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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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation **HAZELWOOD FOUNDATION** **A Employer identification number** 76-0542713

Number and street (or P O box number if mail is not delivered to street address) **301 COMMERCE STREET, SUITE 1300** Room/suite **B Telephone number (see page 10 of the instructions)** (817) 332-1600

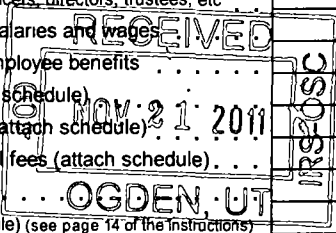
City or town, state, and ZIP code **FORT WORTH, TX 76102**

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) ▶ \$ **262,874.** J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	29.	29.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	524.	524.		ATCH 2
12	Total. Add lines 1 through 11	553.	553.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	62.			62.
22	Printing and publications	32.			10.
23	Other expenses (attach schedule) ATCH 3.	385.			
24	Total operating and administrative expenses. Add lines 13 through 23	479.			72.
25	Contributions, gifts, grants paid	71,740.			71,740.
26	Total expenses and disbursements. Add lines 24 and 25	72,219.			71,812.
27	Subtract line 26 from line 12	-71,666.			
a	Excess of revenue over expenses and disbursements		553.		
b	Net investment income (if negative, enter -0-)			553.	
c	Adjusted net income (if negative, enter -0-)				



SCANNED NOV 30 2011 Operating and Administrative Expenses

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		330,390.	258,522.	258,522.
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 4		4,150.	4,352.	4,352.
	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)		334,540.	262,874.	262,874.	
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		334,540.	334,540.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			-71,666.	
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)		334,540.	262,874.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		334,540.	262,874.		

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	334,540.
2	Enter amount from Part I, line 27a	2	-71,666.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	262,874.
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	262,874.

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						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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						
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. }			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	199,625.	364,783.	0.547243
2008	141,100.	502,809.	0.280623
2007	139,332.	484,503.	0.287577
2006	63,150.	525,708.	0.120124
2005	128,854.	418,669.	0.307771
2 Total of line 1, column (d)			1.543338
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			0.308668
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			290,251.
5 Multiply line 4 by line 3			89,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6.
7 Add lines 5 and 6			89,597.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			71,812.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 621, with 621 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, IRS reporting, and foundation status. 'No' is marked for questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 9, and 10.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A -- See Attachment 10				
14	The books are in care of ▶ STMM FAMILY OFFICE Telephone no ▶ 210-832-8830			
Located at ▶ 100 WEST OLMOs, SUITE 200 SAN ANTONIO, TX ZIP + 4 ▶ 78212				
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				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** Yes No
Organizations relying on a current notice regarding disaster assistance check here. Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 5		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 Yes No

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

-----		NONE

Total number of others receiving over \$50,000 for professional services **▶** NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE ----- -----	
2 ----- -----	
All other program-related investments See page 24 of the instructions 3 NONE ----- -----	
Total. Add lines 1 through 3 ▶	

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	
b	Average of monthly cash balances	1b	290,319.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	4,352.
d	Total (add lines 1a, b, and c)	1d	294,671.
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	294,671.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	4,420.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	290,251.
6	Minimum investment return. Enter 5% of line 5	6	14,513.

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	14,513.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,502.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,502.
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	14,502.

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	71,812.
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	71,812.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,812.

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				14,502.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	115,913.			
b From 2006	38,079.			
c From 2007	115,493.			
d From 2008	118,151.			
e From 2009	182,018.			
f Total of lines 3a through e	569,654.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 71,812.				
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				14,502.
e Remaining amount distributed out of corpus	57,310.			
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	626,964.			
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				
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)	115,913.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	511,051.			
10 Analysis of line 9				
a Excess from 2006	38,079.			
b Excess from 2007	115,493.			
c Excess from 2008	118,151.			
d Excess from 2009	182,018.			
e Excess from 2010	57,310.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

SCOTT KLEBERG

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] 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.
ATTACHMENT 6

b The form in which applications should be submitted and information and materials they should include.
ATTACHMENT 7

c Any submission deadlines
THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
ATTACHMENT 8

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 9				
Total ▶ 3a				71,740.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS NQ DIVIDEND INCOME	29.	29.
TOTAL	<u>29.</u>	<u>29.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 FROM WATCHWORD PROD TIN #25-6437810	246.	246.
K-1 FROM WATCHWORD PROD PYA	278.	278.
TOTALS	<u>524.</u>	<u>524.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
NONDEDUCTIBLE PARTNERSHIP EXP	322.
NONDEDUCT PORT TRAVEL CONF MTG	63.
TOTALS	<u>385.</u>

