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## Form 990-PF

Department of the Treasury

## **Return of Private Foundation**

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

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

OMB No 1545-0052 2010

Internal Revenue Service For calendar year 2010, or tax year beginning and ending G Check all that apply Initial return Initial return of a former public charity Final return Amended return Address change Name change Name of foundation A Employer identification number 26-1516686 PAUL E. ANDREWS, JR. FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number P.O. BOX 1290 817-886-2962 City or town, state, and ZIP code C if exemption application is pending, check here FORT WORTH, 76101-1290 D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test check here and attach computation X Section 501(c)(3) exempt private foundation H Check type of organization: Section 4947(a)(1) nonexempt charitable trust \_\_\_\_\_ Other taxable private foundation E If private foundation status was terminated I Fair market value of all assets at end of year | J | Accounting method, X Cash Accrual under section 507(b)(1)(A), check here Other (specify) (from Part II, col (c), line 16) If the foundation is in a 60-month termination 73,021,264. (Part I, column (d) must be on cash basis) ▶\$ under section 507(b)(1)(B), check here Part I Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) for charitable purposes (cash basis only) expenses per books income N/A Contributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 732,839. 732,839. STATEMENT 4 Dividends and interest from securities 5a Gross rents **b** Net rental income or (loss) -1,109,40268 Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all 18,325,646. NOV 2 2 0. 7 Capital gain net income (from Part IV, line 2) 0 8 Net short-term capital gain IC 9 Income modifications 10a Gross sales less returns and allowances **b** Less Cost of goods sold c Gross profit or (loss) 847. 847. STATEMENT 11 Other income -375, 716. 733, 686. 12 Total, Add lines 1 through 11 0. Ο. 0. 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits STMT 3 4,030 4.030. 16a Legal fees О. **b** Accounting fees c Other professional fees 17 Interest STMT 4 8,840. 840. Ō. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications STMT 5 248,790. 248,790. 23 Other expenses 0. 24 Total operating and administrative 261,660. 253,660 expenses. Add lines 13 through 23 0. 3,635,000. 3,635,000. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements 3,896,660. 253,660 3,635,000. Add lines 24 and 25 27 Subtract line 26 from line 12. Ne -4,272,376. 8 & Excess of revenue over expenses and disbursements 480,026. b Net investment income (if negative, enter -0-) 20 N/A c Adjusted net income (if negative, enter -0-) Form **990-PF** (2010) LHA For Paperwork Reduction Act Notice, see the instructions

	P	art	Balance Sheets Attached schedules and amounts in the description	Degining of year		Ul year
2 Samps and temporary crash eventweens   3 Accounts recovable   Less allowance for doubtful accounts   4 Plouges recovable   Less allowance for doubtful accounts   5 Grants receivable   8 Plouges recovable   1 Security recovable   2 Security recovable   3 Recovable due from officers, directors, trusteen, and other disqualided persons   2 Security recovable   3 Recovabl			CONTRA SHOULD BE TO FERD FOR SHOULD SOMY			
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Pelagons receivable		3	Accounts receivable ►			
S Grants records to Grant Section Sec			Less' allowance for doubtful accounts ▶			
S Grants records to Grant Section Sec		4	Pledges receivable			
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Reservables due from officers, directors, rustees, and other disqualified persons  7		5	<del></del>			
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Total lassets or fund balances   Part III   Characters for seal or use   Part III   Characters for sall or use   Part III   Part III   Characters for fund balances   Part III   Characters for fund balances   Part III   Part III		ľ				
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Proposed expenses and deferred charges   155.   155.   155.   155.   155.   155.   155.   156.		١,	· · · · · · · · · · · · · · · · · · ·			<del></del>
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Investments - corporate bonds	Ass	9			133	133.
Investments - box bushups, and equipment bases   Less secumbled depenants   Less secumble depenants	•	ı		17 016 412	22 117 160	27 520 100
Total reasonable dependence   Land, buildings, and equipment basis		l				27,539,100.
12   Investments - other   12   Investments - other   13   Investments - other   14   14   307,029     14   Land, buildings, and equipment basis   15   15   15   15   15   15   15   1		0	Investments - corporate bonds STMT 8	6,093,644.	10,655,693	• 11,100,744.
13   Investments - mortgage loans   13   Investments - other pounds   14   Land, buildings, and equipment basis   15   Other assets (describe   16   Other assets (describe   17   Accounts payable and accrued expenses   18   Grants payable   20   Leave from officers, detectors, trustees, and other disqualified persons   21   Mortgages and other notes payable   22   Other labilities (describe   22   Other labilities (describe   23   Total neblifies (add lines 17 through 22)   0		11	Investments land, buildings, and equipment basis			
13   Investments - Other   STMT 9   11,212,010.   13,023,424.   14,307,029.     14   Land, buildings, and equipment basis   Land, bui			Less accumulated depreciation			
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Part III Analysis of Changes in Net Assets or Fund Balances  1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 SEE STATEMENT 6 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 66, 870, 588.		l		71 142 211	CC 070 F00	
1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Decreases not included in line 2 (itemize) ▶ 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 71,143,311. 2 2 -4,272,376. 3 0. 4 66,870,935. 5 347. 6 66,870,588.		31	Total liabilities and net assets/fund balances	/1,143,311.	66,870,588	<u>•  </u>
(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 Decreases not included in line 2 (itemize) ▶  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 71, 143, 311.  2 -4, 272, 376.  3 0.  4 66, 870, 935.  5 347.  6 66, 870, 588.	P	art	Analysis of Changes in Net Assets or Fund B	Balances		
(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ▶  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ▶  5 Decreases not included in line 2 (itemize) ▶  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 71, 143, 311.  2 -4, 272, 376.  3 0.  4 66, 870, 935.  5 347.  6 66, 870, 588.	_	Tota	net assets or fund halances at beginning of year - Part II. column (a) line	30	<del></del>	
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Decreases not included in line 2 (itemize) ▶ 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  2 -4, 272, 376. 3 0. 4 66, 870, 935. 5 347. 6 66, 870, 588.	•		• • • • • • • • • • • • • • • • • • • •			71.143.311.
3 Other increases not included in line 2 (itemize) ► 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Decreases not included in line 2 (itemize) ► 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  3 0. 4 66,870,935. 5 347. 6 66,870,588.	9	•			<b></b>	-4 272 376
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) Decreases not included in line 2 (itemize) SEE STATEMENT 6 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 66,870,588.					<del> </del>	<del></del>
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 6  8 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  5 347.  6 66,870,588.				······		· · · ·
8 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 66,870,588.			• •	SEE STA	<u> </u>	
			· · · · · · · · · · · · · · · · · · ·			
	<u> </u>	. 5 14	The state of the s			

