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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 , 2009, and ending , 20

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 ROBERT AND JANICE MCNAIR FOUNDATION

Number and street (or P O. box number if mail is not delivered to street address): 4400 POST OAK PARKWAY — Room/suite: 1400

City or town, state, and ZIP code: HOUSTON, TX 77027-3440

A Employer identification number: 76-6050185

B Telephone number (see page 10 of the instructions): (713) 336-7800

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: [X] 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) ▶ $ 30,445,910.

J Accounting method: [ ] Cash [X] 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).)*

	Line	Description	(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)	1,899,517.			
	2	Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	4,023.	4,023.		ATCH 1
	4	Dividends and interest from securities	937,815.	937,815.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	473,441.			
	b	Gross sales price for all assets on line 6a 6,183,877.				
	7	Capital gain net income (from Part IV, line 2)		473,441.		
	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)	6.	6.		ATCH 3
	12	**Total.** Add lines 1 through 11	3,314,802.	1,415,285.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	85,000.			85,000.
	14	Other employee salaries and wages	35,000.			35,000.
	15	Pension plans, employee benefits	25,696.			25,250.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	7,960.	3,980.	0.	3,980.
	c	Other professional fees (attach schedule) *	46,743.	46,743.		46,743.
	17	Interest ATTACHMENT 6	305,517.	152,759.		
	18	Taxes (attach schedule) (see page 14 of the instructions) **	40,140.	3,618.		9,022.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	6,392.			6,392.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	9,431.	2,039.		7,392.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	561,879.	209,139.	0.	218,779.
	25	Contributions, gifts, grants paid	6,951,239.			6,951,239.
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,513,118.	209,139.	0.	7,170,018.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-4,198,316.			
	b	**Net investment income** (if negative, enter -0-)		1,206,146.		
	c	**Adjusted net income** (if negative, enter -0-).			-0-	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	965,005.	796,894.	796,894.
	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 (attach schedule) (see page 16 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 ATCH 9	1,000,000.	1,000,000.	1,000,000.
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10	5,778,388.	-537,542.	-537,542.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ 6,043.			
		Less: accumulated depreciation (attach schedule) ▶ 6,043.			
	15	Other assets (describe ▶ ATCH 11)	25,587,556.	29,186,558.	29,186,558.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,330,949.	30,445,910.	30,445,910.
Liabilities	17	Accounts payable and accrued expenses	6,213.	6,659.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	40,111,884.	40,111,884.	ATCH 12
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0.		
	23	**Total liabilities** (add lines 17 through 22)	40,118,097.	40,118,543.	
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	1,628,435.	1,628,435.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-8,415,583.	-11,301,068.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	-6,787,148.	-9,672,633.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	33,330,949.	30,445,910.	

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	-6,787,148.
2	Enter amount from Part I, line 27a	2	-4,198,316.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	1,312,831.
4	Add lines 1, 2, and 3	4	-9,672,633.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-9,672,633.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	473,441.
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	-65,146.

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	7,401,384.	40,323,725.	0.183549
2007	7,065,294.	28,286,647.	0.249775
2006	14,799,274.	21,722,868.	0.681276
2005	6,518,408.	16,168,996.	0.403142
2004	10,547,904.	15,182,923.	0.694722

2 Total of line 1, column (d)	2	2.212464
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	0.442493
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	28,245,951.
5 Multiply line 4 by line 3	5	12,498,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,061.
7 Add lines 5 and 6	7	12,510,697.
8 Enter qualifying distributions from Part XII, line 4	8	7,170,018.

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 ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	24,123.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	24,123.
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	24,123.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 67,827.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	67,827.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	43,704.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 43,704. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ 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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ MCNAIRFOUNDATION.ORG

14 The books are in care of ▶ JAMES M. KENDRIGAN Telephone no. ▶ 713-336-7833

Located at ▶ 4400 POST OAK PARKWAY, STE 1400 HOUSTON, TX ZIP + 4 ▶ 77027-3440

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.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☒ Yes ☐ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if *the foundation agreed to make a grant to or to employ the official for a period after* termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ____, ____, ____, ____				
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. ▶ ____, ____, ____, ____				
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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

		Yes	No
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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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 [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	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 [X] 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
ATTACHMENT 14		85,000.	18,644.	7,319.

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 ▶

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
ATTACHMENT 15		34,063.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,623,219.
b	Average of monthly cash balances	1b	52,873.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	28,676,092.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,676,092.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	430,141.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,245,951.
6	**Minimum investment return.** Enter 5% of line 5	6	1,412,298.

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	1,412,298.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	24,123.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	24,123.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,388,175.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,388,175.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,388,175.

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	7,170,018.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,170,018.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,170,018.

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				1,388,175.
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only				
b	Total for prior years. 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ...... 9,795,343.				
b	From 2005 ...... 5,847,227.				
c	From 2006 ...... 13,719,167.				
d	From 2007 ...... 6,113,033.				
e	From 2008 ...... 5,610,820.				
f	Total of lines 3a through e	41,085,590.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 7,170,018.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				1,388,175.
e	Remaining amount distributed out of corpus	5,781,843.			
5	Excess distributions carryover applied to 2009 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	46,867,433.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	9,795,343.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	37,072,090.			
10	Analysis of line 9:				
a	Excess from 2005 ... 5,847,227.				
b	Excess from 2006 ... 13,719,167.				
c	Excess from 2007 ... 6,113,033.				
d	Excess from 2008 ... 5,610,820.				
e	Excess from 2009 ... 5,781,843.				

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

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see page 28 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).)

ROBERT & JANICE MCNAIR

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

NONE

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

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

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

ATTACHMENT 16

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

ONE PAGE SYNOPSIS OF PROGRAM GOALS AND GRANT REQUIREMENTS

c Any submission deadlines:

NONE

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

ATTACHMENT 17

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				
ATTACHMENT 18				
Total . . . . . ▶ 3a				6,951,239.
b Approved for future payment				
ATTACHMENT 19				
Total . . . . . ▶ 3b				187,651.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	4,023.	
4 Dividends and interest from securities			14	937,815.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	473,441.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b MISCELLANEOU			01	6.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,415,285.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,415,285.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

JSA
9E1492 1 000

11/11/2010 3:06:02 PM 76-6050185

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/15/10 Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature: Wendy Biddle	Date: 11/12/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00543249
Firm's name (or yours if self-employed), address, and ZIP code: ERNST & YOUNG, LLP U.S. 111 MONUMENT CIRCLE, SUITE 2600 INDIANAPOLIS, IN 46204		EIN ▶ 34-6565596	Phone no. 317-681-7000

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
THE ROBERT AND JANICE MCNAIR FOUNDATION

