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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2009 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2009 calendar year, or tax year beginning 07-01-2009 and ending 06-30-2010				
B Check if applicable ☒ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization HOUSTON BALLET FOUNDATION		D Employer identification number 74-1394920
		Doing Business As HOUSTON BALLET		E Telephone number (713) 523-6300
		Number and street (or P O box if mail is not delivered to street address) 601 PRESTON ST	Room/suite	G Gross receipts \$ 32,687,175
		City or town, state or country, and ZIP + 4 HOUSTON, TX 77002		
	F Name and address of principal officer KARL STERN PRESIDENT 601 PRESTON ST HOUSTON, TX 77002		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number	
I Tax-exempt status ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527				
J Website: www.houstonballet.org				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1955	M State of legal domicile TX	

Part I		Summary		
Activities & Governance	1	Briefly describe the organization's mission or most significant activities <u>SEE STATEMENT 3</u> 		
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3 <u>13</u>	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 <u>13</u>	
	5	Total number of employees (Part V, line 2a)	5 <u>40</u>	
	6	Total number of volunteers (estimate if necessary)	6 <u>33</u>	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a <u></u>	
	b	Net unrelated business taxable income from Form 990-T, line 34	7b <u></u>	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year <u>13,041,874</u>	Current Year <u>10,363,490</u>
	9	Program service revenue (Part VIII, line 2g)	<u>8,830,075</u>	<u>8,196,840</u>
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>621,363</u>	<u>2,532,342</u>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>1,469,309</u>	<u>1,036,564</u>
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>23,962,621</u>	<u>22,129,236</u>
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	<u></u>
14		Benefits paid to or for members (Part IX, column (A), line 4)	<u></u>	<u>0</u>
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	<u>10,893,224</u>	<u>11,029,632</u>
16a		Professional fundraising fees (Part IX, column (A), line 11e)	<u>238,266</u>	<u>296,514</u>
b		Total fundraising expenses (Part IX, column (D), line 25) <u>1,066,611</u>	<u></u>	<u></u>
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	<u>7,897,954</u>	<u>7,588,058</u>
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	<u>19,029,444</u>	<u>18,914,204</u>
19		Revenue less expenses Subtract line 18 from line 12	<u>4,933,177</u>	<u>3,215,032</u>
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	<u>79,671,505</u>	<u>91,290,819</u>
	21	Total liabilities (Part X, line 26)	<u>10,112,612</u>	<u>13,602,696</u>
	22	Net assets or fund balances Subtract line 21 from line 20	<u>69,558,893</u>	<u>77,688,123</u>

Part II Signature Block	
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 officer) is based on all information of which preparer has any knowledge
	Signature of officer 2011-05-13 Date
	CECIL C CONNER MANAGING DIRECTOR Type or print name and title
Paid Preparer's Use Only	Preparer's signature Date Check if self-employed ☒ Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 PricewaterhouseCoopers LLP 1201 Louisiana Suite 2900 Houston, TX 77002 EIN
	Phone no (713) 356-4000

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization's mission

TO INSPIRE A LASTING LOVE AND APPRECIATION FOR DANCE THROUGH ARTISTIC EXCELLENCE, EXHILARATING PERFORMANCES, INNOVATIVE CHOREOGRAPHY AND SUPERB EDUCATIONAL PROGRAMS THE ORGANIZATION MAINTAINS A COMPANY OF PROFESSIONAL DANCERS AND ORCHESTRA THAT GIVES PERFORMANCES IN HOUSTON, TX, ON TOUR NATIONALLY AND INTERNATIONALLY THROUGHOUT THE YEAR AND MAINTAINS AN ACADEMY THAT PROVIDES DANCE EDUCATION

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

☒

No

If "Yes," describe these changes on Schedule O

4

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 13,886,055 including grants of \$) (Revenue \$ 6,725,339)

DANCE PERFORMANCES BY THE COMPANY OF PROFESSIONAL DANCERS AND ORCHESTRA IN HOUSTON, TX, ON TOUR NATIONALLY AND INTERNATIONALLY INCLUDE PRODUCTION EXPENSES SUCH AS SALARY OF PERFORMERS, COST OF COSTUMES, STAGE SETS, THEATER RENTAL, ORCHESTRA AND OTHER RELATED EXPENSES

4b

(Code) (Expenses \$ 2,101,733 including grants of \$) (Revenue \$ 1,471,501)

ACADEMY DANCE EDUCATION INCLUDES EXPENSES RELATED TO THE OPERATION OF THE BALLET ACADEMY AND THE SCHOLARSHIPS AND TUITION FOR ACADEMY STUDENTS

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses

\$ 15,987,788

Form 990 (2009)

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4	No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	Yes
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. 	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
	• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12	No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional 	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I 	17	Yes
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a74		
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a408		
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
	b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year			7d	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g	Yes
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	Yes
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12			10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b	
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders			11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a	139	
b	Enter the number of voting members that are independent	1b	138	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. ☐ Own website ☒ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ CHERYL LYNN ZANE 601 PRESTON ST HOUSTON, TX 77002 (713) 523-6300

