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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.

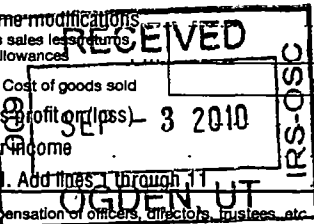
For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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 <b>THE ANDREWS FOUNDATION</b>	A Employer identification number <b>76-0537224</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>2408 KIPLING ST.</b>	B Telephone number <b>713-528-6571</b>
	City or town, state, and ZIP code <b>HOUSTON, TX 77098-5604</b>	C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>2,045,039.</b> (Part I, column (d) must be on cash basis.)		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"/>

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	265.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	117.	117.	117.	STATEMENT 1
4 Dividends and interest from securities	35,493.	35,493.	35,493.	STATEMENT 2
5a Gross rents	882.	882.	882.	STATEMENT 3
b Net rental income or (loss)	882.			
6a Net gain or (loss) from sale of assets not on line 10	103,884.			
b Gross sales price for all assets on line 6a	118,333.			
7 Capital gain net income (from Part IV, line 2)		103,884.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit (loss)				
11 Other income	14,539.	14,539.	14,539.	STATEMENT 4
12 Total. Add lines 1 through 11	155,180.	154,915.	51,031.	
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages	5,290.	2,645.	2,645.	2,645.
15 Pension plans, employee benefits	405.	203.	203.	203.
16a Legal fees				
b Accounting fees STMT 5	4,620.	2,310.	2,310.	2,310.
c Other professional fees				
17 Interest	14,473.	14,473.	0.	0.
18 Taxes STMT 6	956.	235.	0.	0.
19 Depreciation and depletion	2,143.	2,143.	0.	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	35,093.	30,677.	4,418.	4,418.
24 Total operating and administrative expenses. Add lines 13 through 23	62,980.	52,686.	9,576.	9,576.
25 Contributions, gifts, grants paid	88,061.			88,061.
26 Total expenses and disbursements. Add lines 24 and 25	151,041.	52,686.	9,576.	97,637.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,139.			
b Net investment income (if negative, enter -0-)		102,229.		
c Adjusted net income (if negative, enter -0-)			41,455.	

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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		47.	150.	150.
	2	Savings and temporary cash investments		<128.>	23,840.	23,840.
	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		4,204.	3,483.	3,483.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		14,184.	0.	0.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		1,862,296.	1,858,513.	2,017,566.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>		<b>1,880,603.</b>	<b>1,885,986.</b>	<b>2,045,039.</b>	
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 ▶ STATEMENT 10)		1,028.	129.	
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>1,028.</b>	<b>129.</b>		
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		1,920,404.	1,924,543.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		<40,829.>	<38,686.>		
30	<b>Total net assets or fund balances</b>		<b>1,879,575.</b>	<b>1,885,857.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>1,880,603.</b>	<b>1,885,986.</b>		

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	1,879,575.
2	Enter amount from Part I, line 27a	2	4,139.
3	Other increases not included in line 2 (itemize) ▶ NET ASSET ADJUSTMENT	3	2,143.
4	Add lines 1, 2, and 3	4	1,885,857.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>1,885,857.</b>

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

1a	(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.)
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

a	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	118,333.		14,449.	103,884.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			103,884.

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	103,884.
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	10,038.

**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	118,525.	2,012,143.	.058905
2007	92,131.	2,227,032.	.041369
2006	105,793.	2,028,159.	.052162
2005	64,705.	1,465,528.	.044151
2004	53,450.	1,018,239.	.052493

2	Total of line 1, column (d)	2	.249080
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	.049816
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,897,471.
5	Multiply line 4 by line 3	5	94,524.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,022.
7	Add lines 5 and 6	7	95,546.
8	Enter qualifying distributions from Part XII, line 4 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.	8	97,637.

