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

2010

Department of the Treasury
 Internal Revenue Service

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

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

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

Name of foundation THE ANDREWS FOUNDATION		A Employer identification number 76-0537224
Number and street (or P O box number if mail is not delivered to street address) 2408 KIPLING ST.	Room/suite	B Telephone number 713-528-6571
City or town, state, and ZIP code HOUSTON, TX 77098-5604		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,261,929.	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	1,600.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	53.	53.	53.	STATEMENT 1
4 Dividends and interest from securities	30,815.	30,815.	30,815.	STATEMENT 2
5a Gross rents	185.	185.	185.	STATEMENT 3
b Net rental income or (loss)	185.			
6a Net gain or (loss) from sale of assets not on line 10	151,488.			
b Gross sales price for all assets on line 6a	354,975.			
7 Capital gain net income (from Part IV, line 2)		151,488.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	19,764.	19,764.	19,764.	STATEMENT 4
12 Total. Add lines 1 through 11	203,905.	202,305.	50,817.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages	240.	120.	120.	120.
15 Pension plans, employee benefits	18.	9.	9.	9.
16a Legal fees				
b Accounting fees STMT 5	5,025.	2,512.	2,512.	2,512.
c Other professional fees				
17 Interest	2,190.	2,190.	0.	0.
18 Taxes STMT 6	1,388.	126.	0.	0.
19 Depreciation and depletion	2,091.	2,091.	0.	
20 Occupancy	3,750.	1,875.	1,875.	1,875.
21 Travel, conferences, and meetings	3,822.	1,911.	1,911.	1,911.
22 Printing and publications				
23 Other expenses STMT 7	33,194.	29,797.	3,397.	3,397.
24 Total operating and administrative expenses. Add lines 13 through 23	51,718.	40,631.	9,824.	9,824.
25 Contributions, gifts, grants paid	103,146.			103,146.
26 Total expenses and disbursements. Add lines 24 and 25	154,864.	40,631.	9,824.	112,970.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	49,041.			
b Net investment income (if negative, enter -0-)		161,674.		
c Adjusted net income (if negative, enter -0-)			40,993.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	150.	148.	148.
	2 Savings and temporary cash investments	23,840.	29,118.	29,118.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,483.	3,471.	3,471.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	1,858,513.	1,904,252.	2,229,192.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,885,986.	1,936,989.	2,261,929.	
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			
22 Other liabilities (describe ▶ STATEMENT 9)	129.	0.		
23 Total liabilities (add lines 17 through 22)	129.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,924,543.	1,973,584.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<38,686.>	<36,595.>		
30 Total net assets or fund balances	1,885,857.	1,936,989.		
31 Total liabilities and net assets/fund balances	1,885,986.	1,936,989.		

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	1,885,857.
2 Enter amount from Part I, line 27a	2	49,041.
3 Other increases not included in line 2 (itemize) ▶ NET ASSET ADJUSTMENT-DEPLETION	3	2,091.
4 Add lines 1, 2, and 3	4	1,936,989.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,936,989.

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			
b	SEE ATTACHED STATEMENT		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	354,975.	203,487.	151,488.

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			151,488.

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	151,488.
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) If (loss), enter -0- in Part I, line 8		3	<20,745.>

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 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	96,615.	1,897,471.	.050918
2008	118,525.	2,012,143.	.058905
2007	92,131.	2,227,032.	.041369
2006	105,793.	2,028,159.	.052162
2005	64,705.	1,465,528.	.044151

2	Total of line 1, column (d)	2	.247505
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	.049501
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,741,402.
5	Multiply line 4 by line 3	5	86,201.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,617.
7	Add lines 5 and 6	7	87,818.
8	Enter qualifying distributions from Part XII, line 4	8	112,970.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	1,617.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,617.
4	Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,617.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,471.
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	3,471.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,854.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 1,854. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JUDITH N. ANDREWS Telephone no 713-528-6571
Located at 2408 KIPLING ST., HOUSTON, TX ZIP+4 77098-5604
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 15 N/A
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See 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.
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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
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 instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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. 6b X

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
 N/A 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RICHARD J ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	PRES/TREAS 0.00	0.	0.	0.
JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	VP/SEC/DIR 0.00	0.	0.	0.
RITA N JUSTICE 6416 SEWANEE HOUSTON, TX 77005	DIR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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 THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAXABLE YEAR	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
3 All other program-related investments. See instructions. NONE	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,740,503.
b	Average of monthly cash balances	1b	27,418.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,767,921.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,767,921.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,519.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,741,402.
6	Minimum investment return. Enter 5% of line 5	6	87,070.

