15 Feb 01 Rate: 5.375% Yield to Maturity: 5.176% Maturity Date: 15 Feb 31							
US TREAS BDS 6 125 BDS 08-15-2029 USD1000 CUSIP: 912810FJ2	112.1719000	8,053.86	392,601.65	343,311.75	49,289.90	0.00	49,289.90
Issue Date: 15 Aug 99 Rate: 6.125% Yield to Maturity: 5.193% Maturity Date: 15 Aug 29							
US TREAS NTS DTD 00159 4 5 DUE 04-30-2012 REG CUSIP: 912828GQ7	98.1406000	796.05	103,047.63	104,465.23	- 1,417.60	0.00	- 1,417.60
Issue Date: 30 Apr 07 Rate: 4.5% Yield to Maturity: 4.935% Maturity Date: 30 Apr 12							
US TREAS NTS 4 5 DUE 03-31-2012 REG CUSIP: 912828GM6	198.1719000	2,262.29	196,343.79	195,926.33	417.46	0.00	417.46
Issue Date: 31 Mar 07 Rate: 4.5% Yield to Maturity: 4.935% Maturity Date: 31 Mar 12							
US TREAS SEC STRIPPED INT PMT 0 15/11/2017 USD1000 11-15-2017 REG CUSIP: 912833KP4	58.8429000	0.00	229,487.30	237,717.91	- 8,230.61	0.00	- 8,230.61
Issue Date: 1 Jan 40 Rate: 0.00001% Yield to Maturity: 5.176% Maturity Date: 15 Nov 17							
US TREAS 6.50 NT DUE 11-15-2026 REG CUSIP: 912810EY0	115.5156000	49,394.69	6,873,178.20	6,027,908.53	845,269.67	0.00	845,269.67
Issue Date: 15 Nov 96 Rate: 6.5% Yield to Maturity: 5.217% Maturity Date: 15 Nov 26							

STMT. 9-1  
Pg 3 of 4



◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss
							Total
<b>Fixed Income</b>							
<b>Government bonds</b>							
US TREAS 7 875 BD 2-15-2021 REG CUSIP 912810EH7 225,000.00		6,656.75	283,130.77	282,398.50	732.27	0.00	732.27
Issue Date: 15 Feb 91 Rate 7 875% Yield to Maturity: 5 204% Maturity Date: 15 Feb 21							
US TSY 3 5 15FEB10 CUSIP 912828DL1 270,000.00		3,550.27	260,781.93	262,245.99	- 1,464.06	0.00	- 1,464.06
Issue Date: 15 Feb 05 Rate: 3 5% Yield to Maturity: 4 898% Maturity Date: 15 Feb 10							
US TSY 4 15MAR10 CUSIP 912828DP2 290,000.00		3,404.34	283,542.86	288,904.30	- 5,361.44	0.00	- 5,361.44
Issue Date: 15 Mar 05 Rate: 4% Yield to Maturity: 4,884% Maturity Date: 15 Mar 10							
US TSY 4.50 15FEB16 CUSIP 912828EW6 555,000.00		9,382.87	534,924.54	544,031.88	- 9,107.34	0.00	- 9,107.34
Issue Date: 15 Feb 06 Rate: 4 5% Yield to Maturity 5 021% Maturity Date: 15 Feb 16							
<b>Total USD</b>		<b>358,049.01</b>	<b>38,553,831.67</b>	<b>37,396,759.36</b>	<b>1,157,072.31</b>	<b>0.00</b>	<b>1,157,072.31</b>
<b>Total United States</b>		<b>358,049.01</b>	<b>38,553,831.67</b>	<b>37,396,759.36</b>	<b>1,157,072.31</b>	<b>0.00</b>	<b>1,157,072.31</b>
<b>Total Government Bonds</b>		<b>358,049.01</b>	<b>38,553,831.67</b>	<b>37,396,759.36</b>	<b>1,157,072.31</b>	<b>0.00</b>	<b>1,157,072.31</b>

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◆ Asset Detail - Base Currency

Description/Asset ID. Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total

*Fixed Income*

**Municipal/provincial bonds**

**United States - USD**

NEW JERSEY ECONOMIC DEV AUTH REV 5.178% 11-01-2015	BEO TAXABLE	CUSIP 645918BU6	180,974.40	185,000.00	- 4,025.60	0.00	- 4,025.60
185,000.00	97.8240000	1,596.55					
Issue Date: 25 Oct 05 Rate 5.178% Maturity Date: 1 Nov 15							
<b>Total USD</b>			<b>180,974.40</b>	<b>185,000.00</b>	<b>- 4,025.60</b>	<b>0.00</b>	<b>- 4,025.60</b>
<b>Total United States</b>			<b>180,974.40</b>	<b>185,000.00</b>	<b>- 4,025.60</b>	<b>0.00</b>	<b>- 4,025.60</b>
<b>Total Municipal/Provincial Bonds</b>			<b>180,974.40</b>	<b>185,000.00</b>	<b>- 4,025.60</b>	<b>0.00</b>	<b>- 4,025.60</b>

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STMT. 9-2

Menil Foundation, Inc  
 EIN 74-6045327  
 FYE 06/30/07

Part II, Line 10b, Corporate Stock

		No Shares	Book Value as of 6/30/07	Market Value as of 6/30/07
HELD AT NORTHERN TRUST CO	(Stmt 10-1, pg 16)	1,897,228	81,923,171	81,923,171
PENDING SALE BOOKED BY NORTHERN TRUST CO AFTER 6/30/07	(Stmt 10-2 )		136,521	136,521
PENDING PURCHASE BOOKED BY NORTHERN TRUST CO AFTER 6/30/07	(Stmt 10-3 )		(68,318)	(68,318)
PENDING TRADES BOOKED BY TAXPAYER BEFORE 6/30/07			(78,227)	(78,227)
BARROW HANLEY LARGE CAP VALUE FUND		504,591	8,131,733	8,131,733
DOUBLE BLACK DIAMOND SERIES C		38,932	4,736,803	4,736,803
INTECH		various	10,535,020	10,535,020
MAVERICK FUND, LTD		8,456	8,529,493	8,529,493
NEWPORT ASIAN INSTITUTIONAL FUND, LP		various	2,333,565	2,333,565
WELLINGTONO TRUST CTF MIDCAP GROWTH FUND		140,951	11,487,479	11,487,479
WESTWOOD TRUST SMIDCAP EQUITY PT FUND		25,387	5,471,372	5,471,372
SENTINEL INTERNATIONAL EQUITY TRUST		235,407	3,923,920	3,923,920
TAPESTRY OVERSEAS FUND, LTD CLASS A		2,846	5,734,545	5,734,545
THE RICHMONT CORPORATION		1,000	1,208,009	8,512,552
Total			<u>144,005,086</u>	<u>151,309,629</u>

# Portfolio Statement

30 JUN 2007

## Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Shares/PAR value	Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>								
<b>Common stock</b>								
<b>Brazil - USD</b>								
ADR PETROLEO BRASILEIRO SA PETROBRAS	SPONSORED ADR	CUSIP 71654V408	0.00	94,590.60	80,944.05	13,646.55	0.00	13,646.55
	121,270,000							
<b>Total USD</b>			0.00	94,590.60	80,944.05	13,646.55	0.00	13,646.55
<b>Total Brazil</b>			0.00	94,590.60	80,944.05	13,646.55	0.00	13,646.55
<b>Canada - USD</b>								
STANTEC INC COM STK	CUSIP 85472N109		0.00	195,889.05	108,517.36	87,371.69	0.00	87,371.69
	5,985.00	32,730,000						
<b>Total USD</b>			0.00	195,889.05	108,517.36	87,371.69	0.00	87,371.69
<b>Total Canada</b>			0.00	195,889.05	108,517.36	87,371.69	0.00	87,371.69
<b>Cayman Islands - USD</b>								
ADR OZMICRO INTL LTD SPONSORED ADR	CUSIP 67107W100		0.00	139,600.37	137,328.75	2,271.62	0.00	2,271.62
	12,605.00	11,075,000						
<b>Total USD</b>			0.00	139,600.37	137,328.75	2,271.62	0.00	2,271.62
<b>Total Cayman Islands</b>			0.00	139,600.37	137,328.75	2,271.62	0.00	2,271.62
<b>Europe Region - USD</b>								
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	CUSIP 780259206		0.00	434,420.00	199,517.37	234,902.63	0.00	234,902.63
	5,350.00	81,200,000						
<b>Total USD</b>			0.00	434,420.00	199,517.37	234,902.63	0.00	234,902.63
<b>Total Europe Region</b>			0.00	434,420.00	199,517.37	234,902.63	0.00	234,902.63
<b>France - USD</b>								
ADR SANOFI-AVENTIS SPONSORED ADR	CUSIP 80105N105		3,106.24	29,397.10	31,365.16	1,968.06	0.00	1,968.06
	730.00	40,270,000						
<b>ADR TOTAL SA</b>	CUSIP 89151E109		0.00	791,174.60	578,730.19	212,444.41	0.00	212,444.41
	9,770.00	80,980,000						
<b>Total USD</b>			3,106.24	820,571.70	610,095.35	210,476.35	0.00	210,476.35

STMT 10-1  
9/1/07

◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
Total France		3,106.24	820,571.70	610,095.35	210,476.35	0.00	210,476.35
<b>Germany - USD</b>							
ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501 800 00 143 0600000		0.00	114,448.00	75,840.33	38,607.67	0.00	38,607.67
QIAGEN NV COM CUSIP N72482107 9,615 00 17 7900000		0.00	171,050.85	97,418.51	73,632.34	0.00	73,632.34
Total USD		0.00	285,498.85	173,258.84	112,240.01	0.00	112,240.01
Total Germany		0.00	285,498.85	173,258.84	112,240.01	0.00	112,240.01
<b>India - USD</b>							
ADR HDFC BK LTD ADR REPSTG 3 SHS CUSIP 40415F101 3,820 00 84 2600000		1,974.52	321,873.20	131,917.35	189,955.85	0.00	189,955.85
Total USD		1,974.52	321,873.20	131,917.35	189,955.85	0.00	189,955.85
Total India		1,974.52	321,873.20	131,917.35	189,955.85	0.00	189,955.85
<b>International Region - USD</b>							
MFO JULIUS BAER INVT FDS INTL EQUITY FD CL 1 FD#4 CUSIP 481370500 337,324.97 49 3300000		0.00	16,640,240.77	10,943,248.53	5,696,992.24	0.00	5,696,992.24
Total USD		0.00	16,640,240.77	10,943,248.53	5,696,992.24	0.00	5,696,992.24
Total International Region		0.00	16,640,240.77	10,943,248.53	5,696,992.24	0.00	5,696,992.24
<b>Ireland - USD</b>							
ADR ICON PUB LTD CO CUSIP 45103T107 4,290 00 43 7400000		0.00	187,644.60	73,527.43	114,117.17	0.00	114,117.17
Total USD		0.00	187,644.60	73,527.43	114,117.17	0.00	114,117.17
Total Ireland		0.00	187,644.60	73,527.43	114,117.17	0.00	114,117.17
<b>Israel - USD</b>							
RETALIX LTD CUSIP M8215W109 6,332 00 19 7100000		0.00	124,803.72	128,409.14	- 3,605.42	0.00	- 3,605.42

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
Total USD		0.00	124,803.72	128,409.14	- 3,605.42	0.00	- 3,605.42
Total Israel		0.00	124,803.72	128,409.14	- 3,605.42	0.00	- 3,605.42
<b>North America Region - USD</b>							
ADR NESTLE S A SPONSORED ADR REPSTG REG SH	CUSIP 641069406	0.00	888,768.92	394,990.60	493,778.32	0.00	493,778.32
9,350.00	95 0555000	0.00	888,768.92	394,990.60	493,778.32	0.00	493,778.32
Total USD		0.00	888,768.92	394,990.60	493,778.32	0.00	493,778.32
<b>Switzerland - USD</b>							
ADR NOVARTIS AG	CUSIP 66987V109	0.00	115,504.20	117,511.38	- 2,007.18	0.00	- 2,007.18
2,060.00	56 0700000	0.00	115,504.20	117,511.38	- 2,007.18	0.00	- 2,007.18
UBS AG SHS COM	CUSIP H89231338	0.00	279,406.56	277,661.64	1,744.92	0.00	1,744.92
4,656.00	60 0100000	0.00	279,406.56	277,661.64	1,744.92	0.00	1,744.92
Total USD		0.00	394,910.76	395,173.02	- 262.26	0.00	- 262.26
Total Switzerland		0.00	394,910.76	395,173.02	- 262.26	0.00	- 262.26
<b>United Kingdom - USD</b>							
ADR BP P L C SPONSORED ADR	CUSIP 055622104	0.00	440,054.00	267,062.91	172,991.09	0.00	172,991.09
6,100.00	72 1400000	0.00	440,054.00	267,062.91	172,991.09	0.00	172,991.09
ADR HSBC HLDGS PLC SPONSORED ADR NEW	CUSIP 404280406	0.00	651,567.00	585,350.34	66,176.66	0.00	66,176.66
7,100.00	91 7700000	0.00	651,567.00	585,350.34	66,176.66	0.00	66,176.66
Total USD		0.00	1,091,621.00	852,453.25	239,167.75	0.00	239,167.75
Total United Kingdom		0.00	1,091,621.00	852,453.25	239,167.75	0.00	239,167.75
<b>United States - USD</b>							
ABAXIS INC COM	CUSIP 002567105	0.00	164,898.30	122,924.95	41,973.35	0.00	41,973.35
7,905.00	20 8600000	0.00	164,898.30	122,924.95	41,973.35	0.00	41,973.35
ABBOTT LAB COM	CUSIP 002824100	0.00	637,245.00	256,939.12	380,305.88	0.00	380,305.88
11,900.00	53 5500000	0.00	637,245.00	256,939.12	380,305.88	0.00	380,305.88

