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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2010

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the **2010** calendar year, or tax year beginning 7/01, **2010**, and ending 6/30, **2011**

B Check if applicable:

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name and address of principal officer: **Menil Foundation, Inc.**
 1519 Branard
 Houston, TX 77006

D Employer Identification Number: **74-6045327**

E Telephone number: **713-525-9484**

G Gross receipts \$ **162,212,282.**

F Name and address of principal officer: **Josef Helfenstein**
 Same As C Above

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If 'No,' attach a list (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: **www.menil.org**

H(c) Group exemption number

K Form of organization: Corporation Trust Association Other

L Year of Formation: **1954**

M State of legal domicile: **TX**

Part I Summary

1 Briefly describe the organization's mission or most significant activities: The Foundation supports the Menil Collection and other art exhibiting facilities on its campus. Public programs, including distinguished lectures, Writers in the Schools, and Artist's Eye Programs, are a highly valued component of the Foundation's activities.

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	17
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	127
6	Total number of volunteers (estimate if necessary)	6	38
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	3,195.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

	Prior Year	Current Year	
8	Contributions and grants (Part VIII, line 1h)	40,359,679.	9,809,212.
9	Program service revenue (Part VI, line 2g)	395,552.	522,770.
10	Investment income (Part VIII, column (A), lines 4, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100)	8,895,318.	23,005,198.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9e, 10c, and 1e)	-21,303.	-75,489.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	49,629,246.	33,261,691.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-5b)	95,470.	56,175.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,660,897.	7,200,749.
16a	Professional fundraising fees (Part IX, column (A), line 11)	7,070.	23,912.
b	Total fundraising expenses (Part IX, column (D), line 25)	1,485,033.	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	7,711,280.	8,387,713.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	14,474,717.	15,668,549.
19	Revenue less expenses Subtract line 18 from line 12	35,154,529.	17,593,142.

	Beginning of Current Year	End of Year	
20	Total assets (Part X, line 16)	567,939,489.	602,923,559.
21	Total liabilities (Part X, line 26)	3,863,303.	4,002,346.
22	Net assets or fund balances Subtract line 21 from line 20	564,076,186.	598,921,213.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: [Signature] Date: 2/28/2012

Josef Helfenstein Director
 Type or print name and title

Paid Preparer Use Only

Print/preparer's name: Jody Blazek Preparer's signature: [Signature] Date: 2-27-12

Check if self-employed PTIN: N/A

Firm's name: Blazek & Vetterling Firm's EIN: N/A

Firm's address: 2900 Wesleyan, Suite 200 Phone no: (713) 439-5739
Houston, TX 77027-5132

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

X

1 Briefly describe the organization's mission:

Menil Foundation, Inc. operates and maintains museum facilities (open to the public at no charge) and the surrounding neighborhood. The Foundation also presents educational programs and issues publications related to its museum and programs.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

X

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

X

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 7,172,388. including grants of \$ 6,175.) (Revenue \$ 320,424.)

Management and maintenance of the Menil Collection, Cy Twombly Gallery, and the Dan Flavin Installation encompassing over 17,000 pieces of art. The several leafy blocks surrounding the main museum building constitute a campus that has been described as "a neighborhood of art." The 1920s and 1930s bungalow-style houses, painted a signature warm grey, serve as museum offices, fellow art organizations' offices, as well as private residences. Together, all of the structures on the Menil campus form a unified, serene and somewhat surreal landscape while projecting a welcoming spirit. As part of this vision, a Master Site Plan has been developed to preserve the spirit and character of the neighborhood environment while expanding the exhibition and public programming facilities.

4b (Code) (Expenses \$ 2,526,791. including grants of \$) (Revenue \$ 189,200.)