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

1	Minimum investment return from Part X, line 6	1	87,070.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,617.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,617.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,453.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	85,453.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	85,453.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	112,970.
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	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	112,970.
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	5	1,617.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,353.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				85,453.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	6,975.			
c From 2007				
d From 2008	19,360.			
e From 2009	3,785.			
f Total of lines 3a through e	30,120.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 112,970.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				85,453.
e Remaining amount distributed out of corpus	27,517.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	57,637.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must 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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	57,637.			
10 Analysis of line 9				
a Excess from 2006	6,975.			
b Excess from 2007				
c Excess from 2008	19,360.			
d Excess from 2009	3,785.			
e Excess from 2010	27,517.			

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

N/A

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 ...

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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
3 Subtract line 2d from line 2c					
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 foundation had \$5,000 or more in assets at any time during the year-see 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).)

SEE STATEMENT 10

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

NONE

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

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

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

JUDITH N ANDREWS, 713-528-6571
2408 KIPLING ST., HOUSTON, TX 770985604

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

NO SPECIFIC FORMAT REQUIRED

c Any submission deadlines

NONE - BUT MUST BE SOON ENOUGH FOR APPROPRIATE CONSIDERATION

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

ONLY LIMITATION - NO SCHOLARSHIP PROGRAM

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 <i>Paid during the year</i> SEE STATEMENT 11				103,146.
Total			▶ 3a	103,146.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

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

THE ANDREWS FOUNDATION

Employer identification number

76-0537224

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE ANDREWS FOUNDATION

76-0537224

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RICHARD J AND JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019-6623	\$ 62,090.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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

Employer identification number

THE ANDREWS FOUNDATION

76-0537224

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
1	1000 SHS NEWMONT MINING CORP	\$ 62,090.	09/08/10
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer Identification number

THE ANDREWS FOUNDATION

76-0537224

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
(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	

THE ANDREWS FOUNDATION

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 300 SHS NEWMONT MINING	D	03/11/86	09/09/10
b 700 SHS NEWMONT MINING	D	03/11/86	09/09/10
c JP MORGAN CLEARING-STMT ATTACHED	P	VARIOUS	VARIOUS
d ACM FUND, LP	P	VARIOUS	VARIOUS
e ACM FUND, LP	P	VARIOUS	VARIOUS
f ACM ENHANCED EQUITY	P	VARIOUS	VARIOUS
g ACM ENHANCED EQUITY	P	VARIOUS	VARIOUS
h			
i			
j			
k			
l			
m			
n			
o			

(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 18,150.		480.	17,670.
b 42,344.		1,120.	41,224.
c 187,351.		201,887.	<14,536.>
d <10,996.>			<10,996.>
e 115,043.			115,043.
f 4,787.			4,787.
g <1,704.>			<1,704.>
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			17,670.
b			41,224.
c			** <14,536.>
d			** <10,996.>
e			115,043.
f			** 4,787.
g			<1,704.>
h			
i			
j			
k			
l			
m			
n			
o			

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	151,488.
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) If (loss), enter "-0-" in Part I, line 8 }	3	<20,745.>

