CHANGE IN ACCOUNTING PERIOD

Form 990-PF — Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 04/01 , 2010, and ending 12/31, 20 10

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: SUSMAN FAMILY FOUNDATION

A Employer identification number: 76-0569093

Number and street (or P O box number if mail is not delivered to street address): % ELLEN SUSMAN, 2001 KIRBY DRIVE, SUITE 603

Room/suite:

B Telephone number (see page 10 of the instructions): (713) 521-7888

City or town, state, and ZIP code: HOUSTON, TX 77019

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 ▶ ☐

H Check type of organization: [X] 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) ▶ $ 5,788,513.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	0.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36.	36.		ATCH 1
	4 Dividends and interest from securities	136,554.	136,554.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,088.			
	b Gross sales price for all assets on line 6a 828,284.				
	7 Capital gain net income (from Part IV, line 2)		27,088.		
	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)	-1,384.	-1,384.		ATCH 3
	12 Total. Add lines 1 through 11	162,294.	162,294.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	2,046.	1,023.	0.	1,023.
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 5	1.	1.		
	18 Taxes (attach schedule) (see page 14 of the instructions)**	-4,427.	988.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	19,366.	19,366.		
	24 Total operating and administrative expenses. Add lines 13 through 23	16,986.	21,378.	0.	1,023.
	25 Contributions, gifts, grants paid	795,440.			795,440.
	26 Total expenses and disbursements Add lines 24 and 25	812,426.	21,378.	0.	796,463.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-650,132.			
	b Net investment income (if negative, enter -0-)		140,916.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	280,919.	75,347.	75,347.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
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) ATCH 8	3,882,085.	3,477,315.	3,925,144.
c	Investments - corporate bonds (attach schedule) ATCH 9	100,000.	100,000.	100,000.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	1,504,680.	1,475,372.	1,688,022.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	10,482.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,778,166.	5,128,034.	5,788,513.
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.	
	Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	5,778,166.	5,128,034.	
30	Total net assets or fund balances (see page 17 of the instructions)	5,778,166.	5,128,034.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,778,166.	5,128,034.	

Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances

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	5,778,166.
2	Enter amount from Part I, line 27a	2	-650,132.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,128,034.
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	5,128,034.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	27,088.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	806,606.	4,608,782.	0.175015
2008	1,116,863.	5,404,515.	0.206654
2007	731,246.	6,219,471.	0.117574
2006	576,805.	5,082,371.	0.113491
2005	429,156.	4,811,364.	0.089196

2	**Total** of line 1, column (d)	2	0.701930
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.140386
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,717,854.
5	Multiply line 4 by line 3	5	802,707.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,409.
7	Add lines 5 and 6	7	804,116.
8	Enter qualifying distributions from Part XII, line 4	8	796,463.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,818.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,818.
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	2,818.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 0.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	6,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,182.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,182. **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ELLEN SUSMAN Telephone no ▶ 713-521-7888

Located at ▶ 2001 KIRBY DRIVE, SUITE 702 HOUSTON, TX ZIP + 4 ▶ 77019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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	N/A	

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b	N/A	
	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?		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?	☐ Yes ☒ 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	N/A	
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?	☐ Yes ☒ 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	N/A	
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** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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** No: X

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** N/A

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 12		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 ▶

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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	5,671,638.
b	Average of monthly cash balances	1b	132,796.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	494.
d	**Total** (add lines 1a, b, and c)	1d	5,804,928.
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	5,804,928.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	87,074.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,717,854.
6	**Minimum investment return.** Enter 5% of line 5	6	215,399.

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	215,399.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,818.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,818.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	212,581.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	212,581.
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	212,581.

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	796,463.
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	796,463.
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	796,463.

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					212,581.
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	194,423.				
b From 2006	333,270.				
c From 2007	429,280.				
d From 2008	849,383.				
e From 2009	579,495.				
f Total of lines 3a through e		2,385,851.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 796,463.					
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					212,581.
e Remaining amount distributed out of corpus		583,882.			
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		2,969,733.			
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)		194,423.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		2,775,310.			
10 Analysis of line 9					
a Excess from 2006	333,270.				
b Excess from 2007	429,280.				
c Excess from 2008	849,383.				
d Excess from 2009	579,495.				
e Excess from 2010	583,882.				

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)

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

STEPHEN & ELLEN SUSMAN

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient 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 *Paid during the year*				
ATTACHMENT 13				
Total ▶ 3a				795,440.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36.	
4 Dividends and interest from securities			14	136,554.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	27,088.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 14				-1,384.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				162,294.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 162,294.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Ellen Sisoma | 6/3/2011 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Terri T. Siegel	Terri Siegel	JUN 03 2011		P00269688

Firm's name ▶ MARGOLIS, PHIPPS & WRIGHT P.C. Firm's EIN ▶ 76-0324056

Firm's address ▶ 1400 POST OAK BLVD., STE 900 HOUSTON, TX 77056-3009 Phone no 713-625-3500

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-60,531.	
		GOLDMAN SACHS - SEE ATTACHMENT D-1					VARIOUS	VARIOUS
625,986.		546,186.					79,800.	
		NORTHERN TRUST - SEE ATTACHMENT D-2					VARIOUS	VARIOUS
262,829.		253,020.					9,809.	
		MISCELLANEOUS CAPITAL LOSSES					VARIOUS	VARIOUS
0.		1,990.					-1,990.	
TOTAL GAIN (LOSS)							27,088.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	36.	36.
TOTAL	36.	36.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - BONDS	6,800.	6,800.
EQUITY DIVIDENDS	98,360.	98,360.
HAWKINS INVESTMENT P'SHIP - INT & DIVS	31,234.	31,234.
IRS INTEREST	160.	160.
TOTAL	136,554.	136,554.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	44.	44.
LOSS ON SURRENDER OF LIFE INS POLICIES	-1,545.	-1,545.
HAWKINS INVESTMENT PORTFOLIO INCOME	-28.	-28.
LITIGATION CLASS ACTION SETTLEMENT	145.	145.
TOTALS	-1,384.	-1,384.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	2,046.	1,023.		1,023.
TOTALS	2,046.	1,023.	0.	1,023.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HAWKINS - INVESTMENT INTEREST	1.	1.
TOTALS	1.	1.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	988.	988.
EXCISE TAX EXPENSE	-5,415.	
TOTALS	-4,427.	988.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	19,054.	19,054.
BANK FEES	362.	362.
HAWKINS - PORTFOLIO DEDUCTIONS	-154.	-154.
SUPPLIES	104.	104.
TOTALS	19,366.	19,366.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS - SEE ATCH 16	651,474.	699,398.
NORTHERN TRUST - SEE ATCH 17	2,825,841.	3,225,746.
TOTALS	3,477,315.	3,925,144.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STATE OF ISRAEL BOND	100,000.	100,000.
TOTALS	100,000.	100,000.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HAWKINS INVESTMENT PARTNERSHIP	1,475,372.	1,688,022.
TOTALS	1,475,372.	1,688,022.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION
LIFE INSURANCE POLICIES
TOTALS

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHEN D. SUSMAN 2001 KIRBY DRIVE, SUITE 603 HOUSTON, TX 77019	VICE PRESIDENT .10	0.	0.	0.
HARRY P. SUSMAN 2001 KIRBY DRIVE, SUITE 603 HOUSTON, TX 77019	VP/SECRETARY .02	0.	0.	0.
STACY M. KUHN 2001 KIRBY DRIVE, SUITE 603 HOUSTON, TX 77019	VP/TREASURER .02	0.	0.	0.
ELLEN S. SUSMAN 2001 KIRBY DRIVE, SUITE 603 HOUSTON, TX 77019	PRESIDENT 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

SUSMAN FAMILY FOUNDATION 76-0569093

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT 15	NONE PUBLIC CHARITY	FULFILL ORGANIZATION'S CHARITABLE PURPOSE	795,440
		TOTAL CONTRIBUTIONS PAID	795,440

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LITIGATION CLASS ACTION SETTLEMENT			26	145.	
LOSS ON SURRENDER OF LIFE INSURANCE POLICIES			26	-1,545.	
HAWKINS INVESTMENT PORTFOLIO INCOME			26	-28.	
MISCELLANEOUS INCOME			26	44.	
TOTALS				-1,384.	