Staging, Research and Publications relating to Exhibitions, ranging from antiquities to modern and contemporary art appealing to a diverse audience, including: Objects of Devotion August 13 - October 31, 2010; Earth Paint Paper Wood: Recent Acquisitions August 27 - November 28, 2010; Kurt Schwitters: Color and Collage October 22, 2010 - January 30, 2011; Kissed by Angels: A selection of work from Southern California November 19, 2010 - February 20, 2011; Vija Celmins: Television and Disaster November 19, 2010 - February 20, 2011; Tony Smith: Drawings December 17 - April 3, 2011; The Whole World Was Watching: Civil Rights Era Photographs March 5 - September 25, 2011; Upside Down: Arctic Realities April 15 - July 17, 2011; Ancestors of the Lake: Art of Lake Sentani and Humbolt Bay, New Guinea May 6 - August 28, 2011.

4c (Code) (Expenses \$ 775,835. including grants of \$) (Revenue \$)

Public Programs & Events - Each year the Menil Foundation's Public Programs Department presents approximately forty events that are free and open to the public. The range and variety is extensive including lectures, gallery tours, artist talks, poetry readings, performances, films, music, dance, and architectural walks. Most are one-time events, but there are also recurring programs such as the Artist's Eye Series, which meets on the first Sunday of every month, and the four-part biennial Menil Collection - Rice University Lectures.

4d Other program services (Describe in Schedule O.) See Schedule O

(Expenses \$ 50,000. including grants of \$ 50,000.) (Revenue \$)

4e Total program service expenses 10,525,014.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	X	
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII	X	
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
24d		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
25b		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>		X
26		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If 'Yes,' complete Schedule L, Part III</i>		X
27		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).		
a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28a		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28b		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>	X	
28c	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>	X	
29	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>	X	
30	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
31		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
32		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
33		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
34	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
35	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	X	
36	X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
37		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	
38	X	

BAA

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable		
1 a	85		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
1 b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
1 c			
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2 a	127		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
2 b			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
3 a			
b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	X	
3 b			
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
4 a			
b	If 'Yes,' enter the name of the foreign country <u>Grand Cayman</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
4 b			
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 a			
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 b			
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
5 c			
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6 a			
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
6 b			
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7 a			
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
7 b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 c			
d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7 d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 f			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7 g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
7 h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9 a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9 b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
10 a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
10 b			
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
11 a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
11 b			
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 a			
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		
12 b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		
13 a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13 b			
c	Enter the amount of reserves on hand		
13 c			
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 a			
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O		
14 b			

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year		
1 b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? See Schedule O	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7 a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8 a	The governing body?	X	
8 b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a		X
10 b		
11 a	X	
11 b		
12 a	X	
12 b	X	
12 c	X	
13	X	
14	X	
15		
15 a	X	
15 b		X
16 a		X
16 b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NY
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Schedule O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
Sharon McGaughey 1519 Branard Houston TX 77006 713-525-9484

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
See Schedule O										
(1) Louisa Stude Sarofim Chairman	15	X		X			0.	0.	0.	
(2) Harry C. Pinson President/Treas	15	X		X			0.	0.	0.	
(3) Marion Knox Barthelme Vice President	1	X		X			0.	0.	0.	
(4) Adelaide deMenil Carpen Secretary	1	X		X			0.	0.	0.	
(5) John Arnold Trustee	1	X					0.	0.	0.	
(6) Anne Brown Trustee	1	X					0.	0.	0.	
(7) Benjamin deMenil Trustee	1	X					0.	0.	0.	
(8) Frances Dittmer Trustee	1	X					0.	0.	0.	
(9) Janet Hobby Trustee	1	X					0.	0.	0.	
(10) David Kirkland Trustee	1	X					0.	0.	0.	
(11) Janie C. Lee Trustee	1	X					0.	0.	0.	
(12) Isabel Lummis Trustee	1	X					0.	0.	0.	
(13) Roy L. Nolen Trustee	1	X					0.	0.	0.	
(14) Benedicte Pesle Trustee	1	X					0.	0.	0.	
(15) Courtney Lanier Sarofim Trustee	1	X					0.	0.	0.	
(16) Leslie Elkins Sasser Trustee	1	X					0.	0.	0.	
(17) Mark Wawro Trustee	1	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Marcy Taub Wessel Trustee	1	X					0.	0.	0.	
(19) Josef Helfenstein Director	40			X			375,500.	0.	35,094.	
(20) Thomas J. Madonna CFO	40			X			160,854.	0.	26,280.	
(21) Emily Todd Deputy Director	40				X		187,350.	0.	18,152.	
(22) Aline Wilson Dir. of Advance	40				X		194,850.	0.	27,741.	
(23) Bernice Rose Chief Curator	40					X	190,900.	0.	22,191.	
(24) Ralph Ellis Real Estate Mgr.	40					X	143,408.	0.	25,821.	
(25) Steve McConathy Mgr Facilities	40					X	117,113.	0.	23,978.	
(26) Margaret E. Cozens Mgr Special Events	40					X	116,319.	0.	13,867.	
(27) -----										
(28) -----										
(29) -----										
1 b Sub-total							1,486,294.	0.	193,124.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							1,486,294.	0.	193,124.	
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization	▶ 8									