ANDREWS FOUNDATION CAR GAINS/LOSSES

MERLIN

Realized Gain & Loss Detail

7092357 - The Andrews Foundation

Txn Date	Pur Date	Txn Code	Acct Symbol	Long	Share/ Face Value	Unit Cost	Closing Price	Txn Amount	Date Range		Currency	Total Realized
									Jun 10, 2010	Dec 31, 2010		
					Long Term Realized	Short Term Realized	Long / Short Days Held					
Held Between 10 and 30 Days												
07/16/10	06/23/10	XW S	GS	100717P00135000	2	3.1744	634.88				634.88	
07/16/10	06/23/10	CS S	NKE	100717P00075000	4	1.8520	740.81	5.8700			634.88	
09/17/10	08/20/10	XW S	BBY	100918P00032000	4	1.2071	482.82				482.82	
09/17/10	08/20/10	XW S	NKE	100918P00075000	4	4.8420	1,936.79				1,936.79	
10/15/10	09/21/10	XW S	BBY	101016P00037000	3	0.7195	215.86				215.86	
12/17/10	11/22/10	CS S	POT	101218P00140000	2	3.3244	664.88	0.5623			537.32	
					2,185.31		4,576.04				2,185.31	
Held Between 30 and 60 Days												
07/19/10	06/11/10	SL L	FTR		1,037.62	7.3100						
07/22/10	06/11/10	SL L	ESRX		8,542.93	42.8404						
07/22/10	06/11/10	CF L	FTR		0.17						0.17	
07/22/10	06/11/10	SL L	LH		14,596.97	73.1111						
08/20/10	07/19/10	CS S	BBY	100821P00033000	4	0.7621	304.82	0.6930			11.65	
08/20/10	07/19/10	XW S	CS	100921P00140000	4	3.7120	1,484.80				1,484.80	
08/20/10	07/19/10	CS S	NKE	100821P00075000	4	6.1420	2,456.78	4.2800			729.61	
08/20/10	07/16/10	CS S	NKE	100821P00075000	4	6.1420	2,456.78	4.2800			729.61	
10/15/10	09/01/10	XW S	COH	101016P00034000	5	0.8195	409.76				409.76	
10/15/10	08/23/10	XW S	CS	101016P00014000	3	3.9495	1,184.84				1,184.84	
10/15/10	08/23/10	XW S	MA	101016P00015000	1	6.4491	644.91				644.91	
10/15/10	08/17/10	XW S	SPY	101016P00095000	20	1.4395	2,879.08				2,879.08	
10/15/10	09/01/10	XW S	SPY	101016P00105000	10	0.7670	767.04				767.04	
11/19/10	10/19/10	XW S	CS	101120P00150000	5	0.8085	404.76				404.76	
11/19/10	10/20/10	XW S	JCI	101120P00032000	3	0.6495	194.86				194.86	
11/19/10	09/22/10	XW S	SPY	101120P00106000	20	1.6370	3,274.07				3,274.07	
					22,157.35		(12,849.01)				9,308.34	
Held Between 60 and 90 Days												
08/17/10	06/11/10	SL L	POT		14,001.06	140.1630						
08/20/10	06/21/10	XW S	MA	100821P00195000	1	5.6992	569.92				569.92	
09/01/10	06/22/10	SL L	CKH		12,023.28	80.3066					828.06	
09/01/10	06/11/10	SL L	COST		8,530.35	56.9700					(85.16)	
09/17/10	07/01/10	XW S	SPY	100818P00095000	20	3.8423	7,684.58				7,684.58	
09/17/10	06/23/10	XW S	SPY	100818P00101000	20	2.9770	5,954.02				5,954.02	
12/17/10	09/23/10	XW S	AQNE	101218P00007500	10	0.4771	477.05				477.05	
12/17/10	09/24/10	XW S	SPY	101218P00105000	50	2.0270	10,135.14				10,135.14	
					34,554.69		(5,155.52)				29,399.17	
Held Between 90 and 180 Days												
09/15/10	06/11/10	SL L	CVS		11,732.76	29.4189					(851.24)	
09/17/10	06/11/10	XW S	SPY	100918P00098000	100	2.9523	2,952.30				2,952.30	
09/17/10	06/11/10	SL L	VZ		17,415.87	29.0519					1,502.89	
09/28/10	06/11/10	SL L	CNQ		13,508.75	33.5087					(1,022.75)	
10/05/10	06/11/10	SL L	T		17,042.14	28.4291					1,922.36	
10/14/10	06/11/10	SL L	CVS		9,389.51	31.3989					(48.49)	
10/14/10	06/17/10	CS S	NTRS	101016P00055000	2	0.9680	1,936.00				54.09	
10/25/10	06/17/10	SL L	ETR		7,355.61	73.7084					0.81	
10/28/10	06/11/10	SL L	COP		5,941.69	59.5700					649.89	
11/08/10	06/11/10	SL L	XBI		17,721.47	19.1726					1,503.47	
					9,308.34		(851.24)				29,523.09	
					3,995.56		569.92				1,502.89	
					828.06		(85.16)				(1,022.75)	
					7,684.58		5,954.02				1,922.36	
					477.05		10,135.14				(48.49)	
					29,399.17		(851.24)				29,523.09	
					1,502.89		(1,022.75)				1,922.36	
					54.09		0.81				649.89	
					1,503.47		9,270				12,281	