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◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Unrealized gain/loss		
						Translation	Total	
<b>Equities</b>								
<b>Common stock</b>								
ADVISORY BRD CO COM CUSIP 00762W107 1,340 00	55 5600000	0 00	74,450 40	73,833 06	617 34	0 00	0 00	617 34
AEROPOSTALE COM CUSIP 00786S108 2,100 00	41 6600000	0 00	87,528 00	77,210 20	10,317 80	0 00	0 00	10,317 80
ALEXZA PHARMACEUTICALS INC COM CUSIP 015384100 5,885 00	8 2700000	0 00	48,668 95	51,448 10	- 2,779 15	0 00	0 00	- 2,779 15
ALLIANT TECHSYSTEMS INC COM CUSIP 018804104 600 00	99 1500000	0 00	59,490 00	46,735 83	12,754 17	0 00	0 00	12,754 17
ALTRIA GROUP INC COM CUSIP 02209S103 29,832 00	70 1400000	20,611 68	2,092,416 48	913,688 52	1,178,727 96	0 00	0 00	1,178,727 96
AMER EXPRESS CO COM CUSIP 025816109 11,650 00	61 1800000	0 00	712,747 00	458,351 20	254,395 80	0 00	0 00	254,395 80
AMERICAN REPROGRAPHICS CO COM CUSIP 029263100 4,475 00	30 7900000	0 00	137,785 25	143,339 03	- 5,553 78	0 00	0 00	- 5,553 78
AMERIPRISE FINL INC COM CUSIP 03076C106 2,470 00	63 5700000	0 00	157,017 90	69,716 63	87,301 27	0 00	0 00	87,301 27
AMERN COML LINES INC COM NEW CUSIP 025195207 2,965 00	26 0500000	0 00	77,238 25	93,968 65	- 16,730 40	0 00	0 00	- 16,730 40
AMERN ECOLOGY CORP COM NEW CUSIP 025533407 32 00	21 4200000	0 00	685 44	326 40	359 04	0 00	0 00	359 04
AMERN INTL GROUP INC COM CUSIP 026874107 5,368 00	70 0300000	0 00	375,921 04	351,212 82	24,708 22	0 00	0 00	24,708 22
AMSURG CORP COM CUSIP 03232P405 8,159 00	24 1400000	0 00	196,958 26	176,252 58	20,705 68	0 00	0 00	20,705 68
APPLIED MATERIALS INC COM CUSIP 038222105 4,650 00	19 8700000	0 00	92,395 50	91,431 93	963 57	0 00	0 00	963 57
ARTHROCAR CORP COM CUSIP 043136100 1,600 00	43 9100000	0 00	70,256 00	66,930 22	3,325 78	0 00	0 00	3,325 78
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103 6,300 00	48 4700000	1,449 00	305,361 00	252,117 98	53,243 02	0 00	0 00	53,243 02

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**Portfolio Statement**  
 30 JUN 2007

ACCOUNT NUMBER: MENIL  
 ACCOUNT NAME: DOMESTIC CONSOLIDATION

◆ **Asset Detail - Base Currency**

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
<b>Equities</b>								
<b>Common stock</b>								
BANK AMER CORP COM CUSIP 060505104 15,150.00	48.8900000	0.00	740,683.50	561,079.77	179,603.73	0.00	0.00	179,603.73
BANK OF THE OZARKS INC COM CUSIP 063904106 6,510.00	27.8700000	0.00	181,433.70	203,402.54	- 21,968.84	0.00	0.00	- 21,968.84
BEACON ROOFING SUPPLY INC COM CUSIP 073685109 3,550.00	16.9900000	0.00	60,314.50	66,698.52	- 6,384.02	0.00	0.00	- 6,384.02
BEAR STEARNS COS INC COM CUSIP 073902108 1,100.00	140.0000000	0.00	154,000.00	159,789.07	- 5,789.07	0.00	0.00	- 5,789.07
BIG 5 SPORTING GOODS CORP COM CUSIP 08915P101 2,780.00	25.5000000	0.00	70,890.00	51,891.87	18,998.13	0.00	0.00	18,998.13
BLUE NILE INC COM CUSIP 09578R103 1,895.00	60.4000000	0.00	114,458.00	60,150.79	54,307.21	0.00	0.00	54,307.21
BOEING CO COM CUSIP 097023105 2,970.00	96.1600000	0.00	285,595.20	271,052.52	14,542.68	0.00	0.00	14,542.68
CACHE INC COM NEW COM CUSIP 127150308 5,350.00	13.2700000	0.00	70,994.50	126,790.16	- 55,795.66	0.00	0.00	- 55,795.66
CAP 1 FNCL COM CUSIP 14040H105 2,700.00	78.4400000	0.00	211,788.00	223,482.00	- 11,694.00	0.00	0.00	- 11,694.00
CATERPILLAR INC COM CUSIP 149123101 4,100.00	78.3000000	0.00	321,030.00	302,148.64	18,881.36	0.00	0.00	18,881.36
CHEVRON CORP COM CUSIP 166764100 9,500.00	84.2400000	0.00	800,280.00	365,370.60	434,909.40	0.00	0.00	434,909.40
CINEMARK HLDGS INC COM CUSIP 17243V102 300.00	17.8900000	0.00	5,367.00	5,099.88	267.12	0.00	0.00	267.12
CISCO SYS INC COM CUSIP 17275R102 5,220.00	27.8500000	0.00	145,377.00	139,671.43	5,705.57	0.00	0.00	5,705.57
CITIGROUP INC COM CUSIP 172967101 32,260.00	51.2900000	0.00	1,654,615.40	961,420.74	693,194.66	0.00	0.00	693,194.66
CMS ENERGY CORP COM CUSIP 125896100 3,011.00	17.2000000	0.00	51,789.20	48,808.91	2,980.29	0.00	0.00	2,980.29

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**Portfolio Statement**  
 23 Jul 2017

Account Number: 1581  
 Account Name: DOMESTIC CONSOLIDATION

◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
COCA COLA CO COM CUSIP 191216100	52.3100000	7,086.14	1,091,762.01	938,921.12	152,840.89	0.00	152,840.89
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102	75.0900000	0.00	132,684.03	27,342.18	105,341.85	0.00	105,341.85
CONAGRA FOODS INC CUSIP 205887102	26.8600000	0.00	60,032.10	57,194.42	2,837.68	0.00	2,837.68
CONOCOPHILLIPS COM CUSIP 20825C104	78.5000000	0.00	1,114,700.00	663,348.33	451,351.67	0.00	451,351.67
COPART INC COM CUSIP: 217204106	30.5900000	0.00	325,936.45	259,914.02	66,022.43	0.00	66,022.43
CORPORATE EXECUTIVE BRD CO COMMON STOCK CUSIP 21988R102	64.9100000	0.00	52,577.10	61,230.46	- 8,653.36	0.00	- 8,653.36
COSTCO WHSL CORP NEW COM CUSIP: 22160K105	58.5200000	0.00	292,014.80	274,765.92	17,248.88	0.00	17,248.88
CRA INTL INC COM CUSIP 12618T105	48.2000000	0.00	239,939.60	221,283.63	18,655.97	0.00	18,655.97
CYBERONICS INC COM CUSIP 23251P102	16.8200000	0.00	19,174.80	30,023.78	- 10,848.98	0.00	- 10,848.98
CYBERSOURCE CORP DEL COM CUSIP: 23251J106	12.0600000	0.00	77,557.86	51,134.43	26,423.43	0.00	26,423.43
DATA DOMAIN INC COM CUSIP 23767P109	23.0000000	0.00	13,570.00	8,850.00	4,720.00	0.00	4,720.00
DEALERTRACK HLDGS INC COM STK CUSIP 242309102	36.8400000	0.00	103,225.68	60,972.27	42,253.41	0.00	42,253.41
DEERE & CO COM CUSIP 244199105	120.7400000	308.00	84,518.00	81,067.32	3,450.68	0.00	3,450.68
DEXCOM INC COM CUSIP 252131107	8.1900000	0.00	59,287.41	77,775.15	- 18,487.74	0.00	- 18,487.74
DYNEGY INC DEL CLA COM STK CUSIP 26817G102	9.4400000	0.00	29,264.00	24,175.41	5,088.59	0.00	5,088.59

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
Shares/PAR value							
<b>Equities</b>							
<b>Common stock</b>							
E-TRADE FIN CORP COM CUSIP 269246104 2,283 00		0 00	50,431 47	52,362 51	- 1,931 04	0 00	- 1,931 04
EHEALTH INC COM STK CUSIP 28238P109 4,148 00		0 00	79,185 32	81,404 55	- 2,219 23	0 00	- 2,219 23
ELI LILLY & CO COM CUSIP 532457108 3,200 00		0 00	178,816 00	214,314 02	- 35,498 02	0 00	- 35,498 02
EMERSON ELEC CO COM CUSIP 291011104 14,100 00		0 00	659,880 00	419,405 44	240,474 56	0 00	240,474 56
ENCYSIVE PHARMACEUTICALS INC COM CUSIP 29256X107 3,215 00		0 00	5,722 70	34,374 19	- 28,651 49	0 00	- 28,651 49
ENERNOC INC COM CUSIP 292764107 89 00		0 00	3,393 57	2,314 00	1,079 57	0 00	1,079 57
EVEREST RE GROUP COM CUSIP G3223R108 1,717 00		0 00	186,534 88	188,398 04	18,136 84	0 00	18,136 84
EXELON CORP COM CUSIP 30161N101 3,220 00		0 00	233,772 00	205,167 69	28,604 31	0 00	28,604 31
EXXON MOBIL CORP COM CUSIP 30231G102 33,254 00		0 00	2,789,345 52	1,147,733 33	1,641,612 19	0 00	1,641,612 19
FACTSET RESH SYS INC COM CUSIP 303075105 3,852 00		0 00	263,284 20	122,070 89	141,213 31	0 00	141,213 31
FED HOME LN MTG CORP COM STK CUSIP 313400301 2,843 00		0 00	172,570 10	178,734 24	- 6,164 14	0 00	- 6,164 14
FIRSTENERGY CORP COM CUSIP 337932107 1,790 00		0 00	115,866 70	119,701 12	- 3,834 42	0 00	- 3,834 42
FLUOR CORP NEW COM CUSIP 343412102 1,600 00		320 00	178,192 00	158,526 99	19,665 01	0 00	19,665 01
F5 NETWORKS INC COM STK CUSIP 315616102 2,025 00		0 00	163,215 00	113,152 02	50,062 98	0 00	50,062 98
GENERAL ELEC CO COM CUSIP 369604103 42,204 00		11,817 12	1,615,569 12	935,414 35	680,154 77	0 00	680,154 77

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**Portfolio Statement**  
 30 JUN 2007  
 ACCOUNT NUMBER: 0000000000  
 ACCOUNT NAME: DOMESTIC CONSOLIDATION

◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAIR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
GENWORTH FINL INC COM CL A CUSIP 37247D106 1,354 00	34 4000000	0 00	46,577 60	26,470 70	20,106 90	0 00	20,106 90
GFI GROUP INC COM STK CUSIP 361632209 2,255 00	72 4800000	0 00	163,442 40	129,991 85	33,450 55	0 00	33,450 55
GUITAR CTR INC COM CUSIP 402040109 5,250 00	59 8100000	0 00	314,002 50	263,278 91	50,723 59	0 00	50,723 59
HALLIBURTON CO COM CUSIP 406216101 8,860 00	34 5000000	0 00	305,670 00	305,694 23	- 24 23	0 00	- 24 23
HEALTHWAYS INC COM STK CUSIP: 422245100 9,060 00	47 3700000	0 00	429,172 20	366,345 12	62,827 08	0 00	62,827 08
HEELYS INC COM CUSIP: 42279M107 270 00	25 8600000	0 00	6,982 20	5,670 00	1,312 20	0 00	1,312 20
HELICOS BIOSCIENCES CORP COM CUSIP: 42326R109 1,425 00	9 0600000	0 00	12,910 50	12,809 37	101 13	0 00	101 13
HIBBETT SPORTS INC COM STK CUSIP 428567101 5,840 00	27 3800000	0 00	159,899 20	147,623 11	12,276 09	0 00	12,276 09
HILTON HOTELS CORP COM CUSIP 432848109 9,700 00	33 4700000	0 00	324,659 00	258,836 11	65,822 89	0 00	65,822 89
HOME DEPOT INC COM CUSIP 437076102 8,600 00	39 3500000	0 00	338,410 00	332,485 88	5,924 12	0 00	5,924 12
INDEVUS PHARMACEUTICALS INC COM CUSIP 454072109 3,673 00	6 7300000	0 00	24,719 29	29,202 45	- 4,483 16	0 00	- 4,483 16
INTEL CORP COM CUSIP 458140100 31,800 00	23 7600000	0 00	755,568 00	844,795 85	- 89,227 85	0 00	- 89,227 85
JOHNSON & JOHNSON COM CUSIP 478160104 13,650 00	61 6200000	0 00	841,113 00	442,684 32	398,428 68	0 00	398,428 68
JONES LANG LASALLE INC COM STK CUSIP 48020Q107 580 00	113 5000000	0 00	65,830 00	60,535 50	5,294 50	0 00	5,294 50
JPMORGAN CHASE & CO COM CUSIP 46625H100 10,537 00	48 4500000	0 00	510,517 65	281,576 46	228,941 19	0 00	228,941 19