Employer identification number
76-6050185

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization THE ROBERT AND JANICE MCNAIR FOUNDATION

Employer identification number 76-6050185

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT C. MCNAIR 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027	$ 1,594,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ROBERT C. MCNAIR 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027	$ 305,517.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization THE ROBERT AND JANICE MCNAIR FOUNDATION

Employer identification number 76-6050185

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
2	UNDER IRC SEC. 7872 THE FDN WAS DEEMED TO HAVE EARNED 305,517 AS A GRANT. THIS AMOUNT WAS OFFSET BY AN EQUAL AMOUNT OF DEEMED INTEREST EXPENSE.	$ 305,517.	07/01/2009

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

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

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

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

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

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS & CO	787.	787.
AMEGY BANK NA	395.	395.
GOLDMAN SACHS & CO (FAYEZ SAROFIM)	429.	429.
SNYDER CAPITAL MANAGEMENT	2,412.	2,412.
TOTAL	4,023.	4,023.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS & CO (SNYDER CAPITAL)	61,419.	61,419.
GOLDMAN SACHS & CO (FAYEZ SAROFIM)	138,979.	138,979.
PHILIP MORRIS INTERNATIONAL INC (GS)	534,917.	534,917.
EXXONMOBIL CORP (GS)	202,500.	202,500.
TOTAL	937,815.	937,815.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	6.	6.
TOTALS	6.	6.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	7,960.	3,980.		3,980.
TOTALS	7,960.	3,980.	0.	3,980.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT CONSULTING FEES	46,743.	46,743.	46,743.
TOTALS	46,743.	46,743.	46,743.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE - ROBERT C MCNAIR IMPUTED UNDER IRC SEC 7872	305,517.	152,759.
TOTALS	305,517.	152,759.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ON INVESTMENT INC	27,500.	
FOREIGN TAX WITHHELD	3,618.	3,618.
PAYROLL TAXES	9,022.	
TOTALS	40,140.	3,618.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	
MEALS & ENTERTAINMENT	927.		
INSURANCE	535.		
OFFICE EXPENSE	4,358.		
CONFERENCES	436.		
DUES & PUBLICATIONS	243.		
BLACKBERRY USAGE	893.		
CUSTODIAL FEES	2,039.	2,039.	
TOTALS	9,431.	2,039.	7,392.

THE ROBERT AND JANICE MCNAIR FOUNDATION 76-6050185

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

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID CONTRIBUTIONS	1,000,000.	1,000,000.
TOTALS	1,000,000.	1,000,000.

THE ROBERT AND JANICE MCNAIR FOUNDATION 76-6050185

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FAYEZ SAROFIM EQUITIES	5,482,684.	5,482,684.
EXXONMOBIL CORPORATION	7,197,454.	7,197,454.
PHILIP MORRIS INTL INC	9,832,666.	9,832,666.
SNYDER CAPITAL EQUITIES	6,100,967.	6,100,967.
RESERVE MCNAIR SCHOLARS PROGS	-29,151,313.	-29,151,313.
TOTALS	-537,542.	-537,542.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BCM MCNAIR SCHOLARS PROGRAM	5,796,074.	5,796,074.
CC MCNAIR SCHOLARS PROGRAM	3,075,539.	3,075,539.
USC MCNAIR SCHOLARS PROGRAM	16,494,666.	16,494,666.
TEXAS HEART INST MCNAIR SCHOLS	922,898.	922,898.
MD ANDERSON MCNAIR SCHOLARS PR	922,898.	922,898.
MENNINGER CLINIC MCNAIR SCHOLS	1,016,340.	1,016,340.
TEXAS CHILDREN'S MCNAIR SCHS	922,898.	922,898.
EXCISE TAX RECEIVABLE	35,245.	35,245.
TOTALS	29,186,558.	29,186,558.

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: ROBERT C MCNAIR, TRUSTEE
ORIGINAL AMOUNT: 18,431,968.
INTEREST RATE: 0.000000
DATE OF NOTE: 02/01/2002
REPAYMENT TERMS: NON-INTEREST BEARING DEMAND NOTE
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: CAPITAL FOR FDN INVESTMENTS AND CHARITABLE GRANTS
DESCRIPTION AND FMV OF CONSIDERATION: CASH

BEGINNING BALANCE DUE	40,111,884.
ENDING BALANCE DUE	40,111,884.
TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC.	40,111,884.
TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC.	40,111,884.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
YTD UNREALIZED GAIN (LOSS) FMV EQUITIES	1,312,831.
TOTAL	1,312,831.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT C. MCNAIR FIVE POST OAK PARK 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027-3440	TRUSTEE 2.00	0.	0.	0.
JOANIE HALEY FIVE POST OAK PARK 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027-3440	EXECUTIVE DIRECTOR 40.00	85,000.	18,644.	7,319.
JANICE S. MCNAIR 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027	TRUSTEE 2.00	0.	0.	0.
RUTH MCNAIR SMITH 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77063	TRUSTEE .50	0.	0.	0.
ROBERT CARY MCNAIR, JR. 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027	TRUSTEE .50	0.	0.	0.

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DANIEL CALHOUN MCNAIR 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027	TRUSTEE .50	0.	0.	0.
MELISSA EILEEN MCNAIR REICHERT 4400 POST OAK PARKWAY, SUITE 1400 HOUSTON, TX 77027	TRUSTEE .50	0.	0.	0.
	GRAND TOTALS	85,000.	18,644.	7,319.

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

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SNYDER CAPITAL MANAGEMENT LP ONE MARKET PLAZA, STEUART TR, SUITE 1200 SAN FRANCISCO, CA 94105-1420 SNYDER CAPITAL IS A SMALL CAP EQUITY MANAGER FOR THE FOUNDATION.	INVESTMENT MANAGERS	34,063.
TOTAL COMPENSATION		34,063.

