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

2008Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning

, 2008, and ending

☐ G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change
Use the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.

Scurlock Foundation
3355 West Alabama #630
Houston, TX 77098

A Employer identification number

74-1488953

B Telephone number (see the instructions)

713-236-1500

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)

▶ \$ 33,254,133.

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

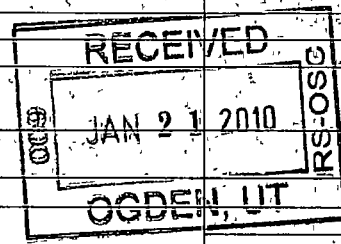
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Cl ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	118,659.	118,659.	N/A	
	4	Dividends and interest from securities	508,251.	508,251.		
	5a	Gross rents	2,950.	2,950.		
	b	Net rental income or (loss)	2,950.			
	6a	Net gain/(loss) from sale of assets not on line 10	-112,042.			
	b	Gross sales price for all assets on line 6a	11,148,272.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances.				
b	Less: Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
	See Statement 1	753,675.	767,746.			
12	Total. Add lines 1 through 11	1,271,493.	1,397,606.			
ADMINISTRATIVE OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	66,706.	33,353.		33,353.
	14	Other employee salaries and wages	19,609.	9,805.		9,804.
	15	Pension plans, employee benefits	8,767.	4,383.		4,384.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	1,200.	600.		600.
	c	Other prof fees (attach sch) See St 3	111,865.	101,142.		10,723.
	17	Interest				
	18	Taxes (attach schedule) See Stmt 4	177,359.	81,455.		
	19	Depreciation (attach sch) and depletion	102,220.	99,940.		
	20	Occupancy	10,074.	5,037.		5,037.
	21	Travel, conferences, and meetings	4,666.	2,333.		2,333.
	22	Printing and publications				
	23	Other expenses (attach schedule)				
		See Statement 5	110,981.	105,345.		5,636.
24	Total operating and administrative expenses. Add lines 13 through 23	613,447.	443,393.		71,870.	
25	Contributions, gifts, grants paid Part XV	5,836,098.			3,976,264.	
26	Total expenses and disbursements. Add lines 24 and 25	6,449,545.	443,393.		4,048,134.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-5,178,052.				
b	Net investment income (if negative, enter -0-)		954,213.			
c	Adjusted net income (if negative, enter -0-)					



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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		9,145.		
	2	Savings and temporary cash investments		5,339,306.	2,175,580.	2,175,580.
	3	Accounts receivable	1,893.			
		Less: allowance for doubtful accounts		60,442.	1,893.	1,893.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		79,367.	59,063.	59,063.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) Statement 6		21,942,716.	12,673,493.	12,673,493.
	c	Investments — corporate bonds (attach schedule) Statement 7		7,005,186.	7,289,162.	7,289,162.
	LIABILITIES	11	Investments — land, buildings, and equipment: basis	1,266,029.		
		Less: accumulated depreciation (attach schedule) See Stmt 8	499,700.	866,269.	766,329.	2,706,778.
12		Investments — mortgage loans				
13		Investments — other (attach schedule) Statement 9		9,893,933.	8,343,999.	8,343,999.
14		Land, buildings, and equipment: basis	11,401.			
		Less: accumulated depreciation (attach schedule) See Stmt 10	7,236.	7,854.	4,165.	4,165.
15		Other assets (describe)				
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		45,204,218.	31,313,684.	33,254,133.
17		Accounts payable and accrued expenses		12,888.	11,286.	
18		Grants payable		3,318,167.	5,164,501.	
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)		19,735.		
	23	Total liabilities (add lines 17 through 22)		3,350,790.	5,175,787.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
FUND BALANCES	27	Capital stock, trust principal, or current funds		34,548,881.	34,548,881.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		7,304,547.	-8,410,984.	
	30	Total net assets or fund balances (see the instructions)		41,853,428.	26,137,897.	
	31	Total liabilities and net assets/fund balances (see the instructions)		45,204,218.	31,313,684.	

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	41,853,428.
2	Enter amount from Part I, line 27a.	2	-5,178,052.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	36,675,376.
5	Decreases not included in line 2 (itemize) See Statement 11	5	10,537,479.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	26,137,897.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Publicly-traded securities	P	Various	Various
b Passthrough K-1 Capital Gain	P	Various	Various
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 11,085,395.		11,260,314.	-174,919.
b 62,877.			62,877.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-174,919.
b			62,877.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-112,042.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>	3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	2,957,946.	51,668,045.	0.057249
2006	2,025,960.	46,763,176.	0.043324
2005	2,028,594.	38,074,696.	0.053279
2004	2,066,760.	38,344,875.	0.053899
2003	1,242,202.	23,717,468.	0.052375

2 Total of line 1, column (d)	2	0.260126
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	0.052025
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	38,284,477.
5 Multiply line 4 by line 3	5	1,991,750.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,542.
7 Add lines 5 and 6	7	2,001,292.
8 Enter qualifying distributions from Part XII, line 4	8	4,048,134.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,542.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2.		3	9,542.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,542.
6 Credits/Payments.			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	75,600.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	75,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	66,058.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 30,000. Refunded	11	36,058.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
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.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.scurlockfoundation.org</u>	13	X	
14	The books are in care of <u>Jack S. Blanton, Jr.</u> Telephone no. <u>713-236-1500</u> Located at <u>3355 West Alabama, Suite 630 Houston TX</u> ZIP + 4 <u>77098</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		N/A	N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2008? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2008 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 2008)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?5b ☒ XOrganizations 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) See Statement 12

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 ☒ No6b ☐ ☒ X

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?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 instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		64,267.	2,439.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	25,260,999.
b	Average of monthly cash balances	1b	3,065,884.
c	Fair market value of all other assets (see instructions)	1c	10,540,606.
d	Total (add lines 1a, b, and c)	1d	38,867,489.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d.	3	38,867,489.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	583,012.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,284,477.
6	Minimum investment return. Enter 5% of line 5	6	1,914,224.

