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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning MAR 1, 2010, and ending FEB 28, 2011

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 GOODMAN-ABELL FOUNDATION		A Employer identification number 74-2869876
Number and street (or P O box number if mail is not delivered to street address) 940 CORBINDALE ROAD		B Telephone number 713-263-2563
City or town, state, and ZIP code HOUSTON, TX 77024-2800		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,587,787.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(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				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	163,469.	163,469.		STATEMENT 1
	4 Dividends and interest from securities	214,229.	214,229.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	462,035.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		462,035.		
	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)					
11 Other income	8,512.	8,512.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	848,245.	848,245.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	48,106.	48,106.	0.	0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	188,939.	188,939.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	237,045.	237,045.	0.	0.
	25 Contributions, gifts, grants paid	2,048,452.			2,048,452.
26 Total expenses and disbursements. Add lines 24 and 25	2,285,497.	237,045.	0.	2,048,452.	
27 Subtract line 26 from line 12	-1,437,252.				
a Excess of revenue over expenses and disbursements		611,200.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			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		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		27,829.	28,647.	28,647.	
	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					
	7 Other notes and loans receivable  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					
	b Investments - corporate stock STMT 6		15,502,137.	14,376,738.	18,557,703.	
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis  Less accumulated depreciation 					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis  Less accumulated depreciation 					
	15 Other assets (describe  ACCRUED INTEREST)		0.	1,437.	1,437.	
	16 Total assets (to be completed by all filers)		15,529,966.	14,406,822.	18,587,787.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue			314,108.		
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe )					
	23 Total liabilities (add lines 17 through 22)		0.	314,108.		
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		0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		15,529,966.	14,092,714.		
	30 Total net assets or fund balances		15,529,966.	14,092,714.		
	31 Total liabilities and net assets/fund balances		15,529,966.	14,406,822.		

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	15,529,966.
2 Enter amount from Part I, line 27a	2	-1,437,252.
3 Other increases not included in line 2 (itemize) 	3	0.
4 Add lines 1, 2, and 3	4	14,092,714.
5 Decreases not included in line 2 (itemize) 	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,092,714.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e		462,035.	462,035.

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			462,035.

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	462,035.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	911,262.	16,311,239.	.055867
2008	1,721,740.	17,651,197.	.097542
2007	1,111,124.	17,234,636.	.064470
2006	1,209,535.	16,157,256.	.074860
2005	819,359.	8,108,315.	.101052

2 Total of line 1, column (d)	2	.393791
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	.078758
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	17,708,903.
5 Multiply line 4 by line 3	5	1,394,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,112.
7 Add lines 5 and 6	7	1,400,830.
8 Enter qualifying distributions from Part XII, line 4	8	2,048,452.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	6,112.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,112.
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	6,112.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,265.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	4,265.	
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	1,847.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 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		
14	The books are in care of ▶ BETSY G. ABELL Telephone no ▶ 713-263-2563 Located at ▶ 109 NORTH POST OAK LANE SUITE 425, HOUSTON, TX ZIP+4 ▶ 77024			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 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 N/A ▶ ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	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 instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETSY G ABELL	PRESIDENT			
940 CORBINDALE ROAD				
HOUSTON, TX 77024-2800	10.00	0.	0.	0.
G HUGHES ABELL	VICE PRESIDENT			
940 CORBINDALE ROAD				
HOUSTON, TX 77024-2800	10.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	17,951,208.
b	Average of monthly cash balances	1b	25,937.
c	Fair market value of all other assets	1c	1,437.
d	Total (add lines 1a, b, and c)	1d	17,978,582.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,978,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	269,679.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,708,903.
6	Minimum investment return. Enter 5% of line 5	6	885,445.

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

1	Minimum investment return from Part X, line 6	1	885,445.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,112.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,112.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	879,333.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	879,333.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	879,333.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,048,452.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,048,452.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,112.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,042,340.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				879,333.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	427,026.			
c From 2007	278,928.			
d From 2008	844,082.			
e From 2009	96,357.			
f Total of lines 3a through e	1,646,393.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,048,452.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				879,333.
e Remaining amount distributed out of corpus	1,169,119.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.	2,815,512.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,815,512.			
10 Analysis of line 9				
a Excess from 2006	427,026.			
b Excess from 2007	278,928.			
c Excess from 2008	844,082.			
d Excess from 2009	96,357.			
e Excess from 2010	1,169,119.			