MERLIN

Realized Gain & Loss Detail

70912387 - The Andrews Foundation

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Page 2 of 3

Txn Date	Pur Date	Txn Code	Acct Symbol	Long	Shares/ Face Value	Unit Cost	Closing Price	Txn Amount	Date Range		Total Realized	ROI
									Grouped by Long / Short, Days Held	Short Term / Realized		
Held Between 90 and 180 Days												
11/18/10	06/11/10	SL	L	NOV	37.2000	(11.150.00)	61.6336	18,522.76	7,362.76		7,362.76	65.975
11/19/10	06/11/10	SL	L	TEVA	53.0800	(18.578.00)	50.2324	17,548.54	(5,729.41)		(5,729.41)	(31.221)
11/23/10	06/11/10	SL	L	ADP	5000	(20.817.00)	44.7838	22,351.52	1,534.52		1,534.52	7.371
11/23/10	06/11/10	SL	L	FWLT	24.3600	(17.398.00)	27.8588	6,327.49	1,019.49		1,019.49	13.950
11/24/10	06/11/10	SL	L	RAX	3000	(16.8100)	28.4507	8,508.06	3,465.06		3,465.06	68.710
11/30/10	06/14/10	SL	L	GNET	4.9875	(1.411.25)	9.1286	2,714.83	1,218.58		1,218.58	81.442
12/01/10	06/14/10	SL	L	GNET	4.9875	(499.75)	9.1022	892.20	393.45		393.45	78.887
12/08/10	06/14/10	SL	L	GNET	2000	(997.50)	9.4113	1,861.22	863.72		863.72	86.588
Held Between 90 and 180 Days									48,062.26		48,062.26	36.558
Held Between 180 and 360 Days												
12/13/10	06/11/10	SL	L	FST	1100	(3.9.70)	37.0001	3,687.44	582.44		582.44	18.758
12/13/10	06/15/10	SL	L	FST	32.0544	(6.310.44)	37.0001	3,687.45	482.01		482.01	15.037
Held Between 180 and 360 Days									1,064.45		1,064.45	16.866
Total Long									241,125.42		90,019.53	59.574
Short												
Held Less than 10 Days												
07/26/10	07/19/10	CS	S	T	100918C00023000	6	0.6345	380.73	1.3400	(419.26)	(435.53)	115.181
07/27/10	07/19/10	CS	S	VZ	100818C00027000	6	0.6845	410.73	1.8774	(1.141.70)	(730.97)	177.868
09/22/10	09/14/10	CS	S	SPY	101016C000150000	20	0.9570	1,914.09	1.5538	(3,153.47)	(1,239.32)	64.750
11/04/10	10/28/10	CS	S	NOV	101120C000550000	3	1.0485	314.86	3.5200	(1.071.13)	(756.27)	240.192
11/08/10	11/02/10	CS	S	FST	101218C00032000	4	1.0620	424.82	2.9000	(1.175.17)	(750.35)	176.628
12/16/10	12/08/10	CS	S	SPY	101218C00032000	50	1.0770	5,385.22	1.6900	(8.584.69)	(3,179.46)	59.400
12/17/10	12/13/10	CS	S	COH	101181C00057500	2	0.7045	140.89	0.6707	(149.24)	(8.35)	5.927
Held Less than 10 Days									8,971.34		(7,103.31)	79.178
Held Between 10 and 30 Days												
07/16/10	06/17/10	XW	S	VZ	100717C00029000	6	0.3948	236.91		236.91	236.91	(100.000)
06/20/10	07/26/10	XW	S	FTI	100821C00065000	2	0.9245	184.89		184.89	184.89	(100.000)
09/24/10	09/14/10	SL	L	SPY	101016C000150000	(20)	1.9629	(3,925.87)	0.8800	(2,211.77)	(2,211.77)	(56.338)
10/13/10	09/17/10	CS	S	AAPL	101016C00280000	1	5.8491	584.91	21.6000	(1,590.16)	(1,590.16)	(100.000)
11/08/10	10/28/10	CS	S	JCI	101120C00036000	3	0.5495	164.86	1.7200	(366.27)	(366.27)	222.170
11/09/10	10/13/10	CS	S	AAPL	101120C00300000	1	12.9990	1,289.90	21.0600	(821.17)	(821.17)	63.172
11/12/10	10/15/10	CS	S	MA	101120C00240000	1	6.6791	667.91	8.3960	(1,956.76)	(1,956.76)	29.907
11/18/10	11/04/10	CS	S	NOV	101218C00060000	3	1.5695	470.86	3.9200	(621.87)	(621.87)	132.071
11/19/10	11/05/10	XW	S	SPY	101120C00133000	20	1.3470	2,694.08		2,694.08	2,694.08	(100.000)
12/07/10	11/18/10	CS	S	CVS	110122C00032000	4	0.6821	272.82	1.6000	(382.35)	(382.35)	140.147
12/15/10	11/23/10	CS	S	CAT	110122C00055000	2	2.1244	424.89	9.6600	(1,522.21)	(1,522.21)	358.260
Held Between 10 and 30 Days									3,491.08		(4,171.76)	119.488
Held Between 30 and 60 Days												
07/16/10	06/15/10	XW	S	BBY	100717C00039000	3	1.2898	386.95		386.95	386.95	(100.000)
09/17/10	07/21/10	CS	S	AAPL	100918C00070000	1	7.6991	769.91	5.4000	(555.07)	(555.07)	214.84
09/17/10	07/27/10	XW	S	INTC	100918C00022000	9	0.5870	528.34		528.34	528.34	(100.000)
09/17/10	06/17/10	XW	S	POT	100918C000150000	1	3.3492	334.92		334.92	334.92	(100.000)
09/17/10	07/26/10	CS	S	T	100918C00026000	6	0.6146	368.73	2.1255	(921.63)	(921.63)	250.007
Held Between 30 and 60 Days									(1,290.56)		(1,290.56)	250.007