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
KNIGHT TRANSN INC COM CUSIP 499064103	19 3800000	0 00	516,186 30	353,887 72	162,298 58	0 00	162,298 58
KRAFT FOODS INC CL A CL A CUSIP 50075N104	35 2500000	3,183 25	448,838 25	155,127 61	293,710 64	0 00	293,710 64
LAUDER ESTEE COS INC CL A CUSIP 518439104	45 5100000	0 00	131,979 00	112,713 30	19,265 70	0 00	19,265 70
LIBERTY GLOBAL INC COM SER C CUSIP 530555309	39 3000000	0 00	319,862 70	214,475 68	105,387 02	0 00	105,387 02
LIFE TIME FITNESS INC COM CUSIP 53217R207	53 2300000	0 00	240,067 30	197,478 50	42,588 80	0 00	42,588 80
LIFECELL CORP CUSIP 531927101	30 5400000	0 00	67,951 50	53,058 00	14,893 50	0 00	14,893 50
LIGAND PHARMACEUTICALS INC CL B CUSIP 53220K207	6 8800000	0 00	15,961 60	31,723 78	- 15,762 18	0 00	- 15,762 18
LIQUIDITY SVCS INC COM STK CUSIP 53635B107	18 7800000	0 00	73,242 00	73,712 64	- 470 64	0 00	- 470 64
LOOPNET INC COM STK CUSIP 543524300	23 3300000	0 00	19,597 20	10,080 00	9,517 20	0 00	9,517 20
LOWES COS INC COM CUSIP 548661107	30 6900000	0 00	64,449 00	68,187 00	- 3,738 00	0 00	- 3,738 00
LUBRIZOL CORP COM CUSIP 549271104	64 5500000	0 00	88,433 50	72,332 09	16,101 41	0 00	16,101 41
MACROVISION CORP COM CUSIP 555904101	30 0600000	0 00	74,849 40	42,231 26	32,618 14	0 00	32,618 14
MC DONALDS CORP COM CUSIP 580135101	50 7600000	0 00	497,448 00	333,367 70	164,080 30	0 00	164,080 30
MCGRAW HILL COMPANIES INC COM CUSIP 580645109	68 0800000	0 00	755,688 00	319,854 22	435,833 78	0 00	435,833 78
MEDCO HLTH SOLUTIONS INC COM CUSIP 58405U102	77 9900000	0 00	57,556 62	39,296 75	18,259 87	0 00	18,259 87

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**Portfolio Statement**

ACCOUNTING INFORMATION  
DOMESTIC CONSOLIDATION  
Accounts Name

◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/ Local market price	Income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
MERCK & CO INC COM CUSIP 589331107 7,450 00		2,831 00	371,010 00	284,119 82	86,890 18	0 00	86,890 18
MERRILL LYNCH & CO INC COM STK CUSIP 590188108 7,200 00		0 00	601,776 00	275,593 52	326,182 48	0 00	326,182 48
MFO LORD ABBETT MID-CAP VALUE FD INC CL CUSIP 543918500 318,538 20		0 00	7,788,258 99	5,829,803 26	1,958,455 73	0 00	1,958,455 73
MICREL INC COM CUSIP 594793101 18,735 00		0 00	238,309 20	215,008 14	23,301 06	0 00	23,301 06
MICROCHIP TECHNOLOGY INC COM CUSIP 595017104 7,035 00		0 00	260,576 40	236,142 83	24,433 57	0 00	24,433 57
MICROSOFT CORP COM CUSIP 594918104 24,230 00		0 00	714,058 10	733,630 83	- 19,572 73	0 00	- 19,572 73
MICROTUNE INC DEL COM CUSIP: 59514P109 7,306 00		0 00	38,210 38	49,267 74	- 11,057 36	0 00	- 11,057 36
MSC INDL DIRECT INC CL A COM CUSIP 553530106 5,515 00		0 00	303,325 00	231,061 67	72,263 33	0 00	72,263 33
MURPHY OIL CORP COM CUSIP 626717102 960 00		0 00	57,062 40	49,721 01	7,341 39	0 00	7,341 39
MYRIAD GENETICS INC COM CUSIP 62855J104 985 00		0 00	36,632 15	21,722 53	14,909 62	0 00	14,909 62
NATL FINL PARTNERS CORP COM CUSIP 63607P208 500 00		0 00	23,155 00	23,301 56	- 146 56	0 00	- 146 56
NAVISTAR INTL CORP NEW COM CUSIP 63934E108 2,080 00		0 00	137,280 00	71,585 09	65,694 91	0 00	65,694 91
NETLOGIC MICROSYSTEMS INC COM CUSIP 64118B100 4,960 00		0 00	157,926 40	111,923 14	46,003 26	0 00	46,003 26
NEUROCHEM INC COM NEUROCHEM INC COM STK CUSIP 64125K101 650 00		0 00	4,322 50	8,850 90	- 4,528 40	0 00	- 4,528 40
NEUSTAR INC CL A CUSIP: 64126X201 3,385 00		0 00	98,063 45	97,959 66	103 79	0 00	103 79

Unrealized gain/loss

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**Portfolio Statement**  
 JUN 2009

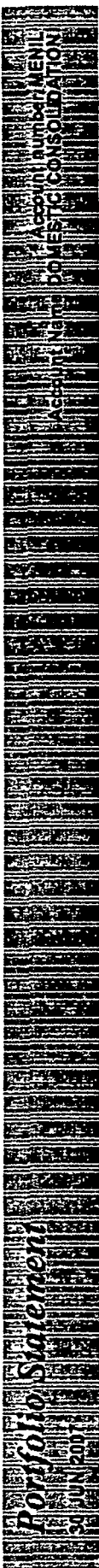
ACCOUNT NUMBER  
 DOMESTIC CONSOLIDATION

◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
NEWS CORP CL A COM CUSIP 65248E104	21 2100000	0.00	573,497.19	438,447.75	135,049.44	0.00	135,049.44
NIGHTHAWK RADIOLOGY HLDGS INC COM STK CUSIP 65411N105	18 0500000	0.00	11,191.00	11,255.28	- 64.28	0.00	- 64.28
NORTHSTAR NEUROSCIENCE INC COM CUSIP 66704V101	11 6300000	0.00	13,025.60	15,375.79	- 2,350.19	0.00	- 2,350.19
NOVACEA INC COM STK CUSIP 66987B103	9 4500000	0.00	19,230.75	13,234.70	5,996.05	0.00	5,996.05
NOVELL INC COM CUSIP 670006105	7 7900000	0.00	33,699.54	27,233.04	6,466.50	0.00	6,466.50
NXSTAGE MED INC COM STK CUSIP 67072V103	12 9300000	0.00	52,754.40	40,630.00	12,124.40	0.00	12,124.40
O REILLY AUTOMOTIVE INC COM CUSIP 686091109	36 5500000	0.00	616,488.85	368,251.14	248,237.71	0.00	248,237.71
OCCIDENTAL PETE CORP COM CUSIP 674599105	57 8800000	1.716 00	451,464.00	249,379.52	202,084.48	0.00	202,084.48
OFFICE DEPOT INC COM CUSIP 676220106	30 3000000	0.00	71,174.70	81,242.18	- 10,067.48	0.00	- 10,067.48
OREXIGEN THERAPEUTICS INC COM CUSIP 68616A104	15 0200000	0.00	35,447.20	28,732.96	6,714.24	0.00	6,714.24
OUTDOOR CHANNEL HLDGS INC COM NEW COM NEW CUSIP 690027206	11 2700000	0.00	70,381.15	85,893.09	- 15,311.94	0.00	- 15,311.94
PEABODY ENERGY CORP COM STK CUSIP 704549104	48 3800000	0.00	111,274.00	109,198.95	2,075.05	0.00	2,075.05
PEDIATRIX MED GROUP COM CUSIP 705324101	55 1500000	0.00	221,978.75	172,518.19	49,460.56	0.00	49,460.56
PEETS COFFEE & TEA INC COM CUSIP 705560100	24 6300000	0.00	106,056.78	110,488.05	- 4,431.27	0.00	- 4,431.27
PEPSICO INC COM CUSIP 713448108	64 8500000	0.00	950,052.50	422,646.37	527,406.13	0.00	527,406.13

Unrealized gain/loss

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◆ Asset Detail - Base Currency

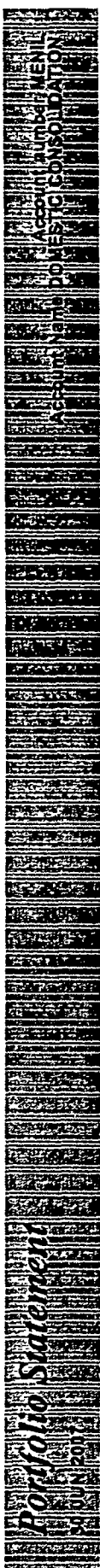
Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		
						Translation	Total	
<b>Equities</b>								
<b>Common stock</b>								
PFIZER INC COM STK \$ 11 1/9 PAR CUSIP 717081103	25 5700000	0 00	605,241 90	597,096 92	8,144 98	0 00	0 00	8,144 98
PHARMACEUTICAL PROD DEV INC COM CUSIP 717124101	38 2700000	0 00	194,794 30	123,528 41	71,265 89	0 00	0 00	71,265 89
PLATINUM UNDERWRITERS HLDGS INC COM USD0 01 CUSIP G7127P100	34 7500000	0 00	31,344 50	27,359 37	3,985 13	0 00	0 00	3,985 13
PLX TECH INC COM CUSIP: 693417107	11,455 00	0 00	127,837 80	116,791 38	11,046 42	0 00	0 00	11,046 42
POOL CORP COM STK CUSIP: 73278L105	4,215 00	0 00	164,511 45	167,833 08	- 3,321 63	0 00	0 00	- 3,321 63
POWER INTEGRATIONS INC COM CUSIP: 739276103	26 2000000	0 00	248,900 00	171,165 85	77,734 15	0 00	0 00	77,734 15
PRAXAIR INC COM CUSIP: 74005P104	5,600 00	0 00	403,144 00	276,461 54	126,682 46	0 00	0 00	126,682 46
PROCTER & GAMBLE CO COM CUSIP: 742718109	16,300 00	0 00	997,397 00	562,080 35	435,316 65	0 00	0 00	435,316 65
PROSPERITY BANCSHARES INC COM CUSIP: 743606105	1,775 00	0 00	58,149 00	34,805 83	23,343 17	0 00	0 00	23,343 17
QUALCOMM INC COM CUSIP 747525103	1,200 00	0 00	52,068 00	44,217 72	7,850 28	0 00	0 00	7,850 28
QUALITY SYS INC COM STK CUSIP 747582104	3,090 00	772 50	117,327 30	123,342 84	- 6,015 54	0 00	0 00	- 6,015 54
REDWOOD TR INC COM CUSIP 758075402	1,490 00	1,117 50	72,086 20	76,493 36	- 4,407 16	0 00	0 00	- 4,407 16
RESMED INC COM CUSIP: 761152107	2,130 00	0 00	87,883 80	52,989 35	34,894 45	0 00	0 00	34,894 45
RESOURCES CONNECTION INC COM CUSIP: 76122Q105	11,805 00	0 00	391,689 90	300,366 57	91,323 33	0 00	0 00	91,323 33
RIVERBED TECHNOLOGY INC COM CUSIP: 768573107	475 00	0 00	20,814 50	4,631 25	16,183 25	0 00	0 00	16,183 25

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Equities</b>							
<b>Common stock</b>							
SCHLUMBERGER LTD COM STK CUSIP 806857108	87.716 00	15.350 30	7,450,597 04	1,988,695 87	5,461,901 17	0 00	5,461,901 17
SEMPRA ENERGY INC COM STK CUSIP 816851109	0 00	195 30	0 00	0 00	0 00	0 00	0 00
SILICON LABORATORIES INC COM CUSIP 826919102	2,010 00	0 00	69,566.10	64,840 52	4,725 58	0 00	4,725 58
SIRF TECHNOLOGY HLDGS INC COM CUSIP 82967H101	3,723 00	0 00	77,215 02	111,465 75	- 34,250 73	0 00	- 34,250.73
SOURCEFIRE INC COM CUSIP 83616T108	2,320.00	0 00	32,456 80	35,411 24	- 2,954 44	0 00	- 2,954 44
SPRINT NEXTEL CORP CUSIP 852061100	2,300 00	0 00	47,633 00	46,732.32	900.68	0 00	900 68
SRA INTL INC CL A CUSIP 78464R105	2,390 00	0 00	60,371 40	53,529 56	6,841 84	0 00	6,841 84
STARBUCKS CORP COM CUSIP 855244109	5,900 00	0 00	154,816 00	168,148 23	- 13,332 23	0 00	- 13,332 23
STARENT NETWORKS CORP COM CUSIP 85528P108	450 00	0 00	6.615 00	5,400 00	1,215 00	0 00	1,215 00
STRAYER ED INC COM CUSIP 863236105	1,650 00	0 00	217,321 50	158,587 48	58,734 02	0 00	58,734 02
SUN TR BANKS INC COM CUSIP 867914103	5,300 00	0 00	454,422 00	289,941 74	164,480.26	0 00	164,480 26
SUPER VALU INC COM CUSIP 868536103	1,240 00	0 00	57,436 80	46,682 02	10,754 78	0 00	10,754 78
SYMYX TECHNOLOGIES INC COM CUSIP 87155S108	1,025 00	0 00	11,797 75	11,223 75	574 00	0 00	574 00
SYSCO CORP COM CUSIP 871829107	5,100 00	0 00	168,249 00	177,546 55	- 9,297 55	0 00	- 9,297 55
TAKE-TWO INTERACTIVE SOFTWARE INC CDT-COM CUSIP 874054109	5,700 00	0 00	113,829 00	113,913 36	- 84 36	0 00	- 84 36

