



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

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

Scurlock Foundation
3355 West Alabama #630
Houston, TX 77098

A Employer identification number
74-1488953

B Telephone number (see the instructions)
713-236-1500

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

▶ \$ 32,230,047. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	16,914.	16,914.	N/A	
4 Dividends and interest from securities	316,619.	316,619.		
5a Gross rents	213.	213.		
b Net rental income or (loss) 213.				
6a Net gain/(loss) from sale of assets not on line 10	-35,644.			
b Gross sales price for all assets on line 6a 3,446,852.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	502,654.	482,902.		
12 Total. Add lines 1 through 11	800,756.	816,648.		
13 Compensation of officers, directors, trustees, etc	69,083.	34,542.		34,541.
14 Other employee salaries and wages	32,307.	16,154.		16,153.
15 Pension plans, employee benefits	17,601.	8,801.		8,800.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	5,500.	2,750.		2,750.
c Other prof fees (attach sch) See St 3	78,853.	73,268.		5,585.
17 Interest.				
18 Taxes (attach schedule)(see instr) See Stm 4	21,664.	21,664.		
19 Depreciation (attach sch) and depletion	101,825.	99,940.		
20 Occupancy.	9,507.	4,754.		4,753.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	116,135.	110,708.		5,427.
24 Total operating and administrative expenses. Add lines 13 through 23	452,475.	372,581.		78,009.
25 Contributions, gifts, grants paid Part XV	1,447,485.			2,772,151.
26 Total expenses and disbursements. Add lines 24 and 25	1,899,960.	372,581.		2,850,160.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,099,204.			
b Net investment income (if negative, enter -0-)		444,067.		
c Adjusted net income (if negative, enter -0-)				

REVENUE

ADMINISTRATIVE EXPENSES

RECEIVED
NOV 23 2011
OGDEN, UT

614 25

SCANNED NOV 25 2011

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	2,834,630.	3,322,012.	3,322,012.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) 875,000.	Statement 6		
	Less: allowance for doubtful accounts	1,000,000.	875,000.	875,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	15,340.	6,455.	6,455.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 7	10,269,819.	8,437,384.	8,437,384.
	c Investments — corporate bonds (attach schedule) Statement 8	7,516,964.	7,370,257.	7,370,257.
	11 Investments — land, buildings, and equipment basis	1,251,524.		
Less: accumulated depreciation (attach schedule) See Stmt 9	699,580.	651,884.	551,944.	
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 10	9,717,946.	11,061,727.	11,061,727.	
14 Land, buildings, and equipment basis	11,401.			
Less: accumulated depreciation (attach schedule) See Stmt 11	11,401.	1,885.		
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	32,008,468.	31,624,779.	32,230,047.	
LIABILITIES	17 Accounts payable and accrued expenses	15,605.	22,916.	
	18 Grants payable	3,044,666.	1,720,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	3,060,271.	1,742,916.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X	
	27 Capital stock, trust principal, or current funds	34,548,881.	34,548,881.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-5,600,684.	-4,667,018.	
	30 Total net assets or fund balances (see the instructions)	28,948,197.	29,881,863.	
31 Total liabilities and net assets/fund balances (see the instructions)	32,008,468.	31,624,779.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	28,948,197.
2 Enter amount from Part I, line 27a	2	-1,099,204.
3 Other increases not included in line 2 (itemize) See Statement 12	3	2,032,870.
4 Add lines 1, 2, and 3	4	29,881,863.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	29,881,863.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded Securities		P	Various	Various
b Passthrough K-1 Capital Gain		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,421,185.		3,482,496.	-61,311.
b 25,667.			25,667.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-61,311.
b			25,667.
c			
d			
e			

2	Capital gain net income or (net capital loss).	<div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div>	2	-35,644.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
	<div><div>If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0-</div><div>in Part I, line 8</div></div>		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	2,970,462.	30,799,661.	0.096445
2008	4,038,592.	38,284,477.	0.105489
2007	2,957,946.	51,668,045.	0.057249
2006	2,025,960.	46,763,176.	0.043324
2005	2,028,594.	38,074,696.	0.053279

2 Total of line 1, column (d)	2	0.355786
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.071157
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	30,580,538.
5 Multiply line 4 by line 3	5	2,176,019.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,441.
7 Add lines 5 and 6	7	2,180,460.
8 Enter qualifying distributions from Part XII, line 4	8	2,850,160.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,441.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,441.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	4,441.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	13,990.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	13,990.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,549.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	9,549.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions). TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

BAA

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.scurlockfoundation.org</u>	13	X	
14	The books are in care of <u>Jack S. Blanton, Jr.</u> Telephone no <u>713-236-1500</u> Located at <u>3355 West Alabama, Suite 630 Houston TX</u> ZIP + 4 <u>77098</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

BAA

Form 990-PF (2010)

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

5a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) See Statement 13

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		69,083.	0.	2,173.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 707 Travis St. Houston, TX 77002	Investment Mgmt	57,558.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, 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	16,254,509.
b Average of monthly cash balances	1b	3,665,916.
c Fair market value of all other assets (see instructions)	1c	11,125,806.
d Total (add lines 1a, b, and c)	1d	31,046,231.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	31,046,231.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	465,693.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,580,538.
6 Minimum investment return. Enter 5% of line 5	6	1,529,027.

