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

2009

Department 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 _____, 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.	Name of foundation THE FANT FOUNDATION	A Employer identification number 76-0443413
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 9219 KATY FREEWAY, SUITE 161	B Telephone number 713-686-9631
	City or town, state, and ZIP code HOUSTON, TX 77024	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 771417.	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	850000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	10749.	10749.	10749.	STATEMENT 1
4 Dividends and interest from securities	10434.	10434.	10434.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-47784.			
b Gross sales price for all assets on line 6a	36049.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			4553.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	112.	0.	112.	STATEMENT 3
12 Total. Add lines 1 through 11	823511.	21183.	25848.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	3273.	1637.	3273.	0.
c Other professional fees	6858.	3429.	6858.	0.
17 Interest				
18 Taxes	2024.	771.	771.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	369.	185.	369.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	12524.	6022.	11271.	0.
25 Contributions, gifts, grants paid	620525.			620525.
26 Total expenses and disbursements. Add lines 24 and 25	633049.	6022.	11271.	620525.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	190462.			
b Net investment income (if negative, enter -0-)		15161.		
c Adjusted net income (if negative, enter -0-)			14577.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20062.	241867.	241867.
	2 Savings and temporary cash investments	171244.	171655.	178350.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	453807.	422053.	327700.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 30555.				
Less: accumulated depreciation STMT 10 ▶ 30555.				
15 Other assets (describe ▶ GRAVEL PIT)	23500.	23500.	23500.	
16 Total assets (to be completed by all filers)	668613.	859075.	771417.	
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	668613.	859075.	STATEMENT 8	
30 Total net assets or fund balances	668613.	859075.		
31 Total liabilities and net assets/fund balances	668613.	859075.		

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	668613.
2 Enter amount from Part I, line 27a	2	190462.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	859075.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	859075.

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 VARIOUS ST SALES - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b VARIOUS LT SALES - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c VARIOUS CASH-IN-LIEU RECEIPTS - SEE ATTACHED			
d STMT	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 1815.		2783.	-968.
b 28713.		81050.	-52337.
c			
d 5521.			5521.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			-968.
b			-52337.
c			
d			5521.
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	-47784.
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). If (loss), enter -0- in Part I, line 8		3	4553.

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 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))
2008	1205750.	639580.	1.885222
2007	1098840.	787099.	1.396063
2006	1010400.	1092955.	.924466
2005	661295.	1028072.	.643238
2004	966572.	1091258.	.885741

2 Total of line 1, column (d)	2	5.734730
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	1.146946
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	569972.
5 Multiply line 4 by line 3	5	653727.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	152.
7 Add lines 5 and 6	7	653879.
8 Enter qualifying distributions from Part XII, line 4	8	620525.

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 instructions)

1a	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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	303.
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	0.
3	Add lines 1 and 2	3	303.
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	303.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	405.
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	405.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	102.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 102. Refunded <input type="checkbox"/>	11	0.

Part VII A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

Part VII-A: Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of PHIL O. KELLEY Telephone no. 713-686-9631
Located at 5800 WESTVIEW DRIVE, HOUSTON, TEXAS ZIP+4 77055
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 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 2009?
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? 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 instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

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)? 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)? Yes No
 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? Yes No
 If "Yes" to 6b, 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? **N/A**

5b		X
6b		X
7b		

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.

(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
SHELDON E. RICHIE 9219 KATY FREEWAY, SUITE 161 HOUSTON, TX 77024	DIRECTOR 1.00	0.	0.	0.
PHIL O. KELLEY C/O NEW PROCESS STEEL 9219 KATY FREEWAY, SUITE 161 HOUSTON, TX 77024	DIRECTOR 2.00	0.	0.	0.
RICHARD E. FANT C/O NEW PROCESS STEEL 9219 KATY FREEWAY, SUITE 161 HOUSTON, TX 77024	DIRECTOR 2.00	0.	0.	0.
KELLY WILLIAMS 9219 KATY FREEWAY, SUITE 161 HOUSTON, TX 77024	DIRECTOR 20.00	0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED STATEMENT 12. SEE ALSO ATTACHED STATEMENT OF BENEFICIARIES AND CONTRIBUTIONS.	620525.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	458512.
b	Average of monthly cash balances	1b	96640.
c	Fair market value of all other assets	1c	23500.
d	Total (add lines 1a, b, and c)	1d	578652.
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	578652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8680.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	569972.
6	Minimum investment return. Enter 5% of line 5	6	28499.

