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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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 Holthouse Foundation for Kids
co Michael Holthouse

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1800 West Loop South No 1875

City or town, state, and ZIP code
Houston, TX 77027

A Employer identification number
76-0620426

B Telephone number (see page 10 of the instructions)
(713) 626-5511

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 19,334,592

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	190,553	190,553		
	4	Dividends and interest from securities	86,889	86,889		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-59,625			
	b	Gross sales price for all assets on line 6a 4,583,528				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	404,695	404,695		
	12	**Total.** Add lines 1 through 11	622,512	682,137		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	12,371	0		12,371
	c	Other professional fees (attach schedule)	20,350	0		20,350
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,936	168		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	274	0		274
	22	Printing and publications				
	23	Other expenses (attach schedule)	160,364	155,059		5,260
	24	**Total operating and administrative expenses.** Add lines 13 through 23	200,295	155,227		38,255
	25	Contributions, gifts, grants paid	1,022,306			1,022,306
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,222,601	155,227		1,060,561
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-600,089			
	b	**Net investment income** (if negative, enter -0-)		526,910		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	640,989	314,301	314,301
3	Accounts receivable ▶ 72 Less allowance for doubtful accounts ▶	72	72	72
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	1,522	2,039	2,039
10a	Investments—U S and state government obligations (attach schedule)	2,633,502	2,307,183	2,322,021
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ 2,162 Less accumulated depreciation (attach schedule) ▶ 2,162			
12	Investments—mortgage loans	1,907,817	2,473,023	2,563,738
13	Investments—other (attach schedule)	13,026,613	12,509,048	14,132,421
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,210,515	17,605,666	19,334,592
Liabilities 17	Accounts payable and accrued expenses	2,000	1,544	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	14,762	10,458	
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	16,762	12,002	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	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	18,193,753	17,593,664	
30	**Total net assets or fund balances** (see page 17 of the instructions)	18,193,753	17,593,664	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,210,515	17,605,666	

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	18,193,753
2	Enter amount from Part I, line 27a	2	-600,089
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	17,593,664
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	17,593,664

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)
1 a	Condera Equity Funds (fka Redstone)	P		
b	Avalon Fixed Income #16H80191	P		
c	Avalon Core Equity #16H94883	P		
d	Teton Capital Partners, LP K-1 capital gain	P		
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	749,941		797,659	-47,718
b	3,326,965		3,249,678	77,287
c	411,261		595,816	-184,555
d	95,361			95,361
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				-47,718
b				77,287
c				-184,555
d				95,361
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	-59,625
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,037,822	20,458,292	0 050729
2007	960,093	21,877,139	0 043886
2006	981,551	20,375,690	0 048173
2005	953,703	20,139,343	0 047355
2004	652,308	19,595,314	0 033289

2	**Total** of line 1, column (d).	2	0 223432
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 044686
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	18,307,449
5	Multiply line 4 by line 3.	5	818,087
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,269
7	Add lines 5 and 6.	7	823,356
8	Enter qualifying distributions from Part XII, line 4.	8	1,060,561

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling 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 ▶ ☑ and enter 1% of Part I, line 27b			1	5,269
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	5,269
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,269
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,319		
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	7,319
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	11
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	2,039
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 2,039		**Refunded** ▶	11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶holthousefoundationforkids org

14 The books are in care of ▶MICHAEL H HOLTHOUSE Telephone no ▶(713) 626-5511

Located at ▶1800 W LOOP S 1875 houston TX ZIP+4 ▶77027

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

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	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?		1c		No
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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL H HOLTHOUSE 1800 WEST LOOP SOUTH STE 1875 HOUSTON, TX 77027	PRESIDENT/director 5 00	0	0	0
RICHARD H STEIN 1800 WEST LOOP SOUTH STE 1875 HOUSTON, TX 77027	sec/treas/director 0 25	0	0	0
COLLEEN HOLTHOUSE 1800 WEST LOOP SOUTH STE 1875 HOUSTON, TX 77027	director 0 25	0	0	0
Lisa Holthouse 1800 WEST LOOP SOUTH STE 1875 HOUSTON, TX 77027	vice president/director 5 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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 NONE	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,126,358
b	Average of monthly cash balances	1b	619,006
c	Fair market value of all other assets (see page 24 of the instructions)	1c	8,840,879
d	**Total** (add lines 1a, b, and c)	1d	18,586,243
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	18,586,243
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	278,794
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,307,449
6	**Minimum investment return.** Enter 5% of line 5	6	915,372

