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

OMB No. 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

Scurlock Foundation
3355 West Alabama #630
Houston, TX 77098

A Employer identification number

74-1488953

B Telephone number (see the instructions)

713-236-1500

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 32,835,855.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	17,221.	17,221.	N/A	
4 Dividends and interest from securities	467,295.	467,295.		
5a Gross rents	3,100.	3,100.		
b Net rental income or (loss)	3,100.	Statement 1		
6a Net gain/(loss) from sale of assets not on line 10	-4,198,587.			
b Gross sales price for all assets on line 6a	10,746,404.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) (See Statement 2)	375,364.	411,193.		
12 Total. Add lines 1 through 11	-3,335,607.	898,809.		
13 Compensation of officers, directors, trustees, etc.	70,846.	35,423.		35,423.
14 Other employee salaries and wages	27,654.	13,827.		13,827.
15 Pension plans, employee benefits	9,629.	4,814.		4,815.
16a Legal fees (attach schedule) See St 3	394.	197.		197.
b Accounting fees (attach sch) See St 4	12,219.	6,110.		6,110.
c Other prof fees (attach sch) See St 5	83,934.	74,511.		9,423.
17 Interest				
18 Taxes (attach schedule) (see instr.) See Stm 6	24,537.	18,831.		
19 Depreciation (attach sch) and depletion	102,220.	99,940.		
20 Occupancy	8,672.	4,336.		4,336.
21 Travel, conferences, and meetings	40.	20.		20.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 7	76,056.	70,220.		5,814.
24 Total operating and administrative expenses. Add lines 13 through 23.	416,201.	328,229.		79,965.
25 Contributions, gifts, grants paid Part XV	782,367.			2,896,203.
26 Total expenses and disbursements. Add lines 24 and 25	1,198,568.	328,229.		2,976,168.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-4,534,175.			
b Net investment income (if negative, enter -0-)		570,580.		
c Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		2,175,580.	2,834,630.	2,834,630.
	3	Accounts receivable				
		Less: allowance for doubtful accounts		1,893.		
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch.)	1,000,000.	Statement 8		
		Less: allowance for doubtful accounts			1,000,000.	1,000,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		59,063.	15,340.	15,340.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	Statement 9	12,673,493.	10,269,819.	10,269,819.
	c	Investments — corporate bonds (attach schedule)	Statement 10	7,289,162.	7,516,964.	7,516,964.
	LIABILITIES	11	Investments — land, buildings, and equipment: basis	1,251,524.		
		Less: accumulated depreciation (attach schedule)	See Stmt 11	599,640.	766,329.	651,884.
12		Investments — mortgage loans				
13		Investments — other (attach schedule)	Statement 12	8,343,999.	9,717,946.	9,717,946.
14		Land, buildings, and equipment: basis	11,401.			
		Less: accumulated depreciation (attach schedule)	See Stmt 13	9,516.	4,165.	1,885.
15		Other assets (describe)				
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		31,313,684.	32,008,468.	32,835,855.
17		Accounts payable and accrued expenses		11,286.	15,605.	
18		Grants payable		5,164,501.	3,044,666.	
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		5,175,787.	3,060,271.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds		34,548,881.	34,548,881.		
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds		-8,410,984.	-5,600,684.		
30	Total net assets or fund balances (see the instructions)		26,137,897.	28,948,197.		
31	Total liabilities and net assets/fund balances (see the instructions)		31,313,684.	32,008,468.		

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	26,137,897.
2	Enter amount from Part I, line 27a	2	-4,534,175.
3	Other increases not included in line 2 (itemize) See Statement 14	3	7,344,475.
4	Add lines 1, 2, and 3	4	28,948,197.
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	28,948,197.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded securities		P	Various	Various
b Passthrough K-1 Capital Gain		P	Various	Various
c Real estate		P	Various	1/14/09
d Litigation income		P	Various	Various
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 10,515,173.		14,930,486.	-4,415,313.
b 32,305.			32,305.
c 198,049.		14,505.	183,544.
d 446.			446.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-4,415,313.
b			32,305.
c			183,544.
d			446.
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-4,199,018.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	4,038,592.	38,284,477.	0.105489
2007	2,957,946.	51,668,045.	0.057249
2006	2,025,960.	46,763,176.	0.043324
2005	2,028,594.	38,074,696.	0.053279
2004	2,066,760.	38,344,875.	0.053899

2 Total of line 1, column (d)	2	0.313240
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	0.062648
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	30,799,661.
5 Multiply line 4 by line 3	5	1,929,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,706.
7 Add lines 5 and 6	7	1,935,243.
8 Enter qualifying distributions from Part XII, line 4	8	2,976,168.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,706.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	5,706.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	5,706.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	19,696.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	19,696.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	13,990.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 13,990. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input checked="" type="checkbox"/> 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? <i>If 'No,' attach explanation.</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities Continued

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

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1 b	X
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 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	X

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

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

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

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

5b

X

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). See Statement 15

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?

If 'Yes' to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16		68,000.	0.	2,846.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JP Morgan Chase Bank 707 Travis St. Houston, TX 77002	Investment Mgmt	53,185.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,047,752.
b	Average of monthly cash balances	1b	2,807,316.
c	Fair market value of all other assets (see instructions)	1c	10,413,623.
d	Total (add lines 1a, b, and c)	1d	31,268,691.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,268,691.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	469,030.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	30,799,661.
6	Minimum investment return. Enter 5% of line 5	6	1,539,983.

