Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 10/01 **, 2008, and ending** 09/30 , 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE WORTHAM FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2727 ALLEN PARKWAY #1570

City or town, state, and ZIP code
HOUSTON, TX 77019-2125

A Employer identification number 74-1334356

B Telephone number (see page 10 of the instructions) (713) 526-8849

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 198,275,835.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	961,823.	961,823.		STMT 1
4	Dividends and interest from securities	3,380,865.	3,380,865.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-966,867.			
b	Gross sales price for all assets on line 6a 42,331,690.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	171,926.	171,926.		STMT 3
12	**Total.** Add lines 1 through 11	3,547,747.	4,514,614.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	120,282.	48,113.		72,169.
14	Other employee salaries and wages	284,202.	165,986.		118,216.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 4	2,645.	2,645.	NONE	NONE
b	Accounting fees (attach schedule) STMT 5	21,000.	21,000.	NONE	NONE
c	Other professional fees (attach schedule) STMT 6	531,897.	531,897.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) * *	54,139.	14,032.		3,107.
19	Depreciation (attach schedule) and depletion	11,140.			
20	Occupancy	87,901.	65,926.		21,975.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 8	79,947.	33,965.		45,982.
24	**Total operating and administrative expenses** Add lines 13 through 23	1,193,153.	883,564.	NONE	261,449.
25	Contributions, gifts, grants paid	8,444,000.			8,444,000.
26	**Total expenses and disbursements** Add lines 24 and 25	9,637,153.	883,564.	NONE	8,705,449.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-6,089,406.			
b	**Net investment income** (if negative, enter -0-)		3,631,050.		
c	**Adjusted net income** (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * * STMT 7

914-39

19

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	17,102,265.	1,467,165.	1,467,165.
	3	Accounts receivable ▶ 24,738.			
		Less allowance for doubtful accounts ▶		24,738.	24,738.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges STMT 9	75,849.	188,849.	188,849.
	10 a	Investments - U S and state government obligations (attach schedule)**	15,855,064.	27,577,738.	28,260,180.
	b	Investments - corporate stock (attach schedule) STMT 11	138,386,531.	138,603,942.	128,428,217.
	c	Investments - corporate bonds (attach schedule) STMT 12	43,782,022.	41,235,437.	39,770,371.
	11	Investments - land, buildings, and equipment basis ▶ 225,349.			
		Less accumulated depreciation (attach schedule) ▶ 225,349.			115,573.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 24,412.			
		Less accumulated depreciation (attach schedule) ▶ 4,376.	5,580.	20,036.	20,742.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	215,207,311.	209,117,905.	198,275,835.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	212,491,223.	215,207,311.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,716,088.	-6,089,406.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	215,207,311.	209,117,905.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	215,207,311.	209,117,905.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	215,207,311.
2	Enter amount from Part I, line 27a	2	-6,089,406.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	209,117,905.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	209,117,905.

**STMT 10

Part IV ` Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-966,867.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . . }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	10,388,210.	234,617,503.	0.044277
2006	12,156,504.	243,065,486.	0.050013
2005	10,246,052.	224,313,886.	0.045677
2004	10,961,032.	214,612,263.	0.051074
2003	10,658,151.	208,461,140.	0.051128

2	**Total** of line 1, column (d)	2	0.242169
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048434
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	175,097,689.
5	Multiply line 4 by line 3	5	8,480,681.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,311.
7	Add lines 5 and 6	7	8,516,992.
8	Enter qualifying distributions from Part XII, line 4	8	8,705,449.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	36,311.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	36,311.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	36,311.
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	224,949.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	224,949.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	188,638.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 188,638. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BARBARA J. SNYDER Telephone no ▶ 713-526-8849

Located at ▶ 2727 ALLEN PKWY #1570 HOUSTON, TX ZIP + 4 ▶ 77019-2125

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X (No)

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		120,282.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		284,202.	NONE	NONE

Total number of other employees paid over $50,000 . . . . ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 16		507,922.

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 22	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	169,152,493.
b	Average of monthly cash balances	1b	8,261,755.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	349,903.
d	**Total** (add lines 1a, b, and c)	1d	177,764,151.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	177,764,151.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	2,666,462.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	175,097,689.
6	**Minimum investment return.** Enter 5% of line 5	6	8,754,884.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	8,754,884.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	36,311.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	36,311.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	8,718,573.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	8,718,573.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	8,718,573.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,705,449.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,705,449.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	36,311.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,669,138.

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

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7					8,718,573.
2	Undistributed income, if any, as of the end of 2007					
a	Enter amount for 2007 only					
b	Total for prior years 20_____,20______,20______					
3	Excess distributions carryover, if any, to 2008					
a	From 2003					
b	From 2004	249,702.				
c	From 2005	NONE				
d	From 2006	353,366.				
e	From 2007					
f	**Total** of lines 3a through e		603,068.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 8,705,449.					
a	Applied to 2007, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2008 distributable amount					8,705,449.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		13,124.			13,124.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		589,944.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		589,944.			
10	Analysis of line 9					
a	Excess from 2004	236,578.				
b	Excess from 2005	NONE				
c	Excess from 2006	353,366.				
d	Excess from 2007					
e	Excess from 2008					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 17

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

SEE STATEMENT 17A

c Any submission deadlines

SEE STATEMENT 17A

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

SEE STATEMENT 17A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 18				
Total . . . . ▶ **3a**				8,444,000.
b *Approved for future payment* SEE STATEMENT 19				
Total . . . . ▶ **3b**				14,615,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	961,823.	
4 Dividends and interest from securities			14	3,380,865.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	46,229.	
8 Gain or (loss) from sales of assets other than inventory			18	-966,867.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 20				125,697.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,547,747.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 3,547,747.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

BRADY F CARRUTH

Signature of officer or trustee | Date 8/13/10 | Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature Deidre A. Scinta | Date 08/13/2010 | Check if self-employed ☒ | Preparer's identifying number (See **Signature** on page 30 of the instructions) P00524632

Firm's name (or yours if self-employed), address, and ZIP code
DEIDRE A SCINTA
2727 ALLEN PARKWAY, STE 1580
HOUSTON, TX 77019-2125

EIN ▶ 74-2150162

Phone no 713-526-3366

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE SCHEDULE D-4 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
42340178.		43307045.					-966,867.	
TOTAL GAIN(LOSS)		....					---------- -966,867. ==========	