SUSMAN FAMILY FOUNDATION 76-0569093

4/1/2010 through 12/31/2010 (Cash Basis)

	Description	Amount
Distributions to Charities		
4/7/2010	American Leadership Forum	500.00
4/7/2010	Anti Defamation League	25,000 00
4/7/2010	ASPEN ART MUSEUM	5,000.00
4/7/2010	Aspen Valley Horse Rescue	1,000.00
4/7/2010	CAMH	5,000 00
4/7/2010	Central Park Conservancy	1,000.00
4/7/2010	CHILDREN AT RISK	250.00
4/7/2010	CHILDREN'S DEFENSE FUND	1,000.00
4/7/2010	CMOM	2,000.00
4/7/2010	Greater Houston Community Foundation	2,500.00
4/7/2010	Julia Ideson Library Preservation Partners	25,000.00
4/7/2010	RICE UNIVERSITY	1,000.00
4/7/2010	THE JUNG CENTER	500.00
4/9/2010	Artpace	1,000.00
4/9/2010	Children's Museum Of Houston	2,000.00
4/9/2010	Orbis International	250.00
4/9/2010	STUART COUNTRY SCHOOL	2,000.00
4/17/2010	Byrd Hoffman Water Mill Foundation	25,000 00
4/17/2010	The Women's Resource Of Greater Houston	500 00
5/19/2010	American Constitution Society	60,000.00
5/19/2010	Brennan Center For Justice	15,000.00
5/19/2010	Catalist	15,000.00
5/19/2010	CREW	15,000.00
5/19/2010	Democracia	5,000 00
5/19/2010	Media Matters For America	50,000 00
5/19/2010	National Partnership For Women & Families	10,000.00
5/19/2010	Rienzi	200 00
5/19/2010	Tenement Museum	1,000 00
5/19/2010	The Aspen Institute	750.00
5/19/2010	The Parrish Art Museum	1,000.00
5/19/2010	The Whitney Museum Of American Art	9,515.00
5/19/2010	Third Way	15,000.00
5/21/2010	The University Of Texas Health Science Center At Houston	1,000.00
5/26/2010	Anti Defamation League	1,000 00
5/26/2010	The Breast Cancer Research Foundation	500 00
5/28/2010	American Friends Of The Israel Museum	2,200 00
6/15/2010	Health Information Center	20,000 00
6/15/2010	The Choral Arts Society Of Washington	250.00
6/15/2010	Washington Concert Opera	250.00
6/16/2010	Houston Humane Society	500 00

6/28/2010	University Of Houston- Women's Studies	1,000.00
7/7/2010	Houston Parks Board - Animal Campus	15,000.00
7/7/2010	Jewish Federation Of Greater Houston	10,000.00
7/7/2010	Sunflower County Freedom Project	500.00
7/7/2010	UT Dental Health Branch	100,000.00
7/7/2010	Yale University	200,000.00
7/19/2010	The Fresh Air Fund	1,000 00
8/18/2010	Eagle & Badge Foundation	5,000.00
9/17/2010	Alzheimer's Drug Discovery Foundation	2,500.00
9/17/2010	American Jewish Committee	10,000 00
9/17/2010	Congregation Beth Sholom Napa Valley	200.00
9/17/2010	Fund For Teachers	125.00
9/17/2010	Galveston Bay Foundation	250.00
9/17/2010	Gulf Coast	100.00
9/17/2010	Herman Park Conservancy	250.00
9/17/2010	Houston Area Women's Center	2,000.00
9/17/2010	Interfaith Ministries	2,500.00
9/17/2010	Linda Lorelle Scholarship Fund	100.00
9/17/2010	Teach For America	500.00
9/17/2010	The Rosemary Pencil Foundation	150.00
9/17/2010	The Texas Tribune	10,000.00
9/17/2010	Treat Em Right Rescue	100 00
9/17/2010	WHITNEY MUSEUM OF AMERICAN ART	4,650.00
10/4/2010	Central Synagogue	2,500.00
10/4/2010	Human Rights Watch	1,000.00
10/4/2010	Southwest Jewish Congress	1,500.00
10/5/2010	New Organizing Institute	5,000.00
10/15/2010	American Leadership Forum	1,500.00
10/15/2010	The Nature Conservancy	500.00
10/15/2010	The Roosevelt Institute	50,000.00
11/1/2010	Art Institute Of Chicago	100 00
11/11/2010	JDRF	100.00
12/1/2010	American Jewish Committee	500.00
12/1/2010	ASPEN ART MUSEUM	4,850 00
12/1/2010	Face To Face/Faith To Faith	1,000.00
12/1/2010	Israel Education Fund	7,500.00
12/1/2010	Student Conservation Association	1,000.00
12/1/2010	United In Light, Inc.	100 00
12/1/2010	United Way Of Greater Houston	25,000.00
12/3/2010	FINCA	1,000.00
12/3/2010	Heifer International	1,700.00
12/3/2010	Jewish Family Service	1,000.00
OVERALL TOTAL		**795,440.00**

Susman Family Foundation **EIN: 76-0569093**
Goldman Sachs Holdings
December 31, 2010

Description	Qty	Ending Book Value	Ending FMV
AFLAC INCORPORATED CMN	121	5,063.32	6,828.03
APPLE, INC. CMN	26	3,565.83	8,386.56
BANK OF AMERICA CORP CMN	251	3,933.17	3,348.34
BAXTER INTERNATIONAL INC CMN	135	6,634.63	6,833.70
BIOGEN IDEC INC. CMN	66	3,199.14	4,425.30
BOEING COMPANY CMN	87	3,185.73	5,677.62
CHARLES SCHWAB CORPORATION CMN	265	4,863.60	4,534.15
CISCO SYSTEMS, INC. CMN	297	4,878.88	6,008.31
COSTCO WHOLESALE CORPORATION CMN	100	4,611.71	7,221.00
EMERSON ELECTRIC CO. CMN	109	3,408.90	6,231.53
EXXON MOBIL CORPORATION CMN	55	3,658.76	4,021.60
FREEPORT-MCMORAN COPPER & GOLD CMN	46	2,124.89	5,524.14
GENERAL ELECTRIC CO CMN	343	5,754.48	6,273.47
GENERAL MILLS INC CMN	119	4,432.10	4,235.21
GOLDMAN SACHS HEDGE FUND OPPORTUNITIES, LTD. CLASS A SERIES 31		500,000.00	492,404.00
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	104.026	719.86	759.39
GOOGLE, INC. CMN CLASS A	11	5,232.28	6,533.67
HONEYWELL INTL INC CMN	145	4,431.90	7,708.20
JOHNSON & JOHNSON CMN	100	5,086.42	6,185.00
JPMORGAN CHASE & CO CMN	162	4,291.27	6,872.04
LOWES COMPANIES INC CMN	212	4,458.36	5,316.96
MC DONALDS CORP CMN	46	3,183.20	3,530.96
MICROSOFT CORPORATION CMN	224	3,911.04	6,251.84
NIKE CLASS-B CMN CLASS B	65	4,236.00	5,552.30
OCCIDENTAL PETROLEUM CORP CMN	89	5,366.76	8,730.90
ORACLE CORPORATION CMN	193	3,634.61	6,040.90
PEPSICO INC CMN	130	6,418.78	8,492.90
PRAXAIR, INC CMN SERIES	42	2,688.42	4,009.74
PROCTER & GAMBLE COMPANY (THE) CMN	78	3,663.93	5,017.74
QUALCOMM INC CMN	148	5,836.63	7,324.52
SCHLUMBERGER LTD CMN	98	4,331.69	8,183.00
SOUTHWESTERN ENERGY CO. CMN	85	2,949.62	3,181.55
STAPLES, INC. CMN	298	6,362.15	6,785.46
THE BANK OF NY MELLON CORP CMN	181	4,745.40	5,466.20
THE TRAVELERS COMPANIES, INC CMN	105	4,157.97	5,849.55
THERMO FISHER SCIENTIFIC INC CMN	96	3,146.32	5,314.56
VISA INC. CMN CLASS A	59	3,305.92	4,152.42
ACCRUED INCOME		-	185.47
TOTALS		651,473.65	699,398.23