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form 990 (2009)

1b	Total	549,006	0	71,493
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2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶3**

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
IATSE LOCAL 51 P O BOX 403 HOUSTON, TX 77001	UNION STAGE HANDS	934,490
GENSLER HOUSTON PO BOX 848279 DALLAS, TX 752848279	ARCHITECTURAL SERVIC	1,073,939
IRVINE DCS TEAM LLC 4900 WOODWAY DR STE 1100 HOUSTON, TX 77056	DESIGN&CONSTRUCTION	254,267
WSBELLOWS CONST CORP PO BOX 2131 HOUSTON, TX 772522132	CONSTRUCTION SERVICE	3,804,199
DCM 45 MAIN ST STE816 BROOKLYN, NY 11201	PROF FUNDRAISING	379,366

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶12**

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b	177,541				
	c	Fundraising events	1c					
	d	Related organizations	1d	3,044,729				
	e	Government grants (contributions)	1e	452,886				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,688,334				
	g	Noncash contributions included in lines 1a-1f \$ 108,882						
	h	Total. Add lines 1a-1f		10,363,490				
Program Service Revenue			Business Code					
	2a	PERFORMANCE INCOME	711,120	6,725,339	6,725,339			
	b	TUITION	711,120	1,471,501	1,471,501			
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		8,196,840				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		1,244,173			1,244,173	
	4	Income from investment of tax-exempt bond proceeds . . .		0				
	5	Royalties		0				
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other				
		11,846,108						
		10,557,939						
		1,288,169						
	d	Net gain or (loss)		1,288,169			1,288,169	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		a				
		Less direct expenses		b				
	c	Net income or (loss) from fundraising events . . .		0				
	9a	Gross income from gaming activities See Part IV, line 19		a				
		Less direct expenses		b				
	c	Net income or (loss) from gaming activities . . .		0				
10a	Gross sales of inventory, less returns and allowances		a					
	Less cost of goods sold . . .		b					
c	Net income or (loss) from sales of inventory . . .		0					
Miscellaneous Revenue		Business Code						
11a	TICKET HANDLING CHARGES		711,120	425,978	425,978			
b	SOUVENIR INCOME		711,120	279,473	279,473			
c	REBATE INCOME		711,120	8,340	8,340			
d	All other revenue			322,773	322,773			
e	Total. Add lines 11a-11d		1,036,564					
12	Total revenue. See Instructions		22,129,236	9,233,404			2,532,342	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0			
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	513,369	210,747	302,622	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	8,043,818	7,193,845	509,608	340,365
7	Other salaries and wages	0			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	400,183	360,619	25,280	14,284
9	Other employee benefits	1,070,642	948,843	70,770	51,029
10	Payroll taxes	1,001,620	893,999	72,265	35,356
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	35		35	
c	Accounting	40,000		40,000	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	296,514			296,514
f	Investment management fees	141,543		141,543	
g	Other	0			
12	Advertising and promotion	2,335,883	2,316,970		18,913
13	Office expenses	1,341,544	1,204,738	128,677	8,129
14	Information technology	31,007	23,256	7,751	
15	Royalties	122,986	122,986		
16	Occupancy	1,499,575	1,080,576	418,999	
17	Travel	117,844	105,099	12,745	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	29,053	4,042	12,261	12,750
22	Depreciation, depletion, and amortization	808,021	725,769	82,252	
23	Insurance	92,574	69,432	23,142	
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	SCHOLARSHIP EXPENSES	394,546	394,546		
b	TICKET SALES	241,470	241,470		
c	FUNDRAISING EXPENSE (NON PROF)	161,748			161,748
d	SOUVENIR EXPENSE	126,145			126,145
e	LIGHTING	21,097	21,097		
f	All other expenses	82,987	69,754	11,855	1,378
25	Total functional expenses. Add lines 1 through 24f	18,914,204	15,987,788	1,859,805	1,066,611
26	Joint costs. Check here ☒ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