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

1	Minimum investment return from Part X, line 6	1	1,914,224.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	9,542.
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,542.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,904,682.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,904,682.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,904,682.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	4,048,134.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,048,134.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9,542.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,038,592.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,904,682.
2 Undistributed income, if any, as of the end of 2007.				
a Enter amount for 2007 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	78,319.			
b From 2004	186,500.			
c From 2005	173,737.			
d From 2006				
e From 2007	493,934.			
f Total of lines 3a through e	932,490.			
4 Qualifying distributions for 2008 from Part XII, line 4: \$	4,048,134.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2008 distributable amount				1,904,682.
e Remaining amount distributed out of corpus	2,143,452.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	3,075,942.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	78,319.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,997,623.			
10 Analysis of line 9:				
a Excess from 2004	186,500.			
b Excess from 2005	173,737.			
c Excess from 2006				
d Excess from 2007	493,934.			
e Excess from 2008	2,143,452.			

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) 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 instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 14

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Arts (See attached pg 1-2)	N/A	Public	See attachment	310,150.
Civic (See attached pg 2-6)	N/A	Public	See attachment	494,675.
Education (See attach. pg 6-9)	N/A	Public	See attachment	1,449,228.
Health (See attached pg 9-11)	N/A	Public	See attachment	1,327,886.
Religion (See attach pg 11-13)	N/A	Public	See attachment	407,825.
Grants to PFs not treated as qualifying distributions				-13,500.
Total			3a	3,976,264.
<i>b Approved for future payment</i>				
See attachment	N/A	Public	See attachment	3,318,167.
Total			3b	3,318,167.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	118,659.	
4	Dividends and interest from securities			14	508,251.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	2,950.	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-112,042.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Oil & Gas Royalties			15	765,764.	
b	Passthrough K-1 Income	525990	-14,071.	14	1,982.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-14,071.		1,285,564.	
13	Total. Add line 12, columns (b), (d), and (e)					1,271,493.

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

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

[illegible]

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil & Gas Royalties	\$ 765,764.	765,764.	
Passthrough K-1 Income	-12,089.	1,982.	
Total	\$ 753,675.	767,746.	0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and compliance	\$ 1,200.	\$ 600.		\$ 600.
Total	\$ 1,200.	\$ 600.		\$ 600.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 90,419.	\$ 90,419.		
Other services	21,446.	10,723.		\$ 10,723.
Total	\$ 111,865.	\$ 101,142.		\$ 10,723.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 95,904.			
Foreign tax	1,245.	\$ 1,245.		
Mineral severance tax	50,068.	50,068.		
Property tax	16,111.	16,111.		
State tax	14,031.	14,031.		
Total	\$ 177,359.	\$ 81,455.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and subscriptions	\$ 1,760.	\$ 880.		\$ 880.
Insurance	1,692.	846.		846.
K-1 expenses	55,710.	55,710.		
Office expenses	7,820.	3,910.		3,910.
Oil & Gas expenses	43,999.	43,999.		
Total	<u>\$ 110,981.</u>	<u>\$ 105,345.</u>		<u>\$ 5,636.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - See attachment	Mkt Val	\$ 12,673,493.	\$ 12,673,493.
	Total	<u>\$ 12,673,493.</u>	<u>\$ 12,673,493.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
IShares Barclays TIPS Bond Fund	Mkt Val	\$ 198,480.	\$ 198,480.
JP Morgan Treasury & Agency Fund	Mkt Val	3,825,616.	3,825,616.
JPM Short Duration Bond Fund	Mkt Val	2,489,313.	2,489,313.
JPM High Yield Bond Fund	Mkt Val	775,753.	775,753.
	Total	<u>\$ 7,289,162.</u>	<u>\$ 7,289,162.</u>

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 66,750.		\$ 66,750.	\$ 2,706,778.
Mineral interests	1,199,279.	\$ 499,700.	699,579.	0.
Total	<u>\$ 1,266,029.</u>	<u>\$ 499,700.</u>	<u>\$ 766,329.</u>	<u>\$ 2,706,778.</u>

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Apollo Ltd	Mkt Val	\$ 469,680.	\$ 469,680.
CPI Biotechnology II Private Investors	Mkt Val	180,277.	180,277.
Jayhawk China Offshore Fund	Mkt Val	88,425.	88,425.
JPM Tactical Trading Fund	Mkt Val	2,310.	2,310.
JPM US Real Estate Income	Mkt Val	254,450.	254,450.
KKR European Fund II	Mkt Val	474,779.	474,779.
KKR 2006 Fund Private Investors	Mkt Val	369,995.	369,995.
Carlyle Asia Partners	Mkt Val	209,555.	209,555.
AP Alternative Assets LP	Mkt Val	15,000.	15,000.
Opportunity Fund SPC Offshore	Mkt Val	341,648.	341,648.
PSAM Worldarb Fund Ltd	Mkt Val	407,521.	407,521.
GS Distressed Opportunities	Mkt Val	303,566.	303,566.
GS Vintage Fund	Mkt Val	203,795.	203,795.
Lowe Real Estate Income & Growth	Mkt Val	308,354.	308,354.
Commonfund Realty Investors	Mkt Val	1,384,075.	1,384,075.
DFJ Mercury Venture Partners	Mkt Val	260,710.	260,710.
Merritt Capital Partners LP	Mkt Val	532,207.	532,207.
Taconic Offshore Fund	Mkt Val	1,384,590.	1,384,590.
CCMP Capital Investors II	Mkt Val	102,829.	102,829.
Midocean III Private Investors Offshore	Mkt Val	106,945.	106,945.
Highbridge Capital Corp.	Mkt Val	371,778.	371,778.
Energy Transfer Partners	Mkt Val	153,045.	153,045.
Enterprise Products Partners	Mkt Val	165,840.	165,840.
Plains All American Pipeline	Mkt Val	138,760.	138,760.
DFJ Mercury Venture Partners II	Mkt Val	89,675.	89,675.
Highbridge Mezzanine Partners	Mkt Val	24,190.	24,190.
Total		\$ 8,343,999.	\$ 8,343,999.

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 11,401.	\$ 7,236.	\$ 4,165.	\$ 4,165.
Total	\$ 11,401.	\$ 7,236.	\$ 4,165.	\$ 4,165.

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized decline in value of investments. Total \$ 10,537,479.
\$ 10,537,479.