1   List and discribe the kine(s) of property and (s) a relation   1   1   1   1   1   1   1   1   1	P	art IV Capital Gains	and Lo	sses for Tax on In	vestment	Income	-					<u> </u>
SALE OF GOLDENTREE CREDIT OPPORTUNITIES   P	_						( <b>b)</b>	How acqui - Purchas - Donatio	ired (d ie n			
SALE OF GOLDENTREE CRDIT OPPORTUNITIES   P	1a	PUBLICLY TRADE	D SEC	CURITIES				P				
## CASH IN LIEU — A005   CaSH IN LIEU — A005   Cas in the company of the company										<del> </del>		
CASH IN LIEU - A005	_						_					
(a) Gross sales price (f) Deprecation allowed (or allowable) (plus expenses of sale (o) plus (f) minus (q) (a) 16, 84.3, 986.	_	<del> </del>			SIFIED	FUND	<u> </u>					
Pipe sexpense of sale   Pipe	θ	CASH IN LIEU -					L_,	P	l_			
1, 312, 925   1, 500,000   -187,075   -780			(f) (		plus e	xpense of sale						g)
1,312,925	a				1	7,813,84	5.		·			
120, 422   121, 202   -780   4   4   4   4   4   4   4   4   4	b											48,309.
4. Complete only for assets showing gain in column (h) and owned by the foundation on 128 169 (h) pairs (Cot (h) pairs minus (ot) (h), but not less than 4-) or 1.65 (h) pairs on the set than 4-) or 1.65 (h) pairs on the se	_ c				_							
Complete only for assets showing gain in column (h) and owned by the foundation on 12/3 h/99 (i)F.M.Y. as of 12/3 h/99 (i)F.M.Y. as of 12/3 h/99 (i)F.M.Y. as of 12/3 h/99 (ii)F.M.Y. as of 12/3 h/99 (iii)F.M.Y. as of 12/3 h/99 (iii)F.M.Y. as of 12/3 h/99 (iv)F.M.Y.	d					121,20	2.					-780 <b>.</b>
(b) F.M.V. as of 12/3 1/69 (c) Adjusted basis as of 12/3 1/69 (c) (d), flanly cover col. (l), if any cover col. (l	в	4.										4.
(i) F.M.V. as of 12/3 1/69 as		Complete only for assets shown	ig gain in	column (h) and owned by t	he foundation	on 12/31/69						
Second		(ı) F.M.V. as of 12/31/69	(		, , ,	` '						
Capital gain net income or (net capital loss)	a											-969,860.
Capital gain net income or (net capital loss)	ь							<del></del>	······································			48,309.
Capital gain not income or (not capital loss)	_	<del></del>										
trigon, also enter in Part I, line 7	_						$\neg \neg$					
2 Capital gain not income or (not capital loss)    If gain, also enter in Part I, line 7   2   -1,109,402.   If gain, also enter in Part I, line 8, column (c). If (loss), enter -0 -in Part I, line 8, column (c). If (loss), enter -0 -in Part I, line 8, column (c). If (loss), enter -0 -in Part I, line 8   3   N/A     Part V   Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income							$\neg$					
2 Capital gain net income or (not capital loss)	_			C If ways also sets.		7	╮┤					
If gain, also enter in Part I, line 8, column (c).   If (loss), enter-0- in Part I, line 8.   N/A				If (loss), enter -0-	· ın Part I, lıne	7	$  \cdot  $	2				1,109,402.
If (loss), onter -0 - in Part I, line 8   Part V   Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income (For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)  If section 4940(d)(2) applies, leave this part blank  Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?	3				d (6).		٦١					
Part V   Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income			column (d	3).			١				BT / B	
For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.	Пõ	If (loss), enter -U- in Part I, line 8	ndor C	cation 4040/a) for	Dodugos	Tay on Not	<del>                                      </del>	3	nt Inco	<del></del>	N/A	
If section 4940(d)(2) applies, leave this part blank  Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?    Yes   X   No   If Yes, the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?    Enter the appropriate amount in each column for each year; see instructions before making any entries.    Calendar year (or fax year beginning in)   Adjusted qualifying distributions   Net value of noncharitable-use assets   Color   Distribution ratio (col (b) divided by col. (c))	Щ.	<del>~~~~~</del>		<u>`</u>					III IIICO	ille		
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?    Yes   No   No   Yes   No	(Fc	or optional use by domestic private	toundation	ons subject to the section 4	1940(a) tax on	net investment in	come	9.)				
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?    Yes   No   No   Yes   No	lf s	ection 4940(d)(2) applies, leave the	nis part bla	ank								
			part s.									
Enter the appropriate amount in each column for each year; see instructions before making any entries.   Calendar year (or tax year beginning in)	Wa	is the foundation liable for the sec	tion 4942	tax on the distributable am	ount of any ye	ear in the base per	lod?					Yes X No
Base period years   Adjusted qualifying distributions   Net value of noncharitable-use assets   Cool (b) divided by col. (c)												
Base period years   Calendar year (or tax year beginning in)   Adjusted qualifying distributions   Net value of noncharitable-use assets   Coll (b) divided by cot. (c)	1		each colur	mn for each year; see instru	ıctıons before	making any entri	)S.					
Calendar year (of tax year beginning in)   Adjusted qualifying distributions   Net value of noncharitable-use assets   (col. (b) divided by col. (c))											Distrib	(d) ution ratio
2008   817,014   72,519,808			ng in)								(col (b) dıv	ided by col. (c))
2006 2005  2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		2009					68	,331	,337.			
2006 2005  2 Total of line 1, column (d)  3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		2008		81	7,014.		72	,519	,808.			.011266
2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		2007									-	.000000
2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 .018024 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 5 Multiply line 4 by line 3 5 1, 280, 095 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 7 1, 284, 895 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		2006										
Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		2005										
Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate			•		-							
Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	2	Total of line 1, column (d)								2		.054072
the foundation has been in existence if less than 5 years  4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  5 Multiply line 4 by line 3  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate			5-vear has	se period - divide the total o	n line 2 hv 5	or by the number	of ve	ars		$\overline{}$		
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  Multiply line 4 by line 3  5 1,280,095.  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		-	•	•	/// III/O Z D y O,	or by the name of	0, ,0			2		.018024
5 1,280,095.  6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		the foundation has been in existen	1100 11 1000	man 5 years								*010024
6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  7 1,284,895.  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	4	Enter the net value of noncharitab	le-use ass	sets for 2010 from Part X, I	line 5					4	7	1,021,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)  7 Add lines 5 and 6  7 1,284,895.  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	5	Multiply line 4 by line 3								5		1,280,095.
7 Add lines 5 and 6  8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate		•										
8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	6	Enter 1% of net investment incon	ne (1% of	Part I, line 27b)						в		4,800.
8 Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	_											1 204 225
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	7	Add lines 5 and 6								-7-		1,204,895.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate	8	Enter qualifying distributions from	n Part XII.	line 4						8		3,635,000.
		· • •			1b, and comp	lete that part usin	g a 1	% tax rate				