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Marek Brothers Systems, Inc. P. O. Box 201374 Houston, TX 77216	General contractor	393,929.
Conti Tipocolor Via G. Guinizzelli, 20 Cal. Fir., 20-50040 Italy	Publishing	276,600.
Masterpiece International Ltd. 39 Broadway New York, NY 10006	Art & Exhib Shipping	215,600.
Jackson and Company P.O. Box 130260 Houston, TX 77219	Catering	171,592.
Prime, Buchholz & Associates P. O. Box 16011 Lewiston, ME 04243	Investment mgmt	132,205.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 13

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a				
	b Membership dues	1 b 943,218.				
	c Fundraising events	1 c 432,590.				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e 50,000.				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 8,383,404.				
	g Noncash contributions included in lns 1a-1f	\$ 3,070,351.				
	h Total. Add lines 1a-1f	▶ 9,809,212.				
PROGRAM SERVICE REVENUE	Business Code					
	2 a Exhibition fees	900099	189,200.	189,200.		
	b Royalties	900099	146,760.	146,760.		
	c Other program revenue	900099	127,030.	127,030.		
	d Membership dues	900099	42,059.	42,059.		
	e Department revenue	900099	17,721.	17,721.		
	f All other program service revenue					
g Total. Add lines 2a-2f	▶ 522,770.					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	▶ 6,005,790.		2,718.	6,003,072.	
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
	6 a Gross Rents	(i) Real	1,604,503.			
		(ii) Personal				
		b Less rental expenses	1,607,783.			
		c Rental income or (loss)	-3,280.			
	d Net rental income or (loss)	▶ -3,280.		-3,280.		
	7 a Gross amount from sales of assets other than inventory	(i) Securities	143961033.			
		(ii) Other	2,000.			
		b Less cost or other basis and sales expenses	126962240.	1,385.		
		c Gain or (loss)	16998793.	615.		
	d Net gain or (loss)	▶ 16,999,408.			16,999,408.	
	8 a Gross income from fundraising events (not including \$ 432,590. of contributions reported on line 1c) See Part IV, line 18	a	70,175.			
		b Less: direct expenses	b 132,519.			
		c Net income or (loss) from fundraising events	▶ -62,344.			-62,344.
	9 a Gross income from gaming activities See Part IV, line 19	a				
b Less: direct expenses		b				
c Net income or (loss) from gaming activities		▶				
10 a Gross sales of inventory, less returns and allowances	a	236,799.				
	b Less: cost of goods sold	b 246,664.				
	c Net income or (loss) from sales of inventory	▶ -9,865.		-10,342.	477.	
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d	▶					
12 Total revenue. See instructions	▶ 33,261,691.	509,148.	3,195.	22,940,136.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	56,175.	56,175.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,029,345.	614,753.	190,649.	223,943.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	4,366,089.	3,145,807.	580,632.	639,650.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	175,879.	128,600.	27,913.	19,366.
9 Other employee benefits	1,263,939.	958,454.	164,575.	140,910.
10 Payroll taxes	365,497.	253,932.	53,681.	57,884.
11 Fees for services (non-employees)				
a Management				
b Legal	60,301.	2,403.	57,898.	
c Accounting	88,215.		88,215.	
d Lobbying				
e Professional fundraising services See Part IV, line 17	23,912.			23,912.
f Investment management fees	966,621.		966,621.	
g Other	609,168.	509,993.	41,321.	57,854.
12 Advertising and promotion	75,858.	71,914.	3,944.	
13 Office expenses	904,915.	736,744.	26,976.	141,195.
14 Information technology	59,197.	30,293.	6,493.	22,411.
15 Royalties				
16 Occupancy	1,559,593.	1,536,327.	10,431.	12,835.
17 Travel	293,953.	273,625.	3,181.	17,147.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	39,311.	39,311.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,567,223.	184,152.	1,383,071.	
23 Insurance	458,256.	412,949.	45,307.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>Exhibition expenses</u>	1,287,524.	1,287,524.		
b <u>Local programs and events</u>	211,175.	109,763.	2,407.	99,005.
c <u>Other expenses</u>	206,403.	172,295.	5,187.	28,921.
d -----				
e -----				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f.	15,668,549.	10,525,014.	3,658,502.	1,485,033.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing		1
	2	Savings and temporary cash investments	3,067,136.	2 4,107,170.
