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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation <b>The Alkek and Williams Foundation</b>		<b>A</b> Employer identification number <b>76-6122587</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>1100 Louisiana 5250</b>		<b>B</b> Telephone number (see the instructions) <b>(713) 652-6600</b>
	City or town State ZIP code <b>Houston TX 77002</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
			<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>12,289,046.</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

**Part I Analysis of Revenue and Expenses**

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5,521.	5,521.		
4 Dividends and interest from securities	10,815.	10,815.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-18,298.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit (loss) (att sch)				
11 Other income (attach schedule)				
Common fund Distressed Depr Partners II	261.	258.		
12 Total. Add lines 1 through 11	-1,701.	16,594.		
<b>ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	400.	400.		
c Other prof fees (attach sch)				
17 Interest	2,147.	2,147.		
18 Taxes (attach schedule) (see instr) Federal Excise Tax				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Line 23 Stmt	22,784.	22,784.		
24 Total operating and administrative expenses. Add lines 13 through 23	25,331.	25,331.		
25 Contributions, gifts, grants paid	624,675.			624,675.
26 Total expenses and disbursements. Add lines 24 and 25	650,006.	25,331.		624,675.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-651,707.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)				

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>A S S E T S</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	2,058,295.	1,418,871.	1,418,871.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	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) L-13 Stmt	12,297,302.	12,311,188.	10,857,475.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe L-15 Stmt)	40,983.	12,700.	12,700.	
16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item i)	14,396,580.	13,742,759.	12,289,046.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)			
<b>F U N D  A S S E T A L B A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	14,396,580.	13,742,759.	
30 <b>Total net assets or fund balances</b> (see the instructions)	14,396,580.	13,742,759.		
31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	14,396,580.	13,742,759.		

**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	14,396,580.
2 Enter amount from Part I, line 27a	2	-651,707.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	13,744,873.
5 Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	2,114.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	13,742,759.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Commonfund Distressed Debt Partners II LP - Schedule K-1		P		
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			-19,298.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-19,298.
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	-19,298.
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 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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	442,600.	13,730,992.	0.032234
2007	498,650.	14,727,753.	0.033858
2006	554,550.	13,740,499.	0.040359
2005	402,000.	12,804,952.	0.031394
2004	525,500.	11,210,132.	0.046877

2 Total of line 1, column (d)	2	0.184722
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	0.036944
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,700,455.
5 Multiply line 4 by line 3	5	432,262.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	432,262.
8 Enter qualifying distributions from Part XII, line 4	8	624,675.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 11,200.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	21,200.
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	21,200.
11 Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> 10,000. <b>Refunded</b>		11	11,200.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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 <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX - Texas		
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	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)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Charles A. Williams</u> Telephone no <u>(713) 652-6600</u> Located at <u>1100 Louisiana, Suite 5250 Houston, TX</u> ZIP + 4 <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

**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
<b>1 a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3 b	
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

If 'Yes' to 6b, file Form 8870

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Margaret Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	0.	0.
Charles A. Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	0.	0.
Randa D. Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	0.	0.

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

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

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

None

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

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

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	0.
3	
4	

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

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

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	10,103,559.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	1,775,076.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	11,878,635.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	11,878,635.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	178,180.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,700,455.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	585,023.

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

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	585,023.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2 a</b>	0.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	0.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	585,023.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	585,023.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	585,023.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	624,675.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	624,675.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	624,675.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				585,023.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			555,823.	
<b>b</b> Total for prior years 20__, 20__, 20__				
<b>3</b> Excess distributions carryover, if any, to 2009.				
<b>a</b> From 2004	0.			
<b>b</b> From 2005	0.			
<b>c</b> From 2006	0.			
<b>d</b> From 2007	0.			
<b>e</b> From 2008	0.			
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 624,675.				
<b>a</b> Applied to 2008, but not more than line 2a			555,823.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2009 distributable amount				68,852.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				516,171.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	0.			
<b>b</b> Excess from 2006	0.			
<b>c</b> Excess from 2007	0.			
<b>d</b> Excess from 2008	0.			
<b>e</b> Excess from 2009	0.			

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

N/A

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

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

Charles A. Williams  
1100 Louisiana, Suite 5250  
Houston TX 77002 (713) 652-6600

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

Application guidelines available upon request.