		-1216			Page 4
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 494	B - see	ınstru	ICTIO	ns)
{e	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🗶 and enter 1%			4,8	00.
	of Part I, line 27b				
C	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				_
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			0.
3	Add lines 1 and 2			4,8	<u> 00.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				0.
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	<u> </u>		4,8	<u> 00.</u>
6	Credits/Payments*				
8	20 10 estimated tax payments and 2009 overpayment credited to 20 10 6a 8,520.				
b	Exempt foreign organizations - tax withheld at source				
C	Tax paid with application for extension of time to file (Form 8868)				
d	Backup withholding erroneously withheld				
7	Total credits and payments. Add lines 6a through 6d	'		<u>8,5</u>	20.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	)			
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	0		3,7	20.
	Enter the amount of line 10 to be; Credited to 2011 estimated tax ▶ 3,720 • Refunded ▶ 1	1			0.
Pa	rt VII-A Statements Regarding Activities		-	·	
18	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	No
	any political campaign?		1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	r			1
	distributed by the foundation in connection with the activities				İ
C	Did the foundation file Form 1120-POL for this year?		1c		Х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year				
	(1) On the foundation. ▶ \$ 0 • (2) On foundation managers ▶ \$ 0 •				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ▶ \$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		х
	If "Yes," attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or				İ
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		х
48	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		48		Х
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		Х
	If "Yes," attach the statement required by General Instruction T		<u> </u>		
8	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				İ
	By language in the governing instrument, or				
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law</li> </ul>	ı			
	remain in the governing instrument?		6		x
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
•	If "Yes," complete Part II, col. (c), and Part XV		$\vdash$		<del>                                     </del>
Ra	Enter the states to which the foundation reports or with which it is registered (see instructions)				
Va	TX				
	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
U	of each state as required by General Instruction G? If "No," attach explanation		8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calenda	•	Ju	-27	<u> </u>
•	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	ı	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X
10	any persons account addatantal contributors during the tax year. It is, attach a schedule listing their names and addresses		1 10		