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009 SCHEDULE D-1
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Sale	Date of Purchase	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
ABSOLUTE RETURN OFFSHORE-LTD	3783 141 u	03/31/2009	05/27/2005	3,375,000 00	3,836,208 46	(461,208 46)
ABSOLUTE RETURN OFFSHORE-LTD	3594 661 u	06/30/2009	05/27/2005	3,375,000 00	3,994,685 54	(619,685 54)
AT&T	legal settlement	05/29/2009	01/01/2006	396 58		396 58
CATALINA MARKETING CORP	legal settlement	04/30/2009	01/01/2006	784 98		784 98
EL PASO CORP	legal settlement	04/30/2009	01/01/2006	608 99		608 99
FED HOME LOAN BANK-3 375%-10/20/10	$750,000	12/18/2008	10/10/2008	775,492 50	754,575 00	20,917 50
FED HOME LOAN BANK-5%-9/18/09	$500,000	09/18/2009	09/07/2006	500,000 00	500,000 00	
FHLMC-5 25%-10/06/11	$480,000	10/06/2008	11/28/2006	480,000 00	480,000 00	
FHLMC-5 3%-1/09/12	$1,685,000	11/13/2008	04/20/2007	1,693,930 50	1,684,590 32	9,340 18
FHLMC-5 5%-8/20/12	$1,000,000	01/12/2009	06/14/2007	1,123,540 00	999,286 00	124,254 00
FHLMC POOL-6%-3/01/11	$3,042 40	10/15/2008	02/29/96	3,042 40	3,021 20	21 20
FHLMC POOL-6%-3/01/11	$2,592 39	11/17/2008	02/29/96	2,592 39	2,574 33	18 06
FHLMC POOL-6%-3/01/11	$3,151 93	12/15/2008	02/29/96	3,151 93	3,129 97	21 96
FHLMC POOL-6%-3/01/11	$2,139 35	01/15/2009	02/29/96	2,139 35	2,124 45	14 90
FHLMC POOL-6%-3/01/11	$2,797 27	02/17/2009	02/29/96	2,797 27	2,777 79	19 48
FHLMC POOL-6%-3/01/11	$2,370 67	03/16/2009	02/29/96	2,370 67	2,354 16	16 51
FHLMC POOL-6%-3/01/11	$3,427 81	04/15/2009	02/29/96	3,427 81	3,403 94	23 87
FHLMC POOL-6%-3/01/11	$2,773 58	05/15/2009	02/29/96	2,773 58	2,754 27	19 31
FHLMC POOL-6%-3/01/11	$2,489 28	06/15/2009	02/29/96	2,489 28	2,471 95	17 33
FHLMC POOL-6%-3/01/11	$1,854 49	07/15/2009	02/29/96	1,854.49	1,841 58	12 91
FHLMC POOL-6%-3/01/11	$2,101 23	08/17/2009	02/29/96	2,101 23	2,086 60	14 63
FHLMC POOL-6%-3/01/11	$1,803 84	09/15/2009	02/29/96	1,803 84	1,791 28	12 56
FHLMC POOL-6%-7/1/17	$2,396 00	10/15/2008	07/21/2003	2,396 00	2,501 81	(105 81)
FHLMC POOL-6%-7/1/17	$5,863 80	11/17/2008	07/21/2003	5,863 80	6,122 77	(258 97)
FHLMC POOL-6%-7/1/17	$3,488 05	12/15/2008	07/21/2003	3,488 05	3,642 10	(154 05)
FHLMC POOL-6%-7/1/17	$3,828 21	01/15/2009	07/21/2003	3,828 21	3,997 30	(169 09)
FHLMC POOL-6%-7/1/17	$2,530 77	02/17/2009	07/21/2003	2,530 77	2,642 55	(111 78)
FHLMC POOL-6%-7/1/17	$4,579 05	03/16/2009	07/21/2003	4,579 05	4,781 31	(202 26)
FHLMC POOL-6%-7/1/17	$2,578 08	04/15/2009	07/21/2003	2,578 08	2,691 95	(113 87)
FHLMC POOL-6%-7/1/17	$2,532 02	05/15/2009	07/21/2003	2,532 02	2,643 87	(111 85)
FHLMC POOL-6%-7/1/17	$10,284 93	06/15/2009	07/21/2003	10,284 93	10,739 27	(454 34)
FHLMC POOL-6%-7/1/17	$3,397 73	07/15/2009	07/21/2003	3,397 73	3,547 83	(150 10)
FHLMC POOL-6%-7/1/17	$9,784 58	08/17/2009	07/21/2003	9,784 58	10,216 88	(432 30)
FHLMC POOL-6%-7/1/17	$2,653 82	09/15/2009	07/21/2003	2,653 82	2,771 07	(117 25)
FHLMC POOL-6 5%-1/01/16	$1,283 14	10/15/2008	01/17/2001	1,283 14	1,290 56	(7 42)
FHLMC POOL-6 5%-1/01/16	$3,546 29	11/17/2008	01/17/2001	3,546 29	3,566 80	(20 51)
FHLMC POOL-6 5%-1/01/16	$515 23	12/15/2008	01/17/2001	515 23	518 20	(2 97)
FHLMC POOL-6 5%-1/01/16	$3,683 96	01/15/2009	01/17/2001	3,683 96	3,705 26	(21 30)
FHLMC POOL-6 5%-1/01/16	$494 41	02/17/2009	01/17/2001	494 41	497 26	(2 85)
FHLMC POOL-6 5%-1/01/16	$790 78	03/16/2009	01/17/2001	790 78	795 35	(4 57)
FHLMC POOL-6 5%-1/01/16	$771 34	04/15/2009	01/17/2001	771 34	775 80	(4 46)
FHLMC POOL-6 5%-1/01/16	$2,918 77	05/15/2009	01/17/2001	2,918 77	2,935 65	(16 88)
FHLMC POOL-6 5%-1/01/16	$464 69	06/15/2009	01/17/2001	464 69	467 37	(2 68)
FHLMC POOL-6 5%-1/01/16	$927 11	07/15/2009	01/17/2001	927 11	932 47	(5 36)
FHLMC POOL-6 5%-1/01/16	$463 93	08/17/2009	01/17/2001	463 93	466 61	(2 68)
FHLMC POOL-6 5%-1/01/16	$486 57	09/15/2009	01/17/2001	486 57	489 38	(2 81)
FHLMC POOL-6 5%-11/1/11	$3,882 70	10/15/2008	04/27/2001	3,882 70	3,971 27	(88 57)
FHLMC POOL-6 5%-11/1/11	$4,219 16	11/17/2008	04/27/2001	4,219 16	4,315 41	(96 25)
FHLMC POOL-6 5%-11/1/11	$3,018 93	12/15/2008	04/27/2001	3,018 93	3,087 80	(68 87)
FHLMC POOL-6 5%-11/1/11	$3,243 74	01/15/2009	04/27/2001	3,243 74	3,317 74	(74 00)
FHLMC POOL-6 5%-11/1/11	$3,331 05	02/17/2009	04/27/2001	3,331 05	3,407 04	(75 99)
FHLMC POOL-6 5%-11/1/11	$3,272 43	03/16/2009	04/27/2001	3,272 43	3,347 08	(74 65)
FHLMC POOL-6 5%-11/1/11	$3,436 35	04/15/2009	04/27/2001	3,436 35	3,514 74	(78 39)
FHLMC POOL-6 5%-11/1/11	$3,106 48	05/15/2009	04/27/2001	3,106 48	3,177 35	(70 87)
FHLMC POOL-6 5%-11/1/11	$3,051 50	06/15/2009	04/27/2001	3,051 50	3,121 11	(69 61)
FHLMC POOL-6 5%-11/1/11	$2,834 10	07/15/2009	04/27/2001	2,834 10	2,898 75	(64.65)