	3	Pledges and grants receivable, net	2,470,818.	3 2,776,492.
	4	Accounts receivable, net	769,711.	4 460,379.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6
	7	Notes and loans receivable, net		7
	8	Inventories for sale or use	40,291.	8 76,051.
	9	Prepaid expenses and deferred charges	223,325.	9 256,548.
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 79,323,533.	
	b	Less accumulated depreciation	10b 35,890,642.	10c 44,627,525. 43,432,891.
	11	Investments – publicly traded securities	146,135,999.	11 163,313,251.
	12	Investments – other securities See Part IV, line 11	28,827,394.	12 43,321,454.
	13	Investments – program-related See Part IV, line 11		13
	14	Intangible assets		14
	15	Other assets See Part IV, line 11	341,777,290.	15 345,179,323.
16	Total assets Add lines 1 through 15 (must equal line 34)	567,939,489.	16 602,923,559.	
LIABILITIES	17	Accounts payable and accrued expenses	1,363,303.	17 1,502,346.
	18	Grants payable		18
	19	Deferred revenue		19
	20	Tax-exempt bond liabilities		20
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22
	23	Secured mortgages and notes payable to unrelated third parties	2,500,000.	23 2,500,000.
	24	Unsecured notes and loans payable to unrelated third parties		24
	25	Other liabilities Complete Part X of Schedule D		25
	26	Total liabilities. Add lines 17 through 25	3,863,303.	26 4,002,346.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27	Unrestricted net assets	360,588,549.	27 373,157,316.
	28	Temporarily restricted net assets	36,160,909.	28 58,437,169.
	29	Permanently restricted net assets	167,326,728.	29 167,326,728.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building, or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
	33	Total net assets or fund balances.	564,076,186.	33 598,921,213.
34	Total liabilities and net assets/fund balances	567,939,489.	34 602,923,559.	

BAA

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	33,261,691.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,668,549.
3	Revenue less expenses Subtract line 2 from line 1	3	17,593,142.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	564,076,186.
5	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	5	17,251,885.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	598,921,213.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

BAA

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization Menil Foundation, Inc.	Employer identification number 74-6045327
---	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III – Functionally integrated d Type III – Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
11 g (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
11 g (ii) A family member of a person described in (i) above?		
11 g (iii) A 35% controlled entity of a person described in (i) or (ii) above?		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include 'unusual grants'.)	7,548,158.	6,355,339.	4,954,137.	13051686.	9,809,212.	41,718,532.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3	7,548,158.	6,355,339.	4,954,137.	13051686.	9,809,212.	41,718,532.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						10,851,008.
6 Public support. Subtract line 5 from line 4						30,867,524.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	7,548,158.	6,355,339.	4,954,137.	13051686.	9,809,212.	41,718,532.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,605,516.	7,454,644.	6,451,273.	6,284,596.	6,005,790.	31,801,819.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 Total support. Add lines 7 through 10						73,520,351.
12 Gross receipts from related activities, etc (see instructions)					12	9,940,208.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	42.0 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	41.4 %
16a 33-1/3% support test – 2010. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33-1/3% support test – 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lns 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33-1/3% support tests – 2010. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33-1/3% support tests – 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Additional Supplemental Information

Amounts of Unusual Grants Excluded from Line 1:

From an individual artist, \$27,299,994 of artwork contributed in FY 2009-2010.