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Statement 12
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name: Claude Harmon Foundation
Address: 1806B Nantucket
Address: Houston, TX 77057
Grant Date: 10/03/2007
Grant Amount: \$ 1,500
Grant Purpose: Operating Support
Amt. Expended by Grantee: \$ 1,500
Any Diversion by Grantee: No
Dates of Reports by Grantee: April 5, 2009
Date of Verification: None
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name: Claude Harmon Foundation
Address: 1806B Nantucket
Address: Houston, TX 77057
Grant Date: 2/06/2008
Grant Amount: \$ 2,000
Grant Purpose: Operating Support
Amt. Expended by Grantee: \$ 2,000
Any Diversion by Grantee: No
Dates of Reports by Grantee: April 5, 2009
Date of Verification: None
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name: Stoney Creek Foundation
Address: 510 Bering Dr, Ste 100
Address: Houston, TX 77057
Grant Date: 2/19/2008
Grant Amount: \$ 2,000
Grant Purpose: Program Support
Amt. Expended by Grantee: \$ 2,000
Any Diversion by Grantee: No
Dates of Reports by Grantee: April 4, 2009
Date of Verification: None
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name: God's Exploits
Address: 11241 Southwest Fwy
Address: Houston, TX 77031
Grant Date: 4/16/2008
Grant Amount: \$ 10,000
Grant Purpose: General Support
Amt. Expended by Grantee: \$ 0
Any Diversion by Grantee: No
Dates of Reports by Grantee: None yet received
Date of Verification: None
Results of Verification: No reports yet received so no verification has been performed.

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Statement 13
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Elizabeth Wareing 3355 West Alabama, Ste 630 Houston, TX 77098	Pres/Asst. Sec. 2.00	\$ 0.	\$ 0.	\$ 0.
Jack Blanton, Jr. 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Secretary 2.00	0.	0.	0.
Eddy Blanton 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Asst. Sec. 2.00	0.	0.	0.
Kathy Munger 3355 West Alabama, Ste 630 Houston, TX 77098	Asst. Secretary 33.00	41,000.	0.	0.
Licia Cosgrove 3355 West Alabama, Ste 630 Houston, TX 77098	Treas/Asst. Sec 8.00	23,267.	2,439.	0.
Total		\$ 64,267.	\$ 2,439.	\$ 0.

Statement 14
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name:	Kathy Munger
Care Of:	Scurlock Foundation
Street Address:	3355 W. Alabama, Ste 630
City, State, Zip Code:	Houston, TX 77098
Telephone:	713-236-0550
Form and Content:	See www.scurlockfoundation.org for grant application requirements.
Submission Deadlines:	See www.scurlockfoundation.org
Restrictions on Awards:	See www.scurlockfoundation.org

12/31/08

2008 Federal Book Summary Depreciation Schedule

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Form 990/990-PF										
Furniture and Fixtures										
2	Furn, equip, software	Various		11,401			4,956	S/L	5	2,280
	Total Furniture and Fixtures			11,401		0	4,956			2,280
Land										
1	Fee Lands			66,750						0
	Total Land			66,750		0	0			0
Miscellaneous										
3	Mineral interests	Various		1,199,279			399,760	S/L	12	99,940
	Total Miscellaneous			1,199,279		0	399,760			99,940
	Total Depreciation			1,277,430		0	404,716			102,220
	Grand Total Depreciation			1,277,430		0	404,716			102,220

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
250	Abbott Laboratories	\$ 13,343
50	Ace Ltd New	2,646
175	Advanced Auto Parts Inc	5,889
175	Aetna Inc	4,988
50	Aflac Inc	2,292
1,000	Allianz SE	10,830
125	Altria Group	1,883
103,164	American Century Equity Income Fund	621,045
125	Ameriprise Financial Inc	2,920
2,000	Anadarko Petroleum Corp.	77,100
75	Apache Corp	5,590
75	Apple Inc.	6,401
250,000	ARN S&P 500 Index 2/9/2010 Barclays Capital	166,325
500,000	ARN S&P 500 Index 8/19/2010 JPM Chase	335,391
500,000	ARN S&P 500 Index 10/13/2010 Merrill Lynch	282,450
500,000	ARN S&P 500 Index 8/10/2010 Morgan Stanley	299,784
325	AT&T Inc	9,263
50	Axis Capital Holdings	1,456
75	Baker Hughes	2,405
725	Bank of America Corp.	10,208
275	Bank of New York Mellon Corp	7,791
2,000	BJ Services	23,340
100	Boeing Co.	4,267
250,000	BREN S&P 500 Index 12/3/2009 JPM	274,799
91,000	BREN Asia Basket 12/23/09 Morgan Stanley	95,732
275	Bristol Myers Squibb	6,394
65	C R Bard	5,477
100	Celgene Corp.	5,528
4,400	Chesapeake Energy Corp.	71,148
925	Cisco Systems	15,078
75	Colgate Palmolive Co	5,141
75	Conocophillips	3,885
450	Corning Inc.	4,289
100	Covidien Limited	3,624
225	CVS/Caremark Corp.	6,467
175	Danaher Corp	9,907
34,698	Delaware US Growth Fund	314,017
75	Devon Energy	4,928
75	Ecolab Inc	2,636
125	Edison International	4,015
5,000	El Paso Corp	39,150
1,000	EnSCO International Inc.	28,390
1,000	EOG Res Inc.	66,580
100	Exelon Corp	5,561