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

1 Minimum investment return from Part X, line 6	1	1,529,027.
2a Tax on investment income for 2010 from Part VI, line 5	2a	4,441.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,441.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,524,586.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,524,586.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,524,586.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	2,850,160.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,850,160.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,441.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,845,719.

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	173,737.			
c From 2007				
d From 2008	493,934.			
e From 2009	2,143,452.			
f Total of lines 3a through e	1,441,891.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,850,160.	4,253,014.			
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,325,574.			
	0.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b	5,578,588.			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions.				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	173,737.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	493,934.			
d Excess from 2009	2,143,452.			
e Excess from 2010	1,441,891.			
	1,325,574.			

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

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

Tax year	Prior 3 years			(e) Total	
(a) 2010	(b) 2009	(c) 2008	(d) 2007		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

None

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

None

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

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

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

See Statement 15

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Arts (See attached pg 1-2)	N/A		See attachment	219,167.
Civic (See attached pg 2-6)	N/A		See attachment	541,867.
Education (See attach. pg 6-9)	N/A		See attachment	1,156,167.
Health (See attached pg 9-10)	N/A		See attachment	719,400.
Religion (See attach pg 10-11)	N/A		See attachment	135,550.
Total			3a	2,772,151.
<i>b Approved for future payment</i>				
See attachment	N/A		See attachment	822,000.
Total			3b	822,000.

Scurlock Foundation

74-1488953

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest from note rec.	\$ 32,523.	\$ 32,523.	
Oil & Gas Royalties	450,606.	450,606.	
Passthrough K-1 Income	-27,657.	-227.	
Tax refunds	47,182.		
Total	<u>\$ 502,654.</u>	<u>\$ 482,902.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and compliance	\$ 5,500.	\$ 2,750.		\$ 2,750.
Total	<u>\$ 5,500.</u>	<u>\$ 2,750.</u>		<u>\$ 2,750.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 67,683.	\$ 67,683.		
Other services	11,170.	5,585.		\$ 5,585.
Total	<u>\$ 78,853.</u>	<u>\$ 73,268.</u>		<u>\$ 5,585.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	\$ 137.	\$ 137.		
Property tax	13,187.	13,187.		
State tax	8,340.	8,340.		
Total	<u>\$ 21,664.</u>	<u>\$ 21,664.</u>		<u>\$ 0.</u>

Scurlock Foundation

74-1488953

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K-1 expenses	\$ 23,815.	\$ 23,815.		
Office expenses	10,855.	5,428.		\$ 5,427.
Oil & Gas expenses	81,465.	81,465.		
Total	<u>\$ 116,135.</u>	<u>\$ 110,708.</u>		<u>\$ 5,427.</u>

Statement 6
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
Lon Morris College	\$ 875,000.	\$ 875,000.	\$ 0.
Total	<u>\$ 875,000.</u>	<u>\$ 875,000.</u>	
Allowance for Doubtful Accounts			\$ 0.
Net Other Notes/Loans Rec. - Book Value			<u>\$ 875,000.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock - See attachment	Mkt Val	\$ 8,437,384.	\$ 8,437,384.
	Total	<u>\$ 8,437,384.</u>	<u>\$ 8,437,384.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate Bonds - See attachment	Mkt Val	\$ 7,370,257.	\$ 7,370,257.
	Total	<u>\$ 7,370,257.</u>	<u>\$ 7,370,257.</u>

Scurlock Foundation

74-1488953

Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	\$ 52,245.		\$ 52,245.	\$ 170,769.
Oil and Gas interests	1,199,279.	\$ 699,580.	499,699.	986,443.
Total	<u>\$ 1,251,524.</u>	<u>\$ 699,580.</u>	<u>\$ 551,944.</u>	<u>\$ 1,157,212.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Apollo Ltd	Mkt Val	\$ 914,910.	\$ 914,910.
CPI Biotechnology II Private Investors	Mkt Val	97,993.	97,993.
JPM US Real Estate Income	Mkt Val	192,293.	192,293.
KKR European Fund II	Mkt Val	348,871.	348,871.
KKR 2006 Fund Private Investors	Mkt Val	435,561.	435,561.
Carlyle Asia Partners	Mkt Val	238,249.	238,249.
AP Alternative Assets LP	Mkt Val	110,375.	110,375.
Opportunity Fund SPC Offshore	Mkt Val	32,924.	32,924.
PSAM Worldarb Fund Ltd	Mkt Val	573,962.	573,962.
GS Distressed Opportunities	Mkt Val	368,250.	368,250.
GS Vintage Fund	Mkt Val	237,362.	237,362.
Lowe Real Estate Income & Growth	Mkt Val	270,399.	270,399.
Commonfund Realty Investors	Mkt Val	4,332.	4,332.
DFJ Mercury Venture Partners	Mkt Val	453,987.	453,987.
Merritt Capital Partners LP	Mkt Val	631,419.	631,419.
Taconic Offshore Fund	Mkt Val	1,735,421.	1,735,421.
CCMP Capital Investors II	Mkt Val	271,372.	271,372.
Midocean III Private Investors Offshore	Mkt Val	180,378.	180,378.
Highbridge Capital Corp.	Mkt Val	548,267.	548,267.
Energy Transfer Partners	Mkt Val	233,190.	233,190.
Enterprise Products Partners	Mkt Val	332,880.	332,880.
Plains All American Pipeline	Mkt Val	251,160.	251,160.
DFJ Mercury Venture Partners II	Mkt Val	219,230.	219,230.
Highbridge Mezzanine Partners	Mkt Val	222,684.	222,684.
Galleon Offshore Diversified Fund	Mkt Val	1,625.	1,625.
JPMorgan Global Access Offshore	Mkt Val	277,225.	277,225.
Och-Ziff Ozof II Private Investors	Mkt Val	593,450.	593,450.
Winton Futures Fund, Ltd. Class B	Mkt Val	584,838.	584,838.
Boardwalk Pipeline Ptnrs, LP	Mkt Val	31,130.	31,130.
JPM Blackrock Opportunistic	Mkt Val	667,990.	667,990.
Total		<u>\$ 11,061,727.</u>	<u>\$ 11,061,727.</u>

