See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

Form **990**

Department of the Treasury
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

**2008**

**Open to Public Inspection**

**A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009**

**B** Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

**Please use IRS label or print or type. See Specific Instructions.**

**C** Name of organization
HOUSTON BALLET FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1921 WEST BELL PO BOX 130487

City or town, state or country, and ZIP + 4
HOUSTON, TX 77019

**D Employer identification number**
74-1394920

**E Telephone number**
(713) 523-6300

**G Gross receipts** $ 34,412,575

**F** Name and address of Principal Officer
Richard McGee President
1921 WEST BELL PO BOX 130487
HOUSTON,TX 77019

**H(a)** Is this a group return for affiliates? ☐ Yes ☑ No

**H(b)** Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list See instructions )

**H(c)** Group Exemption Number ▶

**I** Tax-exempt status ☑ 501(c) ( 3 ) ◀ (insert no ) ☐ 4947(a)(1) or ☐ 527

**J Web site:** ▶ www houstonballet org

**K** Type of organization ☑ Corporation ☐ trust ☐ association ☐ other ▶

**L** Year of Formation 1955

**M** State of legal domicile TX

## Part I Summary

1 Briefly describe the organization's mission or most significant activities
SEE STATEMENT 1

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

| | | | |
|---|---|---|---|
| 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 143 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 142 |
| 5 | Total number of employees (Part V, line 2a) | 5 | 396 |
| 6 | Total number of volunteers (estimate if necessary) | 6 | 406 |
| 7a | Total gross unrelated business revenue from Part VIII, line 12, column (C) | 7a | 0 |
| b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | |

| | | Prior Year | Current Year |
|---|---|---|---|
| 8 | Contributions and grants (Part VIII, line 1h) | 11,174,385 | 13,041,874 |
| 9 | Program service revenue (Part VIII, line 2g) | 8,622,383 | 8,830,075 |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 4,772,541 | 621,363 |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 1,713,248 | 1,469,309 |
| 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 26,282,557 | 23,962,621 |
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 0 | 0 |
| 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 10,445,422 | 10,893,224 |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 200,006 | 238,266 |
| b | (Total fundraising expenses, Part IX, column (D), line 25 1,001,417) | | |
| 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) | 8,540,218 | 7,897,954 |
| 18 | Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A)) | 19,185,646 | 19,029,444 |
| 19 | Revenue less expenses Subtract line 18 from line 12 | 7,096,911 | 4,933,177 |

| | | Beginning of Year | End of Year |
|---|---|---|---|
| 20 | Total assets (Part X, line 16) | 86,730,374 | 79,671,505 |
| 21 | Total liabilities (Part X, line 26) | 10,154,072 | 10,112,612 |
| 22 | Net assets or fund balances Subtract line 21 from line 20 | 76,576,302 | 69,558,893 |

## Part II Signature Block

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

**Please Sign Here**

Signature of officer — Date: 2010-05-17

CECIL C CONNOR JR MANAGING DIRECTOR
Type or print name and title

**Paid Preparer's Use Only**

Preparer's signature | Date | Check if self-empolyed ▶ ☐ | Preparer's PTIN (See Gen Inst )

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ PricewaterhouseCoopers LLP
1201 Louisiana Suite 2900
Houston, TX 77002

EIN ▶

Phone no ▶ (713) 356-4000

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

## Part III Statement of Program Service Accomplishments (See the instructions.)

**1** Briefly describe the organization's mission

See Additional Data Table

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting or make significant changes in how it conducts any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses $ 14,165,490 including grants of $ ) (Revenue $ 7,471,201 )

Dance performances by the company of professional dancers and orchestra in Houston, TX, on tour nationally and internationally include production expenses such as salary of performers, cost of costumes, stage sets, theater rental, orchestra and other related expenses

**4b** (Code ) (Expenses $ 1,900,843 including grants of $ ) (Revenue $ 1,358,874 )

Academy dance education includes expenses related to the operation of the Ballet Academy and the scholarships and tuition for Academy students

**4c** (Code ) (Expenses $ including grants of $ ) (Revenue $ )

**4d** Other program services (Describe in Schedule O )

(Expenses $ including grants of $ ) (Revenue $ )

**4e** Total program service expenses $ 16,066,333 *Must equal Part IX, Line 25, column (B).*

## Part IV Checklist of Required Schedules

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A* | 1 | Yes | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | 2 | Yes | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I* | 3 | | No |
| 4 | Section 501(c)(3) organizations Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II* | 4 | | No |
| 5 | Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III* | 5 | | |
| 6 | Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I* | 6 | | No |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II* | 7 | | No |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III* | 8 | | No |
| 9 | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV* | 9 | | No |
| 10 | Did the organization hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V* | 10 | Yes | |
| 11 | Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable* | 11 | Yes | |
| 12 | Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII* | 12 | Yes | |
| 13 | Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E* | 13 | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the U S ? | 14a | | No |
| b | Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I* | 14b | Yes | |
| 15 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II* | 15 | | No |
| 16 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III* | 16 | | No |
| 17 | Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I* | 17 | Yes | |
| 18 | Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II* | 18 | | No |
| 19 | Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III* | 19 | | No |
| 20 | Did the organization operate one or more hospitals? *If "Yes," complete Schedule H* | 20 | | No |
| 21 | Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II* | 21 | | No |
| 22 | Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III* | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J* | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25* | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I* | 25a | | No |
| b | Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I* | 25b | | No |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II* | 26 | Yes | |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III* | 27 | | No |

**Part IV Checklist of Required Schedules** *(Continued)*

| | | | Yes | No |
|---|---|---|---|---|
| **28** | During the tax year, did any person who is a current or former officer, director, trustee, or key employee | | | |
| **a** | Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV* . . . . . | **28a** | | No |
| **b** | Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV* . . . . . | **28b** | Yes | |
| **c** | Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV* . | **28c** | Yes | |
| **29** | Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M* | **29** | Yes | |
| **30** | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M* . . . . . | **30** | | No |
| **31** | Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I* . . . . . | **31** | | No |
| **32** | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II* . . . . . | **32** | | No |
| **33** | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I* . . . . . | **33** | | No |
| **34** | Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1* . . . . . | **34** | Yes | |
| **35** | Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* . . . . . | **35** | | No |
| **36** | 501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2* . . . . . | **36** | | No |
| **37** | Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI* . . . . | **37** | | No |

## Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable | 1a | 102 | | |
| b | Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable | 1b | 0 | | |
| c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | | Yes | |
| 2a | Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return | 2a | 396 | | |
| b | If at least one is reported in 2a, did the organization file all required federal employment tax returns? **Note:** *If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.* | 2b | | Yes | |
| 3a | Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? | 3a | | | No |
| b | If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O* | 3b | | | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | | | No |
| b | If "Yes," enter the name of the foreign country _____ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** *Report of Foreign Bank and Financial Accounts.* | | | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | | | No |
| b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | | No |
| c | If "Yes," to 5a or 5b, did the organization file Form 8886-T, *Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?* | 5c | | | |
| 6a | Did the organization solicit any contributions that were not tax deductible? | 6a | | | No |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | | | |
| 7 | *Organizations that may receive deductible contributions under section 170(c).* | | | | |
| a | Did the organization provide goods or services in exchange for any quid pro quo contribution of $75 or more? | 7a | | Yes | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | | Yes | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | | | No |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | | |
| e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | | No |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | | No |
| g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | 7g | | Yes | |
| h | For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | 7h | | Yes | |
| 8 | *Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | | | |
| 9 | *Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.* | | | | |
| a | Did the organization make any taxable distributions under section 4966? | 9a | | | |
| b | Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | | | |
| 10 | *Section 501(c)(7) organizations.* Enter | | | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | | |
| 11 | Section 501(c)(12) organizations Enter | | | | |
| a | Gross income from members or shareholders | 11a | | | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them ) | 11b | | | |
| 12a | *Section 4947(a)(1) non-exempt charitable trusts.* Is the organization filing Form 990 in lieu of Form 1041? | 12a | | | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | | |

## Part VI Governance, Management, and Disclosure *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

### Section A. Governing Body and Management

| | | | Yes | No |
|---|---|---|---|---|
| | *For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.* | | | |
| 1a | Enter the number of voting members of the governing body . . | 1a 143 | | |
| b | Enter the number of voting members that are independent . . | 1b 142 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . . | 2 | Yes | |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . | 3 | | No |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . | 4 | | No |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets? . . | 5 | | No |
| 6 | Does the organization have members or stockholders? . . . . . | 6 | Yes | |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . . | 7a | Yes | |
| b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . | 7b | | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | | |
| a | the governing body? . . . . . | 8a | Yes | |
| b | each committee with authority to act on behalf of the governing body? . . . . . | 8b | Yes | |
| 9a | Does the organization have local chapters, branches, or affiliates? . . . . . | 9a | | No |
| b | If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . | 9b | | |
| 10 | Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 . . . . . | 10 | Yes | |
| 11 | Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . . | 11 | | No |

### Section B. Policies

| | | | Yes | No |
|---|---|---|---|---|
| 12a | Does the organization have a written conflict of interest policy? *If "No", go to line 13* . . | 12a | Yes | |
| b | Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . . | 12b | Yes | |
| c | Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . . | 12c | Yes | |
| 13 | Does the organization have a written whistleblower policy? . . . . . | 13 | Yes | |
| 14 | Does the organization have a written document retention and destruction policy? . . . . . | 14 | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision | | | |
| a | The organization's CEO, Executive Director, or top management official? . . . . . | 15a | Yes | |
| b | Other officers or key employees of the organization? . . . . . | 15b | | No |
| | Describe the process in Schedule O | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . . | 16a | | No |
| b | If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . . | 16b | | |

### Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed _____

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ own website ☑ another's website ☑ upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

CHERYL LYNN ZANE
1921 WEST BELL ST
HOUSTON, TX 77019
(713) 523-6300

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

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

**1a** Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed
* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

* List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations

* List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations

* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

☐ Check this box if the organization did not compensate any officer, director, trustee or key employee

| **(A)** Name and Title | **(B)** Average hours per week | **(C)** Position (check all that apply) | | | | | | **(D)** Reportable compensation from the organization (W-2/1099MISC) | **(E)** Reportable compensation from related organizations (W- 2/1099-MISC) | **(F)** Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

**Part VII Continued**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | (D) Reportable compensation from the organization (W-2/1099MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| **1b Total** ▶ | | | | | | | | 563,212 | 0 | 49,805 |

**2** Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 3

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

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|---|---|
| IATSE LOCAL 51<br>P O BOX 403<br>HOUSTON, TX 77001 | UNION STAGE HANDS | 948,914 |
| GENSLER HOUSTON<br>PO BOX 848279<br>DALLAS, TX 752848279 | ARCHITECTURAL SERVIC | 902,520 |
| WORTHAM CENTER OPERATING CO<br>510 PRESTON ST 201<br>HOUSTON, TX 77002 | WORTHAM STAGE HANDS | 351,318 |
| DCM<br>45 MAIN ST STE 816<br>BROOKLYN, NY 11201 | PROFESSIONAL FUNDR | 311,350 |
| IRVINE DCS TEAM LLC<br>ONE RIVERWAY STE 1800<br>HOUSTON, TX 77056 | DESIGN&CONSTRUCTION | 305,582 |

**2** Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 9

**Part VIII Statement of Revenue**

| | | | (A) Total Revenue | (B) Related or Exempt Function Revenue | (C) Unrelated Business Revenue | (D) Revenue Excluded from Tax under IRC 512, 513, or 514 |
|---|---|---|---|---|---|---|
| Contributions, gifts, grants and other similar amounts | 1a | Federated campaigns 1a | | | | |
| | b | Membership dues 1b | 331,042 | | | |
| | c | Fundraising events 1c | | | | |
| | d | Related organizations 1d | 2,910,414 | | | |
| | e | Government grants (contributions) 1e | 551,177 | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f | 9,249,241 | | | |
| | g | Noncash contributions included in lines 1a-1f $ 118,702 | | | | |
| | h | **Total (Add lines 1a-1f)** ▶ | 13,041,874 | | | |
| Program Service Revenue | | Business Code | | | | |
| | 2a | PERFORMANCE INCOME | 711,120 | 7,471,201 | 7,471,201 | |
| | b | TUITION | 711,120 | 1,358,874 | 1,358,874 | |
| | c | | | | | |
| | d | | | | | |
| | e | | | | | |
| | f | All other program service revenue | | | | |
| | g | **Total. Add lines 2a-2f** ▶ $ 8,830,075 | | | | |
| | 3 | Investment income (including dividends, interest other similar amounts) ▶ | 1,694,215 | | | 1,694,215 |
| | 4 | Income from investment of tax-exempt bond proceeds ▶ | 0 | | | |
| | 5 | Royalties | 0 | | | |
| | | (i) Real / (ii) Personal | | | | |
| | 6a | Gross Rents: 72,900 / | | | | |
| | b | Less rental expenses: / | | | | |
| | c | Rental income or (loss): 72,900 / | | | | |
| | d | Net rental income or (loss) ▶ | 72,900 | | | 72,900 |
| | | (i) Securities / (ii) Other | | | | |
| | 7a | Gross amount from sales of assets other than inventory: 9,377,102 / | | | | |
| | b | Less cost or other basis and sales expenses: 10,449,954 / | | | | |
| | c | Gain or (loss): -1,072,852 / | | | | |
| | d | Net gain or (loss) ▶ | -1,072,852 | | | -1,072,852 |
| Other Revenue | 8a | Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 *Attach Schedule G if total exceeds $15,000* a | | | | |
| | b | Less direct expenses b | | | | |
| | c | Net income or (loss) from fundraising events ▶ | 0 | | | |
| | 9a | Gross income from gaming activities See part IV, line 19 *Complete Schedule G if total exceeds $15,000* a | | | | |
| | b | Less direct expenses b | | | | |
| | c | Net income or (loss) from gaming activities ▶ | 0 | | | |
| | 10a | Gross sales of inventory, less returns and allowances a | | | | |
| | b | Less cost of goods sold b | | | | |
| | c | Net income or (loss) from sales of inventory ▶ | 0 | | | |
| | | Miscellaneous Revenue | Business Code | | | |
| | 11a | TICKET HANDLING CHARGES | 711,120 | 477,378 | 477,378 | |
| | b | SOUVENIR INCOME | 711,120 | 298,252 | 298,252 | |
| | c | INSURANCE PROCEEDS | 900,099 | 291,318 | | 291,318 |
| | d | All other revenue _____ | | 329,461 | 329,461 | |
| | e | **Total. Add lines 11a-11d** ▶ $ 1,396,409 | | | | |
| | 12 | **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶ | 23,962,621 | 9,935,166 | | 985,581 |