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

MS. JOANIE HALEY
4400 POST OAK PARKWAY, SUITE 1400
HOUSTON, TX 77027-3440
713-336-7814

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

LIMITED BY GEOGRAPHY IN GENERAL TO HOUSTON, TX AREA AND BY FIELD IN GENERAL TO EDUCATIONAL, MEDICAL, SCIENTIFIC & LITERARY APPLICATIONS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA-ROOM 171A HOUSTON, TX 77030	MR. ROBERT C. MCNAIR IS A TRUSTEE OF BCM. 509(A)(1)	MD PHD STUDENTS SCHOLARSHIPS AND SPEECH BIOFEEDBACK PROJECT.	652,124.
GIRL SCOUTS OF SAN JACINTO 3110 SOUTHWEST FREEWAY HOUSTON, TX 77098	NONE 509(A)(1)	FUNDING FOR HORSEBACK ARENA AND HERD MANAGER.	120,000
HOUSTON I.S.D. STRATEGIC PARTNERSHIPS-NEAL WILEY 4400 W. 18TH, LEVEL1S HOUSTON, TX 77092	NONE 509(A)(1)	FINE ARTS INITIATIVES IN HISD SCHOOLS.	1,200.
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN HOUSTON, TX 77074-3298	NONE 509(A)(1)	FUNDING FOR MCNAIR HALL IN THE CULTURAL ARTS CENTER.	498,000
RICE UNIVERSITY UNIVERSITY ADVANCEMENT-MS59 P.O. BOX 1892 HOUSTON, TX 7725`-2892	NONE 509(A)(1)	EDUCATIONAL SUPPORT FOR THE 2007 RICE SUMMER INSTITUTE, TO INTRODUCE AT-RISK YOUTH TO THE WORLD OF BUSINESS AND FINANCE.	10,000.
SAM HOUSTON AREA BOY SCOUT P.O. BOX 52786 HOUSTON, TX 77052-2786	NONE 509(A)(1)	FUNDS FOR CUB ADVENTURE WORLD AND INNER-CITY TROOP EXPENSES.	110,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TREES OF HOPE C/O STAR OF HOPE 6897 ARDMORE HOUSTON, TX 77054	NONE 509(A)(1)	PROGRAM SUPPORT FOR HOMELESS INDIVIDUALS.	10,000.
HERITAGE SOCIETY 1100 BAGBY HOUSTON, TX 77002	NONE 509(A)(2)	EDUCATIONAL PROGRAM FOR THE STUDY OF HOUSTON'S HERITAGE.	15,000.
INSPIRE WOMEN 6524 SAN FELIPE, SUITE 516 HOUSTON, TX 77057	NONE 509(A)(1)	PROGRAM SUPPORT FOR INTER-DENOMINATIONAL WOMEN TO PURSUE HIGHER EDUCATION.	15,000.
UNIVERSITY OF SOUTH CAROLINA DIRECTOR OF PLANNED GIVING-USC DEV OFFICE 1600 HAMPTON STREET, ROOM 7381 COLUMBIA, SC 29208	NONE 509(A)(1)	MCNAIR SCHOLARS PROGRAM FOR HONOR STUDENTS AT USC.	1,600,000.
SIGMA CHI FOUNDATION C/O FRANK RAYMOND 1714 HINMAN AVENUE EVANSTON, IL 60201	NONE 509(A)(1)	PROGRAM SUPPORT OF THE HORIZONS PROGRAM, A LEADERSHIP PROGRAM FOR COLLEGE SOPHOMORES.	100,000.
YOUNG AUDIENCES OF HOUSTON 1800 ST. JAMES PLACE #303 HOUSTON, TX 77056	NONE 509(A)(1)	PROGRAM SUPPORT FOR FINE ARTS INITIATIVES AT YES PREPARATORY, KIPP SCHOOLS, HISD, AND GRACE PRESBYTERIAN SCHOOL.	34,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAITH IN PRACTICE 1500 BEECHNUT ST. STE 208 HOUSTON, TX 77074	NONE 509(A)(1)	SUPPORT FOR MISSION TRIP TO GUATEMALA.	1,000.
HOUSTON S C P A 900 PORTWAY DRIVE HOUSTON, TX 77024	NONE 509(A)(2)	PROGRAM SUPPORT FOR SICK ANIMALS.	10,000.
HOUSTON ZOO 6200 GOLF COURSE DR HOUSTON, TX 77030	NONE 509(A)(2)	FUNDS FOR MCNAIR ASIAN-AFRICAN EXHIBIT	1,500,000.
L O P E - LONESTAR OUTREACH 1551 HIGHWAY 21 WEST CEDAR CREEK, TX 78612	NONE 509(A)(1)	PROGRAM SUPPORT FOR SAFE PLACE FOR EX-RACEHORSES.	8,000.
SOUPER BOWL OF CARING 302 BERKSHIRE DRIVE COLUMBIA, SC 29223	NONE 509(A)(1)	LEADERSHIP PROGRAM FOR TEENAGERS TO ADDRESS HOMELESSNESS AND NUTRITIONAL CARE OF SENIORS.	15,000.
T A P E (TEXAS ASSOC OF PARTNERS IN EDUCATION) 406 EAST 11TH STREET AUSTIN, TX 78701	NONE 509(A)(1)	PROGRAM SUPPORT FOR RAISING AWARENESS OF EDUCATIONAL ISSUES AND REFORM.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLUMBIA COLLEGE 1301 COLUMBIA COLLEGE DRIVE COLUMBIA, SC 29203	NONE 509(A)(1)	SCHOLARSHIP FUNDS FOR DESERVING STUDENTS.	225,000.
FREE ENTERPRISE INSTITUTE 9525 KATY FREEWAY ROOM 303 HOUSTON, TX 77024	NONE 509(A)(1)	TO SUPPORT EXCEPTIONAL SPEAKERS AT FEI BREAKFAST AND SEMINARS.	50,000.
BRIARWOOD SCHOOL 12207 WHITTINGTON DRIVE HOUSTON, TX 77077	NONE 509(A)(1)	CAPITAL CAMPAIGN FOR BUILDING IMPROVEMENTS AND EDUCATIONAL PROGRAMMING	200,000.
MENNINGER CLINIC - MCNAIR SCHOLAR 2801 GESSNER DRIVE HOUSTON, TX 77080	NONE 509(A)(1)	SCHOLARSHIP GRANT FOR MENNINGER CLINIC MCNAIR SCHOLAR	100,000.
TEXAS CHILDREN'S HOSPITAL - MCNAIR SCHOLAR 6621 FANNIN, 11TH FLOOR HOUSTON, TX 77030	NONE 509(A)(1)	SCHOLARSHIP GRANT FOR TEXAS CHILDREN'S HOSPITAL MCNAIR SCHOLAR	125,000.
TEXAS HEART INSTITUTE - MCNAIR SCHOLAR 6770 BERTNER (MC3-116 ROOM C550J HOUSTON, TX 77005	NONE 509(A)(1)	SCHOLARSHIP GRANT FOR TEXAS HEART INSTITUTE MCNAIR SCHOLAR	135,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON CHRISTIAN HIGH SCHOOL 2700 WEST SAM HOUSTON PARKWAY NORTH HOUSTON, TX 77043	NONE 509(A)(1)	GIRLS BASKETBALL PROGRAM	333,333.
MUSEUM OF FINE ARTS - BAYOU BEND 1001 BISSONNET HOUSTON, TX 77005	NONE 509(A)(1)	BAYOU BEND VISITOR AND EDUCATION CENTER	18,619.
HOUSTON GRAND OPERA 510 PRESTON HOUSTON, TX 77002	NONE 509(A)(1)	SUPPORT FOR PROGRAMS THAT PROVIDE CULTURAL EDUCATION AND FREE MUSICAL EVENTS TO THE COMMUNITY	15,000.
HOUSTON SYMPHONY 615 LOUISIANA HOUSTON, TX 77002	NONE 509(A)(2)	SUPPORT FOR SERIES OF CONCERTS OFFERED TO THE COMMUNITY AT NO COST.	5,000.
FAITH COMES BY HEARING 2421 AZTEC ROAD NE ALBUQUERQUE, NM 87107-4200	NONE 509(A)(3), TYPE I	SUPPORT FOR PROVIDING AUDIO-EDUCATION AND FELLOWSHIP TO ILLITERATE COMMUNITIES AROUND THE WORLD.	5,000
WREATHS ACROSS AMERICA 4582 KINGWOOD DRIVE, #247 KINGWOOD, TX 77345	NONE 509(A)(2)	PROGRAM SUPPORT TO HONOR FALLEN AMERICAN VETERANS.	1,000.