Pa	rt VII-A   Statements Regarding Activities (continued)			_
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
٠	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14	The books are in care of ▶ JANET HUDNALL, JP MORGAN CHASE BANK Telephone no ▶214-96	5-3	196	
	Located at ► 2200 ROSS AVENUE FL 10, DALLAS, TX ZIP+4 ► 75	201		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<b>&gt;</b>	
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
18	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of			
	the foreign country			
Pa	rt VII-B   Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
18	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	ł		
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available			}
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	if the foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days )	1		
١	olf any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations			ļ
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  N/A	1b		<u> </u>
	Organizations relying on a current notice regarding disaster assistance check here			
(	EDID the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	١.		,,
	before the first day of the tax year beginning in 2010?	1c	ļ	Х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			ļ
	defined in section 4942(j)(3) or 4942(j)(5)).			
1	a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning  before 2010?  Yes X No		ļ	
	If "Yes," list the years \( \sum_{\text{inst}} \), \( \text{inst} \) Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect		ĺ	
'			Ì	
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) N/A	2b		
	statement - see instructions )  If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.		<del> </del>	-
		1		
3,	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1		
	during the year?  Yes X No			
ı	of "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after	1		
	May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2010)  N/A	ЗЬ		
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<u> </u>	Х
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	ļ	Х

Form 990-PF (2010) PAUL E. ANDREWS, JR. FO			<u> 26-15166</u>	86	Page <b>6</b>
Part VII-B   Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)	•	
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	on 4945(e))?	Ye	s X No		- 1
(2) Influence the outcome of any specific public election (see section 4955),	or to carry on, directly or indire				
any voter registration drive?		Ye	s X No		
(3) Provide a grant to an individual for travel, study, or other similar purpose	s?	Ye	s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X No		1
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or f	or			1
the prevention of cruelty to children or animals?		Ye	s X No		Ì
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	ider the exceptions described i	in Regulations			
section 53 4945 or in a current notice regarding disaster assistance (see instr		-	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check	here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption	from the tax because it mainta	ined			
expenditure responsibility for the grant?			s No		
If "Yes," attach the statement required by Regulations section 53 49-				İ	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to					
a personal benefit contract?	F, F		s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	nersonal henefit contract?			6Ъ	х
If "Yes" to 6b, file Form 8870	porconar bonom commun.		-	<del></del>	<del>-+</del>
7a At any time during the tax year, was the foundation a party to a prohibited tax	shelter transaction?		s X No		
b If "Yes," did the foundation receive any proceeds or have any net income attrib			N/A	7b	$\overline{}$
Information About Officers Directors True		nagers Highly			
Part VIII Paid Employees, and Contractors	,		,		
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense ount, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	acco	ount, otner owances
	<u> </u>	,	ob imponibution		
	1				
SEE STATEMENT 10	1	0.	٥.	İ	0.
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	<del>                                     </del>	<del> </del>		<b></b>	
	1				
	1				
2 Compensation of five highest-paid employees (other than those in	cluded on line 1). If none,	enter "NONE."		<b></b>	
	(b) Title, and average		(d) Contributions to	(e)	Expense ount, other
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	employee benefit plans and deferred compensation	acco all	owances
NONE			Compansason		
	1			ŀ	
· · · · · · · · · · · · · · · · · · ·	<del>                                     </del>	<del> </del>			
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	<u> 151668</u>	6 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c	) Compensation
JP MORGAN CHASE BANK		
2200 ROSS AVE FLOOR 10, DALLAS, TX 75201 INVESTMENT MGMT	2	12,541.
<del></del>	•	
T. J. Laurehay of albara saaguung augu \$50,000 fay professional agrupas	<b></b>	0
Total number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities		<u>_</u>
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Exp	oenses
37/3		
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	An	nount
1 N/A		
2		
All other pregram valeted was threate Con patrictions		
All other program-related investments. See instructions.		
3		