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009 SCHEDULE D-2
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Sale	Date of Purchase	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FHLMC POOL-6 5%-11/1/11	$2,558 87	08/17/2009	04/27/2001	2,558 87	2,617 24	(58 37)
FHLMC POOL-6 5%-11/1/11	$2,441 20	09/15/2009	04/27/2001	2,441 20	2,496 89	(55 69)
FNMA-5 625%-5/19/11	$3,600,000	11/13/2008	05/10/2006	3,662,748 00	3,580,068 13	82,679 87
FNMA - 6 5% - 10/1/31	$211 28	10/27/2008	10/30/2001	211 28	216 02	(4 74)
FNMA - 6 5% - 10/1/31	$180 98	11/25/2008	10/30/2001	180 98	185 04	(4 06)
FNMA - 6 5% - 10/1/31	$198 10	12/26/2008	10/30/2001	198 10	202 54	(4 44)
FNMA - 6 5% - 10/1/31	$199 28	01/26/2009	10/30/2001	199 28	203 75	(4 47)
FNMA - 6 5% - 10/1/31	$207 28	02/25/2009	10/30/2001	207 28	211 93	(4 65)
FNMA - 6 5% - 10/1/31	$226 83	03/25/2009	10/30/2001	226 83	231 92	(5 09)
FNMA - 6 5% - 10/1/31	$203 05	04/27/2009	10/30/2001	203 05	207 6	(4 55)
FNMA - 6 5% - 10/1/31	$204 25	05/26/2009	10/30/2001	204 25	208 83	(4 58)
FNMA - 6 5% - 10/1/31	$189 05	06/25/2009	10/30/2001	189 05	193 29	(4 24)
FNMA - 6 5% - 10/1/31	$8,464 30	07/27/2009	10/30/2001	8,464 30	8654 26	(189 96)
FNMA - 6 5% - 10/1/31	$162 95	08/25/2009	10/30/2001	162 95	166 6	(3 65)
FNMA - 6 5% - 10/1/31	$199 43	09/25/2009	10/30/2001	199 43	203 90	(4 47)
FNMA POOL-5%-6/01/22	$6,139 03	10/27/2008	08/21/2007	6,139 03	5,999 94	139 09
FNMA POOL-5%-6/01/22	$6,858 02	11/25/2008	08/21/2007	6,858 02	6,702 64	155 38
FNMA POOL-5%-6/01/22	$8,790 52	12/26/2008	08/21/2007	8,790 52	8,591 36	199 16
FNMA POOL-5%-6/01/22	$8,973 48	01/26/2009	08/21/2007	8,973 48	8,770 17	203 31
FNMA POOL-5%-6/01/22	$18,730 80	02/25/2009	08/21/2007	18,730 80	18,306 43	424 37
FNMA POOL-5%-6/01/22	$19,417 59	03/25/2009	08/21/2007	19,417 59	18,977 66	439 93
FNMA POOL-5%-6/01/22	$22,353 08	04/27/2009	08/21/2007	22,353 08	21,846 64	506 44
FNMA POOL-5%-6/01/22	$20,010 05	05/26/2009	08/21/2007	20,010 05	19,556 69	453 36
FNMA POOL-5%-6/01/22	$31,875 17	06/25/2009	08/21/2007	31,875 17	31,153 00	722 17
FNMA POOL-5%-6/01/22	$20,725 31	07/27/2009	08/21/2007	20,725 31	20,255 75	469 56
FNMA POOL-5%-6/01/22	$12,033 86	08/25/2009	08/21/2007	12,033 86	11,761 21	272 65
FNMA POOL-5%-6/01/22	$10,072 46	09/25/2009	08/21/2007	10,072 46	9,844 25	228 21
FNMA POOL-5 5%-6/1/19	$13,145 58	10/27/2008	07/20/2004	13,145 58	13,537 89	(392 31)
FNMA POOL-5 5%-6/1/19	$32,112 89	11/25/2008	07/20/2004	32,112 89	33,071 26	(958 37)
FNMA POOL-5 5%-6/1/19	$13,109 36	12/26/2008	07/20/2004	13,109 36	13,500 59	(391 23)
FNMA POOL-5 5%-6/1/19	$30,725 80	01/26/2009	07/20/2004	30,725 80	31,642 77	(916 97)
FNMA POOL-5 5%-6/1/19	$13,413 17	02/25/2009	07/20/2004	13,413 17	13,813 46	(400 29)
FNMA POOL-5 5%-6/1/19	$14,042 68	03/25/2009	07/20/2004	14,042 68	14,461 76	(419 08)
FNMA POOL-5 5%-6/1/19	$32,128 47	04/27/2009	07/20/2004	32,128 47	33,087 30	(958 83)
FNMA POOL-5 5%-6/1/19	$15,421 97	05/26/2009	07/20/2004	15,421 97	15,882 22	(460 25)
FNMA POOL-5 5%-6/1/19	$13,628 17	06/25/2009	07/20/2004	13,628 17	14,034 88	(406 71)
FNMA POOL-5 5%-6/1/19	$13,848 36	07/27/2009	07/20/2004	13,848 36	14,261 64	(413 28)
FNMA POOL-5 5%-6/1/19	$14,106 88	08/25/2009	07/20/2004	14,106 88	14,527 88	(421 00)
FNMA POOL-5 5%-6/1/19	$52,046 42	09/25/2009	07/20/2004	52,046 42	53,599 68	(1,553 26)
FNMA POOL-5 5%-8/1/37	$1,703 07	10/27/2008	10/24/2007	1,703 07	1,687 37	15 70
FNMA POOL-5 5%-8/1/37	$1,599 50	11/25/2008	10/24/2007	1,599 50	1,584 75	14 75
FNMA POOL-5 5%-8/1/37	$19,588 91	12/26/2008	10/24/2007	19,588 91	19,408 32	180 59
FNMA POOL-5 5%-8/1/37	$2,042 49	01/26/2009	10/24/2007	2,042 49	2,023 66	18 83
FNMA POOL-5 5%-8/1/37	$1,972 49	02/25/2009	10/24/2007	1,972 49	1,954 30	18 19
FNMA POOL-5 5%-8/1/37	$22,773 42	03/25/2009	10/24/2007	22,773 42	22,563 48	209 94
FNMA POOL-5 5%-8/1/37	$28,041 90	04/27/2009	10/24/2007	28,041 90	27,783 39	258 51
FNMA POOL-5 5%-8/1/37	$37,177 53	05/26/2009	10/24/2007	37,177 53	36,834 80	342 73
FNMA POOL-5 5%-8/1/37	$51,378 77	06/25/2009	10/24/2007	51,378 77	50,905 12	473 65
FNMA POOL-5 5%-8/1/37	$1,721 16	07/27/2009	10/24/2007	1,721 16	1,705 29	15 87
FNMA POOL-5 5%-8/1/37	$6,504 90	08/25/2009	10/24/2007	6,504 90	6,444 93	59 97
FNMA POOL-5 5%-8/1/37	$39,366 05	09/25/2009	10/24/2007	39,366 05	39,003 14	362 91
FNMA POOL - 5 5% - 9/1/17	$5,112 33	10/27/2008	09/19/2002	5,112 33	5,242 53	(130 20)
FNMA POOL - 5 5% - 9/1/17	$2,401 45	11/25/2008	09/19/2002	2,401 45	2,462 61	(61 16)
FNMA POOL - 5 5% - 9/1/17	$2,338 70	12/26/2008	09/19/2002	2,338 70	2,398 26	(59 56)
FNMA POOL - 5 5% - 9/1/17	$5,091 59	01/26/2009	09/19/2002	5,091 59	5,221 26	(129 67)
FNMA POOL - 5 5% - 9/1/17	$2,306 82	02/25/2009	09/19/2002	2,306 82	2,365 57	(58 75)
FNMA POOL - 5 5% - 9/1/17	$5,643 90	03/27/2009	09/19/2002	8,487 18	8,703 34	(216 16)

