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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

2010

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

H.E.B TOURNAMENT OF CHAMPIONS

A Employer identification number

76-6187819

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

Room/suite

646 S. MAIN AVENUE

City or town, state, and ZIP code

SAN ANTONIO TX 78204

B Telephone number (see page 10 of the instructions)

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,984,502.00
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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	4,915,184			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	4,230	4,230		
4 Dividends and interest from securities				
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)		0.00		
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)	0.00			
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	4,919,414.00	4,230.00	0.00	
Operating and Administrative Expenses				
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)	87,318			
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				
22 Printing and publications				
23 Other expenses (attach schedule)	722,175			
24 Total operating and administrative expenses. Add lines 13 through 23	809,493.00	0.00	0.00	0.00
25 Contributions, gifts, grants paid	2,451,833			2,451,833
26 Total expenses and disbursements. Add lines 24 and 25	3,261,326.00	0.00	0.00	2,451,833.00
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,658,088.00			
b Net investment income (if negative, enter -0-)		4,230.00		
c Adjusted net income (if negative, enter -0-)			0.00	

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

Form **990-PF** (2010)

SCANNED AUG 12 2011

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		1,345,629	2,984,502	2,984,502
	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				
	10a	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)				
	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)			1,345,629.00	2,984,502.00	2,984,502.00
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue		104,000		
	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)			104,000.00	0.00	
Net Assets or Fund Balances	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.					
	27	Capital stock, trust principal, or current funds		1,241,629	2,984,502	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)			1,241,629.00	2,984,502.00	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			1,345,629.00	2,984,502.00	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,241,629.00
2	Enter amount from Part I, line 27a	2	1,658,088.00
3	Other increases not included in line 2 (itemize) ▶ STATEMENT 4	3	84,785
4	Add lines 1, 2, and 3	4	2,984,502.00
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,984,502.00

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				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	5,474,613	2,188,987	2.5010
2008	3,025,708	2,567,617	1.1784
2007	3,302,345	2,345,321	1.4081
2006	2,564,785	2,271,316	1.1292
2005	2,513,150	1,487,462	1.6896
2 Total of line 1, column (d)			2 7.9063
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 1.58
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,617,242
5 Multiply line 4 by line 3			5 4,135,242.36
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 42
7 Add lines 5 and 6			7 4,135,284.36
8 Enter qualifying distributions from Part XII, line 4			8 2,451,833

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 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	85	
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	85	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	85	00
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	80	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	90	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	170	00
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	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	85	00
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 85 Refunded	11	0	00

Part VII-A Statements Regarding Activities

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?	Yes	No
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)?		X
1b			X
	<i>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.</i>		
c	Did the foundation file Form 1120-POL for this year?	N/A	
1c			
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? <i>If "Yes," attach a detailed description of the activities.</i>		X
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? <i>If "Yes," attach a conformed copy of the changes.</i>		X
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a			X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4b			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
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?	X	
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
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? <i>If "No," attach explanation</i>	X	
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)? <i>If "Yes," complete Part XIV</i>		X
9			X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	
10		X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MEGAN ROONEY Telephone no. ► 210-938-9455 Located at ► 646 S. MAIN AVENUE SAN ANTONIO TX ZIP+4 ► 78204-1210			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . ☐ 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)? . . . Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	N/A
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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 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. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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?**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
MARTIN H. OTTO 646 S. MAIN AVE SAN ANTONIO TX 78204	TRUSTEE HOURS VARY	0	0	0
WINELL I. HERRON 646 S. MAIN AVE SAN ANTONIO TX 78204	TRUSTEE HOURS VARY	0	0	0
ROBERT D. LOEFFLER 646 S. MAIN AVE SAN ANTONIO TX 78204	TRUSTEE HOURS VARY	0	0	0
NOT USED				

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 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (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
KATHY ASHWIN 1610 WINSTON COVE SAN ANTONIO TX 78260	COORDINATION CONSULTING	68,518.07

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 _____ _____	
2 _____ _____	
3 _____ _____	
4 _____ _____	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 _____ _____	
2 _____ _____	
All other program-related investments See page 24 of the instructions	
3 _____ _____	

Total. Add lines 1 through 3 ▶ 0.00

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	2,657,098
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,657,098.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,657,098.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	39,856
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,617,242.00
6	Minimum investment return. Enter 5% of line 5	6	130,862.10

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	130,862
2a	Tax on investment income for 2010 from Part VI, line 5	2a	85	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c		85.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3		130,777.00
4	Recoveries of amounts treated as qualifying distributions	4		84,785
5	Add lines 3 and 4	5		215,562.00
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		215,562.00

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	2,451,833
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,451,833.00
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,451,833.00

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				215,562.00
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005 2,438,831				
b From 2006 2,451,286				
c From 2007 3,185,159				
d From 2008 2,897,412				
e From 2009 5,365,203				
f Total of lines 3a through e	16,337,891.00			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,451,833				
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				215,562
e Remaining amount distributed out of corpus	2,317,644			
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	18,655,535.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.00
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)	2,438,831			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	16,216,704.00			
10 Analysis of line 9:				
a Excess from 2006 2,451,286				
b Excess from 2007 3,185,159				
c Excess from 2008 2,897,412				
d Excess from 2009 5,365,203				
e Excess from 2010 2,317,644				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling
- b** Check box to indicate whether the 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					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed					0.00
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

HEB TOURNAMENT OF CHAMPIONS ATTN: DIRECTOR OF PUBLIC AFFAIRS 646 S. MAIN AVE SAN ANTONIO TX 78204

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

LETTER

- c** Any submission deadlines:

NONE

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

NONE

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

Recipient 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 SEE STATEMENT 1				2,451,833
Total			▶ 3a	2,451,833.00
b Approved for future payment NONE				
Total			▶ 3b	0.00

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	4,230	
4	Dividends and interest from securities					
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0.00		4,230.00	0.00
13	Total. Add line 12, columns (b), (d), and (e)				13	4,230.00

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

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

[illegible]

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

- | | | | |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| | | | |
| 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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

TRUSTEE

Title

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no	
----------	--

Schedule of Contributors

OMB No 1545-0047

2010

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

Name of the organization

Employer identification number

H.E.B TOURNAMENT OF CHAMPIONS

76-6187819

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

Name of organization

H.E.B TOURNAMENT OF CHAMPIONS

Employer identification number

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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SEE STATEMENT 2	\$ 4,915,184	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization H.E.B TOURNAMENT OF CHAMPIONS	Employer identification number 76-6187819
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Part II Noncash Property (see instructions)

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

Name of organization

H.E.B TOURNAMENT OF CHAMPIONS

Employer identification number

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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1	NONE		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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For Calendar Year 2010

Line 16c - Other Professional Fees

Coodination and Event Planning Consultants Fees	<u><u>\$ 87,318</u></u>
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Line 23 - Other Expenses

Awards	\$57,880
Event Food	100,529
Production	561,304
Bank Fees	297
Other Administrative Expenses	1,089
Printing Registration Packets	995
Other Expenses	<u>80</u>
Total	<u><u>\$ 722,175</u></u>

HEB Tournament of Champions Charitable Trust
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For Calendar Year 2010
Statement 1.