Scurlock Foundation

74-1488953

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 11,401.	\$ 11,401.	\$ 0.	\$ 0.
Total	<u>\$ 11,401.</u>	<u>\$ 11,401.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 12
Form 990-PF, Part III, Line 3
Other Increases

Unrealized appreciation in value of investments	\$ 2,032,870.
Total	<u>\$ 2,032,870.</u>

Statement 13
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	Stoney Creek Foundation
Address:	510 Bering Dr, Ste 100
Address:	Houston, TX 77057
Grant Date:	3/03/2010
Grant Amount:	\$ 3,000
Grant Purpose:	Scholarships
Amt. Expended by Grantee:	\$ 3,000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	11/08/10
Date of Verification:	No verification performed.
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name:	Claude Harmon Foundation
Address:	1806B Nantucket
Address:	Houston, TX 77057
Grant Date:	10/07/2009
Grant Amount:	\$ 1,000
Grant Purpose:	Operating Support
Amt. Expended by Grantee:	\$ 1,000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	11/03/10
Date of Verification:	No verification performed.
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name:	Stoney Creek Foundation
Address:	510 Bering Dr, Ste 100
Address:	Houston, TX 77057
Grant Date:	6/02/2009
Grant Amount:	\$ 5,000
Grant Purpose:	Scholarships
Amt. Expended by Grantee:	\$ 5,000
Any Diversion by Grantee:	No

Scurlock Foundation

74-1488953

Statement 13 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Dates of Reports by Grantee: 11/08/10
 Date of Verification: No verification performed.
 Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name: God's Exploits
 Address: 11241 Southwest Fwy
 Address: Houston, TX 77031
 Grant Date: 4/16/2008
 Grant Amount: \$ 10,000
 Grant Purpose: General Support
 Amt. Expended by Grantee: \$ 10,000
 Any Diversion by Grantee: No
 Dates of Reports by Grantee: 11/3/10
 Date of Verification: No verification performed.
 Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Jack Blanton, Jr 3355 West Alabama, Ste 630 Houston, TX 77098	Pres/Asst. Sec. 2.00	\$ 0.	\$ 0.	\$ 0.
Elizabeth Wareing 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Secretary 2.00	0.	0.	0.
Eddy Blanton 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Asst. Sec. 2.00	0.	0.	0.
Kathy Munger 3355 West Alabama, Ste 630 Houston, TX 77098	Asst. Secretary 33.00	45,000.	0.	0.
Licia Cosgrove 3355 West Alabama, Ste 630 Houston, TX 77098	Treas/Asst. Sec 8.00	24,083.	0.	2,173.
Total		\$ 69,083.	\$ 0.	\$ 2,173.

Scurlock Foundation

74-1488953

Statement 15
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name:	Kathy Munger
Care Of:	Scurlock Foundation
Street Address:	3355 W. Alabama, Ste 630
City, State, Zip Code:	Houston, TX 77098
Telephone:	713-236-0550
Form and Content:	See www.scurlockfoundation.org for grant application requirements.
Submission Deadlines:	See www.scurlockfoundation.org
Restrictions on Awards:	See www.scurlockfoundation.org

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
27,553	JPMorgan TR I Growth Advantage	\$ 243,013
270	Abbott Laboratories	12,936
75	Ace Ltd New	4,669
75	Advanced Auto Parts Inc	4,961
50	Alexion Pharmaceuticals Inc	4,028
1,000	Allianz SE	11,934
60	Amazon Com Inc	10,800
75	American Express	3,219
125	Apache Corp	14,904
85	Apple Inc.	27,418
74,434	Artio International Equity II-I	927,443
175	AT&T Inc	5,142
40	Baidu Inc	3,861
120	Baker Hughes	6,860
875	Bank of America Corp.	11,673
125	BB & T Corp	3,286
75	Biogen Idec	5,029
3,200	BP P L C	141,344
100	Campbell Soup Company	3,475
175	Cardinal Health Inc	6,704
125	Carnival Corp	5,764
130	Celgene Corp.	7,688
850	Cisco Systems	17,196
2,550	Citigroup Inc	12,062
40	Citrix Systems Inc	2,736
15	CME Group Inc Class A	4,826
95	Coach Inc	5,254
105	Cognizant Technology Solutions Corp	7,695
70	Colgate Palmolive Co	5,626
175	Comcast Corp Cl A	3,845
2,665	Conocophillips	181,487
75	Covidien Limited	3,425
250	CVS/Caremark Corp.	8,693
115	Devon Energy	9,029
225	Dow Chemical	7,682
355	E I DuPont de Nemours & Co	17,707
225	E M C Corp Mass	5,153
2,000	El Paso Corporation	27,520
110	EOG Res Inc.	10,055
360	Exxon Mobil	26,323
140	Freeport-McMoran Copper & Gold	16,813
300	General Electric Co	5,487

