



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



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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
Harriet and Joe Foster Foundation

A Employer identification number
76-0464978

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

Room/suite

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
Houston, TX 77024

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)☒ \$ 3,316,893

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	105,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	31,713	31,713		
	4 Dividends and interest from securities.	23,620	23,620		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	648			
	b Gross sales price for all assets on line 6a _____ 1,151,189				
	7 Capital gain net income (from Part IV , line 2)		648		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	53	53		
	12 Total. Add lines 1 through 11	161,034	56,034		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,175			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	498	498		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,339	9,339		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	12,012	9,837		0
	25 Contributions, gifts, grants paid	214,475			214,475
	26 Total expenses and disbursements. Add lines 24 and 25	226,487	9,837		214,475
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-65,453			
	b Net investment income (if negative, enter -0-)		46,197		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

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	180,375	120,619	120,619
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,507,886	1,407,666	2,370,076
	c	Investments—corporate bonds (attach schedule).	825,464	925,191	826,198
	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,513,725	2,453,476	3,316,893	
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	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	2,513,725	2,453,476	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,513,725	2,453,476	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,513,725	2,453,476	

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 2,513,725
2	Enter amount from Part I, line 27a	2 -65,453
3	Other increases not included in line 2 (itemize) ▶ _____	3 5,204
4	Add lines 1, 2, and 3	4 2,453,476
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 2,453,476

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
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	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>			2648
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

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	197,751	2,379,935	0 083091
2008	197,616	2,933,582	0 067363
2007	168,764	3,298,964	0 051157
2006	138,300	2,954,491	0 04681
2005	113,500	2,763,290	0 041074
2	Total of line 1, column (d).		20 289495
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		30 057899
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		42,902,043
5	Multiply line 4 by line 3.		5168,025
6	Enter 1% of net investment income (1% of Part I, line 27b).		6462
7	Add lines 5 and 6.		7168,487
8	Enter qualifying distributions from Part XII, line 4.		8214,475
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic 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	462
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	462
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	462
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,047
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	
7Total credits and payments Add lines 6a through 6d.		7	7,047
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	6,585
11Enter the amount of line 10 to be Credited to 2011 estimated tax 6,585 Refunded		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid 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.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has 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		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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?		6	Yes
7Did 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		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX			
bIf 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 .		8b	Yes
9Is 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		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of HARRIET R FOSTER Telephone no (713) 789-3757 Located at 325 SUGARBERRY CIRCLE Houston TX ZIP+4 77024			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here 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?	15		
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.				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
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 20 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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

5b

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)? 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).

YesNo

6a

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

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

No

7a

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

YesNo

7b

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

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 Additional Data Table				

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

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
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	
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 NO PROGRAM RELATED INVESTMENTS	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	2,866,860
b	Average of monthly cash balances.	1b	79,377
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,946,237
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	2,946,237
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	44,194
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,902,043
6	Minimum investment return. Enter 5% of line 5.	6	145,102

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	145,102
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	462
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	462
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	144,640
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	144,640
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	144,640

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	214,475
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	0
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	214,475
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	462
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	214,013
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				144,640
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only.				
b	Total for prior years 2008 , 2007 , 2006				
3	Excess distributions carryover, if any, to 2010				
a	From 2005.				
b	From 2006.				
c	From 2007. 5,655				
d	From 2008. 66,017				
e	From 2009. 79,247				
f	Total of lines 3a through e.	150,919			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 214,475				
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.				144,640
e	Remaining amount distributed out of corpus	69,835			
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	220,754			
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				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)				
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	220,754			
10	Analysis of line 9				
a	Excess from 2006. . . .				
b	Excess from 2007. . . . 5,655				
c	Excess from 2008. . . . 66,017				
d	Excess from 2009. . . . 79,247				
e	Excess from 2010. . . . 69,835				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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