## Part IX Statement of Functional Expenses

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|---|---|---|---|
| 1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21 | 0 | | | |
| 2 Grants and other assistance to individuals in the U S See Part IV, line 22 | 0 | | | |
| 3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16 | 0 | | | |
| 4 Benefits paid to or for members | 0 | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 497,708 | 202,533 | 295,175 | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 Other salaries and wages | 8,049,357 | 7,152,233 | | 344,716 |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 393,843 | 358,167 | 25,631 | 10,045 |
| 9 Other employee benefits | 988,099 | 886,274 | 57,336 | 44,489 |
| 10 Payroll taxes | 964,217 | 861,233 | 68,922 | 34,062 |
| 11 Fees for services (non-employees) | | | | |
| a Management | 0 | | | |
| b Legal | 18,407 | | 18,407 | |
| c Accounting | 38,282 | | 38,282 | |
| d Lobbying | 0 | | | |
| e Professional fundraising *See Part IV, line 17* | 238,266 | | | 238,266 |
| f Investment management fees | 127,464 | | 127,464 | |
| g Other | 0 | | | |
| 12 Advertising and promotion | 2,389,861 | 2,371,026 | | 18,835 |
| 13 Office expenses | 1,633,172 | 1,470,184 | 156,923 | 6,065 |
| 14 Information technology | 22,142 | 16,607 | 5,535 | |
| 15 Royalties | 173,654 | 173,654 | | |
| 16 Occupancy | 1,402,514 | 984,508 | 418,006 | |
| 17 Travel | 321,734 | 307,525 | 14,209 | |
| 18 Payments of travel or entertainment expenses for any Federal, state or local public officials | 0 | | | |
| 19 Conferences, conventions and meetings | 0 | | | |
| 20 Interest | 0 | | | |
| 21 Payments to affiliates | 19,917 | 2,239 | 12,163 | 5,515 |
| 22 Depreciation, depletion, and amortization | 604,768 | 515,135 | 89,633 | |
| 23 Insurance | 94,489 | 70,867 | 23,622 | |
| 24 Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below ) | | | | |
| a SCHOLARSHIP EXPENSES | 336,116 | 336,116 | | |
| b TICKET SALES | 219,541 | 219,541 | | |
| c FUNDR EXPENSES (NONPROFESS) | 166,473 | | | 166,473 |
| d SOUVENIR EXPENSES | 131,051 | | | 131,051 |
| e LIGHTING | 40,378 | 40,378 | | |
| f All other expenses | 157,991 | 98,113 | 57,978 | 1,900 |
| 25 **Total functional expenses.** Add lines 1 through 24f | 19,029,444 | 16,066,333 | 1,961,694 | 1,001,417 |
| 26 **Joint Costs.** Check ☑ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

## Part X Balance Sheet

| | | | | (A) Beginning of year | | (B) End of year |
|---|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | | 0 | 1 | 0 |
| | 2 | Savings and temporary cash investments | | 8,946,447 | 2 | 15,439,574 |
| | 3 | Pledges and grants receivable, net | | 8,130,837 | 3 | 6,127,116 |
| | 4 | Accounts receivable, net | | 294,126 | 4 | 180,301 |
| | 5 | Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L* | | 26,876 | 5 | 15,710 |
| | 6 | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) *Complete Part II of Schedule L* | | | 6 | |
| | 7 | Notes and loans receivable, net | | | 7 | |
| | 8 | Inventories for sale or use | | | 8 | |
| | 9 | Prepaid expenses and deferred charges | | 718,741 | 9 | 616,893 |
| | 10a | Land, buildings, and equipment cost basis | 10a 23,551,509 | | | |
| | b | Less accumulated depreciation *Complete Part VI of Schedule D* | 10b 8,411,203 | 13,415,161 | 10c | 15,140,306 |
| | 11 | Investments—publicly traded securities | | 55,198,186 | 11 | 42,151,605 |
| | 12 | Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D* | | | 12 | |
| | 13 | Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D* | | | 13 | |
| | 14 | Intangible assets | | | 14 | |
| | 15 | Other assets See Part IV, line 11 *Complete Part IX of Schedule D* | | | 15 | |
| | 16 | **Total assets.** *Add lines 1 through 15 (must equal line 34)* | | 86,730,374 | 16 | 79,671,505 |
| Liabilities | 17 | Accounts payable and accrued expenses | | 698,391 | 17 | 729,826 |
| | 18 | Grants payable | | | 18 | |
| | 19 | Deferred revenue | | 3,162,541 | 19 | 3,089,646 |
| | 20 | Tax-exempt bond liabilities | | | 20 | |
| | 21 | Escrow account liability *Complete Part IV of Schedule D* | | | 21 | |
| | 22 | Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L* | | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | 5,293,140 | 23 | 5,293,140 |
| | 24 | Unsecured notes and loans payable | | | 24 | |
| | 25 | Other liabilities *Complete Part X of Schedule D* | | 1,000,000 | 25 | 1,000,000 |
| | 26 | **Total liabilities.** *Add lines 17 through 25* | | 10,154,072 | 26 | 10,112,612 |
| Net Assets or Fund Balances | | **Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.** | | | | |
| | 27 | Unrestricted net assets | | 37,606,217 | 27 | 31,036,402 |
| | 28 | Temporarily restricted net assets | | 3,591,420 | 28 | 3,066,038 |
| | 29 | Permanently restricted net assets | | 35,378,665 | 29 | 35,456,453 |
| | | **Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.** | | | | |
| | 30 | Capital stock or trust principal, or current funds | | | 30 | |
| | 31 | Paid-in or capital surplus, or land, building or equipment fund | | | 31 | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | | 32 | |
| | 33 | Total net assets or fund balances | | 76,576,302 | 33 | 69,558,893 |
| | 34 | Total liabilities and net assets/fund balances | | 86,730,374 | 34 | 79,671,505 |

## Part XI Financial Statements and Reporting

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1 | Accounting method used to prepare the Form 990 ☐ cash ☑ accrual ☐ other | | | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | 2a | | | No |
| b | Were the organization's financial statements audited by an independent accountant? | 2b | | | No |
| c | If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? | 2c | | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | 3a | | | No |
| b | If "Yes," did the organization undergo the required audit or audits? | 3b | | | |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

# SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

## Public Charity Status and Public Support

**To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.**
**Attach to Form 990 or Form 990-EZ. See separate instructions.**

OMB No 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization**
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

## Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only **one** organization )

1 ☐ A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i).**

2 ☐ A school described in **Section 170(b)(1)(A)(ii).** (Attach Schedule E )

3 ☐ A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii).** (Attach Schedule H )

4 ☐ A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv).** (Complete Part II )

6 ☐ A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II )

8 ☐ A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II )

9 ☐ An organization that normally receives (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2).** (Complete Part III )

10 ☐ An organization organized and operated exclusively to test for public safety See **Section 509(a)(4).** (See instructions )

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

**a** ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally Integrated **d** ☐ Type III - Other

**e** ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

**f** If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

**g** Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

**h** Provide the following information about the organizations the organization supports

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

**Part II** **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

## Public Support

| Calendar year (or fiscal year beginning in) | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|---|---|---|---|---|---|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ") | 6,318,831 | 6,502,475 | 6,647,728 | 7,501,037 | 7,291,874 | 34,261,945 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 **Total.** Add line 1-3 | 6,318,831 | 6,502,475 | 6,647,728 | 7,501,037 | 7,291,874 | 34,261,945 |
| 5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f) | | | | | | 2,922,518 |
| 6 **Public Support** subtract line 5 from line 4 | | | | | | 31,339,427 |

## Total Support

| Calendar year (or fiscal year beginning in) | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|---|---|---|---|---|---|
| 7 Amounts from line 4 | 6,318,831 | 1,460,352 | 6,647,728 | 7,501,037 | 7,291,874 | 34,261,945 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 1,271,168 | 1,460,352 | 1,936,271 | 1,918,608 | 1,767,115 | 8,353,514 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV ) | 908,531 | 865,351 | 1,031,046 | 1,557,745 | 1,396,409 | 5,759,082 |
| 11 **Total Support** (Add lines 7 through 10) | | | | | | 48,374,541 |

| | | | |
|---|---|---|---|
| 12 | Gross receipts from related activities, etc (See instructions ) | 12 | 38,351,708 |

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

## Computation of Public Support Percentage

| | | | |
|---|---|---|---|
| 14 | Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f)) | 14 | **64.785 %** |
| 15 | Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f | 15 | **62.647 %** |

16a **33 1/3% Test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☑

b **33 1/3% Test - 2007.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

17a **10% Facts and Circumstances Test - 2008.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

b **10% Facts and Circumstances Test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

18 **Private Foundation.** If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ☐

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

(Complete only if you checked the box on line 9 of Part I.)

