



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

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

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

A Employer identification number

74-3198643

E3 FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1420 CYPRESS CREEK ROAD, SUITE 200-402

City or town, state, and ZIP code

B Telephone number (see page 10 of the instructions)

(512) 472-7111

CEDAR PARK, TX 78613

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, col. (c), line 16) ► \$ 26,925,869.

J Accounting method Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

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 ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

| | (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. received (attach schedule) | 0. | | | |
| 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 85,861. | 73,789. | | ATCH 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) _____ | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| b Gross sales price for all assets on line 6a 99,657,167. | 1,046,049. | | | |
| 7 Capital gain net income (from Part IV, line 2) . | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold . | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | -960,188. | 73,789. | | |
| 13 Compensation of officers, directors, trustees, etc | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | 4,240. | 0. | 0. | 4,240. |
| b Accounting fees (attach schedule) ATCH 2 | 2,880. | 2,475. | 0. | 0. |
| c Other professional fees (attach schedule) * | 195,612. | | | 195,612. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) ** | -2,066. | -1,776. | | |
| 19 Depreciation (attach schedule) and depletion | 7,059. | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 4,680. | | | 4,680. |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 5 | 10,266. | | | 10,266. |
| 24 Total operating and administrative expenses. | | | | |
| Add lines 13 through 23 | 222,671. | 699. | 0. | 214,798. |
| 25 Contributions, gifts, grants paid | 1,256,300. | | | 1,256,300. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,478,971. | 699. | 0. | 1,471,098. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -2,439,159. | | | |
| b Net investment income (if negative, enter -0-) | | 73,090. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 3 JSA ** ATCH 4

OE14101000

32941P 739K

Form 990-PF (2010)

| 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 | 13,632,709. | 26,209,345. | 26,209,345. |
| | 3 Accounts receivable ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| | 4 Pledges receivable ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ► * | 500,000. | * 499,785. | 499,785. |
| | Less allowance for doubtful accounts ► | | 499,785. | 499,785. |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10 a Investments - U S and state government obligations (attach schedule) | 13,692,910. | | |
| | b Investments - corporate stock (attach schedule) ATCH 6 | | | |
| | c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment basis ► | | | |
| Less accumulated depreciation ► (attach schedule) | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) | | | | |
| 14 Land, buildings, and equipment basis ► | 28,129. | | | |
| Less accumulated depreciation ► (attach schedule) | 7,363. | 8,310. | 20,766. | |
| 15 Other assets (describe ►) | 171,702. | 195,973. | 195,973. | |
| 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 28,005,631. | 26,925,869. | 26,925,869. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ►) ATCH 7 | 31,712. | 66,574. | 66,574. |
| | 23 Total liabilities (add lines 17 through 22) | 31,712. | 66,574. | 66,574. |
| | Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 27,973,919. | 26,859,295. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see page 17 of the instructions) | 27,973,919. | 26,859,295. | 26,859,295. |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 28,005,631. | 26,925,869. | 26,925,869. | |
| 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 | 27,973,919. | | |
| 2 Enter amount from Part I, line 27a | 2 | -2,439,159. | | |
| 3 Other increases not included in line 2 (itemize) ► ATTACHMENT 8 | 3 | 1,324,535. | | |
| 4 Add lines 1, 2, and 3 | 4 | 26,859,295. | | |
| 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 | 26,859,295. | | |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|---|---|---|--|------------------------------------|--------------------------------|
| 1a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| (l) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | -1,046,049. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 } | | 3 | | |