Recipient	Purpose of Grant or Contribution	Amount
American Cancer Society-San Antonio	2010 Camp Discovery - Youth Cancer Camp	15,000.00
Angelo State University	2010 Planetarium Support	8,000.00
Anti-Defamation League, Southwest Region	2010-2011 No Place for Hate Guide	70,000.00
Aransas County Independent School Distric	2010 Grant for Projects/Programs	2,500.00
ArtPace	2010 Family Day	2,500.00
ArtPace	2010 Chalk It Up Event	2,500.00
Austin Civic Orchestra	Long Center Performance	1,000.00
Austin Classical Guitar Society	2010 Education Outreach	1,000.00
Austin Lyric Opera	2010 Opera by Night & MACC Early Childho	10,000.00
Austin Smiles - The Austin Plastic Surger	2010 Wish Upon a Smile	5,000.00
Austin Summer Musical for Children	Pirates of Pedernales	500.00
Autism Speaks - Austin	2010 Greater Austin Walk Now for Autism	2,500.00
Ballet Austin	2010-2011 Education Season Sponsor	10,000.00
Baptist Children Family Health & Human Se	2010 C.A.R.E. Mentoring Program	10,000.00
Beaumont Enterprise	Newspapers in Education	2,000.00
Beaumont Public School Foundation, Inc	18th Annual Beaumont Public School Found	2,500.00
Big Brothers Big Sisters of Greater Houst	\$125 Vision Maker Pledge	25,000.00
Big Brothers Big Sisters of South Texas	African American Mentoring Initiative	5,000.00
Big Brothers Big Sisters of South Texas	2010 Community Based Mentoring Program	5,000.00
Blue Star Contemporary Art Center	2010 Family Day	10,000.00
BookSpring	2011 Read-a-Thon	3,000.00
Boy Scouts of America-South Texas Council	2010 Capital Campaign-Naming Rights for	50,000.00
Boys and Girls Club of Georgetown	2010-2011 Annual Club Activities	2,500.00
Boys and Girls Club of Harlingen	2010 Program Support	2,000.00
Boys and Girls Club of Midland, Inc.	2010 After School Support	2,500.00
Boys and Girls Club of the Austin Area	2010 Be Somebody to Somebody Program	2,500.00
Breath of Life Children's Center	Preventive & Acute Sick Care Program	3,000.00
Brighton Center	2010 T.O.C. Charity Work Project	5,500.00
Brighton Center	2010 A Taste of the North Side	15,000.00
Center for Women & Their Work	2010 Exhibition and Education Programs	2,500.00
Centers for Children & Families	2010 Kids First Program	10,000.00
Central Texas Medical Center Foundation	2010 Stars of Texas Gala	2,500.00
Charity Ball Association	2011 Charity Ball	10,000.00
Child Advocates of San Antonio	2010 Funding Request	5,000.00
Children at Risk	An Evening with Randy Travis	2,500.00
Children's Day Celebration	2010 Children's Day Celebration	5,000.00
Cibolo Nature Center	2010 Summer Camp	10,000.00
Communities in Schools - San Antonio	TOC Golf Event	25,000.00
Communities in Schools - San Antonio	2010 Donation	25,000.00
Corpus Christi Concert Ballet	Beauty & the Beast Program/Educational B	3,000.00
Corpus Christi Hispanic Chamber of Commer	2011 Mano-a-Mano	1,500.00
Corpus Christi Irish Arts Association	2010-3rd Annual Texas Coast Feis	2,500.00
Down Syndrome Association of San Antonio	2010 Buddy Walk	5,000.00
Driscoll Children's Hospital	Playroom for Renovated Children's Cancer	25,000.00
Edgewood Education Foundation of San Anto	2010 Fund Support	5,000.00
Eva's Heroes	2010 Celebrity Casino Night	15,000.00
EWI - San Antonio	2010 Reading Rally	500.00
Families in Crisis, Inc (FIC)	2010 Monthly Children's Birthday Party	1,200.00
Family Time Rocks!	TOC -- Family Time Rocks! Program	35,000.00

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Statement 1.

Recipient	Purpose of Grant or Contribution	Amount
Foster Parents of Victoria	2010 Annual Support for Foster Children	1,250.00
Foundation for Student Leadership and Suc	2010 BLACKIE Summit Weekend	5,000.00
Friends of Seadrift Library	Renovation Funding-Children's Reading Room	4,000.00
GENaustin	2010 We Are Girls Conference	2,500.00
Gents of Booker T.Washington High School	2010 Senior Banquet	2,000.00
Girlstart	Sally Ride	5,000.00
Good Samaritan Center	\$500K Pledge	100,000.00
Heidi Search Center, Inc.	2010 Program support	5,000.00
Hendrick Medical Center	2008 Children's Hospital Project	8,333.00
Heroic Media	Sowing Seeds For Life	1,000.00
High Sky Children's Ranch, Inc.	2010 Support	15,000.00
Highland Lakes Legacy Fund	Legacy Honors Program	1,000.00
Hillcrest Baptist Medical Center	Jamie Hilton Hillcrest Children's Pro-Am	1,800.00
Houston Achievement Place	Project CLASS	5,000.00
Houston Livestock Show & Rodeo-Rabbit/Cav	2010 Support	3,000.00
Interfaith Education Fund	\$50K Grant-Citizens Community Develop.	25,000.00
Jackie Robinson Foundation	Education and Leadership Development Pro	5,000.00
Jazz Education, Inc	2010 Jazz Education Summer Workshop	20,000.00
Jewish Community Association of Austin	2010-11 Spotlight on Arts and Ideas	5,000.00
Junior Achievement - South Texas	2010-2011 Corporate Sponsorship	78,500.00
Juvenile Diabetes Research Foundation-San	The Walk to Cure Diabetes	50,000.00
Kendall County Women's Shelter	2010 Support	12,500.00
Kinetic Kids	2010 Support	20,000.00
KLRN	2010 Reading Rainbow Contest	15,000.00
La Prensa Foundation Inc	Scholarship Fund	10,000.00
Leukemia & Lymphoma Society-Austin	Capital of Texas Triathlon	2,500.00
Manor Education Foundation	2010 MEF 5th Annual	1,000.00
Martin High School	2010 Scholarship Award Program	1,000.00
Midland Children's Rehabilitation Center	2010 Support	10,000.00
Midway ISD Education Foundation	2010-11 Annual Drive	1,000.00
Milby Hispanic Alumni Association, Inc	2010 Annual Hispanic Alumni Golf Tournam	1,000.00
Mission Road Ministries	2009 Shindig	8,500.00
Mission Road Ministries	2010 Help-a-Kid SOAR Challenge	25,000.00
National Alliance on Mental Illness - Aus	2010 NAMI Walks	500.00
National Hispanic Institute	2010 Tuition Assistance	10,000.00
New Miles Foundation	2010 Champions Event	5,000.00
North East School of the Arts	2010 Tuition Support	7,500.00
Odyssey After School Enrichment Program	2010 Literacy Enhancement Grant	4,000.00
Pearland Silverlake Lions Club	Texas Lions Camp	1,500.00
Presa Community Center	2010 School Year Support	10,000.00
Rape Crisis Center for Children & Adults	2010 Handprints Children's Project	5,000.00
Raven Star Outdoor Education	2011 Outdoor Classrooms Field Programs	5,000.00
Readers Are Leaders Foundation	2010-2011 Education and Community Outreach	25,000.00
Respite Care of San Antonio	2010 Program Services	15,000.00
Ride On Center for Kids	2010 Barn Dance & Open House	10,000.00
Robertson County Fair Association	Science Fair	5,000.00
Round Rock ISD Partners in Education Foun	2010 Shining Stars	1,500.00
Sam Rayburn High School	2011 Trip	2,000.00
SAMMinistries	Emergency Shelter & Children's Prog Supp	25,000.00

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Statement 1.