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	
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	620525.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	620525.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	620525.

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				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ N/A				
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				0.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

- 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 ▶ 01/20/95
 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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	14577.	14226.	17165.	35533.	81501.
b 85% of line 2a	12390.	12092.	14590.	30203.	69276.
c Qualifying distributions from Part XII, line 4 for each year listed	620525.	1205929.	1099664.	1010966.	3937084.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	620525.	1205929.	1099664.	1010966.	3937084.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	18999.	21319.	26237.	36432.	102987.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

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 11

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 13				477946.
SEE STATEMENT 14				142579.
Total			▶ 3a	620525.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Schedule of Contributors

2009

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

THE FANT FOUNDATION

Employer identification number

76-0443413

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE FANT FOUNDATION	Employer identification number 76-0443413
--	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NEW PROCESS STEEL <hr/> 5800 WESTVIEW DRIVE <hr/> HOUSTON, TX 77055	\$ 850000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE FANT FOUNDATION

76-0443413

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	 <hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization THE FANT FOUNDATION	Employer identification number 76-0443413
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Fant Foundation - Capital Gains
 Capital Gains
 EIN: 76-0443413
 1/1/2009 through 12/31/2009

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
SLM Group	160	04/02/08	04/01/09	717	2,432	(1,715)
Fairpoint Communications Inc	3	04/04/08	04/02/09	2	-	2
HSBC Holdings	19	04/09/09	11/13/09	1,096	351	745
				<u>1,815</u>	<u>2,783</u>	<u>(968)</u>
LONG TERM						
Nortel Networks	42.5	04/18/05	01/22/09	3	1,119	(1,115)
Nortel Networks	65.5	05/25/05	01/22/09	5	1,675	(1,670)
Nortel Networks	52	08/21/06	01/22/09	4	1,051	(1,046)
Conseco Inc	195	07/19/07	03/16/09	64	3,938	(3,874)
Ford Motor Company	425	11/29/05	03/24/09	1,100	3,602	(2,502)
Ford Motor Company	280	12/08/05	03/24/09	725	2,281	(1,556)
Citigroup Inc	170	11/30/07	04/01/09	449	5,167	(4,718)
Citigroup Inc	115	01/18/08	04/01/09	304	3,146	(2,843)
Sumitomo Mitsui Financial Group	340	09/24/07	04/09/09	1,230	2,418	(1,188)
Mitsubishi UFJ Finl	60	06/11/01	04/15/09	305	558	(253)
Mitsubishi UFJ Finl	135	02/14/07	04/15/09	686	1,606	(920)
Mitsubishi UFJ Finl	135	04/23/07	04/15/09	686	1,510	(824)
Mitsubishi UFJ Finl	90	04/25/07	04/15/09	457	983	(525)
Boston Scientific Corporation	170	11/02/06	06/02/09	1,544	2,697	(1,153)
Boston Scientific Corporation	30	11/14/06	06/02/09	273	483	(211)
Boston Scientific Corporation	30	03/06/07	06/02/09	273	484	(212)
Tenet Healthcare Corp	250	11/17/03	06/04/09	950	3,236	(2,287)
Centrais Electronicas Com	205	06/11/01	06/24/09	2,977	1,497	1,480
CIT Group	105	09/20/07	07/21/09	40	3,981	(3,941)
Boston Scientific Corporation	120	11/02/06	07/30/09	1,260	1,904	(644)
Unisys Corp	350	06/11/01	08/06/09	713	4,393	(3,680)
Gannett Co Inc	50	02/13/06	08/17/09	397	3,119	(2,722)
Gannett Co Inc	80	05/10/06	08/17/09	636	4,405	(3,769)
Gannett Co Inc	10	05/22/06	08/17/09	79	544	(465)
Gannett Co Inc	40	04/02/07	08/17/09	318	2,243	(1,925)
Gannett Co Inc	90	10/03/07	08/17/09	715	3,977	(3,262)
Home Depot Inc	70	10/18/07	08/21/09	1,889	2,307	(418)
Eastman Kodak	180	09/26/05	08/31/09	881	4,592	(3,710)
Eastman Kodak	20	06/07/06	08/31/09	98	481	(383)
Eastman Kodak	60	06/13/06	08/31/09	294	1,401	(1,107)
ADR Telmex Internacional	125	06/12/08	09/16/09	1,794	893	901
Akzo Nobel NV ADR	35	08/26/08	10/26/09	2,337	2,075	262
Akzo Nobel NV ADR	5	09/10/08	10/26/09	334	294	40
HSBC Holdings	45	03/29/07	11/13/09	2,597	3,960	(1,363)
HSBC Holdings	1	05/09/08	11/13/09	58	88	(30)
Micron Technology	25	11/26/04	12/21/09	224	288	(64)
Micron Technology	225	04/30/07	12/21/09	2,015	2,655	(640)
				<u>28,713</u>	<u>81,050</u>	<u>(52,338)</u>
OTHER						
PNC Bank Corp			1/15/2009	7	-	7
Wells Fargo			1/8/2009	14	-	14
Telemig Celular Participacoes			5/7/2009	0	-	0