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON PARKS BOARD 2001 KIRBY #814 HOUSTON, TX 77019	NONE 509(A)(1)	PROGRAM SUPPORT FOR THE UPKEEP OF HOUSTON'S MANY PUBLIC PARKS.	1,000.
FOUNDATION FOR TEEN HEALTH 504 TAUB LOOP HOUSTON, TX 77030	NONE 509(A)(1)	PROGRAM SUPPORT FOR TEENAGE PREGNANCY EDUCATION & PREVENTION.	900.
JOSLIN DIABETES CENTER ONE JOSLIN PLACE BOSTON, MA 02215	NONE 509(A)(1)	RESEARCH SUPPORT FOR DIABETES TREATMENT AND CURE.	1,000.
METHODIST HOSPITAL FOUNDATION 6565 GANNIN #GB240 HOUSTON, TX 77030	NONE 509(A)(3) TYPE 1	PROGRAM SUPPORT FOR CARDIOVASCULAR DISEASE RESEARCH AND PREVENTION.	10,000.
UT HSC - BENTSEN STROKE CLINIC P.O. BOX 203366 HOUSTON, TX 77216	NONE 509(A)(1)	RESEARCH SUPPORT FOR STROKE TREATMENT AND PREVENTION.	40,000.
AMERICAN HERITAGE EDUCATIONAL FDN 3501 WEST ALABAMA, SUITE 200 HOUSTON, TX 77027	NONE 509(A)(1)	SUPPORT FOR LESSON PLANS THAT TEACH AMERICA'S FOUNDING PRINCIPLES IN PUBLIC SCHOOLS.	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR HEARING & SPEECH 3636 WEST DALLAS HOUSTON, TX 77019	NONE 509(A)(1)	PROGRAM SUPPORT TO SERVE HEARING IMPAIRED CHILDREN.	1,000.
FAMILY SERVICES OF HOUSTON 3815 MONTROSE, SUITE 200 HOUSTON, TX 77006	NONE 509(A)(1)	PROGRAM SUPPORT TO IMPROVE QUALITY OF LIFE FOR CHILDREN AND FAMILIES.	10,000.
FORGE FOR FAMILIES 3150 YELLOWSTONE BLVD HOUSTON, TX 77054	NONE 509(A)(1)	SUPPORT FOR EDUCATIONAL AND ATHLETIC PROGRAMS FOR INNER-CITY FAMILIES	40,000.
FRIENDS OF THE AMERICAN UNIVERSITY OF AFGHANISTAN 5615 KIRBY DRIVE, SUITE 610 HOUSTON, TX 77005	NONE 509(A)(2)	PROGRAM SUPPORT FOR PROVIDING HIGHER EDUCATION IN AFGHANISTAN.	10,000.
GOOD SAMARITAN FOUNDATION OF TEXAS INC. 5615 KIRBY DRIVE, SUITE 610 HOUSTON, TX 77005	NONE 509(A)(2)	PROGRAM SUPPORT FOR NURSING SCHOLARSHIPS.	10,000.
LITERACY FUNDERS NETWORK 501 EAST BAYSHORE DRIVE PALACIOS, TX 77465	NONE 509(A)(1)	COMMUNITY CHANGE.	250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE, TX 77401	NONE 509(A)(1)	SUPPORT FOR TEACHER EDUCATION PROGRAMS THAT IMPROVE LITERACY.	16,000.
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005	NONE 509(A)(1)	LIBRARY BOOKS	1,313.
RUTHERFORD COUNTY, NC PUBLIC SCHOOLS 382 WEST MAIN STREET FOREST CITY, NC 28043	NONE 509(A)(1)	SUPPORT FOR BASEBALL CLUB AND TRAINING FACILITY FOR STUDENTS.	100,000.
SHEPHARD SCHOOL OF MUSIC AT RICE U P.O. BOX 1892 HOUSTON, TX 77251	NONE 509(A)(1)	SUPPORT FOR COLLEGIATE MUSIC PROGRAMS.	1,000.
TEACH FOR AMERICA 4669 SOUTHWEST FRWY SUITE 600 HOUSTON, TX 77027	NONE 509(A)(1)	SUPPORT FOR PLACING TOP LEVEL TEACHERS AT LOW-INCOME, UNDER-PERFORMING SCHOOLS.	25,000.
TEXAS WOMEN'S EDUCATION FOUNDATION 139 WALNUT GROVE RD. BOERNE, TX 78006	NONE 509(A)(2)	SUPPORT FOR EDUCATING STUDENTS ON THE IMPORTANCE OF LIBERTY AND CITIZEN INVOLVEMENT.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UT LAW SCHOOL FOUNDATION 727 E. DEAN KEETON STREET AUSTIN, TX 78705	NONE 509(A)(1)	SUPPORT OF ENDOWED FACULTY CHAIR AT UNIVERSITY OF TEXAS LAW SCHOOL.	40,000.
UNITED NEGRO COLLEGE FUND 723 MAIN STREET, SUITE 1010 HOUSTON, TX 77002	NONE 509(A)(1)	SUPPORT FOR PROVIDING COLLEGE SCHOLARSHIPS TO DESERVING STUDENTS.	1,000.
YES COLLEGE PREPARATORY SCHOOL 6201 BONHOMME, SUITE 168N HOUSTON, TX 77036	NONE 509(A)(1)	SUPPORT FOR INCREASING GRADUATION STATISTICS OF LOW-INCOME HIGH SCHOOL STUDENTS.	5,000.
MILITARY MINISTRY P.O. BOX 120124 NEWPORT NEWS, VA 23612	NONE 509(A)(1)	SUPPORT TO PROVIDE BIBLES AND RELIGIOUS PROVISIONS TO TROOPS DEPLOYED OVERSEAS.	1,000.
NATIONAL JAPANESE AMERICAN MEMORIAL FOUNDATION 1620 I ST., NW, SUITE 9225 WASHIGNTON, DC 20006	NONE 509(A)(2)	SUPPORT FOR MEMORIAL HONORING WORLD WAR II VETERANS.	1,500.