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

1	Minimum investment return from Part X, line 6	1	1,539,983.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,706.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,706.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,534,277.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	1,534,277.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,534,277.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	2,976,168.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,976,168.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,706.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,970,462.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,534,277.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	186,500.			
b From 2005	173,737.			
c From 2006				
d From 2007	493,934.			
e From 2008	2,143,452.			
f Total of lines 3a through e	2,997,623.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,976,168.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				1,534,277.
e Remaining amount distributed out of corpus	1,441,891.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	4,439,514.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	186,500.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,253,014.			
10 Analysis of line 9:				
a Excess from 2005	173,737.			
b Excess from 2006				
c Excess from 2007	493,934.			
d Excess from 2008	2,143,452.			
e Excess from 2009	1,441,891.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
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	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

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

See Statement 17

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Arts (See attached pg 1-2)	N/A		See attachment	188,650.
Civic (See attached pg 2-5)	N/A		See attachment	400,784.
Education (See attach. pg 5-7)	N/A		See attachment	1,150,103.
Health (See attached pg 7-9)	N/A		See attachment	789,866.
Religion (See attach pg 9-10)	N/A		See attachment	372,800.
Grants to PFs not treated as qualifying distributions				-6,000.
Total			3a	2,896,203.
<i>b Approved for future payment</i>				
See attachment	N/A		See attachment	3,044,666.
Total			3b	3,044,666.

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Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	Passthrough K-1 Capital Gain (UBI)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
Gross Sales Price:	431.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	431.
		Total	\$ <u>431.</u>

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil & Gas Royalties	\$ 406,859.	406,859.	
Passthrough K-1 Income	-31,495.	4,334.	
Total	\$ <u>375,364.</u>	<u>411,193.</u>	<u>0.</u>

Statement 3
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal expenses	\$ 394.	\$ 197.		\$ 197.
Total	\$ <u>394.</u>	<u>197.</u>		<u>197.</u>

Statement 4
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and compliance	\$ 12,219.	\$ 6,110.		\$ 6,110.
Total	\$ <u>12,219.</u>	<u>6,110.</u>		<u>6,110.</u>

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Statement 5
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees . . .	\$ 65,089.	\$ 65,089.		
Other services . . .	18,845.	9,422.		\$ 9,423.
Total	\$ 83,934.	\$ 74,511.		\$ 9,423.

Statement 6
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax . . .	\$ 5,706.			
Foreign tax . . .	122.	\$ 122.		
Property tax . . .	14,195.	14,195.		
State tax . . .	4,514.	4,514.		
Total	\$ 24,537.	\$ 18,831.		\$ 0.

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance . . .	\$ 3,511.	\$ 1,755.		\$ 1,756.
K-1 expenses . . .	43,247.	43,225.		
Office expenses . . .	8,116.	4,058.		4,058.
Oil & Gas expenses . . .	21,182.	21,182.		
Total	\$ 76,056.	\$ 70,220.		\$ 5,814.

Statement 8
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
Lon Morris College	\$ 1,000,000.	\$ 1,000,000.	\$ 0.
Total	\$ 1,000,000.	\$ 1,000,000.	
Allowance for Doubtful Accounts			\$ 0.
Net Other Notes/Loans Rec. - Book Value			\$ 1,000,000.

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Statement 9
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - See attachment	Mkt Val	\$ 10,269,819.	\$ 10,269,819.
	Total	<u>\$ 10,269,819.</u>	<u>\$ 10,269,819.</u>

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
IShares Barclays TIPS Bond Fund	Mkt Val	\$ 638,985.	\$ 638,985.
JPM Short Duration Bond Fund	Mkt Val	2,584,701.	2,584,701.
JPM High Yield Bond Fund	Mkt Val	596,760.	596,760.
JPM TCW Opportunistic RMBS	Mkt Val	600,000.	600,000.
JPM Core Bond Fund	Mkt Val	3,096,518.	3,096,518.
	Total	<u>\$ 7,516,964.</u>	<u>\$ 7,516,964.</u>

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

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 52,245.		\$ 52,245.	\$ 170,769.
Oil & Gas Interests	1,199,279.	\$ 599,640.	599,639.	1,308,502.
Total	<u>\$ 1,251,524.</u>	<u>\$ 599,640.</u>	<u>\$ 651,884.</u>	<u>\$ 1,479,271.</u>

Statement 12
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Apollo Ltd	Mkt Val	\$ 791,144.	\$ 791,144.
CPI Biotechnology II Private Investors	Mkt Val	111,173.	111,173.
Jayhawk China Offshore Fund	Mkt Val	7,530.	7,530.
JPM US Real Estate Income	Mkt Val	144,370.	144,370.
KKR European Fund II	Mkt Val	270,202.	270,202.
KKR 2006 Fund Private Investors	Mkt Val	352,922.	352,922.
Carlyle Asia Partners	Mkt Val	208,302.	208,302.
AP Alternative Assets LP	Mkt Val	83,750.	83,750.
Opportunity Fund SPC Offshore	Mkt Val	138,172.	138,172.
PSAM Worldarb Fund Ltd	Mkt Val	526,716.	526,716.
GS Distressed Opportunities	Mkt Val	352,040.	352,040.
GS Vintage Fund	Mkt Val	219,931.	219,931.

