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

OMB No 1545-0052

2010

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 , 20

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

Name of foundation: **TEXAS INSTRUMENTS FOUNDATION**
A Employer identification number: **75-6038519**

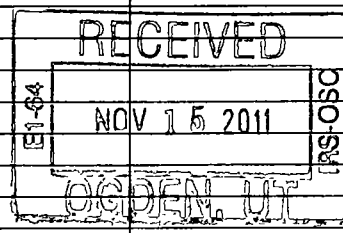
Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 650311, M/S 3998**
Room/suite: **214-479-1022**
B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code: **DALLAS, TX 75265**
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 ☐

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) **\$ 42,386,286**
J Accounting method: ☐ Cash ☒ Accrual
Other (specify) _____
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)	12,000,000			
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	216,053	216,053		
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				
7 Capital gain net income (from Part IV, line 2)		242,209		
8 Net short-term capital gain			0	
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)	0			
12 Total. Add lines 1 through 11	12,216,053	458,262	0	
13 Compensation of officers, directors, trustees, etc.	75,000			52,500
14 Other employee salaries and wages	72,483			28,993
15 Pension plans, employee benefits	11,346			6,234
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	33,263			1,814
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,800			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	0			
22 Printing and publications				
23 Other expenses (attach schedule)	55,382			
24 Total operating and administrative expenses. Add lines 13 through 23	249,274	0	0	89,541
25 Contributions, gifts, grants paid	10,364,556			7,031,272
26 Total expenses and disbursements. Add lines 24 and 25	10,613,830	0	0	7,120,813
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,602,223			
b Net investment income (if negative, enter -0-)		458,262		
c Adjusted net income (if negative, enter -0-)			0	



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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	2,317,367	3,035,957	3,035,957
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable	8,000,000	12,000,000	12,000,000
	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) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	25,221,884	27,333,216	27,333,216	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ STATEMENT 5)	21,310	17,113	17,113	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	35,560,561	42,386,286	42,386,286	
Liabilities	17 Accounts payable and accrued expenses	7,831	5,367	
	18 Grants payable	7,604,971	10,937,567	
	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 ▶)			
23 Total liabilities (add lines 17 through 22)	7,612,802	10,942,934		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	27,947,759	31,443,352	
	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)	27,947,759	31,443,352	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	35,560,561	42,386,286		

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	27,947,759
2 Enter amount from Part I, line 27a	2	1,602,223
3 Other increases not included in line 2 (itemize) ▶ NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS	3	1,893,369
4 Add lines 1, 2, and 3	4	31,443,351
5 Decreases not included in line 2 (itemize) ▶ Rounding	5	-1
Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,443,352

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.)
a Publicly Traded Securities					
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 2,003,688		1,761,479	242,209		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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		0	242,209		
b		0	0		
c		0	0		
d		0	0		
e		0	0		
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	242,209	
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.			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.

(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	7,936,118	30,462,281	0.2605
2008	6,644,796	33,610,354	0.1977
2007	8,688,198	34,872,855	0.2491
2006	6,411,439	31,135,142	0.2059
2005	7,004,240	23,784,078	0.2945
2 Total of line 1, column (d)			2 1.2077
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 0.2415
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 32,281,920
5 Multiply line 4 by line 3			5 7,796,084
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,583
7 Add lines 5 and 6			7 7,800,667
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 10,520,813

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 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
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	4,583
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,583
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,583
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,603	
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	4,603	
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		20
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 20 Refunded <input type="checkbox"/>	11		0

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TEXAS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

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 <input type="text"/> www.ti.com/giving				
14	The books are in care of <input type="text"/> JEFF GOODRICH Telephone no. <input type="text"/> 214-567-6019			
Located at <input type="text"/> P.O. BOX 660199, M/S 8686, DALLAS, TX ZIP + 4 <input type="text"/> 75266-0199				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>	N/A	
and enter the amount of tax-exempt interest received or accrued during the year		15		
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 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/>				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 page 22 of the instructions)?	1b	X
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 type="checkbox"/> No	
If "Yes," list the years <input type="text"/> N/A <input type="text"/> N/A <input type="text"/> N/A <input type="text"/> N/A		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/> N/A <input type="text"/> N/A <input type="text"/> N/A <input type="text"/> N/A		
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

(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 page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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
SEE ATTACHED		75,000		

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
ANN POMYKAL	EXECUTIVE DIRECTOR	72,483		
	40			

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

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		▶

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 ONGOING ACTIVITIES INVOLVING CREATION AND SUPPORT OF EDUCATION PROGRAMS, CULTURE AND COMMUNITY ORGANIZATIONS THAT IMPROVE THE QUALITY OF LIFE IN THE COMMUNITY.	ARTS, 89,541
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	▶ 0

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		
	Average monthly fair market value of securities	1a	31,464,559
b	Average of monthly cash balances	1b	1,308,964
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	32,773,523
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	
3	Subtract line 2 from line 1d	3	32,773,523
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	491,603
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,281,920
6	Minimum investment return. Enter 5% of line 5	6	1,614,096

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	1,614,096
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,583
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,583
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,609,513
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,609,513
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	1,609,513

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	7,120,813
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	
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	3,400,000
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,520,813
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	4,583
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,516,230

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
Distributable amount for 2010 from Part XI, line 7				1,609,513
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 5,850,545				
b From 2006 4,902,210				
c From 2007 6,970,217				
d From 2008 4,991,059				
e From 2009 6,416,082				
f Total of lines 3a through e	29,130,113			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 10,520,813				
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				1,609,513
e Remaining amount distributed out of corpus . .	8,911,300			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	38,041,413			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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)	5,850,545			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	32,190,868			
10 Analysis of line 9				
a Excess from 2006 4,902,210				
b Excess from 2007 6,970,217				
c Excess from 2008 4,991,059				
d Excess from 2009 6,416,082				
e Excess from 2010 8,911,300				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

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

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
SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE ATTACHED</div>				<div>7,198,173</div>
<div>Total ▶ 3a</div>				<div>7,198,173</div>
<div>b Approved for future payment</div> <div>SEE ATTACHED</div>				<div>10,282,296</div>
<div>Total ▶ 3b</div>				<div>10,282,296</div>

Enter gross amounts unless otherwise indicated

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

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)
---------------	---

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

TEXAS INSTRUMENTS FOUNDATION

Employer identification number

75-6038519

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☒ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

TEXAS INSTRUMENTS FOUNDATION

Employer identification number

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TEXAS INSTRUMENTS INCORPORATED P.O. BOX 650311, M/S 3998 DALLAS, TX	\$ 12,000,000.00	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

TEXAS INSTRUMENTS FOUNDATION

Employer identification number

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	NONE _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

TEXAS INSTRUMENTS FOUNDATION

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	NOT APPLICABLE		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

TEXAS INSTRUMENTS FOUNDATION
FEIN: 75-6038519
DALLAS, TEXAS
YEAR 2010

FORM 990-PF, PAGE 1, PART I

Statement 1

Line 16c, Other Professional Fees

	Col (a)	Col.(d)
Trust Fees	7,729	0
Ernst & Young	21,000	0
Conference Expenses	4,534	1,814
Total	<u>33,263</u>	<u>1,814</u>

Statement 2

Line 18, Other Taxes

	Col (a)	Col (d)
Excise tax	<u>1,800</u>	<u>0</u>
Total	<u>1,800</u>	<u>-</u>

Statement 3

Line 23, Other expenses

Bank Charges	5,300	
Services Expense	44,842	0
Other Expense	5,240	
Total	<u>55,382</u>	<u>-</u>

TEXAS INSTRUMENTS FOUNDATION
FEIN 75-6038519
DALLAS, TEXAS
YEAR 2010

FORM 990-PF, PAGE 2, PART II

Statement 4

Line 13, SCHEDULE OF INVESTMENTS

DESCRIPTION	<u>COST @ 12/31/2010</u>	<u>FMV @ 12/31/2010</u>
BGI Russell 3000 Index Fund B	7,578,642	7,898,346
BGI Active Intermediate Equity Fund B	2,262,449	3,119,324
Northern Trust Short-Term GBI Fund	16,212,173	16,315,546
Total Investments	<u>26,053,264</u>	<u>27,333,216</u>

Statement 5

Line 15, Other Assets

	Beginning of Year	End of Year
Interest Receivable	<u>21,310</u>	<u>17,113</u>
Total	<u>21,310</u>	<u>17,113</u>

TEXAS INSTRUMENTS FOUNDATION

FEIN 75-6038519

DALLAS, TEXAS

YEAR 2010

ATTACHMENT TO FORM 990-PF, PAGE 6, PART VIII, LINE 1**SCHEDULE OF OFFICERS AND DIRECTORS FOR 2010**

<u>NAME AND TITLE:</u>	<u>AVG HRS/WK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIB TO EMPL BEN PLAN</u>	<u>EXPENSE ACCOUNT ALLOWANCE</u>
Sam Self Chairman	10.00	75,000	0	0
Liston M. Rice, Jr Chairman Emeritus	0	0	0	0
Terri West Vice-President & Director	0.58	0	0	0
Kevin P. March Treasurer & Director	0.40	0	0	0
Bart Thomas Secretary & Director	1.50	0	0	0
David K. Heacock Director	0.50	0	0	0
Lewis H. McMahan Director	0.50	0	0	0
Venu Menon Director	0.25	0	0	0
Darla H. Whitaker Director	0.25	0	0	0
Rafael R. Lizardi Director	0.25	0	0	0
Julie M. VanHaren Director	0.25	0	0	0
Total		<u>75,000</u>		

Officers and Directors may be contacted at 12500 TI Boulevard,
Dallas, Texas.

TEXAS INSTRUMENTS FOUNDATION

FEIN 75-6038519

DALLAS, TEXAS

YEAR 2010

ATTACHMENT TO FORM 990-PF, PAGE 10, PART XV, LINE 2

INFORMATION REGARDING CONTRIBUTIONS, GRANTS, GIFTS, ETC

APPLICATION FOR GRANTS

- 2a All requests for funding from the TI Foundation, including all grants, are now accepted on-line
To apply for funding, please go to www.ti.com/giving for information and guidelines
No phone or paper applications will be accepted.
- 2b All requests for funding from the TI Foundation, including all grants, are now accepted on-line.
To apply for funding, please go to www.ti.com/giving for information and guidelines.
No phone or paper applications will be accepted.
- 2c There are no submission deadlines.
- 2d Exclusively charitable and educational purposes, including contributions to organizations organized and operated for such purposes, within the meaning of Section 501(c)(3) of the U S Internal Revenue Code

FEIN: 75-6038519
 EIN: 75-6038519
 DALLAS, TEXAS
 YEAR 2010

ATTACHMENT TO FORM 990-PF, PAGE 11, PART XV, LINE 3a

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2010

Recipient and Address	Relationship	Status	Purpose Code	Amount
Advanced Placement Strategies Dallas, TX	None	Public	A	659,175
American Red Cross Dallas, TX	None	Public	C	200,000
Austin Street Center Dallas, TX	None	Public	C	25,000
AP Incentives Dallas, TX	None	Public	C	-
Booker T. Washington High School Dallas, TX	None	Public	A	1,000
Chamberlain Ballet Plano, TX	None	Public	D	25,000
Dallas Arboretum & Botanical Society Dallas, TX	None	Public	D	500,000
Dallas Black Dance Theatre Dallas, TX	None	Public	D	25,000
Dallas Center for the Performing Arts Foundation Dallas, TX	None	Public	D	400,000
Dallas Children's Theater Dallas, TX	None	Public	D	50,000
Dallas Opera Dallas, TX	None	Public	D	50,000
Dallas Education Foundation, STEM Grant Dallas, TX	None	Public	C	70,000
Dallas Museum of Art Dallas, TX	None	Public	D	50,000
Dallas Museum of Nature and Science Dallas, TX	None	Public	D	20,000
Dallas Summer Musicals Dallas, TX	None	Public	D	25,000
Dallas Symphony Association Dallas, TX	None	Public	D	100,000
First Presbyterian Church - Stewpot Dallas, TX	None	Public	C	25,000
Girls Incorporated of Metropolitan Dallas Dallas, TX	None	Public	D	20,000
Genesis Women's Shelter Dallas, TX	None	Public	C	25,000
Plano ISD Education Foundation (STEM) Plano, TX	None	Public	C	20,000
Richardson Symphony Richardson, TX	None	Public	D	25,000
Heritage United Way Manchester Manchester, New Hampshire	None	Public	C	22,259
Laying the Foundation, Inc Dallas, TX	None	Public	D	362,000
Metro Dallas Homeless Alliance Dallas, TX	None	Public	D	25,000

FEIN: 75-6038519
 EIN 75-6038519
 DALLAS, TEXAS
 YEAR 2010

ATTACHMENT TO FORM 990-PF, PAGE 11, PART XV, LINE 3a

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2010

Recipient and Address	Relationship	Status	Purpose Code	Amount
Mi Escuelita Carmel, IN	None	Public	D	25,000
North Texas Food Bank Dallas, TX	None	Public	D	25,000
RISD Excellence in Education (STEM) Richardson, TX	None	Public	D	10,000
Special Camp for Special Kids San Juan Capistrano, CA	None	Public	D	25,000
Special Camps for Kids San Juan Capistrano, CA	None	Public	D	25,000
St. Simons After-School Dallas, TX	None	Public	D	14,000
Teach for America Dallas, TX	None	Public	D	250,000
The Family Place Dallas, TX	None	Public	C	20,000
The Samaritan Inn McKinney, TX	None	Public	D	15,000
The Women's Museum Dallas, TX	None	Public	D	50,000
United Way of Grayson County Sherman, TX	None	Public	C	128,808
United Way of Metropolitan Dallas Dallas, TX	None	Public	C	1,500,000
United Way of Silicon Valley San Jose, CA	None	Public	C	18,822
United Way of Greater Houston Houston, TX	None	Public	C	184,128
United Way of Tucson and Southern Arizona Tucson, AZ	None	Public	C	75,288
UpLift Education Dallas, TX	None	Public	D	250,000
Uteach Program - National Math and Science Initiative (UTA) Dallas, TX	None	Public	D	125,000
Uteach Program - University of Texas at Dallas Austin, TX	None	Public	A	280,000
Uteach Program - University of North Texas Austin, TX	None	Public	A	166,901
Yvonne A. Ewell Townview Center Dallas, TX	None	Public	D	9,000
YMCA of Metropolitan Dallas Dallas, TX	None	Public	D	15,000
Matching Gifts Program-Education and Arts	None	Public	D	1,261,792
				<u>7,198,173</u>

TEXAS INSTRUMENTS FOUNDATION

FEIN 75-6038519

DALLAS, TEXAS

YEAR 2010

ATTACHMENT TO FORM 990-PF, PAGE 11, PART XV, LINE 3b**GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT**

Recipient and Address	Relationship	Status	Purpose Code	Amount
Advanced Placement Strategies Dallas, TX	None	Public	A	1,350,000
Dallas Center for the Performing Arts Foundation Dallas, TX	None	Public	D	1,600,000
Granite United Way Lebanon, NH	None	Public	C	26,400
Laying the Foundation, Inc. Dallas, TX	None	Public	C	832,000
Perot Museum of Nature and Science Dallas, TX	None	Public	C	3,400,000
Teach for America, Inc Dallas, TX	None	Public	C	500,000
United Way of Grayson County Sherman, TX	None	Public	C	140,000
United Way of Greater Houston Houston, TX	None	Public	C	202,000
United Ways of Metropolitan Dallas Dallas, TX	None	Public	C	1,574,600
United Way of Silicon Valley Houston, TX	None	Public	C	17,700
United Way of Tucson and Southern Arizona Tucson, AZ	None	Public	C	63,700
University of Texas at Dallas Richardson, TX	None	Public	A	170,000
Uteach Program - National Math and Science Initiative	None	Public	C	450,000
Uteach Program - University of North Texas	None	Public	A	182,137
Amount to reduce grants to present value				(226,241)
Total present value of grants payable				<u>10,282,296</u>

TEXAS INSTRUMENTS FOUNDATION

FEIN. 75-6038519

DALLAS, TEXAS

YEAR 2010

ATTACHMENT TO FORM 990-PF, PAGE 11, PART XV, LINES 3a & 3b

EXPLANATION OF PURPOSE CODES USED IN CONTRIBUTION SCHEDULES

- A. Educational Institutions-Operation funds, Building funds, and Scholarships
- B Hospital building funds and funds for medical research
- C Operating funds for charitable and educational community service organizations
- D Miscellaneous charitable, educational-related, scientific, cultural and arts organizations
- E Donations to colleges, universities and other organizations under "Matching Gifts Program"