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2009 | 1,916,605. | 28,923,292. | 0.066265 |
| 2008 | 1,282,551. | 34,455,803. | 0.037223 |
| 2007 | 246,882. | 30,530,118. | 0.008087 |
| 2006 | 0. | 29,550,000. | 0.000000 |
| 2005 | | | |
| 2 Total of line 1, column (d) | | | 2 0.111575 |
| 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 0.027894 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | | 4 27,516,104. |
| 5 Multiply line 4 by line 3 | | | 5 767,534. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 731. |
| 7 Add lines 5 and 6 | | | 7 768,265. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 1,490,613. |
| If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18 | | | |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | | |
|----|--|--|-------------------|------|
| 1a | Exempt operating foundations described in section 4940(d)(2). Check here ► <input type="checkbox"/> and enter "N/A" on line 1 | (attach copy of ruling letter if necessary - see instructions) | 1 | 731. |
| 1b | 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 | | | |
| 1c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 3 | 731. |
| 3 | Add lines 1 and 2 | | | |
| 4 | Subtotal A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 | Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 | Credits/Payments | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 4,715. | |
| b | Exempt foreign organizations-tax withheld at source | 6b | 0. | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0. | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 4,715. | |
| 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 | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 3,984. | |
| 11 | Enter the amount of line 10 to be Credited to 2011 estimated tax ► | 11 | 3,984. Refunded ► | |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|--|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | X |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | X |
| <i>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</i> | | | |
| 1c | Did the foundation file Form 1120-POL for this year? | 1c | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | | |
| (1) On the foundation ► \$ _____ | (2) On foundation managers ► \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | X |
| <i>If "Yes," attach a detailed description of the activities</i> | | | |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | X |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | X |
| <i>If "Yes," attach the statement required by General Instruction T</i> | | | |
| 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? | | | |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | 7 | X |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► TX, | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> | 8b | X |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | 9 | X |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | 10 | X |

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 page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address ► N/A | | | | |
| 14 | The books are in care of ► MARK FLETCHER | Telephone no ► | (512) 637-1055 | |
| | Located at ► ATTACHMENT 9 | | ZIP + 4 ► 78613 | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | 15 | ► <input type="checkbox"/> | |
| and enter the amount of tax-exempt interest received or accrued during the year | | | | |
| 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? | 16 | Yes | No |
| See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ► | | | | |

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 type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? | 1b | |
| Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years ► | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) | 2b | X |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <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 | |
| 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 |

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 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (4) | Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 5b | |
| | Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | | | |
| 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? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | | |
| | If "Yes," attach the statement required by Regulations section 53.4945-5(d) | | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 6b | X |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 7b | |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 10 | | -0- | -0- | -0- |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total number of others receiving over \$50,000 for professional services ► | | NONE |

Part IX-A Summary of Direct Charitable Activities

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

Expenses

| | |
|-------|-------|
| 1 N/A | ----- |
| 2 | ----- |
| 3 | ----- |
| 4 | ----- |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

| | |
|--|-------|
| 1 NONE | ----- |
| 2 | ----- |
| All other program-related investments. See page 24 of the instructions | ----- |
| 3 NONE | ----- |

Total. Add lines 1 through 3 ►

Form 990-PF (2010)

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

| | | |
|---|--|----------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | |
| a | Average monthly fair market value of securities | 1a 4,322,785. |
| b | Average of monthly cash balances | 1b 22,897,096. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c 715,250. |
| d | Total (add lines 1a, b, and c) | 1d 27,935,131. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 0. |
| 3 | Subtract line 2 from line 1d | 3 27,935,131. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 419,027. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 27,516,104. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 1,375,805. |

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

| | | |
|----|---|--------------|
| 1 | Minimum investment return from Part X, line 6 | 1 1,375,805. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a 731. |
| b | Income tax for 2010 (This does not include the tax from Part VI) | 2b |
| c | Add lines 2a and 2b | 2c 731. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 1,375,074. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 215. |
| 5 | Add lines 3 and 4 | 5 1,375,289. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 1,375,289. |

Part XII Qualifying Distributions (see page 25 of the instructions)

| | | |
|---|--|---------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | |
| a | Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a 1,471,098. |
| b | Program-related investments - total from Part IX-B | 1b 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 19,515. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | |
| a | Suitability test (prior IRS approval required) | 3a 0. |
| b | Cash distribution test (attach the required schedule) | 3b 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 1,490,613. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 731. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 1,489,882. |

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

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 1,375,289. |
| 2 Undistributed income, if any, as of the end of 2010 | | | 1,233,810. | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years 20 08, 20 07, 20 06 | | | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | 0. | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 1,490,613. | | | 1,233,810. | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | 256,803. |
| 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)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | 1,118,486. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | 0. | | | |

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

a 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)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 11