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
375	Exxon Mobil	29,936
100	Firstenergy Corp	4,858
50	Freeport-McMoran Copper & Gold	1,222
600	General Electric Co.	9,720
175	Gilead Sciences	8,950
85	Goldman Sachs Group Inc	7,173
20	Google, Inc.	6,153
25	Hess Corp	1,341
300	Hewlett Packard	10,887
15,863	Highbridge Stastical Market Neutral Fund	261,104
137	Hugoton Royalty Trust	2,199
100	International Business Machines	8,416
22,000	Ishares MSCI EAFE Index Fund	986,920
2,300	Ishares Russell 1000 Growth Index	85,238
8,750	Ishares Russell Midcap Index Fund	522,550
300	Johnson Controls	5,448
125,000	JPM 5NC 1.5*CPI Linked Note 4/18/13	121,572
32,512	JPM Asia Equity Fund	611,879
10,748	JPM China Region Fund	117,905
119,634	JPM Growth Advantage SL	635,254
11,310	JPM Emerging Markets Equity	142,393
12,974	JPM India Fund	99,766
59,137	JPM International Value Fund	595,506
25,691	JPM Intrepid America Fund	410,025
41,167	JPM Intrepid Growth Fund	610,914
24,225	JPM Intrepid International Fund	302,565
650,000	JPM Issued 2 yr note 9/15/10	718,217
5,916	JPM Mid Cap Value Fund	91,992
135,000	JPM Principally Protected QARN 7% 3/19/09	135,074
7,255	JPM Small Cap Equity Fund	165,409
36,692	JPM US Large Cap Core Plus Fund	492,036
2,000	Key Energy Services Inc	8,820
50	Kohls Corp.	1,810
75	Lam Research Corp	1,596
10,000	Lexicon Pharmaceuticals	14,000
100	Marathon Oil	2,736
450	Merck & Co Inc	13,680
55,000	Meridian Resource Corp.	31,350
75	Metlife Inc	2,615
725	Microsoft Corporation	14,094
50	Monsanto Co	3,518
300	Morgan Stanley	4,812
650	News Corp Inc.	5,909
125	Nike Inc	6,375

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
2,000	Noble Corp	44,180
250	Norfolk Southern	11,763
100	Occidental Petroleum	5,999
125	Paccar Inc	3,575
1,500	Patterson-UTI Energy	17,265
175	Pepsico Inc	9,585
125	Philip Morris International	5,439
2,000	Plains Exploration and Production	46,480
160	Praxair, Inc.	9,498
250	Procter & Gamble	15,455
181,000	REN S&P 500 Index 4/27/09 Barclays Capital	183,027
156,000	REN S&P 500 Index 4/30/09 Morgan Stanley	159,413
275	Qualcomm Inc.	9,853
250	Safeway	5,942
1,000	Sandridge Energy Inc	6,150
475	Schering-Plough Corp.	8,089
1,600	Schlumberger Ltd	67,728
14,700	SPDR Trust Series 1	1,326,528
250	Staples Inc	4,480
50	State Street Corp	1,966
1,500	Swift Energy	25,215
150	Sysco Corp	3,441
200	TD Ameritrade Holding	2,850
38,820	T Row Price International Funds Inc	311,335
2,000	Tetra Technologies	9,720
75	The Travelers Companies	3,390
750	Time Warner Inc	7,545
349	Transocean Inc.	16,490
200	United Technologies	10,720
250	US Bancorp	6,252
350	Verizon Communications	11,865
150	Wal Mart Stores	8,409
300	Walt Disney Co	6,807
375	Wells Fargo & Co	11,055
225	Xilinx Corp.	4,009
2,850	XTO Energy Inc.	100,520
200	Yahoo	2,440
150	Yum Brands Inc	4,725
Total		<u>\$ 12,673,493</u>

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
<u>Arts</u>			
1894 Grand Opera House 2020 Postoffice Galveston, Texas 77550	509(a)(1)	Capital Grant	\$ 1,000
Alley Theatre 615 Texas Ave Houston, Texas 77002	509(a)(2)	Operating Support	7,000
American Festival of the Arts 3311 Richmond Ave Suite 350 Housto Texas 77098	509(a)(1)	Summer Festival Scholarships	1,500
Art League of Houston 1953 Montrose Blvd Houston Texas 77006	509(a)(2)	General Support	1,000
Art Lies P.O. Box 148 Houston, Texas 77251	509(a)(1)	General Support	2,500
Children's Museum of Houston 1500 Binz Houston, Texas 77004	509(a)(1)	General Support	32,500
Contemporary Arts Museum 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	General Support	10,600
Dallas Center for the Performing Arts Foundation, Inc. 2106 Boll Street Dallas, Texas 75204	509(a)(1)	Capital Campaign Support	10,000
Earthen Vessels, Inc. PO Box 130936, Houston, TX 77219	509(a)(2)	General support	2,500
Ensemble Theatre 3535 Main St. Houston, Texas 77002	509(a)(1)	General support	2,000
Express Children's Theatre 446 Northwest Mall, Houston, TX 77092	509(a)(2)	General support	5,000
Houston Ballet Foundation 1921 W. Bell Houston, Texas 77019	509(a)(1)	General Support	5,000
Houston Grand Opera 510 Preston Street #500 Houston, Texas 77002	509(a)(1)	Blanton Studio Cinderella Ball	13,000
Houston Symphony 615 Louisiana Suite 102 Houston, Texas 77002	509(a)(2)	Operating Support	9,500
Inprint Inc 1520 W. Main St, Houston, TX 77006	509(a)(1)	General Support	500
Museum of Fine Arts P. O. Box 4606 Houston, Texas 77210	509(a)(1)	Rembrandt/Heiting Glassell Annual Fund	132,050