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Form **990-PF** (2010)

Total. Add lines 1 through 3

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations	s, see instructions )
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	37,098,696.
	Average of monthly cash balances	1b	21,744,189.
	Fair market value of all other assets	1c	13,260,347.
ď	Total (add lines 1a, b, and c)	1d	72,103,232.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	72,103,232.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,081,548.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	71,021,684.
8	Minimum investment return. Enter 5% of line 5	в	3,551,084.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	id certain	1
1	Minimum investment return from Part X, line 6	1	3,551,084.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 4,800.		
ь	Income tax for 2010 (This does not include the tax from Part VI )		
C	Add lines 2a and 2b	2c	4,800.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,546,284.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,546,284.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,546,284.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		2 625 000
а		1a	3,635,000.
Ь	Program-related investments - total from Part IX-B	1b	<u> </u>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
	Suitability test (prior IRS approval required)	3a	·····
b	Cash distribution test (attach the required schedule)	3b 4	3,635,000.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	+	3,033,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		4,800.
	Income. Enter 1% of Part I, line 27b	5 6	3,630,200.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		<del></del>
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years	quannes	เดา แเช รชะนิดม

Form **990-PF** (2010)

Part XIII Undistributed Income (see instructions)

•	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI,				
line 7				3,546,284.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,336,706.	
<b>b</b> Total for prior years'				
,,		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
<b>b</b> From 2006				
¢ From 2007				
dFrom 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from				
Part XII, line 4: ►\$ 3,635,000.			2 226 706	
a Applied to 2009, but not more than line 2a			3,336,706.	
b Applied to undistributed income of prior		_		
years (Election required - see instructions)		0.		<del> </del>
c Treated as distributions out of corpus	0.			
(Election required - see instructions)	·			298,294.
d Applied to 2010 distributable amount	0.			230,234.
e Remaining amount distributed out of corpus				0.
Excess distributions carryover applied to 2010 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract		· · · ·		
line 4b from line 2b		0.		
c Enter the amount of prior years'		·		· ·
undistributed income for which a notice of deficiency has been issued, or on which				
the section 4942(a) tax has been previously				
assessed		0.		
dSubtract line 6c from line 6b Taxable		_		
amount - see instructions		0.		
e Undistributed income for 2009. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract				
lines 4d and 5 from line 1. This amount must				2 245 222
be distributed in 2011		<del></del>		3,247,990.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	0.			
section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2005	0.			
not applied on line 5 or line 7			<del> </del>	
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
Subtract lines 7 and 6 from line 6a 10 Analysis of line 9:	U•			
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				
				5 000 DE (0040)