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

N/A

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

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

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

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

c Any submission deadlines

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

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

| Recipient | 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 |
|--|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| ATTACHMENT 12 | | | | |
| Total | | | ► 3a | 1,256,300. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See page 28 of the instructions) |
|--|-------|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | | |
| 4 Dividends and interest from securities | | | | | | |
| 5 Net rental income or (loss) from real estate | | | | | | |
| a Debt-financed property | | | | 14 | 85,861. | 12,072. |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | | |
| 7 Other investment income | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | 18 | -1,046,049. | |
| 9 Net income or (loss) from special events | ... | | | | | |
| 10 Gross profit or (loss) from sales of inventory | ... | | | | | |
| 11 Other revenue a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | | -960,188. | 12,072. |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | | | -948,116. |

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions) |
|---------------|---|
| 4 | TAX EXEMPT INTEREST ON INVESTMENTS USED TO FUND THE FOUNDATION GRANTS. |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

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

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

b If "Yes," complete the following schedule

b If "Yes," complete the following schedule

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

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

Sign Here  belief, it is true, correct, and complete. Declaration
Signature of officer or trustee

1 5/18/2011 ➤ Chairman

Signature of officer or trustee

Dat

10

| | | | |
|--|--|--|-------------------------|
| Signature of owner or trustee | | Date | Time |
| Paid Preparer Use Only | Print/Type preparer's name Richard A. Dooley | Preparer's signa <i>Richard A. Dooley</i> | Date 5.16.11 |
| | Check <input checked="" type="checkbox"/> if self-employed | | PTIN P00296157 |
| | Firm's name ► POPE, SHAMSIE & DOOLEY LLP | | Firm's EIN ► 01-0635794 |
| Firm's address ► 4201 W. PARMER, B-200 AUSTIN, TX | | 78727 | Phone no 512-836-1186 |

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No. 1545-0092

2010

Name of estate or trust

E3 FOUNDATION

Employer identification number

74-3198643

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo , day, yr) | (c) Date sold (mo , day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|--------------------------------------|----------------------------------|-----------------|---|--|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | | | | -791,210. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | | | | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | | | | |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet | 4 | | | | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ► 5 | | | | | -791,210. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo , day, yr) | (c) Date sold (mo , day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|--------------------------------------|----------------------------------|-----------------|---|--|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | | | | -254,839. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | | | | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | | | | |
| 9 Capital gain distributions | 9 | | | | |
| 10 Gain from Form 4797, Part I | 10 | | | | |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet | 11 | | | | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ► 12 | | | | | -254,839. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--|-----|--|--------------------------------|------------------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 Net short-term gain or (loss) | 13 | | | -791,210. |
| 14 Net long-term gain or (loss): | | | | |
| a Total for year | 14a | | | -254,839. |
| b Unrecaptured section 1250 gain (see line 18 of the wrksht) | 14b | | | |
| c 28% rate gain | 14c | | | |
| 15 Total net gain or (loss). Combine lines 13 and 14a ► | 15 | | | -1,046,049. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

| Part IV Capital Loss Limitation | |
|---|--|
| 16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of | |
| a The loss on line 15, column (3) or b \$3,000 | |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

| Part V Tax Computation Using Maximum Capital Gains Rates | |
|---|--|
|---|--|

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

| | | | |
|---|----|--|--|
| 17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | | |
| 19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | |
| 20 Add lines 18 and 19 | 20 | | |
| 21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ► | 21 | | |
| 22 Subtract line 21 from line 20 If zero or less, enter -0- | 22 | | |
| 23 Subtract line 22 from line 17 If zero or less, enter -0- | 23 | | |
| 24 Enter the smaller of the amount on line 17 or \$2,300 | 24 | | |
| 25 Is the amount on line 23 equal to or more than the amount on line 24? | | | |
| <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box | 25 | | |
| <input type="checkbox"/> No. Enter the amount from line 23 | 26 | | |
| 26 Subtract line 25 from line 24 | 26 | | |
| 27 Are the amounts on lines 22 and 26 the same? | 27 | | |
| <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 | 27 | | |
| <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 28 | | |
| 28 Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | | |
| 29 Subtract line 28 from line 27 | 29 | | |
| 30 Multiply line 29 by 15% (15) | 30 | | |
| 31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | | |
| 32 Add lines 30 and 31 | 32 | | |
| 33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | | |
| 34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | | |

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

74-3198643

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo , day, yr) | (c) Date sold (mo , day, yr) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|----------------------------------|--|--|---|
| 1a ST LOSS | | 12/31/2010 | 96,899,748. | 98,289,463. | -1,389,715. |
| DISALLOWED ST LOSS | | 12/31/2010 | 598,505. | | 598,505. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -791,210.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2010

JSA
0F1221 1 000

32941P 739K

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -254,839.

Schedule D-1 (Form 1041) 2010

JSA
0F1222 1 000

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2010

Attachment
Sequence No. 67Department of the Treasury
Internal Revenue Service (99)

► See separate instructions.

► Attach to your tax return.

Name(s) shown on return

Identifying number

E3 FOUNDATION

74-3198643

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

| | | |
|--|------------------------------|------------------|
| 1 Maximum amount (see instructions) | 1 | |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | |
| 4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |
| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| | | |
| | | |
| 7 Listed property Enter the amount from line 29 | 7 | |
| 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 Carryover of disallowed deduction from line 13 of your 2009 Form 4562 | 10 | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ► | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

| | |
|--|----|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |
| 15 Property subject to section 168(f)(1) election | 15 |
| 16 Other depreciation (including ACRS) | 16 |

840.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

| | | |
|--|----|--------|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2010 | 17 | 2,316. |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► | | |

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | SEE DETAIL | 19,515. | 5.000 | HY | 200DB | 3,903. |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | 25 yrs | | | S/L | |
| h Residential rental property | | 27 5 yrs | MM | S/L | | |
| | | 27 5 yrs | MM | S/L | | |
| i Nonresidential real property | | 39 yrs | MM | S/L | | |
| | | | MM | S/L | | |

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

| | | | | | |
|----------------|--|--------|----|-----|--|
| 20a Class life | | | | S/L | |
| b 12-year | | 12 yrs | | S/L | |
| c 40-year | | 40 yrs | MM | S/L | |

Part IV Summary (See instructions.)

| | |
|---|----|
| 21 Listed property Enter amount from line 28 | 21 |
| 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions | 22 |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 |

7,059.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

| 24a Do you have evidence to support the business/investment use claimed? | | | Yes | No | 24b If "Yes," is the evidence written? | Yes | No | |
|---|-------------------------------|---|----------------------------|--|--|--------------------------|-------------------------------|---------------------------------|
| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery Period | (g) Method/Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) | | | | | | 25 | | |
| 26 Property used more than 50% in a qualified business use | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| 27 Property used 50% or less in a qualified business use | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 | | | | | | 28 | | |
| 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 | | | | | | 29 | | |

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| 30 Total business/investment miles driven during the year (do not include commuting miles) | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
|--|---------------|----|---------------|----|---------------|----|---------------|----|---------------|----|---------------|----|
| | Yes | No |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

| | | |
|---|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | Yes | No |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) | | |
| Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles | | |

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| 42 Amortization of costs that begins during your 2010 tax year (see instructions) | | | | | |
| | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2010 tax year | | | | | |
| | | | | 43 | |
| 44 Total. Add amounts in column (f) See the instructions for where to report | | | | | |
| | | | | 44 | |

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

| Kind of Property | | Description | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---------------------------|--------------------------|--------------------------------|------------------------------------|------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | |
| 96899748. | | ST LOSS 98289463. | | | | VAR -1389715. | 12/31/2010 |
| 2,757,419. | | LT LOSS 3,012,258. | | | | VAR -254,839. | 03/03/2010 |
| 598,505. | | DISALLOWED ST LOSS | | | | VAR 598,505. | 12/31/2010 |
| TOTAL GAIN (LOSS) | | | | | | <u>-1046049.</u> | |

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| DIVIDENDS | 85,861. | 73,789. |
| TOTAL | <u>85,861.</u> | <u>73,789.</u> |

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>ADJUSTED NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|---|--------------------------------|
| ACCOUNTING FEES | 2,880. | 2,475. | |
| TOTALS | <u>2,880.</u> | <u>2,475.</u> | <u>0.</u> |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|--------------------|---|
| PROFESSIONAL FEES | 195,612: |
| | <u>195,612.</u> |
| TOTALS | <u>195,612.</u> |

195,612.
195,612.

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| EXCISE TAXES | -2,066. | -1,776. |
| TOTALS | <u><u>-2,066.</u></u> | <u><u>-1,776.</u></u> |

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|-------------------------|---|--------------------------------|
| MEALS AND ENTERTAINMENT | 2,373. | 2,373. |
| INSURANCE | 4,995. | 4,995. |
| SUPPLIES | 2,898. | 2,898. |
| TOTALS | <u>10,266.</u> | <u>10,266.</u> |

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCKDESCRIPTIONBEGINNING
BOOK VALUE

MARKETABLE SECURITIES

13,692,910.

TOTALS

13,692,910ATTACHMENT 6

E3 FOUNDATION

74-3198643

ATTACHMENT 7

FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> |
|----------------------------|---------------------------------|------------------------------|
| DUE TO SMITHCO INVESTMENTS | 31,712. | 66,574. |
| TOTALS | <u>31,712.</u> | <u>66,574.</u> |

32941P 739K

ATTACHMENT 7

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------------------|-------------------|
| UNREALIZED GAIN ON INVESTMENTS | 1,324,535. |
| TOTAL | <u>1,324,535.</u> |

E3 FOUNDATION

74-3198643

ATTACHMENT 9

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

1420 CYPRESS CREEK ROAD, SUITE 200-402 CEDAR PARK, TX

32941P 739K

ATTACHMENT 9

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> |
|-------------------------|---|
|-------------------------|---|

DAN SMITH
1420 CYPRESS CREEK RD, STE 200-402
CEDAR PARK, TX 78613

LINDA SMITH
1420 CYPRESS CREEK RD, STE 200-402
CEDAR PARK, TX 78613

RICHARD DOOLEY
4201 W. FARMER LANE, SUITE B-200
AUSTIN, TX 78727

GRAND TOTALS

TRUSTEE

TRUSTEE

GRAND TOTALS

E3 FOUNDATION

74-3198643

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DAN SMITH
LINDA SMITH

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

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|----------|
| EAST WEST MINISTRIES INTERNATIONAL 4450 SOJOURN DRIVE, STE 100 ADDISON, TX 75001 | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 453,000 |
| CROSS TRAIL MINISTRIES 5837 WOODRIDGE OAKS SAN ANTONIO, TX 78219 | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 3,000 |
| HILL COUNTRY BIBLE CHURCH 12124 RANCH ROAD 620 N AUSTIN, TX 78750 | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 276,700. |
| CAMPUS CRUSADES FOR CHRIST 100 LAKE HART DRIVE ORLANDO, FL 32832 | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 1,000. |
| AUSTIN STONE COMMUNITY CHURCH 1033 LA POSADA DR. #210 AUSTIN, TX 78752 | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 100,000. |
| BARKE GRADUATE UNIVERSITY 1013 EIGHTH AVE, SUITE 401 SEATTLE, WA 98104 | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 1,000 |

ATTACHMENT 12

ATTACHMENT 12

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

| <u>RECIPIENT NAME AND ADDRESS</u> | | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--|--|---|--|-------------------------|
| HILL COUNTRY CHRISTIAN SCHOOL AUSTIN 12124 RR 620 NORTH AUSTIN, TX 78750 | | N/A 501(C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 156,100. |
| NEED HIM MINISTRIES 2001 W PLANO PKWY SUITE 1400 PLANO, TX 75075 | | 501 (C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 222,500 |
| JESUS INSTITUTE PO BOX 231997 ENCINITAS, CA 92023 | | 501 (C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 3,000 |
| MARS HILLS PRODUCTIONS 4711 LEXINGTON BLVD MISSOURI CITY, TX 77459 | | 501 (C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 10,000. |
| RIGHTNOW 3304 ESSEX DR RICHARDSON, TX 75082 | | 501 (C) (3) | TO SUPPORT THE ORGANIZATION'S EXEMPT PURPOSE | 30,000. |
| | | | TOTAL CONTRIBUTIONS PAID | <u>1,256,300</u> |

Description of Property

GENERAL DEPRECIATION

| | | | | | | | | |
|---------------------------|---------|--------|--|--|--|--|--|--|
| Less Retired Assets | | | | | | | | |
| Subtotals | 28,130. | | | | | | | |
| | | 28,130 | | | | | | |
| Listed Property | | | | | | | | |

| | | | |
|---------------------------|--------|------|---------------|
| Less Retired Assets | | | |
| Subtotals | | | |
| | 28,130 | 305. | 7,364 |
| TOTALS | | | 7,059. |

Assets Retired