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Statement 12 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Lowe Real Estate Income & Growth	Mkt Val	\$ 288,754.	\$ 288,754.
Commonfund Realty Investors	Mkt Val	589,604.	589,604.
DFJ Mercury Venture Partners	Mkt Val	328,249.	328,249.
Merritt Capital Partners LP	Mkt Val	607,533.	607,533.
Taconic Offshore Fund	Mkt Val	1,667,628.	1,667,628.
CCMP Capital Investors II	Mkt Val	110,318.	110,318.
Midocean III Private Investors Offshore	Mkt Val	75,347.	75,347.
Highbridge Capital Corp.	Mkt Val	515,605.	515,605.
Energy Transfer Partners	Mkt Val	202,365.	202,365.
Enterprise Products Partners	Mkt Val	251,280.	251,280.
Plains All American Pipeline	Mkt Val	211,400.	211,400.
DFJ Mercury Venture Partners II	Mkt Val	190,910.	190,910.
Highbridge Mezzanine Partners	Mkt Val	58,182.	58,182.
Galleon Offshore Diversified Fund	Mkt Val	53,317.	53,317.
JPMorgan Global Access Offshore	Mkt Val	263,525.	263,525.
Och-Ziff Ozof II Private Investors	Mkt Val	550,847.	550,847.
Winton Futures Fund, Ltd. Class B	Mkt Val	516,800.	516,800.
Boardwalk Pipelines	Mkt Val	30,030.	30,030.
Total		<u>\$ 9,717,946.</u>	<u>\$ 9,717,946.</u>

Statement 13
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 11,401.	\$ 9,516.	\$ 1,885.	\$ 1,885.
Total	<u>\$ 11,401.</u>	<u>\$ 9,516.</u>	<u>\$ 1,885.</u>	<u>\$ 1,885.</u>

Statement 14
Form 990-PF, Part III, Line 3
Other Increases

Unrealized appreciation in value of investments.....	\$ 7,344,475.
Total	<u>\$ 7,344,475.</u>

Statement 15
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	Claude Harmon Foundation
Address:	1806B Nantucket
Address:	Houston, TX 77057
Grant Date:	10/07/2009
Grant Amount:	\$ 1,000

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Statement 15 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grant Purpose:	Operating support
Amt. Expended by Grantee:	\$ 1,000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	November 3, 2010
Date of Verification:	None performed
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.
Grantee Name:	Stoney Creek Foundation
Address:	510 Bering Dr, Ste 100
Address:	Houston, TX 77057
Grant Date:	6/02/2009
Grant Amount:	\$ 5,000
Grant Purpose:	Scholarships
Amt. Expended by Grantee:	\$ 5,000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	November 8, 2010
Date of Verification:	None performed
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.
Grantee Name:	God's Exploits
Address:	11241 Southwest Fwy
Address:	Houston, TX 77031
Grant Date:	4/16/2008
Grant Amount:	\$ 10,000
Grant Purpose:	General support
Amt. Expended by Grantee:	\$ 10,000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	November 3, 2010
Date of Verification:	None performed
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.
Grantee Name:	Claude Harmon Foundation
Address:	1806B Nantucket
Address:	Houston, TX 77057
Grant Date:	10/03/2007
Grant Amount:	\$ 1,500
Grant Purpose:	Operating support
Amt. Expended by Grantee:	\$ 1,500
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	April 5, 2009
Date of Verification:	None performed
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.
Grantee Name:	Claude Harmon Foundation
Address:	1806B Nantucket
Address:	Houston, TX 77057
Grant Date:	2/06/2008
Grant Amount:	\$ 2,000
Grant Purpose:	Operating support
Amt. Expended by Grantee:	\$ 2,000

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Statement 15 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Any Diversion by Grantee: No
 Dates of Reports by Grantee: April 5, 2009
 Date of Verification: None performed
 Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

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

Statement 16
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Elizabeth Wareing 3355 West Alabama, Ste 630 Houston, TX 77098	Pres/Asst. Sec. 2.00	\$ 0.	\$ 0.	\$ 0.
Jack Blanton, Jr. 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Secretary 2.00	0.	0.	0.
Eddy Blanton 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Asst. Sec. 2.00	0.	0.	0.
Kathy Munger 3355 West Alabama, Ste 630 Houston, TX 77098	Asst. Secretary 33.00	44,000.	0.	0.
Licia Cosgrove 3355 West Alabama, Ste 630 Houston, TX 77098	Treas/Asst. Sec 8.00	24,000.	0.	2,846.
Total		\$ 68,000.	\$ 0.	\$ 2,846.