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
125	General Mills Inc	4,449
165	General Motors Co	6,082
70	Goldman Sachs Group Inc	11,771
10	Google, Inc. Cl A	5,940
200	Hess Corp	15,308
185	Honeywell Interantional Inc	9,835
137	Hugoton Royalty Trust	2,811
75	International Business Machines	11,007
150	Invesco Ltd	3,609
400	Johnson Controls	15,280
20,845	JPM Asia Equity Fund	792,337
7,000	JPM Chase Cap XXVI 8% SER Z	188,370
11,310	JPM Emerging Markets Equity	278,791
5,916	JPM Mid Cap Value Fund	138,846
7,255	JPM Small Cap Equity Fund	266,541
36,692	JPM US Large Cap Core Plus Fund	758,417
250	Juniper Networks Inc	9,230
50	Kellogg Co	2,554
2,000	Key Energy Services	25,960
100	Lennar Corp	1,875
175	Lowes Companies Inc	4,389
10,000	Lexicon Pharmaceuticals	72,000
110,596	Manning & Napier Fund Inc	952,233
200	Marvell Technology Group Ltd	3,710
15	Mastercard Inc Class A	3,362
385	Merck & Co Inc	13,875
150	Metlife Inc	6,666
975	Microsoft Corporation	27,212
200	Morgan Stanley	5,442
50	National Oilwell Varco Inc	3,363
90	Nextera Energy Inc	4,679
70	Nike Inc	5,979
285	Norfolk Southern	17,904
175	Novellus Systems Inc	5,656
15,368	Nuveen NWQ Value Opportunities Fund	540,329
165	Occidental Petroleum	16,187
400	Oracle Corp	12,520
210	Paccar Inc	12,041
25	Parker-Hannifin Corp	2,158
115	Pepsico Inc	7,513
1,045	Pfizer Inc	18,298
90	Philip Morris International	5,268

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
2,000	Plains Exploration and Production	64,280
270	Procter & Gamble	17,369
36,485	Professionally Managed Portfolios (The Osterweis Fund)	988,737
120	Prudential Financial Inc	7,045
275	Qualcomm Inc.	13,610
33,000	Sandridge Energy Inc	241,560
60	Sandisk Corp	2,992
500	Schlumberger Ltd	41,750
60	Sempra Energy	3,149
175	Southern Co	6,690
975	Sprint Nextel Corp	4,124
350	Staples Inc	7,970
70	Starwood Hotels & Resorts	4,255
75	State Street Corp	3,476
1,500	Swift Energy	58,725
100	Sysco Corp	2,940
225	TD Ameritrade Holding	4,273
38,820	T Rowe Price International Funds Inc	744,565
2,000	Tetra Technologies	23,740
558	Time Warner Inc	17,951
125	Tyco International Ltd	5,180
195	United Technologies	15,350
100	Unitedhealth Group Inc	3,611
225	US Bancorp	6,068
350	Verizon Communications	12,523
275	Walt Disney Co	10,315
30	Wellpoint Inc	1,706
450	Wells Fargo & Co	13,946
150	Xilinx Corp.	4,347
225	Yum Brands Inc	11,036
50	3M Co	4,315
32	BP PLC Sponsored ADR exp 4/16/11	(10,880)
25	ConocoPhillips exp 2/19/11	(10,500)
20	Plains Exploration exp 1/22/11	(6,660)
100	Sandridge Energy exp 3/19/11	(15,300)
5	Schlumberger exp 2/19/11	(1,430)
Total		<u>\$ 8,437,384</u>

Seurlock Foundation
2010 Form 990-PF

74-1488953

Part II, Line 10c- Investments - Corporate Bonds

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
6,150	Ishares Barclays Tips Bond Fund	\$ 661,248
139,180	JPMorgan Core Bond Fund	1,595,002
84,090	JPMorgan High Yield Bond Fund	685,332
238,775	JPMorgan Short Duration Bond Fund	2,619,365
400,000	Barclay 95% PPN Bric Basket 7/8/11	427,600
200,000	BNP Cont Buffer EQ SPX 4/13/12	215,172
400,000	GS Cont Buffer EQ SPX 4/20/12	425,724
200,000	GS EAFE Bren 6/17/11	218,540
125,000	JPMorgan chase FRN CPI 4/18/13	124,238
350,000	MS SPX Cont Buffer Eq Note 09/1/11	398,038
		<u><u>\$ 7,370,258</u></u>

