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Form **990-PF**

Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

| roit | alell | dar year 2008, or tax year beginning | | , and ending | | |
|-----------------|----------|--|-------------------------------|--|--|--|
| G C | heck | all that apply: Initial return | Final return X | Amended return | Address change | Name change |
| Use | the l | RS Name of foundation | | | A Employer identification | on number |
| ı | abel. | THE HOLTHOUSE FOUNDAT | | 3 | | |
| Oth | erwis | e, C/O MICHAEL HOLTHOUSE | <u> </u> | | 76-062042 | 6 |
| | print | Number and street (or P O box number if mail is not de | elivered to street address) | Room/suite | B Telephone number | |
| | type | | | 1875 | 713-626-5 | 511 |
| | Spec | | | | C If exemption application is | pending, check here |
| 11134 | uctio | ""HOUSTON, TX 77027 | | | D 1. Foreign organization | ns, check here |
| H C | heck | type of organization: X Section 501(c)(3) ex | empt private foundation | | Foreign organizations no check here and attach in | neeting the 85% test. |
| |] Sec | ction 4947(a)(1) nonexempt charitable trust | Other taxable private found | dation | E If private foundation st | |
| I Fa | ır ma | rket value of all assets at end of year J Accounti | ng method [.] X Cash | Accrual | under section 507(b)(| 1)(A), check here |
| (fr | om F | Part II, col (c), line 16) | ther (specify) | | F If the foundation is in a | 60-month termination |
| | \$ | 17,895,946. (Part I, colu | mn (d) must be on cash | basis) | under section 507(b)(| |
| Pa | rt I | Analysis of Revenue and Expenses | (a) Revenue and | (b) Net investment | (c) Adjusted net | (d) Disbursements |
| | | (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) | expenses per books | income | income | for charitable purposes (cash basis only) |
| | 1 | Contributions, gifts, grants, etc., received | | | N/A | |
| | | Check If the foundation is not required to attach Sch. B | | <u> </u> | | |
| | 3 | Interest on savings and temporary cash investments | 252,755 | 252,755. | | |
| | 4 | Dividends and interest from securities | 143,788 | | | |
| | | Gross rents | | | | |
| | | Net rental income or (loss) | | | | |
| | _ | Net gain or (loss) from sale of assets not on line 10 | -9,716 | | | STATEMENT 1 |
| Revenue | b | Gross sales price for all assets on line 6a 5,822,111. | | · | · · · · · · · · · · · · · · · · · · · | |
| S. | _ | Capital gain net income (from Part IV, line 2) | | 0. | | |
| æ | | Net short-term capital gain | | | | |
| | | Income modifications | | | | |
| | 40. | Gross sales less deturns and allowances RECEIVED | | | | |
| | | Less Cost of goods sold | | | | |
| | | Cross profit or (600) | | | | |
| | | Other income NOV 1 9 2010 | 279,715 | 279,715. | | STATEMENT 2 |
| | | Total. Add lines 1 through 11 | 666,542 | | | |
| | 13 | Compensation of officers, turbators in step detc T | 0 | | | 0. |
| | | Other employee salaries and wages | - | | | |
| | | Pension plans, employee benefits | | | | |
| es | | Legal fees | | | | |
| ens | | Accounting fees STMT 3 | 1,935 | . 0. | | 1,935. |
| Expenses | | Other professional fees STMT 4 | 39,500 | 0. | | 39,500. |
| ive | | Interest | 37,000 | | | · · · · · · · · · · · · · · · · · · · |
| | | Taxes STMT 5 | 5,895 | . 138. | | 0. |
| and Administrat | | Depreciation and depletion | | | <u> </u> | 1 |
| ř | | Occupancy | | | | |
| Ad | ľ | Travel, conferences, and meetings | 3,340 | . 0. | 1 | 3,340. |
| ρg | | Printing and publications | -,,,,,, | 1 | | |
| D. | i | Other expenses STMT 6 | 104,245 | . 100,395. | | 3,850. |
| atin | | Total operating and administrative | | 1 | | |
| Operating | - | expenses. Add lines 13 through 23 | 154,915 | . 100,533. | | 48,625. |
| ŏ | 25 | Contributions, gifts, grants paid | 994,953 | | | 994,953. |
| | | Total expenses and disbursements. | | | | 1 |
| | | Add lines 24 and 25 | 1,149,868 | . 100,533. | | 1,043,578. |
| _ | 27 | Subtract line 26 from line 12 | | 1 | | T |
| | ł | Excess of revenue over expenses and disbursements | -483,326 | . | ł | |
| | | Net investment income (if negative enter -0-) | | 575,725. | | |
| | | Adjusted net income (if negative, enter -0-) | "- " | 1 | N/A | |
| | <u> </u> | | <u> </u> | | • | 5 . 000 DE (2000) |