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
National Museum of Women in the Arts 1250 New York Avenue, NW Washington, DC 20005	509(a)(1)	Operating Support	7,500
Orange Show Center for Visionary Art 2402 Munger St, Houston, TX 77023	509(a)(1)	General Support	1,250
Southwest School of Art and Craft 300 Augusta, San Antonio, TX 78205	509(a)(2)	General Support	250
Stages Repertory Theatre 3201 Allen Pkway #101 Houston, Texas 77019	509(a)(2)	General Support	2,500
Texas Accountants and Lawyers for the Arts 1540 Sul Ross, Houston TX 77006	509(a)(1)	General Support	1,000
Texas Cultural Trust 823 Congress, Ste 650, Austin, TX 78701	509(a)(1)	General Support	1,000
Theatre Under the Stars 800 Bagby Suite 200 Houston, Texas 77002	509(a)(1)	Operating Support	1,000
UT - Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712	Govt	Operating Support	50,000
Young Audiences 1800 St. James Place, Suite 600 Houston, Texas 77056	509(a)(1)	Operating Support	10,000
Subtotal - Arts			<u>310,150</u>
<u>Civic</u>			
Aid to Victims of Domestic Abuse 1001 Texas Ave., Ste. 600 Houston, Texas 77002	509(a)(1)	General Support	500
AIDS Foundation Houston, Inc. 3202 Wesleyan Annex Houston, Texas 77027	509(a)(1)	General Support	500
American Leadership Forum 3101 Richmond, Ste 140, Houston, TX 77098	509(a)(1)	Leadership Dinner	5,000
Asia Society Texas Center 4605 Post Oak Place, Ste. 605 Houston, TX 77027	509(a)(1)	General Support	2,500
AVANCE, Inc. 4281 Dacoma Houston, Texas 77092	509(a)(1)	Operating Support	5,000
Battleship Texas Foundation 9320 Westview, Ste 9, Houston, TX 77055	509(a)(2)	General Support	16,667
Bering Omega Community Service P. O. Box 540517 Houston, TX 77254-0517	509(a)(1)	General Support	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Big Brothers Big Sisters 6437 High Star Houston, Texas 77074	509(a)(1)	General Support	500
Boy Scouts of America Sam Houston Area Council P.O. Box 924528 Houston, Texas 77292	509(a)(1)	General Support	7,000
Boys and Girls Clubs of America 2107 N. Collins Blvd. Richardson, Texas 75080	509(a)(2)	General Support	1,000
Boys and Girls Clubs of Greater Houston Inc. 1520A Airline Drive Houston, Texas 77009	509(a)(1)	General Support	1,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	General Support	2,500
Buffalo Bayou Partnership 1113 Vine St Ste 200 Houston, Texas 77002	509(a)(1)	General Support	2,500
Camp for All Foundation 10500 NW FWY 220 Houston, Texas 77092	509(a)(1)	Operating Support	5,000
Candlelighters Childhood Cancer Family 1121 E. 7th St, Austin, TX 78702	509(a)(1)	Operating Support	10,000
Career & Recovery Resources, Inc 2525 San Jacinto Houston, Texas 77002	509(a)(1)	Capital Campaign Support	21,667
Casa de Esperanza P.O. Box 66581 Houston, Texas 77266-6581	509(a)(1)	General Support	1,000
Center for Houston's Future 1200 Smith St Ste 700 Houston, Texas 77002	509(a)(1)	General Support	2,500
Central Houston Civic Improvement Inc 909 Fannin, Ste 1650, Houston, TX 77010	509(a)(1)	General Support	3,000
Children's Defense Fund 25 E St NW, Washington, DC 20001	509(a)(1)	General Support	5,000
Claude Harmon Foundation 1806B Nantucket, Houston, TX 77057	Private Foundation	Operating Support	2,000
Covenant House 1111 Lovett Boulevard Houston, Texas 77006	509(a)(1)	General Support	250
DePelchin Children's Center 4950 Memorial Dr, Houston, TX 77007	509(a)(1)	General Support	5,000
Dress for Success 3915 Dacoma, Houston, Texas 77092	509(a)(1)	General Support	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
ESCAPE Family Resource Center 3210 Eastside St, Houston, TX 77098	509(a)(1)	General Support	500
Families Under Urban and Social Attack Inc 3353 Elgin St, Houston, TX 77004	509(a)(1)	General Support	125
Family Services of Greater Houston 3815 Montrose, Houston, Texas 77006	509(a)(1)	General Support	5,000
Forum of Civics Foundation 2503 Westheimer, Houston, TX 77098	509(a)(3) Type I	General Support	5,000
The Gathering Place PO Box 35561, Houston, TX 77235	509(a)(1)	Operating Support	3,000
Girl Scouts of San Jacinto Council 3110 SW Freeway Houston, Texas 77098	509(a)(1)	Day Camps	1,000
Goodwill Industries of Houston 10795 Hammerly Houston, Texas 77043	509(a)(1)	General Support	2,500
Greater Houston Community Foundation 4550 Post Oak Pl Ste 317 Houston, Texas 77027	509(a)(1)	Hurricane Ike Relief	5,000
Hermann Park Conservancy 6201A Golf Course Dr, Houston, TX 77030	509(a)(1)	General Support	6,500
Holly Hall 8304 Knight Rd Houston, Texas 77054	509(a)(1)	Capital Campaign Support	51,000
Holocaust Museum of Houston 5401 Caroline, Houston, TX 77004	509(a)(1)	General Support	6,000
Human Resources Development Foundation P. O. Box 25213 Houston, TX 77265-5213	509(a)(1)	Hospitality Apartments	25,000
Houston Area Urban League Inc 1301 Texas, Houston, TX 77002	509(a)(1)	General Support	1,000
Houston Area Women's Center 1010 Waugh Dr, Houston, TX 77019	509(a)(1)	General Support	1,000
Houston Habitat for Humanity 3750 N. McCarty Houston, TX 77029	509(a)(1)	General Support	1,000
Houston Pi Beta Phi Foundation 25 Valley Forge, Houston, TX 77024	509(a)(1)	General Support	5,000
Houston Police Foundation 1200 Travis, 16th Floor, Houston, TX 77002	509(a)(1)	General Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Houston Public Library Foundation 500 McKinney, Houston, TX 77002-2534	509(a)(1)	General Support	1,000
Houston Tennis Association PO Box 690763, Houston, TX 77269	509(a)(2)	General Support	1,000
Houston Wilderness Inc PO Box 66413, Houston, TX 77266	509(a)(1)	General Support	2,500
Houston Zoo Inc. P. O. Box 4759 Houston, TX 77210-9862	509(a)(2)	Capital Campaign Support	54,000
Jewish Institute for National Security Affairs 1779 Massachusetts Ave NW, Washington, DC 20036	509(a)(1)	General Support	5,000
Julia Ideson Library Preservation Partners 2726 Bissonnet, #240-203, Houston, TX 77005	509(a)(1)	General Support	33,333
Julie Rogers Gift of Life Program 148 S. Dowlen Rd, PMB 46, Beaumont, TX 77707	509(a)(1)	General Support	5,000
The Junior League of Houston Inc 1811 Briar Oaks Ln, Houston, TX 77027	509(a)(2)	General Support	1,000
Living Bank International 4545 Post Oak Pl, Ste 215, Houston, TX 77027	509(a)(1)	General Support	1,500
Making It Better 12438 Deep Spring, Houston, TX 77077	509(a)(1)	General Support	1,000
Memorial Park Conservancy PO Box 131024, Houston, TX 77219	509(a)(1)	General Support	8,333
Neighborhood Centers P. O. Box 271389 Houston, TX 77277-1389	509(a)(1)	Operating Support	15,000