POINTS OF LIGHT INSTITUTE 600 MEANS STREET, SUITE 210 ATLANTA, GA 30318	NONE 509(A)(1)	SUPPORT TO ENCOURAGE VOLUNTEERING AND CIVIC ENGAGEMENT IN AMERICA.	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NAVIGATORS P.O. BOX 1282 MONTROSE, CO 81402	NONE 509(A)(1)	SUPPORT FOR FAITH-BASED TRAINING AND MINISTRY FOR BUSINESSMEN AND FATHERS.	10,000.
HOUSTON BALLET GUILD INC. 1921 WEST BELL HUOSOTN, TX 77019	NONE 509(A)(3) TYPE II	SUPPORT FOR BALLET PROGRAMS AND SCHOLARSHIPS.	10,000.
SPOLETO FESTIVAL 14 GEORGE STREET CHARLESTON, SC 29401	NONE 509(A)(2)	SUPPORT TO RENOVATE AND RESTORE COMMUNITY THEATER BUILDING.	100,000.
AUSTIN CHILDREN'S SHELTER P.O. BOX 684213 AUSTIN, TX 78768	NONE 509(A)(1)	SUPPORT FOR PRIVATE FOSTER CARE FOR CHILDREN	5,000.
CENTER FOR CHILD PROTECTION 1110 E 32ND STREET AUSTIN, TX 78768	NONE 509(A)(1)	SUPPORT FOR FOSTER CARE AND TREATMENT FOR ABUSED CHILDREN.	5,000.
HARRIS COUNTY PRECINCT ONE STREET OLYMPICS P.O. BOX 300185 HOUSTON, TX 77230	NONE 509(A)(1)	SUPPORT FOR COMMUNITY ATHLETIC FACILITY.	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HELPING A HERO 5300 MEMORIAL, SUITE 1070 HOUSTON, TX 77007	NONE 509(A)(2)	SUPPORT TO PROVIDE CUSTOMIZED HOMES TO DISABLED WAR VETERANS.	1,000.
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD, SUITE 100 AUSTIN, TX 78759	NONE 509(A)(1)	SUPPORT TO PROVIDE CARE TO TERMINALLY ILL AND BEREAVED PERSONS	40,000.
HOUSTON FOOD BANK 3811 EASTEX FREEWAY HOUSTON, TX 77026	NONE 509(A)(1)	SUPPORT FOR LARGER WAREHOUSE FACILITY TO FEED HOUSTON'S HUNGRY.	10,000.
MOBILE LOAVES AND FISHES 903 S. CAPITAL OF TEXAS HIGHWAY AUSTIN, TX 78746	NONE 509(A)(2)	SUPPORT FOR PROGRAMS TO SERVE FOOD AND CLOTHING TO AUSTIN'S HOMELESS.	10,000.
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET, SUITE 200 HOUSTON, TX 77002	NONE 509(A)(1)	SUPPORT FOR IMPROVEMENT AND ENVIRONMENTAL PRESERVATION OF BUFFALO BAYOU.	1,000.
DISCOVERY GREEN CONSERVATION 1500 MCKINNEY HOUSTON, TX 77002	NONE 509(A)(1)	SUPPORT FOR CONSTRUCTION AND MAINTENANCE OF PARK JOGGING TRAIL.	300,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUSTIN PETS ALIVE 8760-A RESEARCH BLVD., SUITE 198 AUSTIN, TX 78758	NONE 509(A)(1)	SUPPORT FOR MEDICAL CARE AND ADOPTION OF HOMELESS ANIMALS.	10,000.
CARE - JANUS CHARITY CHALLENGE 151 ELLIS STREET ATLANTA, GA 30303	NONE 509(A)(1)	SUPPORT FOR HUMANITARIAN EFFORTS TO PREVENT POVERTY AND SOCIAL INJUSTICE WORLDWIDE.	1,000.
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD. HOUSTON, TX 77030	NONE 509(A)(1)	SCHOLARSHIP GRANT FOR MD ANDERSEN MCNAIR SCHOLAR. FIVE ANNUAL PAYMENTS.	125,000.
		TOTAL CONTRIBUTIONS PAID	6,951,239.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BCM HEMATOLOGY & ONCOLOGY FELLOWSHIP ONE BAYLOR PLAZA HOUSTON, TX 77030	MR. ROBERT C. MCNAIR IS A TRUSTEE OF BCM. 509(A)(1)	PURPOSE IS TO SUPPORT RESEARCH OVER FOUR YEAR PERIOD BY DR. SHAN GUO.	187,651.
		TOTAL CONTRIBUTIONS APPROVED	187,651.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GOLDMAN (#03870) SEE SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							-35,129.	
		GOLDMAN (#03870) SEE SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							700,466.	
		GS(#08517) FAYEZ SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							-81,681.	
		GS(#08517) FAYEZ SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							-89,444.	
		GS(#11315) SNYDER SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							51,664.	
		GS(#11315) SNYDER SCH ATTACHED PROPERTY TYPE: SECURITIES				P		
							-72,435.	
TOTAL GAIN(LOSS)		....					473,441.	