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

1	Minimum investment return from Part X, line 6	1	915,372
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 5,269		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b: 1,499		
c	Add lines 2a and 2b	2c	6,768
3	Distributable amount before adjustments Subtract line 2c from line 1	3	908,604
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	908,604
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	908,604

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,060,561
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	1,060,561
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	5,269
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,055,292

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				908,604
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only			992,463	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 1,060,561				
a Applied to 2008, but not more than line 2a			992,463	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				68,098
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 page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				840,506
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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 page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,022,306
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	190,553	
4 Dividends and interest from securities			14	86,889	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	404,695	
8 Gain or (loss) from sales of assets other than inventory			18	-59,625	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		622,512	0

13 Total. Add line 12, columns (b), (d), and (e) 13 622,512

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2010-11-10 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Eric L Self	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	UHY Advisors TX LLC 12 Greenway Plaza Suite 200 Houston, TX 77046		EIN Phone no (713) 960-1706	

Additional Data

Software ID:	09000028
Software Version:	2009.05000
EIN:	76-0620426
Name:	The Holthouse Foundatıon for Kıds co Mıchael Holthouse

Form 990PF Part XV Line 1a - 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).

MICHAEL H HOLTHOUSE
COLLEEN HOLTHOUSE

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
After-School All Stars-National9000 Sunset Blvd Suite 1010 Los Angeles, CA 90069	n/A	n/A	oPERATING SUPPORT	10,000
Alternatives in Motion2509 FM 1960 East Suite B Houston, TX 77073	n/A	n/A	oPERATING SUPPORT	10,000
American Leadership Forum - Houston Gulf Coast Chapter3101 Richmond Ave Ste 140 Houston, TX 77098	n/A	N/A	oPERATING SUPPORT	2,500
ArtBridge3311 Richmond Suite 212 Houston, TX 77098	n/A	n/A	opERATING SUPPORT	10,000
Aspen Youth Experience110 East Hallam St Suite 133 Aspen, CO 81611	N/A	N/A	OPERATING SUPPORT	9,236
Barbara Bush Foundation for Family LiteracyPO Box 131614 Houston, TX 772191614	n/A	n/A	oPERATING SUPPORT	2,000
Bayou Preservation AssociationPO Box 131563 Houston, TX 77219	n/A	N/A	oPERATING SUPPORT	10,000
Best Buddies International Inc100 SE 2nd St Suite 1990 Miami, FL 33131	n/A	n/A	oPERATING SUPPORT	250
Big Brothers Big Sisters6437 High Star Drive Houston, TX 77074	n/A	n/A	oPERATING SUPPORT	25,000
Boy Scouts of AmericaPO Box 924528 Houston, TX 772924528	n/A	n/A	opERATING SUPPORT	70,000
Boys & girls clubs of greater houston 1520-a airline houston, TX 77009	n/A	n/A	opERATING SUPPORT	60,000
Boys & girls clubs of Wayne Co Indiana1717 South L St Richmond, IN 47374	n/A	N/A	oPERATING SUPPORT	10,000
Casel815 W Van Buren St Suite 210 Chicago, IL 60607	N/A	N/A	prograM SUPPORT	10,000
center for houston's future1200 smith ste 1150 houston, TX 77002	n/A	n/A	oPERATING SUPPORT	4,750
Children at Risk2900 Weslayan Suite 400 Houston, TX 77027	n/A	n/A	prograM SUPPORT	25,000
Total . . . . ▶ **3a**				1,022,306