Post Oak YMCA of Greater Houston 1331 Augusta Houston, Texas 77057	509(a)(2)	Capital Campaign Support	25,000
Recipe for Success Foundation PO Box 56405, Houston, TX 77256	509(a)(1)	General Support	2,500
River Oaks Garden Club 2503 Westheimer, Houston, TX 77098	509(a)(2)	General Support	1,000
Ron Stone Foundation 1800 Saint James, Ste 425, Houston, TX 77056	509(a)(1)	General Support	1,000
Salvation Army 1500 Austin Houston, Texas 77002	509(a)(1)	General Support	20,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Santa Maria Hostel Inc 7807 Longpoint, Ste 345, Houston, TX 77055	509(a)(1)	General Support	300
Scenic Houston 3015 Richmond Avenue, Suite 220 Houston, Texas 77098	509(a)(1)	General Support	2,500
Texans Care for Children 814 San Jacinto, Ste 301, Austin, TX 78701	509(a)(1)	General Support	5,000
Texas Democracy Foundation 307 West 7th St. Austin, TX 78701	509(a)(2)	General Support	250
The Houston Forum 3100 Richmond, Houston, TX 77098	509(a)(2)	General Support	2,000
The Women's Home 607 Westheimer, Houston, TX 77006	509(a)(2)	General Support	1,000
Trees for Houston PO Box 130096 Houston, Texas 77219	509(a)(2)	Operating Support	1,000
Trees of Hope 3330 Audley, Ste. 100 Houston, Texas 77098	509(a)(1)	General Support	3,000
United Way of the Texas Gulf Coast 50 Waugh Dr, Houston, TX 77007	509(a)(1)	General Support	42,000
Women's Resource of Greater Houston 2200 Post Oak Blvd, Suite 50 Houston, Texas 77056	509(a)(1)	Program Support	750
Woodrow Wilson International Center for Scholars One Woodrow Wilson Plaza, Washington, DC 20004	509(a)(1)	General Support	1,000
YMCA of Greater Houston Area PO Box 3007, Houston, TX 77253	509(a)(2)	General Support	10,000
Zina Garrison All Court Tennis Foundation 12335 Kingsride, No. 6 Houston, Texas 77024	509(a)(1)	General Support	3,000
Zoo Friends of Houston 1513 North MacGregor Houston, Texas 77030	509(a)(2)	General Support	10,000
Subtotal - Civic			<u>494,675</u>
<u>Education</u>			
American Heritage Education Foundation 3501 W. Alabama, Ste 200, Houston, TX 77027	509(a)(1)	Operating Support	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Barbara Bush Foundation for Literacy (DC Community Fd) 1201 15th St NW, Ste 420, Washington, DC 20005	509(a)(1)	General Support	15,000
Briarwood School 12207 Whittington Houston, Texas 77077	509(a)(1)	Program Support	5,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	General Support	10,000
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	Operating Support	160,000
Center For Hearing and Speech 3636 West Dallas Houston, Texas 77019	509(a)(1)	General Support	10,000
Chinquapin School 2615 E Wallisville Rd Highlands, Texas 77562	509(a)(1)	Operating Support	250
Communities in Schools 2150 W. 18th St, Suite 100 Houston, Texas 77008	509(a)(1)	General Support	2,500
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Endowment Support	55,000
Ex-Students Association of The University of Texas PO Box 7278 Austin, Texas 78713	509(a)(2)	Law Scholarships	6,000
High School for the Performing and Visual Arts 4001 Stanford, Houston, TX 77006	509(a)(1)	General Support	1,000
Houston Community College Foundation 3100 Main Street, Suite 12B17 Houston, Texas 77002	509(a)(1)	General Support	50,000
Houston Public Library Foundation 500 McKinney, Houston, TX 77002-2534	509(a)(1)	General Support	5,000
Houston READ Commission 5330 Griggs Road, Box 75 Houston, Texas 77021	509(a)(1)	Operating Support	2,500
KIPP Academy 3200 S. Lancaster Rd, Dallas, TX 75216	509(a)(1)	General Support	5,000
Linda Lorelle Scholarship Fund 7660 Woodway, Ste 210 Houston, Texas 77063	509(a)(1)	General Support	3,000
Lon Morris College 800 College Ave Jacksonville, Texas 75766	509(a)(1)	Capital Campaign Support	185,000
Lyndon Baines Johnson Foundation 2313 Red River Austin, TX 78706	509(a)(1)	Endowment Support	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Neuhaus Education Center 4433 Bissonnet Bellaire, Texas 77401	509(a)(1)	General Support	23,395
Phi Beta Kappa Alumni of Greater Houston PO Box 25283 Houston, Texas 77265	509(a)(2)	Operating Support	3,000
Prairie View A & M University PO Box 519, Prairie View, TX 77446	509(a)(1)	College of Nursing	5,000
Rice University MS 532 P.O. Box 1892 Houston, Texas 77252-1892	509(a)(1)	General Support	500
Rice University - Baker Institute 6100 Main Street MS 70 Houston, Texas 77005	509(a)(1)	Operating Support	11,250
Rice University Jones School of Management P.O. Box 2932 Houston, Texas 77252-2932	509(a)(1)	Endowment Support	25,000
River Oaks Baptist School 2300 Willowick Houston, Texas 77027	509(a)(1)	Capital Campaign Support	100,500
Southwestern University P.O. Box 770 Georgetown, Texas 78627	509(a)(1)	Capital Campaign Support	15,000
St. John's School 2401 Claremont Houston, Texas 77019	509(a)(1)	Capital Campaign Support	80,000
Teach for America 315 W 36th St 6th Fl New York, New York 10018	509(a)(1)	General Support	5,000
Technology for All 2220 Broadway, Houston, TX 77012	509(a)(1)	General Support	500
Texas Independent College Fund 4200 South Hulen, Ste 314 Ft. Worth, TX 76109	509(a)(2)	Operating Support	10,000
Texas Tech Foundation PO Box 41102, Lubbock, TX 79409	509(a)(1)	Scholarship Fund	1,000
The Brenda and John H. Rise School 8080 North Stadium Drive Houston, Texas 77054	509(a)(1)	General Support	5,000
The Parish School 11001 Hammerly Houston, Texas 77043	509(a)(1)	Operating Support	5,000
The University of Texas Foundation, Inc. P.O. Box 250 Austin, Texas 78767	509(a)(1)	Endowment Support	219,000
The University of Texas Law School Foundation 727 East Dean Keeton Street Austin, TX 78705	509(a)(3) Type I	Endowment Support	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Tri Delta Art Show for Charity, Inc. PO BOX 22517 Houston, Texas 77227-2517	509(a)(1)	Operating Support	5,000
United Negro College Fund PO Box 10444, Fairfax, VA 22031	509(a)(1)		2,500
University of Houston 212 M.D Anderson Library Houston, TX 770204-2001	509(a)(1)	General Support	11,000
University of Houston-Downtown One Main Street, Suite 990-S Houston, Texas 77002	509(a)(1)	General Support	3,000
University of St. Thomas 3800 Montrose Blvd. Houston, Texas 77006	509(a)(1)	Operating Support	19,500
Wiley College 711 Wiley Ave Marshall, Texas 75670	509(a)(1)	Operating Support	4,000
William A Lawson Institute for Peace and Prosperity 5760 Cullen Blvd, Houston, TX 77021	509(a)(1)	Operating Support	20,000
Yellowstone Academy-Foundation for Tomorrow 3000 Trulley St, Houston, TX 77004	509(a)(1)	Community Center & Gym	334,833
Subtotal - Education			<u>1,449,228</u>