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Statement 17
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

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

12/31/09

2009 Federal Book Summary Depreciation Schedule

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Form 990/990-PF										
Furniture and Fixtures										
2	Furn, equip, software	Various		11,401			7,236	S/L	5	2,280
	Total Furniture and Fixtures			11,401		0	7,236			2,280
Miscellaneous										
3	Mineral interests	Various		1,199,279			499,700	S/L	12	99,940
	Total Miscellaneous			1,199,279		0	499,700			99,940
	Total Depreciation			1,210,680		0	506,936			102,220
	Grand Total Depreciation			1,210,680		0	506,936			102,220

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
250	Abbott Laboratories	\$ 13,498
75	Ace Ltd New	3,780
75	Advanced Auto Parts Inc	3,036
175	Aetna Inc	5,548
90	Aflac Inc	4,163
1,000	Allianz SE	12,573
25	Amazon Com Inc	3,363
50	Anadarko Petroleum Corp.	3,121
85	Apache Corp	8,769
60	Apple Inc.	12,644
475	Applied Materials Inc	6,622
72,917	Artio Internatinal Equity II-I	858,958
275	AT&T Inc	7,708
825	Bank of America Corp.	12,425
275	Bank of New York Mellon Corp	7,692
381,000	Barclay's 9M Rty Tactical Note	385,686
200,000	Barclay's Bren GSCI Oil 8/05/10	267,200
400,000	Barclay's 95% PPN Bric Basket	413,080
100	Baxter International Inc	5,868
125	BB & T Corp	3,171
3,470	BP P L C	193,295
50	Boeing Co.	2,707
225	Bristol Myers Squibb	5,681
75	Cardinal Health Inc	2,418
50	Caterpillar Inc	2,850
150	Celgene Corp.	8,352
130	Chevron Corp	10,009
700	Cisco Systems	16,758
1,225	Citigroup Inc	4,055
70	Coach Inc	2,557
70	Coca Cola Co	3,990
175	Comcast Corp Cl A	2,951
3,605	Conocophillips	174,329
75	Cooper Industries	3,198
400	Corning Inc.	7,724
150	Covidien Limited	7,184
170,000	Credit Suisse Bren EAFE 5/13/10	202,946
150,000	Credit Suisse REN OIH 01/14/10	191,370
300	CVS/Caremark Corp.	9,663
150	Deere & Co	8,114

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
110	Devon Energy	8,085
275	Dow Chemical	7,598
225	Edison International	7,826
2,000	El Paso Corp	19,660
100	Emerson Electric Co	4,260
55	EOG Res Inc.	5,352
190	Exxon Mobil	12,956
125	Freeport-McMoran Copper & Gold	10,036
50	General Mills Inc	3,541
125	Gilead Sciences	5,409
75	Goldman Sachs Group Inc	12,663
30	Google, Inc. Cl A	18,599
200	Hess Corp	12,100
425	Hewlett Packard	21,892
55	Honeywell Interantional Inc	2,156
137	Hugoton Royalty Trust	2,203
60	International Business Machines	7,854
100	International Game Technology	1,877
275	Johnson Controls	7,491
20,845	JPM Asia Equity Fund	652,464
650,000	JPM Chase Cigar Cls 9/15/10	547,690
125,000	JPM Chase Frn Cpi 4/18/10	119,950
7,000	JPM Chase Cap XXVI 8% SER Z	188,020
27,553	JPM TRI Growth Advantage Fund	200,307
11,310	JPM Emerging Markets Equity	237,058
5,916	JPM Mid Cap Value Fund	113,940
7,255	JPM Small Cap Equity Fund	217,789
36,692	JPM US Large Cap Core Plus Fund	667,055
225	Juniper Networks	6,001
100	KB Home	1,368
2,000	Key Energy Services Inc	17,580
10,000	Lexicon Pharmaceuticals	17,000
107,364	Manning & Napier Fund Inc	871,792
15	Mastercard Inc Class A	3,840
400	Merck & Co Inc	14,616
180,000	Meridian Resource Corp.	47,700
500,000	Merrill Lynch Arn Spx 10/13/10	386,400
75	Metlife Inc	2,651
925	Microsoft Corporation	28,194
60	Monsanto Co	4,905

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
250	Morgan Stanley	7,400
320,000	Morgan Stanley Brcn Spx 3/01/10	363,504
125	National Semiconductor Corp	1,920
75	Netapp Inc	2,577
70	Nike Inc	4,625
325	Norfolk Southern	17,037
14,627	Nuveen NWQ Value Opportunitied Fund	435,300
140	Occidental Petroleum	11,389
275	Oracle Corp	6,746
150	Paccar Inc	5,441
65	Parker-Hannifin Corp	3,502
75	Paychex Inc	2,298
135	Pepsico Inc	8,208
800	Pfizer Inc	14,552
175	Philip Morris International	8,433
2,000	Plains Exploration and Production	55,320
75	Praxair, Inc.	6,023
300	Procter & Gamble	18,189
36,132	Professionally Managed Portfolios (The Osterweis Fund)	879,453
120	Prudential Financial Inc	5,971
225	Qualcomm Inc.	10,409
1,000	Sandridge Energy Inc	9,430
600	Schlumberger Ltd	39,054
125	Southern Co	4,165
50	Southwestern Energy Co	2,410
600	Sprint Nextel Corp	2,196
300	Staples Inc	7,377
125	Starwood Hotels & Resorts	4,571
1,500	Swift Energy	35,940
150	Sysco Corp	4,191
100	TD Ameritrade Holding	1,938
38,820	T Rowe Price International Funds Inc	626,553
2,000	Tetra Technologies	22,160
333	Time Warner Inc	9,704
379	Transocean Inc.	31,381
175	United Technologies	12,147
75	Urban Outfitters Inc	2,624
350	US Bancorp	7,879
50	V F Corp	3,662
350	Verizon Communications	11,596