Form 990-PF (2010) PAUL E.	ANDREWS, J	R. FOUNDATI	ON	26-1 <u>5</u>	16686 Page 10
Part XIV Private Operating F	oundations (see in	structions and Part VI	I-A, question 9)	N/A	
1 a If the foundation has received a ruling o	r determination letter tha	t it is a private operating			
foundation, and the ruling is effective fo			▶		
<b>b</b> Check box to indicate whether the found	dation is a private operati	ng foundation described		4942(j)(3) or49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
investment return from Part X for					
each year listed					
<b>b</b> 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not			<del> </del>		
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly	<del></del>			· · · · · · · · · · · · · · · · · · ·	
for active conduct of exempt activities.					
Subtract line 2d from line 2c			1		
3 Complete 3a, b, or c for the		<del> </del>		<del></del>	
alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets			<del></del>	<del>-  </del>	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year		,			
listed					
c "Support" alternative test - enter					
(1) Total support other than gross					
investment income (interest,					
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public				<u> </u>	<del></del>
and 5 or more exempt	1				
organizations as provided in section 4942(j)(3)(B)(iii)					
			<del> </del>		
(3) Largest amount of support from					
an exempt organization				<del>  </del>	<del> </del>
(4) Gross investment income  Part XV   Supplementary Info	rmation (Comple	ate this part only	if the foundation	n had \$5 000 or m	ore in assets
at any time during	the vear-see the	instructions.)	ii tiic ioanaatio	11 11aa <b>40</b> ,000 01 111	0,0 111 400010
1 Information Regarding Foundation					
a List any managers of the foundation wh		than 2% of the total con	tributions received by th	e foundation before the clo	se of any tax
year (but only if they have contributed i				• ,• • • • • • • • • • • • • • • • • •	<b>,</b>
NONE					
<b>b</b> List any managers of the foundation who ther entity) of which the foundation ha			(or an equally large port	tion of the ownership of a p	artnership or
NONE	is a 10 % of greater intere	551			
2 Information Regarding Contribut	tion Crant Ciff Loor	Coholorobin oto E	Programe:		
Check here <b>X</b> if the foundation				not accept unsolicited regi	iests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num					
a Tito Hallo, addiess, and totophone hall	ibor or the person to wife	m applications should be	V 444.00004		
<b>b</b> The form in which applications should	be submitted and inform	ation and materials they s	should include		
a Any culturation deadlines				<del></del>	
c Any submission deadlines.					
d Any restrictions or limitations on award	ls, such as by geographi	cal areas, charitable fields	s, kınds of ınstitutions, oi	other factors:	

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Ye	ar or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year  SEE STATEMENT 11	or substantial contributor	recipient		
Total	<u> </u>	<del></del>	<b>▶</b> 3a	3635000
b Approved for future payment  NONE  Total			<b>▶</b> 3b	0

Enter gross amounts unless otherwise indicated.	Unrelated	d business income		led by section 512, 513, or 514	(0)
-	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue;	Code		1		<del> </del>
a			<del>  </del>	-	
b	<del></del>		<del>   </del>		
·		<del></del>	╂		<del></del>
d			<del>  </del>		
			++		
1			<del>  </del>		-
g Fees and contracts from government agencies			<del>                                     </del>		
2 Membership dues and assessments			+		
3 Interest on savings and temporary cash					
investments	ļ ļ		1		
4 Dividends and interest from securities			14	732,839.	
5 Net rental income or (loss) from real estate					
a Debt-financed property			<b>1</b> i		
<b>b</b> Not debt-financed property			11		
8 Net rental income or (loss) from personal			1 1		
property					
7 Other investment income			14	847.	
8 Gain or (loss) from sales of assets other					
than inventory			18	-1,109,402.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue:				·	
a					
b					
C					<u> </u>
d					
8					
2 Subtotal Add columns (b), (d), and (e)		0.		-375,716.	(
3 Total. Add line 12, columns (b), (d), and (e)	<u></u>			13	-375,716
See worksheet in line 13 instructions to verify calcula	itions )				
Part XVI-B Relationship of Activ		mplishment of E	xemp	t Purposes	
Line No Explain below how each activity for wh			\ contrib	uted importantly to the accom	plishment of
the foundation's exempt purposes (of	her than by providing fun	ids for such purposes).		·····	
				<del></del>	
				· · · · · · · · · · · · · · · · · · ·	
	· · · · · · · · · · · · · · · · · · ·	<del></del>			

•										
Form 990	) PF (2010) PAUL	E. ANDRE	WS. JR	. FOUNDATION	1		26	-1516	686	Page 13
Part 2	XVII Information R Exempt Organ	Regarding Tra	nsfers To	and Transactions	and I	Relationships	With N	onchar	itable	<del></del>
1 O.d	the organization directly or and	frectly ongage in an	y of the rollow	ing with any other organiz	a'លោ ច់ចទ	oubed in socion 50	(c, a)		Y	es No
	Codo (other than section 50 t(e									
a Tra	nsters from the reporting found	nadonon e ot noiteb	table ezempt o	uganization of						-
(1)	Cash	,							la(1)	X
(2)	Otnor assots								1a(2)	X
b Oth	er transactions;								1 1	
(1)	Sales of assets to a noncharita	able oxempt organo	រងប៌០រា ,						10(1)	<u> </u>
	Purchases of assets from a no							-	15(2)	X
(3)	Rental of facilities, equipment,	or other assets			-	• •			15(3)	X
	Acimbursoment wrangements							-	16(4)	X
(5)	Loans or loan guarantees								15(5)	X
(6)	Porformance of services or me	o:nboiship or lundr	alsing solicitati	one ,				,	16(8)	X
c Shai	ring of facilities, equipment, ma	ailing liets, other as:	ests, or paid co	nployees					1c	X
	a answer to any of the above is		-							
	orvices given by the reporting t				aluo ir en	y transaction or sha	ilod attand	ement, st	_w in	
	mn (d) the value of the goods,					<del>,</del>				
(a)Line to	boylovin muomA(d)	(c) Name		le exampt organization		d) Description of state	ar sever;	dona und st	מובוצי מניוני	entris
		<u> </u>	N/A		-					
		<del> </del>								
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					<del> </del> -					
<del></del> .	<u> </u>									
	foundation directly or indirect		-		nizziions	Cochoso		ζ	1 v F	X No
	tion 501(c) of the Code (other	-	(C)(3)) or in sec	1)ON 52/7		• • • • • •	•	<u></u>	Yes L	00 ليور
b 11 78	s," complete the following scho			I thillim and armaliction		In Page	ription of r	alginar bir		
	gro la omst (a)	MINTER OFF		(b) Typa of organization		(0) 0050	riprior or r	01240115111	<del>'</del>	
	N/A				<del></del>	<del></del>				
					—	· · · · · · · · · · · · · · · · · · ·				
					-					
<del></del>	Under partities of people ( decity)	That I have a same	tur taken instru	ion benefit in the sale of the sale	n i stolese	nts part to the neat of		n ar c had a		2001
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Sign Here	. 4/1/1/			1	1	. 55567	S Editor			
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	Signature of officer or true		l Desperator	Paid /	I ftere	Trio	· · · · · · · · · · · · · · · · · · ·	DTIO		<del></del>
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Use Only