Grouped by Long / Short, Days Held

Tran Date	Pur Date	Ten Code	Ten Acct	Symbol	Short	Shares/ Face Value	Unit Cost	Closing Price	Ten Amount	Date Range		Total Realized	RC
										Long Term Realized	Short Term Realized		
Held Between 30 and 60 Days													
09/22/10	08/17/10	SL	L	SPY	10116P00107000	20	3,2854	0.5800	1,114.11	(3,450.76)	(3,450.76)	8.52	
09/22/10	08/17/10	CS	S	SPY	10116C00115000	20	1,4770	1.5800	(2,205.87)	251.80	251.80	8.52	
09/22/10	08/23/10	CS	S	CYS	10116C00030000	7	0.5781	404.69	(1,247.61)	208.21	208.21	8.52	
10/15/10	08/23/10	CS	S	MA	10116C00030000	1	2.3892	4.1300	(428.07)	(189.15)	(189.15)	8.52	
10/19/10	09/15/10	SL	L	FTI	110122P0005000	2	5.7065	2.7500	534.83	(600.41)	(600.41)	8.52	
11/05/10	09/22/10	CS	S	SPY	10112C00120000	20	0.9670	3.3600	(5,765.87)	(4,831.78)	249.82	8.52	
11/19/10	09/30/10	CS	S	AGU	10112C00080000	3	2.3495	0.4000	(135.13)	569.72	(90.82)	8.52	
11/19/10	10/05/10	CS	S	BBY	10112C00043000	3	0.7895	0.4400	(147.13)	89.73	(37.68)	8.52	
11/19/10	09/28/10	XW	S	CYS	10112C00032000	8	0.9480	568.77		568.77	(30.90)	8.52	
11/19/10	10/14/10	XW	S	HD	10112C00003000	6	0.5046	302.73		302.73	(30.90)	8.52	
11/19/10	10/18/10	XW	S	POT	10112C00145000	1	3.4492	344.92		344.92	(30.90)	8.52	
11/19/10	09/22/10	EX	L	SPY	10112P00011000	(20)	2.8729	(5,765.87)		(5,765.87)	(130.00)	8.52	
11/19/10	10/08/10	XW	S	T	10112C00029000	8	0.6046	362.73		362.73	(100.00)	8.52	
12/13/10	11/09/10	CS	S	COH	101218C00052500	2	0.9745	194.89	(1,061.10)	(866.21)	444.48	8.52	
12/17/10	11/09/10	CS	S	AAPL	101218C00020000	1	11.4091	1,140.91	(104.07)	1,036.84	(79.85)	8.52	
12/17/10	11/12/10	CS	S	MA	10122C00027000	1	3.6952	369.52	(174.07)	295.45	(79.85)	8.52	
12/17/10	11/02/10	XW	S	NYX	101218C00031000	3	0.4995	149.86		149.86	(100.00)	8.52	
Held Between 30 and 60 Days													
Held Between 60 and 90 Days													
08/20/10	06/21/10	XW	S	MA	100821C00230000	1	6.2491	624.91	(13,365.24)	624.91	(100.00)	8.52	
08/31/10	07/01/10	SL	L	SPY	100918P00100000	(20)	5.6182	(11,236.48)	1,298.10	(9,938.38)	(9,938.38)	8.52	
09/09/10	06/23/10	SL	L	SPY	100918P00107000	(20)	4.5229	(9,055.88)	467.52	(8,578.36)	(8,578.36)	8.52	
09/17/10	07/01/10	CS	S	SPY	100918C00112000	10	1.4070	1,407.04	(602.74)	804.30	157.16	8.52	
09/17/10	07/01/10	CS	S	SPY	100918C00112000	10	1.4070	1,407.03	(652.94)	754.09	(63.59)	8.52	
09/17/10	06/23/10	XW	S	SPY	100918C00117000	20	1.5070	3,014.06		3,014.06	(100.00)	8.52	
12/08/10	09/24/10	CS	S	SPY	101218C00121000	50	1.5670	7,835.18	(12,514.68)	(4,679.50)	59.72	8.52	
12/17/10	09/24/10	EX	L	SPY	101218P00112000	(50)	3.8629	(19,314.68)		(19,314.68)	(100.00)	8.52	
12/23/10	10/20/10	CS	S	SPY	110122C00124000	20	1.7284	3,456.78	(6,005.87)	(2,549.08)	(73.74)	8.52	
Held Between 60 and 90 Days													
Held Between 90 and 180 Days													
09/09/10	06/11/10	SL	L	SPY	100918P00107000	(100)	5.5676	(55,576.40)	2,337.60	(53,338.80)	(53,338.80)	8.52	
09/17/10	06/11/10	XW	S	SPY	100918C00118000	100	1.5123	15,123.34		15,123.34	(100.00)	8.52	
12/29/10	08/27/10	CS	S	DEO	110122C00070000	2	1.6162	3,232.33	(998.26)	(675.03)	208.83	8.52	
Held Between 90 and 180 Days													
Total Short													
										(40,228.83)	(38,890.49)	(96.67)	
										(50,780.82)	(104,554.82)	(205.89)	
Grand Total										(201,886.71)	(14,535.29)	(7.20)	