**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,022.
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	1,022.
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	1,022.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,483.
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	3,483.
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	2,461.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,461. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
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 JUDITH N. ANDREWS Telephone no. 713-528-6571
Located at 2408 KIPLING ST., HOUSTON, TX ZIP+4 77098-5604
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  Yes  No

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). N/A

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?  Yes  No

**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
RICHARD J ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	PRES/TREAS 0.00	0.	0.	0.
JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	VP/SEC/DIR 0.00	0.	0.	0.
RITA N JUSTICE 6416 SEWANEE HOUSTON, TX 77005	DIR 0.00	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
<b>1</b> THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAXABLE YEAR	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	0.
<b>2</b>	
All other program-related investments See instructions	
<b>3</b> NONE	0.
<b>Total.</b> 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	1,917,296.
b	Average of monthly cash balances	1b	9,071.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,926,367.
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	1,926,367.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,896.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,897,471.
6	Minimum investment return. Enter 5% of line 5	6	94,874.

**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	94,874.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,022.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,022.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	93,852.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	93,852.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	93,852.

**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	97,637.
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	97,637.
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	1,022.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,615.

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				93,852.
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	4,497.			
b From 2005				
c From 2006	6,975.			
d From 2007				
e From 2008	19,360.			
f Total of lines 3a through e	30,832.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$	97,637.			
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				93,852.
e Remaining amount distributed out of corpus	3,785.			
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	34,617.			
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	4,497.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	30,120.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	6,975.			
c Excess from 2007				
d Excess from 2008	19,360.			
e Excess from 2009	3,785.			



**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 Paid during the year SEE STATEMENT 12				88,061.
<b>Total</b>			▶ 3a	88,061.
b Approved for future payment  NONE				
<b>Total</b>			▶ 3b	0.





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2009**

Name of the organization

Employer identification number

THE ANDREWS FOUNDATION

76-0537224

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).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE ANDREWS FOUNDATION

76-0537224

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RICHARD J AND JUDITH N ANDREWS 2408 KIPLING ST. HOUSTON, TX 77098-5604	\$ 40,570.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	RICHARD J AND JUDITH N ANDREWS 2408 KIPLING ST. HOUSTON, TX 77098-5604	\$ 20,402.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization  <b>THE ANDREWS FOUNDATION</b>	Employer identification number  <b>76-0537224</b>
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**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
1	1000 SHS NEWMONT MINING CORP	\$ 40,570.	08/27/09
2	1000 SHS INTEL	\$ 20,402.	12/29/09
		\$	
		\$	
		\$	
		\$	

**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 750 SHS INTEL	D	04/29/77	01/07/09
b 200 SHS INTEL	D	04/29/77	04/17/09
c 300 SHS INTEL	D	04/29/77	06/30/09
d 1000 SHS INTEL	D	04/29/77	12/30/09
e 100 SHS NEWMONT MINING	D	03/11/86	03/16/09
f 200 SHS NEWMONT MINING	D	03/11/86	03/31/09
g 50 SHS NEWMONT MINING	D	03/11/86	04/17/09
h 150 SHS NEWMONT MINING	D	03/11/86	04/24/09
i 100 SHS NEWMONT MINING	D	03/11/86	09/08/09
j 300 SHS NEWMONT MINING	D	03/11/86	09/08/09
k 600 SHS NEWMONT MINING	D	03/11/86	10/22/09
l 100 SHS TEXAS CAP BANCSHARES	D	08/06/04	04/17/09
m 200 SHS TEXAS CAP BANCSHARES	D	08/06/04	05/08/09
n 200 SHS TEXAS CAP BANCSHARES	D	08/06/04	05/08/09
o 400 SHS TEXAS CAP BANCSHARES	D	08/06/04	07/20/09