From an estate, \$7,999 contributed in FY 2009-2010.

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

- ▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
- ▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

Employer identification number

Menil Foundation, Inc.

74-6045327

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ 2,253,076.
(ii) Assets included in Form 990, Part X	▶ \$ 336,524,894.

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV See Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table.

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	205,594,278.	193,256,914.	218,769,920.		
b Contributions	18,451.	3,305.			
c Net investment earnings, gains, and losses	32,017,107.	17,371,647.	-24,608,270.		
d Grants or scholarships					
e Other expenditures for facilities and programs	7,620,992.	5,037,588.	904,736.		
f Administrative expenses					
g End of year balance	230,008,844.	205,594,278.	193,256,914.		

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ 3.52 %
- b Permanent endowment ▶ 72.75 %
- c Term endowment ▶ 23.73 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds See Part XIV

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		20,209,405.		20,209,405.
b Buildings		52,600,022.	30,757,269.	21,842,753.
c Leasehold improvements				
d Equipment		6,514,106.	5,133,373.	1,380,733.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				43,432,891.

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other <u>Limited partnerships</u>	42,765,337.	End of Year Market Value
(A) <u>Investment in Richmond Corporation</u>	556,117.	Cost
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total (Column (b) must equal Form 990 Part X, column (B) line 12) ▶	43,321,454.	

Part VIII Investments—Program Related. (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Column (b) must equal Form 990, Part X, column (B) line 13) ▶		

Part IX Other Assets. (See Form 990, Part X, line 15)

(a) Description	(b) Book value
(1) Art Collection	336,524,894.
(2) Due from Richmond Corp	111,274.
(3) Mortgage receivable from Richmond Corp.	8,543,155.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column(B), line 15) ▶	345,179,323.

Part X Other Liabilities. (See Form 990, Part X, line 25)

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total (Column (b) must equal Form 990, Part X, column (B) line 25) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		N/A
1	Total revenue (Form 990, Part VIII, column (A), line 12)	
2	Total expenses (Form 990, Part IX, column (A), line 25)	
3	Excess or (deficit) for the year Subtract line 2 from line 1	
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		N/A
1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV)	4b
c	Add lines 4a and 4b	4c
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		N/A
1	Total expenses and losses per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV)	4b
c	Add lines 4a and 4b	4c
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

Part III, Line 4 - Description Of Organization's Collections And How Furthers Exempt Purpose

For the benefit of the general public, the Menil Foundation, Inc. operates a major
museum facility. The Menil Collection, along with two smaller art exhibiting
facilities --the Cy Twombly Gallery and the Dan Flavin Installation. The Foundation
has a collection of some 17,000 works of art representing many world cultures, from
prehistoric times to the present day and is recognized internationally for its depth
and eclecticism.

Part XIV Supplemental Information (continued)

Part V, Line 4 - Intended Uses Of Endowment Fund

The endowment funds were established for the benefit of the general public for artistic, charitable, and educational purposes - specifically, to operate the Menil Collection, a major museum facility, and two smaller art exhibiting facilities --the Dan Flavin Installation and the Cy Twombly Gallery.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010



Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

Part I Fundraising Activities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 Tangible Strat 6618 Cutting, El Cerrito CA	Solicitati ons		X	100,700.	23,912.	76,788.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				100,700.	23,912.	76,788.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

NY

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		Men of Menil (event type)	Who R U? (event type)	(total number)	(add column (a) through column (c))
REVENUE	1	Gross receipts	409,607.	93,158.	502,765.
	2	Less. Charitable contributions	352,007.	80,583.	432,590.
	3	Gross income (line 1 minus line 2)	57,600.	12,575.	70,175.
DIRECT EXPENSES	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	75,375.	31,095.	106,470.
	8	Entertainment	11,562.	14,487.	26,049.
	9	Other direct expenses			
	10	Direct expense summary Add lines 4- through 9 in column (d)			132,519.
	11	Net income summary Combine line 3, column (d), and line 10			-62,344.