TO PART IV Line C

These reports are provided as an accommodation to enable you to monitor your investment activity. The information contained herein has been obtained or derived from sources and methods considered to be reliable but is not guaranteed. Securities pricing may not reflect realizable values. In the event of a discrepancy between the information provided herein and the information set forth in your confirmations of daily activity and monthly statements of account, the latter shall govern. Nothing herein may be construed as tax advice and you are urged to consult a tax advisor.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES (FIDELITY)	49.
PROVIDENT MINERAL FORM K-1	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	53.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACM ENHANCED EQUITY FORM K-1	1,017.	0.	1,017.
ACM FUND, L.P. FORM K-1	14,661.	0.	14,661.
JP MORGAN	14,987.	0.	14,987.
NATIONAL FINANCIAL SERVICES (FIDELITY)	150.	0.	150.
TOTAL TO FM 990-PF, PART I, LN 4	30,815.	0.	30,815.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PROVIDENT MINERAL FORM K-1	1	185.
TOTAL TO FORM 990-PF, PART I, LINE 5A		185.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROVIDENT MINERAL P/S ROYALTY INCOME	18,830.	18,830.	18,830.
PROVIDENT MINERAL P/S OTHER INCOME	896.	896.	896.
JP MORGAN	38.	38.	38.
TOTAL TO FORM 990-PF, PART I, LINE 11	19,764.	19,764.	19,764.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	5,025.	2,512.	2,512.	2,512.
TO FORM 990-PF, PG 1, LN 16B	5,025.	2,512.	2,512.	2,512.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - ACM FUND, LP FORM K-1	36.	36.	0.	0.
FEDERAL EXCISE TAX	1,262.	0.	0.	0.
FOREIGN TAX - ACM ENHANCED EQUITY FORM K-1	21.	21.	0.	0.
FOREIGN TAX- JP MORGAN	69.	69.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,388.	126.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIPS	495.	248.	248.	248.
OFFICE EXPENSE	220.	110.	110.	110.
MISCELLANEOUS	1,750.	875.	875.	875.
TELEPHONE	684.	342.	342.	342.
2% PORTFOLIO DEDUCTIONS-ACM ENHANCED EQUITY K-1	1,831.	1,831.	0.	0.
OTHER DEDUCTIONS-ACM FUND LP K-1	13,500.	13,500.	0.	0.
PROVIDENT MINERALS ADMINISTRATIVE FEE	2,187.	2,187.	0.	0.
CONTRACT LABOR	2,775.	1,387.	1,387.	1,387.
INVESTMENT EXPENSE	8,882.	8,882.	0.	0.
PARKING	123.	61.	61.	61.
SUPPLIES	747.	374.	374.	374.
TO FORM 990-PF, PG 1, LN 23	33,194.	29,797.	3,397.	3,397.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACM FUND, LP	COST	4,316.	49,043.
PROVIDENT MINERAL PARTNERSHIP	COST	<7.>	62.
ACM ENHANCED EQUITY	COST	139,522.	146,752.
JP MORGAN	COST	1,760,421.	2,033,335.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,904,252.	2,229,192.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	129.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	129.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 10

NAME OF MANAGER
 RICHARD J ANDREWS
 JUDITH N ANDREWS

The Andrews Foundation
 Contribution Listing
 January 1, 2010 to December 31, 2010