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

N/A

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

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
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 the instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 7

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

NONE

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

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

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

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 XVI-A Analysis of Income-Producing Activities

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			163,469.
4 Dividends and interest from securities			14			214,229.
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			14	8,512.		
8 Gain or (loss) from sales of assets other than inventory			18			462,035.
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.		8,512.		839,733.
13 Total. Add line 12, columns (b), (d), and (e)					13	848,245.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

GOODMAN-ABELL FOUNDATION

74-2869876

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization

Employer identification number

GOODMAN-ABELL FOUNDATION

74-2869876

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BETSY G ABELL 109 NORTH POST OAK LANE, SUITE 425 HOUSTON, TX 77024	\$ _____	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	G HUGHES ABELL 109 NORTH POST OAK LANE, SUITE 425 HOUSTON, TX 77024	\$ _____	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

Employer identification number

GOODMAN-ABELL FOUNDATION

74-2869876

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

GOODMAN-ABELL FOUNDATION

74-2869876

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

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

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	HARDING LOEVNER	P	VARIOUS	VARIOUS
b	MERRILL LYNCH-SNYDER	P	VARIOUS	VARIOUS
c	SIPHON ADVISORS	P	VARIOUS	VARIOUS
d	SNYDER CAPITAL ADVISORS		VARIOUS	VARIOUS
e	STW ADVISORS		VARIOUS	VARIOUS
f	HARDING LOEVNER	P	VARIOUS	VARIOUS
g	MERRILL LYNCH-SNYDER	P	VARIOUS	VARIOUS
h	SIPHON ADVISORS	P	VARIOUS	VARIOUS
i	STW ADVISORS	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		6,505.	6,505.
b		236,079.	236,079.
c		92,704.	92,704.
d		46,863.	46,863.
e		9,022.	9,022.
f		58,598.	58,598.
g		3,277.	3,277.
h		-4,376.	-4,376.
i		13,363.	13,363.
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,505.
b			236,079.
c			92,704.
d			46,863.
e			9,022.
f			58,598.
g			3,277.
h			-4,376.
i			13,363.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	462,035.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCEAMOUNT

INTEREST INCOME

163,461.

TAX EXEMPT INTEREST

8.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

163,469.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	214,229.	0.	214,229.
TOTAL TO FM 990-PF, PART I, LN 4	214,229.	0.	214,229.

FORM 990-PF	OTHER INCOME	STATEMENT	3
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASH IN LIEU	8,512.	8,512.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	8,512.	8,512.	0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	48,106.	48,106.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	48,106.	48,106.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOND AMORTIZATION	24,553.	24,553.	0.	0.
BANK SERVICE CHARGES	128.	128.	0.	0.
CUSTODIAL FEES	6,627.	6,627.	0.	0.
DUES & SUBSCRIPTIONS	30.	30.	0.	0.
FOREIGN TAXES	15,325.	15,325.	0.	0.
MANAGEMENT FEES	133,698.	133,698.	0.	0.
MISCELLANEOUS	8,578.	8,578.	0.	0.
TO FORM 990-PF, PG 1, LN 23	188,939.	188,939.	0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	14,376,738.	18,557,703.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,376,738.	18,557,703.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

BETSY G ABELL
G HUGHES ABELL

GOODMAN-ABELL FOUNDATION

PART XV

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

FISCAL YEAR ENDED FEBRUARY 28, 2011

RECIPIENT NAME	Address	RELATIONSHIP TO TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Austin Community Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	4,000 00
The Arthritis Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	250 00
TSCRA Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	100 00
Colorado River Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	2,500 00
Llano Crawfish Open, Inc	Llano, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
Entrepreneurs Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	5,000 00
Community Foundation of San Saba Cnty Inc	San Saba, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
Texas Highway Patrol Assoc & Museum	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	250 00
Austin Community Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	250 00
Boys Camp Mtg Assoc	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	250 00
National Park Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	5,000 00
CASEL	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	75,000 00

GOODMAN-ABELL FOUNDATION

PART XV

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

FISCAL YEAR ENDED FEBRUARY 28, 2011

	RELATIONSHIP TO TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS	PURPOSE OF GRANT OR CHARITABLE	
Sul Ross State University	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	31,364 00
Valley Spring Volunteer Fire Department	Valley Spring, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
Colorado River Foundation	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,520 00
Texas Book Festival	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	502 00
United Way/Capital Area	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	100,000 00
Trees for Pease	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
Texas Water Foundation	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	20,000 00
University of Texas	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	4,000 00
Texas State History Museum Foundation	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	30,000 00
KIPP Austin Public Schools	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	16,849 00
K I D S	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	10,500 00
Mora County 4H Council	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
HeartGift	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	2,500 00