(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 10,987.		82.	10,905.
b 3,104.		22.	3,082.
c 4,891.		33.	4,858.
d 20,454.		110.	20,344.
e 3,821.		16.	3,805.
f 9,034.		31.	9,003.
g 1,876.		8.	1,868.
h 5,970.		23.	5,947.
i 4,698.		16.	4,682.
j 14,115.		47.	14,068.
k 27,223.		93.	27,130.
l 1,144.		1,552.	<408.>
m 3,074.		3,104.	<30.>
n 2,942.		3,104.	<162.>
o 6,122.		6,208.	<86.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			10,905.
b			3,082.
c			4,858.
d			20,344.
e			3,805.
f			9,003.
g			1,868.
h			5,947.
i			4,682.
j			14,068.
k			27,130.
l			<408.>
m			<30.>
n			<162.>
o			<86.>

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
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

**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 ACM FUND, LP - FORM K-1	P		
b ACM FUND, LP - FORM K-1	P		
c ACM TOP TIER FUND LP- FROM K-1	P		
d ACM TOP TIER FUND LP- FROM K-1	P		
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 6,347.			6,347.
b <11,168.>			<11,168.>
c 3,691.			3,691.
d 8.			8.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** 6,347.
b			<11,168.>
c			** 3,691.
d			8.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	103,884.
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	10,038.

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

SOURCE	AMOUNT
ACM FUND, L.P. FORM K-1	96.
ACM TOP TIER FUND, LP FORM K-1	10.
NATIONAL FINANCIAL SERVICES (FIDELITY)	7.
PROVIDENT MINERAL FORM K-1	4.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>117.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACM FUND, L.P. FORM K-1	35,029.	0.	35,029.
ACM TOP TIER FUND LP FORM K-1	202.	0.	202.
NATIONAL FINANCIAL SERVICES (FIDELITY)	262.	0.	262.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>35,493.</b>	<b>0.</b>	<b>35,493.</b>

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PROVIDENT MINERAL FORM K-1	1	882.
<b>TOTAL TO FORM 990-PF, PART I, LINE 5A</b>		<b>882.</b>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROVIDENT MINERAL P/S ROYALTY INCOME	13,447.	13,447.	13,447.
PROVIDENT MINERAL P/S OTHER INCOME	595.	595.	595.
ACM FUND, LP	497.	497.	497.
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>14,539.</b>	<b>14,539.</b>	<b>14,539.</b>

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	4,620.	2,310.	2,310.	2,310.
TO FORM 990-PF, PG 1, LN 16B	4,620.	2,310.	2,310.	2,310.

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 - ACM FUND, LP FORM K-1	227.	227.	0.	0.
FEDERAL EXCISE TAX FYE 12/31/08	721.	0.	0.	0.
FOREIGN TAX - ACM TOP TIER FUND, LP FORM K-1	8.	8.	0.	0.
TO FORM 990-PF, PG 1, LN 18	956.	235.	0.	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
MEMBERSHIPS	495.	248.	248.	248.
OFFICE EXPENSE	3,202.	1,601.	1,601.	1,601.
MISCELLANEOUS	1,364.	683.	683.	683.
TELEPHONE	773.	386.	386.	386.
2% PORTFOLIO DEDUCTIONS-ACM TOP TIER K-1	1,768.	1,768.	0.	0.
OTHER DEDUCTIONS-ACM FUND LP K-1	21,036.	21,036.	0.	0.
RENT	3,000.	1,500.	1,500.	1,500.
PROVIDENT MINERALS ADMINISTRATIVE FEE	3,455.	3,455.	0.	0.
TO FORM 990-PF, PG 1, LN 23	35,093.	30,677.	4,418.	4,418.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INTEL CORP	0.	0.
TEXAS CAPITAL BANCSHARES	0.	0.
NEWMONT MINING	0.	0.
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TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACM FUND, LP	COST	1,721,330.	1,885,784.
PROVIDENT MINERAL PARTNERSHIP	COST	<95.>	<26.>
ACM TOP TIER FUND, LP	COST	137,278.	131,808.
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TOTAL TO FORM 990-PF, PART II, LINE 13		1,858,513.	2,017,566.

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FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,028.	129.
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TOTAL TO FORM 990-PF, PART II, LINE 22	1,028.	129.