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Children at Risk2900 Weslayan Suite 400 houston, TX 77027	n/A	n/A	opERATING SUPPORT	5,000
children's assessment center2500 bolsover houston, TX 77005	n/A	n/A	oPERATING SUPPORT	1,000
Childrens Health Foundation400 W Main St Suite 210 aspen, CO 81611	n/A	n/A	opERATING SUPPORT	3,000
children's museum of houston1500 binz houston, TX 770047112	n/A	n/A	oPERATING SUPPORT	14,000
Citizen Schools2503 Robinhood St Suite 100 houston, TX 77005	n/A	n/A	prograM SUPPORT	10,000
Community of Faith Foundation Inc 4315 West Fuqua St Houston, TX 77045	n/A	n/A	prograM SUPPORT	5,000
Contemporary Arts Museum Houston 5216 Montrose Blvd Houston, TX 77006	n/A	n/A	oPERATING SUPPORT	200
Covenant House of Texas1111 Lovett Blvd Houston, TX 77006	n/A	n/A	oPERATING SUPPORT	5,000
Crime Stoppers of Houston IncPO Box 541654 Houston, TX 772541654	n/A	n/A	oPERATING SUPPORT	1,000
Cynthia Ann Parker Parent Teacher Organization10626 Atwell Drive houston, TX 77096	N/A	N/A	prograM SUPPORT	500
East End Chamber of Commerce Foundation550 Gulfgate Center Houston, TX 770873022	n/A	n/A	oPERATING SUPPORT	3,060
east End Chamber of Commerce Foundation550 Gulfgate Center Houston, TX 770873022	n/A	n/A	prograM SUPPORT	25
ESCAPE Family Resource Center 3210 Eastside Houston, TX 77098	n/A	n/A	oPERATING SUPPORT	1,000
Faith in PracticePO Box 4976 houston, TX 772104976	n/A	n/A	prograM SUPPORT	500
Fresh Arts CoalitionPO Box 70408 Houston, TX 772700408	n/A	n/A	oPERATING SUPPORT	5,000
Total . . . . ▶ 3a				1,022,306

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Hermann Park Conservancy6201-A Golf Course Dr Houston, TX 77030	n/A	n/A	oPERATING SUPPORT	3,000
Houston Arboretum & Nature Center 4501 Woodway Dr Houston, TX 77024	n/A	n/A	oPERATING SUPPORT	10,000
houston technology center410 pierce st houston, TX 77002	n/A	n/A	oPERATING SUPPORT	24,125
Inspire Women1415 S Voss Rd Suite 110-516 Houston, TX 77057	n/A	n/A	oPERATING SUPPORT	9,760
Jewish Federation of Greater Houston 5603 S Braeswood Blvd Houston, TX 77096	n/A	n/A	prograM SUPPORT	10,000
Junior Achievement of Southeast TexasPO Box 201559 Houston, TX 772161559	n/A	n/A	oPERATING SUPPORT	10,000
kinkaid school201 kindaid school dr houston, TX 77024	n/A	n/A	oPERATING SUPPORT	25,000
Krist Samaritan Center17555 El Camino Real Houston, TX 77058	n/A	n/A	oPERATING SUPPORT	10,000
Latin Women's Initiative12606 Vindon Dr Houston, TX 77024	n/A	n/A	oPERATING SUPPORT	9,850
March of Dimes3000 Weslayan Ste 100 Houston, TX 77027	n/A	n/A	oPERATING SUPPORT	4,750
Memorial Park ConservancyPO Box 131024 Houston, TX 77219	N/A	N/A	capital campaign	25,000
p4l1800 west loop south 1875 houston, TX 77027	n/A	n/A	prograM SUPPORT	250,000
P4l1302 Waugh Dr 126 houston, TX 77019	n/A	n/A	prograM SUPPORT	5,200
Positive Coaching Alliance2425 West Loop So Suite 865 Houston, TX 77027	n/A	n/A	oPERATING SUPPORT	50,000
Readers Are Leaders Foundation801 Texas Avenue Houston, TX 77002	n/A	n/A	prograM SUPPORT	25,000
Total . . . . ▶ **3a**				1,022,306