Vivo Participacoes SA	5/14/2009	1	-	1
Tim Participacoes SA	5/20/2009	0	-	0
Citigroup Inc	8/4/2009	2	-	2
Vivo Participacoes SA	9/15/2009	22	-	22
Pfizer Inc	10/23/2009	9	-	9
Brasil Telecom	10/23/2009	11	-	11
Brasil Telecom	12/23/2009	9	-	9
Pfizer Inc	10/19/2009	5,445	-	5,445
Telemig Celular Participacoes	1/8/2009	0	-	0
		<u>5,521</u>	-	<u>5,521</u>
		36,049	83,833	<u>(47,785)</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	10749.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10749.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	10434.	0.	10434.
TOTAL TO FM 990-PF, PART I, LN 4	10434.	0.	10434.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	112.	0.	112.
TOTAL TO FORM 990-PF, PART I, LINE 11	112.	0.	112.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3273.	1637.	3273.	0.
TO FORM 990-PF, PG 1, LN 16B	3273.	1637.	3273.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	6858.	3429.	6858.	0.	
TO FORM 990-PF, PG 1, LN 16C	6858.	3429.	6858.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	771.	771.	771.	0.	
PROPERTY TAX	1253.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	2024.	771.	771.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	369.	185.	369.	0.	
TO FORM 990-PF, PG 1, LN 23	369.	185.	369.	0.	

FORM 990-PF	OTHER FUNDS		STATEMENT	8
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
ENDOWMENT FUND	668613.	859075.		
TOTAL TO FORM 990-PF, PART II, LINE 29	668613.	859075.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORGAN KEEGAN	422053.	327700.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	422053.	327700.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MICROSCOPE	30555.	30555.	0.
TOTAL TO FM 990-PF, PART II, LN 14	30555.	30555.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE FANT FOUNDATION, DR. KELLY WILLIAMS
14775 MEMORIAL DRIVE
HOUSTON, TX 77079

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

PLEASE WRITE TO THE FANT FOUNDATION FOR APPLICATION INFORMATION AND MATERIALS.

ANY SUBMISSION DEADLINES

NOT APPLICABLE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS FOR SUPPORT AND ASSISTANCE ARE MADE TO INDIVIDUALS ON A NONDISCRIMINATORY BASIS AND MAY BE LIMITED/RESTRICTED TO SPECIFIC PURPOSES.