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
<u>Arts</u>			
A D. Players 2710 W Alabama Houston, Texas 77098	509(a)(1)	Operating Support	5,000
Alley Theatre 615 Texas Ave Houston, Texas 77002	509(a)(2)	Operating Support	5,000
Art League of Houston 1953 Montrose Blvd, Houston, TX 77006	509(a)(2)	Operating Support	500
Battleship Texas Foundation 9320 Westview, Ste 9, Houston, TX 77055	509(a)(2)	General Support	16,667
Contemporary Arts Museum 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	General Support	19,500
Dallas Center for the Performing Arts Foundation, Inc. 2106 Boll Street Dallas, Texas 75204	509(a)(1)	Capital Campaign Support	10,000
Fresh Arts Coalition 4820 Caroline Street, Houston, TX 77004	509(a)(2)	General Support	1,000
FYIMS, Inc Friends for Life PO Box 70575, Houston, TX 77270	509(a)(2)	General Support	1,000
Galveston Arts Center 2127 Strand St, Galveston, TX 77550	509(a)(1)	General Support	500
Houston Ballet Foundation 1921 W. Bell Houston, Texas 77019	509(a)(1)	Operating Support	5,000
Houston Grand Opera 510 Preston Street #500 Houston, Texas 77002	509(a)(1)	Blanton Studio	10,000
Houston Symphony 615 Louisiana Suite 102 Houston, Texas 77002	509(a)(2)	Operating Support	5,000
Museum of Fine Arts , Houston P. O. Box 4606 Houston, Texas 77210	509(a)(1)	Museum General Support Glassell Annual Fund	48,000
National Museum of Women in the Arts 1250 New York Ave NW, Washington, DC 20005	509(a)(1)	Operating Support	500
Special Olympics Texas 7715 Chevy Chase Dr, Ste 120, Austin, TX 78752	509(a)(2)	General Support	1,000
Stages Repertory Theatre 3201 Allen Pkway #101 Houston, Texas 77019	509(a)(2)	General Support	2,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Texas Cultural Trust 832 Congress Ave, Ste 650, Austin, TX 78701	509(a)(1)	General Support	12,500
The Children's Museum of Houston 1500 Binz Street, Houston, TX 77004	509(a)(1)	General Support	30,000
Theatre Under the Stars 800 Bagby Suite 200 Houston, Texas 77002	509(a)(1)	Operating Support	1,000
UT Foundation PO Box 250, Austin, TX 78767	509(a)(1)	General Support	40,000
UT - Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712	Govt	General Support	5,000
Subtotal - Arts			219,167
<u>Civic</u>			
Aishel House 1955 University Blvd, Houston, TX 77030	509(a)(1)	Operating Support	500
Amazing Place/Senior Place 3735 Drexel Dr, Houston, TX 77027	509(a)(1)	General Support	5,000
American Leadership Forum 3101 Richmond, Ste 140, Houston, TX 77098	509(a)(1)	Leadership Dinner	5,000
Anti-Defamation League 4635 Southwest Fwy, Ste 400, Houston, TX 77027	509(a)(2)	General Support	750
The Arrow Project of Texas 2929 FM 2920 Rd, Spring, TX 77388	509(a)(1)	General Support	10,000
Bo's Place 10050 Buffalo Speedway, Houston, TX 77054	509(a)(1)	General Support	2,500
Boy Scouts of America Sam Houston Area Council P.O Box 924528 Houston, Texas 77292	509(a)(1)	General Support	10,000
Boys and Girls Clubs of Greater Houston Inc. 1520A Airline Drive Houston, Texas 77009	509(a)(1)	General Support	3,000
Boys and Girls Clubs of Mid Valley 307 Miller Ave, Donna, TX 78537	509(a)(1)	General Support	1,000
Breakthrough Houston 2401 Claremont Lane, Houston, TX 77019		General Support	10,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	General Support	65,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Camp Eagle 6424 Hackberry Rd, Rocksprings, TX 78880	509(a)(2)	Capital Campaign Support	6,250
Camp for All Foundation 10500 NW FWY 220 Houston, Texas 77092	509(a)(1)	Operating Support	10,000
Career & Recovery Resources, Inc 2525 San Jacinto Houston, Texas 77002	509(a)(1)	General Support	5,000
Casa de Esperanza 1821 University Ave, Ste 5155, St Paul, MN 55104	509(a)(1)	General Support	1,000
Center for Houston's Future 1200 Smith St, Houston, TX 77002	509(a)(1)	Operating Support	5,000
Child Advocates, Inc. 1001 Molalla Ave, Ste 203, Oregon City, R 97045	509(a)(1)	General Support	100
Collaborative for Children 3800 Buffalo Speedway #300, Houston, TX 77098	509(a)(2)	General Support	1,250
Comm. Of the Streets Outreach Corp 3401 Fannin St, Houston, TX 77004	509(a)(1)	General Support	2,500
Dress for Success 3915 Dacoma, Houston, Texas 77092	509(a)(1)	General Support	5,000
Earthen Vessels, Inc. PO Box 130936, Houston, TX 77219	509(a)(2)	Operating Support	500
Eastside Community Connection 5810 Berkman Dr., Austin, TX 78723	509(a)(1)	Operating Support	1,500
Family Services of Greater Houston 1300 Bay Area Blvd, Houston, TX 77058	509(a)(1)	General Support	6,000
First Baptist Summer Street Church 4 Trotters Ln, Nantucket, MA 025544	509(a)(1)	General Support	5,000
The Food Allergy and Anaphylaxis Network 11781 Lee Jackson Hwy, Ste 160, Fairfax, VA 22033	509(a)(1)	General Support	5,000
Forum of Civics Foundation 2503 Westheimer Rd, Houston, TX 77098	509(a)(3)	General Support	10,000
Galveston Bay Foundation 17330 Highway 3, Webster, TX 77598	509(a)(1)	General Support	500
Greater Houston Community Foundation 4550 Post Oak Place Dr, Ste 100, Houston, TX 77027	509(a)(1)	General Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Hermann Park Conservancy 6201A Golf Course Dr, Houston, TX 77030	509(a)(1)	General Support	10,000