Date	Check No.	Amount	Name and Address	Purpose
1/4/2010	1690	\$7,500	American Cancer Society 2433 Ridgepoint Dr A Austin, TX 78754	General Physical Health
1/4/2010	1691	\$2,500	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
1/23/2010	1696	\$5,000	Unicef 125 Maiden Lane New York, NY 10038	Health General Fund
1/25/2010	1697	\$500	St. Dominic Village 2401 Holcombe Blvd Houston, TX 77021	General Fund Family Welfare
1/25/2010	1698	\$500	Houston Area Respite Center 6856 Bellaire Blvd Houston, TX 77074	General Fund Public Welfare
1/25/2010	1699	\$2,500	San Jose Clinic 301 Hamilton Street Houston, TX 77002	General Fund Public Health
1/25/2010	1700	\$2,500	Cristo Rey Jesuit College Prep School 6700 Mount Carmel Street Houston, TX 77087	General Educational
2/18/2010	1704	\$500	Lamar FFA PO Box 542016 Houston, TX 77254-2016	General Educational
2/18/2010	1706	\$500	Robyn Burns 16914 Camberwell Green Lane Houston, TX 77070	General Public Community
2/26/2010	1707	\$2,000	Community Endowment Foundation 1811 Briak Oaks Lane Houston, TX 77027	General Fund Public Welfare Swehla House
3/20/2010	1711	\$500	Dr Marnie Rose Foundation 5090 Richmond Ave , PMB-291 Houston, TX 77056	Public Health
3/24/2010	1710	\$3,333	Houston Aphasia Recovery Center 2410 Kipling Houston, TX 77098	General Fund Public Health Fund
3/24/2010	1714	\$1,000	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Grief Support Services

The Andrews Foundation
 Contribution Listing
 January 1, 2010 to December 31, 2010

Date	Check No	Amount	Name and Address	Purpose
4/6/2010	1719	\$500	Alzheimer's Association 2242 W. Holcombe Blvd Houston, TX 77030	General Fund Public Health
4/11/2010	1659	\$500	Theatre Under the Stars 800 Bagby, Suite 200 Houston, TX 77002	General Youth Educ Programs
4/11/2010	1720	\$500	Big Brothers Big Sisters 6437 High Star Drive Houston, TX 77074	General Fund Public Youth Welfare
4/11/2010	1660	\$1,000	Camp for All 10500 NW Freeway, Suite 220 Houston, TX 77092	Public General Fund
4/11/2010	1721	\$1,000	Clean World Foundation 4110 Childress Street Houston, TX 77005	General Fund Recycling Program
4/11/2010	1661	\$500	Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, TX 77024	Religious General fund
4/11/2010	1722	\$500	Houston Humane Society PO Box 450528 Houston, TX 77245	General Fund Public Welfare
4/11/2010	1723	\$1,000	Mentors of Hope PO Box 742383 Houston, TX 77274-2383	General Youth Welfare
4/11/2010	1724	\$264	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
4/11/2010	1725	\$1,000	St Philip the Apostle Catholic Church 304 West Church El Campo, TX 77437	Capital Campaign Fund Religious
4/11/2010	1727	\$2,000	Strake Jesuit Alumni Drive 8900 Bellaire Blvd Houston, TX 77036	Educational Capital Campaign
4/11/2011	1729	\$2,500	Family Services 3815 Montrose, Suite 200 Houston, TX 77006	General Fund Public Welfare
4/19/2010	1730	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
4/23/2010	1731	\$3,000	St Anne Catholic Church	Religious

The Andrews Foundation
 Contribution Listing
 January 1, 2010 to December 31, 2010

Date	Check No.	Amount	Name and Address	Purpose
			2140 Westheimer Rd Houston, TX 77098	Faith in Action Capital Campaign
5/10/2010	1662	\$2,500	St Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	Education Centennial Campaign
6/10/2010	1734	\$1,000	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr., Suite 902 Houston, Tx 77019	Religious Annual Fund
6/23/2010	1737	\$1,000	Bridges to Life PO Box 19039 Houston, TX 77224-9039	Public General Fund
7/7/2010	1749	\$2,000	Catholic Charities of the Archdiocese of Galveston-Hous 2900 Louisiana Houston, TX 77006	General Fund Religious
7/25/2010	1747	\$500	St Thomas More Parish School 5927 Wigton Houston, TX 77096	Lilian B Jackson Scholarship Fund Educational
7/25/2010	1754	\$500	Life Houston 2002 S Wayside Dr., Suite 113 Houston, TX 77023	General Public Welfare
7/25/2010	1748	\$3,500	Greater Houston Community Foundation 4550 Post Oak Place, Suite 100 Houston, T X77027	ACAM Fund Public Welfare
8/2/2010	1755	\$1,000	The Forge for Families 3150 Yellowstone blvd Houston, TX 77054	Family Welfare General Fund
8/16/2010	1756	\$3,000	University of Houston 3100 Cullen Blvd Rm 2011 Houston, TX 77201-6002	Athletic Dept Educational Fund
8/16/2010	1757	\$250	Boy Scouts of America 7200 Bellaire Blvd Houston, TX 77074	General Youth Educational
8/16/2010	1758	\$1,000	Baylor College of Medicine One Baylor Plaza, MS BCM160 Houston, TX 77030-3411	General Fund Dept of Med/Antherosclerosis and Vascular Medicine
9/2/2010	1759	\$500	National MS Society 8111 N Stadium Dr , Suite 100 Houston, TX 77054	Public Health General Fund
9/11/2010	1760	\$2,500	Star of Hope 6897 Ardmore Houston, TX 77054	General Homeless Needs