GOODMAN-ABELL FOUNDATION

PART XV

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

FISCAL YEAR ENDED FEBRUARY 28, 2011

		RELATIONSHIP TO TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS	PURPOSE OF GRANT OR	
The University of Texas Elementary School	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	19,877.00
AlSD Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	42,000.00
K I D S	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	5,000.00
Texas Water Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	20,000.00
Texas Book Festival	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	15,000.00
Texas Book Festival	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	300.00
TSCRA Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	500.00
Austin Community Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	2,500.00
34th Street Cafe	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	490.00
Texas Highway Patrol Assoc & Museum	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	100.00
Trinity Center	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	10,000.00
Search Institute	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	12,500.00
Texas Highway Patrol Assoc & Museum	Austin, Texas	NOT RELATED	CHARITABLE	100.00

GOODMAN-ABELL FOUNDATION
PART XV
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FISCAL YEAR ENDED FEBRUARY 28, 2011

	RELATIONSHIP TO TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS NON-PROFIT 501(c)(3)	PURPOSE OF GRANT OR	
Trees for Pease	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
St David's Episcopal Church	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	12,500 00
Christian Life Fellowship	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	500 00
St Gertrude's Catholic Church	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	500 00
TSCRA Foundation	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	2,500 00
United Way/Capital Area	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	50,000 00
Atticus Circle	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	5,000 00
Phillips Exeter Academy	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	5,000 00
Phillips Exeter Academy	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	95,000 00
St. Andrews Episcopal School	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	200,000 00
The Seton Fund	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	25,000 00
The Seton Fund	Austin, Texas NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	25,000 00

GOODMAN-ABELL FOUNDATION
PART XV
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FISCAL YEAR ENDED FEBRUARY 28, 2011

		RELATIONSHIP TO TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS	PURPOSE OF GRANT OR CHARITABLE	
Austin Recovery	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	60,000 00
St Edward's University	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	25,000 00
Hill Country Conservancy	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	50,000 00
Vanderbilt University	Nashville, Tennessee	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	10,000 00
Texas Parks and Wildlife Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000,000.00
Houston Achievement Place	Houston, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
Colorado River Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
The Seton Fund	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
St Edward's University	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,000 00
Borderlands Research Institute	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	5,000 00
Texas State History Museum Foundation	Austin, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	25,000 00
San Saba County Young Farmers	San Saba, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,400 00
San Saba County Young Farmers	San Saba, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	1,500 00

GOODMAN-ABELL FOUNDATION

PART XV

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

FISCAL YEAR ENDED FEBRUARY 28, 2011

		RELATIONSHIP TO TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS	PURPOSE OF GRANT OR	
San Saba County Young Farmers	San Saba, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	750 00
San Saba County Young Farmers	San Saba, Texas	NOT RELATED NON-PROFIT 501(c)(3)	CHARITABLE	600 00
Total Contributions				<u>2,048,452 00</u>

**Remote Deposit Capture**

Last Login: 2012-01-16 10:31

Your Deposit is being processed. To confirm processing of your Deposit use the Search Deposits function to verify the Deposit Status has changed to Processed or Processed(E). If the deposit status still shows as Accepted after several minutes, please contact your Customer Support Group.

Location Name: Isla Carroll Farms
Deposit ID: 9779531
Deposit Name: ICF 01172012

Deposit Total: \$2,307.00
Deposit Control Total: \$2,307.00
Difference Total: \$0.00
Reject Total: \$0.00

Deposit Count: 1
Deposit Control Count: 1
Difference Count:
Reject Count:

Created On: 01/17/2012
Created by: DCHARLESON
Submitted on: 01/17/2012
Submitted by: DCHARLESON
Status: Accepted



Privacy | Security

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

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

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

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	GOODMAN-ABELL FOUNDATION		74-2869876
	Number, street, and room or suite no. If a P.O. box, see instructions. 940 CORBINDALE ROAD		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77024-2800			

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

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

BETSY G. ABELL

- The books are in the care of **109 NORTH POST OAK LANE SUITE 425 - HOUSTON, TX 77024**
Telephone No. **713-263-2563** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **JANUARY 15, 2012.**
- 5 For calendar year , or other tax year beginning **MAR 1, 2010**, and ending **FEB 28, 2011**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
TAXPAYER HAS NOT RECEIVED INFORMATION FROM A THIRD PARTY THAT IS NEEDED TO FILE AND COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	4,265.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

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

Signature

Title **STEPHEN R. GUNTER**

Date

Form 8868 (Rev. 1-2011)