MCNAIR FOUNDATION

Realized Gains and Losses

Period Ended December 31, 2009

EAR TO DATE GAINS AND LOSSES

is information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting This information is not, and should not be construed as tax, accounting or legal advice. Please consult ith your tax advisor regarding the tax consequences of your investment decisions The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third arty and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
EXXON MOBIL CORPORATION CMN	Oct 02 2001	Apr 16 2009	2,975.00	200,136.79	117,334.00	0.00	82,802.79	82,802 79	LT
PHILIP MORRIS INTL INC CMN	Nov 15 2007	Apr 16 2009	5,325.00	199,923.57	267,736.10	0.00	(67,812.53)	(67,812.53)	LT
EXXON MOBIL CORPORATION CMN	Oct 02 2001	Jun 24 2009	31,825.00	2,191,635.91	1,255,178.00	0.00	936,457.91	936,457.91	LT
PHILIP MORRIS INTL INC CMN	Nov 15 2007	Jun 24 2009	2,463.00	102,601.75	123,837.37	0.00	(21,235.62)	(21,235.62)	LT
	Dec 05 2007	Jun 24 2009	18,500.00	770,658.72	1,000,404.79	0.00	(229,746.07)	(229,746.07)	LT
	Oct 21 2008	Jun 24 2009	31,887.00	1,328,324.03	1,363,453.04	0.00	(35,129.02)	(35,129.02)	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM LOSSES	1,328,324 03	1,363,453.04	0.00	(35,129 02)	(35,129.02)
NET SHORT TERM GAINS (LOSSES)	**1,328,324.03**	**1,363,453.04**	**0.00**	**(35,129.02)**	**(35,129.02)**
LONG TERM GAINS	2,391,772.70	1,372,512.00	0 00	1,019,260.70	1,019,260.70
LONG TERM LOSSES	1,073,184 04	1,391,978.26	0.00	(318,794 22)	(318,794.22)
NET LONG TERM GAINS (LOSSES)	**3,464,956.74**	**2,764,490.26**	**0.00**	**700,466.48**	**700,466.48**

Goldman Sachs

Statement Detail

THE ROBERT MCNAIR AND

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
AMERIPRISE FINANCIAL, INC CMN	Nov 13 2000	Feb 13 2009	200.00	4,124.64	7,103.22	0.00	(2,978.58)	(2,978.58)	LT
	Dec 06 2000	Feb 13 2009	100.00	2,062.32	3,426.13	0 00	(1,363.81)	(1,363.81)	LT
BP P.L.C. SPONSORED ADR CMN	Jun 05 2000	Feb 13 2009	800.00	35,295.80	45,220.00	0.00	(9,924.20)	(9,924.20)	LT
CORNING INCORPORATED CMN	Jun 02 2008	Feb 13 2009	2,000.00	22,519.87	54,410.00	0.00	(31,890.13)	(31,890.13)	ST
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN	Jun 02 2008	Feb 13 2009	900.00	25,010.85	74,801.97	0.00	(49,791.12)	(49,791.12)	ST
WEATHERFORD INTERNATIONAL LTD. CMN	Jun 27 2007	Feb 13 2009	1,600.00	17,087.90	43,841.04	0.00	(26,753.14)	(26,753.14)	LT
ABB LTD SPONSORED ADR CMN	Oct 08 2007	Sep 29 2009	2,600.00	51,804.69	70,410.08	0.00	(18,605.39)	(18,605.39)	LT
EMERSON ELECTRIC CO. CMN	Jun 11 2007	Sep 29 2009	1,500.00	59,461.47	71,760.00	0.00	(12,298.54)	(12,298.54)	LT
	Jun 13 2007	Sep 29 2009	1,500.00	59,461.47	71,143.95	0.00	(11,682.49)	(11,682.49)	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM LOSSES	47,530.72	129,211.97	0.00	(81,681.25)	(81,681.25)
NET SHORT TERM GAINS (LOSSES)	**47,530.72**	**129,211.97**	**0.00**	**(81,681.25)**	**(81,681.25)**
LONG TERM LOSSES	229,298.28	312,904.42	0.00	(83,606.14)	(83,606.14)
NET LONG TERM GAINS (LOSSES)	**229,298.28**	**312,904.42**	**0.00**	**(83,606.14)**	**(83,606.14)**

200 RIO TINTO PLC RKHTS:
4,561.22 ~~4,561.~~ 10,397.84 (5,836.62)
HSBC FRAC SH 4.96 4.96
MISCELLANEOUS (6.00)
(89,443.80)

ROBERT C MCNAIR & JANICE

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ITRON INC CMN	Jan 20 2006	Jan 02 2009	300.00	19,763.88	12,269.04	0.00	7,494.84	7,494.84	LT
HAEMONETICS CORP CMN	Jan 26 2006	Jan 26 2009	300.00	18,095 89	13,623.00	0.00	4,472.89	4,472.89	LT
UGI CORPORATION (HOLDING CO) CMN	Jan 20 2006	Jan 26 2009	200.00	4,913 97	4,399.06	0.00	514.91	514.91	LT
ITRON INC CMN	Jan 20 2006	Jan 29 2009	300 00	19,736 88	12,269.04	0.00	7,467.84	7,467.84	LT
HAEMONETICS CORP CMN	Jul 27 2006	Feb 02 2009	200.00	12,613.92	8,326.08	0.00	4,287.84	4,287.84	LT
	Jul 27 2006	Feb 02 2009	300.00	18,698.14	12,489 12	0.00	6,209.02	6,209.02	LT
UGI CORPORATION (HOLDING CO) CMN	Jan 20 2006	Feb 03 2009	700.00	18,094.89	15,396.71	0.00	2,698.18	2,698.18	LT
ASHLAND INC. CMN	Sep 17 2008	Feb 24 2009	600.00	3,533.98	18,691.50	0 00	(15,157.52)	(15,157.52)	ST
	Sep 18 2008	Feb 24 2009	200.00	1,255.71	6,080.86	0.00	(4,825.15)	(4,825.15)	ST
	Sep 18 2008	Feb 24 2009	400.00	2,355.98	12,161.72	0.00	(9,805.74)	(9,805.74)	ST
	Sep 18 2008	Feb 24 2009	700.00	4,394.99	19,593.00	0.00	(15,198 01)	(15,198.01)	ST
	Sep 22 2008	Feb 24 2009	200.00	1,255.71	5,967.50	0 00	(4,711.79)	(4,711.79)	ST
	Sep 22 2008	Feb 25 2009	400.00	2,387.98	11,935.00	0 00	(9,547.02)	(9,547.02)	ST
	Sep 29 2008	Feb 25 2009	600.00	3,581.98	17,478.00	0.00	(13,896.02)	(13,896.02)	ST
	Sep 29 2008	Feb 26 2009	200.00	1,206.01	5,826.00	0.00	(4,619.99)	(4,619.99)	ST
UGI CORPORATION (HOLDING CO) CMN	Jan 20 2006	Feb 27 2009	200.00	4,867.97	4,399.06	0.00	468.91	468 91	LT
FTI CONSULTING, INC. CMN	Jan 20 2006	Mar 04 2009	700.00	32,416.81	19,128.97	0.00	13,287.84	13,287.84	LT
	Jan 20 2006	Mar 12 2009	200.00	9,679.94	5,465 42	0.00	4,214.52	4,214.52	LT
TEXAS INDUSTRIES INC CMN	Feb 14 2008	Mar 31 2009	300.00	7,691.93	16,745.25	0.00	(9,053.33)	(9,053 33)	LT
	Feb 15 2008	Mar 31 2009	300.00	7,691.93	16,494.00	0 00	(8,802.08)	(8,802.08)	LT
DRESS BARN INC CMN	Mar 01 2007	Apr 02 2009	1,100.00	13,764 66	22,880.66	0.00	(9,116.00)	(9,116.00)	LT
CEC ENTERTAINMENT INC CMN	Jan 20 2006	Apr 13 2009	300.00	9,396.50	10,288.41	0.00	(891.91)	(891.91)	LT
CHICO'S FAS INC CMN	Sep 25 2008	Apr 29 2009	1,900.00	14,175.15	11,229.00	0 00	2,946.15	2,946.15	ST
LANCE INC CMN	Nov 16 2006	Apr 30 2009	100.00	2,324.94	1,932.00	0 00	392.94	392.94	LT
ALPHA NATURAL RESOURCES, INC. CMN	Feb 17 2009	May 07 2009	600.00	19,069.78	11,916.00	0.00	7,153.78	7,153.78	ST
CHICO'S FAS INC CMN	Sep 25 2008	May 08 2009	1,300.00	11,335.70	7,683 00	0.00	3,652.70	3,652.70	ST