NONE

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

HARRIET R FOSTER
325 SUGARBERRY CIRCLE
HOUSTON, TX 77024
(713) 789-3757

b

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

WRITTEN REQUEST

c

Any submission deadlines

NONE

d

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

NONE

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)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	214,475
b Approved for future payment				
Total			▶ 3b	

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			14	31,713	
4 Dividends and interest from securities.			14	23,620	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
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	648	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a SETTLEMENT REVENUE _____			01	53	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				56,034	
13 Total. Add line 12, columns (b), (d), and (e).					56,034

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

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

Sign Here

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

Signature of officer or trustee

2011-05-15

Date

Title

Paid Preparer's Use Only

Preparer's Signature

John W Steffes

Firm's name

BKD LLP

2800 Post Oak Blvd Ste 3200

Firm's address

HOUSTON, TX 77056

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (713) 499-4600

Form 990-PF (2010)

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2010</div>

<div>Name of organization</div> <div>Harriet and Joe Foster Foundation</div>	<div>Employer identification number</div> <div>76-0464978</div>
--	---

Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div></div>
<div>Form 990-PF</div>	<div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>

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 33¹/₃% 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 Harriet and Joe Foster Foundation	Employer identification number 76-0464978
--	---

Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JB FOSTER QUAL GR CHAR LEAD TR 325 SUGARBERRY CIRCLE Houston, TX 77024	\$ 105,000	Person <input 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)
		\$	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 Harriet and Joe Foster Foundation	Employer identification number 76-0464978
---	--

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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization Harriet and Joe Foster Foundation	Employer identification number 76-0464978
--	---

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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

Additional Data

Software ID:

Software Version:

EIN: 76-0464978

Name: Harriet and Joe Foster Foundation

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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	75000 SHS FANNIE MAE	P	2010-02-03	2010-08-19
B	75000 SHS FEDERAL FARM	P	2010-02-03	2010-06-16
C	100000 SHS FEDERAL HOME LOAN BANK	P	2009-11-20	2010-09-17
D	50000 SHS FEDERAL HOME LOAN BANK	P	2009-10-19	2010-02-09
E	2525 SHS FINANCIAL SELECT SECTOR SPDR FUND	P	2010-01-01	2010-01-26
F	2000 SHS FINANCIAL SELECT SECTOR SPDR FUND	P	2009-03-19	2010-02-18
G	75000 SHS FREDDIE MAC	P	2009-12-29	2010-04-28
H	50000 SHS FREDDIE MAC	P	2009-10-19	2010-05-05
I	175 SHS MONSANTO CO	P	2010-01-27	2010-10-22
J	2295 684 SHS VANGUARD SHORT TERM INVESTMENT GRADE FUND	P	2010-02-22	2010-10-28
K	850 SHS ABB LTD	P	2008-06-16	2010-02-01
L	400 SHS AGILENT TECHNOLOGIES INC	P	2006-05-11	2010-10-08
M	650 SHS ALBEMARLE CORPORATION	P	2008-04-28	2010-02-18
N	150 SHS ALBEMARLE CORPORATION	P	2008-04-28	2010-04-23
O	300 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2007-06-28	2010-02-01
P	300 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2007-06-28	2010-02-18
Q	25000 SHS CUYAHOGA FALLS OHIO	P	2009-08-05	2010-08-19
R	25000 SHS FEDERAL FARM CREDIT BANK	P	2008-10-20	2010-06-09
S	50000 SHS FEDERAL HOME LOAN BANK	P	2009-08-20	2010-09-15
T	425 SHS GENZYME CORP	P	2009-01-01	2010-02-18
U	60 SHS GOLDMAN SACHS GROUP INC	P	2009-01-01	2010-02-18
V	90 SHS GOLDMAN SACHS GROUP INC	P	2009-01-01	2010-04-20
W	40 SHS GOOGLE INC	P	2009-01-05	2010-10-28
X	175 SHS INTERNATIONAL BUSINESS MACHINES	P	2008-07-17	2010-02-18
Y	1000 SHS KROGER COMPANY	P	2009-01-05	2010-02-18
Z	275 SHS NATIONAL OILWELL VARCO INC	P	2009-01-01	2010-02-18
AA	200 SHS PEABODY ENERGY CORPORATION	P	2008-10-22	2010-02-18
AB	250 SHS PETSMART, INC	P	2008-02-25	2010-02-18
AC	150 SHS PETSMART, INC	P	2008-02-25	2010-04-23
AD	275 SHS STAPLES INC	P	2005-03-21	2010-02-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	250 SHS TEVA PHARMACEUTICALS	P	2009-01-01	2010-02-18
AF	200 SHS THERMO FISHER SCIENTIFIC, INC	P	2008-04-28	2010-04-23
AG	725 SHS TRINITY INDUSTRIES, INC	P	2008-04-28	2010-02-18
AH	250 SHS UTILITIES SELECT SECTOR SPDR	P	2008-02-25	2010-02-18
AI	2732 332 SHS VANGUARD SMALL CAP IDX	P	2005-01-19	2010-01-29
AJ	817 233 SHS VANGUARD SMALL CAP IDX	P	2005-01-19	2010-01-29
AK	1433 178 SHS VANGUARD SMALL CAP IDX	P	2005-01-19	2010-02-18
AL	1587 302 SHS VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	P	2005-01-19	2010-02-18
AM	350 SHS WALGREEN CO	P	2004-07-01	2010-02-18
AN	1000 SHS WEATHERFORD INTL LTD	P	2008-09-12	2010-01-14
AO	50000 SHS FANNIE MAE	P	2010-05-26	2010-11-29
AP	CAPITAL GAIN DISTRIBUTIONS	P	2009-01-01	2010-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	75,000		75,000	
B	75,000		75,000	
C	100,000		100,000	
D	50,000		50,000	
E	36,163		28,380	7,783
F	28,660		19,060	9,600
G	75,000		75,000	
H	50,000		50,000	
I	9,984		13,591	-3,607
J	25,000		24,495	505
K	15,603		25,959	-10,356
L	13,259		14,541	-1,282
M	24,622		24,738	-116
N	6,590		5,709	881
O	13,305		11,454	1,851
P	14,170		11,454	2,716
Q	25,000		25,141	-141
R	25,000		25,000	
S	50,000		50,000	
T	23,455		29,055	-5,600
U	9,350		12,483	-3,133
V	14,497		18,119	-3,622
W	24,669		13,107	11,562
X	22,363		22,025	338
Y	21,940		26,644	-4,704
Z	12,249		14,074	-1,825
AA	9,264		6,496	2,768
AB	6,760		5,555	1,205
AC	5,099		3,333	1,766
AD	6,869		5,575	1,294

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E	14,325		9,950	4,375
A F	10,631		11,506	-875
A G	12,312		22,249	-9,937
A H	7,323		9,831	-2,508
A I	72,625		65,598	7,027
A J	21,722		19,620	2,102
A K	40,000		34,408	5,592
A L	22,000		23,379	-1,379
A M	12,103		12,480	-377
A N	19,122		30,532	-11,410
A O	50,000		50,000	
A P	155			155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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))
(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				
B				
C				
D				
E				7,783
F				9,600
G				
H				
I				-3,607
J				505
K				-10,356
L				-1,282
M				-116
N				881
O				1,851
P				2,716
Q				-141
R				
S				
T				-5,600
U				-3,133
V				-3,622
W				11,562
X				338
Y				-4,704
Z				-1,825
AA				2,768
AB				1,205
AC				1,766
AD				1,294


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(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 E			4,375
A F			-875
A G			-9,937
A H			-2,508
A I			7,027
A J			2,102
A K			5,592
A L			-1,379
A M			-377
A N			-11,410
A O			
A P			155