						(A)		(B)
						Beginning of year		End of year
Assets	1	Cash—non-interest-bearing					1	
	2	Savings and temporary cash investments				15,439,574	2	9,284,269
	3	Pledges and grants receivable, net				6,127,116	3	3,875,563
	4	Accounts receivable, net				180,301	4	110,455
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				15,710	5	15,710
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L					6	
	7	Notes and loans receivable, net					7	
	8	Inventories for sale or use					8	
	9	Prepaid expenses and deferred charges				616,893	9	506,346
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	44,341,366				
	b	Less accumulated depreciation	10b	9,219,224	15,140,306	10c	35,122,142	
	11	Investments—publicly traded securities				42,151,605	11	42,376,334
	12	Investments—other securities. See Part IV, line 11					12	
	13	Investments—program-related. See Part IV, line 11					13	
	14	Intangible assets					14	
	15	Other assets. See Part IV, line 11					15	
16	Total assets. Add lines 1 through 15 (must equal line 34)				79,671,505	16	91,290,819	
Liabilities	17	Accounts payable and accrued expenses				729,826	17	4,001,400
	18	Grants payable					18	
	19	Deferred revenue				3,089,646	19	3,308,156
	20	Tax-exempt bond liabilities					20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D					21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L					22	
	23	Secured mortgages and notes payable to unrelated third parties				5,293,140	23	5,293,140
	24	Unsecured notes and loans payable to unrelated third parties					24	
	25	Other liabilities. Complete Part X of Schedule D				1,000,000	25	1,000,000
	26	Total liabilities. Add lines 17 through 25				10,112,612	26	13,602,696
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets				31,036,402	27	44,593,210
	28	Temporarily restricted net assets				3,066,038	28	2,542,737
	29	Permanently restricted net assets				35,456,453	29	30,552,176
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds					30	
	31	Paid-in or capital surplus, or land, building or equipment fund					31	
	32	Retained earnings, endowment, accumulated income, or other funds					32	
	33	Total net assets or fund balances				69,558,893	33	77,688,123
34	Total liabilities and net assets/fund balances				79,671,505	34	91,290,819	

Part XI **Financial Statements and Reporting**

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .		No
b Were the organization's financial statements audited by an independent accountant?	Yes	
c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number

74-1394920

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	6,502,475	6,647,728	7,501,037	7,291,874	7,038,290	34,981,404
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	6,502,475	6,647,728	7,501,037	7,291,874	7,038,290	34,981,404
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,291,198
6 Public Support. Subtract line 5 from line 4						32,690,206

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	6,502,475	1,936,271	7,501,037	7,291,874	7,038,290	34,981,404
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,460,352	1,936,271	1,918,608	1,767,115	1,244,173	8,326,519
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	865,351	1,031,046	1,557,745	1,396,409	1,036,564	5,887,115
11 Total support (Add lines 7 through 10)						49,195,038

12 Gross receipts from related activities, etc (See instructions)	12	40,287,765
--	----	------------

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	66 450 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	64 790 %

16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

☒

b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

☒

17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

☒

b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

☒

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

☒

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5						
7aAmounts included on lines 1, 2, and 3 received from disqualified persons						
bAmounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
cAdd lines 7a and 7b						
8Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9Amounts from line 6						
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b						
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13Total support (Add lines 9, 10c, 11 and 12.)						

14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

☐

Section C. Computation of Public Support Percentage

15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	
16Public support percentage from 2008 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	

19a**33 1/3% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

☐

b**33 1/3% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

☐

20**Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

☐

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

Software ID:

Software Version:

EIN: 74-1394920

Name: HOUSTON BALLET FOUNDATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
HAFNER JR MR JOSEPH CHAIRMAN	2 5	X		X				0	0	0
McGee Mr Richard President	4 0	X		X				0	0	0
Williams Mrs Margaret Alkek Secretary	1 0	X		X				0	0	0
Loya Ms Leticia Vice President-Academy	1 0	X		X				0	0	0
Stern Mr Karl Vice President-Finance	1 5	X		X				0	0	0
Bass Mr John Vice President-Institutional G	1 5	X		X				0	0	0
McClure Mr Daniel Vice President-Investments	1 5	X		X				0	0	0
Godfrey Mrs H Lee Vice President-Marketing	1 0	X		X				0	0	0
Tudor III Mrs Robert Vice President-Special Events	1 0	X		X				0	0	0
Tag Ms Carol Vice President-Trustee Develop	1 0	X		X				0	0	0
Arnold Jr Mrs Isaac Member-at-Large	1 0	X		X				0	0	0
Blakely III Mrs Robert Member-at-Large	1 0	X		X				0	0	0
Burk Mrs J Patrick Member-at-Large	1 0	X		X				0	0	0
Chao Mrs Albert Member-at-Large	1 0	X		X				0	0	0
George Mr Mitchell Member-at-Large	1 0	X		X				0	0	0
Graubart Mrs Donald Member-at-Large	1 0	X		X				0	0	0
Jones II Mr Jesse Member-at-Large	1 0	X		X				0	0	0
Jordan Mr James Member-at-Large	1 0	X		X				0	0	0
Joseph Mrs Russell Member-at-Large	1 0	X		X				0	0	0
Kinloch Mr Leon Member-at-Large	1 0	X		X				0	0	0
Marks Mr Bradley Member-at-Large	1 0	X		X				0	0	0
Miller Mr Christopher Member-at-Large	1 0	X		X				0	0	0
Stude Mrs M S Member-at-Large	1 0	X		X				0	0	0
Wyatt Jr Mrs Oscar Member-at-Large	1 0	X		X				0	0	0
Brown Mrs Robert W Member-at-Large HBGuild Presid	1 0	X		X				0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Anderson Jr Mrs Wm Trustee	0 0	X						0	0	0
Arnim III Mr Cecil Trustee	0 0	X						0	0	0
Asofsky Maida Trustee	0 0	X						0	0	0
Bahr Mr Philip Trustee	0 0	X						0	0	0
Bain Mrs Lorne Trustee	0 0	X						0	0	0
Baird Mrs Arthur Trustee	0 0	X						0	0	0
Ballard Mrs AL Trustee	0 0	X						0	0	0
Barr Mrs FT Trustee	0 0	X						0	0	0
Bazelides Mrs Diane Trustee	0 0	X						0	0	0
Beauchamp Mr Gary Trustee	0 0	X						0	0	0
Blaisdell Mr John A Trustee	0 0	X						0	0	0
Bolton Mr Preston Trustee	0 0	X						0	0	0
Boom Dr Marc Trustee	0 0	X						0	0	0
Botkin Mrs Mary Trustee	0 0	X						0	0	0
Breen Mrs Daniel Trustee	0 0	X						0	0	0
Brown Mr Ira Trustee	0 0	X						0	0	0
Brown Mrs Ira Trustee	0 0	X						0	0	0
Brunger Mr William Trustee	0 0	X						0	0	0
Burleson Mr Richard Trustee	0 0	X						0	0	0
Carter Mr Winn Trustee	0 0	X						0	0	0
Casscells III Mr S Ward Trustee	0 0	X						0	0	0
Cavnar Mrs Robert Trustee	0 0	X						0	0	0
Crownover Mr James Trustee	0 0	X						0	0	0
Crownover Mrs James Trustee	0 0	X						0	0	0
Cullen Mrs Harry Trustee	0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Cullen Jr Mrs Harry Trustee	0 0	X						0	0	0
DeLape Mrs Frank Trustee	0 0	X						0	0	0
Deskin Mrs R Bruce Trustee	0 0	X						0	0	0
deZeeuw Mr Bastiaan Trustee	0 0	X						0	0	0
Dodson III Mr Samuel Trustee	0 0	X						0	0	0
Earthman Mrs Pamela Trustee	0 0	X						0	0	0
Erskine Mrs Donald Trustee	0 0	X						0	0	0
Fant Mrs Richard Trustee	0 0	X						0	0	0
Farb Mrs Diane Lokey Trustee	0 0	X						0	0	0
Fein Dr Kelli Cohen Trustee	0 0	X						0	0	0
Ferguson Mr J Philip Trustee	0 0	X						0	0	0
Finger Linda Trustee	0 0	X						0	0	0
Finger Mrs Richard Trustee	0 0	X						0	0	0
Flagg Mr Mark Trustee	0 0	X						0	0	0
Foster Hon Charles Trustee	0 0	X						0	0	0
Frazier Mrs Michael Trustee	0 0	X						0	0	0
Furr Mrs James Trustee	0 0	X						0	0	0
Galt Mrs Barry Trustee	0 0	X						0	0	0
Gauthier Dr Jerry Trustee	0 0	X						0	0	0
Hafner Mr Michael Trustee	0 0	X						0	0	0
Hamman Mrs Henry Trustee	0 0	X						0	0	0
Hartnett Ms Karen Trustee	0 0	X						0	0	0
Haywood Mrs Theodore Trustee	0 0	X						0	0	0
Hill Mr William Trustee	0 0	X						0	0	0
Howard Mr Alex Trustee	0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Hughes Mr Brian Trustee	0 0	X						0	0	0
Hurley Mrs Caroline Baker Trustee	0 0	X						0	0	0
Jackson Ms Dodie Otey Trustee	0 0	X						0	0	0
Kaitson Mr Chris Trustee	0 0	X						0	0	0
Kelley Mrs Neil Trustee	0 0	X						0	0	0
Kilroy Mrs William Trustee	0 0	X						0	0	0
Krach Jr Mr Michael Trustee	0 0	X						0	0	0
Lawson Ms Melanie Trustee	0 0	X						0	0	0
Lee Jr Mrs Ronald Trustee	0 0	X						0	0	0
Leightman Mr E Daniel Trustee	0 0	X						0	0	0
Loveland Mr Eugene Trustee	0 0	X						0	0	0
Mach Mrs Harry Trustee	0 0	X						0	0	0
Mach Mrs Steven Trustee	0 0	X						0	0	0
Maines Mrs Teresa Lazzeri Trustee	0 0	X						0	0	0
Mann Mrs Michael Trustee	0 0	X						0	0	0
Margolis Mrs Melanie Trustee	0 0	X						0	0	0
May Jr Mrs Henry Trustee	0 0	X						0	0	0
McConn III Mrs J Luke Trustee	0 0	X						0	0	0
McCord Mrs Joseph Trustee	0 0	X						0	0	0
Mitchell Mr George Trustee	0 0	X						0	0	0
Mithoff Mrs Michael Trustee	0 0	X						0	0	0
Mithoff Mrs Richard Trustee	0 0	X						0	0	0
Moore Ms Nancy Powell Trustee	0 0	X						0	0	0
Morris Mr William Trustee	0 0	X						0	0	0
Mosbacher Sr Mrs Robert Trustee	0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Muecke Mrs Bryan Trustee	0 0	X						0	0	0
Murphy Mrs Donald Trustee	0 0	X						0	0	0
Nicandros Ms Tassie Trustee	0 0	X						0	0	0
Nicklos Mr James Trustee	0 0	X						0	0	0
Osborne Mrs Dee Trustee	0 0	X						0	0	0
Oshman Mr Gene Trustee	0 0	X						0	0	0
Oshman Mrs Marilyn Trustee	0 0	X						0	0	0
Owsley Jr Mrs Alvin Trustee	0 0	X						0	0	0
Parmet Mr Michael Trustee	0 0	X						0	0	0
Payne Mrs Melvin Trustee	0 0	X						0	0	0
Perry Mr Timothy Trustee	0 0	X						0	0	0
Pincus Mr David Trustee	0 0	X						0	0	0
Plaeger II Mr Frederick Trustee	0 0	X						0	0	0
Preiss Ms Lori Trustee	0 0	X						0	0	0
Pye Elisa Stude Trustee	0 0	X						0	0	0
Rawson Mrs Natasha Trustee	0 0	X						0	0	0
Ray Mrs Carroll Robertson Trustee	0 0	X						0	0	0
Reasoner Mrs Harry Trustee	0 0	X						0	0	0
Rocks Ms Martha Trustee	0 0	X						0	0	0
Romans Ms Juanita Trustee	0 0	X						0	0	0
Sarofim Mr Fayez Trustee	0 0	X						0	0	0
Sarofim Ms Louisa Stude Trustee	0 0	X						0	0	0
Schiller Jr Mrs John Trustee	0 0	X						0	0	0
Scott Mrs Thomas Trustee	0 0	X						0	0	0
Shanks Mrs Kirby Trustee	0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Smith Mrs Lance Trustee	0 0	X						0	0	0
Smither Mrs Stephanie Trustee	0 0	X						0	0	0
Spalding Mrs John Trustee	0 0	X						0	0	0
Sprague Mrs J Abbott Trustee	0 0	X						0	0	0
Stephens Ms S Shawn Trustee	0 0	X						0	0	0
Stewart Mr Hasting Trustee	0 0	X						0	0	0
Swikard Ms Janet Trustee	0 0	X						0	0	0
Swyka Mr Nicholas Trustee	0 0	X						0	0	0
Thrash Mrs Becca Cason Trustee	0 0	X						0	0	0
Trammell Ms Ann Trustee	0 0	X						0	0	0
Walker Ms Rita Trustee HBGuild Treas	0 0	X						0	0	0
Watts Mr Marcus Trustee	0 0	X						0	0	0
Wildenstein Mrs Rudy Trustee	0 0	X						0	0	0
Williams Ms Randa Duncan Trustee	0 0	X						0	0	0
Conner Jr Cecil C Managing Director	45 0			X		X		165,403	0	14,367
Welch Stanton Artistic Director	45 0			X		X		189,300	0	35,217
Zane Cheryl Lynn Finance Director	45 0			X				90,500	0	10,622
Florio Ermanno Music Director	20 0					X		103,803	0	11,287