SCANNED NOV 2 4 2010

76-0620426

Page 2

| Table Balance Sheets characteristic between department of (a) Book Value (b) Book Value (c) Fair Minket Value | Б | art. | Balance Sheets Attached schedules and amounts in the description | Beginning of year | End of year | | |
|---|----------|------|--|-------------------|----------------|-----------------------|--|
| 2 Savings and temporary cash investments 3 Accounts increasible ▶ 72. Less: allowance for doubtful accounts ▶ 41. 72. 72. 4 Products receivable 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | <u></u> | aiv | Datatice Sileets column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| 3 Accounts receivable | | 1 | Cash - non-interest-bearing | | | | |
| A Peldogs receivable Less: allowance for doubtful accounts Less allowance for doubtful | | 2 | Savings and temporary cash investments | 300,607. | 640,989. | 640,989. | |
| Pedages coevable | | 3 | Accounts receivable ► 72. | | | | |
| East allowance for doubtful accounts ▶ 5 Grints receivable 6 Receivables due from officers, directors, trustees, and other daqualified persons 7 disensets these servered the sess allowance for doubtful accounts ▶ 100 Investments of sole or use 100 Investments - U.S. and state government obligations STMT 8 5 Investments - Corporate bonds 11 Investments - Corporate bonds 12 Investments - Corporate bonds 13 Investments - Corporate bonds 13 Investments - Corporate bonds 13 Investments - Corporate bonds 14 Land, buildings, and equipment basis ▶ 15 Other assets (describe ▶ 16 Total assets (obe completed by all filters) 17 Accounts payable and accounted expenses 18 Other assets (obe completed by all filters) 18 Total assets (to be completed by all filters) 19 Deferred revenue 20 Leses tream dicers, directors, fusitions, and complete lines 27 through 21 21 Other allowance for roles payable 22 Other labilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 23) 24 Unrestinced 25 Permannyl, restricted 26 Permannyl, restricted 27 Permannyl, restricted 28 Permannyl, restricted 28 Permannyl, restricted 29 Permannyl, restricted 29 Permannyl, restricted 20 Permannyl, restricted 20 Permannyl, restricted 20 Permannyl, restricted 20 Permannyl, restricted 21 Permannyl, restricted 22 Permannyl, restricted 23 Total liabilities (add lines 17 through 22) 29 Total liabilities and net assets for fund balances 31 Total liabilities and net assets fund balances 31 Total liabilities and ent assets fund balances 31 Total liab | | | Less: allowance for doubtful accounts ▶ | 41. | 72. | 72. | |
| Total receivables due from officers, directors, trustees, and other discussified persons Total receivable due from officers, directors, trustees, and other discussified persons Total receivable due from officers, directors, trustees, and other discussified persons Total receivable due from officers, directors, trustees, and other of discussified persons Total receivable due from officers, directors, trustees, and other officers Total receivable due from officers Total rece | | 4 | Pledges receivable ▶ | | | | |
| 6 Recevables due from officers, directors, frustees, and other disqualited persons 7 Observed subservemble Less allowance for doubtful accounts ► 8 Inventioners of sale or use 9 Prapad expenses and deferred charges 10 Investments - Corporate blonds 1 Investments | | | Less; allowance for doubtful accounts ▶ | | | | |
| disqualified persons | | 5 | Grants receivable | | | | |
| disqualified persons | | 6 | Receivables due from officers, directors, trustees, and other | | | | |
| Less allowance for doubful accounts | | | | | | | |
| ## Inventions for sale or use 9 Prepaid expenses and deferred charges 10a Investments - U.S. and state government obligations 11 Investments - Corporate stock 12 Investments - Corporate bonds 11 Investments - Tourise bonds 12 Investments - Corporate bonds 13 Investments - Tourise bonds 13 Investments - Tourise bonds 14 Land, buildings, and equipment basis 15 Other assets (dependent basis 16 Total assets (obe completed by all filters) 16 Total assets (obe completed by all filters) 17 Account payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Lones remoficers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other labilities (describe ▶ 23 Total Habilities (describe ▶ 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that follow SFAS 117, check here and complete lines 21 through 25 and other disqualified persons 28 Parin or capital surphus, or land, blidg, and equipment funds 28 Parin or capital surphus, or land, blidg, and equipment funds 28 Parin or capital surphus, or land, blidg, and equipment funds 28 Parin or capital surphus, or land, blidg, and equipment funds 29 Retained earnings, accumulated income, endowment, or other funds 30 Total restricted 40 Feundations that follow SFAS 117, check here IX and complete lines 27 through 31. 41 Analysis of Changes in Net Assets or Fund Balances 41 Total Inabilities and net assets/fund balances 42 Total Inabilities and net assets/fund balances 43 Total Inabilities and net assets/fund balances 44 Total Inabilities and net assets/fund balances 55 TMT 10 Investment 10 | | 7 | Other notes and loans receivable | | | | |
| 1 | | | Less allowance for doubtful accounts ▶ | | | | |
| 1 | S | 8 | Inventories for sale or use | | | | |
| 1 | set | l | l l | 3,359. | 1,522. | 1,522. | |
| b Investments - corporate stock c Investments - corporate bonds 11 Intersenters - tunus development basis | As | | | | | 2,741,300. | |
| c Investments - corporate bonds 11 Investments - incl. politique, and ecopyment basis 2,162 | | ı | | <u>-</u> | | | |
| 11 Investments - load, busdings, and requested bases 2, 162 1 1 1 1 1 1 1 1 1 | | i | · | | | | |
| 12 Investments - mortgage loans | | l | · | | | | |
| Investments - ontrigage loans STMT 10 3,116,787, 1,907,817, 1,963,953, 13 Investments - other 12,883,397, 13,026,613, 12,548,110. | | ' ' | tess accumulated degree phon STMT 9 > 2.162. | | | | |
| 13 Investments - other STMT 11 12,883,397. 13,026,613. 12,548,110. 14 Land, buildings, and equipment basis Less accumulated depersor 15 Other assets (describe 16 Total assets (to be completed by all filers) 18,707,824. 18,210,515. 17,895,946. 16 Total assets (to be completed by all filers) 18,707,824. 18,210,515. 17,895,946. 17 Accounts payable and accrued expenses 13,150. 2,000. 18 Grants payable and accrued expenses 13,150. 2,000. 19 Deterred revenue 20 Leans from officers, directors, business, and other disqualified persons 17,595. 14,762. 20 Uner liabilities (describe) | | 12 | | 3.116.787. | 1.907.817. | 1,963,953. | |
| 14 Land, buildings, and equipment basis ► 15 Other assets (describe ► 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 20 Learns from officers, directors, fusities, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ► 23 Total liabilities (add lines 17 through 22) 25 Total liabilities (add lines 17 through 22) 26 Permanently restricted 27 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. 28 Pard-nor occapital syricted 29 Permanently restricted 20 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, fust principal, or current funds 28 Pard-nor occapital syricty, current funds 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 1 Total 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-ol-year figure reported on prior year's return) 20 Enter amount from Part I, line 27a 3 Other micreases not included in line 2 (remize) ► | | l | | | | | |
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| 31 Total liabilities and net assets/fund balances 18,707,824. 18,210,515. 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 18,677,079. 3 0. | es | 24 | | | | | |
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| 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 3 0. | | 31 | Total liabilities and net assets/fund balances | 18,707,824. | 18,210,515. | | |
| 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 3 1 18,677,079. 2 -483,326. 3 0. | F | | | | | | |
| (must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 3 0. | _ | | | <u> </u> | | | |
| 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 2 −483,326. 3 0. | 1 | | | 30 | 1 | 18 677 079 | |
| 3 Other increases not included in line 2 (itemize) ▶ 3 0. | _ | • | · · | | | -483 326 | |
| 40 102 752 | | | | • | | | |
| | | | | | | | |