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
175	Wal Mart Stores	9,354
450	Walt Disney Co	14,513
5,000	Weingarten Realty	98,950
30	Wellpoint Inc	1,749
400	Wells Fargo & Co	10,796
200	Xilinx Corp.	5,012
150	Yum Brands Inc	5,246
	Total	<u>\$ 10,269,819</u>

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

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
<u>Arts</u>			
Alley Theatre 615 Texas Ave Houston, Texas 77002	509(a)(2)	Operating Support	2,000
Contemporary Arts Museum 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	General Support	13,500
Dallas Center for the Performing Arts Foundation, Inc. 2106 Boll Street Dallas, Texas 75204	509(a)(1)	Capital Campaign Support	10,000
Dominic Walsh Dance Theater 2311 Dunlavy, Ste210, Houston, TX 77006	509(a)(2)	Operating Support	500
Earthen Vessels, Inc. PO Box 130936, Houston, TX 77219	509(a)(2)	Operating Support	1,000
Fresh Arts Coalition 4820 Caroline Street, Houston, TX 77004	509(a)(2)	General Support	250
Houston Ballet Foundation 1921 W. Bell Houston, Texas 77019	509(a)(1)	Operating Support	5,000
Houston Grand Opera 510 Preston Street #500 Houston, Texas 77002	509(a)(1)	Blanton Studio	10,000
Houston Symphony 615 Louisiana Suite 102 Houston, Texas 77002	509(a)(2)	Operating Support	5,000
Museum of Fine Arts , Houston P. O. Box 4606 Houston, Texas 77210	509(a)(1)	Museum General Support Glassell Annual Fund	23,500
River Oaks Chamber Orchestra 1973 West Gray, Ste 3 Houston, TX 77019	509(a)(1)	Operating Support	2,500
Society for the Performing Arts 615 Louisiana Suite 100 Houston, Texas 77002	509(a)(2)	General Support	150
Stages Repertory Theatre 3201 Allen Pkway #101 Houston, Texas 77019	509(a)(2)	General Support	2,500
The Children's Museum of Houston 1500 Binz Street, Houston, TX 77004	509(a)(1)	Capital Campaign Support	35,750
Theatre Under the Stars 800 Bagby Suite 200 Houston, Texas 77002	509(a)(1)	Operating Support	1,000

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<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
UT - Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712	Govt	General Support	71,000
Young Audiences 1800 St. James Place, Suite 600 Houston, Texas 77056	509(a)(1)	Operating Support	5,000
Subtotal - Arts			<u>188,650</u>
<u>Civic</u>			
AIDS Foundation Houston, Inc. 3202 Wesleyan Annex Houston, Texas 77027	509(a)(1)	General Support	250
American Leadership Forum 3101 Richmond, Ste 140, Houston, TX 77098	509(a)(1)	Leadership Dinner	5,000
Battleship Texas Foundation 9320 Westview, Ste 9, Houston, TX 77055	509(a)(2)	Capital Campaign Support	16,668
Best Buddies International, Inc. 3550 West Dallas Street, Houston, TX 77019	509(a)(2)	General Support	500
Boy Scouts of America Sam Houston Area Council P.O. Box 924528 Houston, Texas 77292	509(a)(1)	General Support	1,000
Boys and Girls Clubs of Greater Houston Inc. 1520A Airline Drive Houston, Texas 77009	509(a)(1)	General Support	1,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	General Support	2,500
Camp Eagle 6424 Hackberry Rd, Rocksprings, TX 78880	509(a)(2)	Capital Campaign Support	6,250
Camp for All Foundation 10500 NW FWY 220 Houston, Texas 77092	509(a)(1)	Operating Support	4,500
Candlelighters Childhood Cancer Family 1121 E. 7th St, Austin, TX 78702	509(a)(1)	Operating Support	1,000
Career & Recovery Resources, Inc 2525 San Jacinto Houston, Texas 77002	509(a)(1)	General Support	5,000
ChildBuilders 3800 Buffalo Speedway #310, Houston, TX 77098	509(a)(1)	General Support	1,000
Claude Harmon Foundation 1806B Nantucket, Houston, TX 77057	Private Foundation	Operating Support	1,000

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

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Collaborative for Children 3800 Buffalo Speedway #300, Houston, TX 77098	509(a)(2)	General Support	500
Dress for Success 3915 Dacoma, Houston, Texas 77092	509(a)(1)	General Support	5,000
Eastside Community Connection 5810 Berkman Dr., Austin, TX 78723	509(a)(1)	Operating Support	5,000
Friends of River Oaks Park 3646 Locke Ln, Houston, TX 77027	509(a)(1)	Operating Support	500
Galveston Bay Foundation 17330 Highway 3, Webster, TX 77598	509(a)(1)	General Support	500
Girls Incorporated of Greater Houston 1235 North Loop W #118, Houston, TX 77008	509(a)(1)	General Support	1,500
Heart 4 Africa 9 Pleasanton Ln, Ladera Ranch, CA 92694	509(a)(1)	Operating Support	450
Hermann Park Conservancy 6201A Golf Course Dr, Houston, TX 77030	509(a)(1)	General Support	15,000
Holly Hall 8304 Knight Rd Houston, Texas 77054	509(a)(1)	Capital Campaign Support	51,000
Holocaust Museum of Houston 5401 Caroline, Houston, TX 77004	509(a)(1)	General Support	2,500
Houston Children's Charity 230 Westcott St. #202, Houston, TX 77007	509(a)(1)	General Support	1,000
Houston Food Bank 3811 Eastex Fwy, Houston, TX 77026	509(a)(1)	General Support	1,000
Houston Parks Board 300 N. Post Oak Ln, Houston, TX 77024	509(a)(1)	General Support	6,000
Houston Public Library Foundation 500 McKinney, Houston, TX 77002-2534	509(a)(1)	General Support	5,000
Houston Tennis Association PO Box 690763, Houston, TX 77269	509(a)(2)	Operating Support	500
Houston Zoo Inc. P. O. Box 4759 Houston, TX 77210-9862	509(a)(2)	Capital Campaign Support	52,000