Part III Gaming. Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
		REVENUE	1	Gross revenue	
EXPENSES	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary Add lines 2 through 5 in column (d)			
	8	Net gaming income summary Combine lines 1, column (d) and line 7			

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If 'No,' explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If 'Yes,' explain: _____

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**

OMB No 1545-0047

2010

Department of the Treasury
Internal Revenue Service

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

Open to Public Inspection

Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) <u>Writers in the Schools</u> <u>1523 W. Main St.</u> <u>Houston, TX 77006</u>	<u>76-0338549</u>	<u>509 (a) (1)</u>	<u>50,000.</u>	<u>0.</u>			<u>Support of educational activities</u>
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

1
0

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA3901L 10/29/10

Schedule I (Form 990) 2010

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.

The Menil Foundation, Inc. makes grants to organizations whose activities further the mission of the Menil Foundation of supporting the appreciation of art. Grants may include programs in the areas of education and the arts. Grants may be made only to organizations exempt from income tax pursuant to Internal Revenue Code Section 501(c)(3). A receipt documenting the entity's name, address, taxpayer identification number, tax exempt status and amount of the donation is maintained for all grants.

SCHEDULE J
(Form 990)

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2010

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

Part I Questions Regarding Compensation

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain **Part III**

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment from the organization or a related organization?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III **Part III**

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
b Any related organization?
If 'Yes' to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?
b Any related organization?
If 'Yes' to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III **Part III**

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 Josef Helfenst	(i) 325,000	(ii) 50,500	(iii) 0	12,250	22,844	410,594	0
(ii) 0	0	0	0	0	0	0	0
2 Thomas J. Mado	(i) 155,354	(ii) 5,500	(iii) 0	7,793	18,487	187,134	0
(ii) 0	0	0	0	0	0	0	0
3 Emily Todd	(i) 186,850	(ii) 500	(iii) 0	9,367	8,785	205,502	0
(ii) 0	0	0	0	0	0	0	0
4 Aline Wilson	(i) 186,850	(ii) 8,000	(iii) 0	9,367	18,374	222,591	0
(ii) 0	0	0	0	0	0	0	0
5 Bernice Rose	(i) 176,000	(ii) 500	(iii) 14,400	8,105	14,086	213,091	0
(ii) 0	0	0	0	0	0	0	0
6 Ralph Ellis	(i) 139,116	(ii) 2,000	(iii) 2,292	6,981	18,840	169,229	0
(ii) 0	0	0	0	0	0	0	0
7	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
8	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
9	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
10	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
11	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
12	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
13	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
14	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
15	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0
16	(i) 0	(ii) 0	(iii) 0	0	0	0	0
(ii) 0	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 1b - Reason For Not Following Policy Regarding Payments

Ralph Ellis was paid a gross-up payment (tax indemnification) to cover the tax owed on income that

represents the personal use of a Menil owned car. This payment was treated as taxable compensation and

included on his W-2.

Bernice Rose was paid a housing allowance of \$14,400 during 2010. These payments were treated as taxable

compensation and included on her W-2.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation

The Director accrues a discretionary amount determined by the Board of Trustees every January 22nd and will be fully vested in these accrued amounts on January 22, 2014. To date the amount accrued each January 22nd is \$20,000. Earnings are also applied to the accrued contributions according to the performance of the endowment's investments.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

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Open to Public Inspection

Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				▶ \$ _____						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Favez Sarofim & Co.	See Part V	125,481.	Mgmt. of invmt assets		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

Supplemental Information

Mrs. Courtney Lanier Sarofim's husband and Mrs. Louisa Sarofim's son is a key employee of Favez Sarofim & Co. which provides investment management services to the Foundation. Mrs. Courtney Sarofim and Mrs. Louisa Sarofim are both members of the Board of Trustees and the finance committee, which has the authority to execute investment decisions on behalf of the Foundation.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2010

▶ Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

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Department of the Treasury
Internal Revenue Service

Name of the organization
Menil Foundation, Inc.