Health

AIDS Foundation Houston, Inc. 3202 Wesleyan Annex Houston, Texas 77027	509(a)(1)	2008 World AIDS Day luncheon	2,500
American Diabetes Association 1701 N. Beauregard, Alexandria, VA 22311	509(a)(2)	General Support	3,000
American Heart Association 7272 Greenville, Dallas, TX 75231	509(a)(1)	General Support	1,000
Arthritis Foundation 4300 MacArthur, Ste 245, Dallas, TX 75209	509(a)(1)	General Support	500
Baylor College of Medicine One Baylor-MS BCM 204, Houston, TX 77030	509(a)(1)	General Support	5,000
Bering Omega Community Services 1427 Hawthorne, Houston, TX 77006	509(a)(1)	General Support	500
CanCare of Houston Inc 9575 Kathy Fwy, Ste 428, Houston, TX 77024	509(a)(1)	General Support	10,500
Candlelighters Childhood Cancer Family Alliance 1121 E. 7th St, Austin, TX 78702	509(a)(1)	General Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
CHRISTUS Foundation for HealthCare PO Box 1919, Houston, TX 77251	509(a)(1)	General Support	250
Cystic Fibrosis Foundation 50 Briar Hollow, Ste 310W, Houston, TX 77027	509(a)(1)	General Support	100
The Food Allergy and Anaphylaxis Network 11781 Lee Jackson Hwy., Ste. 160 Fairfax, Virginia 22033	509(a)(1)	General Support	10,000
Foundation for the Retarded 3550 W. Dallas St, Houston, TX 77019	509(a)(3) Type I	General Support	1,500
Harris County Hospital District Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	General Support	23,000
Houston Council on Alcohol and Drug Abuse, Inc. 303 Jackson Hill Houston, Texas 77007	509(a)(1)	General Support	1,500
Houston Hospice 1905 Holcombe, Houston, Texas 77030	509(a)(1)	General Support	15,000
Huntington's Disease Society of America 8619 La Fonte St Houston, TX 77024	509(a)(1)	General Support	1,000
Joe Niekro Foundation 14074 E. Geronimo, Scottsdale, AZ 85259	509(a)(1)	Methodist Hospital Neurological Center	5,036
Juvenile Diabetes Research Foundation 2425 Fountain View, Suite 280 Houston, Texas 77057	509(a)(1)	General Support	1,000
Krist Samaritan Cntr for Counseling & Edu 17555 El Camino Real, Houston, TX 77058	509(a)(2)	General Support	1,000
Legacy Community Health Services 1116 Jackson Blvd, Houston, TX 77006	509(a)(2)	General Support	3,000
March of Dimes 3000 Wesleyan, Ste 100, Houston, TX 77027	509(a)(1)	General Support	5,000
Memorial Hermann Foundation 9301 Southwest Fwy, Ste 600, Houston, TX 77074	509(a)(3) Type I	General Support	1,000
Mental Health Association of Greater Houston, Inc. 2211 Norfolk Ste 810 Houston, Texas 77098	509(a)(1)	Operating Support	1,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Operating Support	800,000
Mexico Medical Missions 4001 County Road 114 Glenwood Springs, Colorado 81601	509(a)(1)	Operating Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Periwinkle Foundation 3000 Richmond Avenue, Suite 110 Houston, Texas 77098	509(a)(1)	Operating Support	6,000
Pink Ribbons Project 1210 West Clay #26 Houston, Texas 77019	509(a)(1)	General Support	8,500
Prevent Blindness Texas 2202 Waugh Dr. Houston, Texas 77006	509(a)(1)	Operating Support	1,500
Retina Research Foundation 6560 Fannin Ste 2200 Houston, Texas 77030	509(a)(1)	Operating Support	5,000
Ronald McDonald House of Houston 1907 Holcombe Blvd, Houston, TX 77030	509(a)(1)	General Support	5,000
The Seniors Place, Inc 2714 Joanel Houston, Texas 77027	509(a)(1)	Capital Campaign Support	12,500
Serenity Retreat 3206 North Shepherd Houston, Texas 77018	509(a)(1)	Operating Support	5,000
Sunshine Kids Foundation 2814 Virginia, Houston, TX 77098	509(a)(1)	General Support	1,000
Texas Children's Hospital Foundation 1001 Fannin 2300 First City Tower Houston, Texas 77002	509(a)(3) Type I	Capital Campaign Support	271,000
The University of Texas Health Science Center- Houston 7000 Fannin, Suite 1200 Houston, Texas 77030	509(a)(1)	Program Support	25,000
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	Capital Campaign Support	90,500
TIRR Foundation 4605 Post Oak Place, Ste. 222 Houston, Texas 77027	509(a)(1)	General Support	2,500
Subtotal - Health			<u>1,327,886</u>