### Section A. Public Support

| Calendar year (or fiscal year beginning in) | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|---|---|---|---|---|---|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 **Total** Add lines 1-5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000 | | | | | | |
| c Total of lines 7a and 7b | | | | | | |
| 8 **Public Support** (Substract line 7c from line 6) | | | | | | |

### Total Support

| Calendar year (or fiscal year beginning in) | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|---|---|---|---|---|---|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV ) | | | | | | |
| 13 **Total Support** (Add lines 9, 10c, 11 and 12) | | | | | | |

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

### Computation of Public Support Percentage

| | | |
|---|---|---|
| 15 | Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f)) | 15 |
| 16 | Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g | 16 |

### Computation of Investment Income Percentage

| | | |
|---|---|---|
| 17 | Investment Income Percentage for **2008** (line 10c column (f) divided by line 13 column (f)) | 17 |
| 18 | Investment Income Percentage from **2007** Schedule A, Part IV-A, line 27h | 18 |

19a **33 1/3% Tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

b **33 1/3% Tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

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

**Part IV** **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide and any other additional information. (see instructions)

| Facts and Circumstances Test |
| --- |
| |

## Additional Data

**Software ID:**
**Software Version:**
**EIN:** 74-1394920
**Name:** HOUSTON BALLET FOUNDATION

### Form 990, Part VII - Section Aaa

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MR CECIL ARNIM III , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS WM ANDERSON JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ISAAC ARNOLD JR , MEMBERS AT LARGE | 1 0 | X | | X | | | | | | |
| MAIDA ASOFSKY , TRUSTEE | 0 0 | X | | | | | | | | |
| MR PHILIP BAHR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS LORNE BAIN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ARTHUR BAIRD , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS A L BALLARD , TRUSTEE | 0 0 | X | | | | | | | | |
| MR JOHN BASS , VICE PRESIDENT - INSTITUTIONAL | 2 0 | X | | X | | | | | | |
| MRS DIANE BAZELIDES , TRUSTEE | 0 0 | X | | | | | | | | |
| MR GARY BEAUCHAMP , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ROBERT BLAKELY III , MEMBER-AT-LARGE | 1 0 | X | | X | | | | | | |
| MR PRESTON BOLTON , FOUNDING TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MARY BOTKIN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS DANIEL BREEN , TRUSTEE | 0 0 | X | | | | | | | | |
| MR IRA BROWN , TRUSTEE | 0 0 | X | | | | | | | | |
| MR WILLIAM BRUNGER , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS J PATRICK BURK , MEMBER-AT-LARGE | 1 0 | X | | X | | | | | | |
| MR RICHARD BURLESON , TRUSTEE | 0 0 | X | | | | | | | | |
| MR WINN CARTER , TRUSTEE | 0 0 | X | | | | | | | | |
| MR S WARD CASSCELLS III , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ROBERT CAVNAR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ALBERT CHAO , TRUSTEE | 0 0 | X | | | | | | | | |
| MR JAMES CROWNOVER , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS HARRY CULLEN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS HARRY CULLEN JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS R BRUCE DESKIN , TRUSTEE | 0 0 | X | | | | | | | | |
| MR SAMUEL DODSON III , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS PAMELA EARTHMAN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS DONALD ERSKINE , MEMBER-AT-LARGE/ HB GUILD PRES | 1 0 | X | | X | | | | | | |

**Form 990, Part VII - Section Aaa**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MRS RICHARD FANT , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS DIANE LOKEY FARB , TRUSTEE | 0 0 | X | | | | | | | | |
| MR J PHILIP FERGUSON , TRUSTEE | 0 0 | X | | | | | | | | |
| LINDA FINGER , TRUSTEE | 0 0 | X | | | | | | | | |
| MR MARK FLAGG , VICE PRESIDENT - INVESTMENTS | 2 0 | X | | X | | | | | | |
| HON CHARLES FOSTER , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MICHAEL FRAZIER , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JAMES FURR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS BARRY GALT , TRUSTEE | 0 0 | X | | | | | | | | |
| DR JERRY GAUTHIER , TRUSTEE | 0 0 | X | | | | | | | | |
| MR MITCHELL GEORGE , MEMBERS AT LARGE | 1 0 | X | | X | | | | | | |
| MRS H LEE GODFREY , VICE PRESIDENT - MARKETING | 1 0 | X | | X | | | | | | |
| MRS DONALD GRAUBART , MEMBER-AT-LARGE | 1 0 | X | | X | | | | | | |
| MR JOSEPH HAFNER JR , CHAIRMAN | 3 0 | X | | X | | | | | | |
| MRS HENRY HAMMAN , TRUSTEE | 0 0 | X | | | | | | | | |
| MS KAREN HARTNETT , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS THEODORE HAYWOOD , TRUSTEE | 0 0 | X | | | | | | | | |
| MR WILLIAM HILL , TRUSTEE | 0 0 | X | | | | | | | | |
| MR ALEX HOWARD , TRUSTEE | 0 0 | X | | | | | | | | |
| MR BRIAN HUGHES , MEMBER-AT-LARGE | 1 0 | X | | X | | | | | | |
| MS DODIE OTEY JACKSON , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS TODD JOHNSON , TRUSTEE | 0 0 | X | | | | | | | | |
| MR JESSE JONES II , CHAIRMAN | 0 0 | X | | | | | | | | |
| MR JAMES JORDAN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS RUSSELL JOSEPH , MEMBER AT LARGE | 1 0 | X | | X | | | | | | |
| MRS NEIL KELLEY , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS WILLIAM KILROY , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JOHN KIRKLAND , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JAY KOLB , VICE PRESIDENT - ACADEMY | 1 0 | X | | X | | | | | | |
| MS MELANIE LAWSON , TRUSTEE | 0 0 | X | | | | | | | | |

**Form 990, Part VII - Section Aaa**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MRS RONALD LEE JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MR E DANIEL LEIGHTMAN , MEMBER AT LARGE | 1 0 | X | | X | | | | | | |
| MR EUGENE LOVELAND , TRUSTEE | 0 0 | X | | | | | | | | |
| MS LETICIA LOYA , MEMBER-AT-LARGE | 1 0 | X | | X | | | | | | |
| MRS HARRY MACH , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS STEVEN MACH , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MICHAEL MANN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MELANIE MARGOLIS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS HENRY MAY JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS J LUKE MCCONN III , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JOSEPH MCCORD , TRUSTEE | 0 0 | X | | | | | | | | |
| MR RICHARD MCGEE , PRESIDENT | 4 0 | X | | X | | | | | | |
| MR CHRISTOPHER MILLER , MEMBER AT LARGE | 1 0 | X | | X | | | | | | |
| MR GEORGE MITCHELL , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MICHAEL MITHOFF , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS RICHARD MITHOFF , TRUSTEE | 0 0 | X | | | | | | | | |
| MARSHA MONTEMAYOR , TRUSTEE | 0 0 | X | | | | | | | | |
| MS NANCY POWELL MOORE , TRUSTEE | 0 0 | X | | | | | | | | |
| MR WILLIAM MORRIS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ROBERT MOSBACHER SR , MEMBER AT LARGE | 1 0 | X | | X | | | | | | |
| MRS BRYAN MUECKE , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS TASSIE NICANDROS , TRUSTEE | 0 0 | X | | | | | | | | |
| MR JAMES NICKLOS , TRUSTEE | 0 0 | X | | | | | | | | |
| MR CHARLES O' CONNELL , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS DEE OSBORNE , TRUSTEE | 0 0 | X | | | | | | | | |
| MS MARILYN OSHMAN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ALVIN OWSLEY JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MR TIMOTHY PERRY , TRUSTEE | 0 0 | X | | | | | | | | |
| MR FREDERICK PLAEGER , TRUSTEE | 0 0 | X | | | | | | | | |
| MS LORI PRIESS , TRUSTEE | 0 0 | X | | | | | | | | |