Holly Hall 8304 Knight Rd Houston, Texas 77054	509(a)(1)	Capital Campaign Support	51,000
Houston Food Bank 3811 Eastex Fwy, Houston, TX 77026	509(a)(1)	General Support	500
Houston Museum of Natural Science 5555 Herman Park Dr, Houston, TX 77030	509(a)(2)	General Support	5,000
Houston Parks Board 300 N Post Oak Ln, Houston, TX 77024	509(a)(1)	General Support	2,000
Houston Public Library Foundation 500 McKinney, Houston, TX 77002-2534	509(a)(1)	General Support	750
Houston Zoo Inc P. O Box 4759 Houston, TX 77210-9862	509(a)(2)	Capital Campaign Support	5,000
Humanities Texas 1410 Rio Grande St, Austin, TX 78701	509(a)(1)	Operating Support	66,000
Julie Rogers Gift of Life Program 148 S. Dowlen Rd, PMB 46, Beaumont, TX 77707	509(a)(1)	Operating Support	5,000
Junior League of Houston 1811 Briar Oaks Ln, Houston, TX 77027	509(a)(2)	General Support	1,000
Juvenile Diabetes Research Foundation 2425 Fountain View, Suite 280 Houston, Texas 77057	509(a)(1)	General Support	84
Legacy Community Health Services 1116 Jackson Blvd, Houston, TX 77006	509(a)(2)	General Support	500
Lifeshouse of Houston PO Box 27127, Houston, TX 77227	509(a)(1)	Program Support	10,000
March of Dimes 3000 Wesleyan, Ste 100, Houston, TX 77027	509(a)(1)	General Support	5,000
Marine Corps Scholarship Foundation 44 Nottingham Way, Little Silver, NJ	509(a)(1)	General Support	1,500
The Memorial Park Conservancy PO Box 131024, Houston, TX 77219	509(a)(1)	Capital Campaign Support General Support	18,333
Menil Foundation 1511 Branard St, Houston, TX 77006	509(a)(1)	Operating Support	1,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Mexican Women's Initiative 5644 Westheimer Rd, Houston, TX 77056	509(a)(2)	Operating Support	100
Nature Discovery Center 7112 Newcastle St, Bellaire, TX 77401	509(a)(1)	General Support	1,000
Neighborhood Centers, Inc. 4500 Bissonet, Ste 200, Houston, TX 77401	509(a)(1)	Operating Support	4,000
Open Door Mission Foundation PO Box 9356, Houston, TX 77261	509(a)(1)	Operating Support	1,500
Post Oak YMCA of Greater Houston 1331 Augusta Houston, Texas 77057	509(a)(2)	Capital Campaign Support	25,000
Recipe for Success Foundation PO Box 56405, Houston, TX 77256	509(a)(1)	Operating Support	750
River Oaks Chamber Orchestra 1973 West Gray, Ste 3 Houston, TX 77019	509(a)(1)	Operating Support	5,000
Salvation Army 1500 Austin Houston, Texas 77002	509(a)(1)	General Support	16,000
Serenity Retreat 3206 North Shepherd Houston, Texas 77018	509(a)(1)	Operating Support	5,000
Texas Cultural Trust 832 Congress Ave, Ste 650, Austin, TX 78701	509(a)(1)	General Support	11,000
The Children's Fund PO Box 56303, Houston, TX 77256	509(a)(1)	General Support	1,000
AIDS Foundation Houston, Inc. 3202 Wesleyan Annex Houston, Texas 77027	509(a)(1)	General Support	1,000
The Giving Back Fund 6033 W Century Blvd, Ste 350, Los Angeles, CA	509(a)(1)	General Support	1,000
The Hope Project 1213 Rambling Trail, Cedar Park, TX 78613	509(a)(1)	General Support	1,000
The Menninger Clinic 2801 Gessner Dr, Houston, TX 77080	509(a)(1)	General Support	500
The Orange Foundation 2402 Munger St, Houston, TX 77023	509(a)(1)	General Support	2,500
The Source for Women Inc 6009 Richmond, Houston, TX 77057	509(a)(1)	General Support	2,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
The University of Texas Foundation, Inc. P.O. Box 250 Austin, Texas 78767	509(a)(1)	Endowment Support	12,500
The WorkFaith Connection 1500 N Post Oak Rd, Ste 150, Houston, TX 77055	509(a)(1)	General Support	15,000
Trees of Hope 3330 Audley, Ste. 100 Houston, Texas 77098	509(a)(1)	General Support	1,000
United States Fund for UNICEF 125 Maiden Lane, 10th Flr, New York, NY 10038	509(a)(1)	General Support	500
United Way of the Texas Gulf Coast 50 Waugh Dr, Houston, TX 77007	509(a)(1)	Operating Support	33,500
University of Houston PO Box 27405, Houston, TX 77227	509(a)(1)	General Support	10,000
UT - Blanton Museum of Art 1 University Station D1303 Austin, Texas 78712	Govt	General Support	2,500
Woodrow Wilson International Center for Scholars One Woodrow Wilson Plaza, Washington, DC 20004	509(a)(1)	General Support	1,000
Yellowstone Academy 3000 Trulley St, Houston, TX 77004	509(a)(1)	General Support	4,000
Young Audiences 4550 Post Oak Place Dr, Houston, TX 77027	509(a)(1)	General Support	10,000
Young Life Houston Southwest 1931 Lexington St, Houston, TX 77098	509(a)(1)	Capital Support Operating Support	6,000
Zina Garrison All Court Tennis Foundation 12335 Kingsride, No. 6 Houston, Texas 77024	509(a)(1)	General Support	5,000
Subtotal - Civic			541,867
<u>Education</u>			
Aga Khan Foundation USA 1825 K Street NW, Ste 901, Washington, DC, 20006	509(a)(1)	General Support	1,000
Barbara Bush Foundation for Literacy (DC Community 1201 15th St NW, Ste 420, Washington, DC 20005	509(a)(1)	General Support	15,000
Baylor College of Medicine One Baylor Plaza, Houston, TX 77030	509(a)(1)	General Support	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Briarwood School 12207 Whittington Houston, Texas 77077	509(a)(1)	Operating Support	5,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	General Support	5,000