THE FANT FOUNDATION

5800 Westview Drive
Houston, Texas 77055-5495

Phone: (713) 316-1273
Fax: (713) 316-1473

INSTRUCTIONS TO APPLICANTS FOR GRANTS FROM THE FANT FOUNDATION

The Fant Foundation is a not for profit corporation formed by Alta Fay and Eugene R. Fant to help mankind, and to express their gratitude for the opportunity to live and work in the United States of America. Foundation funds are to be utilized to achieve the purposes for which the Foundation was established in accordance with the wishes and specific instructions of the Fants.

Individuals and institutions wishing to apply for grant funding from the Foundation must complete the required application and submit it, together with necessary documentation to qualify for a grant. All applications will be examined and considered by the Board of Directors for the Foundation. There is no guaranty that applications properly filled out and submitted will be approved and funded. The approval and funding of grant applications is totally discretionary with the Board of Directors of the Foundation and their actions will be totally subjective.

The Fant Foundation is formed for charitable purposes to give financial support and assistance to the following categories of beneficiaries:

- Those individuals who have demonstrated a willingness and desire to improve their or their family's economic and living conditions but are unable to do so because of medical or financial circumstances;
- Individuals of families that are impoverished and who qualify for assistance from public charities; and
- Publicly supported charities formed for the purpose of providing support to religious, charitable, scientific, educational or artistic organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986; as amended.

Only applications which demonstrate that the funds will be utilized for one of the stated purposes will be considered for approval and/or funding.

The Fant Foundation
Instructions to Applicants For Grants
Page 2 of 2

After an application is submitted, an examiner will review it and may request additional information from the applicant. In the event that an application is approved, before it is funded, the applicant will be personally examined and reviewed for the purposes of assuring the accuracy of information contained in the application and that the funds, if distributed, shall be used for the intended purposes. Follow-up reviews will be conducted to further assure that the funds have been, and continue to be utilized for the intended purposes. Failure of the applicant to allow these interviews and reviews and to fully cooperate therewith shall be grounds for suspension of grant funds. The examiner shall be entitled to make copies of any and all information, cancelled checks and receipts necessary to establish that the funds have been expended for their intended purpose.

Grant applications may be submitted four (4) times per calendar year, by the following dates:

March 15
June 15
September 15
December 15

Applications will be acted on within sixty (60) days of the submission date (one of the four dates listed above) and each applicant shall receive a response to the application. Funding for approved grants shall be made in accordance with the schedule on the approval notification.

Thank you for submitting your grant application to **The Fant Foundation**. Your application should be submitted to or, if you need further information please phone or write to:

The Fant Foundation
5800 Westview
Houston, Texas 77055-5495
Phone: (713) 686-9631

Sincerely,

THE DIRECTORS OF THE

THE FANT FOUNDATION

THE FANT FOUNDATION

5800 Westview
Houston, Texas 77055-5495

Phone: (713) 316-1273
Fax: (713) 316-1473

APPLICATION FOR GRANT NON-PUBLIC CHARITY OR INDIVIDUAL

This application should be filled out only by non-public charities or individuals applying for grant support from **The Fant Foundation**.

1. **Name of Applicant:** _____

2. **Address of Applicant:** _____

3. **Amount Applied For:** \$ _____
4. **Intended Use of Funds:** _____

5. **Prior Foundation Grants: Year(s):** _____
Amount (s): \$ _____
6. **Other Sources of Support (Please include amounts):**

The Fant Foundation

Application For Grant Non-Public Charity or Individual
Page 2 of 2

7. Basis for Qualifications:

I, _____, do hereby certify that the information supplied herein is true and correct and without misrepresentation and understand **The Fant Foundation** is relying on the accuracy of the information when and if it distributes grant funds to me.