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

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
International Justice Mission Houston P.O. Box 58147, Washington, DC 20037	509(a)(1)	Operating Support	750
Julia Ideson Library Preservation Partners 2726 Bissonnet, #240-203, Houston, TX 77005	509(a)(1)	Capital Campaign Support	33,333
Julie Rogers Gift of Life Program 148 S. Dowlen Rd, PMB 46, Beaumont, TX 77707	509(a)(1)	Operating Support	5,000
Kappa Kappa Gamma Charitable Foundation PO Box 6770, Houston, TX 77265	509(a)(2)	General Support	250
N Street Village 1333 N Street, Washunton DC, 20005	509(a)(2)	Operating Support	1,500
New Life Children's Services 19911 State Highway 249, Houston, TX 77070	509(a)(2)	Operating Support	750
Park People, Inc. 2311 Canal Street, Houston, TX 77003	509(a)(1)	General Support	1,000
Pathways Youth and Family Services, Inc. 14205 Burnet Rd, Ste 100, Austin, TX 78728	509(a)(1)	Operating Support	250
Post Oak YMCA of Greater Houston 1331 Augusta Houston, Texas 77057	509(a)(2)	Capital Campaign Support	25,000
Project GRAD Houston 3000 Richmond, Ste 400, houston, TX 77098	509(a)(1)	Operating Support	500
Project Row Houses PO Box 1011, Houston, TX 77251	509(a)(1)	General Support	500
Salvation Army 1500 Austin Houston, Texas 77002	509(a)(1)	General Support	11,000
SEARCH 2505 Fannin, Houston, TX 77002	509(a)(1)	Operating Support	16,500
Stoney Creek Foundation 510 Bering Drive, Ste 100, Houston, TX 77057	Private Foundation	General Support	5,000
Texas Cultural Trust 832 Congress Ave, Ste 650, Austin, TX 78701	509(a)(1)	General Support	17,500
The Arrow Project of Texas 2929 FM 2920 Rd, Spring, TX 77388	509(a)(1)	General Support	5,000

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

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
The Heritage Society 1100 Bagby Street, Houston, TX 77002	509(a)(2)	General Support	200
The Memorial Park Conservancy PO Box 131024, Houston, TX 77219	509(a)(1)	Capital Campaign Support General Support	13,333
The Orange Foundation 2402 Munger St, Houston, TX 77023	509(a)(1)	General Support	1,000
The V Foundation 106 Towerview Court, Cary, NC 27513	509(a)(1)	General Support	4,300
Trees of Hope 3330 Audley, Ste. 100 Houston, Texas 77098	509(a)(1)	General Support	1,000
United Way of the Texas Gulf Coast 50 Waugh Dr, Houston, TX 77007	509(a)(1)	Operating Support	27,000
William A Lawson Institute for Peace and Prosperity 5760 Cullen Blvd, Houston, TX 77021	509(a)(1)	General Support	15,000
Woodrow Wilson International Center for Scholars One Woodrow Wilson Plaza, Washington, DC 20004	509(a)(1)	General Support	1,000
YMCA of Greater Houston Area PO Box 3007, Houston, TX 77253	509(a)(2)	Program Support	15,000
Zina Garrison All Court Tennis Foundation 12335 Kingsride, No. 6 Houston, Texas 77024	509(a)(1)	General Support	6,000
Subtotal - Civic			<u>400,784</u>

Education

Anti-Defamation League 4635 Southwest Fwy, Ste 400, Houston, TX 77027	509(a)(2)	General Support	4,000
Barbara Bush Foundation for Literacy (DC Community Fd) 1201 15th St NW, Ste 420, Washington, DC 20005	509(a)(1)	General Support	15,000
Baylor College of Medicine One Baylor Plaza, Houston, TX 77030	509(a)(1)	General Support	5,000
Briarwood School 12207 Whittington Houston, Texas 77077	509(a)(1)	Operating Support	5,000