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009 SCHEDULE D-3
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Sale	Date of Purchase	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA POOL - 5 5% - 9/1/17	$5,643 90	04/27/2009	09/19/2002	5,643 90	5,787 64	(143 74)
FNMA POOL - 5 5% - 9/1/17	$4,581 42	05/26/2009	09/19/2002	4,581 42	4,698 10	(116 68)
FNMA POOL - 5 5% - 9/1/17	$2,180 52	06/25/2009	09/19/2002	2,180 52	2,236 05	(55 53)
FNMA POOL - 5 5% - 9/1/17	$12,001 19	07/27/2009	09/19/2002	12,001 19	12,306 85	(305 66)
FNMA POOL - 5 5% - 9/1/17	$11,377 68	08/25/2009	09/19/2002	11,377 68	11,667 46	(289 78)
FNMA POOL - 5 5% - 9/1/17	$2,125 28	09/25/2009	09/19/2002	2,125 28	2,179 40	(54 12)
FNMA POOL - 6% - 9/1/13	$6,739 75	10/27/2008	02/05/99	6,739 75	6,370 11	369 64
FNMA POOL - 6% - 9/1/13	$6,769 88	11/25/2008	02/05/99	6,769 88	6,398 59	371 29
FNMA POOL - 6% - 9/1/13	$5,343 94	12/26/2008	02/05/99	5,343 94	5,050 86	293 08
FNMA POOL - 6% - 9/1/13	$5,949 00	01/26/2009	02/05/99	5,949 00	5,622 73	326 27
FNMA POOL - 6% - 9/1/13	$6,010 31	02/25/2009	02/05/99	6,010 31	5,680 68	329 63
FNMA POOL - 6% - 9/1/13	$6,720 13	03/25/2009	02/05/99	6,720 13	6,351 57	368 56
FNMA POOL - 6% - 9/1/13	$7,270 81	04/27/2009	02/05/99	7,270 81	6,872 05	398 76
FNMA POOL - 6% - 9/1/13	$6,263 50	05/26/2009	02/05/99	6,263 50	5,919 98	343 52
FNMA POOL - 6% - 9/1/13	$6,350 06	06/25/2009	02/05/99	6,350 06	6,001 80	348 26
FNMA POOL - 6% - 9/1/13	$6,139 31	07/27/2009	02/05/99	6,139 31	5,802 61	336 70
FNMA POOL - 6% - 9/1/13	$6,637 50	08/25/2009	02/05/99	6,637 50	6,273 47	364 03
FNMA POOL - 6% - 9/1/13	$5,612 06	09/25/2009	02/05/99	5,612 06	5,304 27	307 79
FNMA POOL - 6 5% - 11/1/16	$3,308 35	10/27/2008	01/17/2002	3,308 35	3416 9	(108 55)
FNMA POOL - 6 5% - 11/1/16	$4,022 99	11/25/2008	01/17/2002	4,022 99	4154 99	(132 00)
FNMA POOL - 6 5% - 11/1/16	$2,866 72	12/26/2008	01/17/2002	2,866 72	2960 78	(94 06)
FNMA POOL - 6 5% - 11/1/16	$3,932 90	01/26/2009	01/17/2002	3,932 90	4061 95	(129 05)
FNMA POOL - 6 5% - 11/1/16	$3,481 27	02/25/2009	01/17/2002	3,481 27	3595 5	(114 23)
FNMA POOL - 6 5% - 11/1/16	$3,871 01	03/25/2009	01/17/2002	3,871 01	3998 03	(127 02)
FNMA POOL - 6 5% - 11/1/16	$5,867 77	04/27/2009	01/17/2002	5,867 77	6060 31	(192 54)
FNMA POOL - 6 5% - 11/1/16	$4,431 84	05/26/2009	01/17/2002	4,431 84	4577 26	(145 42)
FNMA POOL - 6 5% - 11/1/16	$4,632 39	06/25/2009	01/17/2002	4,632 39	4,784 39	(152 00)
FNMA POOL - 6 5% - 11/1/16	$4,551 27	07/27/2009	01/17/2002	4,551 27	4,700 61	(149 34)
FNMA POOL - 6 5% - 11/1/16	$4,225 51	08/25/2009	01/17/2002	4,225 51	4,364 16	(138 65)
FNMA POOL - 6 5% - 11/1/16	$4,709 65	09/25/2009	01/17/2002	4,709 65	4,864 18	(154 53)
FNMA POOL - 7% - 7/1/11	$732 13	10/27/2008	08/31/96	732 13	728 35	3 78
FNMA POOL - 7% - 7/1/11	$736 79	11/25/2008	08/31/96	736 79	732 99	3 80
FNMA POOL - 7% - 7/1/11	$741 46	12/26/2008	08/31/96	741 46	737 63	3 83
FNMA POOL - 7% - 7/1/11	$792 51	01/26/2009	08/31/96	792 51	788 42	4 09
FNMA POOL - 7% - 7/1/11	$797 55	02/25/2009	08/31/96	797 55	793 43	4 12
FNMA POOL - 7% - 7/1/11	$802 62	03/25/2009	08/31/96	802 62	798 48	4 14
FNMA POOL - 7% - 7/1/11	$807 71	04/27/2009	08/31/96	807 71	803 54	4 17
FNMA POOL - 7% - 7/1/11	$4,423 79	05/26/2009	08/31/96	4,423 79	4,400 99	22 80
FNMA POOL - 7% - 7/1/11	$695 49	06/25/2009	08/31/96	695 49	691 90	3 59
FNMA POOL - 7% - 7/1/11	$699 90	07/27/2009	08/31/96	699 90	696 29	3 61
FNMA POOL - 7% - 7/1/11	$704 38	08/25/2009	08/31/96	704 38	700 75	3 63
FNMA POOL - 7% - 7/1/11	$708 86	09/25/2009	08/31/96	708 86	705 20	3 66
FNMA POOL-5%-4/01/23	$55,614 00	12/26/2008	11/13/2008	55,614 00	55,474 96	139 04
FNMA POOL-5%-4/01/23	$81,375 66	01/26/2009	11/13/2008	81,375 66	81,172 22	203 44
FNMA POOL-5%-4/01/23	$136,143 13	02/25/2009	11/13/2008	136,143 13	135,802 77	340 36
FNMA POOL-5%-4/01/23	$193,343 39	03/25/2009	11/13/2008	193,343 39	192,860 03	483 36
FNMA POOL-5%-4/01/23	$167,875 82	04/27/2009	11/13/2008	167,875 82	167,456 13	419 69
FNMA POOL-5%-4/01/23	$141,275 65	05/26/2009	11/13/2008	141,275 65	140,922 46	353 19
FNMA POOL-5%-4/01/23	$183,171 29	06/25/2009	11/13/2008	183,171 29	182,713 36	457 93
FNMA POOL-5%-4/01/23	$158,862 95	07/27/2009	11/13/2008	158,862 95	158,465 79	397 16
FNMA POOL-5%-4/01/23	$130,133 29	08/25/2009	11/13/2008	130,133 29	129,807 95	325 34
FNMA POOL-5%-4/01/23	$93,481 45	09/25/2009	11/13/2008	93,481 45	93,247 74	233 71
GE CAP CORP-8 125%-5/15/12	$1,560,000	04/09/2009	01/31/98	1,747,200 00	1,721,441 86	25,758 14
GROWTH PORTFOLIO	159744 409 u	06/16/2009	08/15/2008	1,500,000 00	1,960,543 13	(460,543 13)
GROWTH PORTFOLIO	191256 831 u	09/22/2009	08/15/2008	2,100,000 00	2,347,295 09	(247,295 09)
INTL EQUITY PORTFOLIO	LTCG DIV	12/31/2008	01/01/2005	952,026 84		952,026 84