ATTACHMENT 4

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WATCHWORD PRODUCTIONS P/S	4,352.	4,352.
TOTALS	<u>4,352.</u>	<u>4,352.</u>

HAZELWOOD FOUNDATION

76-0542713

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

ATTACHMENT 5

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

SCOTT M. KLEBERG
301 COMMERCE STREET, ST. 1300
FORT WORTH, TX 76102

PRESIDENT
1.00

JULIE M. KLEBERG
301 COMMERCE STREET, ST. 1300
FORT WORTH, TX 76102

VICE PRES
1.00

EDWARD E. HARTLINE
2323 S. SHEPHERD 14TH FLOOR
HOUSTON, TX 77019

SECY, TRST

GRAND TOTALS

HAZELWOOD FOUNDATION

76-0542713

ATTACHMENT 6

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HAZELWOOD FOUNDATION

ATTN: LIZ MAY

301 COMMERCE STREET, SUITE 1300
FORT WORTH, TX 76102
817-332-1600

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

A REQUEST FOR A GRANT SHOULD BE SUBMITTED ON THE ORGANIZATION'S LETTERHEAD AND BE SIGNED BY A MEMBER OF THE BOARD OF DIRECTORS OR AN OFFICER OF THE ORGANIZATION. THE LETTER SHOULD CONTAIN SPECIFIC INFORMATION RELATED TO:

THE PROPOSED USE OF THE GRANT;

A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE IRS;