Employer identification number
74-6045327

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	36	2,253,076.	FMV
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		971.	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	10	748,104.	Sale proceeds
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (Food _____)	X	17	68,200.	FMV
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29 1

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

	Yes	No
30a		X

b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31	X	
----	---	--

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32a	X	
-----	---	--

b If 'Yes,' describe in Part II.

See Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

33		
----	--	--

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Part I, Line 32 - Hire and Use of Third Parties

The Foundation retains the services of an outside financial institution to process the sale of any stock contributions received.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

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Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

Form 990, Part III, Line 4d - Other Program Services Description

Writing at the Menil (collaboration with Writers in the Schools) has served 126,000 children since its inception twenty-two years ago, including underserved Houston area children. The experiential arts education program is often students' first exposure to a museum and to fine art.

Form 990, Part VI, Line 2 - Business or Family Relationship of Officers, Directors, Etc.

Mrs. Louisa Stude Sarofim, Chairman, is the mother-in-law of Mrs. Courtney Sarofim, Trustee.

Form 990, Part VI, Line 11b - Form 990 Review Process

A copy of the draft Form 990 is reviewed by management and then distributed to the Audit Committee for their review and questions before the Form 990 is filed with the IRS. The Board of Trustees has delegated this review to the Audit Committee due to the large number of members and expertise of the Board. Members of the Board of Trustees are provided a copy of the return before it is filed.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

To monitor compliance, a conflict of interest questionnaire is circulated to officers, trustees, and key employees annually with a request to disclose interests that could give rise to conflicts of interest. Substantial business and investment holdings and those of family members must be disclosed. Each individual's disclosures are reviewed by the Audit Committee to determine whether any conflicts exist.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process for CEO, Exec. Dir., or Top Mgtment

The compensation of the Director was approved by the Board of Trustees after review of comparability data provided by similar institutions and summarized by the American Association of Museum Directors.

Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Copies of the Menil Foundation's articles of incorporation, conflict of interest policy, and financial statements are available to the general public upon request.

Form 990, Part VII - Compensation Explanation

Roy L. Nolen

Roy Nolen serves as President of The Richmond Corporation and spends 1 hour per week in that capacity.

Thomas J. Madonna

Thomas J. Madonna serves as Assistant Secretary/Treasurer of The Richmond Corporation and spends 3 hours per week in that capacity.

Ralph Ellis

Ralph Ellis serves as Secretary/Manager of The Richmond Corporation and spends 20 hours per week in that capacity.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Menil Foundation, Inc.

Employer identification number

74-6045327

OMB No. 1545-0047

2010

Open to Public Inspection

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Part I Identification of Disregarded Entities (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) The Richmond Corporation 1519 Branard	Owens & Operates an apartment complex	TX	501 (c) (2)	N/A	Menil Foundation, Inc.		X
(2) Houston, TX 77006 76-0205399							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)		(j) General or managing partner?	(k) Percentage ownership
							Yes	No	Yes	No		
(1) -----												
(2) -----												
(3) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
(1) The Richmond Corporation	a	734,403.	Amount paid	X	
(2) The Richmond Corporation	d	8,543,155.	EOY Balance		
(3) The Richmond Corporation	p	443,711.	Allocation		
(4) The Richmond Corporation	r	550,000.	Actual cash		
(5)					
(6)					

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1) ----- ----- -----										
(2) ----- ----- -----										
(3) ----- ----- -----										
(4) ----- ----- -----										
(5) ----- ----- -----										
(6) ----- ----- -----										
(7) ----- ----- -----										
(8) ----- ----- -----										

Form 990, Part XI, Line 5
Other Changes in Net Assets or Fund Balances

Federal excise tax refund	\$	136,657.
Net Unrealized Gains or Losses on Investments		<u>17,115,228.</u>
Total	\$	<u>17,251,885.</u>