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009 SCHEDULE D-4
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Sale	Date of Purchase	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
JP MORGAN CHASE-3 125%-12/01/11	$1,000,000	06/01/2009	12/18/2008	1,038,770 00	1,035,340 00	3,430 00
JP MORGAN CHASE-3 125%-12/01/11	$250,000	06/01/2009	12/18/2008	259,692 50	249,845 00	9,847 50
JP MORGAN CHASE-5 375%-10/01/12	$1,475,000	08/06/2009	06/01/2009	1,588,501 25	1,546,508 00	41,993 25
PRIVATE EQUITY V OFFSHORE	292 191 u	09/29/2009	12/22/2005	209,511 19	209,511 19	
SMALL CAP PORTFOLIO	122525 919 u	09/22/2009	05/03/2001	1,300,000 00	1,606,804 90	(306,804 90)
SSGA FDS EMERGING MKTS FD	LTCG DIV	10/22/2008	04/01/2001	476,353 32		476,353 32
TOTAL RETURN OFFSHORE-LP	7181 140 u	03/31/2009	12/31/2003	7,550,000 00	7,297,699 27	252,300 73
TRANS CANADA PIPELINES-9 875%-1/01/21	$750,000	06/04/2009	12/06/99	961,477 50	872,065 02	89,412 48
USTB-4 25%-5/15/39	$1,000,000	07/08/2009	06/09/2009	1,000,937 50	933,750 00	67,187 50
USTN-3 375%-11/30/12	$750,000	01/12/2009	06/09/2008	817,500 00	753,984 37	63,515 63
VALUE PORTFOLIO	167785 235 u	06/16/2009	12/13/2000	1,500,000 00	2,184,731 54	(684,731 54)
VALUE PORTFOLIO	184842 884 u	09/22/2009	12/13/2000	2,000,000 00	2,406,839 19	(406,839 19)
TOTAL				42,340,177 55	43,307,044 90	(966,867 35)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF NEW YORK CUSTODIAN	961,823.	961,823.
TOTAL	961,823.	961,823.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF NEW YORK CUSTODIAN		3,380,865.	3,380,865.
	TOTAL	3,380,865.	3,380,865.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME		46,229.	46,229.
PARTNERSHIP INCOME		117,432.	117,432.
INSURANCE PROCEEDS		8,265.	8,265.
	TOTALS	171,926.	171,926.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COKINOS BOSIEN & YOUNG	2,645.	2,645.		
TOTALS	2,645.	2,645.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MELTON & MELTON CPAS	18,000.	18,000.		
DEIDRE SCINTA CPA	3,000.	3,000.		
TOTALS	21,000.	21,000.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COVENANT TECHNOLOGIES INC	23,975.	23,975.
BANK OF NEW YORK MELLON	90,664.	90,664.
HIRTLE & CALLAGHAN INC	310,506.	310,506.
VAUGHAN NELSON & CO	106,752.	106,752.
TOTALS	531,897.	531,897.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	37,000.		
PAYROLL TAXES	12,428.	9,321.	3,107.
AD VALOREM TAXES	1,475.	1,475.	
OIL & GAS PRODUCTION TAXES	3,236.	3,236.	
TOTALS	54,139.	14,032.	3,107.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MAINTENANCE & REPAIR HISTORIC	3,600.		3,600.
MAINTENANCE & REPAIR PARK	14,591.		14,591.
INSURANCE EXPENSE	35,246.	19,385.	15,861.
OFFICE EXPENSE	26,510.	14,580.	11,930.
TOTALS	79,947.	33,965.	45,982.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID FED EXCISE TAX	75,849.	188,849.	188,849.
TOTALS	75,849.	188,849.	188,849.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10A
INVESTMENTS - GOVERNMENT BONDS - STATEMENT 10