A COPY OF THE ORGANIZATION'S BYLAWS AND ITS CHARTER; AND

A COPY OF THE ORGANIZATION'S MOST RECENT FINANCIAL STATEMENTS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THERE ARE NO FORMAL RESTRICTIONS OR LIMATATIONS ON THE GRANTS MADE. HOWEVER, IT IS THE FOUNDATION'S INTENT TO SEEK OUT AND SUPPORT THE FOLLOWING TYPE OF EXEMPT ORGANIZATIONS AND PROGRAMS: LOCAL & REGIONAL HOMELESS SHELTERS THAT EMPHASIZE RETURNING THE HOMELESS TO THE PRODUCTIVE PART OF SOCIETY; PROGRAMS THAT REHABILITATE CRIMINALS & RETURN THEM TO A PRODUCTIVE PLACE IN SOCIETY; INNER-CITY YOUTH PROGRAMS TO HELP JUVENILES TO RETURN & TO MAINTAIN A PRODUCTIVE ROLE IN SOCIETY; PROGRAMS TO INSTRUCT & EDUCATE UNSKILLED WORKERS & EX CONVICTS; LEADERSHIP PROGRAMS DESIGNED TO TRAIN & ENCOURAGE INDIVIDUALS TO ENTER INTO LEADERSHIP ROLES IN NONPROFIT ORGANIZATIONS & TO ENCOURAGE THE ESTABLISHMENT & GROWTH OF NEW GRASS ROOTS NONPROFIT ORGANIZATIONS TO BENEFIT THE NEEDY; AND EDUCATIONAL INSTITUTIONS.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
K-LIFE OF FORT WORTH P.O. BOX 101388 FORT WORTH, TX 76116	NONE 501(C) (3)	INTERDENOMINATIONAL CHRISTIAN MINISTRY	3,500.
LIGONIER MINISTRIES P.O. BOX 547500 ORLANDO, FL 32854	NONE TAX EXEMPT	RELIGIOUS MINISTRY	1,200.
UNION GOSPEL MINISTRY 1331 EAST LANCASTER FORT WORTH, TX 76113	NONE TAX EXEMPT	ASSISTANCE TO HOMELESS	1,250.
VICTORY TEMPLE MINISTRIES 2526 COLUMBUS FORT WORTH, TX 76106	NONE TAX EXEMPT	RELIGIOUS MINISTRY	1,000.
SEARCH MINISTRIES, INC 5038 DORSEY HALL DRIVE ELLCOT CITY, MD 21042	NONE TAX EXEMPT	RELIGIOUS MINISTRY	2,400.
PREGNANCY LIFELINE 4747 S. HULEN, SUITE 108 FORT WORTH, TX 76132	NONE TAX EXEMPT	CRISIS PREGNANCY ASSISTANCE	250.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE 501(C) (3)	EDUCATIONAL	2,000.
LENA POPE HOME, INC. 3131 SANGUINET STREET FORT WORTH, TX 76107	NONE TAX EXEMPT	CRISIS PREGNANCY ASSISTANCE	1,375.
STANFORD GRADUATE SCHOOL OF BUSINESS 326 GALVEZ STREET STANFORD, CA 94305-6105	ALUMNI TAX EXEMPT	EDUCATIONAL	1,500.
COOK CHILDREN'S HEALTH FOUNDATION 801 SEVENTH AVENUE FORT WORTH, TX 76104	NONE TAX EXEMPT	MEDICAL	1,000.
ST. ANDREWS EPISCOPAL CHURCH 917 LAMAR STREET FORT WORTH, TX 76102	PARISHIONER TAX EXEMPT	RELIGIOUS MINISTRY	14,175.
STREAMS AND VALLEYS P.O. BOX 101373 FORT WORTH, TX 76185	NONE TAX EXEMPT	ENVIRONMENTAL	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRIST CHAPEL BIBLE CHURCH 3740 BIRCHMAN AVE FORT WORTH, TX 76107	NONE TAX EXEMPT	RELIGIOUS MINISTRY	12,500.
CENTER FOR CHRISTIAN STUDY 128 CHANCELLOR ST CHARLOTTEVILLE, VA 22903	NONE TAX EXEMPT	RELIGIOUS MINISTRY	2,500.
THE ASSOCIATION OF FORMER STUDENTS, TEXAS A&M 505 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	ALUMNI TAX EXEMPT	EDUCATION	990.
TEXAS HEALTH HARRIS METHODIST FOUNDATION 6100 WESTERN PLACE, SUITE 1001 FORT WORTH, TX 76107	NONE TAX EXEMPT	MEDICAL	1,000.
KIDS ACROSS AMERICA P. O. BOX 930 BRANSON, MO 65615	NONE TAX EXEMPT	MINISTRY TO URBAN YOUTH	1,800.
AMON CARTER MUSEUM 3501 CAMP BOWIE FORT WORTH, TX 76107	NONE TAX EXEMPT	CULTURAL, EDUCATIONAL	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF VIRGINIA P. O. BOX 400807 CHARLOTTESVILLE, VA 22904-4807	NONE TAX EXEMPT	EDUCATIONAL, CULTURAL INSTITUTE FOR ADVANCED STUDIES IN CULTURE	1,000.
JEWEL CHARITY BALL ASSOCIATION P. O. BOX 472149 FORT WORTH, TX 76147	NONE TAX EXEMPT	FUNDRAISER FOR VARIOUS COMMUNITY SOCIAL SERVICES	800.
LEUKEMIA AND LYMPHOMA SOCIETY, NORTH TEXAS CHAPTER	NONE TAX EXEMPT	MEDICAL	500.
PARENTING BY DESIGN P. O. BOX 470221 FORT WORTH, TX 76147	NONE 501(C)(3)	SOCIAL SERVICES AND EDUCATION	250.
STAR SPONSORSHIP PROGRAM, INC. 316 BAILEY AVENUE, SUITE 109 FORT WORTH, TX 76107	NONE 501(C)(3)	EDUCATIONAL	4,000.
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840-2811	ALUMNI TAX EXEMPT	EDUCATIONAL	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS HEART INSTITUTE ST. LUKES P. O. BOX 20345 HOUSTON, TX 77225-0345	NONE 501(C) (3)	MEDICAL	1,000.
TRINITY SCHOOL FOR MINISTRY 311 ELEVENTH AVENUE AMBRIDGE, PA 15003	NONE TAX EXEMPT	EDUCATIONAL	2,500.
YOUNG LIFE P. O. BOX 520 COLORADO SPRINGS, CO 80901	NONE TAX EXEMPT	RELIGIOUS MINISTRY	250.
YOUTH WITH A MISSION SAN DIEGO TIJUANA 100 WEST 35TH STREET, SUITE C NATIONAL CITY, CA 91950	NONE 501(C) (3)	RELIGIOUS MINISTRY	10,000.
TOTAL CONTRIBUTIONS PAID			<u>71,740</u>

990 PF , Part VII-A Statements Regarding Activities

Line 13, Public Inspection Requirement

**NOTICE
OF AVAILABILITY OF ANNUAL REPORT
FOR PUBLIC INSPECTION**

The 2010 annual report of The Hazelwood Foundation is Available at the Foundation's Office for inspection during Regular business hours by any citizen who requests it Within 180 days.

The address of the foundation's business office is:

THE HAZELWOOD FOUNDATION
c/o Liz May
301 Commerce St, Suite 1300
Fort Worth, TX 76102

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