ATTACHMENT 16

Susman Family Foundation
Northern Trust
December 31, 2010

EIN: 76-0569093

Description	Ending Book Value	FMV
REORG/COVIDIEN REV STK SPLT/FOR STK SPLT COVIDIEN PLC USD0 20(POST CONSOLIDATION)	3,839.92	4,566.00
ABBOTT LABORATORIES COMMON STOCK NO PAR	4,912.13	4,791.00
ABBOTT LABORATORIES COMMON STOCK NO PAR	9,405.42	9,582.00
ACME PACKET INC COM STOCK	2,150 05	2,126 40
ADR BHP BILLITON LTD SPONSORED ADR	4,389.00	6,504.40
ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	9,055.20	8,331.40
ADR TEVA PHARMACEUTICAL INDS	4,182.75	4,170.40
ADR UNILEVER N V NEW YORK SHS NEW	8,311.25	9,577.00
ADR VODAFONE GROUP PLC NEW SPONSORED ADR	8,318.90	10,836.30
AIR PRODUCTS AND CHEMICALS INC. COMMON STOCK $1 PAR	3,816.48	4,638.45
ALEXION PHARMACEUTICALS INC COM	3,421.36	5,235 75
AMAZON COM INC COM	6,377.26	12,600.00
AMERICAN EXPRESS CO. COMMON STOCK $ 60PAR	9,041.03	8,798 60
AMERICAN TOWER CORP CL A	4,603.42	4,647.60
APACHE CORP. COMMON STOCK $1.25 PAR	5,255.68	7,630.72
APPLE INC COM STK	12,609.78	24,837.12
APPLE INC COM STK	5,897.52	11,612.16
AUTODESK INC. COMMON STOCK	4,129.17	5,157.00
BANCO SANTANDER S.A.	9,795.20	8,733.00
BANK OF AMERICA CORP	8,563.40	7,870.60
BAXTER INTL INC COMMON STOCK	11,314.00	10,124.00
BOEING CO COM	7,152.35	9,136.40
BOEING CO COM	8,377.65	12,399.40
CELGENE CORP COM	5,305.61	5,322.60
CERNER CORP COM	5,016.09	7,105 50
CISCO SYSTEMS INC COMMON STOCK	4,947.75	4,551.75
CITRIX SYS INC COMMON STOCK	9,845 84	13,682.00
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	6,675.17	10,627 05
CONAGRA FOODS INC	6,849.04	7,767.52
CONOCOPHILLIPS COM	9,326.70	14,641.50
COSTCO WHOLESALE CORP NEW COM	3,220.10	4,693.65
CUMMINS INC	5,259.37	10,450.95
DANAHER CORP COMMON STOCK $.01PAR	5,542.70	8,490.60
DEERE & CO. COMMON STOCK $1 PAR	8,068.24	10,381.25
DEERE & CO. COMMON STOCK $1 PAR	7,895.80	15,364 25
DIAGEO PLC SPONSORED ADR NEW	8,978 43	10,777.85
DOLBY LABORATORIES INC CL A COMSTK	4,217 07	4,335.50
DOW CHEMICAL CO COM	10,122.35	11,266.20
EAST WEST BANCORP INC COM	4,910.48	7,331.25
EBAY INC COM USD0 001	10,161.40	12,384.35
ECOLAB INC COMMON STOCK	3,945 35	4,789.90
ELI LILLY & CO COM	7,600.25	7,533.60
EMC CORP COM	6,773.43	8,244.00
EMC CORP COM	9,758.70	14,427.00
EXXON MOBIL CORP COM	2,165.62	2,559.20
EXXON MOBIL CORP COM	3,825.52	4,752 80
F5 NETWORKS INC COM STK	2,057.85	3,904.80
FREEPORT-MCMORAN COPPER & GOLD INC	4,345.08	8,406.30
GOOGLE INC CL A CL A	10,703.58	13,067.34
GREEN MTN COFFEE ROASTERS	4,984.29	4,764.70
H J HEINZ	9,698.13	10,386.60
HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 COM	7,530.43	8,722.75

Susman Family Foundation
Northern Trust
December 31, 2010

EIN: 76-0569093

Description	Ending Book Value	FMV
HESS CORP COM STK	9,536.45	13,777.20
HOME DEPOT INC COMMON STOCK $.05 PAR	9,367.20	12,621.60
HOSPIRA INC COM	7,489.80	10,581.10
INTERCONTINENTALEXCHANGE INC COM	6,231.14	6,910.70
INTERNATIONAL BUSINESS MACHS CORP COM	7,716.15	9,539.40
INTERNATIONAL BUSINESS MACHS CORP COM	12,464.55	15,409.80
INTUIT COM	7,929.41	13,311.00
INTUITIVE SURGICAL INC COM NEW STK	5,230.54	4,639.50
JOHNSON CONTROLS INC. COMMON STOCK $2.50 PAR	8,314.09	11,078.00
JPMORGAN CHASE & CO COM	10,866.80	11,877.60
JUNIPER NETWORKS INC COM	5,875.43	7,494.76
KANSAS CITY SOUTHN	5,223.06	6,652.54
LIFE TECHNOLOGIES CORP COM STK	4,460.29	4,995.00
M & T BK CORP COMMON STOCK	8,495.69	11,316.50
MASTERCARD INC CL A	5,991.61	6,723 30
MC DONALDS CORP. COMMON STOCK NO PAR	7,699 62	9,978.80
MFB NORTHERN FDS BD INDEX FD	480,209.44	494,198.67
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	84,000 00	114,432.77
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD	197,801.50	229,465 87
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	291,326.00	320,179.53
MFB NORTHERN MULTI-MANAGER INTLEQUITY FUND	200,000.00	220,154.99
MFB NORTHERN MULTI-MANAGER MID CAP FUND	32,330.72	42,368.13
MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD	572,903.35	573,540.00
MFC ISHARES TR BARCLAYS TIPS BDFD	80,128.71	86,016.00
MFC SPDR GOLD TR GOLD SHS	27,453.00	41,616.00
MFO PIMCO FDS PAC INVT MGMT SERCOMMODITY REALRETURN STRATEGY FD INSTL	141,897.57	180,107.83
MICROSOFT CORP COM	3,862 36	4,467.20
MOLEX INC CL A	5,380.20	5,944.05
NATIONAL OILWELL VARCO COM STK	6,107 42	9,751.25
NETAPP INC COM STK	5,441.77	8,244.00
NEXTERA ENERGY INC COM	10,413.23	9,358.20
NIKE INC CL B CL B	6,646.15	10,164.98
NORDSTROM INC. COMMON STOCK NO PAR	3,632.14	4,026.10
NORDSTROM INC. COMMON STOCK NO PAR	10,107.07	11,442.60
NORTHROP GRUMMAN CORP COM	9,590.75	13,279.90
ORACLE CORPORATION COM	2,905.50	4,069.00
ORACLE CORPORATION COM	10,951.50	15,337.00
PENNEY J.C. CO. INC. COMMON STOCK $.50 PAR	6,465.80	7,108.20
PEPSICO INC COM	8,061.20	9,146.20
POLO RALPH LAUREN CORP CL A	7,883.75	13,865.00
PRECISION CASTPARTS CORP COM	3,888.55	4,454.72
PRICELINE COM INC COM NEW STK	1,185.48	1,198 65
QEP RES INC COM STK	4,350.66	6,898.90
QUALCOMM INC COM	9,042.26	10,392.90
QUESTAR CORP. COMMON STOCK $5PAR	5,109.69	6,354.65
RED HAT INC COM	3,079.35	4,565 00
RIVERBED TECHNOLOGY INC COM	3,632.87	4,747.95
ROCKWELL COLLINS INC COM	3,038.00	4,078.20
SAFEWAY INC COMMON STOCK NEW	6,452.10	7,534.15
SALESFORCE COM INC COM STK	3,407.72	6,600.00
SCHLUMBERGER LTD COM COM	9,694.46	13,777.50
SCHWAB CHARLES CORP COMMON STOCK NEW	5,731.38	5,560.75

Susman Family Foundation
Northern Trust
December 31, 2010

EIN: 76-0569093

Description	Ending Book Value	FMV
SPX CORP COM	8,814.64	11,080.95
STARBUCKS CORP COM	6,025.17	7,711.20
SUNCOR ENERGY INC NEW COM STK	4,426.41	4,977.70
SYSCO CORP. COMMON STOCK $1 PAR	6,436.01	7,203.00
TALISMAN ENERGY INC COM	4,515.96	6,213.20
TERADATA CORP DEL COM STK	5,677.75	5,968.20
TEXAS INSTRUMENTS INC COM	8,296.00	11,050 00
TIFFANY & CO COMMON STOCK	7,160 46	9,340.50
TIME WARNER INC USD0.01	9,800.53	10,937.80
United States dollar	(670.47)	(670.47)
United States dollar	670.47	670.47
UNITED TECHNOLOGIES CORP COM	4,380.80	6,297.60
WALT DISNEY CO	5,937.75	8,439.75
WEATHERFORD INTL LTD	8,357.69	10,488.00
WHOLE FOODS MKT INC COM	5,145.31	7,082.60
ZIONS BANCORP COMMON STOCK NO PAR	9,213.56	12,963.05
TOTALS	2,825,840.81	3,225,745.65

SUSMAN FAMILY FOUNDATION
FYE: 12/31/2010 (2010 Tax Year)

GOLDMAN SACHS REALIZED GAINS/(LOSSES)

Acct Number	Description	Date Sold	QTY	Proceeds	Cost	Gain/Loss
014-15841-4	AT&T INC CMN	6/11/10	120	3,013 05	3,120.00	-106.95
014-15841-4	AT&T INC CMN	6/11/10	55	1,380.98	1,472 35	-91 37
014-15841-4	AT&T INC CMN	6/11/10	115	2,887 51	2,947.45	-59 94
014-15841-4	AT&T INC CMN	6/11/10	58	1,456.31	1,468.56	-12.25
014-15841-4	AT&T INC CMN	6/11/10	85	2,134.24	2,197.25	-63 01
014-15841-4	BAXTER INTERNATIONAL INC CMN	6/11/10	11	451 32	596.86	-145.54
014-15841-4	BOEING COMPANY CMN	6/11/10	55	3,549.63	2,460.15	1,089.48
014-15841-4	CHARLES SCHWAB CORPORATION CMN	6/11/10	31	494 44	568.95	-74 51
014-15841-4	COMCAST CORPORATION CMN CLASS A VOTING	6/11/10	222	3,958.19	3,543.12	415.07
014-15841-4	COMCAST CORPORATION CMN CLASS A VOTING	6/11/10	552	9,841.99	7,821.34	2,020.65
014-15841-4	COMCAST CORPORATION CMN CLASS A VOTING	6/11/10	31	552.72	465.76	86.96
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	6/11/10	12	686.38	613.56	72.82
014-15841-4	EMERSON ELECTRIC CO CMN	6/11/10	17	772 63	616.59	156 04
014-15841-4	EOG RESOURCES INC CMN	6/11/10	7	758 22	531.58	226.64
014-15841-4	FRANKLIN RESOURCES INC CMN	6/11/10	42	3,823.56	2,038.68	1,784.88
014-15841-4	FRANKLIN RESOURCES INC CMN	6/11/10	31	2,822 16	1,832.41	989.75
014-15841-4	FRANKLIN RESOURCES INC CMN	6/11/10	30	2,731 12	1,808.40	922.72
014-15841-4	FRANKLIN RESOURCES INC CMN	6/11/10	34	3,095.27	2,027.76	1,067.51
014-15841-4	FRANKLIN RESOURCES INC CMN	6/11/10	23	2,093.86	1,116 42	977.44
014-15841-4	HEWLETT-PACKARD CO. CMN	6/11/10	41	1,909.75	1,393.18	516.57
014-15841-4	HEWLETT-PACKARD CO. CMN	6/11/10	43	2,002.91	1,468.45	534.46
014-15841-4	HEWLETT-PACKARD CO. CMN	6/11/10	76	3,540 02	2,780.08	759.94
014-15841-4	HEWLETT-PACKARD CO CMN	6/11/10	15	698 69	509.1	189.59
014-15841-4	JOHNSON & JOHNSON CMN	6/11/10	9	521 99	496.35	25.64
014-15841-4	JPMORGAN CHASE & CO CMN	6/11/10	21	795 67	776.37	19.3
014-15841-4	OCCIDENTAL PETROLEUM CORP CMN	6/11/10	8	669.66	512.4	157.26
014-15841-4	ORACLE CORPORATION CMN	6/11/10	28	618.5	612.25	6 26
014-15841-4	PRAXAIR, INC CMN SERIES	6/11/10	6	463.79	430.98	32.81
014-15841-4	PROCTER & GAMBLE COMPANY (THE) CMN	6/11/10	9	548 54	465.84	82.7
014-15841-4	QUALCOMM INC CMN	6/11/10	16	558.23	743.36	-185 13
014-15841-4	RESEARCH IN MOTION LIMITED CMN	6/11/10	63	3,742.13	2,701.44	1,040.69
014-15841-4	RESEARCH IN MOTION LIMITED CMN	6/11/10	14	831.59	938.84	-107.26
014-15841-4	RESEARCH IN MOTION LIMITED CMN	6/11/10	14	831 58	949.48	-117 9
014-15841-4	SCHLUMBERGER LTD CMN	6/11/10	13	769.71	720.59	49.12
014-15841-4	TARGET CORPORATION CMN	6/11/10	74	3,967 07	3,293.00	674.07
014-15841-4	TARGET CORPORATION CMN	6/11/10	46	2,466 02	1,856.10	609 92
014-15841-4	THE TRAVELERS COMPANIES, INC CMN	6/11/10	12	599 98	505.56	94 42
014-15841-4	THERMO FISHER SCIENTIFIC INC CMN	6/11/10	12	619.78	425.88	193.9

SUSMAN FAMILY FOUNDATION
FYE: 12/31/2010 (2010 Tax Year)

GOLDMAN SACHS REALIZED GAINS/(LOSSES)

Acct Number	Description	Date Sold	QTY	Proceeds	Cost	Gain/Loss
014-15841-4	UNILEVER N.V NY SHS (NEW) ADR CMN	6/11/10	99	2,774.92	1,849.32	925.6
014-15841-4	UNILEVER N V NY SHS (NEW) ADR CMN	6/11/10	45	1,261.33	910 35	350.98
014-15841-4	UNILEVER N V NY SHS (NEW) ADR CMN	6/11/10	91	2,550.69	1,842.75	707.94
014-15841-4	UNILEVER N V NY SHS (NEW) ADR CMN	6/11/10	41	1,149.21	782 28	366.93
014-15841-4	UNILEVER N V NY SHS (NEW) ADR CMN	6/11/10	79	2,214 33	1,796 46	417.87
014-15841-4	HEWLETT-PACKARD CO. CMN	6/15/10	55	2,594.15	1,866.70	727 45
014-15841-4	HEWLETT-PACKARD CO CMN	6/15/10	87	4,103 47	2,598.69	1,504 78
014-15841-4	AFLAC INCORPORATED CMN	7/1/10	90	3,891.53	3,766.10	125.43
014-15841-4	AFLAC INCORPORATED CMN	7/1/10	95	4,107 73	4,021.35	86.38
014-15841-4	APPLE, INC CMN	7/1/10	7	1,735 97	1,093 75	642.22
014-15841-4	APPLE, INC. CMN	7/1/10	37	9,175.84	5,074.45	4,101.39
014-15841-4	APPLE, INC. CMN	7/1/10	9	2,231 96	2,245.05	-13 09
014-15841-4	BANK OF AMERICA CORP CMN	7/1/10	394	5,500.14	6,173.98	-673.84
014-15841-4	BAXTER INTERNATIONAL INC CMN	7/1/10	71	2,925.15	3,549.29	-624.14
014-15841-4	BAXTER INTERNATIONAL INC CMN	7/1/10	62	2,554 36	3,140 92	-586.56
014-15841-4	BAXTER INTERNATIONAL INC CMN	7/1/10	80	3,295.94	4,340.80	-1,044.86
014-15841-4	BIOGEN IDEC INC CMN	7/1/10	55	2,562.41	2,665.95	-103.54
014-15841-4	BIOGEN IDEC INC CMN	7/1/10	55	2,562.41	2,623.50	-61.1
014-15841-4	BOEING COMPANY CMN	7/1/10	31	1,926.63	1,160.33	766.3
014-15841-4	BOEING COMPANY CMN	7/1/10	17	1,056 54	630.36	426 18
014-15841-4	BOEING COMPANY CMN	7/1/10	56	3,480.36	2,271.92	1,208.44
014-15841-4	CHARLES SCHWAB CORPORATION CMN	7/1/10	159	2,216 42	2,918 16	-701 74
014-15841-4	CHARLES SCHWAB CORPORATION CMN	7/1/10	237	3,303.72	4,020.97	-717.25
014-15841-4	CISCO SYSTEMS, INC. CMN	7/1/10	5	106 05	86.55	19 5
014-15841-4	CISCO SYSTEMS, INC. CMN	7/1/10	106	2,248 22	1,917.54	330.68
014-15841-4	CISCO SYSTEMS, INC CMN	7/1/10	197	4,178.30	3,806 04	372.26
014-15841-4	CISCO SYSTEMS, INC. CMN	7/1/10	84	1,781 61	1,591 80	189 81
014-15841-4	CISCO SYSTEMS, INC CMN	7/1/10	65	1,378.63	1,486.88	-108.25
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	7/1/10	22	1,205 36	1,029.60	175.76
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	7/1/10	32	1,753 25	1,636.16	117.09
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	7/1/10	1	54.79	45.28	9.51
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	7/1/10	41	2,246 35	1,907.32	339.03
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	7/1/10	53	2,903 82	2,458.17	445.65
014-15841-4	EMERSON ELECTRIC CO. CMN	7/1/10	48	2,096.12	1,615.68	480.44
014-15841-4	EMERSON ELECTRIC CO CMN	7/1/10	30	1,310.08	1,088.10	221.98
014-15841-4	EMERSON ELECTRIC CO CMN	7/1/10	86	3,755.55	2,922.94	832.61
014-15841-4	EMERSON ELECTRIC CO. CMN	7/1/10	28	1,222.74	897 96	324.78
014-15841-4	EMERSON ELECTRIC CO CMN	7/1/10	17	742.38	540.26	202.12

SUSMAN FAMILY FOUNDATION
FYE· 12/31/2010 (2010 Tax Year)

GOLDMAN SACHS REALIZED GAINS/(LOSSES)

Acct Number	Description	Date Sold	QTY	Proceeds	Cost	Gain/Loss
014-15841-4	EOG RESOURCES INC CMN	7/1/10	31	3,068.02	2,354.14	713.88
014-15841-4	EOG RESOURCES INC CMN	7/1/10	42	4,156 67	2,769.48	1,387.19
014-15841-4	EOG RESOURCES INC CMN	7/1/10	19	1,880 40	1,173.23	707 17
014-15841-4	EXXON MOBIL CORPORATION CMN	7/1/10	1	56.62	67.39	-10.77
014-15841-4	EXXON MOBIL CORPORATION CMN	7/1/10	32	1,811 81	2,238.08	-426 27
014-15841-4	EXXON MOBIL CORPORATION CMN	7/1/10	19	1,075.76	1,330.95	-255.19
014-15841-4	EXXON MOBIL CORPORATION CMN	7/1/10	39	2,208 14	2,662.53	-454.39
014-15841-4	FREEPORT-MCMORAN COPPER & GOLD CMN	7/1/10	72	4,180 96	4,200.56	-19.6
014-15841-4	GENERAL MILLS INC CMN	7/1/10	124	4,387 04	4,667.36	-280 32
014-15841-4	GOOGLE, INC. CMN CLASS A	7/1/10	2	879 08	969.66	-90.58
014-15841-4	GOOGLE, INC. CMN CLASS A	7/1/10	10	4,395.39	4,900.86	-505.47
014-15841-4	HONEYWELL INTL INC CMN	7/1/10	61	2,347 24	1,889 78	457.46
014-15841-4	HONEYWELL INTL INC CMN	7/1/10	25	961.98	750 25	211.73
014-15841-4	HONEYWELL INTL INC CMN	7/1/10	20	769 59	634.2	135.39
014-15841-4	HONEYWELL INTL INC CMN	7/1/10	15	577.19	444 5	132 69
014-15841-4	HONEYWELL INTL INC CMN	7/1/10	66	2,539 64	2,258.52	281.12
014-15841-4	HONEYWELL INTL INC CMN	7/1/10	95	3,655 54	3,875.05	-219.51
014-15841-4	JOHNSON & JOHNSON CMN	7/1/10	71	4,195.32	3,684.90	510.42
014-15841-4	JOHNSON & JOHNSON CMN	7/1/10	37	2,186 29	1,921 78	264.51
014-15841-4	JOHNSON & JOHNSON CMN	7/1/10	47	2,777 18	2,592 05	185 13
014-15841-4	JPMORGAN CHASE & CO CMN	7/1/10	77	2,776.57	2,846.69	-70.12
014-15841-4	JPMORGAN CHASE & CO CMN	7/1/10	52	1,875 09	1,672.84	202.25
014-15841-4	JPMORGAN CHASE & CO CMN	7/1/10	112	4,038.65	3,800.16	238.49
014-15841-4	JPMORGAN CHASE & CO CMN	7/1/10	2	72.12	73.56	-1.44
014-15841-4	MC DONALDS CORP CMN	7/1/10	71	4,738.45	4,913.20	-174.75
014-15841-4	MICROSOFT CORPORATION CMN	7/1/10	65	1,506.02	1,210.30	295.72
014-15841-4	MICROSOFT CORPORATION CMN	7/1/10	17	393.88	316.71	77.17
014-15841-4	MICROSOFT CORPORATION CMN	7/1/10	159	3,683.97	3,226.11	457.86
014-15841-4	MICROSOFT CORPORATION CMN	7/1/10	54	1,251.16	1,054.62	196.54
014-15841-4	MICROSOFT CORPORATION CMN	7/1/10	50	1,158 48	1,259.50	-101.02
014-15841-4	NIKE CLASS-B CMN CLASS B	7/1/10	80	5,455.10	5,213.55	241.56
014-15841-4	NIKE CLASS-B CMN CLASS B	7/1/10	51	3,477 63	3,679.65	-202.02
014-15841-4	OCCIDENTAL PETROLEUM CORP CMN	7/1/10	39	2,990.86	2,497.95	492.91
014-15841-4	OCCIDENTAL PETROLEUM CORP CMN	7/1/10	27	2,070 59	1,616.76	453.83
014-15841-4	OCCIDENTAL PETROLEUM CORP CMN	7/1/10	43	3,297 61	2,523 67	773.94
014-15841-4	ORACLE CORPORATION CMN	7/1/10	103	2,215.49	2,046.07	169.42
014-15841-4	ORACLE CORPORATION CMN	7/1/10	133	2,860.78	2,610.79	249.99
014-15841-4	ORACLE CORPORATION CMN	7/1/10	135	2,903.80	2,951.90	-48.1

ATTACHMENT D-1

SUSMAN FAMILY FOUNDATION
FYE: 12/31/2010 (2010 Tax Year)

GOLDMAN SACHS REALIZED GAINS/(LOSSES)

Acct Number	Description	Date Sold	QTY	Proceeds	Cost	Gain/Loss
014-15841-4	PEPSICO INC CMN	7/1/10	37	2,273 98	1,876.27	397 71
014-15841-4	PEPSICO INC CMN	7/1/10	36	2,212 52	1,891.44	321 08
014-15841-4	PEPSICO INC CMN	7/1/10	40	2,458 36	2,028.40	429 96
014-15841-4	PEPSICO INC CMN	7/1/10	23	1,413.56	1,163.57	249.99
014-15841-4	PEPSICO INC CMN	7/1/10	62	3,810 45	3,922.74	-112.29
014-15841-4	PRAXAIR, INC CMN SERIES	7/1/10	32	2,455.64	2,231.36	224 28
014-15841-4	PRAXAIR, INC CMN SERIES	7/1/10	33	2,532 38	2,285.91	246.47
014-15841-4	PRAXAIR, INC CMN SERIES	7/1/10	28	2,148 68	2,011.24	137 44
014-15841-4	PRAXAIR, INC CMN SERIES	7/1/10	4	306.96	256 04	50.92
014-15841-4	PROCTER & GAMBLE COMPANY (THE) CMN	7/1/10	26	1,547 23	1,283 62	263 61
014-15841-4	PROCTER & GAMBLE COMPANY (THE) CMN	7/1/10	35	2,082.81	1,811.60	271.21
014-15841-4	PROCTER & GAMBLE COMPANY (THE) CMN	7/1/10	54	3,213 48	2,722.68	490 8
014-15841-4	QUALCOMM INC CMN	7/1/10	75	2,393 96	3,209.25	-815.29
014-15841-4	QUALCOMM INC CMN	7/1/10	11	351.11	449.9	-98 79
014-15841-4	QUALCOMM INC CMN	7/1/10	75	2,393 96	3,241.50	-847 54
014-15841-4	QUALCOMM INC CMN	7/1/10	36	1,149.10	1,672.56	-523.46
014-15841-4	SCHLUMBERGER LTD CMN	7/1/10	30	1,656 17	1,503.90	152 27
014-15841-4	SCHLUMBERGER LTD CMN	7/1/10	31	1,711.37	1,718.33	-6.96
014-15841-4	SCHLUMBERGER LTD CMN	7/1/10	87	4,802.88	4,829.60	-26.72
014-15841-4	STAPLES, INC CMN	7/1/10	386	7,411 07	8,414.80	-1,003 73
014-15841-4	TARGET CORPORATION CMN	7/1/10	22	1,091.62	683.1	408.52
014-15841-4	TARGET CORPORATION CMN	7/1/10	49	2,431 34	1,875.72	555.62
014-15841-4	TARGET CORPORATION CMN	7/1/10	22	1,091.62	803 88	287.74
014-15841-4	TARGET CORPORATION CMN	7/1/10	41	2,034 38	1,654.35	380 03
014-15841-4	THE BANK OF NY MELLON CORP CMN	7/1/10	192	4,749 99	4,967.04	-217 05
014-15841-4	THE TRAVELERS COMPANIES, INC CMN	7/1/10	49	2,397 34	2,054.08	343.27
014-15841-4	THE TRAVELERS COMPANIES, INC CMN	7/1/10	34	1,663.46	1,347.76	315.7
014-15841-4	THE TRAVELERS COMPANIES, INC CMN	7/1/10	76	3,718 33	3,201.88	516.45
014-15841-4	THERMO FISHER SCIENTIFIC INC CMN	7/1/10	37	1,783 74	1,313.13	470.61
014-15841-4	THERMO FISHER SCIENTIFIC INC CMN	7/1/10	100	4,820.92	3,407.00	1,413.92
014-15841-4	THERMO FISHER SCIENTIFIC INC CMN	7/1/10	9	433 88	306.36	127.52
014-15841-4	VISA INC CMN CLASS A	7/1/10	24	1,744.53	1,428.96	315 57
014-15841-4	VISA INC CMN CLASS A	7/1/10	17	1,235 71	907.63	328 08
014-15841-4	VISA INC. CMN CLASS A	7/1/10	32	2,326 04	1,884.80	441 24
014-15841-4	APPLE, INC. CMN	7/8/10	4	1,037.93	548.59	489.34
014-15841-4	ORACLE CORPORATION CMN	7/8/10	16	369.21	302.56	66.65
014-15841-4	ORACLE CORPORATION CMN	7/8/10	39	899 95	755.43	144 51
014-15841-4	ORACLE CORPORATION CMN	7/8/10	3	69.23	58.89	10.34

SUSMAN FAMILY FOUNDATION
FYE: 12/31/2010 (2010 Tax Year)

GOLDMAN SACHS REALIZED GAINS/(LOSSES)

Acct Number	Description	Date Sold	QTY	Proceeds	Cost	Gain/Loss
014-15841-4	TARGET CORPORATION CMN	7/13/10	17	846 31	527.85	318.46
014-15841-4	APPLE, INC CMN	7/21/10	5	1,289 36	685 74	603 62
014-15841-4	EOG RESOURCES INC CMN	8/25/10	5	430.56	300 75	129 81
014-15841-4	EOG RESOURCES INC CMN	8/25/10	13	1,119 44	802 73	316.71
014-15841-4	TARGET CORPORATION CMN	8/25/10	44	2,257.64	1,366 20	891 44
014-15841-4	PRAXAIR, INC CMN SERIES	9/21/10	22	1,935 65	1,408 22	527.43
014-15841-4	TARGET CORPORATION CMN	9/28/10	38	2,062 88	1,179.90	882.98
014-15841-4	EMERSON ELECTRIC CO. CMN	10/13/10	27	1,449 82	958.11	491.71
014-15841-4	EOG RESOURCES INC CMN	10/13/10	29	2,863 64	1,744 33	1,119.31
014-15841-4	EOG RESOURCES INC CMN	10/13/10	20	1,974.93	1,160.80	814.13
014-15841-4	HONEYWELL INTL INC CMN	10/19/10	41	1,901.84	1,363.25	538.59
014-15841-4	AFLAC INCORPORATED CMN	11/23/10	15	793.03	627.68	165 35
014-15841-4	APPLE, INC. CMN	11/23/10	4	1,232.41	548.59	683.82
014-15841-4	BANK OF AMERICA CORP CMN	11/23/10	35	389.89	548.45	-158.56
014-15841-4	BAXTER INTERNATIONAL INC CMN	11/23/10	7	346.56	349.93	-3 37
014-15841-4	BAXTER INTERNATIONAL INC CMN	11/23/10	9	445 58	447.57	-1.99
014-15841-4	BIOGEN IDEC INC. CMN	11/23/10	9	574 01	436.25	137.76
014-15841-4	BOEING COMPANY CMN	11/23/10	12	765 82	765.21	0.61
014-15841-4	CHARLES SCHWAB CORPORATION CMN	11/23/10	26	388.43	477 18	-88.75
014-15841-4	CISCO SYSTEMS, INC. CMN	11/23/10	31	594.87	536 61	58.26
014-15841-4	COSTCO WHOLESALE CORPORATION CMN	11/23/10	12	798.94	574.64	224.3
014-15841-4	EMERSON ELECTRIC CO CMN	11/23/10	14	766 62	496 8	269.82
014-15841-4	EXXON MOBIL CORPORATION CMN	11/23/10	6	412.31	404.34	7.97
014-15841-4	FREEPORT-MCMORAN COPPER & GOLD CMN	11/23/10	5	493.23	291 71	201.53
014-15841-4	FREEPORT-MCMORAN COPPER & GOLD CMN	11/23/10	1	98.65	46 19	52.45
014-15841-4	GENERAL ELECTRIC CO CMN	11/23/10	37	579.78	646.62	-66 84
014-15841-4	GENERAL MILLS INC CMN	11/23/10	17	596.68	639.88	-43.2
014-15841-4	GOOGLE, INC. CMN CLASS A	11/23/10	2	1,165.62	969.66	195.96
014-15841-4	HONEYWELL INTL INC CMN	11/23/10	20	990 78	665	325 78
014-15841-4	JOHNSON & JOHNSON CMN	11/23/10	7	439.52	363 3	76.22
014-15841-4	JOHNSON & JOHNSON CMN	11/23/10	5	313.94	254.75	59.19
014-15841-4	JPMORGAN CHASE & CO CMN	11/23/10	19	717.23	538 46	178 77
014-15841-4	JPMORGAN CHASE & CO CMN	11/23/10	2	75 5	64.34	11 16
014-15841-4	LOWES COMPANIES INC CMN	11/23/10	27	594.25	602.66	-8.41
014-15841-4	MC DONALDS CORP CMN	11/23/10	7	552.22	484.4	67 82
014-15841-4	MICROSOFT CORPORATION CMN	11/23/10	19	478.41	353 78	124.63
014-15841-4	MICROSOFT CORPORATION CMN	11/23/10	12	302.15	209.52	92.63
014-15841-4	NIKE CLASS-B CMN CLASS B	11/23/10	11	937.84	716.86	220.98

SUSMAN FAMILY FOUNDATION

FYE: 12/31/2010 (2010 Tax Year)

GOLDMAN SACHS REALIZED GAINS/(LOSSES)

Acct Number	Description	Date Sold	QTY	Proceeds	Cost	Gain/Loss
014-15841-4	OCCIDENTAL PETROLEUM CORP CMN	11/23/10	1	88 01	57.63	30.38
014-15841-4	OCCIDENTAL PETROLEUM CORP CMN	11/23/10	12	1,056 10	704.28	351.82
014-15841-4	ORACLE CORPORATION CMN	11/23/10	22	599 15	416.01	183.14
014-15841-4	PEPSICO INC CMN	11/23/10	15	961 18	758.85	202.33
014-15841-4	PRAXAIR, INC CMN SERIES	11/23/10	6	547 49	384.06	163.43
014-15841-4	PROCTER & GAMBLE COMPANY (THE) CMN	11/23/10	1	62 57	49.37	13.2
014-15841-4	PROCTER & GAMBLE COMPANY (THE) CMN	11/23/10	8	500 55	393 76	106.79
014-15841-4	QUALCOMM INC CMN	11/23/10	21	983 41	858.9	124.51
014-15841-4	SCHLUMBERGER LTD CMN	11/23/10	10	749 38	501.3	248.08
014-15841-4	SOUTHWESTERN ENERGY CO CMN	11/23/10	11	404 24	381.72	22.53
014-15841-4	STAPLES, INC. CMN	11/23/10	46	982.31	1,002.80	-20.49
014-15841-4	THE BANK OF NY MELLON CORP CMN	11/23/10	15	403 79	388 05	15.74
014-15841-4	THE TRAVELERS COMPANIES, INC CMN	11/23/10	11	598 16	436.04	162 12
014-15841-4	THERMO FISHER SCIENTIFIC INC CMN	11/23/10	12	607.3	408.48	198.82
014-15841-4	VISA INC. CMN CLASS A	11/23/10	8	599 34	583 03	16.32
014-15841-4	NIKE CLASS-B CMN CLASS B	11/30/10	23	1,976 32	1,498.90	477.43
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	6/3/10	62.442	430 23	369.65	60 58
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	6/3/10	18,832.55	129,756 27	109,788.72	19,967.54
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	6/3/10	5,778 45	39,813 51	35,190 75	4,622.76
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	6,536.82	45,169 45	39,809.25	5,360.19
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	56.267	388.81	338.73	50.08
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	261.728	1,808 54	1,664 59	143.95
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	260.811	1,802 20	1,679.62	122.58
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	250.945	1,734.03	1,693.88	40.15
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	279.908	1,934 16	1,908.97	25 19
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	217.038	1,499.73	1,538.80	-39.07
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	245.501	1,696.41	1,711.14	-14.73
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	272.532	1,883.20	1,858.67	24.53
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	371 957	2,570.22	2,585.10	-14.88
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	219.488	1,516.66	1,521.05	-4.39
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	220.666	1,524 80	1,520.39	4.41
014-12242-8	GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	7/1/10	208.876	1,443.33	1,499 73	-56.4
TOTAL				625,985.84	546,185.80	79,800.05

ATTACHMENT D-1

EIN: 76-0569093

2010 Tax Information Statement

Recipient's Name and Address:
SUSMAN FAMILY FOUNDATION
2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
30.0000	478160104	JOHNSON & JOHNSON	07/30/2009	04/01/2010	1,964.86	1,898.03	66.83	0.00
13.0000	H01301102	ALCON INC	07/30/2009	04/01/2010	2,097.63	1,673.62	424.01	0.00
100.0000	345838106	FOREST LABS INC	12/03/2009	04/08/2010	2,898.23	3,183.43	-285.20	0.00
24.0000	760975102	RESEARCH IN MOTION LTD	07/30/2009	04/09/2010	1,683.21	1,841.52	-158.31	0.00
45.0000	704549104	PEABODY ENERGY CORP COM	10/22/2009	04/12/2010	2,168.38	1,956.56	211.82	0.00
21.0000	760975102	RESEARCH IN MOTION LTD	07/30/2009	04/12/2010	1,475.91	1,578.03	-102.12	0.00
30.0000	375558103	GILEAD SCIENCES INC	07/30/2009	04/13/2010	1,388.07	1,490.40	-102.33	0.00
25.0000	61166W101	MONSANTO CO COM	07/30/2009	04/13/2010	1,689.53	2,144.25	-454.72	0.00
20.0000	H8817H100	TRANSOCEAN LTD	07/30/2009	04/13/2010	1,692.77	1,571.80	120.97	0.00

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2010 Tax Information Statement

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2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
50.0000	91324P102	UNITEDHEALTH GROUP INC	07/30/2009	04/14/2010	1,561.73	1,420.50	141.23	0.00
31.0000	38141G104	GOLDMAN SACHS GROUP INC	07/30/2009	04/19/2010	4,959.26	5,121.81	-162.55	0.00
7.0000	037833100	APPLE COMPUTER INC	07/30/2009	04/22/2010	1,856.65	1,146.74	709.91	0.00
1.0000	38259P508	GOOGLE INC CL A	07/30/2009	04/22/2010	544.69	448.48	96.21	0.00
20.0000	G2554F105	COVIDIEN PLC	03/02/2010	04/22/2010	981.38	998.74	-17.36	0.00
5.0000	09247X101	BLACKROCK INC CL A	04/01/2010	04/23/2010	1,052.62	1,039.91	12.71	0.00
30.0000	61945A107	MOSAIC CO COM	07/30/2009	04/23/2010	1,607.20	1,544.40	62.80	0.00
40.0000	61166W101	MONSANTO CO COM	07/30/2009	04/26/2010	2,620.02	3,430.80	-810.78	0.00
14.0000	037833100	APPLE COMPUTER INC	07/30/2009	04/27/2010	3,701.62	2,293.48	1,408.14	0.00
75.0000	91324P102	UNITEDHEALTH GROUP INC	07/30/2009	04/27/2010	2,267.80	2,130.75	137.05	0.00
50.0000	H8817H100	TRANSOCEAN LTD	07/30/2009	04/29/2010	3,992.08	3,929.50	62.58	0.00
7.0000	037833100	APPLE COMPUTER INC	07/30/2009	04/30/2010	1,838.03	1,146.74	691.29	0.00
80.0000	61945A107	MOSAIC CO COM	07/30/2009	05/03/2010	4,074.83	4,118.40	-43.57	0.00
210.0000	487836108	KELLOGG CO	07/30/2009	05/06/2010	11,440.88	10,061.10	1,379.78	0.00
45.0000	00724F101	ADOBE SYS INC	07/30/2009	05/07/2010	1,463.12	1,470.15	-7.03	0.00
9.0000	009158106	AIR PRODUCTS & CHEMICALS INC COM	07/30/2009	05/07/2010	648.37	673.50	-25.13	0.00
33.0000	58155Q103	MCKESSON HBOC INC	01/04/2010	05/07/2010	2,135.63	2,083.94	51.69	0.00
25.0000	088606108	BHP LTD SPONSORED ADR	07/30/2009	05/10/2010	1,761.94	1,567.50	194.44	0.00
32.0000	58155Q103	MCKESSON HBOC INC	12/09/2009	05/10/2010	2,110.47	1,953.88	156.59	0.00

EIN: 76-0569093

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2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
40.0000	054303102	AVON PRODS INC	07/30/2009	05/13/2010	1,153.24	1,283.20	-129.96	0.00
85.0000	500255104	KOHLS CORP	11/03/2009	05/21/2010	4,383.65	4,563.83	-180.18	0.00
40 0000	55261F104	M & T BK CORP	07/30/2009	05/24/2010	3,316.93	2,339.49	977.44	0.00
90.0000	594918104	MICROSOFT CORP COM	07/30/2009	05/27/2010	2,336.70	2,172.57	164.13	0.00
5.0000	38259P508	GOOGLE INC CL A	07/30/2009	06/07/2010	2,467.28	2,242.40	224.88	0.00
7.0000	09247X101	BLACKROCK INC CL A	07/30/2009	06/08/2010	1,071.32	1,353.87	-282.55	0.00
25.0000	375558103	GILEAD SCIENCES INC	07/30/2009	06/08/2010	832.86	1,242.00	-409.14	0.00
65.0000	375558103	GILEAD SCIENCES INC	07/30/2009	06/15/2010	2,273 80	3,229.20	-955.40	0.00
25.0000	594918104	MICROSOFT CORP COM	07/30/2009	06/15/2010	664.27	603.49	60.78	0.00
45.0000	594918104	MICROSOFT CORP COM	07/30/2009	06/15/2010	1,170.44	1,086.29	84.15	0.00
55.0000	00724F101	ADOBE SYS INC	07/30/2009	06/24/2010	1,681.16	1,796.85	-115.69	0.00
110.0000	17275R102	CISCO SYS INC	07/30/2009	06/24/2010	2,490.82	2,418.90	71.92	0.00
4.0000	38259P508	GOOGLE INC CL A	07/30/2009	06/24/2010	1,908.46	1,793.92	114.54	0.00
6.0000	57636Q104	MASTERCARD INC CL A	08/04/2009	06/24/2010	1,295.30	1,207.11	88.19	0.00
55.0000	68389X105	ORACLE CORPORATION	07/30/2009	06/24/2010	1,230.57	1,229.25	1.32	0.00
155.0000	00724F101	ADOBE SYS INC	07/30/2009	06/25/2010	4,653.89	5,063.85	-409.96	0.00
130.0000	009158106	AIR PRODUCTS & CHEMICALS INC COM	07/30/2009	06/30/2010	8,514.65	9,728.29	-1,213.64	0.00
65.0000	00724F101	ADOBE SYS INC	07/30/2009	07/01/2010	1,716.48	2,123.55	-407.07	0.00
5.0000	09247X101	BLACKROCK INC CL A	07/30/2009	07/01/2010	703.29	967.05	-263.76	0.00

ATTACHMENT D-2

2010 Tax Information Statement

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SUSMAN FAMILY FOUNDATION
2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15.0000	31428X106	FEDEX CORP	12/09/2009	07/01/2010	1,057.58	1,329.09	-271.51	0.00
20.0000	637071101	NATIONAL-OILWELL INC	07/30/2009	07/01/2010	649.69	716.60	-66.91	0.00
65.0000	68389X105	ORACLE CORPORATION	07/30/2009	07/01/2010	1,394.01	1,452.75	-58.74	0.00
25.0000	747525103	QUALCOMM INC	08/24/2009	07/01/2010	805.66	1,186.41	-380.75	0.00
50.0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	07/30/2009	07/01/2010	689.45	881.75	-192.30	0 00
3.0000	037833100	APPLE COMPUTER INC	07/30/2009	07/07/2010	764.41	491.46	272.95	0.00
5.0000	071813109	BAXTER INTL INC	07/30/2009	07/07/2010	211.22	282.85	-71.63	0.00
30.0000	427866108	HERSHEY FOODS CORP	07/30/2009	07/07/2010	1,489.80	1,221.15	268.65	0.00
35.0000	428236103	HEWLETT PACKARD CO COM	07/30/2009	07/07/2010	1,573.81	1,696.28	-122.47	0.00
13.0000	459200101	INTL BUSINESS MACHINES CORP	07/30/2009	07/07/2010	1,650.75	1,543.23	107.52	0.00
140.0000	05964H105	BANCO SANTANDER S.A.	07/30/2009	07/16/2010	1,720.57	1,980.25	-259.68	0.00
250.0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	07/30/2009	07/16/2010	3,804.34	4,408.75	-604.41	0.00
30.0000	G1151C101	ACCENTURE PLC SHS CL A NEW	04/14/2010	07/20/2010	1,149.79	1,295.28	-145.49	0.00
25.0000	774341101	ROCKWELL COLLINS INC	07/30/2009	07/21/2010	1,354.29	1,085.00	269.29	0.00
90.0000	478160104	JOHNSON & JOHNSON	07/30/2009	07/23/2010	5,156.15	5,611.50	-455.35	0.00
100.0000	G1151C101	ACCENTURE PLC SHS CL A NEW	07/30/2009	07/23/2010	3,998.59	3,519.00	479.59	0.00
10.0000	156782104	CERNER CORP	04/14/2010	07/29/2010	764.19	883.45	-119.26	0.00
30.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	02/04/2010	07/29/2010	1,468.26	1,862.56	-394.32	0.00
49.0000	820280105	SHAW GROUP INC	02/18/2010	08/02/2010	1,624.17	1,726.00	-101.83	0.00

EIN: 76-0569093

2010 Tax Information Statement

Recipient's Name and Address:
SUSMAN FAMILY FOUNDATION
2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
40.0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	08/25/2009	08/02/2010	2,008.78	2,287.15	-278.38	0.00
95.0000	585055106	MEDTRONIC INC	12/02/2009	08/05/2010	3,590.93	4,142.48	-551.55	0.00
40.0000	655664100	NORDSTROM INC	05/17/2010	08/16/2010	1,217.21	1,554.98	-337.77	0.00
65.0000	74762E102	QUANTA SERVICES INC	03/19/2010	08/16/2010	1,216.51	1,357.21	-140.70	0.00
28.0000	820280105	SHAW GROUP INC	05/21/2010	08/16/2010	879.47	918.70	-39.23	0.00
28.0000	820280105	SHAW GROUP INC	02/18/2010	08/16/2010	877.75	972.33	-94.58	0.00
78.0000	74762E102	QUANTA SERVICES INC	02/26/2010	08/23/2010	1,465.66	1,502.09	-36 43	0.00
77.0000	74762E102	QUANTA SERVICES INC	02/18/2010	08/26/2010	1,388.22	1,403.61	-15.39	0.00
35.0000	867224107	SUNCOR ENERGY INC NEW COM STK	04/30/2010	09/01/2010	1,088.42	1,209.09	-120.67	0.00
90.0000	268648102	E M C CORP MASS COM	04/19/2010	09/07/2010	1,771.27	1,795.99	-24.72	0.00
25.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	03/02/2010	09/08/2010	1,135.37	1,294.96	-159.59	0.00
80.0000	550021109	LULULEMON ATHLETICA INC COM	07/02/2010	09/10/2010	3,172.32	2,848.11	324.21	0.00
25.0000	756577102	RED HAT INC	04/22/2010	09/23/2010	1,012.72	825.20	187.52	0.00
12.0000	315616102	F5 NETWORKS INC	07/16/2010	10/27/2010	1,376.66	977.02	399.64	0.00
50.0000	88579Y101	3M CO	05/26/2010	11/04/2010	4,361.30	4,019.29	342.01	0.00
45.0000	64110D104	NETAPP INC COM STK	07/27/2010	11/17/2010	2,452.83	1,974.51	478.32	0.00
40.0000	054303102	AVON PRODS INC	12/17/2009	11/18/2010	1,174.57	1,266.56	-91.99	0.00
55.0000	31428X106	FEDEX CORP	12/17/2009	11/22/2010	4,794.02	4,609.88	184.14	0.00
25.0000	872540109	TJX COS INC NEW	03/26/2010	11/22/2010	1,150.74	1,140.09	10.65	0.00

ATTACHMENT D-2

EIN: 76-0569093

2010 Tax Information Statement

Recipient's Name and Address:
SUSMAN FAMILY FOUNDATION
2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
95.0000	872540109	TJX COS INC NEW	03/09/2010	12/07/2010	4,274.31	4,017.26	257.05	0.00
8.0000	315616102	F5 NETWORKS INC	07/16/2010	12/10/2010	1,120.18	616.14	504.04	0.00
22.0000	888339207	TITANIUM METALS CORP COM NEW	08/04/2010	12/16/2010	379.07	439.22	-60.15	0.00
175.0000	888339207	TITANIUM METALS CORP COM NEW	08/04/2010	12/17/2010	3,099.77	3,410.62	-310.85	0.00
6.0000	57636Q104	MASTERCARD INC CL A	07/30/2009	08/03/2010	1,207.76	1,198.02	9.74	0.00
30.0000	G2554F105	COVIDIEN PLC	07/30/2009	08/05/2010	1,142.02	1,132.50	9.52	0.00
15.0000	742718109	PROCTER & GAMBLE CO	07/30/2009	08/10/2010	914.58	850.50	64.08	0.00
65.0000	742718109	PROCTER & GAMBLE CO	07/30/2009	08/12/2010	3,904.31	3,685.50	218.81	0.00
25.0000	428236103	HEWLETT PACKARD CO COM	07/30/2009	08/16/2010	1,014.00	1,079.75	-65.75	0.00
75.0000	17275R102	CISCO SYS INC	07/30/2009	08/18/2010	1,682.22	1,649.25	32.97	0.00
2.0000	502117203	ADR L OREAL CO ADR	07/30/2009	08/18/2010	40.24	32.90	7.34	0.00
60.0000	25746U109	DOMINION RES INC VA NEW	07/30/2009	08/19/2010	2,619.24	2,072.40	546.84	0.00
443.0000	502117203	ADR L OREAL CO ADR	07/30/2009	08/19/2010	8,843.90	7,287.35	1,556.55	0.00
60.0000	594918104	MICROSOFT CORP COM	07/30/2009	08/23/2010	1,464.13	1,448.38	15.75	0.00
18.0000	09247X101	BLACKROCK INC CL A	07/30/2009	08/30/2010	2,556.68	3,481.38	-924.70	0.00
65.0000	68389X105	ORACLE CORPORATION	07/30/2009	09/01/2010	1,457.66	1,452.75	4.91	0.00
60.0000	68389X105	ORACLE CORPORATION	07/30/2009	09/07/2010	1,471.88	1,341.00	130.88	0.00

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2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
65.0000	17275R102	CISCO SYS INC	07/30/2009	09/08/2010	1,346.69	1,429.35	-82.66	0.00
3.0000	38259P508	GOOGLE INC CL A	07/30/2009	09/08/2010	1,405.41	1,345.44	59.97	0.00
153.0000	371901109	GENTEX CORP COM	07/30/2009	09/28/2010	2,949.06	2,283.43	665.63	0.00
207.0000	371901109	GENTEX CORP COM	07/30/2009	09/29/2010	3,988.32	3,089.35	898.97	0.00
15.0000	22160K105	COSTCO WHSL CORP NEW	07/30/2009	10/07/2010	975.12	743.10	232.02	0.00
95.0000	428236103	HEWLETT PACKARD CO COM	07/30/2009	10/13/2010	3,987.48	4,103.05	-115.57	0.00
6.0000	46120E602	INTUITIVE SURGICAL INC COM NEW STK	09/28/2009	10/14/2010	1,641.46	1,535.05	106.41	0.00
230.0000	25746U109	DOMINION RES INC VA NEW	07/30/2009	10/20/2010	10,323.01	7,944.20	2,378.81	0.00
65.0000	054303102	AVON PRODS INC	07/30/2009	11/05/2010	1,918.18	2,085.20	-167.02	0.00
23.0000	037833100	APPLE COMPUTER INC	07/30/2009	11/12/2010	7,199.41	3,767.86	3,431.55	0.00
20.0000	002824100	ABBOTT LABORATORIES	07/30/2009	11/18/2010	946.38	922.60	23.78	0.00
40.0000	054303102	AVON PRODS INC	07/30/2009	11/18/2010	1,174.57	1,283.20	-108.63	0.00
60.0000	17275R102	CISCO SYS INC	07/30/2009	11/18/2010	1,172.21	1,319.40	-147.19	0.00
5.0000	46120E602	INTUITIVE SURGICAL INC COM NEW STK	10/06/2009	11/18/2010	1,320.70	1,267.56	53.14	0.00
.3800	05964H105	BANCO SANTANDER S.A.	07/30/2009	12/08/2010	4.40	5.34	-0.94	0.00
30.0000	64110D104	NETAPP INC COM STK	12/15/2009	12/20/2010	1,651.39	1,005.35	646.04	0.00
25.0000	002824100	ABBOTT LABORATORIES	07/30/2009	12/29/2010	1,186.28	1,153.25	33.03	0.00
146.0000	205887102	CONAGRA INC	07/30/2009	12/31/2010	3,303.51	2,906.86	396.65	0.00

EIN: 76-0569093

2010 Tax Information Statement

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SUSMAN FAMILY FOUNDATION
2001 KIRBY DR. STE. 603
HOUSTON, TX 77019

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		01/07/2010	10.84	0.00	10.84	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		02/03/2010	10.76	0.00	10.76	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		03/03/2010	9.25	0.00	9.25	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		04/08/2010	10.41	0.00	10.41	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		05/07/2010	9.90	0.00	9.90	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		06/04/2010	12.00	0.00	12.00	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		07/08/2010	11.85	0.00	11.85	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		08/04/2010	12.22	0.00	12.22	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		09/03/2010	13.09	0.00	13.09	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		10/04/2010	12.78	0.00	12.78	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		11/05/2010	13.40	0.00	13.40	0.00
300.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		12/03/2010	13.22	0.00	13.22	0.00
TOTAL LONG-TERM & SHORT-TERM SALES					262,829	253,020	9,809	0.00

ATTACHMENT D-2

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ *File a separate application for each return.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- 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 SUSMAN FAMILY FOUNDATION	**Employer identification number** 76-0569093
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 % ELLEN SUSMAN, 2001 KIRBY DRIVE, SUITE 603	
	City, town or post office, state, and ZIP code For a foreign address, see instructions HOUSTON, TX 77019	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

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

- The books are in the care of ▶ ELLEN SUSMAN

Telephone No ▶ 713 521-7888 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 08/15, 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year 20 ___ or
▶ [X] tax year beginning 04/01 , 20 10 , and ending 12/31 , 20 10

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[X] 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	$ 6,000.
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	$ 0.
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	$ 6,000.

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