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
FHCB - 2% - 01/17/12		599,164	608,063
FHLB - 5% - 10/13/11	500,000	500,000	540,469
FHLB-5.0%-09/18/09	500,000	0	0
FHLMC - 2.5% - 4/08/13		1,300,000	1,309,581
FHLMC - 5.25% - 10/06/11	480,000	0	0
FHLMC - 5.3% - 1/09/12	1,684,590	0	0
FHLMC - 5.5% - 08/20/12	999,286	0	0
FHLMC - 5.55% - 10/04/16	1,462,643	1,462,782	1,561,827
FHLMC GOLD POOL-6%-3/1/11	51,205	20,873	21,762
FHLMC POOL - 6.0% - 7/1/17	290,080	233,781	240,077
FHLMC POOL - 6.5% - 1/01/16	51,231	34,790	36,902
FHLMC POOL - 6.5% - 11/1/11	72,853	33,581	33,707
FNMA - 5.25% - 03/05/14	856,594	856,829	877,738
FNMA-5.625%-05/19/11	3,580,068	0	0
FNMA POOL-5%-4/01/23		4,126,309	4,346,378
FNMA POOL-5%-6/1/22	586,637	404,871	435,259
FNMA POOL-5.5%-6/1/19	2,051,298	1,785,876	1,853,501
FNMA POOL-5.5%-08/01/2037	1,122,155	910,256	962,843
FNMA POOL-5.5%-9/1/17	260,527	195,258	204,019
FNMA POOL-6%-9/1/13	210,309	138,661	157,240
FNMA POOL-6.5%-10/1/31	103,460	92,574	97,750
FNMA POOL-6.5%-11/1/16	212,194	160,655	167,915
FNMA POOL-7%-7/1/11	25,950	13,372	13,966
USTB - 5.25% - 11/15/2028	0	585,428	580,469
USTN - 1.125% - 1/15/2012	0	1,805,145	1,800,000
USTN - 1.5% - 7/15/2012	0	2,917,533	2,944,650
USTN - 3.375% - 11/30/2012	753,984	0	0
VANGUARD FIXED INCOME TIPS FND		9,400,000	9,466,064
TOTAL	15,855,064	27,577,738	28,260,180

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b
INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
H-C GROWTH PORTFOLIO	38,308,373	35,594,339	31,685,433
H-C INTL EQ PORTFOLIO	27,520,351	33,671,111	33,584,623
H-C SM CAP PORTFOLIO	13,913,637	13,361,714	10,990,302
H-C SSGA FDS EM MKTS PORTFOLIO	3,864,511	5,270,865	6,787,191
H-C VALUE PORTFOLIO	28,964,205	29,948,071	25,773,171
H-C PRIVATE EQUITY IV LP	2,428,740	2,500,170	2,400,846
H-C PRIVATE EQUITY V LP	2,117,701	2,805,159	2,214,649
H-C PRIVATE EQUITY VI LP	1,269,013	1,908,818	1,694,735
H-C PRIVATE EQUITY VII LP		841,395	854,926
H-C TOTAL RETURN LP	20,000,000	12,702,300	12,442,341
TOTAL	138,386,531	138,603,942	128,428,217

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10c
INVESTMENTS - CORPORATE BONDS - STATEMENT 12

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
ACE INA HLDGS - 8.875% - 08/15/29	1,781,886	1,767,272	1,835,859
BERKSHIRE HATHAWAY - 4.75% - 05/15/10	519,813	514,860	535,320
CAPITAL ONE - 5.7% - 9/15/11	1,035,763	1,349,089	1,384,241
COCA COLA ENTERPRISES-6.95%-11/15/26		513,485	519,520
DEVON FING CORP- 6.875%-09/30/11		596,237	598,361
FROST NATL BANK - 6.875% - 8/1/11	1,839,597	1,835,398	1,803,158
GE CAPITAL CORP - 8.125% - 05/15/12	1,721,442	0	0
GEN ELEC CO-5.25%-12/06/17		1,191,215	1,282,813
NATIONAL CITY CORP - 6.875% - 05/15/19	1,270,736	1,262,033	1,275,674
NATL CITY BK CLEVELAND-6.2%-12/15/11		368,722	373,741
OCCIDENTAL PET - 9.25% - 8/1/19	1,445,115	1,431,910	1,394,147
OLD DOMINION ELEC - 6.25% - 06/01/11	1,860,531	1,832,021	1,884,908
TRANS CANADA PIPELINES -9.875%	2,325,507	1,437,166	1,734,766
TRANSATLANTIC HOLDINGS - 5.75%	988,801	1,004,687	991,298
UNION PAC RES - 7.95% - 4/15/29	1,872,060	1,861,143	1,714,222
USX-MARATHON-9.375%-2/15/12	1,642,952	1,583,537	1,600,283
WELLS FARGO - 7.55% - 6/21/10	1,398,476	1,358,738	1,379,700
H-C HI YIELD BND PORTFOLIO	9,079,343	14,158,719	13,072,506
H-C ABSOLUTE RETURN LTD	15,000,000	7,169,106	6,389,854
TOTAL	43,782,022	41,235,338	39,770,371