The Andrews Foundation
 Contribution Listing
 January 1, 2010 to December 31, 2010

Date	Check No	Amount	Name and Address	Purpose
9/22/2011	1781	\$264	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
9/22/2011	1782	\$2,500	Plan USA 155 Plan Way Warwick, RI 02886	General Fund Emergency Relief Pakistan
9/22/2010	1783	\$250	Juvenile Diabetes Research Foundation 8700 Crownhill Blvd , Suite 407 San Antonio, TX 78209	Public-Health General Fund
9/22/2010	1784	\$500	Bastrop County Emergency Food Pantry PO Box 953 Bastrop, TX 78602	General Public Welfare
10/7/2010	1761	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
10/18/2010	1787	\$500	100 Club Survivors Fund 5555 San Felipe St Ste 520 Houston TX 77056-2733	General Fund Public Welfare
10/25/2010	1764	\$3,500	M D Anderson PO Box 301439 Houston, TX 77230-1439	General Public Health
10/25/2010	1765	\$500	E3 Partners 2001 W Plano Parkway, Suite 2600 Plano, TX 75075	Public General Fund
10/25/2010	1767	\$500	Oakwood Baptist Church 2154 Loop 337 North New Braunfels, TX 78130	Heart of Hope Fund Religious
11/1/2010	1789	\$1,000	American Heart Association 10060 Buffalo Speedway Houston, TX 77054-1302	General Fund Public Health
11/18/2010	1768	\$500	Artbridge Houston 3311 Richmond Suite 212 Houston, TX 77098-3018	Youth-Homeless Art Programs
11/30/2010	1793	\$500	Sheridan Arts Foundation 110 North Oak St PO Box 2680 Telluride, CO 81435	General Fund Public Educational
12/3/2010	1769	\$500	Goodfellows of Houston 801 Texas Ave Houston, TX 77002	General Fund Children

The Andrews Foundation
 Contribution Listing
 January 1, 2010 to December 31, 2010

Date	Check No	Amount	Name and Address	Purpose
12/10/2010	1775	\$500	Houston Food Bank 3811 Eastex Freeway Houston, TX 77026	General Fund Public Welfare
12/10/2010	1774	\$500	Houston Catholic Worker PO Box 70113 Houston, TX 77270	Public Welfare Casa Juan Diego
12/10/2010	1773	\$2,500	Save the Children 54 Wilton Road Westport, CT 06880	General Fund Youth Welfare
12/13/2010	1798	\$500	Sisters of Loretto 4000 S Wadsworth Blvd Littleton CO 80123	General Fund Public Welfare
12/13/2010	1799	\$250	The Rafiki Foundation 19001 Huebner Road #2 San Antonio, TX 78258-4040	General Fund Public Welfare
12/20/2010	1802	\$535	Texas Psychological Association 1464 E Whitestone Blvd., Suite 401 Cedar Park, TX 78613	General Fund Mental Health

TO PART IV, 3a \$103,146

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization	Employer identification number	
	THE ANDREWS FOUNDATION	76-0537224	
	Number, street, and room or suite no. If a P.O. box, see instructions.	2408 KIPLING ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	HOUSTON, TX 77098-5604	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JUDITH N. ANDREWS

• The books are in the care of 2408 KIPLING ST. - HOUSTON, TX 77098-5604
Telephone No. 713-528-6571 FAX No

• If the organization does not have an office or place of business in the United States, check this box
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
AN ADDITIONAL EXPENSION OF TIME TO FILE IS RESPECTFULLY REQUESTED IN ORDER TO GATHER INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,221.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Judith N. Andrews Title CPA Date 7/29/11

FILE COPY

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization THE ANDREWS FOUNDATION	Employer Identification number 76-0537224
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 2408 KIPLING ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77098-5604	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JUDITH N. ANDREWS

- The books are in the care of ▶ **2408 KIPLING ST. - HOUSTON, TX 77098-5604**
 Telephone No. ▶ **713-528-6571** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2010** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,221.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)