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
HARRIET R FOSTER	PRES/TREAS 1 0	0	0	0
325 SUGARBERRY CIRCLE HOUSTON,TX 77024				
WILLIAM WARREN FOSTER	VP 1 0	0	0	0
325 SUGARBERRY CIRCLE HOUSTON,TX 77024				
D BRYAN RUEZ	SECR 1 0	0	0	0
325 SUGARBERRY CIRCLE HOUSTON,TX 77024				
KENNETH KNOX FOSTER	DIRECTOR 1 0	0	0	0
325 SUGARBERRY CIRCLE HOUSTON,TX 77024				
JENNIFER KATE FOSTER	DIRECTOR 1 0	0	0	0
325 SUGARBERRY CIRCLE HOUSTON,TX 77024				

Form 990PF Part XV Line 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)				
a Paid during the year				
CATHOLIC CHARITIES 3520 MONTROS BLVD HOUSTON,TX 77266	NO REALTIONSHIP	501(c)(3)	SOCIAL SERVICES	1,000
UNIVERSITY OF TEXAS - AUSTIN MAIN BUILDING ROOM 7 AUSTIN,TX 78712	NO RELATIONSHIP	501(c)(3)	EDUCATION	16,000
TEACH FOR AMERICA 315 WEST 36TH STREET 7TH FLOOR NEWYORK,NY 10018	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	5,000
TEXAS STATE UNIVERSITY 601 UNIVERSITY DR SAN MARCOS,TX 78666	NO RELATIONSHIP	501(c)(3)	EDUCATION	2,000
DBSA GREATER HOUSTON 10000 MEMORIAL DRIVE SUITE 170 HOUSTON,TX 770243486	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	1,000
SAN JOSE CLINIC 301 HAMILTON STREET HOUSTON,TX 77002	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	1,000
PLANNED PARENTHOOD 3601 FANNIN ST HOUSTON,TX 77004	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	2,000
LAMAR UNIVERSITY 4400 MLK BLVD BEAUMONT,TX 77710	NO RELATIONSHIP	501(c)(3)	EDUCATION	6,500
ORAL ROBERTS UNIVERSITY 7777 S LEWIS AVE PB-209 TULSA,OK 74171	NO RELATIONSHIP	501(c)(3)	EDUCATION	6,000
SAM HOUSTON STATE UNIVERSITY 1903 UNIVERSITY AVE HUNTSVILLE,TX 77340	NO RELATIONSHIP	501(c)(3)	EDUCATION	5,000
TEXAS A&M UNIVERSITY PO BOX L COLLEGE STATION,TX 77841	NO RELATIONSHIP	501(c)(3)	EDUCATION	6,000
UNIVERSITY OF TEXAS - SAN ANTONIO 6900 N LOOP 1604 W SAN ANTONIO,TX 78249	NO RELATIONSHIP	501(c)(3)	EDUCATION	6,000
CAMP FOR ALL 10500 NORTHWEST FRWY HOUSTON,TX 77029	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	5,000
THE WOMEN'S FUND 5353 WALABAMA HOUSTON,TX 77056	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	5,000
HOUSTON HISPANIC FORUM 4617 MONTROSE BLVD C-211 HOUSTON,TX 77006	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	5,000
Total  3a				214,475