- 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:

State of Texas

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> Statement attached				
<b>Total</b>			<b>3a</b>	624,675.
<i>b Approved for future payment</i> River Oaks Baptist School 2300 Willowick Houston TX 77027	N/A	Public	Building program	100,000.
<b>Total</b>			<b>3b</b>	100,000.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	5,521.	
4 Dividends and interest from securities			14	10,815.	
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	523000	3.	18	258.	
8 Gain or (loss) from sales of assets other than inventory			18	-18,298.	
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)		3.		-1,704.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-1,701.

(See worksheet in the instructions for line 13 to verify calculations )

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

[illegible]



Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank charges	300.	300.		
Foreign taxes paid	8.	8.		
Endowment Fund - portfolio deduc	4,443.	4,443.		
Commonfund - portfolio deductions	6,446.	6,446.		
Pinto Technology Ventures - port	3,617.	3,617.		
PTV II - portfolio deductions	7,970.	7,970.		
Total	<u>22,784.</u>	<u>22,784.</u>		

Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

Nondeductible expenses	6.
Federal income tax	2,108.
Total	<u>2,114.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
The Endowment Fund I, LP	9,041,720.	8,130,631.
Commonfund Distressed Debt Partners II, LP	305,916.	314,843.
Pinto Technology Ventures LP	180,284.	207,680.
PTV Sciences II LP	199,903.	271,539.
Global Hedged Offshore Equity Fund Ltd	2,583,365.	1,932,782.
Total	<u>12,311,188.</u>	<u>10,857,475.</u>

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Federal tax receivable	40,983.	12,700.	12,700.
Total	<u>40,983.</u>	<u>12,700.</u>	<u>12,700.</u>

The Alkek and Williams Foundation  
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
American Diabetes Association 2400 Augusta Drive, Suite 175 Houston, Texas 77057	N/A	Public	Program Support	100
Amschwand Sarcoma Cancer Foundation 2260 West Holcombe Blvd. Houston, Texas 77030	N/A	Public	Program Support	500
Asia Society Texas 4605 Post Oak Place, Suite 205 Houston, TX 77027	N/A	Public	Program Support	1,000
Bandera ISD Education Foundation P.O. Box 3347 Bandera, TX 78003	N/A	Public	Program Support	200
Bandera Sports Complex P.O. Box 2901 Bandera, TX 78003	N/A	Public	Program Support	6,000
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	10,000
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	500
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	250
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	1,500
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	35,000
Best Buddies 10000 Memorial, Suite 920 HOUSTON, TX 77024	N/A	Public	Program Support	300
Boys & Girls Harbor P.O. BOX 848 HOUSTON, TX 77001	N/A	Public	Program Support	500



The Alkek and Williams Foundation  
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
The Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	N/A	Public	Program Support	1,000
Center for Houston's Future 1200 Smith, Suite 1150 HOUSTON, TX 77002	N/A	Public	Program Support	100
Child Advocates, Inc 2401 Portsmouth Street HOUSTON, TX 77098	N/A	Public	Program Support	300
Children's Defense Fund 4500 Bissonet, Suite 260 Bellaire, TX 77401	N/A	Public	Program Support	250
The Children's Fund, Inc. P.O. Box 56303 Houston, Texas 77256-6303	N/A	Public	Program Support	1,000
Christus Foundation for Healthcare P.O. Box 1919 Houston, TX 77251	N/A	Public	Program Support	15,000
The Church of St. John the Divine 2450 River Oaks Boulevard Houston, TX 77019-5898	N/A	Public	Building Program	10,000
Communities in Schools 2150 West 18th St., Suite 100 Houston, TX 77008	N/A	Public	Program Support	500
The Council on Alcohol and Drugs Houston P.O. Box 2768 Houston, TX 77252-2768	N/A	Public	Program Support	500
Crohn's & Colitis Foundation of America 5120 Woodway, Suite 8008 Houston, Texas 77056	N/A	Public	Program Support	15,000
Dominic Walsh Dance Theater 2311 Dunlavy St., Ste 210 Houston, Texas 77006-1899	N/A	Public	Program Support	1,000
The Foundation for Teen Health 1504 Ben Taub Loop Houston, Texas 77030	N/A	Public	Program Support	100