5 Decreases not included in line 2 (itemize) ▶

6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

THE HOLTHOUSE FOUNDATION FOR KIDS Form 990-PF (2008) C/O MICHAEL HOLTHOUSE 76-0620426 Page 3 Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold (e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co.) (mo., day, yr.) (mo., day, yr.) 1a AVALON FIXED INCOME #16H80191 VARIOUS VARIOUS b AVALON CORE EQUITY #16H94883 P VARIOUS VARIOUS c TETON CAPITAL PARTNERS, LP K-1 CAPITAL GAIN P VARIOUS VARIOUS d е (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 4,577,260 4,515,335 61,925. 1,242,850 1,316,492 -73,642. 2,001. 2,001. C đ Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Gains (Col (h) gain minus col. (k), but not less than -0-) or (j) Adjusted basis (k) Excess of col. (i) Losses (from col (h)) (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any 61,925. -73,642. b 2,001. C đ е If gain, also enter in Part I, line 7 -9,716. 2 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 2 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). N/A If (loss), enter -0- in Part I, line 8 Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income Part V (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. Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Foter the appropriate amount in each column for each year, see instructions before making any entries

| Base pei Calendar year (or ta | a) riod years ax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (0 | (d) Distribution ratio col (b) divided by col. (c)) |
|----------------------------------|--|--|--|----|---|
| | 07 | 960,093. | 21,877,139. | | .043886 |
| 20 | 06 | 981,551. | 20,375,690. | | .048173 |
| 20 | 05 | 953,703. | 20,139,343. | | .047355 |
| 20 | 04 | 652,308. | 19,595,314. | | .033289 |
| 20 | 03 | 876,416. | 19,858,513. | | .044133 |
| 2 Total of line 1, col | • • | on parent. during the total on line 2 by 6 | or but the number of years | 2 | .216836 |
| | 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 | | | | .043367 |
| 4 Enter the net value | of noncharitable-use as | sets for 2008 from Part X, line 5 | | 4 | 20,458,292. |
| 5 Multiply line 4 by l | ine 3 | | | 5 | 887,215. |
| 6 Enter 1% of net in | vestment income (1% o | Part I, line 27b) | | 6 | 5,757. |
| 7 Add lines 5 and 6 | | | | 7 | 892,972. |
| 8 Enter qualifying di | stributions from Part XII | , line 4 | | 8 | 1,043,578. |
| If line 8 is equal to | or greater than line 7, c | heck the box in Part VI, line 1b, and comp | plete that part using a 1% tax rate. | | |

See the Part VI instructions.

Form 990-PF (2008) C/O MICHAEL HOLTHOUSE 76-0620426 Page 4 Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions) 1a Exempt operating foundations described in section 4940(d)(2), check here 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 X and enter 1% 5,757. of Part I, line 27b c All other domestic foundations enter 2% of line 27b, Exempt foreign organizations enter 4% of Part I, line 12, col. (b) 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 2 3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 5 5,757. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-6 Credits/Payments: 5,359 a 2008 estimated tax payments and 2007 overpayment credited to 2008 6a b Exempt foreign organizations - tax withheld at source 6b 2,000 c Tax paid with application for extension of time to file (Form 8868) 6с d Backup withholding erroneously withheld 6d -1,5227 Total credits and payments. Add lines 6a through 6d O.R. OVERPAYMENT 5.837. Enter any penalty for underpayment of estimated tax. Check here ____ if Form 2220 is attached 8. 8 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 72. 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 11 Enter the amount of line 10 to be Credited to 2009 estimated tax O . Refunded ▶ Part VII-A | Statements Regarding Activities Yes No 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in X any political campaign? 1a X 1b b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities X 10 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: (2) On foundation managers ► \$ (1) On the foundation. ▶ \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers > \$ Х 2 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 X bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes X 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a N/A 4b b If "Yes." has it filed a tax return on Form 990-T for this year? X 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 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 Х 6 remain in the governing instrument? X 7 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 instructions) TXb If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) X of each state as required by General Instruction G? If "No," attach explanation 8b 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 Х year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

THE HOLTHOUSE FOUNDATION FOR KIDS Form 990-PF (2008) C/O MICHAEL HOLTHOUSE 76-0620426 Page 5 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? 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X Website address ► HOLTHOUSEFOUNDATIONFORKIDS.ORG 14 The books are in care of ► MICHAEL H. HOLTHOUSE Telephone no. > 713-626-5511Located at ► 1800 W. LOOP S., #1875, HOUSTON, ZIP+4 ▶77027 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 N/A 15 Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required No File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes 1a During the year did the foundation (either directly or indirectly): __ Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes 🗶 No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days) 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 20 of the instructions)? 1b Х 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 Х 10 before the first day of the tax year beginning in 2008? 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? 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 N/A 2b statement - see instructions) 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?

Yes X 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)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

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X

3b

4a

N/A

THE HOLTHOUSE FOUNDATION FOR KIDS Form 990-PF (2008) C/O MICHAEL HOLTHOUSE 76-0620426 Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations N/A 5b section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 Yes No N/A expenditure responsibility for the grant? 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 Yes X No a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X If you answered "Yes" to 6b, also file Form 8870 Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? N/A 7b b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (b) Title, and average hours per week devoted (c) Compensation (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other (If not paid, enter -0-) (a) Name and address allowances to position MICHAEL H HOLTHOUSE PRESIDENT/DIRECTOR STE. 1800 WEST LOOP SOUTH, 5.00 0 0. 0. HOUSTON, TX 77027 SEC/TREAS/DIRECTOR RICHARD H. STEIN 1800 WEST LOOP SOUTH, STE. 1875 0 0 0. 0.25 HOUSTON, TX 77027 DIRECTOR COLLEEN HOLTHOUSE 1800 WEST LOOP SOUTH, STE. 1875 0 0 0. HOUSTON, TX 77027 0.25 VICE PRESIDENT/DIRECTOR LISA HOLTHOUSE 1800 WEST LOOP SOUTH, STE. 1875 0 0. HOUSTON, TX 77027 5.00 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other allowances (b) Title, and average (a) Name and address of each employee paid more than \$50,000 hours per week devoted to position (c) Compensation NONE