**Form 990, Part VII - Section Aaa**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MRS NATASHA RAWSON , FOUNDING TRUSTEE | 0 0 | X | | | | | | | | |
| MRS HARRY REASONER , TRUSTEE | 0 0 | X | | | | | | | | |
| MS MARTHA ROCKS , TRUSTEE | 0 0 | X | | | | | | | | |
| MS JUANITA ROMANS , TRUSTEE | 0 0 | X | | | | | | | | |
| MR FAYEZ SAROFIM , TRUSTEE | 0 0 | X | | | | | | | | |
| MS LOUISA STUDE SAROFIM , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS THOMAS SCOTT , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS KIRBY SHANKS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS LANCE SMITH , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS STEPHANIE SMITHER , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JOHN SPALDING , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS J ABBOTT SPRAGUE , TRUSTEE | 0 0 | X | | | | | | | | |
| MR KARL STERN , VICE PRESIDENT - FINANCE | 2 0 | X | | X | | | | | | |
| MS JANET SWIKARD , TRUSTEE | 0 0 | X | | | | | | | | |
| MR NICHOLAS SWYKA , TRUSTEE | 0 0 | X | | | | | | | | |
| MS JENNIE SZETO , TRUSTEE | 0 0 | X | | | | | | | | |
| MS CAROL TAG , VICE PRESIDENT-TRUSTEE DEV | 1 0 | X | | X | | | | | | |
| MRS BECCA CASON THRASH , TRUSTEE | 0 0 | X | | | | | | | | |
| MS ANN TRAMMELL , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS STEPHEN TRAUBER , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS ROBERT TUDOR III , VICE-PRESIDENT-SPECIAL EVENTS | 1 0 | X | | X | | | | | | |
| MRS RUDY WILDENSTEIN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MARGARET ALKEK WILLIAMS , SECRETARY | 1 0 | X | | X | | | | | | |
| MRS OSCAR WYATT JR , MEMBER AT LARGE | 1 0 | X | | X | | | | | | |
| MRS F T BARR , TRUSTEE | 0 0 | X | | | | | | | | |
| DR MARC BOOM , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JAMES CROWNOVER , TRUSTEE | 0 0 | X | | | | | | | | |
| DR KELLI COHEN FEIN , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS RICHARD FINGER , TRUSTEE | 0 0 | X | | | | | | | | |
| MR MICHAEL HAFNER , TRUSTEE | 0 0 | X | | | | | | | | |

**Form 990, Part VII - Section Aaa**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual Trustee or Director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MR CHRIS KAITSON , TRUSTEE | 0 0 | X | | | | | | | | |
| MR LEON KINLOCH , TRUSTEE | 0 0 | X | | | | | | | | |
| MR MICHAEL KRACH JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS MELVIN PAYNE , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS JOHN SCHILLER JR , TRUSTEE | 0 0 | X | | | | | | | | |
| MR HASTING STEWART , TRUSTEE | 0 0 | X | | | | | | | | |
| MS RANDA DUNCAN WILLIAMS , TRUSTEE | 0 0 | X | | | | | | | | |
| MR DAVID PINCUS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS M S STUDE , MEMBER AT LARGE | 0 0 | X | | | | | | | | |
| MRS MARGARET ALKEK WILLIAMS , SECRETARY | 1 0 | X | | X | | | | | | |
| MS S SHAWN STEPHENS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS J TIM ARNOULT , MEMBER AT LARGE | 1 0 | X | | X | | | | | | |
| MR DANIEL MCCLURE , MEMBER-AT-LARGE | 1 0 | X | | X | | | | | | |
| MRS FRANK DELAPE , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS TERESA LAZZERI MAINES , TRUSTEE | 0 0 | X | | | | | | | | |
| MR BRADLEY MARKS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS DONALD MURPHY , TRUSTEE | 0 0 | X | | | | | | | | |
| MR GENE OSHMAN , TRUSTEE | 0 0 | X | | | | | | | | |
| ELISA STUDE PYE , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS CARROLL ROBERTSON RAY , TRUSTEE | 0 0 | X | | | | | | | | |
| MS RITA WALKER , TRUSTEE & GUILD TREASURER | 0 0 | X | | | | | | | | |
| MR MARCUS WATTS , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS CAROLINE BAKER HURLEY , TRUSTEE | 0 0 | X | | | | | | | | |
| MRS IRA BROWN , TRUSTEE | 0 0 | X | | | | | | | | |
| STANTON WELCH , ARTISTIC DIRECTOR | 45 0 | | | X | | X | | 187,705 | 0 | 14,590 |
| CECIL C CONNER JR , MANAGING DIRECTOR | 45 0 | | | X | | X | | 172,740 | 0 | 14,117 |
| CHERYL LYNN ZANE , FINANCE DIRECTOR | 45 0 | | | X | | | | 95,981 | 0 | 10,279 |
| ERMANNO FLORIO , MUSIC DIRECTOR | 20 0 | | | | | X | | 106,786 | 0 | 10,819 |

**Form 990, Part III, Line 1 - Briefly describe the organization's mission:**

To inspire a lasting love and appreciation for dance through artistic excellence, exhilarating performances, innovative choreography, and superb educational programs. The organization maintains a company of professional dancers and orchestra that gives performances in Houston, TX, on tour nationally and internationally throughout the year and maintains an academy that provides dance education.

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

**SCHEDULE D** (Form 990)

Department of the Treasury
Internal Revenue Service

# Supplemental Financial Statements

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization**
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

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

| | | (a) Donor advised funds | (b) Funds and other accounts |
|---|---|---|---|
| 1 | Total number at end of year | | |
| 2 | Aggregate Contributions to (during year) | | |
| 3 | Aggregate Grants from (during year) | | |
| 4 | Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

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

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

☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of certified historic structure
☐ Preservation of open space

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

| | | | Held at the End of the Year |
|---|---|---|---|
| a | Total number of conservation easements | 2a | |
| b | Total acreage restricted by conservation easements | 2b | |
| c | Number of conservation easements on a certified historic structure included in (a) | 2c | |
| d | Number of conservation easements included in (c) acquired after 8/17/06 | 2d | |

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

## Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ $

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

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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

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

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

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

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

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

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

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

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

| | (a) Current Year | (b) Prior Year | (c) Two Years Back | (d) Three Years Back | (e) Four Years Back |
|---|---|---|---|---|---|
| 1a Beginning of year balance | 55,961,173 | | | | |
| b Contributions | 77,788 | | | | |
| c Investment earnings or losses | -11,524,849 | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 1,401,562 | | | | |
| f Administrative expenses | 127,464 | | | | |
| g End of year balance | 42,985,086 | | | | |

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 17 5 %
- b Permanent endowment ▶ 82 5 %
- c Term endowment ▶

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

| | | Yes | No |
|---|---|---|---|
| (i) unrelated organizations | 3a(i) | | No |
| (ii) related organizations | 3a(ii) | | No |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | | |

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

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Depreciation | (d) Book value |
|---|---|---|---|---|
| 1a Land | 0 | 9,207,209 | | 9,207,209 |
| b Buildings | | 7,036,817 | 2,516,415 | 4,520,402 |
| c Leasehold improvements | | 1,265,597 | 758,189 | 507,408 |
| d Equipment | | 1,729,557 | 1,316,744 | 412,813 |
| e Other | | 4,312,329 | 3,819,855 | 492,474 |
| **Total.** Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶ | | | | 15,140,306 |

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

| (a) Description of security or cateory (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|---|---|
| Financial derivatives and other financial products | | |
| Closely-held equity interests | | |
| Other | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 12 )* ▶ | | |

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

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 13 )* ▶ | | |

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

| (a) Description | (b) Book value |
|---|---|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶ | |

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

| (a) Description of Liability | (b) Amount |
|---|---|
| Federal Income Taxes | |
| OTHER NOTE PAYABLE | 1,000,000 |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 25 )* ▶ | 1,000,000 |