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 PJ 13 Jul 14



◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Translation	Total	Unrealized gain/loss
<b>Equities</b>								
<b>Common stock</b>								
TARGET CORP COM CUSIP 87612E106 10,550 00 63 60000000	0 00	670,980 00	348,816 69	322,163 31	0 00		322,163 31	
TECHNE CORP COM CUSIP 878377100 6,010 00 57 21000000	0 00	343,832 10	205,518 89	138,313 21	0 00		138,313 21	
TECHWELL INC COM STK CUSIP 87874D101 4,420 00 13 10000000	0 00	57,902 00	64,729 34	- 6,827 34	0 00		- 6,827 34	
TESSERA TECHNOLOGIES INC COM STK CUSIP 88164L100 2,865 00 40 55000000	0 00	116,175 75	76,802 93	39,372 82	0 00		39,372 82	
TEXAS INSTRS INC COM CUSIP 882508104 5,100 00 37 63000000	0 00	191,913 00	155,634 02	36,278 98	0 00		36,278 98	
THERMO FISHER CORP CUSIP: 883556102 3,300 00 51 72000000	0 00	170,676 00	149,203 00	22,473 00	0 00		22,473 00	
THOMAS WEISEL PARTNERS GROUP INC COM CUSIP 884481102 6,050 00 16 65000000	0 00	100,732 50	127,122 65	- 26,390 15	0 00		- 26,390 15	
TOREADOR RES CORP COM CUSIP 891050106 3,975 00 15 00000000	0 00	59,625 00	99,939 33	- 40,314 33	0 00		- 40,314 33	
TRANSOCEAN INC CUSIP: G90078109 3,300 00 105 98000000	0 00	349,734 00	298,641 99	51,092 01	0 00		51,092 01	
TUESDAY MORNING CORP COM NEW 2,195 00 12 36000000	0 00	27,130 20	42,759 45	- 15,629 25	0 00		- 15,629 25	
ISIN US8990355054 CUSIP 899035505								
U S AUTO PTS NETWORK INC COM CUSIP 90343C100 7,080 00 9 46000000	0 00	66,976 80	64,907 54	2,069 26	0 00		2,069 26	
UCBH HLDGS INC COM CUSIP 90262T308 5,100 00 18 27000000	153 00	93,177 00	90,636 35	2,540 65	0 00		2,540 65	
UNITED PARCEL SVC INC CL B CUSIP 811312106 1,450 00 73 00000000	0 00	105,850 00	97,576 25	8,273 75	0 00		8,273 75	
UNITED TECHNOLOGIES CORP COM CUSIP 913017109 8,691 00 70 93000000	0 00	616,452 63	552,404 37	64,048 26	0 00		64,048 26	
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 4,600 00 51 14000000	0 00	235,244 00	230,730 50	4,513 50	0 00		4,513 50	

Northern Trust

Generated by Northern Trust from periodic data on 23 Jul 07

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◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
<b>Equities</b>								
<b>Common stock</b>								
UNVL TECH INST INC COM CUSIP 913915104 4,885 00	25.39000000	0.00	124,030 15	121,392 04	2,638 11	0.00	0.00	2,638 11
URS CORP NEW COM CUSIP 903236107 2,090 00	48.55000000	0.00	101,469 50	79,083 65	22,385 85	0.00	0.00	22,385 85
VANDA PHARMACEUTICALS INC COM CUSIP 921659108 770 00	20.26000000	0.00	15,600 20	18,130 98	- 2,530 78	0.00	0.00	- 2,530 78
VERIZON COMMUNICATIONS COM CUSIP 92343V104 1,304 00	41.17000000	0.00	53,685 68	49,510 48	4,175 20	0.00	0.00	4,175 20
WACHOVIA CORP NEW COM CUSIP 929903102 5,230 00	51.25000000	0.00	268,037 50	281,248 12	- 13,210 62	0.00	0.00	- 13,210 62
WAL-MART STORES INC COM CUSIP 931142103 6,650 00	48.11000000	0.00	319,931 50	286,324 00	33,607 50	0.00	0.00	33,607 50
WALGREEN CO COM CUSIP 931422109 15,350 00	43.54000000	0.00	668,339 00	245,593 75	422,745 25	0.00	0.00	422,745 25
WEATHERFORD INTL LTD CUSIP G95089101 4,100 00	55.24000000	0.00	226,484 00	235,669 04	- 9,185 04	0.00	0.00	- 9,185 04
WELLPOINT INC COM CUSIP 94973V107 1,034 00	79.83000000	0.00	82,544 22	80,326 94	2,217 28	0.00	0.00	2,217 28
WELLS FARGO & CO NEW COM STK CUSIP 949746101 4,730 00	35.17000000	0.00	166,354 10	169,522 31	- 3,168 21	0.00	0.00	- 3,168 21
WHOLE FOODS MKT INC COM CUSIP 966837106 3,100 00	38.30000000	0.00	118,730 00	210,192 75	- 91,462 75	0.00	0.00	- 91,462 75
1ST CMNTY BANCORP CAL COM CUSIP 31983B101 1,130 00	57.21000000	0.00	64,647 30	44,705 08	19,942 22	0.00	0.00	19,942 22
Total USD		66,920 79	60,302,737 67	39,961,305 95	20,341,431 72	0.00	0.00	20,341,431 72
Total United States		66,920 79	60,302,737 67	39,961,305 95	20,341,431 72	0.00	0.00	20,341,431 72

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◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	
							Total	Total
<b>Equities</b>								
<b>Common stock</b>								
Total Common Stock								
1,897,228.17		72,001.55	81,923,171.21	54,190,686.99	27,732,484.22	0.00		27,732,484.22
Total Equities								
1,897,228.17		72,001.55	81,923,171.21	54,190,686.99	27,732,484.22	0.00		27,732,484.22

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◆ Asset Detail - Base Currency

Description/Asset ID, Shares/PAR value	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Translation	Total
<i>Adjustments To Cash</i>							
Pending trade sales							
Total Pending trade sales	0.00	0.00	162,263.41	162,263.41	0.00	0.00	0.00

Detail of Total Pending Trade Sales:

Corporate Stock							
Pending sale booked by NTC after 6/30/07			136,521				
Corporate Bonds & Notes							
Pending sale booked by NTC after 6/30/07			25,742				
Total Pending Trade Sales per Northern Trust							162,263

STMT 10-2



◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Adjustments To Cash</b>							
<b>Pending trade purchases</b>							
USD - United States dollar	1 0000000	0 00	- 68,318.24	- 68,318.24	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	- 68,318.24	- 68,318.24	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	- 68,318.24	- 68,318.24	0 00	0 00	0 00
Total Pending trade purchases		0 00	- 68,318.24	- 68,318.24	0 00	0 00	0 00

STMT 10-3

Menil Foundation, Inc  
 EIN 74-6045327  
 FYE 06/30/07

Part II, Line 10c, Corporate Bonds & Notes

		No Shares	Book Value as of 6/30/07	Market Value as of 6/30/07
HELD AT NORTHERN TRUST CO GOV'T (TAXABLE)	(Stmt 11-1, pg 2 )	665,000	668,533	668,533
HELD AT NORTHERN TRUST CO: CORPORATE BONDS	(Stmt 11-2, pg 12 )	6,821,000	6,801,105	6,801,105
PENDING SALE BOOKED BY NORTHERN TRUST AFTER 6/30/07	(Stmt 11-3 )		25,742	25,742
AMERICAN CENTURY FUNDS (foreign bonds mutual fund)		247,453	3,390,102	3,390,102
OPPENHEIMER INT'L BOND FUND CLASS Y		545,160	3,369,090	3,369,090
TOTAL			<u>14,254,572</u>	<u>14,254,572</u>



◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	
							Total	Total

Fixed Income

Government agencies									
Republic of Korea - USD									
KOREA DEV BK NOTES 3 875% DJE 03-02-2009REG	40,000.00	97.4674000	CUSIP 500630BH0	512.36	38,986.96	39,824.00	- 837.04	0.00	- 837.04
Issue Date: 2 Mar 04 Rate: 3.875% Yield to Maturity: 5.474% Maturity Date: 2 Mar 09									
<b>Total USD</b>				512.36	38,986.96	39,824.00	- 837.04	0.00	- 837.04
<b>Total Republic of Korea</b>				512.36	38,986.96	39,824.00	- 837.04	0.00	- 837.04

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	Translation	Total
<b>Fixed Income</b>								
<b>Government agencies</b>								
<b>United States - USD</b>								
FHLMC DEB 5.875	03-21-2011 102 1704000	CUSIP: 31344AEW0 6,119.78	383,139.00	393,914.12	- 10,775.12	0.00		- 10,775.12
Issue Date: 21 Mar 01 Rate: 5.875% Yield to Maturity 5.224% Maturity Date: 21 Mar 11								
FNMA PREASSIGN 00295 4 09-02-2008	CUSIP: 31359MSY0 98 5630000	3,305.55	246,407.50	250,767.32	- 4,359.82	0.00		- 4,359.82
Issue Date: 15 Aug 03 Rate: 4% Yield to Maturity: 5.272% Maturity Date: 2 Sep 08								
<b>Total USD</b>		<b>9,425.33</b>	<b>629,546.50</b>	<b>644,681.44</b>	<b>- 15,134.94</b>	<b>0.00</b>		<b>- 15,134.94</b>
<b>Total United States</b>		<b>9,425.33</b>	<b>629,546.50</b>	<b>644,681.44</b>	<b>- 15,134.94</b>	<b>0.00</b>		<b>- 15,134.94</b>
<b>Total Government Agencies</b>		<b>9,937.69</b>	<b>668,533.46</b>	<b>684,505.44</b>	<b>- 15,971.98</b>	<b>0.00</b>		<b>- 15,971.98</b>

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Income/expense	Accrued	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>								
<b>Corporate bonds</b>								
<b>Canada - USD</b>								
MOLSON COORS CAP FIN SR NT 4 85% DUE 09-22-2010/09-22-2005 REG CUSIP: 60871NAC3	85,000.00	97.6610000	1,133.68	83,011.85	83,966.64	- 954.79	0.00	- 954.79
Issue Date: 22 Sep 05 Rate: 4.85% Yield to Maturity: 5.649% Maturity Date: 22 Sep 10								
Total USD			1,133.68	83,011.85	83,966.64	- 954.79	0.00	- 954.79
<b>Dominican Republic - USD</b>								
PVTPL CERVECERIA NACIONAL DOMINICANA C POR DOM18 DUE 03-27-2014 BEO CUSIP: 157107AB9	25,000.00	103.0000000	522.21	25,750.00	25,960.26	- 210.26	0.00	- 210.26
Issue Date: 27 Mar 07 Rate: 8% Call Date: 27 Mar 11 Call Price: 100.00 Maturity Date: 27 Mar 14								
Total USD			522.21	25,750.00	25,960.26	- 210.26	0.00	- 210.26
<b>France - USD</b>								
FRANCE TELECOM SA NT STEP UP 03-01-2011 CUSIP: 35177PAK3	25,000.00	106.8375000	645.83	26,709.37	27,913.98	- 1,204.61	0.00	- 1,204.61
Issue Date: 1 Sep 01 Rate: 7.75% Yield to Maturity: 5.656% Maturity Date: 1 Mar 11								
Total USD			645.83	26,709.37	27,913.98	- 1,204.61	0.00	- 1,204.61
<b>Jamaica - USD</b>								
PVTPL DIGICEL LTD SR NT 144A 9.25% DUE 09-01-2012/09-01-2009 REG CUSIP: 25380QAA7	25,000.00	105.3750000	770.82	26,343.75	26,593.75	- 250.00	0.00	- 250.00
Issue Date: 28 Jul 05 Rate: 9.25% Call Date: 1 Sep 09 Call Price: 104.62 Yield to Maturity: 7.957% Maturity Date: 1 Sep 12								
Total USD			770.82	26,343.75	26,593.75	- 250.00	0.00	- 250.00
Total Jamaica			770.82	26,343.75	26,593.75	- 250.00	0.00	- 250.00