Recipient	Purpose of Grant or Contribution	Amount
San Angelo Football Clinic	2010 36th annual Football Clinic	5,000.00
San Antonio Communities Organized for Pub	2010 Support	40,000.00
San Antonio Opera	2010 Summer Camp	15,000.00
San Antonio Police Officer's Association	2010 Blue Santa Program	5,000.00
San Antonio Sports Foundation	2010 Dreams for Youth/School Rock Challe	25,000.00
San Patricio County Library	Catch the Reading Express	500.00
Search Institute	Big Tent Conference	15,000.00
Seton Home	2010 Tournament of Champions Support	5,000.00
Seton Home	2010 T.O.C. Charity Work Project	5,000.00
Southwest Independent School District-Edu	2009 Graduate 9th Grade Campus Program	10,000.00
Southwest School of Art & Craft	2010 TOC Donation Request	10,000.00
Special Olympics	TOC Support	460,000.00
St. Edward's University	2010 Bridge to College Success	10,000.00
St. Peter - St. Joseph Children's Home	2010 T.O.C. Charity Work Project	7,500.00
St. Peter - St. Joseph Children's Home	Kiddie Cottage	25,000.00
Stanzel Family Foundation	Training for a Parent Educator /Group Mee	1,000.00
Students Achieving Maximum Success	2010 Start the Music	5,000.00
Sunnyside Project LIFFE	Literacy Campaign	5,000.00
Teach for America-Houston	\$150K Pledge	65,000.00
Teach for America-Rio Grande Valley	Support for 2010-2011	10,000.00
TEAMability, Inc.	2010 Support	2,500.00
Texas A&M Corpus Christi	Young Author's Camp	10,000.00
Texas A&M Foundation	LeaderShape Institute	5,000.00
Texas Agricultural Lifetime Leadership	2010 TALL Support	10,000.00
Texas Association for Infant Mental Healt	2010 Grant Support	15,000.00
Texas Association of Partners in Educatio	Radio Listeners Campaign	2,500.00
Texas Baptist Children's Home, Inc	2010 Children At Heart Golf Marathon	5,000.00
Texas Book Festival	2009-2010 Reading Rock Stars Program	25,000.00
Texas Children's Hospital	\$500K Pledge - Congenital Heart Surgery	100,000.00
Texas Council on Family Violence	2010 Honoring Women in Our Lives	2,500.00
Texas Hill Country Higher Education Devel	University Center Project	100,000.00
Texas Performing Arts-The University of T	2009-2010 Presenting Sponsor Season	50,000.00
Texas State University	Junior Summer Math Camp	10,000.00
Texas Wildlife Association	2010 "Wildlife 2010"	10,000.00
Texas Youth Commission	2010 Texas Youth Commission Educational	7,000.00
Transplants for Children	2010 Annual Fund Raiser	5,000.00
United Communities of San Antonio	2010 A.T.L.A.S Camp	10,000.00
University of Houston-Center for Mexican	General Support	10,000.00
University of Houston-Clear Lake	Bilingual Counsel Collaborative Onlin	3,500.00
University of Houston-Victoria	DN3 Sponsorship/Grant	25,000.00
University of Texas - Pan American	HESTEC 2010	43,000.00
University of Texas at Brownsville & Texa	\$1Million Pledge Request The Arts Center	100,000.00
University of Texas at San Antonio	2010 Expanding your Horizons	8,000.00
University of Texas Foundation	2010 Starting Strong with ACE (Annual Fundraising)	1,000.00
University of the Incarnate Word	H-E-B Internatinal Peace Program	5,000.00
Victoria Boulevard Lions Club	2010-12th Annual Family Fishing Jamboree	2,000.00
Vive Les Arts Theatre	2010/2011 Children's Theatre Outreach Se	5,000.00
Waco Cultural Arts Fest	Warehouse Puppet Stage	1,000.00
Waco Symphony Orchestra Association	2010 Nutcracker Ballet w/Ballet Austin	10,000.00

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Statement 1

Recipient	Purpose of Grant or Contribution	Amount
WALIPP-William A. Lawson Institute for Pe	2010 WALIPP	8,000.00
Winston School	WSSA Financial Aid Program	25,000.00
Workshop Houston	2010 Chopper Shop support	10,000.00
Writers in the Schools	25th Anniversary	5,000.00
YMCA of Greater Houston	Partners Scholarships for Summer Camps	35,000.00
YMCA of Williamson County	2010 YMCA's Strong Kids Campaign	2,750.00
Youth Connection, Inc.	2010 Down on the Bayou	1,500.00
Youth Launch	2010 Service Awards	2,500.00
Zilker Theatre Productions	2010 Zilker Summer Musical-ANNIE	5,000.00
TOTAL CONTRIBUTIONS		<u><u>2,451,833.00</u></u>