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

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C/O MICHAEL HOLTHOUSE

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| Part VIII Information About Officers, Directors, Trustees, Foundard Paid Employees, and Contractors (continued) | dation Managers, Highly | |
|---|-----------------------------------|---------------------------|
| 3 Five highest-paid independent contractors for professional services. If none, en | nter "NONE." | |
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | NONE | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | - | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | ▶ 0 |
| Part IX-A Summary of Direct Charitable Activities | * | |
| List the foundation's four largest direct charitable activities during the tax year. Include relevant sta | atistical information such as the | _ |
| number of organizations and other beneficiaries served, conferences convened, research papers p | roduced, etc. | Expenses |
| 1 NONE | | |
| | | |
| | | 0. |
| 2 | | |
| | | - |
| _ | | |
| 3 | | |
| | | |
| 4 | | |
| 4 | | 1 |
| | | 1 |
| Part IX-B Summary of Program-Related Investments | | |
| Describe the two largest program-related investments made by the foundation during the tax year | on lines 1 and 2. | Amount |
| 1 NONE | | |
| | | , |
| | | 0. |
| 2 | | - |
| | | 4 |
| All other experient colored investments. Con instructions | | |
| All other program-related investments. See instructions. | | 1 |
| 3 | | 1 |
| | | 1 |
| Total. Add lines 1 through 3 | > | 0. |
| | | Form 990-PF (2008) |

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| P | art.X Minimum Investment Return (All domestic foundations must complete this part. Foreign for | oundation | s, see instructions.) |
|---------|--|-------------|-----------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | \top | |
| а | Average monthly fair market value of securities | l 1a l | 10,595,882. |
| | Average of monthly cash balances | 1b | 1,621,481. |
| | Fair market value of all other assets | 1c | 8,552,477. |
| | Total (add lines 1a, b, and c) | 1d | 20,769,840. |
| | Reduction claimed for blockage or other factors reported on lines 1a and | | |
| | | . | |
| 2 | Acquisition indebtedness applicable to line 1 assets | T 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 20,769,840. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 311,548. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 20,458,292. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,022,915. |
| <u></u> | Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations | and certai | |
| L | art XI Distributable Amount (see instructions) (Section 4942(1)(3) and (1)(3) private operating foundations foreign organizations check here and do not complete this part.) | | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,022,915. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 2a 5, 757 | | |
| b | Income tax for 2008 (This does not include the tax from Part VI) | 7 | |
| | Add lines 2a and 2b | 2c | 5,757. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,017,158. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,017,158. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 1,017,158. |
| P | art XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | 1 042 500 |
| a | 1 | 1a | 1,043,578. |
| b | | 1b | 0. |
| 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: | | |
| 8 | , | 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 | 1,043,578. |
| 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 | 5 | 5,757. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,037,821. |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years. | n qualifies | for the section |

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Part.XIII Undistributed Income (see instructions)

| | (a) | (b) | (c) | (d) |
|---|----------|---------------------|------------|--------------------|
| | Corpus | Years prior to 2007 | 2007 | 2008 |
| 1 Distributable amount for 2008 from Part XI, | | | | 1 017 150 |
| line 7 | | | | 1,017,158. |
| 2 Undistributed income, if any, as of the end of 2007 | | | 1 010 004 | |
| a Enter amount for 2007 only | | | 1,018,884. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008. | | · · · | | <u> </u> |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| dFrom 2006 | | | | |
| eFrom 2007 | | | | |
| f Total of lines 3a through e | о. | | | |
| 4 Qualifying distributions for 2008 from | | | | |
| Part XII, line 4: ►\$ 1,043,578. | | | | |
| a Applied to 2007, but not more than line 2a | | | 1,018,884. | |
| b Applied to undistributed income of prior | | | 2,020,0010 | |
| years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus | | | | |
| (Election required - see instructions) | 0. | | | |
| d Applied to 2008 distributable amount | | | | 24,694. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2008 | 0. | | | 0. |
| (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: | | | | |
| 8 Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract | | | | |
| line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' | | | | |
| undistributed income for which a notice of | | | | |
| deficiency has been issued, or on which the section 4942(a) tax has been previously | | | | |
| assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable | | | | |
| amount - see instructions | | 0. | | |
| e Undistributed income for 2007. Subtract line | | | _ | |
| 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2008. Subtract | | | | |
| lines 4d and 5 from line 1. This amount must | | | | 000 464 |
| be distributed in 2009 | | | | 992,464. |
| 7 Amounts treated as distributions out of | | | | |
| corpus to satisfy requirements imposed by | • | · · | | |
| section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2003 | • | | | |
| not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2009. | ^ | | | |
| Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| dExcess from 2007 | | | | 1 |
| e Excess from 2008 | <u> </u> | | L | Form 000-DE (2009) |

Form 990-PF (2008) C/O MICHAEL HOLTHOUSE 76-0620426 Page 10 Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 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 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(1)(5) Prior 3 years 2 a Enter the lesser of the adjusted net Tax year (a) 2008 (b) 2007 (c) 2006 (d) 2005 income from Part I or the minimum (e) Total investment return from Part X for each year listed **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 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 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 foundation had \$5,000 or more in assets at any time during the year-see the instructions.) 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).) SEE STATEMENT 12 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 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here X 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: 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:

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Part XV | Supplementary Information (continued)

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| Recipient sa individual position of substantial contributor of substantial | 3 Grants and Contributions Paid During the | ear or Approved for Future | Payment | | |
|---|--|--|-----------|----------------------------------|--------------------------|
| SEE STATEMENT 13 Total NONE NONE | Recipient | If recipient is an individual, show any relationship to any foundation manager | | Purpose of grant or contribution | Amount |
| SEE STATEMENT 13 Total D Approved for future payment NONE Total | Name and address (home or business) | or substantial contributor | recipient | | |
| Total D Approved for future payment NONE NONE Total | | or substantial contributor | recipient | | |
| Total D Approved for future payment NONE NONE Total | | | | | |
| NONE NONE Total | | | <u></u> | <u> </u> | 994 953 |
| NONE Total | | | 1 | ▶ 3a | 334,303. |
| | NONE | | | ▶ 3b | 0. |
| Page 100 00 00 00 00 00 00 00 00 00 00 00 00 | Total 823611 01-02-09 | | | <u> </u> | orm 990-PF (2008) |