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Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Sep 26 2008	May 08 2009	400.00	3,487.91	2,228.00	0.00	1,259.91	1,259.91	ST
TEXAS INDUSTRIES INC CMN	Feb 19 2008	May 19 2009	100.00	3,629.13	5,480.40	0.00	(1,851.28)	(1,851.28)	LT
	Feb 19 2008	May 19 2009	300.00	10,887.38	16,680.00	0.00	(5,792.63)	(5,792.63)	LT
ITRON INC CMN	Jan 20 2006	May 20 2009	500.00	28,990.00	20,448.40	0.00	8,541.60	8,541.60	LT
CHICO'S FAS INC CMN	Sep 26 2008	May 29 2009	1,500.00	14,459.62	8,355 00	0.00	6,104.62	6,104.62	ST
	Sep 26 2008	Jun 01 2009	200.00	1,983.95	1,110.00	0.00	873 95	873.95	ST
	Sep 26 2008	Jun 01 2009	1,300.00	12,895.66	7,241.00	0.00	5,654.66	5,654.66	ST
	Sep 26 2008	Jun 19 2009	1,700.00	16,447.07	9,435.00	0.00	7,012.07	7,012.07	ST
	Sep 26 2008	Jun 24 2009	1,600.00	15,807.59	8,880.00	0.00	6,927.59	6,927.59	ST
	Oct 01 2008	Jun 24 2009	1,000.00	9,879.74	5,360.00	0.00	4,519.74	4,519.74	ST
SCHOLASTIC CORPORATION CMN	Oct 12 2006	Jul 07 2009	400.00	7,531.00	12,437.32	0.00	(4,906.32)	(4,906.32)	LT
	Oct 12 2006	Jul 13 2009	100.00	1,881.95	3,109.33	0.00	(1,227.38)	(1,227.38)	LT
	Oct 17 2006	Jul 13 2009	600.00	11,291.71	18,761.16	0.00	(7,469 45)	(7,469.45)	LT
	Oct 17 2006	Jul 15 2009	500.00	9,492.70	15,634.30	0.00	(6,141.60)	(6,141.60)	LT
	Nov 03 2006	Jul 15 2009	100.00	1,898.54	3,134.00	0.00	(1,235.46)	(1,235.46)	LT
	Nov 03 2006	Jul 21 2009	400.00	7,585.16	12,536.00	0.00	(4,950.84)	(4,950.84)	LT
	Jan 18 2007	Jul 21 2009	300.00	5,688.87	10,725 69	0.00	(5,036 82)	(5,036.82)	LT
CABOT MICROELECTRONICS CORP CMN	Jan 20 2006	Jul 23 2009	300.00	10,007.74	8,834.40	0.00	1,173 34	1,173 34	LT
SCHOLASTIC CORPORATION CMN	Jan 18 2007	Jul 23 2009	600.00	12,012.53	21,451.38	0.00	(9,438.85)	(9,438 85)	LT
CABOT MICROELECTRONICS CORP CMN	Jan 20 2006	Jul 24 2009	400.00	13,195.66	11,779.20	0.00	1,416.46	1,416.46	LT
ITRON INC CMN	Jan 20 2006	Jul 24 2009	200.00	11,189.71	8,179.36	0.00	3,010.35	3,010 35	LT
SCHOLASTIC CORPORATION CMN	Mar 22 2007	Jul 24 2009	700.00	15,377.83	21,705 46	0.00	(6,327.63)	(6,327.63)	LT
	Mar 28 2007	Jul 27 2009	700.00	15,322.60	21,200.41	0.00	(5,877.81)	(5,877.81)	LT
CABOT MICROELECTRONICS CORP CMN	Jan 20 2006	Jul 28 2009	200.00	6,696.48	5,889.60	0.00	806.88	806.88	LT
SIMPSON MANUFACTURING CO INC CMN	Sep 19 2006	Jul 30 2009	200.00	5,671 85	5,370.50	0 00	301.35	301.35	LT
TEXAS INDUSTRIES INC CMN	Feb 19 2008	Jul 30 2009	300.00	13,259.66	16,441.20	0 00	(3,181.55)	(3,181.55)	LT
	Apr 24 2008	Jul 30 2009	300.00	13,259 66	17,932.50	0.00	(4,672.85)	(4,672.85)	LT
DREW INDUSTRIES INC NEW CMN	Dec 13 2006	Aug 04 2009	600 00	12,005.69	15,780.00	0 00	(3,774.31)	(3,774.31)	LT
UNITED STATIONERS INC CMN	Jan 20 2006	Aug 07 2009	900.00	41,763.15	44,754.12	0.00	(2,990.97)	(2,990 97)	LT
ALPHA NATURAL RESOURCES, INC. CMN	Feb 17 2009	Aug 13 2009	500.00	17,974 53	9,930.00	0.00	8,044 53	8,044 53	ST
	Feb 20 2009	Aug 13 2009	300.00	10,784.72	5,340.00	0.00	5,444 72	5,444.72	ST
WEST PHARMACEUTICAL SERVICES INC	Jul 10 2007	Aug 20 2009	600.00	23,929.96	30,572.40	0.00	(6,642.44)	(6,642.44)	LT
KAMAN CORP CMN	Aug 28 2007	Aug 21 2009	600.00	13,024.28	19,728.60	0.00	(6,704.32)	(6,704 32)	LT
CHICO'S FAS INC CMN	Oct 01 2008	Aug 26 2009	1,200 00	15,767 59	6,432.00	0.00	9,335.59	9,335.59	ST