Applicant

Date

**Form 990-PF
Part IX-A, Line 1
Summary of Direct Charitable Activities**

The Fant Foundation was formed to provide support and assistance to impoverished, distressed, and disadvantaged individuals and families who seek to improve their present living conditions. In order to accomplish this charitable purpose, the Foundation maintains direct and significant involvement in providing relief to these persons by supplying food, clothing, money, transportation, guidance, general counseling, and other necessary goods or services through direct active conduct, without the assistance of an intervening organization or agency.

The Foundation's primary objective is to provide humanitarian services, in-kind assistance and financial support to selected recipients who demonstrate a willingness and desire to improve their economic or living conditions, but are incapable due to their economic, mental, or physical limitations or circumstances. These recipients may, or may not, otherwise qualify for or receive assistance from other organizations or agencies. On occasion, the Foundation may provide temporary relief in the form of food, clothing, and other essential goods to persons in areas stricken by natural disasters. During 2003, the direct charitable activities of the Foundation were focused primarily on impoverished, indigent, distressed and disadvantaged persons living in Houston, Texas.

Recipients were identified and screened by the Foundation based upon specific information gathered during research, field work, and from support applications or recommendations made by other organizations and agencies. The existing living conditions of the recipients were assessed by the Foundation in light of the recipient's specific economic, mental or physical limitations and circumstances. Determinations regarding the selection of the recipients and support awarded during 2002 were made by the Foundation's board based upon Foundation manager recommendations and reports regarding each recipient's specific circumstances and level of need. Through on-going follow up, the specific conditions of the recipients are monitored and recorded. Based upon this information, decisions regarding appropriate levels of continued support are made by the Foundation's board.

2009 FOUNDATION CONTRIBUTIONS

NAME	ADDRESS	AMT	SUB TOTAL
Grants to Non Profit Organizations			
Bayside Area Little League	P. O. Box 357, Seabrook, TX 77586	1,000	
Big Brothers Big Sisters	6437 High Star, Houston, TX 77074	20,000	
Birmingham Diabetes Foundation	14 Office Park, Suite 115, Birmingham, AL	100	
Boy Scouts of America	Box 27459, Houston, TX 77227	10,000	
Brookwood Community	1752 FM 1489, Brookshire, TX 77423	5,000	
Casa de Esperanza	P. O. Box 66581, Houston, TX 77266-6581	63,334	
Coats for Kids Foundation	47 Warbird Drive, Millville	2,500	
DeafBlind Children's Fund	Box 11234, Spring, TX 77391-1234	1,000	
Erin's House	3811 Illinois Rd, Suite 205, Ft. Wayne, IN 46804	10,000	
Friends for Hope	3904 Old Wineyard Rd, Winston-Salem, NC	10,000	
Girl Scouts of America	3110 Southwest Freeway, Houston, TX 77098	5,100	
Grounded in Music	907 Porpose Street, Austin, TX 78734	5,000	
Hand in Hand USA	710 St. Joseph Drive, Oak Brook, IL 60523	25,000	
Harrison's Heart	1707 1/2 Post Oak Blvd., Houston, TX 77056	2,500	
Hermann Park Conservancy	6201A Golf Course Drive, Houston, TX 77030	2,500	
Hip'n Fit Fun Club!	4823 Mandell, Houston, TX 77006	10,000	
Hope Stone, Inc.	1210 West Clay #26, Houston, TX 77019	50,000	
Houston Food Bank	3811 Eastex Freeway, Houston, TX 77026	2,000	
Houston Museum Natural Science	One Hermann Circle, Houston, TX 77030	5,000	
Houston Livestock Show & Rodeo	Box 20070, Houston, TX 77225	10,500	
Houston PetSet	1302 Waugh Drive, #825, Housto, TX 77019	2,500	
KIPP Academy Endowmant	10711 KIPP Way, Houston, TX 77099	5,000	
Krause Center	5638 Medical Center Drive, Katy, TX 77494	50,000	
Kul's Kids	215 Westheimer, Houston, TX 77006	1,000	
Legacy Community Health Service	215 Westheimer, Houston, TX 77006	2,500	
Lutheran High North	1130 West 34th Street, Houston, TX 77018	2,500	
March of Dimes	3000 Wesleyan, Suite 100, Houston, TX 77027	5,000	
National Kidney Foundation of Indiana	5800 Fairfield Avenue, Ft. Wayne, IN 46807	12,500	
Newspring	600 Travis, Suite 6400, Houston, TX 77002	10,000	
Prepared 4 Life	1800 West Loop South, Suite 1875, Houston, TX	5,000	
South Bend Hebrew Day School	206 West 8th Street, Mishawaka, IN 46544	500	
St. Cecilia Catholic School	11740 Joan of Arc, Houston, Tx 77024	5,000	
St. Peter-St. Joseph Children's Hospital	919 Mission Road, San Antonio, TX 78210	1,000	
St. Theresa Catholic School	6622 Haskell Street, Houston, TX 77007	5,000	
Stages Theatre/Laramie Project	3201 Allen Parkway, Suite 101, Houston, 77019	10,000	
Texas French Alliance	777 Post Oak Blvd, Suite 600, Houston, TX	29,000	
Texas Rise Schools	Box 12275, Austin, TX 78711	5,000	
The Arbor School	1635 Blalock, Houston, TX 77080	15,912	
The Nature Conservancy	1800 Augusta Drive, Suite 240, Houston, TX	2,500	
Thirst-Aid	75 Third Ave, TS 503, NY, NY 10003	7,500	
Tiara Delgado (New Hope School)	2440 8th Street, Springfield, Oregon 97477	8,000	
United Way	P.O. Box 924507, Houston, TX 77292	52,000	
			477,946