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	Capital Campaign Support Operating Support	5,000
Center for Hearing and Speech 3636 W Dallas, Houston, TX 77019	509(a)(1)	General Support	5,000
Children at Risk 2900 Wesleyan St, Ste 400, Houston, TX 77027	509(a)(1)	General Support	1,000
The Children's Museum of Houston 1500 Binz Street, Houston, TX 77004	509(a)(1)	General Support	7,500
Communities in Schools 2150 W 18th St, Suite 100 Houston, Texas 77008	509(a)(1)	General Support	1,000
DePelchin Children's Center 4950 Memorial Dr, Houston, TX 77007	509(a)(1)	General Support	1,000
Episcopal High School 4621 Fournace Place Bellaire, Texas 77401	509(a)(1)	Endowment Support	50,000
Houston Children's Charity 230 Westcott St. #202, Houston, TX 77007	509(a)(1)	General Support	1,000
Houston Children's Chorus 1015 Holman at Main, Houston, TX 77004	509(a)(2)	General Support	1,000
Houston Community College Foundation 3100 Main Street, Suite 12B17 Houston, Texas 77002	509(a)(1)	General Support	2,500
Julia Ideson Library Preservation Partners 2726 Bissonnet, Houston, TX 77005	509(a)(1)	General Support	33,333
KIPP Academy 3200 S. Lancaster Rd, Dallas, TX 75216	509(a)(1)	General Support	2,000
Linda Lorelle Scholarship Fund, Inc. 7660 Woodway, Houston, TX 77063	509(a)(1)	General Support	2,000
Lon Morris College 800 College Ave Jacksonville, Texas 75766	509(a)(1)	Capital Campaign Support	75,000
Lyndon Baines Johnson Foundation 2313 Red River St, Austin, TX 78705	509(a)(1)	General Support	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Neuhaus Education Center 4433 Bissonnet Bellaire, Texas 77401	509(a)(1)	General Support	26,000
Parish School 11001 Hammerly Blvd, Houston, TX 77043	509(a)(1)	General Support	1,000
Phi Beta Kappa Alumni of Greater Houston PO Box 25283 Houston, Texas 77265	509(a)(2)	General Support	3,000
Readers are Leaders Foundation 801 Texas St, Houston, TX 77002	509(a)(1)	General Support	3,000
Rice U Jones School of Management PO Box 2932, Houston, TX 77252	509(a)(1)	General Support	15,000
Rice University Shepherd School Society MS 532 P O Box 1892 Houston, Texas 77252-1892	509(a)(1)	General Support	10,000
St John's School 2401 Claremont Houston, Texas 77019	509(a)(1)	Operating Support	3,500
St. Luke's United Methodist Church P O Box 22013 Houston, Texas 77227	509(a)(1)	Operating Support	500
Teach for America 315 W 36th St 6th Fl New York, New York 10018	509(a)(1)	Operating Support	5,000
The University of Texas Foundation, Inc. P O. Box 250 Austin, Texas 78767	509(a)(1)	Endowment Support	479,500
Tri Delta Art Show for Charity, Inc PO BOX 22517 Houston, Texas 77227-2517	509(a)(1)	Operating Support	1,000
University of St. Thomas 3800 Montrose Blvd. Houston, Texas 77006	509(a)(1)	General Support	20,000
University of Utah 201 Presidents Cir, Rm 203, Salt Lake City, UT 84112	509(a)(1)	General Support	1,000
WALIPP 5760 Cullen Blvd, Houston, TX 77021	509(a)(1)	General Support	10,000
Wesley Community Center 1410 Lee St, Houston, TX 77009	509(a)(1)	General Support	2,500
Wiley College 711 Wiley Ave Marshall, Texas 75670	509(a)(1)	Operating Support	4,000
Williams College PO Box 624, Williamstown, MA 01267	509(a)(1)	Program Support	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Yellowstone Academy-Foundation for Tomorrow 3000 Trulley St, Houston, TX 77004	509(a)(1)	Community Center & Gym	336,833
Subtotal - Education			1,156,166
<u>Health</u>			
Amschwand Sarcoma Cancer Foundation 2260 West Holcombe Blvd, Ste 174, Houston, TX	509(a)(1)	General Support	100
Baylor College of Medicine One Baylor Plaza, Houston, TX 77030	509(a)(1)	General Support	1,000
Bo's Place 10050 Buffalo Spdway, Houston, TX 77054	509(a)(1)	General Support	1,500
CanCare of Houston Inc 9575 Kathy Fwy, Ste 428, Houston, TX 77024	509(a)(1)	General Support	3,000
Golfers Aganst Cancer Inc 1700 Lake Kingwood Trail, Kingwood, TX 77339	509(a)(1)	Operating Support	5,000
Harris County Hospital District Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	Capital Campaign Support General Support	20,000
Houston Hospice 1905 Holcombe, Houston, Texas 77030	509(a)(1)	General Support	5,000
Houston Pregnancy Help Center Inc 743 Shotwell Street, Houston, TX 77020	509(a)(1)	Operating Support	10,000
March of Dimes 3000 Wesleyan, Ste 100, Houston, TX 77027	509(a)(1)	General Support	1,000
Memorial Hermann Foundation 9301 Southwest Fwy, Ste 600, Houston, TX 77074	509(a)(3) Type I	General Support	1,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Operating Support	312,500
Mexico Medical Missions 4001 County Road 114 Glenwood Springs, Colorado	509(a)(1)	Operating Support	10,000
Muscular Dystrophy Association 701 Dexter Ave North, Ste 106, Seattle, WA 98109	509(a)(1)	General Support	5,000
Pink Ribbons Project 1210 West Clay #26 Houston, Texas 77019	509(a)(1)	General Support	22,500
St. Jude Children's Research Hospital 14 Penn Plaza, Ste 1615, New York, NY 10122	509(a)(1)	General Support	500