All organizations listed above are 501 (c) (3) organizations

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
For Calendar Year 2010
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
1	2 Cool, Ltd	3,500.00	Person
2	3M General Offices	3,500.00	Person
3	A & J Manufacturing, LLC	2,000.00	Person
4	A&W Products Company, Inc.	500.00	Person
5	Aaron Industries, Inc. East	1,000.00	Person
6	Aaron, Claude	50.00	Person
7	Abraham of North America, Inc.	300.00	Person
8	ACH Food Companies, Inc.	3,500.00	Person
9	ACH HanesBrands wire deposit	3,500.00	Person
10	Acosta Sales and Marketing Co.	20,000.00	Person
11	Additech, Inc.	3,500.00	Person
12	Adesso Trade Advantage Solution	20,000.00	Person
13	Advance Brands	10,500.00	Person
14	Advantage	25,000.00	Person
15	Agilex Flavors & Fragrances Inc.	3,500.00	Person
16	Agri-Mark Cabot	200.00	Person
17	Aguirre Roden Building Systems, Inc.	3,500.00	Person
18	Alberto Culver	7,000.00	Person
19	Algood Food Company	3,500.00	Person
20	Allens	5,000.00	Person
21	Allergan	3,500.00	Person
22	Alpine Fresh	3,500.00	Person
23	Alternative Delivery Solutions, Inc.	2,000.00	Person
24	Altria Sales & Distribution Inc.	7,000.00	Person
25	Alva-Amco Pharmacal Companies, Inc.	3,500.00	Person
26	American Chef, Inc.	200.00	Person
27	American Cleaning Supply, Inc.	3,500.00	Person
28	American Dairy Brands	7,000.00	Person
29	American Italian Pasta Company	7,000.00	Person
30	American Nutrition, Inc.	3,500.00	Person
31	American Rice, Inc.	7,000.00	Person
32	American Sugar Refining, Inc.	500.00	Person
33	Amiri, Monica	100.00	Person
34	Anda Inc	3,500.00	Person
35	Andrew & Williamson Sales Co., Inc.	500.00	Person
36	Anguiano, Lizbeth	50.00	Person
37	Anheuser-Busch, Inc.	56,000.00	Person
38	Arnold, Michael	50.00	Person
39	Arquest	7,000.00	Person
40	AstraZeneca LP	3,500.00	Person
41	AT&T	3,500.00	Person
42	Atlantic Premium Brands, Ltd.	14,000.00	Person
43	Aurobindo Pharma USA, Inc.	3,500.00	Person
44	Azteca Milling L.P.	300.00	Person
45	B. Catalani, Inc.	7,000.00	Person
46	Baker & Patterson, LLP	3,500.00	Person
47	Bakery Equipment & Service Co., Inc.	500.00	Person
48	Ballard Fish & Oyster Co., Inc.	3,500.00	Person
49	Bargreen Ellingson	250.00	Person
50	Bar-S Foods Co.	14,000.00	Person
51	Bay Valley Foods, LLC.	14,000.00	Person
52	Bayer	7,000.00	Person
53	BeAed	3,500.00	Person
54	Bebo Distributing Company, Inc.	3,500.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
For Calendar Year 2010
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
55	bel brands USA	4,000.00	Person
56	Beldon Roofing Co.	250.00	Person
57	Bellisio Foods	3,500.00	Person
58	Berry Plastics Corporation	500.00	Person
59	Best Maid Products, Inc.	14,000.00	Person
60	BIC Corporation	7,000.00	Person
61	Biesenbach Inc.	7,000.00	Person
62	Big Chuy Distributors & Sons	3,500.00	Person
63	Bil-Jac Foods, Inc	3,500.00	Person
64	Bimbo Bakeries USA, INC.	14,000.00	Person
65	Bizerba USA, Inc.	1,000.00	Person
66	Blue Bell Creameries, L.P.	7,000.00	Person
67	Blue Sea, LLC	3,500.00	Person
68	Bob Evans Farms, Inc.	7,000.00	Person
69	Boehringer Ingelheim USA Corporation	14,000.00	Person
70	Bolner's Fiesta Products, Inc.	7,000.00	Person
71	Bolthouse Farms	3,500.00	Person
72	Border Foods, Inc.	7,000.00	Person
73	Bradshaw International, Inc.	7,000.00	Person
74	Bradshaw, Mark	50.00	Person
75	Bryant, Marilyn	50.00	Person
76	Bubba Foods, LLC	3,500.00	Person
77	Buddy's Natural Chickens, Inc.	1,500.00	Person
78	Buentello, Jaime	50.00	Person
79	Bunzl Southwest Region	2,000.00	Person
80	Bury + Partners - SA, Inc.	3,500.00	Person
81	C H Robinson Co.	7,000.00	Person
82	C.H. Guenther & Son, Inc.	3,500.00	Person
83	CA, Inc.	3,500.00	Person
84	Cactus Imports & Pottery LLC.	3,500.00	Person
85	Cadbury Adams USA LLC	142.40	Person
86	Cadista Pharmaceuticals Inc	3,500.00	Person
87	Calavo Growers, Inc.	6,000.00	Person
88	Calico Brands, Inc.	200.00	Person
89	California Giant, Inc.	7,000.00	Person
90	Cal-Maine Foods, Inc.	14,000.00	Person
91	Campbell Sales Company	18,000.00	Person
92	Campbell, Pam	50.00	Person
93	CardinalHealth	18,000.00	Person
94	Cargill Meat Solutions Corporation	35,000.00	Person
95	Caribco Shrimp Corp	3,500.00	Person
96	Carl Buddig and Company	3,500.00	Person
97	Carrasco, Annette	50.00	Person
98	Carrier	3,500.00	Person
99	Carts and Parts, Inc.	500.00	Person
100	Cassadibar, LLC	3,500.00	Person
101	Catapult Systems	3,500.00	Person
102	Cedar's Mediterranean Foods, Inc.	1,000.00	Person
103	Central Garden & Pet	500.00	Person
104	CFI Delivery, Ltd.	2,500.00	Person
105	Champions Hole	8,960.00	Person
106	Charo, Liza	50.00	Person
107	Chattem	3,500.00	Person
108	CheckFreePay Corporation	7,000.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
109	Chemstar Corporation	5,000.00	Person
110	Chicken of the Sea	3,500.00	Person
111	Chicken of the Sea Frozen Foods	14,000.00	Person
112	Chorizo de San Manuel	500.00	Person
113	Christiansen, Stephanie	50.00	Person
114	Christopher Ranch, LLC	3,500.00	Person
115	Cintas Corporation	3,500.00	Person
116	Citrus World, Inc.	14,000.00	Person
117	Cleaning Systems, Inc.	3,500.00	Person
118	Cliffstar Corporation	7,000.00	Person
119	Coastal Transport Co., Inc.	1,000.00	Person
120	Coca-Cola Bottling Company	100,000.00	Person
121	Cognizant US Corp	20,000.00	Person
122	COKEM INTERNATIONAL LTD	2,000.00	Person
123	Colimex	3,500.00	Person
124	Colorful Harvest LLC	3,500.00	Person
125	Comet Neon Advertising Company, Inc.	250.00	Person
126	Communications Supply Corp.	2,000.00	Person
127	ConAgra Foods Enterprise Services, Inc	50,000.00	Person
128	ConAgra Foods Lamb Weston	3,500.00	Person
129	Conair Corporation and Subsidiaries	7,000.00	Person
130	Concord Foods, Inc.	500.00	Person
131	Cott Beverages USA	50,000.00	Person
132	Country Home Bakers	7,000.00	Person
133	Cournoyer, Yvan	50.00	Person
134	Crider, Inc.	3,500.00	Person
135	CSC Worldwide	3,500.00	Person
136	Culinary Specialties, Inc.	3,500.00	Person
137	Cunero, D.R.	50.00	Person
138	Cypress Pharmaceuticals, Inc.	3,000.00	Person
139	Dad's Pet Care	7,000.00	Person
140	Dahlen, James	50.00	Person
141	Daisy Brand	7,000.00	Person
142	Dannon	111,000.00	Person
143	Dare Foods Incorporated	500.00	Person
144	Datacom Sales & Associates, Inc.	1,000.00	Person
145	David K. DeBerry, Inc.	3,500.00	Person
146	David Oppenheimer and Company I, L.L.C.	3,500.00	Person
147	Daymon Worldwide Inc.	80,000.00	Person
148	DCI Cheese Company, Inc.	250.00	Person
149	Del Monte Corporation	14,000.00	Person
150	Del Monte Fresh Produce N.A., Inc.	7,000.00	Person
151	Del Real, LLC	3,500.00	Person
152	Dell USA LP	10,000.00	Person
153	Delta Produce, L.P.	14,000.00	Person
154	DemandTec	7,000.00	Person
155	Dempsey, Christine	50.00	Person
156	Desert Glory Ltd	3,500.00	Person
157	Diamond Foods, Inc.	7,000.00	Person
158	Diana Williams, Mark D Williams	3,500.00	Person
159	DiMare Fresh, Inc.	3,500.00	Person
160	DiPlacido, Mary	50.00	Person
161	Direct Energy Business, LLC	7,000.00	Person
162	Disney Worldwide Services, Inc.	7,000.00	Person