Grants to Individuals

Michelle Edmondson	2006 Bent Bow Cove, Cedar Park, TX 78613	10,000	
Jennifer Vocolka	5800 Westview Drive, Houston, TX 77055	2,500	
Lida Woodul	5800 Westview Drive, Houston, TX 77055	1,000	
Joseph Luna	18505 Silentwater Way, Pflugerville, TX 78660	30,000	43,500
Education Grants Supervised by Jana Fant			
Tonya Pennie	Box 685285, Austin, TX 78768	5,894	
Laurel Rimes	2214 Libbey, Houston, TX 77018	12,000	
Andrea Reed	1291 Dulles Avenue, Stafford, TX 77477	5,000	
Maxmillian Isaacson	1902 Lauren Lake Drive, League City, TX 77573	5,050	
Michelle Burns	1213 Greenforest Drive, Austin, TX 78745	5,000	
Perpetua Sridharan	17047 Judy Leigh Drive, Houston, TX 77084	15,000	47,944
Education Grants Supervised by K Williams			
Education Grants Supervised by K Williams	c/o Kelly Williams, Houston, TX		21,500
Indigent Care Grants Supervised by K Williams	c/o Kelly Williams, Houston, TX		29,635
TOTAL 2009 CONTRIBUTIONS			620,525

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization THE FANT FOUNDATION	Employer identification number 76-0443413
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions: 9219 KATY FREEWAY, SUITE 161	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77024	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

PHIL O. KELLEY

- The books are in the care of ▶ **5800 WESTVIEW DRIVE, HOUSTON, TEXAS - 77055**
 Telephone No. ▶ **713-686-9631** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ▶ calendar year **2009** or
 ▶ tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	405.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	405.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE FANT FOUNDATION	Employer identification number 76-0443413
	Number, street, and room or suite no. If a P.O. box, see instructions. 9219 KATY FREEWAY, SUITE 161	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77024	

Check type of return to be filed (File a separate application for each return):

Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PHIL O. KELLEY

- The books are in the care of **5800 WESTVIEW DRIVE, HOUSTON, TEXAS - 77055**
Telephone No. **713-686-9631** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____.

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	405.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	405.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Nancy Z. Swick** Title **CPA** Date **8/9/10**