STATEMENT 12

STATEMENT 13 NOT USED

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRED C. BURNS 2727 ALLEN PARKWAY #1570 HOUSTON, TX 77019-2125	CHAIRMAN ASST TREASURER 10.	30,258.	NONE	NONE
BRADY F. CARRUTH 2727 ALLEN PARKWAY #1570 HOUSTON, TX 77019-2125	PRESIDENT ASST TREASURER 10.	30,258.	NONE	NONE
R.W. WORTHAM III 2727 ALLEN PARKWAY #1570 HOUSTON, TX 77019-2125	SECRETARY ASST TREASURER 10.	30,258.	NONE	NONE
J A ELKINS III 2727 ALLEN PARKWAY #1570 HOUSTON, TX 77019-2125	TRUSTEE ASST TREASURER 10.	29,508.	NONE	NONE
	GRAND TOTALS	120,282.	NONE	NONE

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM V. H. CLARKE 2727 ALLEN PKWY #1570 HOUSTON, TX 77019	CONTROLLER 40.	149,440.	NONE	NONE
BARBARA J. SNYDER 2727 ALLEN PKWY #1570 HOUSTON, TX 77019	GRNT CORD 40.	134,762.	NONE	NONE
	TOTAL COMPENSATION	284,202.	NONE	NONE

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

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
VAUGHAN, NELSON, SCARBROUGH 6300 CBT TWR HOUSTON, TX 77002 INVESTMENT MANAGER	INVESTMENT MGR	106,752.
HIRTLE & CALLAGHAN 300 BARR HBR DR STE 500 W CONSHOHOCKEN, PA 19428 INVESTMENT MANAGER - CIO	INVESTMENT MGMT	310,506.
BANK OF NEW YORK MELLON P O BOX 11214 NEW YORK, NY 10286 CUSTODIAN	CUSTODIAN	90,664.
TOTAL COMPENSATION		507,922.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BARBARA J SNYDER
2727 ALLEN PARKWAY #1570
HOUSTON, TX 77019-2125
713-526-8849

FORM 990PF SUPPORTING SCHEDULE - PART XV
SUPPLEMENTARY INFORMATION

QUESTION 2a:
Applications should be addressed to:
Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019
Telephone number:
(713) 526-8849

QUESTION 2b:
Application forms may be obtained by writing or calling:
Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019
Telephone number:
(713) 526-8849

QUESTION 2c:
Applications should be submitted by the second week of January, April, July, or October in order to be considered at the Foundation's quarterly Trustee meetings, which are held in mid-February, May, August, and November.

QUESTION 2d:
Awards are granted primarily for cultural arts and civic beautification projects and to those projects which benefit the citizens of Houston, Harris County, Texas.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009 STATEMENT 18-1
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	150,000
ARMAND BAYOU NATURE CENTER 8500 BAY AREA BLVD , HOUSTON, TX 77258	NONE	PUBLIC	OPERATIONS	25,000
ART LEAGUE OF HOUSTON 1953 MONTROSE BLVD HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	5,000
ASSOCIATION FOR COMMUNITY TELEVISION 4343 ELGIN HOUSTON TX 77204-0008	NONE	PUBLIC	GENERAL OPERATIONS	100,000
BARD COLLEGE ANNANDALE ON HUDSON, NY 12504	NONE	PUBLIC	GENERAL OPERATIONS	25,000
BAYOU PRESERVATION ASSN P O BOX 131563, HOUSTON TX 77219-1563	NONE	PUBLIC	GENERAL OPERATIONS	10,000
BUFFALO BAYOU PARTNERSHIP 1111 BAGBY LOBBY HOUSTON TX 77002	NONE	PUBLIC	CAPITAL	200,000
CHILDREN'S MUSEUM 1500 BINZ, HOUSTON, TX 77004-7112	NONE	PUBLIC	GENERAL OPERATIONS	125,000
CONFERENCE OF SOUTHWEST FOUNDATIONS 624 N GOOD LATIMER EXPW #100 DALLAS TX 75204	NONE	PUBLIC	GENERAL OPERATIONS	4,000
DA CAMERA SOCIETY 3912 MANDELL, HOUSTON, TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	150,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON TX 77010	NONE	PUBLIC	GENERAL OPERATIONS	25,000
DIVERSE WORKS 1117 E FWY, HOUSTON TX 77002-1118	NONE	PUBLIC	GENERAL OPERATIONS	10,000
1894 GRAND OPERA HOUSE 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	50,000
EXECUTIVE SERVICE CORPS OF HOUSTON 2630 FOUNTAINVIEW #428 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	5,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 STATEMENT 18-2
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
EXPRESS THEATRE 446 NORTHWEST MALL HOUSTON TX 77092	NONE	PUBLIC	GENERAL OPERATIONS	5,000
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	50,000
THE HERITAGE SOCIETY 1100 BAGBY HOUSTON TX 77002	NONE	PUBLIC	OPERATIONS	25,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON AUDUBON SOCIETY 440 WILCHESTER HOUSTON TX 77079	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON BALLET 1921 W BELL, HOUSTON, TX 77219-0487	NONE	PUBLIC	GENERAL OPERATIONS	400,000
HOUSTON BALLET 1921 W BELL, HOUSTON, TX 77219-0487	NONE	PUBLIC	CAPITAL	500,000
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN ST HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	50,000
HOUSTON CHAMBER CHOIR P O BOX 53388 HOUSTON TX 77052-3388	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHILDRENS CHORUS 1015 HOLMAN HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON EARLY MUSIC POB 271193 HOUSTON TX 77277	NONE	PUBLIC	OPERATIONS	5,000
HOUSTON FOTOFEST INC 1113 VINE ST #101 HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	GENERAL OPERATIONS	800,000
HOUSTON MASTERWORKS CHORUS 4119 MONTROSE BLVD #260 HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	10,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 STATEMENT 18-3
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIR DR HOUSTON TX 77030-1799	NONE	PUBLIC	CAPITAL	1,700,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	GENERAL OPERATIONS	1,000,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	ENDOWMENT	400,000
HOUSTON UPSTAIRS THEATRE SCHOOL 311 W 18TH STREET HOUSTON TX 77008	NONE	PUBLIC	GENERAL OPERATIONS	20,000
HOUSTON ZOO INC P O BOX 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	1,000,000
KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE #230 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	100,000
LAWNDALE ART CENTER 4912 MAIN HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	5,000
MAIN STREET THEATRE 2540 TIMES BLVD HOUSTON TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	15,000
MEMORIAL PARK CONSERVANCY INC POB 131024 HOUSTON TX 77219	NONE	PUBLIC	GENERAL OPERATIONS	25,000
MEMORIAL PARK CONSERVANCY INC POB 131024 HOUSTON TX 77219	NONE	PUBLIC	CAPITAL	100,000
MENIL FOUNDATION INC 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	200,000
MILLER THEATRE ADVISORY BOARD POB 66267 HOUSTON TX 77266-6267	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	110,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 STATEMENT 18-4
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
MUSEUM OF HEALTH & MEDICAL SCIENCE 1515 HERMANN DR HOUSTON TX 77004-7126	NONE	PUBLIC	GENERAL OPERATIONS	75,000
MUSEUM OF PRINTING HISTORY 1324 W CLAY HOUSTON TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSIC IN CONTEXT P O BOX 20129, HOUSTON TX 77025-0129	NONE	PUBLIC	OPERATIONS	20,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 500 MAIN ST #1030 FT WORTH TX 76102	NONE	PUBLIC	OPERATIONS	10,000
OPERA IN THE HEIGHTS 1703 HEIGHTS BLVD HOUSTON TX 77008	NONE	PUBLIC	GENERAL OPERATIONS	15,000
SCENIC TEXAS INC 3015 RICHMOND AVE #220 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	10,000
SHAKESPEARE GLOBE CENTER U OF H DRAMA DEPT , HOUSTON, TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	5,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA, HOUSTON TX 77002-2796	NONE	PUBLIC	GENERAL OPERATIONS	150,000
SPARK P O BOX 1562, HOUSTON TX 77251	NONE	PUBLIC	GENERAL OPERATIONS	40,000
STAGES, INC 3201 ALLEN PKWY #101, HOUSTON, TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	75,000