Form 990PF Part XV Line 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)				
a Paid during the year				
TREES FOR HOUSTON PO BOX 130096 HOUSTON,TX 77219	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	2,500
HOUSTON COMMUNITY COLLEGE 3100 MAIN STREET HOUSTON,TX 77002	NO RELATIONSHIP	501(c)(3)	EDUCATION	2,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON,TX 77030	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	2,000
RICE UNIVERSITY 6100 MAIN STREET HOUSTON,TX 77005	NO RELATIONSHIP	501(c)(3)	EDUCATION	10,000
UNITED WAY 2200 N LOOP WEST HOUSTON,TX 77018	NO RELATIONSHIP	501(c)(3)	SOCIAL SERVICES	20,000
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SW FREEWAY HOUSTON,TX 77098	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	5,000
THE METROPLOITAN ORGANIZATION OF HOUSTON TEXAS INC 4141 SOUTHWEST FWY STE 650 HOUSTON,TX 77027	NO RELATIONSHIP	501(C)(4)	SOCIAL SERVICES	10,000
JULIA IDESON LIBRARY PRESERVATION 2726 BISSONNET 240-203 HOUSTON,TX 77005	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	25,000
EXECUTIVE WOMEN INTERNATIONAL 515 South 700 East Salt Lake City,UT 84102	No Relationship	501(C)(4)	SOCIAL SERVICES	1,000
ALZHEIMER'S DRUG DISCOVERY FOUNDATION 1414 Avenue of the Americas Ste 150 Sue Reynolds Foley New York,NY 10019	No Relationship	501(C)(3)	Health	1,000
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 Hermann Park Dr Houston,TX 77030	NO RELATIONSHIP	501(C)(3)	EDUCATION	2,000
CITIZENS FOR ANIMAL PROTECTION INC 11925 Katy Fwy Houston,TX 77079	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	5,000
YMCA OF GREATER HOUSTON AREA PO Box 3007 Houston,TX 77253	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	25,000
SPRING BRANCH EDUCATION FOUNDATION 955 Campbell Rd Ste 206 Houston,TX 77024	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	1,000
UNIVERSITY OF ST THOMAS 3800 Montrose Blvd Houston,TX 77006	NO RELATIONSHIP	501(C)(3)	EDUCATION	1,000
Total  3a				214,475

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
COLLABORATIVE FOR CHILDREN 3800 Buffalo Speedway Ste 300 Houston, TX 77098	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	1,000
THE CENTER SERVING PERSONS WITH MENTAL RETARDATION 3550 West Dallas Houston, TX 77019	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	10,000
TEXAS A&M HEALTH SCIENCE CENTER FOUNDATION 1361 TAMU College Station, TX 77843	NO RELATIONSHIP	501(C)(3)	EDUCATION	1,000
SCENIC TEXAS INC 3015 Richmond Ave Ste 220 Houston, TX 77098	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	2,500
NORTH HARRIS MONTGOMERY COMMUNITY COLLEGE DISTRICT 5000 Research Forest Dr The Woodlands, TX 77381	NO RELATIONSHIP	501(C)(3)	EDUCATION	975
INSTITUTE FOR REHABILITATION & RESEARCH FOUNDATION 4605 Post Oak Place Dr Ste 222 Houston, TX 77027	NO RELATIONSHIP	501(C)(3)	HEALTH	1,000
BRENDA AND JOHN H DUNCAN RISE SCHOOL OF HOUSTON 8080 North Stadium Drive Houston, TX 77054	NO RELATIONSHIP	501(C)(3)	SOCIAL SERVICES	10,000
MEMORIAL HIGH SCHOOL 935 Echo Lane Houston, TX 77024	NO RELATIONSHIP	501(C)(3)	EDUCATION	3,000
Total ▶ 3a				214,475

**TY 2010 All Other Program
Related Investments Schedule**

Name: Harriet and Joe Foster Foundation

EIN: 76-0464978

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: Harnet and Joe Foster Foundation

EIN: 76-0464978

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

**TY 2010 Investments Corporate
Bonds Schedule****Name:** Harriet and Joe Foster Foundation**EIN:** 76-0464978

Name of Bond	End of Year Book Value	End of Year Fair Market Value
285,000 SHS AMERICAN GENERAL	275,365	268,256
150,000 SHS GOLDMAN SACHS	149,373	158,616
100,000 SHS LEHMAN BROTHERS	100,584	10
50,000 SHS FED HOME LOAN BANK	50,000	49,081
50,000 SHS FED HOME LOAN BANK	50,000	49,334
50,000 SHS FARMER MAC	50,000	53,093
75,000 SHS FREDDIE MAC	75,000	75,523
75,000 SHS FREDDIE MAC	75,000	73,936
25,000 SHS FANNIE MAE	25,000	24,995
75,000 SHS FANNIE MAE	74,869	73,354