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Texas Children's Hospital Foundation 2300 First City Tower Houston, Texas 77002	509(a)(3) Type I	Capital Campaign Support	255,000
The Foundation for Cancer Survivors 1800 Augusta Dr, Ste 400, Houston, TX 77057	509(a)(1)	General Support	11,500
The University of Texas Health Science Center- 7000 Fannin, Suite 1200 Houston, Texas 77030	509(a)(1)	Endowment Support	11,250
The University of Texas M.D. Anderson Cancer P.O Box 4486 Houston, Texas 77210	509(a)(1)	Capital Campaign Support	43,550
Subtotal - Health			719,400
<u>Religion</u>			
Abundance Ministries International 8647 Wurzbach Rd., San Antonio, TX 78240	509(a)(1)	Operating Support	5,000
Bible in 90 Days 2726 Bissonnet, Ste 240-230, Houston, TX 77005	509(a)(1)	Operating Support	5,000
Campus Crusade for Christ, Inc. 100 Lake Hart Dr MC3900 Orlando, Florida 32832	509(a)(1)	Operating Support	5,500
Christian Community Service Center, Inc. PO Box 27924 Houston, Texas 77227	509(a)(1)	General Support	1,500
College of Biblical Studies 7000 Regency Square, Houston, TX 77036	509(a)(1)	General Support	5,000
Friends of Wycliffe Hall Oxford 707 Nicolet Ave, Winter Park, FL 32789	509(a)(1)	Operating Support	1,500
Jordan Grove Missionary Baptist Support 2603 Anita St, Houston, TX 77004	509(a)(1)	Capital Campaign Support	5,000
Lairty Renewal Foundation PO BOX 290670 Kerrville, Texas 78029	509(a)(1)	Capital Campaign Support	80,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Operating Support	1,000
Open Doors with Brother Andrew PO Box 27001, Santa Ana, CA 92799	509(a)(1)	Operating Support	2,500
Pageville Missionary Baptist Church PO Box 834, Richmond, TX 77406	509(a)(1)	General Support	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
St Luke's United Methodist Church P.O. Box 22013 Houston, Texas 77227	509(a)(1)	Operating Support	10,550
The Forge for Families Inc PO Box 14575, Houston, TX 77221	509(a)(1)	Capital Campaign Support Operating Support	5,000
Stoney Creek Foundation 510 Bering Drive, Ste 100, Houston, TX 77057	Private Oper. Foundation	General Support	3,000
Subtotal - Religion			135,550
Grand Total			\$ 2,772,150

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Memorial Hermann Hospital 6411 Fannin, Houston, TX 77030	509(a)(1)	General Support	2,000
Methodist Hospital Foundation 6565 Fannin St. STE GB2 40 Houston, Texas 77030	509(a)(1)	Neurology Study	600,000
University of Texas at Austin 1 University Station, Austin TX 78712-0395	509(a)(1)	Liberal Arts Program	60,000
Salvation Army 1500 Austin St, Houston, TX 77002	509(a)(1)	Capital Campaign	150,000
Williams College 75 Parks Street Williamstown, MA 01267	509(a)(1)	Scholarship Fund	10,000
Grand Total			<u>\$ 822,000</u>