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990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
163	Dole Fresh Fruit	10,000.00	Person
164	Dole Packaged Foods	10,000.00	Person
165	Double B Foods Inc.	500.00	Person
166	Double R Brand Foods, LLC	3,500.00	Person
167	Dresser, Inc.	3,500.00	Person
168	DS Waters of America, Inc.	3,500.00	Person
169	Durrset Amigos, Ltd	3,500.00	Person
170	Eagle Distributors, LLC	3,500.00	Person
171	Eagle Eye Produce Inc.	7,000.00	Person
172	Eardley, Michael	50.00	Person
173	Easterling, Mike	50.00	Person
174	Eck, Jim	50.00	Person
175	Edwards, Glenn	50.00	Person
176	Eldridge Electric Company, Inc.	3,500.00	Person
177	Eldridge Electric Company, Inc.	3,500.00	Person
178	Electra Link	750.00	Person
179	ElectraLED, Inc.	250.00	Person
180	Emmi (USA), Inc.	500.00	Person
181	Empacadora G A.B., Inc.	7,000.00	Person
182	Energizer	50,000.00	Person
183	Energy Sprouts DBA Fresh from Texas	7,000.00	Person
184	Engineered Network Systems, Inc.	3,500.00	Person
185	Englander container & display	7,000.00	Person
186	English, Jonathan	50.00	Person
187	eScreen, Inc.	1,000.00	Person
188	Esquinca, Ezequiel-Reyes	50.00	Person
189	Evans Food Products Co.	3,500.00	Person
190	Expac Seafood, Inc.	20,000.00	Person
191	Exxon Mobil Corporation	3,500.00	Person
192	F.B.Purnell Sausage Co., Inc.	2,000.00	Person
193	Faichtinger, Marsha	50.00	Person
194	Falcon Rice Mill, Inc.	3,500.00	Person
195	Falletta, Fred	50.00	Person
196	Family Tree Farms Marketing, L.L.C.	3,000.00	Person
197	Faribault Foods	3,500.00	Person
198	Farmer's Best	10,000.00	Person
199	Farming Technology Inc.	3,500.00	Person
200	Faultless Starch/Bon Ami Company	3,500.00	Person
201	Fernandez, Maura	50.00	Person
202	Ferrero, U.S.A. Inc.	3,500.00	Person
203	Fibro Source USA Inc	500.00	Person
204	Finlandia Cheese Inc.	500.00	Person
205	Flint Hills Resources, LP	7,000.00	Person
206	Flores, Albert A.	50.00	Person
207	Flowers Foods Bakeries Group, LLC	14,000.00	Person
208	FONEGEAR LLC	3,500.00	Person
209	Forbes Hever & Wallace, Inc.	1,000.00	Person
210	Fresh Express, Inc.	50,000.00	Person
211	Fresh Results LLC	3,000.00	Person
212	Fresherized Foods	7,000.00	Person
213	Freudenberg Household Products, LP	14,000.00	Person
214	Frito Lay	37,500.00	Person
215	Frontera Produce LTD.	5,000.00	Person
216	G&W Laboratories, Inc.	3,500.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
217	Garison, B.	50.00	Person
218	Gel Spice Company, Inc.	3,500.00	Person
219	General Mills	100,000.00	Person
220	George DeLallo Co., Inc.	3,500.00	Person
221	Georgia-Pacific Financial Management LLC	20,000.00	Person
222	Gibbs, Ted	100.00	Person
223	Giumarra	7,000.00	Person
224	Glaves, Bruce	50.00	Person
225	Glazer's Wholesale Drug Co., Inc.	20,000.00	Person
226	Glenmark Generics Inc., USA	3,500.00	Person
227	Globe Electric Company (U.S.A.) Inc.	14,000.00	Person
228	GLW Sales & Marketing	3,500.00	Person
229	Gomez, Cindy	50.00	Person
230	Gorton's	7,000.00	Person
231	Grant Family Farms	3,500.00	Person
232	Great Kitchens, Inc.	600.00	Person
233	Great Lakes Cheese Co., Inc.	12,000.00	Person
234	Grecian Delight Foods, Inc.	1,000.00	Person
235	Gregory D. Vaughn	500.00	Person
236	Growers Express, LLC	3,500.00	Person
237	GTECH	3,500.00	Person
238	Haas Avocado Board	3,500.00	Person
239	Hall, Jody	50.00	Person
240	Hallmark Global Services, Inc.	17,500.00	Person
241	Handi-Foil Corp	3,500.00	Person
242	Hanna, Damian G.	50.00	Person
243	Harbor Seafood, Inc.	7,000.00	Person
244	Harkrider, Roger	50.00	Person
245	Harlow, Lynn	50.00	Person
246	Hastings, Wade	50.00	Person
247	Healds Valley Farms	10,500.00	Person
248	Health Care Service Corporation	8,000.00	Person
249	Heartland Catfish Company, Inc.	3,500.00	Person
250	H-E-B	3,500.00	Person
251	H-E-B	1,817.50	Person
252	H-E-B	37,500.00	Person
253	H-E-B	3,500.00	Person
254	H-E-B	1,000.00	Person
255	H-E-B	6,977.60	Person
256	H-E-B Grocery Co.	3,500.00	Person
257	Heinz Frozen Food	8,500.00	Person
258	Heinz NA Div. of H.J. Heinz Company LP	6,500.00	Person
259	Heinz NA Div. of Heinz Management Co	5,000.00	Person
260	Helen of Troy	3,500.00	Person
261	Henry Avocado Corporation	3,500.00	Person
262	Heritage Operating, L.P.	500.00	Person
263	Hetzel, Marvin	50.00	Person
264	Hewlett Packard Company	7,000.00	Person
265	HGDS Acquisition LLC	3,500.00	Person
266	High Liner Foods Incorporated	7,000.00	Person
267	Hilex Poly Co., LLC	3,500.00	Person
268	Hill, Mitchell	50.00	Person
269	Hinojosa & Sons Produce, Inc.	2,500.00	Person
270	Home Diagnostics, Inc.	3,500.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
271	Horizon Milling, LLC	3,500.00	Person
272	Hormel Foods Corporation	14,000.00	Person
273	HP Hood LLC	3,500.00	Person
274	HR Veda Inc.	3,500.00	Person
275	Huhtamaki Inc.	3,500.00	Person
276	Huxtable's Kitchen, Inc.	3,500.00	Person
277	Hypercom Corporation	3,500.00	Person
278	IBM	3,500.00	Person
279	Ideavillage	3,500.00	Person
280	Idelle Labs, Ltd.	3,500.00	Person
281	IFCO Systems, N.A.	14,000.00	Person
282	Imation	1,500.00	Person
283	Impax Laboratories, Inc.	3,500.00	Person
284	Imperial Distributing, Inc	7,000.00	Person
285	inContact	3,500.00	Person
286	Index Fresh, Inc.	7,000.00	Person
287	Ingram Entertainment Inc.	25,550.00	Person
288	Integrated Comm. Technologies, L.P.	7,000.00	Person
289	Interactive Communications, Intl.	35,000.00	Person
290	Interbake Foods	3,500.00	Person
291	ITW Food Equipment Group	1,000.00	Person
292	J & D Produce, Inc.	3,500.00	Person
293	J Bar B Foods	14,000.00	Person
294	Jac. Vandenberg, Inc.	500.00	Person
295	James Cody Moren	50.00	Person
296	JandJ Sales and Logistics Co, LLC	50,000.00	Person
297	Jarden Branded Consumables	3,500.00	Person
298	JBR, Inc.	10,500.00	Person
299	JemPak GK	7,000.00	Person
300	Joeris General Contractors, Ltd.	7,000.00	Person
301	John B. Sanfilippo & Son, Inc.	7,000.00	Person
302	John Morrell	3,500.00	Person
303	John Morrell & Co.	100,000.00	Person
304	John Soules Foods	3,500.00	Person
305	John Volpi & Company, Inc.	2,000.00	Person
306	Jones Dairy Farm	500.00	Person
307	Kalmans Marshall Engineering, Inc.	500.00	Person
308	Kangaroo Brands, Inc.	500.00	Person
309	Kao Brands Company	3,500.00	Person
310	KeHE Distributors, LLC	50,000.00	Person
311	Kellermeyer Building Services, LLC.	500.00	Person
312	Kellogg's	50,000.00	Person
313	Keystone Fruit Marketing, Inc.	7,000.00	Person
314	KIK International LLC	7,000.00	Person
315	Kimberly-Clark	50,000.00	Person
316	Kingdom Fresh Produce, Inc.	3,500.00	Person
317	Kiolbassa Provision Company	7,000.00	Person
318	Kodak	14,000.00	Person
319	Kracker Enterprises LLC	300.00	Person
320	Kraft Foods Global, Inc.	60,000.00	Person
321	Kraft Foods, Inc.	25,000.00	Person
322	Kremers Urban LLC	3,500.00	Person
323	Kysor Panel Systems	14,000.00	Person
324	L&M Companies, Inc.	7,000.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
For Calendar Year 2010
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
325	La Tortilla Factory	500.00	Person
326	Lakeside Produce	3,500.00	Person
327	Land O' Frost, Inc.	7,000.00	Person
328	Land O'Lakes, Inc.	3,500.00	Person
329	Langley/Empire Candle LLC	3,500.00	Person
330	LatinWorks	2,000.00	Person
331	LePage's Inc A Div of LePage's 2000 Inc	500.00	Person
332	Leuthold, David	50.00	Person
333	Lexmark International, Inc.	3,500.00	Person
334	Liberto Management Co., Inc.	3,500.00	Person
335	Lifoam Industries, LLC	2,000.00	Person
336	Limex Sicar & Ltd. Co	4,500.00	Person
337	Link Snacks, Inc.	3,500.00	Person
338	Litehouse	3,500.00	Person
339	Lobster Harvest Inc.	1,000.00	Person
340	Logicalis integration solutions	14,000.00	Person
341	Lonestar Charnty Auctions LLC	7,521.00	Person
342	Longhorn Food Brokers, L.P.	24,300.00	Person
343	L'Oreal USA, Inc.	45,000.00	Person
344	Louisburg Cider Mill, Inc.	3,500.00	Person
345	Louisiana Foods Global	2,000.00	Person
346	LQ Management L.L.C.	3,500.00	Person
347	Macgolf Greater Dallas Dist.	4,890.00	Person
348	Madix Store Fixtures	3,500.00	Person
349	Magni Enterprise Corp.	3,500.00	Person
350	Magrabbitt Inc.	5,000.00	Person
351	Malt-O-Meal Company	14,000.00	Person
352	Manhattan Associates	3,500.00	Person
353	Mann Packing Co., Inc.	3,500.00	Person
354	Maple Leaf Consumer Foods	500.00	Person
355	Marbach, Amber G.	50.00	Person
356	Marco Company	3,500.00	Person
357	Maritime Product Int'l	3,500.00	Person
358	Mark R. Wolf	50.00	Person
359	Mars Food US - 80097	12,500.00	Person
360	Mars Petcare US Inc.	12,500.00	Person
361	Mars Snackfood US - 80071	25,000.00	Person
362	Marshall Associates, Inc.	3,500.00	Person
363	Mastrojohn, Melina	50.00	Person
364	Mastronardi Produce Limited	7,000.00	Person
365	May, David H.	100.00	Person
366	Mazzetta Company, LLC	35,000.00	Person
367	McCormick & Co., Inc.	35,000.00	Person
368	McDaniel Fruit Company	3,500.00	Person
369	Mead Johnson Nutrition	3,000.00	Person
370	Mercadillo, Marcela	50.00	Person
371	Meredith Corporation	3,500.00	Person
372	MexFlores Produce Co., Inc.	3,500.00	Person
373	Meyer, Nicholas	50.00	Person
374	Microstrategy Incorporated	3,500.00	Person
375	Midland Radio Corporation	3,500.00	Person
376	Milk Products, LLC - Austin	20,000.00	Person
377	Miller, Chris	50.00	Person
378	Miller, Clayton H.	50.00	Person

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
379	MillerCoors	50,000.00	Person
380	Mission Foods	14,000.00	Person
381	Mission Petroleum Carriers, Inc.	3,500.00	Person
382	Mission Produce, Inc.	3,500.00	Person
383	Mitchell, Troy	50.00	Person
384	Mitsubishi Digital Electronics America, Inc.	3,500.00	Person
385	Molinaro's Fine Italian Foods Ltd.	500.00	Person
386	Monterey Mushrooms	7,000.00	Person
387	Mother Parker's Tea & Coffee USA, Ltd.	3,500.00	Person
388	Motomco LTD	7,000.00	Person
389	Moulder, Betty	50.00	Person
390	Mowen, Curt	50.00	Person
391	Mt. Olive Pickle Company, Inc.	2,825.00	Person
392	Mueller, Cody W.	50.00	Person
393	Mulligans	10,105.00	Person
394	Muranaka Farm, Inc.	3,500.00	Person
395	Murphy Tomatoes	3,500.00	Person
396	N.K. Hurst Company	3,500.00	Person
397	Naterra International, Inc.	3,500.00	Person
398	Nathan DeGrassel	100.00	Person
399	National Raisin Company	7,000.00	Person
400	Nationwide Applications, Inc.	7,500.00	Person
401	Naturally Fresh, Inc.	3,500.00	Person
402	NBTY Inc.	7,000.00	Person
403	Nestle	43,500.00	Person
404	Nestle (Nutrition)	21,750.00	Person
405	Nestle Purina	37,500.00	Person
406	Nestle Waters	31,250.00	Person
407	Netspend Corporation	7,000.00	Person
408	New World Pasta	3,500.00	Person
409	Newell Rubbermaid	3,500.00	Person
410	Newman's Own, Inc.	10,000.00	Person
411	Night Hawk Frozen Foods, Inc.	3,500.00	Person
412	Nonni's Food, Inc.	500.00	Person
413	Norfoxx Refrigeration, Inc.	3,000.00	Person
414	Norman, Craig R.	500.00	Person
415	Norseland Inc.	5,000.00	Person
416	North Bay Produce, Inc.	7,000.00	Person
417	North Weld Produce Company	7,000.00	Person
418	NZG Specialties Inc.	500.00	Person
419	Oberto Sausage Company	3,500.00	Person
420	Ocean Spray Cranberries, Inc.	3,500.00	Person
421	OfficeMax	7,000.00	Person
422	Ogan, Jeff	50.00	Person
423	Old World Enterprise Group, LLC	3,500.00	Person
424	Oliver, Cory	50.00	Person
425	Opa's Smoked Meats	500.00	Person
426	Orchids Paper Products	3,500.00	Person
427	Organic Foods International, LLC.	1,500.00	Person
428	Orval Kent Food Company, Inc.	7,000.00	Person
429	Osram Sylvania	20,000.00	Person
430	Pacific Coast Producers	7,000.00	Person
431	Pacific Seafood	3,500.00	Person
432	Packaging Service Co., Inc.	500.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
433	Pactiv Advanced Packaging Solutions	3,500.00	Person
434	Pactiv Spec & Cons Prod	3,500.00	Person
435	Pactiv Spec & Cons Prod	3,500.00	Person
436	Pape-Dawson Engineers	1,000.00	Person
437	Par Pharmaceutical Inc.	250.00	Person
438	Paramount Farms, Inc.	1,750.00	Person
439	Patrick, Zachariah	50.00	Person
440	Patt's Herbs, Inc.	2,000.00	Person
441	PDQ Manufacturing Inc.	3,500.00	Person
442	Pen Pak Corporation	1,000.00	Person
443	Pentel of America, LTD.	500.00	Person
444	Pepperidge Farm, Inc.	17,000.00	Person
445	Perrigo	7,000.00	Person
446	Petaluma Poultry	3,500.00	Person
447	Pharmavite LLC	14,000.00	Person
448	Philly Seafood, Inc.	14,000.00	Person
449	Phoenix of Texas, LLC	3,500.00	Person
450	Pied Piper Pest Control, LLC	500.00	Person
451	Pilgrim's Pride	35,000.00	Person
452	Pinnacle Foods Group LLC	35,000.00	Person
453	Pioneer Growers	3,500.00	Person
454	PL Foods Ltd.	7,000.00	Person
455	Pompeian	3,500.00	Person
456	Pottery Direct America Sales Inc	2,000.00	Person
457	Powell, John	50.00	Person
458	Prasco Laboratories	3,500.00	Person
459	Premium Waters, Inc.	3,500.00	Person
460	Pride Family Brands, Inc.	2,000.00	Person
461	Primo Water Corporation	7,000.00	Person
462	Pro Health LLC	14,000.00	Person
463	Pro Health LLC	1,000.00	Person
464	Pry, Scott	50.00	Person
465	Puneetha S. Palakurthi	7,000.00	Person
466	Pure Hothouse Foods Inc.	3,500.00	Person
467	Quaker Sales & Distribution, Inc.	25,000.00	Person
468	Qualitest Pharmaceuticals	3,500.00	Person
469	Quickie Manufacturing Corporation	1,000.00	Person
470	R.M.R., Inc.	3,000.00	Person
471	Rain Creek Baking Corporation	500.00	Person
472	Rainier Fruit Company	3,500.00	Person
473	Ralcorp Frozen Bakery Products	7,000.00	Person
474	Ralcorp Holdings	14,000.00	Person
475	RAPP COLLINS DALLAS	7,000.00	Person
476	Red Blossom Sales, Inc.	2,500.00	Person
477	Red Bull North America, Inc.	20,000.00	Person
478	Red Gold, Inc.	7,000.00	Person
479	Reed Candle Company	3,500.00	Person
480	Regal Springs Trading Company	3,500.00	Person
481	Register Tapes Unlimited, LP	3,500.00	Person
482	Republic National Distributing Co.LLC	13,000.00	Person
483	Retail Display Components, Ltd.	2,000.00	Person
484	Rich Products Corporation	3,500.00	Person
485	Rio Fresh Inc.	7,000.00	Person
486	Rio Queen Citrus, Inc.	3,500.00	Person