Religion

A.D. Players 2710 W Alabama Houston, Texas 77098	509(a)(1)	Operating Support	5,000
Agape Development Ministries 2700 Post Oak, Houston, TX 77056	509(a)(1)	Gateway Residential program	11,500
Alpha Houston 2450 River Oaks Boulevard Houston, TX 77019	509(a)(1)	Operating Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Arrow Child & Family Ministries of California 2929 FM 2920, Spring, TX 77388	509(a)(1)	General Support	5,000
Bible in 90 Days 7100 Regency Square Blvd., #240 Houston, TX 77036	509(a)(1)	Operating Support	1,000
Campus Crusade for Christ, Inc. 100 Lake Hart Dr MC3900 Orlando, Florida 32832	509(a)(1)	Operating Support	6,000
Chaplaincy Fund, Inc. PO Box 691284, Houston, TX 77269	509(a)(1)	General Support	5,000
Christian Community Service Center, Inc. PO Box 27924 Houston, Texas 77227	509(a)(1)	General Support	3,500
Cornerstone Fellowship PO Box 726, Manchaca, TX 78652	509(a)(1)	General Support	1,000
Family Services of Greater Houston 3815 Montrose, Houston, Texas 77006	509(a)(1)	Second Chance Ministry	2,500
Forge for Families PO Box 14575, Houston, TX 77221	509(a)(1)	Capital Support	201,000
God's Exploits 11241 Southwest Fwy, Houston, TX 77031	PF	General Support	10,000
Hosean International Ministries PO Box 17668, Little Rock, AR 72222	509(a)(1)	General Support	1,000
Inspire Women 1415 S. Voss, Ste 110-516, Houston, TX 77057	509(a)(2)	General Support	10,000
Interface Samaritan Counseling Centers 4803 San Felipe Houston, Texas 77056	509(a)(1)	General Support	4,500
International Bible Society 1820 Jet Stream Dr, Colorado Spgs, CO 80921	509(a)(1)	Journey of Recovery Ministry	6,000
Laity Renewal Foundation PO BOX 290670 Kerrville, Texas 78029	509(a)(1)	Family Camp	80,000
Lifehouse of Houston PO Box 27127, Houston, TX 77227	509(a)(1)	20th Anniversary	2,500
Lord of the Streets Episcopal Church 3401 Fannin St Houston, Texas 77004	509(a)(1)	Community of the Streets Outreach	1,000
Luis Palau Evangelistic Association 1500 NW 167th Place Beaverton, Oregon 97006	509(a)(1)	Program Support	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Mexico Medical Missions 4001 County Road 114 Glenwood Springs, Colorado 81601	509(a)(1)	Operating Support	9,000
Nehemiah Neighborhood Center 5015 Fannin Houston, Texas 77004	509(a)(1)	Operating Support	5,000
Open Doors with Brother Andrew 2953 South Pullman, Santa Ana, CA 92705	509(a)(1)	Operating Support	7,000
Outreach of Hope 13840 Gleneagle Dr, Colorado Spgs, CO 80921	509(a)(1)	NIV Encouragement Bibles	1,000
Second Avenue Church of God 102 2nd Ave N, Texas City, TX 77590	509(a)(1)	General Support	500
St. Luke's United Methodist Church P.O. Box 22013 Houston, Texas 77227	509(a)(1)	Operating Support	6,075
Stoney Creek Foundation 510 Bering Dr, Ste 100, Hosuton, TX 77057	PF	Program Support	1,500
Trinity Episcopal School for Ministry PO Box 455, Ambridge, PA 15003	509(a)(1)	General Support	2,000
Wesley Community Center 1410 Lee St, Houston, TX 77009	509(a)(1)	Capital Support	2,500
Young Life - Greater Houston P. O. Box 25063 Houston, Texas 77265-5063	509(a)(1)	General Support	10,750
Subtotal - Religion			<u>407,825</u>
Less grants to private foundations not treated as qualifying distributions			(13,500)
Grand Total			<u><u>\$ 3,976,264</u></u>

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Campus Crusade for Christ, Inc. 100 Lake Hart Dr MC3900 Orlando, Florida 32832	509(a)(1)	Operating Support	4,000
Career & Recovery Resources, Inc 2525 San Jacinto Houston, Texas 77002	509(a)(1)	Capital Campaign Support	16,667
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	Operating Support Capital Campaign	310,000
The Children's Museum of Houston 1500 Binz Houston, Texas 77004	509(a)(1)	Capital Campaign Support	60,000
Dallas Center for the Performing Arts Foundation, Inc. 2106 Boll Street Dallas, Texas 75204	509(a)(1)	Capital Campaign Support	30,000
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Endowment Support	150,000
Harris County Hospital District Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	General Support	100,000
Houston Zoo Inc. P. O. Box 4759 Houston, TX 77210-9862	509(a)(2)	Capital Campaign Support	100,000
Human Resources Development Foundation P. O. Box 25213 Houston, TX 77265-5213	509(a)(1)	Capital Campaign Support Hospitality Apartments	25,000
Holly Hall 8304 Knight Rd Houston, Texas 77054	509(a)(1)	Capital Campaign Support	150,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Scurlock Stroke Center	500,000
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	Research	120,000
Museum of Fine Arts P. O. Box 4606 Houston, Texas 77210	509(a)(1)	Rembrandt	70,000
River Oaks Baptist School 2300 Willowick Houston, Texas 77027	509(a)(1)	Capital Campaign Support	100,000
Serenity Retreat 3206 North Shepherd Houston, Texas 77018	509(a)(1)	Operating Support	15,000
The Seniors Place, Inc 2714 Joanel Houston, Texas 77027	509(a)(1)	Operating Support	7,500
St. John's School 2401 Claremont Houston, Texas 77019	509(a)(1)	Capital Campaign Support	80,000

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Texas Children's Hospital 1001 Fannin 2300 First City Tower Houston, Texas 77002	509(a)(1)	Capital Campaign Support	750,000
University of Texas McCombs Business School 1 University Sta B6000, Austin, TX 78712-0201	509(a)(1)	Operating Support	600,000
Williams College 75 Parks Street Williamstown, MA 01267	509(a)(1)	Operating Support	30,000
YMCA Post Oak 1331 Augusta Drive, Houston, TX 77057-2415	509(a)(2)	Capital Campaign	100,000
Grand Total			<u><u>\$ 3,318,167</u></u>