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FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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## NAME OF MANAGER

RICHARD J ANDREWS  
JUDITH N ANDREWS

The Andrews Foundation  
 Contribution Listing  
 January 1, 2009 to December 31, 2009

Date	Check No	Amount	Name and Address	Purpose
1/1/2009	1598	\$2,500	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
1/27/2009	1602	\$2,500	St Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	Education Centennial Campaign
1/27/2009	1603	\$2,000	Strake Jesuit Alumni Drive 8900 Bellaire Blvd Houston, TX 77036	Educational Capital Campaign
3/10/2009	1617	\$250	Alzheimer's Association Houston Chapter 2242 W. Holcombe Blvd Houston, TX 77030	Public Health General Fund
2/19/2009	1617	\$200	Soma International Foundation Inc. 1415 South Voss, Suite 110-448 Houston, TX 77057	General Youth
3/10/2009	1618	\$200	Houston Livestock Show and Rodeo Art Auction Jamie Locker at:locker@hlsr.com 832-667-1090	Art Youth
3/10/2009	1619	\$500	Lamar FFA PO Box 542016 Houston, TX 77254-2016	General Educational
3/15/2009	1623	\$3,200	E3 Partners 2001 W. Plano Parkway, Suite 2600 Plano, TX 75075	Ministry Religious Sao Paulo
3/24/2009	1624	\$400	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
3/24/2009	1552	\$264	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
3/31/2009	1553	\$3,000	Grace Flight 4310 Amelia Earhart Drive Addison, TX 75001	Public Health
4/14/2009	1557	\$500	Community Endowment Foundation 2516 Mandell Street No. 6 Houston, TX 77006	Public Swehla House Fund
4/14/2009	1559	\$2,500	The Gladney Fund 6300 John Ryan Drive Fort Worth, TX 76132-4122	General Health

The Andrews Foundation  
 Contribution Listing  
 January 1, 2009 to December 31, 2009

Date	Check No	Amount	Name and Address	Purpose
4/14/2009	1560	\$1,000	Camp for All 10500 NW Freeway, Suite 220 Houston, TX 77092	Public General Fund
4/14/2009	1561	\$10,000	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
4/14/2009	1562	\$3,000	St Anne Catholic Church 2140 Westheimer Rd Houston, TX 77098	Religious Faith in Action Capital Campaign
4/14/2009	1563	\$2,500	St Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	Education Centennial Campaign
5/12/2009	1569	\$3,333	Houston Aphasia Recovery Center 2410 Kipling St Houston, TX 77019	General Public Health
6/2/2009	1573	\$500	Mental Health America 2000 North Beauregard St ,6th Floor Alexandria, VA 22311-1748	Public Health General fund
6/2/2009	1574	\$1,000	Archdiocese of Galveston-Houston 1700 San Jacinto Houston, TX 77002	Religious St Michael Catholic Church
6/2/2009	1626	\$500	Bruceville Community Church 581 Old Moody Road Eddy, TX 76524	Religious General
6/9/2009	1629	\$500	Casa de Esperanza P O Box 66581 Houston, TX 77266	Public-Youth General Fund
7/7/2009	1631	\$3,500	Greater Houston Community Foundation 4550 Post Oak Place, Suite 100 Houston TX 77027-3143	ACAM Fund Network Dev
7/7/2009	1632	\$1,000	St Philip the Apostle Catholic Church 304 West Church El Campo, TX 77437	Capital Campaign Fund
7/28/2009	1639	\$250	M D. Anderson Cancer Center PO Box 301439 Houston, TX 77230-1439	Health in memory of Gregory J Jungeblut
7/29/2009	1640	\$2,500	Houston Community Health Center 424 Hahlo Street Houston, TX 77020-3022	Public General Fund

The Andrews Foundation  
 Contribution Listing  
 January 1, 2009 to December 31, 2009