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
Shares/PAR value							
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
<b>Mexico - USD</b>							
AMERICA MOVIL S A DE C V GTD SR NT	4.125% DUE 03-01-2009 REG CUSIP: 02364WAES	275.00	19,612.46	19,761.22	- 148.76	0.00	- 148.76
20,000.00	98.0623000						
Issue Date: 1 Sep 04 Rate: 4.125% Yield to Maturity: 5.348% Maturity Date: 1 Mar 09							
<b>Total USD</b>							
Total Mexico							
<b>Netherlands - USD</b>							
DEUTSCHE TELEKOM INTL FIN B V GTD NT	STEP UP 06-15-2010 CUSIP: 25156PAB9	124.44	37,305.06	38,650.89	- 1,345.83	0.00	- 1,345.83
35,000.00	106.5859000						
Issue Date: 6 Jul 00 Rate: 8% Yield to Maturity: 5.556% Maturity Date: 15 Jun 10							
DIAGEO FIN BV DIAGEO FINANCE	8V/XX/7447045 5.5% DUE 04-01-2013 BEO CUSIP: 25244SAD3	1,375.00	98,436.20	100,418.00	- 1,881.80	0.00	- 1,881.80
100,000.00	98.4362000						
Issue Date: 30 Mar 08 Rate: 5.5% Yield to Maturity: 5.822% Maturity Date: 1 Apr 13							
<b>Total USD</b>							
Total Netherlands							
<b>United States - USD</b>							
AFLAC INC SR NT 6.5% DUE	04-15-2009/04-14-2008 BEO CUSIP: 00105SAB8	2,058.33	152,620.50	151,291.66	1,328.84	0.00	1,328.84
150,000.00	101.7470000						
Issue Date: 21 Apr 99 Rate: 6.5% Call Date: 14 Apr 09 Call Price: 0.00 Yield to Maturity: 5.459% Maturity Date: 15 Apr 09							
ALLIED WASTE NORTH AMER INC SR NT	7.125% DUE 05-15-2010/08-01-2006 REG CUSIP: 01958XBR7	227.60	24,437.50	25,687.50	- 1,250.00	0.00	- 1,250.00
25,000.00	97.7500000						
Issue Date: 17 May 06 Rate: 7.125% Call Date: 15 May 08 Call Price: 100.00 Yield to Maturity: 7.474% Maturity Date: 15 May 16							
AMERICAN HOME PRODS CORP NT	6.95% DUE 03-15-2011/03-14-2011 BEO CUSIP: 026609AM9	1,023.18	52,326.25	52,928.90	- 602.65	0.00	- 602.65
50,000.00	104.6525000						
Issue Date: 30 Mar 01 Rate: 6.95% Call Date: 14 Mar 11 Call Price: 100.00 Yield to Maturity: 5.542% Maturity Date: 15 Mar 11							

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**Portfolio Statement**  
 JUN 2007

ACCOUNT NUMBER  
 ACCOUNT TYPE  
 ACCOUNT BALANCE  
 DOMESTIC CONSOLIDATION

◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
ANTHEM INC NT 3.5 DUE 09-01-2007 REG CUSIP: 03674BAE4	99.6762000	816.66	69,773.34	69,909.34	- 136.00	0.00	- 136.00
Issue Date: 27 Aug 04 Rate: 3.5% Yield to Maturity: 5.33% Maturity Date: 1 Sep 07							
AOL TIME WARNER INC 6.75 DUE 04-15-2011/04-19-2001 BEO CUSIP: 00184AAB1	103.4094000	1,838.75	118,920.81	121,802.94	- 2,882.13	0.00	- 2,882.13
Issue Date: 19 Apr 01 Rate: 6.75% Yield to Maturity: 5.734% Maturity Date: 15 Apr 11							
APACHE CORP APACHE CORP 5.2500000 20130415 20070416 5.25% DUE 04-15-2013 CUSIP: 037411AT2	98.0229000	164.05	14,703.43	14,962.65	- 259.22	0.00	- 259.22
Issue Date: 16 Apr 07 Rate: 5.25% Yield to Maturity: 5.653% Maturity Date: 15 Apr 13							
ASSOC CORP N AMER SR NT 6.25 DUE 11-01-2008 BEO CUSIP: 046003J17	101.0951000	156.25	15,164.26	15,387.04	- 222.78	0.00	- 222.78
Issue Date: 30 Oct 98 Rate: 6.25% Yield to Maturity: 5.384% Maturity Date: 1 Nov 08							
AT&T WIRELESS SVCS INC SR NT 7.875% DUE 03-01-2011/02-28-2011 BEO CUSIP: 00209AAE6	107.5179000	1,575.00	64,510.73	65,285.11	- 774.38	0.00	- 774.38
Issue Date: 1 Sep 01 Rate: 7.875% Call Date: 28 Feb 11 Call Price: 100.00 Yield to Maturity: 5.579% Maturity Date: 1 Mar 11							
AVIS BUDGET CAR RENT LLC / AVIS BUDGET FSR NT 7.75 DUE 05-15-2016 BEO CUSIP: 053773AF4	102.0000000	247.56	25,500.00	25,750.00	- 250.00	0.00	- 250.00
Issue Date: 15 May 07 Rate: 7.75% Call Date: 15 May 08 Call Price: 100.00 Yield to Maturity: 7.436% Maturity Date: 15 May 16							
AXA FINL INC SR NT 7.75% DUE 08-01-2010/07-31-2010 BEO CUSIP: 002451AA0	106.4567000	1,453.12	47,905.51	46,465.61	1,439.90	0.00	1,439.90
Issue Date: 28 Jul 00 Rate: 7.75% Call Date: 31 Jul 10 Call Price: 100.00 Yield to Maturity: 5.448% Maturity Date: 1 Aug 10							
BANK ONE CORP BANK ONE CORP 5.9% DUE 11-15-2011 BEO CUSIP: 06423AAQ6	101.4324000	640.80	86,217.54	89,265.76	- 3,048.22	0.00	- 3,048.22
Issue Date: 20 Nov 01 Rate: 5.9% Yield to Maturity: 5.525% Maturity Date: 15 Nov 11							
BB&T CORP SUB NT 2012 4.75 DUE 10-01-2012 BEO CUSIP: 054937AD9	95.8767000	712.50	57,526.02	60,570.66	- 3,044.64	0.00	- 3,044.64
Issue Date: 24 Sep 02 Rate: 4.75% Yield to Maturity: 5.666% Maturity Date: 1 Oct 12							

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
BEAR STEARNS COS INC BEAR STEARNS CO	98.1266000	2,318.32	98,126.60	99,868.00	- 1,741.40	0.00	- 1,741.40
Issue Date: 25 Jan 07 Rate: 5.35% Yield to Maturity: 5.819% Maturity Date: 1 Feb 12 CUSIP: 073902PP7							
BEAR STEARNS COS INC BEAR STEARNS CO	99.0339000	1,248.66	59,420.33	60,749.46	- 1,329.13	0.00	- 1,329.13
Issue Date: 17 Aug 06 Rate: 5.5% Yield to Maturity: 5.764% Maturity Date: 15 Aug 11 CUSIP: 073902ML9							
BEAR STEARNS COS INC BEAR STEARNS CO	94.5002000	1,103.06	42,525.09	44,820.90	- 2,295.81	0.00	- 2,295.81
Issue Date: 22 Nov 06 Rate: 5.55% Yield to Maturity: 6.325% Maturity Date: 22 Jan 17 CUSIP: 073902PN2							
BELLSOUTH CAP FOG CORP 7.75 DUE	105.3376000	3,368.94	121,138.24	118,716.78	2,421.46	0.00	2,421.46
Issue Date: 16 Feb 00 Rate: 7.75% Yield to Maturity: 5.535% Maturity Date: 15 Feb 10 CUSIP: 078857AG3							
BRH BKG & TR CO WILSON N C MEDIUM TER	98.2180000	1,656.25	98,218.00	102,260.15	- 4,042.15	0.00	- 4,042.15
Issue Date: 13 Sep 06 Rate: 5.625% Yield to Maturity: 5.877% Maturity Date: 15 Sep 16 CUSIP: 10513KAAZ							
CAMPBELL SOUP CO NT DTD 02/28/2011	104.0338000	2,167.50	88,428.73	86,311.50	2,117.23	0.00	2,117.23
Issue Date: 21 Feb 01 Rate: 6.75% Yield to Maturity: 5.505% Maturity Date: 15 Feb 11 CUSIP: 134429AM1							
CAP 1 FINL CORP 4.8 DUE 02-21-2012	95.8392000	1,213.33	67,087.44	69,744.50	- 2,657.06	0.00	- 2,657.06
Issue Date: 18 Feb 05 Rate: 4.8% Yield to Maturity: 5.834% Maturity Date: 21 Feb 12 CUSIP: 14040HAK1							
CENTEX CORP SR NT 7.875 DUE	104.9364000	1,312.50	41,974.56	43,952.87	- 1,978.31	0.00	- 1,978.31
Issue Date: 6 Feb 01 Rate: 7.875% Call Date: 31 Jan 11 Call Price: 100.00 Yield to Maturity: 6.314% Maturity Date: 1 Feb 11 CUSIP: 152312AG9							
CIT GROUP INC NEW NT 4.25% DUE	96.6350000	1,328.12	72,476.25	74,656.50	- 2,180.25	0.00	- 2,180.25
Issue Date: 1 Feb 05 Rate: 4.25% Yield to Maturity: 5.664% Maturity Date: 1 Feb 10 CUSIP: 125581AQ1							

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
CIT GROUP INC NEW SR NT 5 8% DUE 07-28-2011 REG CUSIP 125581BF4	100,000.00	2,465.00	99,739.00	102,034.26	- 2,295.26	0.00	- 2,295.26
Issue Date: 28 Jul 06 Rate: 5.8% Yield to Maturity: 5.871% Maturity Date: 28 Jul 11							
CITIGROUP INC NT GLOBAL 6 DUE 02-21-2012BEO CUSIP: 172967BJ9	40,000.00	866.66	40,746.00	40,303.48	442.52	0.00	442.52
Issue Date: 21 Feb 02 Rate: 6% Yield to Maturity: 5.537% Maturity Date: 21 Feb 12							
CITIGROUP INC 5 625 DUE 08-27-2012 BEO CUSIP: 172967BPS	100,000.00	1,937.50	100,021.30	102,335.23	- 2,313.93	0.00	- 2,313.93
Issue Date: 26 Aug 02 Rate: 5.625% Yield to Maturity: 5.654% Maturity Date: 27 Aug 12							
COMCAST CORP NEW NT 5 5 DUE 03-15-2011/03-14-2011 BEO CUSIP 20030NAD3	85,000.00	1,376.52	84,572.45	87,260.08	- 2,687.63	0.00	- 2,687.63
Issue Date: 14 Mar 03 Rate: 5.5% Call Date: 14 Mar 11 Call Price: 100.00 Yield to Maturity: 5.649% Maturity Date: 15 Mar 11							
COMERICA BK DET MICH COMERICA 6 DUE 10-01-2008 BEO CUSIP 200339AQ2	120,000.00	1,800.00	120,655.44	122,589.18	- 1,933.74	0.00	- 1,933.74
Issue Date: 28 Sep 98 Rate: 6% Yield to Maturity: 5.535% Maturity Date: 1 Oct 08							
COMM GROUP INC MASS SR NT 5 95 DUE 12-09-2013 REG CUSIP 200641AA6	50,000.00	181.80	49,533.20	50,307.52	- 774.32	0.00	- 774.32
Issue Date: 9 Dec 03 Rate: 5.95% Yield to Maturity: 6.127% Maturity Date: 9 Dec 13							
CONAGRA FOODS INC FORMERLY CONAGRA INC 6 75 DUE 09-15-2011 BEO CUSIP 205687BA9	40,000.00	794.99	41,542.96	41,217.15	325.81	0.00	325.81
Issue Date: 10 Sep 01 Rate: 6.75% Yield to Maturity: 5.704% Maturity Date: 15 Sep 11							
COORS BREWING CO SR NT 6 375 DUE 05-15-2012 BEO CUSIP 21701RAB4	25,000.00	203.63	25,599.12	25,844.35	- 245.23	0.00	- 245.23
Issue Date: 7 May 02 Rate: 6.375% Call Date: 14 May 12 Call Price: 100.00 Yield to Maturity: 5.802% Maturity Date: 15 May 12							
COUNTRYWIDE HOME LNS INC MEDIUM TERM NTS TR#00292 4.25 12-19-2007 BEO CUSIP: 22237LND0	180,000.00	255.00	178,935.48	181,257.54	- 2,322.06	0.00	- 2,322.06
Issue Date: 17 Dec 02 Rate: 4.25% Yield to Maturity: 5.528% Maturity Date: 19 Dec 07							