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
SCHOLARSHIP EXPENSES	394,546	394,546		
TICKET SALES	241,470	241,470		
FUNDRAISING EXPENSE (NON PROF)	161,748			161,748
SOUVENIR EXPENSE	126,145			126,145
LIGHTING	21,097	21,097		

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	Total number of conservation easements
2b	Total acreage restricted by conservation easements
2c	Number of conservation easements on a certified historic structure included in (a)
2d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization’s financial statements that describes the organization’s accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2009

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	42,985,086	55,961,173			
b Contributions	19,057	77,788			
c Investment earnings or losses	7,342,094	-11,524,849			
d Grants or scholarships					
e Other expenditures for facilities and programs	3,125,319	1,404,562			
f Administrative expenses	141,543	127,464			
g End of year balance	47,079,375	42,982,086			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 35.100 %

b

Permanent endowment ▶ 64.900 %

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		No
3a(ii)		No
3b		

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		9,207,209		9,207,209
b Buildings		26,983,936	2,662,335	24,321,601
c Leasehold improvements		1,303,023	830,894	472,129
d Equipment		1,836,544	1,427,128	409,416
e Other		5,010,654	4,298,867	711,787
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				35,122,142

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	22,129,236
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	18,914,204
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	3,215,032
4	Net unrealized gains (losses) on investments	4	4,914,198
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	4,914,198
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	8,129,230