Paid KELLY R. HEIN, JR.

Preparer Firm's name > RYLANDER, CLAY & OPINZ, LLP

Finn's address > 3200 RIVERFRONT DRIVE, SUITE 200 FORT WORTH, TX 76107

FORM 990-PF	DIVIDENDS AN	D INTER	EST FROM	SECU	RITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT	)
CDRF8 PRIVATE INVESTO JCF III PRIVATE INVES JP MORGAN CHASE BANK JP MORGAN CHASE BANK JP MORGAN CHASE BANK SOF VIII PRIVATE INVE	STORS, LLC - A12439005 - Q12147007 - X10658007		21. 6. 85,269. 25. 647,517.		0. 0. 0. 0.	85,2	25.
TOTAL TO FM 990-PF, I	PART I, LN 4		732,839.		0.	732,8	39.
FORM 990-PF		OTHER I	NCOME	· · · ·		STATEMENT	2
DESCRIPTION		;	(A) REVENUE PER BOOKS		(B) NET INVEST- MENT INCOME	(C) ADJUSTE NET INCO	
FROM PASSTHROUGHS		<del> </del>		847.	847.	•	
TOTAL TO FORM 990-PF	, PART I, LIN	NE 11	8	847.	847.		
FORM 990-PF		LEGAL	FEES			STATEMENT	3
		(A) PENSES	(B) NET INVI MENT INC	EST-	(C) ADJUSTED NET INCOME	CHARITA	
DESCRIPTION	PEI	C DOORD	112111 2211				
LEGAL		4,030.		,030.			0.

FORM, 990-PF	TAX	ES	· · · · · · · · · · · · · · · · · · ·	STATEMENT	r 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	(D) CHARITA E PURPOS:	
FEDERAL TAXES FOREIGN TAXES	8,000. 840.	0. 840.			0.
TO FORM 990-PF, PG 1, LN 18	8,840.	840.			0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM		
INVESTMENT MGMT - ACCT X007 FROM PASSTHROUGH ENTITIES INVESTMENT MGMT - ACCT A005 ADR FEE - ACCT A005	191,698. 36,235. 20,843. 14.	36,235.			0. 0. 0.
TO FORM 990-PF, PG 1, LN 23	248,790.	248,790.			0.
FORM 990-PF OTHER DECREAS	ES IN NET AS	SETS OR FUND	BALANCES	STATEMENT	6
DESCRIPTION				AMOUNT	
COST BASIS ADJUSTMENT ROUNDING			•	3	43.
TOTAL TO FORM 990-PF, PART I	II, LINE 5			3	47.
FORM 990-PF	CORPORAT	E STOCK		STATEMENT	7
DESCRIPTION		ВО	OK VALUE	FAIR MARKE VALUE	T
			2 117 160	07.700.4	
EQUITIES		2	3,117,160.	27,539,1	80.