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Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Oct 01 2008	Aug 27 2009	600.00	7,733.80	3,216.00	0.00	4,517.80	4,517 80	ST
	Oct 01 2008	Aug 28 2009	1,100.00	14,277.63	5,896.00	0 00	8,381.63	8,381.63	ST
	Oct 01 2008	Sep 03 2009	1,000.00	12,209.68	5,360.00	0.00	6,849.68	6,849 68	ST
	Oct 07 2008	Sep 03 2009	100.00	1,220.97	440.00	0.00	780.97	780.97	ST
	Oct 07 2008	Sep 04 2009	1,200.00	14,719.18	5,280.00	0.00	9,439.18	9,439.18	ST
ESTERLINE TECHNOLOGIES CORP. CMN	Jan 20 2006	Sep 04 2009	400.00	14,202.83	15,846.36	0.00	(1,643.53)	(1,643.53)	LT
CHICO'S FAS INC CMN	Oct 07 2008	Sep 10 2009	1,100.00	14,827.61	4,840.00	0.00	9,987.61	9,987.61	ST
	Oct 07 2008	Sep 10 2009	1,300.00	17,419.55	5,720.00	0 00	11,699.55	11,699.55	ST
CENTRAL EUROPEAN MEDIA ENTERPRISES LTD CL-A	Jan 20 2006	Sep 28 2009	300 00	10,461.48	17,408.01	0 00	(6,946.53)	(6,946.53)	LT
CYTEC INDS INC COMMON STOCK	Jan 20 2006	Sep 28 2009	200.00	6,634.48	9,343.72	0.00	(2,709.24)	(2,709.24)	LT
KENNAMETAL INC. CMN	Feb 02 2006	Sep 28 2009	200.00	4,817.87	5,847.14	0.00	(1,029.27)	(1,029.27)	LT
TRANSDIGM GROUP INCORPORATED CMN	Jul 17 2009	Sep 30 2009	350.00	17,436.55	13,087.62	0.00	4,348.93	4,348.93	ST
THOR INDUSTRIES INC CMN	Dec 03 2007	Oct 07 2009	200.00	6,229.83	6,892.76	0.00	(662.93)	(662.93)	LT
	Dec 03 2007	Oct 09 2009	200.00	6,386.83	6,892.76	0.00	(505 93)	(505.93)	LT
TRANSDIGM GROUP INCORPORATED CMN	Jul 17 2009	Oct 09 2009	50.00	2,499.13	1,869.66	0.00	629.47	629.47	ST
	Jul 21 2009	Oct 09 2009	300.00	14,994.81	11,241.00	0.00	3,753.81	3,753.81	ST
THOR INDUSTRIES INC CMN	Dec 03 2007	Oct 12 2009	100.00	3,256.91	3,446.38	0.00	(189.47)	(189.47)	LT
DREW INDUSTRIES INC NEW CMN	Dec 13 2006	Oct 13 2009	100.00	2,286.94	2,630.00	0.00	(343.06)	(343.06)	LT
CYTEC INDS INC COMMON STOCK	Jan 20 2006	Oct 20 2009	400.00	14,859 61	18,687.44	0.00	(3,827.83)	(3,827.83)	LT
ESTERLINE TECHNOLOGIES CORP. CMN	Jan 20 2006	Oct 29 2009	1,000.00	41,944.42	39,615.90	0.00	2,328.52	2,328.52	LT
ITRON INC CMN	Jan 20 2006	Oct 29 2009	200.00	12,282.44	8,179.36	0.00	4,103.08	4,103.08	LT
CEC ENTERTAINMENT INC CMN	Jan 20 2006	Nov 02 2009	400.00	11,875.69	13,717.88	0.00	(1,842.19)	(1,842.19)	LT
DREW INDUSTRIES INC NEW CMN	Dec 13 2006	Nov 03 2009	450.00	9,431.57	11,835.00	0.00	(2,403.43)	(2,403.43)	LT
DRESS BARN INC CMN	Mar 01 2007	Nov 06 2009	800.00	14,593.30	16,640.48	0.00	(2,047.18)	(2,047 18)	LT
THOR INDUSTRIES INC CMN	Dec 03 2007	Nov 06 2009	100.00	2,944 92	3,446.38	0 00	(501.46)	(501.46)	LT
	Dec 03 2007	Nov 06 2009	200.00	5,889.85	6,824.66	0.00	(934.81)	(934.81)	LT
KENNAMETAL INC. CMN	Feb 02 2006	Nov 09 2009	800.00	19,892.60	23,388.56	0.80	(3,495.96)	(3,495.96)	LT
	Feb 03 2006	Nov 09 2009	300.00	7,459.73	8,640.00	0.00	(1,180.27)	(1,180.27)	LT
UNITED STATIONERS INC CMN	Jan 20 2006	Nov 09 2009	400.00	20,035.52	19,890.72	0.00	144.80	144.80	LT

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Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
KAMAN CORP CMN	Aug 28 2007	Nov 10 2009	200.00	4,234.55	6,576.20	0.00	(2,341.65)	(2,341.65)	LT
UNITED STATIONERS INC CMN	Jan 20 2006	Dec 04 2009	200.00	11,023.71	9,945.36	0.00	1,078.35	1,078.35	LT
SIGNET JEWELERS LIMITED CMN	Sep 04 2009	Dec 08 2009	600.00	14,116.13	14,010.00	0.00	106.13	106 13	ST
ESTERLINE TECHNOLOGIES CORP. CMN	Jan 20 2006	Dec 10 2009	300.00	12,740.67	11,884.77	0.00	855.90	855.90	LT
BROOKFIELD ASSET MANAGEMENT IN CMN	Jan 20 2006	Dec 23 2009	1,700.00	36,804.05	38,558.42	0.00	(1,754.37)	(1,754.37)	LT
UNITED STATIONERS INC CMN	Jan 20 2006	Dec 23 2009	400 00	22,630.61	19,890.72	0.00	2,739.89	2,739.89	LT

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	295,524.05	166,099.28	0.00	129,424.77	129,424.77
SHORT TERM LOSSES	19,972.35	97,733.58	0.00	(77,761.23)	(77,761.23)
NET SHORT TERM GAINS (LOSSES)	**315,496.40**	**263,832.86**	**0.00**	**51,663.54**	**51,663.54**
LONG TERM GAINS	357,616.04	279,605.79	0.00	78,010.25	78,010.25
LONG TERM LOSSES	440,649.83	591,094.74	0.00	(150,444.91)	(150,444.91)
NET LONG TERM GAINS (LOSSES)	**798,265.87**	**870,700.53**	**0.00**	**(72,434.66)**	**(72,434.66)**