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<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	Capital Campaign Support Operating Support	158,000
Communities in Schools 2150 W. 18th St, Suite 100 Houston, Texas 77008	509(a)(1)	General Support	1,000
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Endowment Support	50,000
Houston A+ Challenge 2700 Southwest Fwy, Houston, TX 77098	509(a)(1)	General Support	500
Houston Community College Foundation 3100 Main Street, Suite 12B17 Houston, Texas 77002	509(a)(1)	General Support	2,500
KIPP Academy 3200 S. Lancaster Rd, Dallas, TX 75216	509(a)(1)	General Support	3,500
Lon Morris College 800 College Ave Jacksonville, Texas 75766	509(a)(1)	Capital Campaign Support	75,000
Neuhaus Education Center 4433 Bissonnet Bellaire, Texas 77401	509(a)(1)	General Support	25,770
Phi Beta Kappa Alumni of Greater Houston PO Box 25283 Houston, Texas 77265	509(a)(2)	General Support	3,000
Rice University Shepherd School Society MS 532 P.O. Box 1892 Houston, Texas 77252-1892	509(a)(1)	General Support	1,000
St. John's School 2401 Claremont Houston, Texas 77019	509(a)(1)	Operating Support	10,000
Teach for America 315 W 36th St 6th Fl New York, New York 10018	509(a)(1)	Operating Support	5,000
The University of Texas Foundation, Inc. P.O. Box 250 Austin, Texas 78767	509(a)(1)	Endowment Support	402,500
The University of Texas at Austin College of Liberal Arts 727 East Dean Keeton Street Austin, TX 78705	509(a)(1)	Program Support	10,000
Tri Delta Art Show for Charity, Inc. PO BOX 22517 Houston, Texas 77227-2517	509(a)(1)	Operating Support	5,000
University of St. Thomas 3800 Montrose Blvd. Houston, Texas 77006	509(a)(1)	General Support	1,000

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<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Wiley College 711 Wiley Ave Marshall, Texas 75670	509(a)(1)	Operating Support	4,000
Williams College PO Box 624, Williamstown, MA 01267	509(a)(1)	Program Support	10,000
Yellowstone Academy-Foundation for Tomorrow 3000 Trulley St, Houston, TX 77004	509(a)(1)	Community Center & Gym	353,333
Subtotal - Education			<u>1,150,103</u>
<u>Health</u>			
Aishel House 1955 University Blvd, Houston, TX 77030	509(a)(1)	Operating Support	500
American Diabetes Association 1701 N. Beauregard, Alexandria, VA 22311	509(a)(2)	Program Support	1,000
Amschwand Sarcoma Cancer Foundation 2260 West Holcombe Blvd, Ste 174, Houston, TX 77030	509(a)(1)	General Support	1,000
Beyond Batten Disease Foundation PO Box 200998, Austin, TX 78720	509(a)(1)	Operating Support	5,000
CanCare of Houston Inc 9575 Kathy Fwy, Ste 428, Houston, TX 77024	509(a)(1)	General Support	3,000
CHRISTUS Foundation for HealthCare PO Box 1919, Houston, TX 77251	509(a)(1)	General Support	1,000
Golfers Aganst Cancer Inc 1700 Lake Kingwood Trail, Kingwood, TX 77339	509(a)(1)	Operating Support	5,000
Harris County Hospital District Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	Capital Campaign Support General Support	22,500
Healthcare for the Homeless PO Boxx 66690, Houston, TX 77002	509(a)(1)	Operating Support	250
Houston Council on Alcohol and Drug Abuse, Inc. 303 Jackson Hill Houston, Texas 77007	509(a)(1)	General Support	1,000
Houston Hospice and Palliative Care System 1905 Holcombe, Houston, Texas 77030	509(a)(1)	General Support	5,000
Houston Pregnancy Help Center Inc 743 Shotwell Street, Houston, TX 77020	509(a)(1)	Operating Support	15,000

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<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Juvenile Diabetes Research Foundation 2425 Fountain View, Suite 280 Houston, Texas 77057	509(a)(1)	General Support	916
Legacy Community Health Services 1116 Jackson Blvd, Houston, TX 77006	509(a)(2)	General Support	1,000
March of Dimes 3000 Wesleyan, Ste 100, Houston, TX 77027	509(a)(1)	General Support	10,000
Memorial Hermann Foundation 9301 Southwest Fwy, Ste 600, Houston, TX 77074	509(a)(3) Type I	General Support	1,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Operating Support	310,000
Mexico Medical Missions 4001 County Road 114 Glenwood Springs, Colorado 81601	509(a)(1)	Operating Support	10,000
Pink Ribbons Project 1210 West Clay #26 Houston, Texas 77019	509(a)(1)	General Support	10,000
The Seniors Place, Inc 2714 Joanel Houston, Texas 77027	509(a)(1)	Capital Campaign Support	7,500
Serenity Retreat 3206 North Shepherd Houston, Texas 77018	509(a)(1)	Operating Support	15,000
St.Luke's Episcopal Hospital 6720 Bertner Ave, Houston, TX 77030	509(a)(1)	General Support	1,000
Star of Hope Mission 6897 Ardmore St, Houston, TX 77054	509(a)(1)	General Support	500
Texas Children's Hospital Foundation 1001 Fannin 2300 First City Tower Houston, Texas 77002	509(a)(3) Type I	Capital Campaign Support	252,500
The Food Allergy and Anaphylaxis Network 11781 Lee Jackson Hwy, Ste 160, Fairfax, VA 22033	509(a)(1)	General Support	10,000
The University of Texas Health Science Center- Houston 7000 Fannin, Suite 1200 Houston, Texas 77030	509(a)(1)	Endowment Support	5,000
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	Capital Campaign Support	92,500
Trey's House 1709 Blanco Rd, San Antonio, TX 78212	509(a)(1)	Operating Support	2,500