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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

| | | | |
|---|---|---|---|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 23,962,621 |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 19,029,444 |
| 3 | Excess or (deficit) for the year Subtract line 2 from line 1 | 3 | 4,933,177 |
| 4 | Net unrealized gains (losses) on investments | 4 | -11,950,586 |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | |
| 9 | Total adjustments (net) Add lines 4 - 8 | 9 | -11,950,586 |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | -7,017,409 |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Total revenue, gains, and other support per audited financial statements | | | 1 | 14,399,447 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | | | |
| a | Net unrealized gains on investments | 2a | -11,950,586 | | |
| b | Donated services and use of facilities | 2b | 314,567 | | |
| c | Recoveries of prior year grants | 2c | | | |
| d | Other (Describe in Part XIV) | 2d | | | |
| e | Add lines **2a** through **2d** | | | 2e | -11,636,019 |
| 3 | Subtract line **2e** from line **1** | | | 3 | 26,035,466 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line **1** | | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | | |
| b | Other (Describe in Part XIV) | 4b | -2,072,845 | | |
| c | Add lines **4a** and **4b** | | | 4c | -2,072,845 |
| 5 | Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12 ) | | | 5 | 23,962,621 |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Total expenses and losses per audited financial statements | | | 1 | 21,416,856 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | | | |
| a | Donated services and use of facilities | 2a | 314,567 | | |
| b | Prior year adjustments | 2b | | | |
| c | Losses reported on Form 990, Part IX, line 25 | 2c | | | |
| d | Other (Describe in Part XIV) | 2d | | | |
| e | Add lines **2a** through **2d** | | | 2e | 314,567 |
| 3 | Subtract line **2e** from line **1** | | | 3 | 21,102,289 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line **1:** | | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | | |
| b | Other (Describe in Part XIV) | 4b | -2,072,845 | | |
| c | Add lines **4a** and **4b** | | | 4c | -2,072,845 |
| 5 | Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18 ) | | | 5 | 19,029,444 |

## Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

| Identifier | Return Reference | Explanation |
|---|---|---|
| Part XII, line 4b, Other | | Expenses of consolidated entity (Houston Ballet Guild, Inc ) in the amount of ($2,203,896) are net with contributed income for tax return presentation and Souvenir expenses in the amount of $131,051 are not shown as net with other miscellaneous revenue for tax return presentation Total other amounts included on Form 990, Part VIII, line 12, but not on line 1 is ($2,072,845) |
| Part XIII, line 4b, Other | | Expenses of consolidated entity (Houston Ballet Guild, Inc ) in the amount of ($2,203,896) are net with contributed income for tax return presentation and Souvenir expenses in the amount of $131,051 are not shown as net with other miscellaneous revenue for tax return presentation Total other amounts included on Form 990, Part IX, line 25, but not on line 1 is ($2,072,845) |
| Part V, Line 4 | | Houston Ballet Foundation uses endowment funds to guarantee future financial security of the Foundation Endowment funds are invested to provide the Foundation with long-term growth consistent with the preservation of capital and the annual budget requirement within the withdrawal limitations established by the Board of Trustees of the Foundation |
| | | |
| | | |
| | | |
| | | |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

# Statement of Activities Outside the United States

▶ Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance . . . . . ☐ Yes ☑ No

2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activites per Region (Use Schedule F-1 (Form 990) if additional space is needed )

| (a) Region | (b) Number of offices in the region | (c) Number of employees or agents in region | (d) Activities conducted in region (by type) (i e , fundraising, program services, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures in region |
|---|---|---|---|---|---|
| Europe (Including Iceland and Greenland) | | | Program Services | tour performances | 167,973 |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| **Totals** . . . . ▶ | | | | | 167,973 |

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . . ▶ ☐
Use Schedule F-1 if additional space is needed.

| 1 (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ▶ _____

3 Enter total number of other organizations or entities . . . . . ▶

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

**Part IV Supplemental Information**

Complete this part to provide the information required in Part I, line 2, and any other additional information.

| Identifier | ReturnReference | Explanation |
|---|---|---|
| PART 1, LINE 3, COLUMN (F) | | EXPENDITURES ARE REPORTED BASED ON AN ACCRUAL BASIS |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

**Additional Data**

Return to Form

**Software ID:**
**Software Version:**
**EIN:** 74-1394920
**Name:** HOUSTON BALLET FOUNDATION

**Form 990 Schedule F Part II - Grants and Other Assistance to Organizations or Entities Outside The United States**

| (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|---|---|---|---|---|---|---|---|---|

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

**SCHEDULE G (Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

# Supplemental Information Regarding Fundraising or Gaming Activities

▶ **Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than $15,000 on Form 990-EZ, line 6a.**

OMB No 1545-0047

**2008**

**Open to Public Inspection**

Name of the organization
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

**1** Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☑ Mail solicitations
- **b** ☑ Email solicitations
- **c** ☑ Phone solicitations
- **d** ☑ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☑ Solicitation of government grants
- **g** ☑ Special fundraising events

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☑ **Yes** ☐ **No**

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

| **(i)** Name of individual or entity (fundraiser) | **(ii)** Activity | **(iii)** Did fundraiser have custody or control of contributions? **Yes** | **No** | **(iv)** Gross receipts from activity | **(v)** Amount paid to (or retained by) fundraiser listed in col **(i)** | **(vi)** Amount paid to (or retained by) organization |
|---|---|---|---|---|---|---|
| DCM | telefunding consulting | | No | 184,869 | 118,266 | 66,603 |
| Alexander Haas Martin Ptrs | CAMPAIGN CONSULTING | | No | 881,408 | 120,000 | 761,408 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| **Total** ▶ | | | | | | |

**3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

TX

**Part II** **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

| | | (a) Event #1 (event type) | (b) Event #2 (event type) | (c) Other Events (total number) | (d) Total Events (Add col (a) through col (c)) |
|---|---|---|---|---|---|
| Revenue | 1 Gross receipts | | | | |
| | 2 Less Charitable contributions | | | | |
| | 3 Gross revenue (line 1 minus line 2) | | | | |
| Direct Expenses | 4 Cash Prizes | | | | |
| | 5 Non-cash Prizes | | | | |
| | 6 Rent/Facility costs | | | | |
| | 7 Other direct expenses | | | | |
| | 8 Direct expense summary Add lines 4 through 7 in column (d) ▶ | | | | |
| | 9 Net income summary Combine lines 3 and 8 in column (d) ▶ | | | | |

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

| | | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (Add col (a) through col (c)) |
|---|---|---|---|---|---|
| Revenue | 1 Gross revenue | | | | |
| Direct Expenses | 2 Cash prizes | | | | |
| | 3 Non-cash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| | 6 Volunteer labor | ☐ Yes ____ % ☐ No | ☐ Yes ____ % ☐ No | ☐ Yes ____ % ☐ No | |
| | 7 Direct expense summary Add lines 2 through 5 in column (d) ▶ | | | | |
| | 8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶ | | | | |

| | | | Yes | No |
|---|---|---|---|---|
| 9 | Enter the state(s) in which the organization operates gaming activities ____ | | | |
| a | Is the organization licensed to operate gaming activities in each of these states? | 9a | | |
| b | If "No," Explain | | | |
| 10a | Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? | 10a | | |
| b | If "Yes," Explain | | | |
| 11 | Does the organization operate gaming activities with nonmembers? | 11 | | |
| 12 | Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? | 12 | | |

| | | Yes | No |
|---|---|---|---|
| **13** | Indicate the percentage of gaming activity operated in | | |
| **a** | The organization's facility . . . . . **13a** | | |
| **b** | An outside facility . . . . . **13b** | | |
| **14** | Provide the name and address of the person who prepares the organization's gaming/special events books and records | | |
| | Name ▶ _____ | | |
| | Address ▶ _____ | | |
| **15a** | Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . **15a** | | |
| **b** | If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ | | |
| **c** | If "Yes," enter name and address | | |
| | Name ▶ _____ | | |
| | Address ▶ _____ | | |
| **16** | Gaming manager information | | |
| | Name ▶ _____ | | |
| | Gaming manager compensation ▶ $ _____ | | |
| | Description of services provided ▶ _____ | | |
| | ☐ Director/officer ☐ Employee ☐ Independent contractor | | |
| **17** | Mandatory distributions | | |
| **a** | Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . **17a** | | |
| **b** | Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $ | | |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