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued Income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Fixed Income</b>								
<b>Corporate bonds</b>								
COUNTRYWIDE HOME LNS INC MEDIUM TERM	96.9926000	242.90	19,398.52	19,577.32	- 178.80	0.00	0.00	- 178.80
Issue Date: 16 Sep 04 Rate: 4.125% Yield to Maturity: 5.586% Maturity Date: 15 Sep 09								
COX COMMUNICATIONS INC NEW NT 2012 7.125DUE	105.6474000	890.62	52,823.70	53,399.03	- 575.33	0.00	0.00	- 575.33
Issue Date: 20 Sep 02 Rate: 7.125% Yield to Maturity: 5.858% Maturity Date: 1 Oct 12								
CREDIT SUISSE FIRST BOSTON USA INC NT	103.5776000	1,198.88	41,431.04	42,797.17	- 1,366.13	0.00	0.00	- 1,366.13
Issue Date: 11 Jan 02 Rate: 6.5% Yield to Maturity: 5.597% Maturity Date: 15 Jan 12								
CREDIT SUISSE FIRST BOSTON USA INC NT	97.0210000	1,046.14	53,361.55	54,973.05	- 1,611.50	0.00	0.00	- 1,611.50
Issue Date: 15 Dec 04 Rate: 4.125% Yield to Maturity: 5.393% Maturity Date: 15 Jan 10								
DAIMLER CHRYSLER N AMER HLDG CORP 4.75	99.6543000	1,423.68	64,775.29	65,262.20	- 486.91	0.00	0.00	- 486.91
Issue Date: 16 Jan 03 Rate: 4.75% Yield to Maturity: 5.399% Maturity Date: 15 Jan 08								
DAIMLERCHRYSLER NORTH AMER HLDG CORP NT	98.0946000	162.50	73,570.95	74,630.25	- 1,059.30	0.00	0.00	- 1,059.30
Issue Date: 9 Jun 05 Rate: 4.875% Yield to Maturity: 5.581% Maturity Date: 15 Jun 10								
DOMINION RES INC VA NEW DOMINION RES	97.6632000	63.33	29,298.96	29,967.30	- 668.34	0.00	0.00	- 668.34
Issue Date: 20 Jun 05 Rate: 4.75% Yield to Maturity: 5.5% Maturity Date: 15 Dec 10								
ESTEE LAUDER COS INC 5.55% DUE	97.4760000	231.25	24,369.00	24,961.25	- 592.25	0.00	0.00	- 592.25
Issue Date: 1 May 07 Rate: 5.55% Yield to Maturity: 5.869% Maturity Date: 15 May 17								
EVEREST REINS HLDGS INC 5.4	96.7710000	570.00	48,385.50	49,915.50	- 1,530.00	0.00	0.00	- 1,530.00
Issue Date: 12 Oct 04 Rate: 5.4% Yield to Maturity: 5.951% Maturity Date: 15 Oct 14								

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
FORTUNE BRANDS INC FORTUNE BRANDS 5 125% DUE 01-15-2011 BEO CUSIP: 349631AM3	30,000.00	97.5810000	29,274.30	29,973.60	- 699.30	0.00	- 699.30
Issue Date: 12 Jan 06 Rate: 5.125% Yield to Maturity: 5.89% Maturity Date: 15 Jan 11							
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00684 4 125 3-4-2008 REG CUSIP: 36962GPP57	155,000.00	99.2290000	153,804.95	155,024.47	- 1,219.52	0.00	- 1,219.52
Issue Date: 4 Mar 05 Rate: 4.125% Yield to Maturity: 5.284% Maturity Date: 4 Mar 08							
GOLDMAN SACHS GROUP INC 6 DUE 01-15-2012 BEO CUSIP: 38141GBU7	150,000.00	103.5518000	155,327.70	158,239.83	- 2,912.13	0.00	- 2,912.13
Issue Date: 10 Jan 02 Rate: 6.6% Yield to Maturity: 5.701% Maturity Date: 15 Jan 12							
GTE CAL INC DEB SER G 5 DUE 01-15-2009BEO CUSIP: 36231AJ1	250,000.00	99.9980000	249,995.00	243,491.08	6,503.92	0.00	6,503.92
Issue Date: 15 Jan 99 Rate: 5.5% Yield to Maturity: 5.499% Maturity Date: 15 Jan 09							
HALLIBURTON CO SR NT CONV 5 5% DUE 10-15-2010 REG CUSIP: 406216AR2	85,000.00	99.9030000	84,917.55	85,284.09	- 366.54	0.00	- 366.54
Issue Date: 17 Oct 03 Rate: 5.5% Yield to Maturity: 5.53% Maturity Date: 15 Oct 10							
HANCOCK JOHN FINL SVCS INC JOHN HANCOCK 5 625% DUE 12-01-2008 BEO CUSIP: 41014SAA4	150,000.00	100.3170000	150,475.50	149,614.00	861.50	0.00	861.50
Issue Date: 6 Dec 01 Rate: 5.625% Yield to Maturity: 5.387% Maturity Date: 1 Dec 08							
HARTFORD FINL SVCS GROUP INC NT 5 25 DUE 10-15-2011 BEO CUSIP: 416515AQ7	40,000.00	98.7096000	39,483.84	39,957.20	- 473.36	0.00	- 473.36
Issue Date: 3 Oct 06 Rate: 5.25% Yield to Maturity: 5.59% Maturity Date: 15 Oct 11							
HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 NT 5 3% DUE 09-01-2011 REGCUSIP: 427866AN8	20,000.00	99.2583000	19,851.66	19,960.80	- 109.14	0.00	- 109.14
Issue Date: 28 Aug 06 Rate: 5.3% Yield to Maturity: 5.499% Maturity Date: 1 Sep 11							
HONEYWELL INTL INC SR NT 5.4% DUE 03-15-2016/03-14-2016 BEO CUSIP: 438516AP1	30,000.00	97.2894000	29,186.82	29,931.30	- 744.48	0.00	- 744.48
Issue Date: 14 Mar 06 Rate: 5.4% Call Date: 14 Mar 16 Call Price: 100.00 Yield to Maturity: 5.799% Maturity Date: 15 Mar 16							

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Fixed Income</b>								
<b>Corporate bonds</b>								
HOUSEHOLD FIN CORP SR NT DTD 02/05/1999 5 875% DUE 02-01-2009 BE0 CUSIP: 441812GEB	150,000.00	100.6819000	3,671.87	151,022.84	153,540.81	- 2,517.97	0.00	- 2,517.97
Issue Date: 5 Feb 99 Rate: 5 875% Yield to Maturity: 5 417% Maturity Date: 1 Feb 09								
INTERNATIONAL LEASE FIN CORP NT 4 875% DUE 09-01-2010 BE0 CUSIP: 459745FQ3	140,000.00	98.0350000	2,275.00	137,249.00	139,783.00	- 2,534.00	0.00	- 2,534.00
Issue Date: 23 Aug 05 Rate: 4 875% Yield to Maturity: 5 557% Maturity Date: 1 Sep 10								
J P MORGAN CHASE & CO GLOBAL SR NT DTD 04/24/2003 5.25 DUE 05-01-2015 REG CUSIP: 46625HAX8	200,000.00	96.3464000	1,750.00	192,692.80	199,786.00	- 7,093.20	0.00	- 7,093.20
Issue Date: 24 Apr 03 Rate: 5 25% Yield to Maturity: 5 836% Maturity Date: 1 May 15								
LEHMAN BROS HLDGS INC LEHMAN BOR HLDG 7%02-01-08 7% DUE 02-01-2008 BE0 CUSIP: 524908CV0	65,000.00	100.7650000	1,895.82	65,497.25	66,479.37	- 982.12	0.00	- 982.12
Issue Date: 29 Jan 01 Rate: 7% Yield to Maturity: 5 649% Maturity Date: 1 Feb 08								
LEHMAN BROTHERS HLDGS INC MEDIUM TERM NTS BOOK ENTRY MTN 5 25% DUE 02-06-2012 CUSIP: 52517PR60	100,000.00	98.2929000	2,464.57	98,292.89	100,017.49	- 1,724.60	0.00	- 1,724.60
Issue Date: 12 Jan 07 Rate: 5 25% Yield to Maturity: 5 675% Maturity Date: 6 Feb 12								
LEVEL 3 FING INC GTD SR NT 144A 8 75% DUE 02-15-2017/02-14-2007 CUSIP: 527298AK9	25,000.00	98.8750000	832.45	24,718.75	25,653.59	- 934.84	0.00	- 934.84
Issue Date: 14 Feb 07 Rate: 8 75% Call Date: 15 Feb 08 Call Price: 100.00 Yield to Maturity: 8 924% Maturity Date: 15 Feb 17								
MBNA AMER BK NATL ASSN MEDIUM TERM SUB NTRANCHE # SB 00002 6.625 DUE 06-15-2012CUSIP: 5528E2AB5	40,000.00	104.3340000	117.77	41,733.60	42,825.03	- 1,091.43	0.00	- 1,091.43
Issue Date: 18 Jun 02 Rate: 6 625% Yield to Maturity: 5 611% Maturity Date: 15 Jun 12								
MCDONALDS CORP MTN 5 75 DUE 03-01-2012 CUSIP: 56013MDR2	60,000.00	100.7750000	1,150.00	60,465.42	59,084.67	1,380.75	0.00	1,380.75
Issue Date: 22 Feb 02 Rate: 5 75% Yield to Maturity: 5 557% Maturity Date: 1 Mar 12								
MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00528 5.77 DUE 07-25-2011 CUSIP: 59018YXZ9	165,000.00	100.9484000	4,125.54	166,564.86	168,933.39	- 2,368.53	0.00	- 2,368.53
Issue Date: 25 Jul 06 Rate: 5 77% Yield to Maturity: 5 506% Maturity Date: 25 Jul 11								

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**Portfolio Statement**

Account Number: 1111111111  
 Account Name: DOMESTIC CONSOLIDATION

◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/ Local market price	Income/expense	Accrued	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Fixed Income</b>									
<b>Corporate bonds</b>									
METLIFE INC METLIFE INC 6 125 DUE 12-01-2011 BE0 CUSIP: 59156RAC2	70,000 00	102 1224000	357 29	71,485 68	69,696 97	1,788 71	0 00	0 00	1,788 71
Issue Date: 27 Nov 01 Rate: 6 125% Yield to Maturity: 5 576% Maturity Date: 1 Dec 11									
MGM MIRAGE FORMERLY MGM GRAND INC TO 08/01/00 8.375 DUE 02-01-11 BE0 CUSIP: 552953AE1	25,000 00	102 2500000	872 38	25,562 50	26,476 66	- 914 16	0 00	0 00	- 914 16
Issue Date: 23 Jan 01 Rate: 8 375% Yield to Maturity: 7 643% Maturity Date: 1 Feb 11									
MIDAMERICAN ENERGY CO MIDAMERICAN ENERGY CO 5.65 DUE 07-15-2012 BE0 CUSIP: 595620AF2	35,000 00	100 0845000	10 97	35,029 57	34,984 95	44 62	0 00	0 00	44 62
Issue Date: 29 Jun 07 Rate: 5 65% Yield to Maturity: 6 353% Maturity Date: 15 Jul 12									
MORGAN STANLEY GLOBAL SUB NT 4 75 DUE 04-01-2014 BE0 CUSIP: 61748AAE6	175,000 00	93 3839000	2,078 12	163,421 82	171,291 14	- 7,869 32	0 00	0 00	- 7,869 32
Issue Date: 30 Mar 04 Rate: 4 75% Yield to Maturity: 5 952% Maturity Date: 1 Apr 14									
MOTOROLA INC NT 7 625 DUE 11-15-2010 BE0 CUSIP: 620076ARO	6,000 00	105 9969000	58 45	6,323 81	6,571 61	- 247 80	0 00	0 00	- 247 80
Issue Date: 13 Nov 00 Rate: 7 625% Yield to Maturity: 5 838% Maturity Date: 15 Nov 10									
NATL SEMICONDUCTOR CORP SR NT 2012 6 15 DUE 06-15-2012 REG CUSIP: 637640AD5	35,000 00	101 1409000	77 72	35,399 31	34,989 85	409 46	0 00	0 00	409 46
Issue Date: 18 Jun 07 Rate: 6 15% Call Date: 14 Jun 12 Call Price: 0 00 Yield to Maturity: 5 881% Maturity Date: 15 Jun 12									
NRG ENERGY INC 7 375% DUE 02-01-2016/02-02-2006 BE0 CUSIP: 629377AU6	0 00	100 2500000	- 5 13	0 00	0 00	0 00	0 00	0 00	0 00
Issue Date: 2 Feb 06 Rate: 7 375% Call Date: 1 Feb 08 Call Price: 100 00 Yield to Maturity: 7 334% Maturity Date: 1 Feb 16									
POPULAR N AMER INC MEDIUM TERM NTS B TRANCHE # TR 00010 3 875 DUE 10-01-08 CUSIP: 73318EAK9	45,000 00	98 0160000	435 93	44,107 20	44,721 52	- 614 32	0 00	0 00	- 614 32
Issue Date: 8 Oct 03 Rate: 3 875% Yield to Maturity: 5 527% Maturity Date: 1 Oct 08									
PROCTER & GAMBLE CO NT 5 55 DUE 03-05-2037 REG CUSIP: 742718DF3	80,000 00	94 0522000	1,430 65	75,241 76	79,456 80	- 4,215 04	0 00	0 00	- 4,215 04
Issue Date: 5 Mar 07 Rate: 5 55% Yield to Maturity: 5 98% Maturity Date: 5 Mar 37									

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**Portfolio Statement**

ACCOUNT INFORMATION  
 ACCOUNT NAME  
 DOMESTIC CONSOLIDATION

◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
PVTP ADVANCED MED OPTICS INC SR SUB NT 144A 7 5 DUE 05-01-2017 BEO CUSIP 00763MAM0	94 5000000	463 53	23,625 00	25,781 25	- 2,156 25	0 00	- 2,156 25
Issue Date: 2 Apr 07 Rate: 7 5% Call Date: 1 May 12 Call Price: 103 75 Yield to Maturity: 8 325% Maturity Date: 1 May 17							
PVTP GA PAC CORP SR NT 144A 7 DUE 01-15-2015 BEO CUSIP 373298CG1	96 2500000	884 71	24,062 50	25,156 25	- 1,093 75	0 00	- 1,093 75
Issue Date: 29 Dec 06 Rate: 7% Call Date: 15 Jan 11 Call Price: 103 50 Yield to Maturity: 7 663% Maturity Date: 15 Jan 15							
PVTP SWIFT TRANSN CO INC 2ND PRTY SR SECD NT 144A 12 5 DUE 05-15-2017 BEO CUSIP 870757AB7	98 3590000	442 70	24,589 75	25,000 00	- 410 25	0 00	- 410 25
Issue Date: 10 May 07 Rate: 12 5% Call Date: 15 May 12 Call Price: 106 25 Yield to Maturity: 12 789% Maturity Date: 15 May 17							
PVTP VERASUN ENERGY CORP SR NT 144A 9 375 DUE 05-15-2017 BEO CUSIP: 92338GAE6	93 0000000	292 86	23,250 00	25,279 58	- 2,029 58	0 00	- 2,029 58
Issue Date: 16 May 07 Rate: 9 375% Call Date: 1 Jun 08 Call Price: 100 00 Yield to Maturity: 10 523% Maturity Date: 1 Jun 17							
SAFEWAY INC 4 125 DUE 11-01-2008/10-31-2008 BEO CUSIP: 786514BJ7	98 4496000	687 50	98,449 60	99,020 42	- 570 82	0 00	- 570 82
Issue Date: 29 Oct 03 Rate: 4 125% Call Date: 31 Oct 08 Call Price: 100 00 Yield to Maturity: 5 335% Maturity Date: 1 Nov 08							
SBC COMMUNICATIONS INC SBC COMMUNICATIONS INC 6 25 3-15-11 BEO CUSIP: 76387GAD5	102 1655000	2,392 35	132,815 15	127,942 58	4,872 57	0 00	4,872 57
Issue Date: 19 Mar 01 Rate: 6 25% Yield to Maturity: 5 592% Maturity Date: 15 Mar 11							
SEMPRA ENERGY SEMPRA ENERGY BND/CORP 6 02/01/13 6 DUE 02-01-2013/01-31-2003 BEOCUSIP: 816851AF6	101 6004000	750 00	30,480 12	31,248 09	- 767 97	0 00	- 767 97
Issue Date: 31 Jan 03 Rate: 6% Yield to Maturity: 5 661% Maturity Date: 1 Feb 13							
SOUTHERN CO CORPNOTE 5 3% DUE 01-15-2012/01-18-2007 CUSIP: 842587AB3	98 7736000	1,199 85	49,386 80	49,944 00	- 557 20	0 00	- 557 20
Issue Date: 18 Jan 07 Rate: 5 3% Yield to Maturity: 5 609% Maturity Date: 15 Jan 12							
SPRINT CAP CORP NT 7 625 DUE 01-30-2011 BEO CUSIP 852060AJ1	105 2110000	1,759 04	57,866 05	60,232 55	- 2,366 50	0 00	- 2,366 50
Issue Date: 25 Jan 01 Rate: 7 625% Yield to Maturity: 5 986% Maturity Date: 30 Jan 11							

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**Northern Trust**

Generated by Northern Trust from periodic data on 23 Jul 07



◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
<b>Fixed Income</b>							
<b>Corporate bonds</b>							
SUNTRUST BK ATL GA MT SUB BK NTS BE TR #SB 00002 6 375 DUE4-1-11 BE CUSIP 86787GAB8	102.6667000	856.25	61,600.02	60,859.21	740.81	0.00	740.81
Issue Date: 29 Mar 01 Rate: 6.375% Yield to Maturity: 5.575% Maturity Date: 1 Apr 11							
TEXTRON FINL CORP MEDIUM TERM NTS BOOK ENTRY MTN 5 125% DUE 02-03-2011 CUSIP: 86319QJ20	98.9644000	737.42	34,637.54	34,924.75	- 287.21	0.00	- 287.21
Issue Date: 3 Feb 06 Rate: 5.125% Yield to Maturity: 5.445% Maturity Date: 3 Feb 11							
TRAVELERS COS INC TRAVELERS COS 1.5 375%DUE 06-15-2012 CUSIP: 89417EAB5	98.9090000	95.54	19,781.80	19,903.60	- 121.80	0.00	- 121.80
Issue Date: 29 May 07 Rate: 3.375% Yield to Maturity: 5.628% Maturity Date: 15 Jun 12							
U S BK NATL ASSN CIN OH MEDIUM SUB NT TR# TR 00230 4.95 DUE 10-30-2014 REG CUSIP: 90331HKP7	95.4946000	2,096.87	238,736.50	243,555.41	- 4,818.91	0.00	- 4,818.91
Issue Date: 14 Oct 04 Rate: 4.95% Yield to Maturity: 5.709% Maturity Date: 30 Oct 14							
U S BK NATL ASSN MINNEAPOLIS MINN MEDIUMTRANCHE # SB 00001 6 375 8-1-11 REG CUSIP: 90333WAA6	103.0152000	531.24	20,603.04	21,837.80	- 1,234.76	0.00	- 1,234.76
Issue Date: 26 Jul 01 Rate: 6.375% Yield to Maturity: 5.539% Maturity Date: 1 Aug 11							
UNILEVER CAP CORP NT 7 125 DUE 11-01-2010/10-24-2000 BEO CUSIP 904764AG2	104.8221000	1,543.75	136,268.73	140,393.72	- 4,124.99	0.00	- 4,124.99
Issue Date: 24 Oct 00 Rate: 7.125% Yield to Maturity: 5.52% Maturity Date: 1 Nov 10							
VERIZON COMMUNICATIONS INC VERIZON COMM INC 5 5 DUE 04-01-2017 BEO CUSIP 92343VAG9	96.3780000	403.32	28,913.40	29,790.90	- 877.50	0.00	- 877.50
Issue Date: 3 Apr 07 Rate: 5.5% Call Date: 31 Mar 17 Call Price: 100.00 Yield to Maturity: 5.994% Maturity Date: 1 Apr 17							
WA MUT INC NT 4 DUE 01-15-2009 REG CUSIP: 93932ZAL7	97.8333000	1,106.65	56,699.98	60,195.71	- 1,495.73	0.00	- 1,495.73
Issue Date: 3 Nov 03 Rate: 4% Yield to Maturity: 5.481% Maturity Date: 15 Jan 09							
WACHOVIA CORP NEW 5 625 DUE 10-15-2016 BEO CUSIP: 929903CH3	97.3998000	2,375.00	194,799.60	200,014.00	- 5,214.40	0.00	- 5,214.40
Issue Date: 23 Oct 06 Rate: 5.625% Yield to Maturity: 5.993% Maturity Date: 15 Oct 16							

Northern Trust

Generated by Northern Trust from periodic data on 23 Jul 07

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◆ Asset Detail - Base Currency

Description/Asset ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total	Unrealized gain/loss	
<b>Fixed Income</b>									
<b>Corporate bonds</b>									
WELLPOINT INC WELLPOINT INC 5 875 60,000.00	20170615 5.875 DUE 06-15-2017 98 7726000	BEO CUSIP: 94973VAM9 225 19	59,263.56	59,569.20	- 305.64	0.00	- 305.64		
Issue Date: 8 Jun 07 Rate: 5.875% Call Date: 14 Jun 17 Call Price: 0.00 Yield to Maturity: 6.04% Maturity Date: 15 Jun 17									
WELLS FARGO BK NATL ASSN SUB NT 215,000.00	99 8270000	ACCREDITED INVS 5.75% DUE 05-16-2016 1,579.64	214,628.05	221,997.11	- 7,369.06	0.00	- 7,369.06		
Issue Date: 15 May 06 Rate: 5.75% Yield to Maturity: 5.774% Maturity Date: 16 May 16									
WYNN LAS VEGAS LLC / WYNN LAS VEGAS CAP CORP 1ST MTG BD 6.825 DUE 12-01-2014 25,000.00	96 3750000	REGCUSIP: 983130AD7 138.01	24,093.75	25,124.66	- 1,030.93	0.00	- 1,030.93		
Issue Date: 1 Jun 05 Rate: 6.625% Call Date: 1 Dec 09 Call Price: 103.31 Yield to Maturity: 7.264% Maturity Date: 1 Dec 14									
XL CAP LTD SR NT 5.25% DUE 55,000.00	95 4517000	09-15-2014/09-14-2014 BEO CUSIP: 98372PAF5 850.20	52,498.43	54,441.09	- 1,942.66	0.00	- 1,942.66		
Issue Date: 23 Aug 04 Rate: 5.25% Call Date: 14 Sep 14 Call Price: 100.00 Yield to Maturity: 6.036% Maturity Date: 15 Sep 14									
Total USD		103,903.85	6,483,936.34	6,587,000.81	- 103,064.47	0.00	- 103,064.47		
Total United States		103,903.85	6,483,936.34	6,587,000.81	- 103,064.47	0.00	- 103,064.47		
Total Corporate Bonds		108,750.83	6,801,105.03	6,910,255.55	- 109,160.52	0.00	- 109,160.52		
			6,821,000.00						

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Adjustments To Cash</b>								
<b>Pending trade sales</b>								
Total Pending trade sales		0.00	162,263.41	162,263.41	0.00	0.00	0.00	0.00

◆ Detail of Total Pending Trade Sales:

Corporate Stock								
Pending sale booked by NTC after 6/30/07			136,521					
Corporate Bonds & Notes								
Pending sale booked by NTC after 6/30/07			25,742					
Total Pending Trade Sales per Northern Trust								<u>162,263</u>

STMT 11-3

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AGA STRATEGIC EQUITY FUND	5,452,580.	5,452,580.
ENDOWMENT VENTURE PTNRS V, LP	2,265,376.	2,265,376.
COMFD CP PRV EQ PTNRS VI, LP	271,918.	271,918.
COMFD CP PRV EQ PTNRS VII, LP	161,303.	161,303.
CITIGROUP VEN CAP INTL GRW PTR	300,000.	300,000.
GLOBAL AMERICAN INVESTMNTS LTD	52,999.	52,999.
TOTALS	8,504,176.	8,504,176.

STMT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ART WORK IN MENIL COLLECTION	294,165,940.	294,165,940.
DUE FROM RICHMONT CORPORATION	136,504.	136,504.
TOTALS	294,302,444.	294,302,444.

*SEE STMT. 17*

*STMT. 13*

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

=====

LENDER: NOTE PAYABLE: US TRUST COMPANY  
ORIGINAL AMOUNT: 2,500,000.  
INTEREST RATE: 5.450000  
DATE OF NOTE: 08/23/2004  
MATURITY DATE: 08/22/2009  
REPAYMENT TERMS: INTEREST ONLY AND NO PREPAYMENT PENALTY  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: PURCHASE OF LAND TO BE USED FOR EXEMPT PURPOSE  
DESCRIPTION AND FMV CASH  
OF CONSIDERATION:

BEGINNING BALANCE DUE .....	2,500,000.
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ENDING BALANCE DUE .....	2,500,000.
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TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	2,500,000.
---	------------

TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	2,500,000.
--	------------

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
----------------------	-----------------

CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS FOR BOOK PURPOSES				4,988,897.
				-----
	TOTAL			4,988,897.
				=====

Menil Foundation, Inc  
 EIN 74-6045327  
 FYE: 06/30/07

**NET CAPITAL GAIN/(LOSS) FOR TAX ON INVESTMENT INCOME: PART IV, Line 1b:**

	Trade Date of Sale	Acquisition Date	Total Proceeds	Tax Basis	Short Term Gain/(Loss)	Long Term Gain/(Loss)	TOTAL Gain/(Loss)
<b>Total Capital Gains and Losses for Tax on Investment Income: Not from publicly traded securities</b>							
Litigation Settlement Payments	various	various	14,996			14,996	14,996
Commissions Recaptured - Lynch, Jones, Ryan	various	various	6,383			6,383	6,383
Intech Risk-Mgd Large Cap Growth Fund, LLC - 2006 K-1					268,205	275,230	543,435
Intech Risk-Mgd Large Cap Growth Fund, LLC - 2006 K-1					355,736	356,956	712,692
Endowment Venture Partners V, LP - 2006 K-1					1,358	175,626	176,984
Commonfund Cap Private Equity Partners VI, LP - 2006 K-1					(330)	-	(330)
Commonfund Cap Venture Partners VII, LP - 2006 K-1					3,082	210	3,292
Barrow, Hanley, Mewhinney & Strauss Large Cap Value Fund 2006 K-1					(40,299)	(34,036)	(74,335)
AG Advisors Strategic Investment Fund LP - 2006 K-1					59	-	59
<b>Total Gains and Losses: Not from publicly traded securities</b>			<b>21,379</b>		<b>587,811</b>	<b>795,365</b>	<b>1,383,176</b>

*to PART IV*

STMT. 16

Menil Foundation, Inc.  
EIN: 74-6045327  
06/30/07

### Explanation of Fair Market Value of Art

The Menil Foundation, Inc. operates an art museum and as such owns a substantial art collection. The following excerpt from the Notes to the audited Financial Statements explains the accounting for these assets for the Foundation's books and records.