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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
487	Robinson, Bruce A	50.00	Person
488	Roger D. Lawrence	50.00	Person
489	Ron Cliver	2,500.00	Person
490	Royal Oak	3,500.00	Person
491	Royston	3,500.00	Person
492	Rudolph Foods Company, Inc.	7,000.00	Person
493	S&C Resale Company	40,000.00	Person
494	S. C. Johnson & Son, Inc.	50,000.00	Person
495	Sadler's Smokehouse, Ltd.	14,000.00	Person
496	Sage Fruit Company	3,500.00	Person
497	Sales USA, Inc.	500.00	Person
498	Samsill	500.00	Person
499	San Antonio Deli Provisions, Ltd.	14,000.00	Person
500	Sanchez, Francisco	50.00	Person
501	Sanchez, Lorraine	50.00	Person
502	Sanderson Farms, Inc.	75,000.00	Person
503	Sani-Safe Products, Inc	2,500.00	Person
504	Saputo Cheese USA Inc.	3,500.00	Person
505	Sara Lee	50,000.00	Person
506	Schiff Nutrition Group	7,000.00	Person
507	Schiffmacher, Karen	50.00	Person
508	Schratter Foods Inc.	3,500.00	Person
509	Schreiber Foods	7,000.00	Person
510	Schulze, David J.	50.00	Person
511	Schwan, John	50.00	Person
512	Seaboard Foods LP	7,000.00	Person
513	Seafood Exchange of Florida, Inc.	3,500.00	Person
514	Selser Schaefer Architects	7,000.00	Person
515	Seneca Foods Corporation	3,500.00	Person
516	Service Vending Co Inc	7,000.00	Person
517	Shamrock Foods Company	3,500.00	Person
518	Sigma Solutions Inc.	35,000.00	Person
519	Sigma Solutions Inc.	8,750.00	Person
520	Sigma Stretch Corp. of New Jersey	500.00	Person
521	Sirius Computer Solutions	3,500.00	Person
522	Slovacek Foods, LP	5,000.00	Person
523	Smokey Mountain Chew, Inc.	3,500.00	Person
524	Snyder's of Hanover Mfg., Inc.	14,000.00	Person
525	Sony Pictures	5,000.00	Person
526	Source Interlink Distribution, LLC	3,500.00	Person
527	Source Refrigeration & HVAC	1,000.00	Person
528	Southern Specialties, Inc.	3,500.00	Person
529	Southern Store Fixtures, Inc.	7,000.00	Person
530	Spawglass Foundation	7,000.00	Person
531	Special Olympics Texas	4,945.18	Person
532	Spice World, Inc.	7,000.00	Person
533	ST Motorsports, Inc.	7,500.00	Person
534	Steinbeck Country Produce	3,500.00	Person
535	Stellema, Kathleen	50.00	Person
536	Sterilite Corporation	3,500.00	Person
537	Stremicks Heritage Foods, LLC	3,500.00	Person
538	Success Valley Produce LLC	3,500.00	Person
539	Sun Products Corporation	14,000.00	Person
540	Sunbeam Products, Inc.	7,000.00	Person

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990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
541	Sunkist	20,000.00	Person
542	Sunlight International Sales, Inc.	20,000.00	Person
543	Sunshine Mills, Inc.	7,000.00	Person
544	Superior Contract Cleaners	3,500.00	Person
545	Superior Foods	7,000.00	Person
546	Suriano, Angelo	100.00	Person
547	Symantec Corporation	4,000.00	Person
548	Synnex Corporation	14,000.00	Person
549	Systems Application Engineering, Inc.	500.00	Person
550	T/W Retail Sales & Mktg. Inc.	7,000.00	Person
551	Tampa Bay Fisheries, Inc.	3,500.00	Person
552	Taylor Farms Retail, Inc.	10,000.00	Person
553	Taylor Farms Texas	10,000.00	Person
554	TEKsystems, Inc.	3,500.00	Person
555	Temple Bottling Company, Ltd.	3,500.00	Person
556	Texas Electronic Systems Specialists, Inc.	3,500.00	Person
557	Texas Farm Products Company	3,500.00	Person
558	Texas Monthly	3,500.00	Person
559	Texas Star Nut & Food Co., Inc.	7,000.00	Person
560	Texstar Produce LLC	4,000.00	Person
561	The American Bottling Co	100,000.00	Person
562	The Clorox Company	14,000.00	Person
563	The Dannon Company	14,000.00	Person
564	The Deli Source, Inc.	500.00	Person
565	The Dial Corporation	3,500.00	Person
566	The Hershey Company	14,000.00	Person
567	The J.M. Smucker Company	7,000.00	Person
568	The Jel Sert Company	14,000.00	Person
569	The News Group	7,000.00	Person
570	The P&G Distributing LLC	14,000.00	Person
571	The Richards Group	3,500.00	Person
572	THE YOFARM COMPANY	3,500.00	Person
573	Theis Distributing Co., Inc.	35,000.00	Person
574	Time Warner Cable	7,000.00	Person
575	Tokyo Gardens Catering, LLC	14,000.00	Person
576	Trans-Ocean Products, Inc.	3,500.00	Person
577	Tricar Sales, Inc	3,500.00	Person
578	Trident Seafoods Corporation	7,000.00	Person
579	Trinidad Benham Corporation	7,000.00	Person
580	Truco Enterprises, LP	7,000.00	Person
581	TSC International Export, Inc.	7,000.00	Person
582	TSG Maher Marketing LLC	500.00	Person
583	Tyson Foods Inc.	50,000.00	Person
584	Unilever	100,000.00	Person
585	Unirex Corporation	500.00	Person
586	United Research Laboratories, Inc.	3,500.00	Person
587	United Stationers Supply Co.	3,500.00	Person
588	USA DEVIEW, INC.	3,500.00	Person
589	UST Global Inc	20,000.00	Person
590	Valco Enterprises LLC.	7,000.00	Person
591	Valor Brands, LLC	7,000.00	Person
592	Valor Brands, LLC	3,000.00	Person
593	Vaughan Foods	3,500.00	Person
594	Vela, Francisco	50.00	Person

HEB Tournament of Champions Charitable Trust
990-PF, Schedule B, Part I - Contributors
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(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
595	Ventura Foods, LLC	14,000.00	Person
596	Vertis Communications	7,000.00	Person
597	Vilore Foods Company, Inc.	7,000.00	Person
598	Vincent Giordano Corporation	3,500.00	Person
599	Vita Food Products, Inc.	3,500.00	Person
600	Vmware, Inc.	4,000.00	Person
601	Wagner's, LLC	3,500.00	Person
602	Walker, Vince	50.00	Person
603	Warren Produce Co., LLC	3,500.00	Person
604	Watson Laboratories, Inc.	3,500.00	Person
605	Wawona Frozen Foods	3,500.00	Person
606	Welch's	3,500.00	Person
607	Wells Fargo Bank, N.A.	7,000.00	Person
608	West Pak	3,500.00	Person
609	West, Randy S	50.00	Person
610	Western Union Financial Services	7,000.00	Person
611	Westlake - Miller, LLC	500.00	Person
612	Whitewave Foods Company	14,000.00	Person
613	Williams Development & Construction, Inc.	3,500.00	Person
614	Wilton Industnes, Inc.	3,500.00	Person
615	Wincor Nixdorf Inc.	3,500.00	Person
616	Windsor Foods	3,500.00	Person
617	Winter Garden Produce, Inc.	3,500.00	Person
618	Wisconsin Cheese Group	3,500.00	Person
619	Wockhardt USA LLC	3,500.00	Person
620	Woodland, Russell	50.00	Person
621	Wyeth	3,500.00	Person
622	Zapp's Potato Chips	10,000.00	Person
623	Zepeda, Jerry	50.00	Person
624	Zicam	3,500.00	Person
		4,915,183.68	

HEB Tournament of Champions Charitable Trust
990-PF, Part VII-A, Line 10, Substantial Contributors
For Calendar Year 2010
Statement 3

(a) No	(b) Name	(c) Aggregate Contributions	(d) Type of Contribution
1	Dannon	111,000.00	Person
2	Coca-Cola Bottling Company	100,000.00	Person
3	General Mills	100,000.00	Person
4	John Morrell & Co.	100,000.00	Person
5	The American Bottling Co	100,000.00	Person
6	Unilever	100,000.00	Person
7	Kraft Foods Global, Inc.	60,000.00	Person
8	Tyson Foods Inc.	50,000.00	Person
9	ConAgra Foods Enterprise Services, Inc	50,000.00	Person
10	Nestle	43,500.00	Person
11	Nestle Purina	37,500.00	Person
12	Nestle Waters	31,250.00	Person
13	Kraft Foods, Inc.	25,000.00	Person
14	Nestle (Nutrition)	21,750.00	Person

930,000.00

HEB Tournament of Champions Charitable Trust
990-PF, Part III, Line 3, Other Increases
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Statement 4

Other Increases :

Cancelled Contribution

\$ 84,785

\$ 84,785