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| Part XVI-A | Analysis of Income-Producing Activities |
|------------|--|
|------------|--|

| | | business Version | | | |
|---|-----------------------|----------------------------|-----------------------|----------------------------|---------------------------------------|
| Enter gross amounts unless otherwise indicated. | (a) Business | business income (b) Amount | (C) Exclu- sion | (d) Amount | (e) Related or exempt function income |
| 1 Program service revenue: | code | | code | 7 tillouin | - Idilolion income |
| <u> </u> | _ | - | | | |
| b | | | | | |
| <u> </u> | - | | | | |
| d | — - | | 4 | | |
| e | | | | | |
| T | — - | | + | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | + | | |
| 3 Interest on savings and temporary cash | | | | 252 755 | |
| investments | | | 14 | 252,755. | |
| 4 Dividends and interest from securities | | | 14 | 143,788. | · |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | <u> </u> | | | | |
| 6 Net rental income or (loss) from personal | | | | | |
| property | | | 4 | | |
| 7 Other investment income | | | 14 | 279,715. | |
| 8 Gain or (loss) from sales of assets other | | | | | |
| than inventory | | | 18 | -9,716. | |
| 9 Net income or (loss) from special events | | · | | | |
| 10 Gross profit or (loss) from sales of inventory | | | 4 | | |
| 11 Other revenue: | | | | | |
| a | _ | | | | |
| b | _ | | 4 | | |
| c | | | \bot | | |
| d | _ | | 4—4 | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 0 | حلك | 666,542. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 666,542. |
| (See worksheet in line 13 instructions to verify calculations | i.) | | | | <u></u> |
| Part XVI-B Relationship of Activitie | s to the Accor | nplishment of E | xempt P | urposes | |
| | | | | | |
| Line No. Explain below how each activity for which | ncome is reported in | column (e) of Part XVI- | A contribute | d importantly to the accom | plishment of |
| the foundation's exempt purposes (other t | nan by providing fund | is for such purposes). | | | |
| NONE | | | | | |
| | | . <u></u> | | | |
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| | - | | | | |

76-0620426

Page 13

| Pi | art XVII Information Regarding Transfers To and Transactions and Relationships With Noncha | ritabl | e | |
|----|---|--------|-----|----|
| | 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 | | Yes | No |
| | the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| 8 | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | ا ا | Х |

(2) Other assets 1a(2) X **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 16(2) (3) Rental of facilities, equipment, or other assets X 1b(3) X (4) Reimbursement arrangements 1b(4) X (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) X X c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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 | e exempt organization | (d) Description of transfers, trans | sactions, and sharing arrangements |
|--------------------------|---|---|---|--|------------------------------------|
| | | N/A | | | |
| | | | | | |
| | | <u></u> | | | |
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| | LL | | | <u> </u> | |
| | foundation directly or indirectly | | | tions described | Yes X No |
| | ction 501(c) of the Code (other t | | 11011 527 7 | | Yes X No |
| O II TE | s," complete the following scheo (a) Name of organ | | (b) Type of organization | (c) Description | of relationship |
| | N/A | | 17.2 | <u>, , </u> | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | penalties of perjury, I declare that I have explete. Declaration of preparer (other, | e examined this return, including acci then taxpayer of fiduriary) is based on | ompanying schedules and statemei all information of which preparer h | nts, and to the best of my knowledge a as any knowledge | nd belief, it is true, correct, |
| 1. | 1/0// | | - 11/15/2010 | ▶ PRESIDENT | |
| 2 5 | ignature of officer or trustee | BIANDA | Date | Title | |
| <u> </u> | I Bernarda N | | Date | te Check if | Preparer's identifying number |
| Paid Preparer's Use Only | signature | ZX X | 11 | self- employed ► |] P0002198k |
| o a aid | Firm's name (or yours UHY A | DVISONS TX, LI | | EIN ▶ | |
| T as U | ıl self-employed). 12 GF | EENWAY PLAZA, | | | |
| | address, and ZIP code HOUST | ON, TX 77046 | | Phone no. | 713-960-1706 |

2008 DEPRECIATION AND AMORTIZATION REPORT FORM 990-PF PAGE 1

990-PF

| Current Year Deduction | 0 0 | ı, GO Zone |
|-----------------------------|--|--|
| Curre | | eduction |
| Current Sec 179 | • 0 | talization [|
| Accumulated Depreciation | 1,729. | , Commercial Rev |
| Basis For Depreciation | 1,729. | • ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone |
| Reduction In Basis | ° | TC, Section 17 |
| Bus % Excl | | - |
| Unadjusted Cost Or Basis | 1,729. | (D) - Asset disposed |
| No 0 | 17 | Asset |
| Life | | <u>(</u>) |
| Method | 200DB5 | |
| Date Acquired | 112101200DB5.00 | |
| Description | 1DELL COMPUTER 2EQUIPMENT * TOTAL 990-PF PG 1 DEPR | |
| Asset No | | 828102 04-25-08 |

| FORM 99 | O-PF GA | AIN OR (LOSS) FI | ROM SALE | OF A | SSETS | | STA | TEMENT | 1 |
|---------|-----------------------------|-------------------------------|------------------------|------|-----------------|------------|------------|----------------|-----|
| DESCRIP | (A) PTION OF PROPERTY | | | | ANNER QUIRED | DA ACQU | TE IRED | DATE SO | OLD |
| AVALON | FIXED INCOME #16 | _ H80191 | | PUR | CHASED | VARI | ous | VARIO | JS |
| | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE SALE | OF | (E) | c. | GAIN | (F) | s |
| | 4,577,260. | 4,515,335. | | 0. | | 0. | | 61,9 | 25. |
| DESCRIP | (A) PTION OF PROPERTY | | | | ANNER QUIRED | DA ACQU | TE IRED | DATE SO | OLD |
| AVALON | CORE EQUITY #16H | _ 9 4 883 | | PUR | CHASED | VARI | ous | VARIO | US |
| | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE SALE | OF | (E) DEPRE | c. | GAIN | (F) OR LOS | s |
| | 1,242,850. | 1,316,492. | | 0. | | 0. | | -73,6 | 42. |
| DESCRIE | (A) PTION OF PROPERTY | | | | ANNER QUIRED | | TE | DATE S | OLD |
| TETON C | CAPITAL PARTNERS, | LP K-1 CAPITAL | GAIN | PUR | CHASED | VARI | ous | VARIO | US |
| | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE SALE | OF | (E) DEPRE | | GAIN | (F) IOR LOS | s |
| | 2,001. | 0. | | 0. | | 0. | | 2,0 | 01. |
| | | | ··· | | | | | | |
| САРТТАТ | GAINS DIVIDENDS | FROM PART IV | | | | | | | 0. |

| FORM 990-PF | OTHER I | NCOME | · · · · · · · · · · · · · · · · · · · | STATEMENT 2 |
|---|------------------------------|--|--|-------------------------------|
| DESCRIPTION | | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
| DOUBLE BLACK DIAMOND, LTD. REDBRICK CAPITAL OFFSHORE HIGHBRIDGE CAPITAL CORP TETON CAPITAL PARTNERS, LP | | -157,273. 14,550. 417,677. 4,761. | -157,273. 14,550. 417,677. 4,761. | |
| TOTAL TO FORM 990-PF, PART I, | LINE 11 | 279,715. | 279,715. | |
| FORM 990-PF | ACCOUNTING FEES | | STATEMENT | |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLI PURPOSES |
| ACCOUNTING FEES | 1,935. | 0 | • | 1,935 |
| TO FORM 990-PF, PG 1, LN 16B | 1,935. | 0 | • | 1,935 |
| FORM 990-PF C | THER PROFES | SIONAL FEES | | STATEMENT 4 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLI PURPOSES |
| OTHER PROFESSIONAL FEES | 39,500. | 0 | • | 39,500 |
| TO FORM 990-PF, PG 1, LN 16C | 39,500. | 0 | • | 39,500 |

| FORM 990-PF | TAX | es | STATEMENT 5 | | |
|--|---|--|-------------------------------|--|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FOREIGN TAX WITHHELD EXCISE TAXES | 138. 5,757. | 138. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 5,895. | 138. | | 0. | |
| FORM 990-PF | OTHER E | XPENSES | S' | ГАТЕМЕНТ 6 | |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| DBD MANAGEMENT FEE AVALON MANAGEMENT FEES REDSTONE MANAGEMENT FEES OFFICE SUPPLIES DUES AND SUBSCRIPTIONS INSURANCE BANK SERVICE CHARGES MISCELLANEOUS TETON CAPITAL PARTNERS, LP OTHER DEDUCTIONS | 13,762. 35,203. 39,382. 498. 2,595. 750. 220. 7. | 35,203. 39,382. 0. 0. 220. 0. | | 0. 0. 498. 2,595. 750. 0. 7. | |
| | 104,245. | 100,395. | | | |

THE TAXPAYER IS AMENDING THEIR 2008 FORM 990-PF TO REPORT THE FLOW-THROUGH ACTIVITY FROM TETON CAPITAL PARTNERS, L.P. (EIN: 74-2909024) THAT WAS INADVERTENLTY OMITTED FROM THEIR ORIGINALLY FILED RETURN.

| FORM 990-PF U.S. AND STATE/ | CITY GOVERNMEN | T OBLIGATIONS | STATEMENT 8 |
|---|--------------------------------------|--|--|
| DESCRIPTION | U.S. OTHER GOV'T GOV'T | | FAIR MARKET VALUE |
| AVALON ADVISORS | <u> </u> | 2,633,502. | 2,741,300. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | 2,633,502. | 2,741,300. |
| TOTAL STATE AND MUNICIPAL GOVERNME | NT OBLIGATIONS | | |
| TOTAL TO FORM 990-PF, PART II, LIN | E 10A | 2,633,502. | 2,741,300. |
| FORM 990-PF DEPRECIATION OF ASS | ETS HELD FOR I | NVESTMENT | STATEMENT 9 |
| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
| DELL COMPUTER EQUIPMENT | 1,729 433 | | 0. |
| TOTAL TO FM 990-PF, PART II, LN 11 | 2,162 | 2,162. | 0. |
| FORM 990-PF M | ORTGAGE LOANS | | STATEMENT 10 |
| DESCRIPTION | | BOOK VALUE | FAIR MARKET VALUE |
| AVALON ADVISORS | | 1,907,817. | 1,963,953. |
| TOTAL TO FORM 990-PF, PART II, LIN | E 12 | 1,907,817. | 1,963,953. |
| FORM 990-PF OTH | ER INVESTMENTS | | STATEMENT 11 |
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| ADVANCED TRANSIT ENTERPRISES DOUBLE BLACK DIAMOND LTD. ARDEN ENDOWMENT ADVISERS, LTD HIGHBRIDGE CAPITAL CORPORATION TACONIC OFFSHORE FUND REDSTONE DISCOVERY FUND - DIVERSIFIED STRATEGIES CAYMAN, LP | COST COST COST COST COST | 0. 1,199,551. 500,000. 0. 250,000. | 0. 1,199,551. 550,177. 0. 738,667. |

| THE HOLTHOUSE FOUNDATION FOR KI | DS C/O MI | | 76-0620426 |
|--|---------------------------------------|--------------------|--------------------------|
| DORCHESTER CAPITAL INTERNATIONAL | COST | | |
| LTD | | 00,000. | 987,724. |
| REDBRICK CAPITAL OFFSHORE FUND | COST | 0. | 0. |
| AVALON CORE EQUITY REDSTONE VANGUARD INDEX FUNDS | | 27,622. | 1,279,228. |
| IONIC CAPITAL INTERNATIONAL LTD | · · · · · · · · · · · · · · · · · · · | 02,979. 00,000. | 3,101,374. 1,441,197. |
| TETON CAPITAL PARTNERS | • | 46,461. | 514,260. |
| HARVEST SMALL CAP OFFSHORE LTD | | 00,000. | 500,000. |
| SIO PARTNERS OFFSHORE LTD | | 00,000. | 500,000. |
| STG CAPITAL FUND LTD | COST 5 | 00,000. | 500,000. |
| TOTAL TO FORM 990-PF, PART II, LI | NE 13 13,0 | 26,613. | 12,548,110. |
| FORM 990-PF PART | YXV - LINE 1A | | STATEMENT 12 |
| | OUNDATION MANAGERS | | OTHIDHUM IZ |
| | | | |
| NAME OF MANAGER | | | |
| MICHAEL H HOLTHOUSE COLLEEN HOLTHOUSE | | | |
| | | | |
| TORY OLD DE CRIME | AND COMMUNICATIONS | | GDA BUNGENIA 1 2 |
| | AND CONTRIBUTIONS DURING THE YEAR | | STATEMENT 13 |
| | | | |
| | RECIPIENT RELATIONSHI | | |
| RECIPIENT NAME AND ADDRESS | AND PURPOSE OF GRANT | STA | TUS AMOUNT |
| AIDS FOUNDATION HOUSTON 3202 WESLAYAN ANNEX, HOUSTON, TX 77027 | N/A OPERATING SUPPORT | N/A | 1,000. |
| | /- | / - | 1 000 |
| ALTERNATIVES IN MOTION 2509 FM 1960 EAST SUITE B, HOUSTON, TX 77073 | N/A OPERATING SUPPORT | N/A | 1,000. |
| | | | |
| AMERICAN LEADERSHIP FORUM - | N/A | N/A | * ^=- |
| HOUSTON GULF COAST CHAPTER 3101 RICHMOND AVE, STE 140, HOUSTON, TX 77098 | OPERATING SUPPORT | | 5,250. |
| AMERICAN LEADERSHIP FORUM - | N/A | N/A | |
| HOUSTON GULF COAST CHAPTER | DDOGDAM CUDDODM | | 25,000. |

3101 RICHMOND AVE, STE 140, PROGRAM SUPPORT HOUSTON, TX 77098

| THE HOLTHOUSE FOUNDATION FOR KI | DS C/O MI | | 76-0620426 |
|---|--------------------------|-----|------------|
| ASPEN YOUTH EXPERIENCE 110 EAST HALLAM ST, SUITE 133, ASPEN, CO 81611 | N/A OPERATING SUPPORT | N/A | 14,618. |
| BAYOU PRESERVATION ASSOCIATION PO BOX 131563, HOUSTON, TX 77219 | • | N/A | 25,000. |
| | N/A OPERATING SUPPORT | N/A | 10,000. |
| BOY SCOUTS OF AMERICA - TROOP 55 PO BOX 924528, HOUSTON, TX 77292-4528 | | N/A | 500. |
| BOYS & GIRLS CLUBS OF GREATER HOUSTON 1520-A AIRLINE, HOUSTON, TX 77009 | | N/A | 90,000. |
| BOYS & GIRLS CLUBS OF GREATER HOUSTON 1520-A AIRLINE, HOUSTON, TX 77009 | | N/A | 20,000. |
| BOYS & GIRLS CLUBS OF WAYNE CO. INDIANA 1717 SOUTH L ST, RICHMOND, IN 47374 | | N/A | 25,000. |
| CAREER & RECOVERY RESOURCES 2525 SAN JACINTO, HOUSTON, TX 77002 | N/A OPERATING SUPPORT | N/A | 500. |
| CASA DE ESPERANZA DE LOS NINOS PO BOX 66581, HOUSTON, TX 77266-6581 | N/A OPERATING SUPPORT | N/A | 25,000. |
| CENTER FOR HOUSTON'S FUTURE 1200 SMITH, STE 1150, HOUSTON, TX 77002 | N/A OPERATING SUPPORT | N/A | 2,250. |

| THE HOLTHOUSE FOUNDATION FOR KIDS C/O MI | | 76-0620426 |
|---|-----|------------|
| CHILDREN AT RISK N/A 2900 WESLAYAN SUITE 400, HOUSTON, PROGRAM SUPPORT TX 77027 | N/A | 70,000. |
| CHILDREN'S ASSESSMENT CENTER N/A 2500 BOLSOVER, HOUSTON, TX 77005 OPERATING SUPPORT | N/A | 1,000. |
| CHILDREN'S MUSEUM OF HOUSTON N/A 1500 BINZ, HOUSTON, TX 77004-7112 OPERATING SUPPORT | N/A | 10,000. |
| CHILDRENS PRISON ART PROJECT N/A PO BOX 130584, HOUSTON, TX OPERATING SUPPORT 77219-0584 | N/A | 2,000. |
| CITIZEN SCHOOLS N/A 2503 ROBINHOOD ST, SUITE 100, PROGRAM SUPPORT HOUSTON, TX 77005 | N/A | 10,000. |
| COMMUNITY OF FAITH FOUNDATION INC N/A 4315 WEST FUQUA ST, HOUSTON, TX OPERATING SUPPORT 77045 | N/A | 5,000. |
| CRIME STOPPERS OF HOUSTON INC N/A PO BOX 541654, HOUSTON, TX OPERATING SUPPORT 77254-1654 | N/A | 1,000. |
| CRISIS INTERVENTION OF HOUSTON N/A 3015 RICHMOND AVE STE 120, PROGRAM SUPPORT HOUSTON, TX 77098 | N/A | 15,000. |
| EAST END CHAMBER OF COMMERCE N/A FOUNDATION 550 GULFGATE CENTER, HOUSTON, TX OPERATING SUPPORT 77087-3022 | N/A | 1,200. |
| EAST END CHAMBER OF COMMERCE N/A FOUNDATION 550 GULFGATE CENTER, HOUSTON, TX PROGRAM SUPPORT 77087-3022 | N/A | 25. |
| FOUNDATION FOR TOMORROW N/A 3000 TRULLEY ST, HOUSTON, TX OPERATING SUPPORT 77004 | N/A | 10,000. |

| THE HOLTHOUSE FOUNDATION FOR KI | DS C/O MI | | 76-0620426 |
|--|--------------------------|-----|------------|
| HEROES FOR CHILDREN 1701 NORTH COLLINS, RICHARDSON, TX 75080 | | N/A | 1,000. |
| HISD FOUNDATION 3830 RICHMOND AVE, HOUSTON, TX 77027-5838 | N/A OPERATING SUPPORT | N/A | 1,174. |
| HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1504 | N/A OPERATING SUPPORT | N/A | 15,000. |
| HOUSTON HABITAT FOR HUMANITY 3750 NORTH MCCARTY, HOUSTON, TX 77029 | • | N/A | 1,000. |
| HOUSTON PBS-ACB 4343 ELGIN, HOUSTON, TX 77204-0008 | N/A PROGRAM SUPPORT | N/A | 25,000. |
| HOUSTON TECHNOLOGY CENTER 410 PIERCE ST, HOUSTON, TX 77002 | N/A OPERATING SUPPORT | N/A | 18,000. |
| HOUSTON TECHNOLOGY CENTER 410 PIERCE ST, HOUSTON, TX 77002 | | N/A | 1,250. |
| HOUSTON ZOO 1513 NORTH MACGREGOR, HOUSTON, TX 77030 | N/A OPERATING SUPPORT | N/A | 20,000. |
| INCARNATE WORD ACADEMY 609 CRAWFORD, HOUSTON, TX 77002 | N/A OPERATING SUPPORT | N/A | 500. |
| JUNIOR ACHIEVEMENT OF SOUTHEAST TEXAS PO BOX 201559, HOUSTON, TX 77216-1559 | N/A OPERATING SUPPORT | N/A | 10,000. |
| KINKAID SCHOOL 201 KINDAID SCHOOL DR, HOUSTON, TX 77024 | N/A PROGRAM SUPPORT | N/A | 25,000. |

| THE HOLTHOUSE FOUNDATION FOR KI | DS C/O MI | | 76-0620426 |
|--|----------------------|--------------|------------|
| LATIN WOMEN'S INITIATIVE 12606 VINDON DR, HOUSTON, TX 77024 | • | N/A PPORT | 9,825. |
| LEGACY COMMUNITY HEALTH SERVICES 116 JACKSON BLVD, HOUSTON, TX 77006 | | N/A PPORT | 1,000. |
| MAKING IT BETTER 12438 DEEP SPRING LN, HOUSTON, TX 77077 | N/A OPERATING SUI | N/A PPORT | 10,000. |
| MARCH OF DIMES 3000 WESLAYAN STE 100, HOUSTON, TX 77027 | N/A OPERATING SUI | N/A PPORT | 3,000. |
| NATIONAL KIDNEY FOUNDATION 2400 AUGUSTA DR, HOUSTON, TX 77057 | | N/A PPORT | 1,000. |
| NATIONAL WORLD WAR II MUSEUM INC 945 MAGAZINE ST, NEW ORLEANS, LA 70130-3813 | | N/A PPORT | 5,000. |
| ORANGE SHOW FOUNDATION 2402 MUNGER ST, HOUSTON, TX 77023 | N/A OPERATING SUI | N/A PPORT | 5,000. |
| P4L 1800 WEST LOOP SOUTH #1875, HOUSTON, TX 77027 | N/A PROGRAM SUPPO | N/A ORT | 244,111. |
| PHYSICIANS FOR HUMAN RIGHTS 2 ARROW ST, CAMBRIDGE, MA 02138 | N/A OPERATING SU | N/A PPORT | 1,000. |
| PINK RIBBONS PROJECT 2449 SOUTH BLVD STE 100, HOUSTON, TX 77098 | N/A OPERATING SU | N/A PPORT | 1,000. |
| RANCH FOR KIDS PO BOX 790, EUREKA, MT 59917 | N/A OPERATING SU | N/A PPORT | 1,000. |

| THE HOLTHOUSE FOUNDATION FOR KI | DS C/O MI | | 76-0620426 |
|--|--------------------------|-----|------------|
| READERS ARE LEADERS FOUNDATION 801 TEXAS AVENUE, HOUSTON, TX 77002 | | N/A | 25,000. |
| RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK, HOUSTON, TX 77027 | | N/A | 5,000. |
| SALT INN MINISTRIES PO BOX 750904, HOUSTON, TX 77257 | N/A PROGRAM SUPPORT | N/A | 20,000. |
| SPRING BRANCH EDUCATION FOUNDATION 955 CAMPBELL RD, SUITE 206, HOUSTON, TX 77024 | N/A OPERATING SUPPORT | N/A | 20,000. |
| ST. LUKE'S EPISCOPAL HOSPITAL 6900 FANNIN, SUITE 440, HOUSTON, TX 77030 | | N/A | 25,000. |
| TEACH FOR AMERICA 4669 SOUTHWEST FRWY STE 600, HOUSTON, TX 77027 | N/A OPERATING SUPPORT | N/A | 5,000. |
| TEXAS ASSN OF PARTNERS IN EDUCATION 406 E 11TH ST, AUSTIN, TX 78701 | N/A PROGRAM SUPPORT | N/A | 40,000. |
| TEXAS CHILDREN'S HOSPITAL 1919 S. BRAESWOOD MC 4-4483, HOUSTON, TX 77030 | N/A OPERATING SUPPORT | N/A | 25,000. |
| THE FORGE FOR FAMILIES INC 3150 YELLOWSTONE BLVD., HOUSTON, TX 77054 | N/A OPERATING SUPPORT | N/A | 10,000. |
| THE GATHERING PLACE PO BOX 35561, HOUSTON, TX 77235 | N/A OPERATING SUPPORT | N/A | 500. |
| THE GLASSELL SCHOOL OF ART PO BOX 4606, HOUSTON, TX 77210-9865 | N/A OPERATING SUPPORT | N/A | 1,000. |

| THE HOLTHOUSE FOUNDATION FOR KI | DS C/O MI | | 76-0620426 |
|---|--------------------------|-------|------------|
| UNITED WAY OF GREATER HOUSTON PO BOX 3247, HOUSTON, TX 77253 | N/A OPERATING SUPPORT | N/A | 35,000. |
| YES COLLEGE PREPARATORY SCHOOL 6201 BONHOMME STE 168N, HOUSTON, TX 77036 | N/A OPERATING SUPPORT | N/A | 10,000. |
| YOUNG AUDIENCES OF HOUSTON 1800 ST JAMES PL, SUITE 303, HOUSTON, TX 77056 | N/A PROGRAM SUPPORT | N/A | 3,250. |
| TOTAL TO FORM 990-PF, PART XV, LI | NE 3A | = | 994,953. |