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Fund for Teachers 2000 Post Oak Blvd., Suite 100 Houston, Texas 77056	N/A	Public	Program Support	500
Gaston Lenotre Scholarship, Inc. 121 N Post Oak Lane, #1705 Houston, Texas 77024	N/A	Public	Program Support	1,000
The Gathering Place 5310 South Willow Houston, Texas 77035	N/A	Public	Program Support	5,000
The Gathering Place 5310 South Willow Houston, Texas 77035	N/A	Public	Program Support	500
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, Texas 77005	N/A	Public	Scholarship Support	5,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, Texas 77005	N/A	Public	Scholarship Support	1,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, Texas 77005	N/A	Public	Scholarship Support	10,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, Texas 77005	N/A	Public	Scholarship Support	3,000
Greater Houston Women's Chamber of Commerce 3015 Richmond Ave., Suite 200 Houston, Texas 77098	N/A	Public	Program Support	10,000
Harris County Hospital Dist. Foundation P.O. BOX 301168 HOUSTON, TX 77230-1439	N/A	Public	Program Support	500
HCC Foundation 3100 Main, Suite 12B12 (MC 1148) Houston, Texas 77002	N/A	Public	Program Support	250

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Historical Texas Treasures, Inc. c/o Joanne King Herring 2121 Kirby Drive, #144 Houston, Texas 77019	N/A	Public	Program Support	10,000
Holocaust Museum Houston 5401 Caroline Street HOUSTON, TX 77004-6804	N/A	Public	Program Support	1,200
Houston A+Challenge 2700 Southwest Freeway, Suite B Houston, Texas 77098	N/A	Public	Program Support	100
Houston Ballet Foundation 1921 W. Bell Street Houston, Texas 77019	N/A	Public	Program Support	100
Houston Festival Foundation 4203 Montrose Blvd., Suite 200 Houston, Texas 77006	N/A	Public	Program Support	2,000
Houston Food Bank 3811 Eastex Freeway Houston, Texas 77026	N/A	Public	Program Support	300
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	5,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	1,500
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	50,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	100,000
Houston Humane Society P.O. Box 450528 Houston, TX 77045	N/A	Public	Program Support	100

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Houston Junior Chamber of Commerce Foundation, Inc. P.O. Box 271566 Houston, Texas 77277-1566	N/A	Public	Program Support	300
Houston Symphony Society 615 Louisiana Street, Ste. 102 Houston, Texas 77002	N/A	Public	Program Support	25,000
Houston Technology Center 410 Pierce Street Houston, Texas 77002	N/A	Public	Program Support	6,000
HSPVA Friends 4119 Montrose Blvd., Suite 210 Houston, Texas 77006	N/A	Public	Program Support	300
Huffington Center on Aging Baylor College of Medicine One Baylor Plaza, MS230 Houston, TX 77030	N/A	Public	Program Support	500
Interfaith Ministries for Greater Houston 3217 Montrose Blvd. Houston, TX 77006	N/A	Public	Program Support	1,000
Interfaith Ministries for Greater Houston 3217 Montrose Blvd. Houston, TX 77006	N/A	Public	Program Support	6,000
Joyful Toyful Fiesta, Inc c/o Fred and Janet Wahrlich P.O. Box 780 Baytown, Texas 77522	N/A	Public	Program Support	100
Legacy Community Health Services P. O. Box 66308 Houston, TX 77266-6308	N/A	Public	Program Support	250
Legends 4 Kids 11152 Westheimer #681 Houston, TX 77042	N/A	Public	Program Support	500
The Living Bank P.O. Box 6725 Houston, TX 77265-6725	N/A	Public	Program Support	250

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Memorial Hermann Foundation MHF 9401 SW Freeway #401 Houston, Texas 77074	N/A	Public	Program Support	1,000
Memorial Hermann Foundation MHF 9401 SW Freeway #401 Houston, Texas 77074	N/A	Public	Program Support	200
Mental Health America of Greater Houston 2211 Norfolk, Suite 810 Houston, Texas 77098	N/A	Public	Program Support	2,000
The Methodist Hospital Foundation P.O. Box 4384 Houston, Texas 77210-4384	N/A	Public	Program Support	10,000
MTAB (Miller Theatre Advisory Board) P.O. Box 66267 Houston, Texas 77266-6267	N/A	Public	Program Support	100
Museum of Fine Arts, Houston P. O. Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	10,000
Museum of Fine Arts, Houston P. O. Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	2,000
National MS Society: Lone Star 8111 N. Stadium Drive, Suite 100 Houston, Texas 77054	N/A	Public	Program Support	150
National MS Society: Lone Star 8111 N. Stadium Drive, Suite 100 Houston, Texas 77054	N/A	Public	Program Support	200
Northwood University 4000 Whiting Drive Midland, MI 48640-2398	N/A	Public	Scholarship Support	5,000
Open Door Mission P.O. Box 9356 Houston, Texas 77261	N/A	Public	Program Support	500
Project Row Houses P.O. Box 1011 Houston, Texas 77251-1011	N/A	Public	Program Support	500