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Rice UniversityPO Box 2932 houston, TX 772522932	n/A	n/A	prograM SUPPORT	5,000
river oaks baptist school2300 willowick houston, TX 77027	n/A	n/A	oPERATING SUPPORT	19,600
Search Institute615 First Avenue N Ste 125 Minneapolis, MN 55413	n/A	n/A	prograM SUPPORT	20,000
search Institute615 First Avenue N Ste 125 minneapolis, MN 55413	n/A	n/A	opERATING SUPPORT	25,000
Spring Branch Education Foundation 955 Campbell Rd Suite 206 Houston, TX 77024	n/A	n/A	opERATING SUPPORT	10,000
spring Branch Education Foundation 955 Campbell Rd Suite 206 houston, TX 77024	n/A	n/A	prograM SUPPORT	5,000
Spring Branch Middle School PTA 1000 Piney Point Houston, TX 77024	n/A	n/A	oPERATING SUPPORT	2,500
Susan G Komen Foundation5433 Westheimer Rd Suite 325 Houston, TX 77056	n/A	n/A	oPERATING SUPPORT	500
Teach for America4669 Southwest Frwy Ste 600 Houston, TX 77027	n/A	n/A	oPERATING SUPPORT	10,000
Texas Assn of Partners in Education 406 E 11th St Austin, TX 78701	n/A	n/A	prograM SUPPORT	40,000
texas Children's Hospital1919 S Braeswood MC 4-4483 Houston, TX 77030	n/A	n/A	oPERATING SUPPORT	25,000
Texas Institute for Education Reform 1209 Nueces St Austin, TX 78701	n/A	n/A	oPERATING SUPPORT	5,000
The Buddy Program Inc110 East Hallam St Suite 125 aspen, CO 81611	n/A	n/A	oPERATING SUPPORT	20,000
The Forge for Families Inc3150 Yellowstone Blvd Houston, TX 77054	n/A	n/A	oPERATING SUPPORT	10,000
Theatre Under the Stars800 Bagby Suite 200 Houston, TX 77002	n/A	n/A	prograM SUPPORT	10,000
Total . . . . ▶ **3a**				1,022,306

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Wayne County Foundation33 South 7th Street Suite 1 Richmond, IN 47374	n/A	n/A	oPERATING SUPPORT	5,000
YMCA of Greater Houston2122 East Governors Circle Houston, TX 77092	n/A	n/A	oPERATING SUPPORT	25,000
Total . . . . ▶ **3a**				1,022,306

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TY 2009 Accounting Fees Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse
EIN: 76-0620426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
accounting fees	12,371	0		12,371

TY 2009 Investments Government Obligations Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse

EIN: 76-0620426

US Government Securities - End of Year Book Value:	2,307,183
US Government Securities - End of Year Fair Market Value:	2,322,021
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491319009150

TY 2009 Investments - Other Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse
EIN: 76-0620426

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DOUBLE BLACK DIAMOND LTD.	AT COST	1,535,697	1,535,697
ARDEN ENDOWMENT ADVISERS, LTD	AT COST	500,000	630,113
TACONIC OFFSHORE FUND	AT COST	250,000	888,996
REDSTONE DISCOVERY FUND - DIVERSIFIED STRATEGIES CAYMAN, LP	AT COST	1,200,000	1,418,994
dorchester capital international ltd	AT COST	1,000,000	1,207,866
avalon core equity	AT COST	1,321,441	1,522,401
redstone vanguard index funds	AT COST	3,264,405	3,216,454
Ionic Capital International Ltd	AT COST	1,200,000	1,323,336
Teton Capital Partners	AT COST	737,475	776,484
Harvest Small Cap Offshore Ltd	AT COST	500,000	571,317
Sio Partners Offshore Ltd	AT COST	500,000	539,093
STG Capital Fund Ltd	AT COST	500,030	501,670

TY 2009 Other Expenses Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse

EIN: 76-0620426

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DBD MANAGEMENT FEE	14,110	14,110		0
DBD Incentive FEE	41,284	41,284		0
AVALON MANAGEMENT FEEs	29,797	29,797		0
Condera Management Fees	52,330	52,330		0
Office Services	2,900	0		2,900
DUES AND SUBSCRIPTIONS	1,595	0		1,595
INSURANCE	750	0		750
Bank Service Charges	36	36		0
Miscellaneous	60	0		15
Teton Capital Partners, LP other deductions	17,502	17,502		0

TY 2009 Other Income Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse

EIN: 76-0620426

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Double Black Diamond, Ltd	391,540	391,540	391,540
Teton Capital Partners, LP	13,155	13,155	13,155

TY 2009 Other Professional Fees Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse

EIN: 76-0620426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other Professional Fees	20,350	0		20,350

TY 2009 Taxes Schedule

Name: The Holthouse Foundation for Kids
co Michael Holthouse
EIN: 76-0620426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ForeIGN TAX WITHHELD	168	168		0
Excise Taxes	5,269	0		0
Section 511 tax on UBTI	1,499	0		0