Date	Check No	Amount	Name and Address	Purpose
7/29/2009	1641	\$2,500	Baylor College of Medicine One Baylor Plaza, MS BCM160 Houston, TX 77030-3411	Health Dept of Med/ Atherosclerosis and Vascular Medicine
9/7/2009	1344	\$500	Juvenile Diabetes 8700 Crownhill Blvd., #407 San Antonio, TX 78209	Health Walk to Cure Diabetes
9/25/2009	1645	\$2,500	Unicef 125 Maiden Lane New York, NY 10038	Health General Fund
9/25/2009	1647	2500	Archdiocese of Galveston-Houston 1700 San Jacinto St. Houston, TX 77002	Religious Marble Holy Water Font
9/26/2009	1648	264	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
9/30/2009	1649	2500	Education Foundation of Harris County 6300 Irvington Blvd Houston, TX 77022-5618	Public Youth ECI-Keep Pace Program
10/25/2009	1664	10000	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
10/26/2009	1665	2500	Save the Children 54 Wilton Road Westport, CT 06880	Public Youth General Fund
10/26/2009	1666	1000	Bridges to Life PO Box 19039 Houston, TX 77224-9039	Public General Fund
10/26/2009	1667	250	Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024	Public General Fund

The Andrews Foundation  
 Contribution Listing  
 January 1, 2009 to December 31, 2009

Date	Check No	Amount	Name and Address	Purpose
11/16/2009	1669	5000	M D Anderson PO Box 301439 Houston, TX 77230-1439	General Public Health
11/24/2009	1671	200	Christian Women's Job Corp P O. Box 363 Boerne, TX 78006	Public - General Fund iho Carla Northington
11/24/2009	1672	500	Heifer International PO Box 8058 Little Rock, AR 72203-8058	Public Food General Fund
12/14/2009	1679	1000	Veterans Airlift 5775 Wayzata Blvd. #700 St. Louis Park, MN 55416	General Fund Veterans
12/14/2009	1680	1000	University of Houston 3100 Cullen Blvd, Rm 2011 Houston TX 77204-6002	Educational Athletics
12/14/2009	1681	2000	U S Coast Guard Academy Alumni Assoc 47 Mohegan Ave New London CT 06320-8111	General Unrestricted Fund
12/14/2009	1683	750	Houston Aphasia Recovery Center 2410 Kipling St Houston, TX 77019	Public-Health General Fund
12/14/2009	1684	1000	TIRR 4605 Post Oak Place Houston, TX 77027	General Health Public
12/14/2009	1685	1000	American Heart Association 10060 Buffalo Speedway Houston, TX	General Fund Public Health
12/14/2009	1686	500	Artbridge Houston 3311 Richmond Suite 212 Houston, TX 77098-3018	Youth-Homeless Art Programs
12/28/2009	1687	1000	Make A Wish Foundation 1604 Bissonnet Houston, TX 77005	Public - Youth General Fund
12/28/2009	1688	1000	Angela House 425 Shane Street Houston, TX 77037	Public General Fund
12/2/2009	1689	1000	Casa Juan Diego P.O.Box 70113 Houston, TX 77270	Public General Fund

\$88,061

# 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](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization <b>THE ANDREWS FOUNDATION</b>	Employer identification number <b>76-0537224</b>
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 <b>2408 KIPLING ST.</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>HOUSTON, TX 77098-5604</b>	

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 |

### JUDITH N. ANDREWS

- The books are in the care of ▶ **2408 KIPLING ST. - HOUSTON, TX 77098-5604**  
Telephone No. ▶ **713-528-6571** 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 15, 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	\$	1,000.
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	\$	3,483.
c	<b>Balance Due.</b> 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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

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)

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> 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 <b>THE ANDREWS FOUNDATION</b>	Employer identification number <b>76-0537224</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>2408 KIPLING ST.</b>	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>HOUSTON, TX 77098-5604</b>	

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.

**JUDITH N. ANDREWS**

• The books are in the care of **2408 KIPLING ST. - HOUSTON, TX 77098-5604**

Telephone No. **713-528-6571**

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

**SEE STATEMENT 12**

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	\$	0.
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	\$	0.
c	<b>Balance Due.</b> 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 **H. E. Vaach, Jr.** Title **CPA**

Date **8/16/2010**