FORM 990-PF	CORPO	ORATE BONDS		STATEMENT 8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME		•	10,655,693.	11,100,744.
TOTAL TO FORM 990-PF, PART II, I	LINE 1	l0C	10,655,693.	11,100,744.
FORM 990-PF (	OTHER	INVESTMENTS		STATEMENT 9
DESCRIPTION  ALTERNATIVE INVESTMENTS		VALUATION METHOD COST	BOOK VALUE	FAIR MARKET VALUE
JCF III PRIVATE INVESTORS, LLC OTHER ASSETS CDRF8 PRIVATE INVESTORS, LLC JP MORGAN SECONDARY PRIVATE EQUI	ITY	COST COST COST COST	196,216. 181,812. 680,114. 246,508.	227,069. 188,738. 756,443. 349,469.
QUANTUM OFFSHORE V, L.P. SANKATY DIP OPPORTUNITIES L.P. LC ASIA PRIVATE INVESTORS, L.P. STARWOOD SOF VIII PRIVATE INVEST	TORS	COST COST COST COST	81,661. 14,502. 138,383. 605,430.	24,224. 1,134. 125,550. 600,957.
TOTAL TO FORM 990-PF, PART II, I	LINE 1	L3	13,023,424.	14,307,029.

FORM 990-PF PART VIII - LIST TRUSTEES AND	STATEMENT 10			
NAME AND ADDRESS	TITLE AND AVRG HRS/WK			EXPENSE
PAUL E. ANDREWS 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	PRESIDENT/TREA	SURER 0.	0.	0.
JUDITH E. ANDREWS 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	VICE PRESIDENT 1.00	/SECRETARY 0.	0.	0.
CHRISTOPHER ANDREWS 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102		0.	0.	0.
JENNIFER MOORE 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
EMELIE ANDREWS-GRAHAM 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	0.	0.	0.

STATEMENT 11

FORM 990-PF

	DURING THE YEAR		
RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		AMOUNT
JPMORGAN DONOR ADVISED FUND 2200 ROSS AVENUE FL 10 DALLAS, TX 75201	OPERATIONS	PUBLIC	30,000.
KINDERPLATZ OF FINE ARTS, INC 2701 RIVERGLEN DRIVE FORT WORTH, TX 76109	OPERATIONS	PUBLIC	10,000.
ST. FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT ROAD HOUSTON, TX 77024		PUBLIC	15,000.
CAREITY FOUNDATION P.O. BOX 126038 FORT WORTH, TX 76126	OPERATIONS	PUBLIC	15,000.
UNITED COMMUNITY CENTERS 1200 E. MADDOX AVENUE FORT WORTH, TX 76104	CAPITAL CAMPAIGN	PUBLIC	15,000.
FORT WORTH SYMPHONY ORCHESTRA 330 E. 4TH STREET #200 FORT WORTH, TX 76102	OPERATIONS	PUBLIC	15,000.
H.O.P.E. FARM, INC. 865 ATLANTA STREET FORT WORTH, TX 76104	CAPITAL CAMPAIGN	PUBLIC	25,000.
CATHOLIC CHARITIES DIOCESE 249 WEST THORNHILL DRIVE FORT WORTH, TX 76115	OPERATIONS	PUBLIC	25,000.

GRANTS AND CONTRIBUTIONS

PAUL E. ANDREWS, JR. FOUNDATION		•	26-1516686
KIPP FOUNDATION 3200 SOUTH LANCASTER ROAD SUITE 320-À DALLAS, TX 75216	OPERATIONS	PUBLIC	25,000.
BOYS & GIRLS CLUBS OF GREATER FORT WORTH 3218 EAST BELKNAP STREET FORT WORTH, TX 76111	OPERATIONS	PUBLIC	50,000.
COMMUNITIES IN SCHOOLS 6700 BRENTWOOD STAIR #510 FORT WORTH, TX 76112	OPERATIONS	PUBLIC	55,000.
GIRLS INC. OF TARRANT COUNTY 2820 MATLOCK ROAD ARLINGTON, TX 76015	OPERATIONS	PUBLIC	55,000.
PARTNERS TOGETHER FOR HEALTH 2500 CIRCLE DRIVE FORT WORTH, TX 76119	OPERATIONS	PUBLIC	100,000.
CARTER BLOODCARE 4995 S. HULEN STREET FORT WORTH, TX 76132	OPERATIONS	PUBLIC	125,000.
ALL CHURCH HOME FOR CHILDREN 1424 SUMMIT AVENUE FORT WORTH, TX 76102	OPERATIONS	PUBLIC	375,000.
FORT WORTH MUSEUM OF SCIENCE & HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	CAPITAL CAMPAIGN	PUBLIC	500,000.
ALL SAINTS HEALTH FOUNDATION 1400 8TH AVENUE FORT WORTH, TX 76104	OPERATIONS	PUBLIC	1,000,000.
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132	OPERATIONS	PUBLIC	1,000,000.

PAUL E. ANDREWS, JR. FOUNDATION

26-1516686

NORTH HAWAII COMMUNITY HOSPITAL 67-1125 MAMALAHOA HIGHWAY

WAIMEA, HI 96743

OPERATIONS

PUBLIC

200,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

3,635,000.