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<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
United Cerebral Palsy of Greater Houston, Inc 4500 Bissonnet, Ste 340, Bellaire, TX 77401	509(a)(1)	General Support	200
Subtotal - Health			<u>789,866</u>
<u>Religion</u>			
A.D. Players 2710 W Alabama Houston, Texas 77098	509(a)(1)	Operating Support	5,000
Agape Development Ministries 2700 Post Oak, Houston, TX 77056	509(a)(1)	Operating Support	500
Alpha USA Foundation 2275 Half Day Rd, Ste 185, Bannockburn, IL 60015	509(a)(2)	Program Support	1,000
Campus Crusade for Christ, Inc. 100 Lake Hart Dr MC3900 Orlando, Florida 32832	509(a)(1)	Operating Support	4,000
Christian Community Service Center, Inc. PO Box 27924 Houston, Texas 77227	509(a)(1)	General Support	12,500
David Stockwell Evangelistic Association PO Box G, Katy, TX 77492	509(a)(1)	Program Support	10,000
Houston Christian Foundation One Riverway, Houston, TX 77056	509(a)(3) Type III FI	Operating Support	11,500
Interfaith Ministries 3217 Montrose Blvd, Houston, TX 77006	509(a)(2)	Operating Support	250
Jordan Grove Missionary Baptist Support 2603 Anita St, Houston, TX 77004	509(a)(1)	Capital Campaign Support	1,000
Larry Renewal Foundation PO BOX 290670 Kerrville, Texas 78029	509(a)(1)	Capital Campaign Support	80,000
Lifhouse of Houston PO Box 27127, Houston, TX 77227	509(a)(1)	Program Support	10,000
Nehemiah Neighborhood Center 5015 Fannin Houston, Texas 77004	509(a)(1)	Operating Support	5,000
Second Avenue Church of God 102 2nd Ave N, Texas City, TX 77590	509(a)(1)	General Support	500

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<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
St Luke's United Methodist Church P.O. Box 22013 Houston, Texas 77227	509(a)(1)	Operating Support	5,500
The Chaplaincy Fund, Inc PO Box 691284, Houston, TX 77269	509(a)(1)	General Support	2,500
The Forge for Families Inc PO Box 14575, Houston, TX 77221	509(a)(1)	Capital Campaign Support Operating Support	201,500
The WorkFaith Connection 1500 N Post Oak Rd, Ste 150, Houston, TX 77055	509(a)(1)	General Support	5,000
Wesley Community Center 1410 Lee St, Houston, TX 77009	509(a)(1)	Operating Support	2,500
Wycliffe Bible Translators, Inc. PO Box 628200, Orlando, FL 32862	509(a)(1)	Program Support	1,000
Young Life - Greater Houston P. O. Box 25063 Houston, Texas 77265-5063	509(a)(1)	General Support	5,000
Young Life Houston Southwest 1931 Lexington St, Houston, TX 77098	509(a)(1)	Capital Support Operating Support	8,550
Subtotal - Religion			<u>372,800</u>
Less grants to private foundations not treated as qualifying distributions			(6,000)
Grand Total			<u><u>\$ 2,896,203</u></u>

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

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Campus Crusade for Christ, Inc. 100 Lake Hart Dr MC3900 Orlando, Florida 32832	509(a)(1)	Operating Support	12,000
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	Operating Support Capital Campaign	5,000
The Children's Museum of Houston 1500 Binz Houston, Texas 77004	509(a)(1)	Capital Campaign Support	30,000
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Endowment Support	50,000
Harris County Hospital District Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	General Support	40,000
Houston Ballet 1921 West Bell, Houston, TX 77019	509(a)(1)	Capital Campaign Support	30,000
Holly Hall 8304 Knight Rd Houston, Texas 77054	509(a)(1)	Capital Campaign Support	50,000
Julia Ideson Library Preservation Partners Inc. 2726 Bissonnet 240-203, Houston, TX 77005-1319	509(a)(1)	Conference Room Addition	33,500
Laity Lodge Foundation P. O. Box 290670, Kerrville, TX 78029-0670	509(a)(2)	Capital Campaign Support	240,000
Memorial Park Conservancy, Inc. P. O. Box 131024, Houston, TX 77219-1024	509(a)(1)	Capital Campaign Support	8,333
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Neurology Study	900,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Breast Cancer	10,000
Serenity Retreat 3206 North Shepherd Houston, Texas 77018	509(a)(1)	Operating Support	5,000
The Seniors Place, Inc 2714 Joanel Houston, Texas 77027	509(a)(1)	Operating Support	2,500
Texas Children's Hospital 1001 Fannin 2300 First City Tower Houston, Texas 77002	509(a)(1)	Capital Campaign Support	250,000
University of Texas at Austin 1 University Station, Austin TX 78712-0395	509(a)(1)	Blanton Museum	800,000

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

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
University of Texas McCombs Business School 1 University Sta B6000, Austin, TX 78712-0201	509(a)(1)	Operating Support	200,000
Williams College 75 Parks Street Williamstown, MA 01267	509(a)(1)	Operating Support	20,000
Yellowstone Academy 3000 Trulley Street, Houston, TX 77004-1743	509(a)(1)	Capital Campaign	333,333
YMCA Post Oak 1331 Augusta Drive, Houston, TX 77057-2415	509(a)(2)	Capital Campaign	25,000
Grand Total			<u>\$ 3,044,666</u>