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	29,345,418
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	4,914,198
b	Donated services and use of facilities	2b	266,087
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	5,180,285
3	Subtract line 2e from line 1	3	24,165,133
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	-2,035,897
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	-2,035,897
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	22,129,236

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	21,216,188
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	266,087
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	266,087
3	Subtract line 2e from line 1	3	20,950,101
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	-2,035,897
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	-2,035,897
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	18,914,204

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
RECONCILIATION OF INCOME	PART XII, LINE 4B, OTHER	EXPENSES OF CONSOLIDATED ENTITY (HOUSTON BALLET GUILD, INC) IN THE AMOUNT OF (\$2,162,042) ARE NET WITH CONTRIBUTED INCOME FOR TAX RETURN PRESENTATION AND SOUVENIR EXPENSES IN THE AMOUNT OF \$126,145 ARE NOT SHOWN AS NET WITH OTHER MISCELLANEOUS REVENUE FOR TAX RETURN PRESENTATION. TOTAL OTHER AMOUNTS INCLUDED ON FORM 990, PART VIII, LINE 12, BUT NOT ON LINE 1 IS (\$2,035,897).
RECONCILIATION OF INCOME	PART XIII, LINE 4B, OTHER	EXPENSES OF CONSOLIDATED ENTITY (HOUSTON BALLET GUILD, INC) IN THE AMOUNT OF (\$2,162,042) ARE NET WITH CONTRIBUTED INCOME FOR TAX RETURN PRESENTATION AND SOUVENIR EXPENSES IN THE AMOUNT OF \$126,145 ARE NOT SHOWN AS NET WITH OTHER MISCELLANEOUS REVENUE FOR TAX RETURN PRESENTATION. TOTAL OTHER AMOUNTS INCLUDED ON FORM 900, PART IX, LINE 25, BUT NOT ON LINE 1 IS (\$2,035,897).
USE OF ENDOWMENT FUNDS	PART V, LINE 4	HOUSTON BALLET FOUNDATION USES ENDOWMENT FUNDS TO GUARANTEE FUTURE FINANCIAL SECURITY OF THE FOUNDATION. ENDOWMENT FUNDS ARE INVESTED TO PROVIDE THE FOUNDATION WITH LONG-TERM GROWTH CONSISTENT WITH THE PRESERVATION OF CAPITAL AND THE ANNUAL BUDGET REQUIREMENT WITHIN THE WITHDRAWAL LIMITATIONS ESTABLISHED BY THE BOARD OF TRUSTEES OF THE FOUNDATION.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a ☒ Mail solicitations

e ☒ Solicitation of non-government grants

b ☒ Internet and e-mail solicitations

f ☒ Solicitation of government grants

c ☒ Phone solicitations

g ☒ Special fundraising events

d ☒ In-person solicitations
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☒ Yes ☐ No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
DCM	TELEFUNDING		No	197,844	188,514	9,330
ALEXANDER HAAS	CAMPAIGN		No	915,083	108,000	807,083
Total ▶				1,112,927	296,514	816,413

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

TX

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts			
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine lines 3, column d, and line 10. ▶			

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1, column d, and line 7 ▶					

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities _____		
a	Is the organization licensed to operate gaming activities in each of these states?	9a	
b	If "No," Explain _____ _____		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain _____ _____		
11	Does the organization operate gaming activities with nonmembers?	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility 13a		
b	An outside facility 13b		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records		
Name ►			
Address ►			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	15a	
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c	If "Yes," enter name and address		
Name ►			
Address ►			
16	Gaming manager information		
Name ►			
Gaming manager compensation ► \$ _____			
Description of services provided ►			
☐ Director/officer ☐ Employee ☐ Independent contractor			
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a	
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____		

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☐ Compensation committee ☐ Independent compensation consultant ☒ Form 990 of other organizations ☒ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

[illegible]

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c)Original principal amount	(d)Balance due	(e) In default?		(f) Approved by board or committee?		(g)Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
WORTHAM CENTER OPER EQUIPMENT PURCHASES	X		95,224	15,710		No	Yes		Yes	
Total ▶ \$ 15,710										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b)Relationship between interested person and the organization	(c)Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
MR JAMES FURR	SPOUSE OF MRS JAMES FURR	1,073,939	ARCHITECTURAL SERVICES		No

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	11	108,882	MKT VAL DATE OF GIFT
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

290

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30aYesNo

31 If "Yes," describe the arrangement in Part II

31Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31YesNo

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?