**Schedule J** (Form 990)

Department of the Treasury
Internal Revenue Service

# Compensation Information

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.**

OMB No 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization**
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

## Part I Questions Regarding Compensation

| | | | Yes | No |
|---|---|---|---|---|
| **1a** | Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items<br>☐ First class or charter travel ☐ Housing allowance or residence for personal use<br>☐ Travel for companions ☐ Payments for business use of personal residence<br>☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees<br>☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef) | | | |
| **b** | If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain | **1b** | | |
| **2** | Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? | **2** | | |
| **3** | Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply<br>☐ Compensation committee ☑ Written employment contract<br>☐ Independent compensation consultant ☑ Compensation survey or study<br>☑ Form 990 of other organizations ☑ Approval by the board or compensation committee | | | |
| **4** | During the year, did any person listed in Form 990, Part VII, Section A, line 1a | | | |
| **a** | Receive a severance payment or change of control payment? | **4a** | | No |
| **b** | Participate in, or receive payment from, a supplemental nonqualified retirement plan? | **4b** | | No |
| **c** | Participate in, or receive payment from, an equity-based compensation arrangement? | **4c** | | No |
| | If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III | | | |
| | **501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.** | | | |
| **5** | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of | | | |
| **a** | The organization? | **5a** | | No |
| **b** | Any related organization? | **5b** | | No |
| | If "Yes," to line 5a or 5b, describe in Part III | | | |
| **6** | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of | | | |
| **a** | The organization? | **6a** | | No |
| **b** | Any related organization? | **6b** | | No |
| | If "Yes," to line 6a or 6b, describe in Part III | | | |
| **7** | For persons listed in form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | **7** | | No |
| **8** | Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III | **8** | | No |

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---|---|---|---|---|---|---|---|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other compensation | | | | |
| STANTON WELCH | (i) | 182,205 | 0 | 5,500 | 0 | 14,590 | 202,295 | 88,188 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| CECIL C CONNER JR | (i) | 172,740 | 0 | 0 | 0 | 14,117 | 186,857 | 87,502 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

## Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

| Identifier | Return Reference | Explanation |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

**Schedule L** (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

# Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38b or 40b.

OMB No 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization**
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

## Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

| 1 | (a) Name of disqualified person | (b) Description of transaction | (c) Corrected? Yes | No |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

## Part II Loans to and/or From Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

| (a) Name of interested person and purpose | (b) Loan to or from the organization? To | From | (c) Original principal amount | (d) Balance due | (e) In default? Yes | No | (f) Approved by board or committee? Yes | No | (g) Written agreement? Yes | No |
|---|---|---|---|---|---|---|---|---|---|---|
| WORTHAM OPERATING CO EQUIPMENT PURCHASES | X | | 95,224 | 15,710 | | No | Yes | | Yes | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| Total . . . . . ▶ $ | | | | 15,710 | | | | | | |

## Part III Grants or Assistance Benefitting Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of grant or type of assistance |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

## Part IV Business Transactions Involving Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? Yes | No |
|---|---|---|---|---|---|
| MR JAMES FURR | SPOUSE- MRS FURR, TRUSTEE | 902,520 | ARCHITECTURAL SVS PD GENSLER H | | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

# Non-Cash Contributions

**To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990**

OMB No 1545-0047

**2008**

**Open to Public Inspection**

Name of the organization
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

## Part I Types of Property

| | | (a) Check if applicable | (b) Number of Contributions | (c) Revenues reported on Form 990, Part VIII, line 1g | (d) Method of determining revenues |
|---|---|---|---|---|---|
| 1 | Art—Works of art | | | | |
| 2 | Art—Historical treasures | | | | |
| 3 | Art—Fractional interests | | | | |
| 4 | Books and publications | | | | |
| 5 | Clothing and household goods | | | | |
| 6 | Cars and other vehicles | | | | |
| 7 | Boats and planes | | | | |
| 8 | Intellectual property | | | | |
| 9 | Securities—Publicly traded | X | 10 | 118,702 | MKT VAL DATE OF GIFT |
| 10 | Securities—Closely held stock | | | | |
| 11 | Securities—Partnership, LLC, or trust interests | | | | |
| 12 | Securities—Miscellaneous | | | | |
| 13 | Qualified conservation contribution (historic structures) | | | | |
| 14 | Qualified conservation contribution (other) | | | | |
| 15 | Real estate—Residential | | | | |
| 16 | Real estate—Commercial | | | | |
| 17 | Real estate—Other | | | | |
| 18 | Collectibles | | | | |
| 19 | Food inventory | | | | |
| 20 | Drugs and medical supplies | | | | |
| 21 | Taxidermy | | | | |
| 22 | Historical artifacts | | | | |
| 23 | Scientific specimens | | | | |
| 24 | Archeological artifacts | | | | |
| 25 | Other (describe _____) | | | | |
| 26 | Other (describe _____) | | | | |
| 27 | Other (describe _____) | | | | |
| 28 | Other (describe _____) | | | | |

| | | | |
|---|---|---|---|
| 29 | Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, *Part IV, Donee Acknowledgement* | 29 | 0 |

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

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

| Identifier | ReturnReference | Explanation |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

# SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

## Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

**2008**

Open to Public Inspection

**Name of the organization**
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

| Identifier | Return Reference | Explanation |
|---|---|---|
| RELATIONSHIPS | Part VI, Section A, Line 2 | THE FOLLOWING OFFICERS & DIRECTORS HAVE A BUSINESS RELATIONSHIP WITH HOUSTON BALLET FOUNDATION AND HOUSTON BALLET GUILD, INC (EIN 74-2129272) Mr Joseph Hafner, Jr Mr Richard McGee Ms Rita Walker Mrs Donald Erskine Mrs Arthur Baird The following Houston Ballet Guild officers have a relationship with a trustee or officer of the Houston Ballet Foundation, respectively Mr Joseph Hafner, Jr /Mr Michael Hafner-family relationship Mrs Evelyn Leightman/Mr E Daniel Leightman-family relationship Ms S Shawn Stephens/Mr James Jordan-family relationship THE FOLLOWING OFFICERS & DIRECTORS HAVE A FAMILY RELATIONSHIP WITH EACH OTHER Mr Ira Brown/Mrs Ira Brown Mr James Crownover/Mrs James Crownover Mrs Harry Cullen/Mrs Harry Cullen, Jr Mrs Harry Cullen/Mrs Joseph McCord Mrs Harry Cullen, Jr/Mrs Joseph McCord Mrs Harry Cullen, Jr/Mrs Pamela Earthman Linda K Finger/Mrs Richard finger Mr Joseph Hafner, Jr /Mr Michael Hafner Mrs Harry Mach/Mrs Steve Mach Mrs Richard Mithoff/Mrs Michael Mithoff Mrs Stephanie Smither/Mrs Todd Johnson Mrs M S Stude/Mrs Louisa Stude Sarofirm Mrs M S Stude/Elisa Stude Pye Mrs Margaret Alkek Williams/Ms Randa Duncan Williams |

| Identifier | Return Reference | Explanation |
|---|---|---|
| BOARD INFO | Part VI, Section A, Line 1a | The Board of Trustees delegates it authority to act on its behalf to the Executive Committee, which has broad authority to act on behalf of the Board of Trustees The Executive Committee consists of 25 people (Chairman, President, Secretary, Vice President-Academy, Vice President-Finance, Vice President-Investments, Vice President-Institutional Giving, Vice President-Marketing, Vice President-Special Events, Vice President-Trustee Development and 15 Members-at-Large, including the Houston Ballet Guild President) all of which are members of the Board of Trustees |