TY 2010 Investments Corporate
Stock Schedule

Name: Harriet and Joe Foster Foundation
EIN: 76-0464978

Name of Stock	End of Year Book Value	End of Year Fair Market Value
400 SHS AGILENT TECHNOLOGIES	13,946	16,572
865 SHS BANK OF NEW YORK	27,489	26,123
250 SHS BARD, C.R.	20,679	22,943
200 SHS COGNIZANT TECHNOLOGY	7,636	14,658
400 SHS ADR DIAGEO PLC SPONS.	17,204	29,732
500 SHS JOHNSON & JOHNSON	33,201	30,925
400 SHS KOHLS CORPORATION	20,068	21,736
15000 SHS NEWFIELD EXPLORATION	244,960	1,081,650
450 SHS ADR NOVARTIS AG SPONS.	26,277	26,528
1,125 SHS STAPLES INC.	22,808	25,616
250 SHS TEVA PHARMACEUTICALS	5,707	13,033
400 SHS THERMO FISHER SCI.	11,882	22,144
650 SHS WALGREEN CO	23,382	25,324
4,862.739 SHS VANGUARD INTNL	71,621	76,637
2,911.969 SHS VANGUARD SM-CAP	71,374	101,249
825 SHS ABB LTD	25,195	18,521
450 SHS ALBEMARLE CORP	17,127	25,101
450 SHS AON CORP	18,199	20,705
1,000 SHS CISCO SYSTEMS	26,636	20,230
1,000 SHS INTEL CORP CAPITAL	22,549	21,030
200 SHS INTL BUSINESS MACHINES	25,171	29,352
250 SHS NATIONAL OILWELL VARCO	6,143	16,813
225 SHS PEABODY ENERGY CORP	7,308	14,396
475 SHS PEPSICO, INC	32,172	31,032
600 PETSMART, INC	13,333	23,892
475 SHS UTILITIES SELECT	14,472	14,887
1,000 SHS TRINITY INDUSTRIES	30,688	26,610
250 SHS TRANSOCEAN LTD	20,923	17,378
600 SHS ADOBE SYSTEMS INC	15,852	18,468
700 SHS BARRICK GOLD CORP	24,665	37,226

Name of Stock	End of Year Book Value	End of Year Fair Market Value
450 SHS FTI CONSULTING INC	21,178	16,776
300 SHS GILEAD SCIENCES INC	14,443	10,872
35 SHS GOOGLE INC-CL A	11,468	20,789
450 SHS JACOBS ENGINEER GROUP	18,831	20,633
700 SHS ALTRIA GROUP INC	14,042	17,234
350 SHS AUTOMATIC DATA PROCESS	14,769	16,198
700 SHS CORNING INC	13,251	13,524
400 SHS GENERAL MILLS INC	14,874	14,236
300 SHS ILLINOIS TOOL WORKS	15,317	16,020
600 SHS JP MORGAN CHASE & CO	23,643	25,452
550 SHS MERCK & CO INC	21,165	19,822
250 SHS PROCTER & GAMBLE	15,685	16,083
200 SHS TELEFONICA SA	14,673	13,684
25,834.928 SHS VANGUARD ST INV	275,660	278,242

TY 2010 Land, Etc. Schedule

Name: Harriet and Joe Foster Foundation

EIN: 76-0464978

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
-----------------	--------------------	--------------------------	------------	-------------------------------

TY 2010 Other Expenses Schedule

Name: Harriet and Joe Foster Foundation

EIN: 76-0464978

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEE- WOODWAY	9,321	9,321		
MISCELLANEOUS EXPENSE	18	18		

TY 2010 Other Income Schedule

Name: Harriet and Joe Foster Foundation

EIN: 76-0464978

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
SETTLEMENT REVENUE	53	53	

TY 2010 Other Increases Schedule

Name: Harriet and Joe Foster Foundation

EIN: 76-0464978

Description	Amount
BASIS ADJUSTMENT	5,204

TY 2010 Taxes Schedule

Name: Harriet and Joe Foster Foundation

EIN: 76-0464978

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	498	498		