32aYesNo

32aIf "Yes," describe in Part II

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 74-1394920

Name: HOUSTON BALLET FOUNDATION

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -	DLN: 93493136038011
SCHEDULE O (Form 990)	Supplemental Information to Form 990 Complete to provide information for responses to specific questions on Form 990 or to provide any additional information. ► Attach to Form 990.		OMB No 1545-0047
			2009
			Open to Public Inspection
Name of the organization HOUSTON BALLET FOUNDATION			Employer identification number 74-1394920

Identifier	Return Reference	Explanation
GOVERNING BODY	PART VI, SECTION A, LINE 1a	THE BOARD OF TRUSTEES DELEGATES ITS AUTHORITY TO ACT ON ITS BEHALF TO THE EXECUTIVE COMMITTEE, WHICH HAS BROAD AUTHORITY TO ACT ON BEHALF OF THE BOARD OF TRUSTEES THE EXECUTIVE COMMITTEE CONSISTS ON 25 PEOPLE (CHAIRMAN, PRESIDENT, SECRETARY, VICE PRESIDENT-ACADEMY, VICE PRESIDENT-FINANCE, VICE PRESIDENT-INV ESTMENTS, VICE PRESIDENT-INSTITUTIONAL GIVING, VICE PRESIDENT-MARKETING, VICE PRESIDENT-SPECIAL EVENTS, VICE PRESIDENT-TRUSTEE DEVELOPMENT AND 15 MEMBERS-AT-LARGE, INCLUDING THE HOUSTON BALLET GUILD PRESIDENT) ALL OF WHICH ARE MEMBERS OF THE BOARD OF TRUSTEES

Identifier	Return Reference	Explanation
OFFICER & TRUSTEE RELATIONS	PART VI, SECTION A, LINE 2	THE FOLLOWING TRUSTEES OR OFFICERS HAVE A RELATIONSHIP WITH A TRUSTEE OR OFFICER OF THE HOUSTON BALLET FOUNDATION MR IRA BROWN/MRS IRA BROWN - FAMILY RELATIONSHIP MR JAMES CROWNOVER/MRS JAMES CROWNOVER - FAMILY RELATIONSHIP MRS HARRY CULLEN/MRS HARRY CULLEN, JR - FAMILY RELATIONSHIP MRS HARRY CULLEN/MRS JOSEPH MCCORD - FAMILY RELATIONSHIP MRS HARRY CULLEN, JR /MRS JOSEPH MCCORD - FAMILY RELATIONSHIP MRS HARRY CULLEN/MRS PAMELA EARTHMAN - FAMILY RELATIONSHIP LINDA K FINGER/MRS RICHARD FINGER - FAMILY RELATIONSHIP MR JOSEPH HAFNER, JR /MR MICHAEL HAFNER - FAMILY RELATIONSHIP MRS HARRY MACH/MRS STEVE MACH - FAMILY RELATIONSHIP MRS RICHARD MITHOFF/MRS MICHAEL MITHOFF - FAMILY RELATIONSHIP MRS M S STUDE/MRS LOUISA STUDE SAROFIM - FAMILY RELATIONSHIP MRS M S STUDE/ELISA STUDE PYE - FAMILY RELATIONSHIP MRS MARGARET ALKEK WILLIAMS/MS RANDA DUNCAN WILLIAMS - FAMILY RELATIONSHIP THE FOLLOWING HOUSTON BALLET GUILD TRUSTEES OR OFFICERS HAVE A RELATIONSHIP WITH A TRUSTEE OR OFFICER OF THE HOUSTON BALLET FOUNDATION, RESPECTFULLY MR JOSEPH HAFNER, JR /MR MICHAEL HAFNER - FAMILY RELATIONSHIP MRS KATRINA ARNIM/MR CECIL ARNIM, III - FAMILY RELATIONSHIP MRS EVELYN LEIGHTMAN/MR E DANIEL LEIGHTMAN - FAMILY RELATIONSHIP MRS RICHARD MITHOFF/MRS MICHAEL MITHOFF - FAMILY RELATIONSHIP MRS MARY ALICE PARMET/MR MICHAEL PARMET - FAMILY RELATIONSHIP MRS SHAWN STEPHENS/MR JAMES JORDAN - FAMILY RELATIONSHIP THE FOLLOWING TRUSTEES OR OFFICERS HAVE A BUSINESS RELATIONSHIP WITH HOUSTON BALLET FOUNDATION AND HOUSTON BALLET GUILD, INC (EIN 74-2129272) MR JOSEPH HAFNER, JR MR RICHARD MCGEE MRS ROBERT W BROWN MRS DONALD ERSKINE MS CAROL TAG MRS RITA WALKER

Identifier	Return Reference	Explanation
MEMBERS AND STOCKHOLDERS	PART VI, SECTION A, LINE 6	THE HOUSTON BALLET FOUNDATION IS AN ORGANIZATION WITH MEMBERS WHO MEET ANNUALLY AND VOTE TO ELECT THE BOARD OF TRUSTEES THE MEMBERS DO NOT EXERCISE ANY MANAGEMENT AUTHORITY AND DO NOT RECEIVE ANY SHARE OF THE ORGANIZATION'S PROFITS OR A SHARE OF THE ORGANIZATION'S NET ASSETS UPON THE ORGANIZATION'S DISSOLUTION