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Recipe for Success Foundation P. O Box 56405 Houston, TX 77256	N/A	Public	Program Support	3,000
The Rise School of Houston 8080 North Stadium Dr., Suite 100 Houston, Texas 77054	N/A	Public	Program Support	1,000
River Oaks Baptist School 2300 Willowick Houston, TX 77027	N/A	Public	Building Program	50,000
River Oaks Baptist School 2300 Willowick Houston, TX 77027	N/A	Public	Building Program	50,000
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, Texas 77019	N/A	Public	Program Support	10,000
Salvation Army Women's Auxilliary P.O. BOX 131979 Houston, Texas 77219	N/A	Public	Program Support	300
Scenic Houston 3015 Richmond Ave. Suite 220 Houston, Texas 77098	N/A	Public	Program Support	500
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston, Texas 77002-2715	N/A	Public	Program Support	25,000
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston, Texas 77002-2715	N/A	Public	Program Support	100
Somebody Cares America P.O. Box 570007 Houston, Texas 77257	N/A	Public	Program Support	2,500
St. Stanislaus Catholic Church St. Victor Chapel, Mission PO BOX 757, 602 Seventh Street Bandera, Texas 78003	N/A	Public	Program Support	250
St. Thomas High School 4500 Memorial Drive Houston, Texas 77007-7332	N/A	Public	Program Support	5,000

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Teach For America 4669 Southwest Freeway, Suite 600 Houston, TX 77027	N/A	Public	Program Support	500
Texas Children's Hospital P.O. Box 300630 MC 4-4483 Houston, Texas 77230-0630	N/A	Public	Program Support	1,000
Theatre Under the Stars 800 Bagby St. Suite 200 Houston, Texas 77002	N/A	Public	Program Support	40,000
Thrive Well Cancer Foundation P O Box 29331 San Antonio, Texas 78229	N/A	Public	Program Support	250
Tom Arnold Endowed Presidential Scholarship in Law-Univ. of Texas School of Law 727 E. Dean Keeton Blvd. Austin, Texas 78705	N/A	Public	Scholarship Support	1,000
UH Foundation-Music Moores Society Dinner Concert 120 E School of Music Building Houston, Texas 77204-4017	N/A	Public	Program Support	5,000
UH Law Foundation-Office of External Affairs 100 Law Center Houston, Texas 77204-6060	N/A	Public	Program Support	200
United Cerebral Palsy 4500 Bissonet, Suite 340 Houston, Texas 77401	N/A	Public	Program Support	2,000
University of Houston 204 E. Cullen Building Houston, Texas 77204-2021	N/A	Public	Program Support	20,000
University of St. Thomas 3800 Montrose Boulevard Houston, Texas 77006-4626	N/A	Public	Scholarship Support	25,000
The U.S. Fund for UNICEF 520 Post Oak Boulevard, Suite 280 Houston, Texas 77027	N/A	Public	Program Support	1,000

The Alkek and Williams Foundation  
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
UT Health Science Center at Houston 7000 Fannin St., Suite 1200 Houston, Texas 77030	N/A	Public	Program Support	1,000
UT MD ANDERSON CANCER CENTER 6900 Fannin St, 6th Floor Houston, Texas 77030	N/A	Public	Program Support	100
UT System 210 West 6th St., Suite 1200 Austin, Texas 78701-2901	N/A	Public	Program Support	250
The Woman's Club of Houston 5444 Westheimer, Suite 1425 Houston, Texas 77056	N/A	Public	Program Support	100
The Women's Fund for Health Education and Research 5353 W. Alabama, Suite 615 Houston, Texas 77056	N/A	Public	Program Support	125
TOTAL				<u>624,675</u>