"Works of Art - In accordance with SFAS No. 116, "Accounting for Contributions Received and Contributions Made," works of art purchased by or donated to the Foundation are capitalized and recorded at cost or at their fair value on the date of the gift as determined by a qualified appraisal. These values are not adjusted for appreciation or depreciation of the art in subsequent years: consequently, the amounts reported as "Works of Art" in the Statement of Financial Position are not indicative of the current value of the collection. Although the majority of museums do not capitalize their works of art, the Foundation's treatment is the preferred method as prescribed by SFAS No. 116, and any change would not be in accordance with accounting principles generally accepted in the United States of America."

The Foundation therefore does not have available the fair market value of its art except for those items it may have received in the current year. Due to the expense and logistics of a qualified appraisal, accumulating current fair market value annually is prohibitive and therefore not done.

In conclusion, the Foundation reports in Part II, column (c) as the fair market value of the "Works of Art" the same amount it reports for Book Value column (b). This by no means reflects the true fair market value at the year end, but is the best representation available.

Menil Foundation, Inc.

EIN: 74-6045327

06/30/07

Form 990-PF, Part VII-B, Line 3:  
Explanation of Greater Than 2% Ownership

On January 26, 1999, The Menil Foundation Inc. ("the Foundation") a Texas Non-Profit Corporation, received as a bequest from the Estate of Dominique de Menil all of the stock of The Richmond Corporation.

After appropriate changes in its articles of incorporation, the IRS has determined that The Richmond Corporation is a corporation exempt from Federal income tax under Section 501(a) of the IRC.

As of the beginning of the tax year ended December 31, 1999, the Richmond Corporation is a "title holding company" pursuant to Section 501(c)(2). The Richmond Corporation owns an apartment complex which generates passive rental activity income from recurring rentals of the apartments.

Menil Foundation, Inc.  
 EIN: 74-6045327  
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**Officers and Directors**

Name	Address	Title & Hours	Compensation	Benefit Plans	Other
Josef Helfenstein	6630 Westchester Houston, TX 77005	Director 40	\$ 345,000	\$ 9,020	\$ 17,473
Ervin C Moore	49 Briar Hollow Lane #2101 Houston, TX 77027	Chief Financial Officer 40	\$ 212,602	\$ 7,059	\$ 14,513
Louisa Stude Sarofim	1519 Branard Houston, TX 77006	President 15	NONE	NONE	NONE
Harry C Pinson	1519 Branard Houston, TX 77006	Vice President 1	NONE	NONE	NONE
George Stark	1519 Branard Houston, TX 77006	Treasurer 1	NONE	NONE	NONE
Adelaide de Menil Carpenter	1519 Branard Houston, TX 77006	Secretary 1	NONE	NONE	NONE
Marion Knox Barthelme	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Christophe de Menil	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Windi Grimes	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Agnes Gund	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
William J Hill	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Janie C Lee	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Rick Lowe	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Isabel Lummis	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Benedicte Pesle	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
			<b>\$ 557,602</b>	<b>\$ 16,079</b>	<b>\$ 31,986</b>

*STMT. 19*

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES  
 =====

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
-----	-----	-----	-----	-----
RALPH ELLIS 2927 ELLA LEE LANE HOUSTON, TX 77019	MGR, REAL ESTATE 40.00	133,727.	5,257.	17,113.
MARGRET ELSIAN COZENS 2233 UNIVERSITY HOUSTON, TX	SPEC. EVENTS 40.00	111,759.	4,362.	6,454.
WILLIAM L TAYLOR 1013 BARKDULL ST HOUSTON, TX	DIR PLANNING 40.00	200,494.	7,720.	6,991.
MICHAEL M. CARTER 1726 W. ALABAMA SUGAR LAND, TX	DIR-DEVELOPMENT 40.00	109,308.	4,264.	14,187.
THOMAS J MADONNA 8218 FOREST GATE DR SUGAR LAND, TX	MGR-FINANC 40.00	121,914.	4,717.	14,277.
	TOTAL COMPENSATION	677,202.	26,320.	59,022.
		=====	=====	=====

STMT 20

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
-----	-----	-----
PUBLIC ADDRESS DESIGN 3280 SUL ROSS #2 HOUSTON, TX 77098	DESIGN CONSULTANTS	85,390.
TOTAL COMPENSATION		----- 85,390. =====

MENIL FOUNDATION, INC.  
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SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

1) Operation of the Menil Art Museum, Houston, Texas: Includes lectures, conservation, management and exhibition of artworks. Also, staging and/or planning of 3 major art exhibitions, 1 minor exhibition and payment of expenses of exhibitions staged in prior years as well as publication of books (in addition to exhibition catalogs).	7,929,752.
2) Writers in The Schools Program: The Menil Foundation hired an unrelated non-profit organization to provide an educational program for school children at the Menil Art Museum.	<u>50,000.</u>
Total	<u>\$ 7,979,752.</u>

FN: MENLEXPL  
Menil Foundation, Inc.  
EIN: 74-6045327  
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Part XVI-B: Relationship of Activities to the Accomplishment of Exempt Purposes:

Line No.:      Explanation:

1(a)      Books are published by the Foundation to convey educational information on its collection of art or to provide information gathered through its research projects in art history and philosophy. Film royalties are earned when films to which the Foundation owns copyright are shown, primarily at educational institutions.

Reproduction rights are charged to other institutions which periodically use reproductions of the Menil Collection art to complete educational art books which they publish. Fees primarily cover the expenses incurred in processing such requests.

1(b)      Cost sharing reimbursements include payments from other organizations to reimburse the Foundation for costs of putting on a joint exhibition or for staging shows of the Foundation's collection at other museums, repairing artwork loaned to the museum and labor and other costs of shipping art on loan to other museums.

Miscellaneous income includes sale through the museum at \$1.00 each of old posters and books donated to the Museum which were not held in connection with the bookstore.

1(c)      The museum includes a bookstore in which catalogues, books and other items related to the art exhibited are sold. The purpose of the bookstore sales is to further the education of the public about the art and artists represented in the museum.

Menil Foundation, Inc.  
EIN: 74-6045327  
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- 11(a) As of June 30, 2007, Menil Foundation had released from the Menil endowment restrictions Richmond Corporation net income in excess of cash transferred to Menil Foundation. This is a fund accounting entry for the Menil Foundation books and records only.

Menil Foundation, Inc.

EIN: 74-6045327

06/30/07

### Disclosure of Transfers from Controlled Entity

IRC Sections 6033 and 512 were amended by section 1205 of the Pension Protection Act of 2006. The amended sections require the following disclosures of transfers after December 31, 2005 included in tax returns due after August 18, 2006.

The Menil Foundation, Inc. owns 100% of the stock of the Richmond Corporation and as such is a controlling exempt organization as defined by IRC section 512(b)(13).

There are three types of funds transfers from Richmond Corporation to the Menil Foundation:

1) Richmond Corporation is a title holding company as defined by IRC 501(c)(2) and as such is required to make certain transfers to the Menil Foundation, Inc. These are recorded as dividend income on Menil Foundation books. During the year ended June 30, 2006, a total of \$250,000 in cash was transferred to Menil Foundation by the Richmond Corporation pursuant to this requirement.

2) The Menil Foundation, Inc. also holds a mortgage on the real property of the Richmond Corporation and Richmond Corporation pays interest and principal on the note to the Menil Foundation.

3) Finally, in order to lower certain overhead costs and reduce duplication of administrative costs, certain overhead expenses are negotiated and paid on a group basis by Menil Foundation to cover both Menil Foundation and Richmond Corporation. Richmond Corporation reimburses the Menil Foundation for its portion of these costs.

All transfers from Richmond Corporation to Menil Foundation which reduced the unrelated business income of Richmond Corporation, the controlled entity, were at or below fair market value (such transfers totaled \$1,902.). These transfers would not exceed the amount which would have been paid of accrued if such payment met the requirements prescribed under section 482. Therefore, none is includable in the unrelated business income of Menil Foundation under 512(b)(13).

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Pg 1 of 2

Menil Foundation, Inc  
 EIN: 74-6045327  
 FYE 06/30/07

**Schedule of Information Regarding Transfers From a Controlled Entity**

	Name and address of each controlled entity	EIN	Description of transfer	Amount
a	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Mortgage loan interest	\$ 785,146.65
b	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Mortgage loan principle	\$ 125,831.67
c	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Overhead allocation	\$ 153,958.92
d	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse group insurance premiums	\$ 107,878.16
e	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse electricity expense	\$ 46,600.74
f	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse pension contribution	\$ 10,773.48
g	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse security patrol	\$ 10,073.68
h	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse maintenance & supplies	\$ 7,839.69
i	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse miscellaneous expenditures for supplies, etc. purchased with corp credit card	\$ 9,689.05
j	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse 401-K payroll deduction paid to Pension Trustee	\$ 5,606.00
k	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse P/R & P/R expense	\$ 376.88
l	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse postage expense	\$ 369.29
m	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse workers' Comp Ins	\$ 3,795.50
n	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse unemployment refund	\$ (225.94)
o	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Cash transfer from a "title holding company"	\$ 250,000.00
p	The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse telephone expense	\$ 2,022.92
	Total			<u>\$1,519,736.69</u>

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 pg 2 of 2

Menil Foundation, Inc.  
EIN: 74-6045329  
Form 990-PF  
fye 06/30/07

Part VI: Excise Tax

Statement Regarding Termination of Private  
Foundation Status under IRC section 507(b)(1)(B)

On May 26, 2005 the Menil Foundation Board of Trustees voted unanimously to convert the foundation from a private operating foundation to a public charity.

Subsequently, the Menil Foundation (The Foundation) applied for, and was issued on January 25, 2006, an advance ruling from the IRS acknowledging that it is terminating its private foundation status pursuant to IRC section 507(b)(1)(B) during the 60 month period beginning July 1, 2005.

The Foundation is now operating as a public charity. As required during the aforementioned 60 month period The Foundation is filing Form 990-PF.

Pursuant to Reg. section 1.507-2(g)(2) it is not completing Part VI: Excise Tax of Form 990-PF or paying the section 4940 tax. In order to qualify for this treatment, The Foundation filed with the TE/Ge Customer Account Services notification of termination of its private foundation status pursuant to Treas. Reg. 1.507-2(b)(3) and filed Form 872-C: Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code (see copy attached at Stmt. 25-1).

**Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

(Rev. September 1998)

Department of the Treasury  
Internal Revenue Service

(See instructions on reverse side)

To be used with  
Form 1023. Submit  
in duplicate.

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

Menil Foundation, Inc.

*(Exact legal name of organization as shown in organizing document)*

1519 Branard, Houston, Texas, 77076

*(Number, street, city or town, state, and ZIP code)*

and the

District Director of  
Internal Revenue, or  
Assistant  
Commissioner  
(Employee Plans and  
Exempt Organizations)

consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year ..... 06/30/2006 .....  
*(Month, day, and year)*

Name of organization (as shown in organizing document)	Date
Menil Foundation, Inc.	6/08/05
Officer or trustee having authority to sign	Type or print name and title
Signature ▶ <i>Demore</i>	E.C. MOORE CFO
For IRS use only	
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date

By ▶

**Menil Foundation, Inc.**  
**74-6045327**  
**Form 990-PF**  
**Tax Year Ending June 30, 2007**

The Form 990-PF filed for the tax year ending June 30, 2007 is being amended solely to add a Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation, for Citigroup Venture Capital International Growth Partnership (Cayman Offshore) II, LP.

If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box.

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

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

Part II Additional (not automatic) 3-Month Extension of Time. You must file original and one copy.

Name of Exempt Organization: MENIL FOUNDATION, INC.
Employer Identification number: 74-6045327
Number, street, and room or suite no: 1519 BRANARD
City, town or post office, state, and ZIP code: HOUSTON, TX 77006

Check type of return to be filed (File a separate application for each return):

Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870

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

The books are in the care of SHARON MCGAUGHEY
Telephone No. 713 525-9484 FAX No.
If the organization does not have an office or place of business in the United States, check this box.
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN).

I request an additional 3-month extension of time until 05/15, 2008
For calendar year, or other tax year beginning 07/01, 2006 and ending 06/30, 2007
If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
State in detail why you need the extension: INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED FROM OUSIDE PARTIES. ADDITIONAL TIME TO FILE IS RESPECTFULLY REQUESTED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 8a \$ NONE
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. 8b \$ NONE
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 8c \$ NONE

Signature and Verification

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

Signature: W.P. Schoenfield Title: CPA Date: 1-31-08

Notice to Applicant. (To Be Completed by the IRS)

- We have approved this application. Please attach this form to the organization's return.
We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
Other

Director By Date

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Name: W.P. SCHOENFIELD & CO., P.C.
Number and street (include suite, room, or apt. no.) or a P.O. box number: 3411 RICHMOND AVE STE. 350
City or town, province or state, and country (including postal or ZIP code): HOUSTON, TX 77046

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form). **Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>  File by the due date for filing your return See instructions.	Name of Exempt Organization <b>MENIL FOUNDATION, INC.</b>	Employer identification number <b>74-6045327</b>
	Number, street, and room or suite no If a P O box, see instructions. <b>1519 BRANARD</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>HOUSTON, TX 77006</b>	

**Check type of return to be filed (file a separate application for each return):**

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

• The books are in the care of ▶ SHARON MCGAUGHEY

Telephone No. ▶ 713 525-9484 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

**1** I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 02/15, 2008 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year \_\_\_\_\_ or

▶  tax year beginning 07/01, 2006 , and ending 06/30, 2007 .

**2** If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	NONE
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	NONE
<b>c</b> Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	NONE

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

1  
MWS  
11/6/07