Identifier	Return Reference	Explanation
TRUSTEE ELECTION	PART VI, SECTION A, LINE 7a	THE MEMBERS OF HOUSTON BALLET FOUNDATION MEET ANNUALLY AND VOTE TO ELECT THE BOARD OF TRUSTEES

Identifier	Return Reference	Explanation
990 REVIEW PROCESS	PART VI, SECTION A, LINE 11	THE TRUSTEES OF THE BOARD WERE PROVIDED ELECTRONIC COPIES OF THE PREPARED FORM 990 PRIOR TO ITS FILING THE AUDIT COMMITTEE AND THE EXECUTIVE COMMITTEE REVIEWED THE PREPARED FORM 990 DURING THE COURSE OF THEIR MEETINGS IN APRIL AND MAY

Identifier	Return Reference	Explanation
CONFLICTS OF INTEREST POLICY	PAR VI, SECTION B, LINE 12C	ALL TRUSTEES OF THE BOARD ARE SENT A QUESTIONAIRE ANNUALLY THAT INCLUDES THE NAME, TITLE, DATE, AND SIGNATURE OF EACH PERSON REPORTING TO DISCLOSE ANY INTERESTS THAT COULD GIVE RISE TO CONFLICTS

Identifier	Return Reference	Explanation
OFFICER COMPENSATION	PART VI, SECTION B, LINE 15a	BEFORE HIRING OR EXTENDING THE WRITTEN EMPLOYMENT CONTRACTS OF EITHER THE MANAGING DIRECTOR OR THE ARTISTIC DIRECTOR, THE EXECUTIVE COMMITTEE OR A SPECIALLY-FORMED COMMITTEE REVIEWS DATA INCLUDING, BUT NOT LIMITED TO, FORM 990 OF OTHER ORGANIZATIONS, COMPENSATION SURVEYS, AND EMPLOYMENT CONTRACTS THE EXECUTIVE COMMITTEE APPROVES THE COMPENSATION OF BOTH THE MANAGING DIRECTOR AND THE ARTISTIC DIRECTOR

Identifier	Return Reference	Explanation
EMPLOYEE COMPENSATION	PART IV, SECTION B, LINE 15b	WITHIN BUDGETARY CONSTRAINTS APPROVED BY THE EXECUTIVE COMMITTEE AND AFTER REVIEWING FORM 990 OF OTHER ORGANIZATIONS, COMPENSATION SURVEYS AND EMPLOYMENT CONTRACTS, THE MANAGING DIRECTOR AND/OR ARTISTIC DIRECTOR APPROVE THE COMPENSATION FOR OFFICERS OR KEY EMPLOYEES OF THE HOUSTON BALLET FOUNDATION

Identifier	Return Reference	Explanation
AVAILABILITY TO THE PUBLIC	PART IV, SECTION C, LINE 18 AND 19	THE 990 IS AVAILABLE FOR PUBLIC INSPECTION UPON REQUEST AND THROUGH GUIDESTAR ONLINE AND A LINK TO GUIDESTAR IS ON THE HBF WEBSITE ALL GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, ETC ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
AVERAGE HOURS	PART VII, SECTION A, COLUMN B	COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS TRUSTEES NOT SERVING ON THE EXECUTIVE COMMITTEE MAY ATTEND MEETINGS OF THE FULL BOARD OF TRUSTEES OR MEETINGS OF OTHER COMMITTEES, BUT THE AVERAGE WEEKLY HOURS IS LESS THAN 2 PER WEEK AND ARE LISTED WITH 0 IN COLUMN B AS A RESULT

Identifier	Return Reference	Explanation
AVERAGE HOURS	PART VII, SECTION A	COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS NO ESTIMATE OF HOURS PER WEEK TO RELATED ORGANIZATIONS WAS MADE AS NO COMPENSATION IS REPORTED IN COLUMN E AND F FROM ANY RELATED ORGANIZATION

Identifier	Return Reference	Explanation
REIMBURSEMENT OF EXPENSES	SCHEDULE G, PART I, LINE 2b, COLUMN (v)	HOUSTON BALLET FOUNDATION ALSO REIMBURSED DIRECT TRAVEL EXPENSES OF \$2,462 INCURRED IN CONNECTION WITH ITS FUNDRAISING AGREEMENT WITH ALEXANDER HAAS

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)					
(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)					
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
HOUSTON BALLET GUILD INC 601 PRESTON ST HOUSTON, TX 77002 74-2129272	SUPPORT HBF	TX	501(C)(3)	11B-TYPE II	NA
WORTHAM CENTER OPERATING CO INC 510 PRESTON ST STE 201 HOUSTON, TX 77002 76-0205663	SUPPORT HBF	TX	501(C)(3)	11C-III-F	NA

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

Yes

No

No

No

No

No

No

No

No

Yes

Yes

Yes

No

Yes

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]