STATEMENT 18-4

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 STATEMENT 18-5
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
STUDENT CONSERVATION ASSN INC 1800 N KENT ARLINGTON VA 22209	NONE	PUBLIC	GENERAL OPERATIONS	10,000
TALENTO BILINGUE DE HOUSTON 333 S LENSEN DR HOUSTON TX 77003	NONE	PUBLIC	GENERAL OPERATIONS	20,000
TANGLEWOOD FOUNDATION 1661 TANGLEWOOD BLVD HOUSTON TX 77056-2797	NONE	PUBLIC	CAPITAL	10,000
THE ORANGE FOUNDATION 2402 MUNGER, HOUSTON TX 77023	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THEATRE UNDER THE STARS 2600 SW FREEWAY #600 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	150,000
TREES FOR HOUSTON 3100 WESLAYAN #305, HOUSTON TX 77027	NONE	PUBLIC	GENERAL OPERATIONS	60,000
UNITED WAY OF TEXAS GULF COAST P O BOX 924507, HOUSTON, TX 77292	NONE	PUBLIC	GENERAL OPERATIONS	50,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	GENERAL OPERATIONS	60,000
WOODLANDS CENTER FOR THE PERFORMING ARTS, 2005 LAKE ROBBINS DR, THE WOODLANDS, TX 77380	NONE	PUBLIC	GENERAL OPERATIONS	75,000
YOUNG AUDIENCES OF HOUSTON 2515 W MAIN, #500, HOUSTON, TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	10,000
TOTAL CONTRIBUTIONS PAID				8,444,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2008)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2009 STATEMENT 19
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3b
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
ASSOCIATION FOR COMMUNITY TELEVISION 4343 ELGIN HOUSTON TX 77204-0008	NONE	PUBLIC	OPERATIONS	100,000
HOUSTON BALLET 1921 W BELL, HOUSTON, TX 77219-0487	NONE	PUBLIC	CAPITAL	1,000,000
HOUSTON MUSEUM DISTRICT ASSN 1020 HOLCOMBE BLVD #1300 HOUSTON TX 77030	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIR DR HOUSTON TX 77030-1799	NONE	PUBLIC	CAPITAL	3,400,000
HOUSTON SYMPHONY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	ENDOWMENT	4,200,000
HOUSTON ZOO INC POB 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	5,000,000
KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE #230 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	200,000
MEMORIAL PARK CONSERVANCY INC POB 131024 HOUSTON TX 77219	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MEMORIAL PARK CONSERVANCY INC POB 131024 HOUSTON TX 77219	NONE	PUBLIC	CAPITAL	400,000
MONTROSE BOULEVARD CONSERVANCY 4200 MONTROSE BLVD #550 HOUSTON TX 77006	NONE	PUBLIC	OPERATIONS	25,000
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	OPERATIONS	50,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	CAPITAL	75,000
YMCA - HOUSTON 1600 LOUISIANA HOUSTON TX 77002	NONE	PUBLIC	CAPITAL	100,000
TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT				14,615,000

THE WORTHAM FOUNDATION, INC. 74-1334356

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INVESTMENT INCOME			14	125,697.	
TOTALS				125,697.	

FORM 990PF SUPPORTING SCHEDULE - PART IX-A & IX-B
SUPPLEMENTARY INFORMATION

PART IX-A:
The foundation provides maintenance, repair, preservation, and rehabilitation services on an as needed basis for Houston City parks and Texas historic sites. During the fiscal year ended September 30, 2009, the foundation provided maintenance for and continued rehabilitation of the city fountain in Buffalo Bayou Park in Houston, Texas. The Foundation staff was active in determining the scope and method of rehabilitation, contract negotiation and supervision, and fiscal management of the project. In addition the foundation provided partial maintenance and repair for the historic cemetery at Fairfield, Texas. The activities were limited to the maintenance and preservation of the grounds and other public areas which constitute the historic site as designated by the State of Texas. The foundation contracted with local providers to perform the actual activities and paid for these services directly. Net expenses - $18,191

The scope of the benefit provided by these direct charitable activities is very broad. The benefit extends to all of the citizens of the city of Houston, Texas in the case of the Buffalo Bayou Park rehabilitation and to all of the citizens of the State of Texas in the case of the historic site preservation in Fairfield, Texas. The foundation intends to keep its direct involvement in these areas very limited. Only in cases where the need appears to be significant and where there is no evidence of an effective supporting agency does the foundation consider it appropriate to become directly involved in projects of this type.

PART IX-B:
The foundation does not derive any income from its grant programs or direct charitable activities.