| Identifier | Return Reference | Explanation |
|---|---|---|
| VOTING AND AUTHORITY | Part VI, Section A, Line 6 | The Houston Ballet Foundation is an organization with members who meet annually and vote to elect the Board of Trustees The members do not exercise any management authority and do not receive any share of the organization's profits or a share of the organization's net assets upon the organization's dissolution |

| Identifier | Return Reference | Explanation |
|---|---|---|
| ANNUAL VOTING | Part VI Section A, Line 7a | The members of the Houston Ballet Foundation meet annually and vote to elect the Board of Trustees |

| Identifier | Return Reference | Explanation |
|---|---|---|
| REVIEW OF FORM 990 | Part VI Section A, Line 10 | The Trustees of the Board were provided electronic copies of the prepared Form 990 prior to its filing The Audit Committee and the Executive Committee reviewed the prepared Form 990 during their meetings in April and May |

| Identifier | Return Reference | Explanation |
|---|---|---|
| QUESTIONAIRE | Part VI, Section B, Line 12c | All Trustees of the Board are sent a questionaire annually that includes the name, title, date, and signature of each person reporting to disclose any interests that could give rise to conflicts |

| Identifier | Return Reference | Explanation |
|---|---|---|
| COMPENSATION | Part VI, Section B, Line 15a | Before hiring or extending the written employment contracts of either the Managing Director or the Artistic Director, the Executive Committee or a specially-formed Committee reviews data including, but not limited to, Form 990 of other organizations, compensation surveys, and employment contracts The Executive Committee approves the compensation of both the Managing Director and the Artistic Director |

| Identifier | Return Reference | Explanation |
|---|---|---|
| RESTRAINTS ON COMPENSATION | Part VI, Section B, Line 15b | Within budgetary constraints approved by the Executive Committee and after reviewing Form 990 of other organizations, compensation surveys and employment contracts, the Managing Director and/or the Artistic Director approve the compensation for officers of key employees of the Houston Ballet Foundation |

| Identifier | Return Reference | Explanation |
|---|---|---|
| AVAILABLE UPON REQUEST | Part VI, Section C, Line 18 and 19 | The 990 is available for public inspection upon request and through GuideStar online and a link to GuideStar is on the HBF website All governing documents, conflict of interest policy, etc are available upon request |

| Identifier | Return Reference | Explanation |
|---|---|---|
| NO HRS PER WEEK ESTIMATION | Part VII, Section A | Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors No estimate of hours per week to related organizations was made as no compensation is reported in Column E and F from any related organization |

| Identifier | Return Reference | Explanation |
|---|---|---|
| TRAVEL EXPENSE REIMBURSEMENT | Schedule G, Part I, Line 2b, Column (v) | Houston Ballet Foundation also reimbursed direct travel expenses of $2,648 incurred in connection with its fundraising agreement with Alexander, Haas, Martin & Partners |

| Identifier | Return Reference | Explanation |
|---|---|---|
| EXPLANATION OF ZERO HOURS PER WEEK | PART VII, SECTION A, COLUMN B | Trustees not serving on the Executive Committee may attend meetings of the Full Board of Trustees or meetings of other Committees, but the average weekly hours is less than 2 per week and are listed with NONE in Column B as a result |

| Identifier | Return Reference | Explanation |
|---|---|---|
| EXPLANATION OF COMBINED AUDIT REPORT | PART XI, QUESTION 2 | The Houston Ballet Foundation and the Houston Ballet Guild, Inc have a combined audit report Houston Ballet Foundation has an Audit Committee charged with responsibility for the oversight of the combined audited financial statements and the selection of an independent accountant |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493137023340

# SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

## Related Organizations and Unrelated Partnerships

▶ **Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.**
▶ **See separate instructions.**

OMB No 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization**
HOUSTON BALLET FOUNDATION

**Employer identification number**
74-1394920

## Part I Identification of Disregarded Entities

| (A) Name, address, and EIN of disregarded entity | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Total income | (E) End-of-year assets | (F) Direct controlling entity |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

## Part II Identification of Related Tax-Exempt Organizations

| (A) Name, address, and EIN of related organization | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Exempt Code section | (E) Public charity status (if section 501(c)(3)) | (F) Direct controlling entity |
|---|---|---|---|---|---|
| HOUSTON BALLET GUILD INC<br>1921 W BELL ST<br>HOUSTON, TX77019<br>74-2129272 | SUPPORT HBF | TX | 501(C)(3) | 11B-type II | |
| WORTHAM CENTER OPER CO INC<br>510 PRESTON STE 201<br>HOUSTON, TX77002<br>76-0205663 | SUPPORT HBF | TX | 501(c)(3) | 11c - III-F | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

## Part III Identification of Related Organizations Taxable as a Partnership

| (A) Name, address, and EIN of related organization | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Direct controlling entity | (E) Predominant income(related, investment, unrelated) | (F) Share of total income | (G) Share of end-of-year assets | (H) Disproprtionate allocations? Yes | (H) Disproprtionate allocations? No | (I) Code V—UBI amount on Box 20 of K-1 | (J) General or managing partner? Yes | (J) General or managing partner? No |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

## Part IV Identification of Related Organizations Taxable as a Corporation or Trust

| (A) Name, address, and EIN of related organization | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Direct controlling entity | (E) Type of entity (C corp, S corp, or trust) | (F) Share of total income | (G) Share of end-of-year assets | (H) Percentage ownership |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

## Part V Transactions with Related Organizations

**Note.** Complete line 1 if any entity is listed in Parts II, III or IV

| | | Yes | No |
|---|---|---|---|
| **1** | During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| **a** | Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity | **1a** | | **No** |
| **b** | Gift, grant, or capital contribution to other organization(s) | **1b** | | **No** |
| **c** | Gift, grant, or capital contribution from other organization(s) | **1c** | **Yes** | |
| **d** | Loans or loan guarantees to or for other organization(s) | **1d** | | **No** |
| **e** | Loans or loan guarantees by other organization(s) | **1e** | | |
| **f** | Sale of assets to other organization(s) | **1f** | | **No** |
| **g** | Purchase of assets from other organization(s) | **1g** | | **No** |
| **h** | Exchange of assets | **1h** | | **No** |
| **i** | Lease of facilities, equipment, or other assets to other organization(s) | **1i** | | **No** |
| **j** | Lease of facilities, equipment, or other assets from other organization(s) | **1j** | | **No** |
| **k** | Performance of services or membership or fundraising solicitations for other organization(s) | **1k** | | **No** |
| **l** | Performance of services or membership or fundraising solicitations by other organization(s) | **1l** | **Yes** | |
| **m** | Sharing of facilities, equipment, mailing lists, or other assets | **1m** | **Yes** | |
| **n** | Sharing of paid employees | **1n** | **Yes** | |
| **o** | Reimbursement paid to other organization for expenses | **1o** | | **No** |
| **p** | Reimbursement paid by other organization for expenses | **1p** | **Yes** | |
| **q** | Other transfer of cash or property to other organization(s) | **1q** | | **No** |
| **r** | Other transfer of cash or property from other organization(s) | **1r** | | **No** |

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| | **(A)** Name of other organization(s) | **(B)** Transaction type(a-r) | **(C)** Amount Involved |
|---|---|---|---|
| **(1)** | | | |
| **(2)** | | | |
| **(3)** | | | |
| **(4)** | | | |
| **(5)** | | | |
| **(6)** | | | |

## Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

| (A) Name, address, and EIN of entity | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Are all partners section 501(c)(3) organizations? | | (E) Share of end-of-year assets | (F) Disproprtionate allocations? | | (G) Code V—UBI amount on Box 20 of K-1 | (H) General or managing partner? | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Yes | No | | Yes | No | | Yes | No |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |