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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning

10/01, 2010, and ending

09/30, 2011

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

THE WORTHAM FOUNDATION, INC.

A Employer identification number

74-1334356

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

Room/suite

B Telephone number (see page 10 of the instructions)

2727 ALLEN PARKWAY

1570

(713) 526-8849

City or town, state, and ZIP code

HOUSTON, TX 77019-2125

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

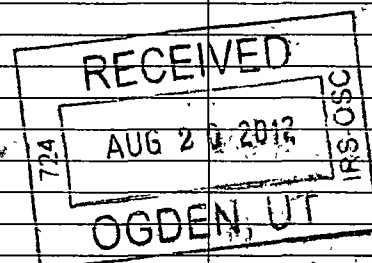
16) \$ 192,657,803.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	991.	991.		ATCH 1
4	Dividends and interest from securities	4,588,977.	4,588,977.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,576,876.			
b	Gross sales price for all assets on line 6a	40,649,973.			
7	Capital gain net income (from Part IV, line 2)		1,576,876.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	238,712.	238,712.		ATCH 3
12	Total. Add lines 1 through 11	6,405,556.	6,405,556.		
13	Compensation of officers, directors, trustees, etc.	109,862.	43,945.		65,917.
14	Other employee salaries and wages	252,993.	156,443.		96,550.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	22,000.	22,000.	0.	0.
c	Other professional fees (attach schedule) *	562,880.	562,880.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	73,199.	15,163.		4,036.
19	Depreciation (attach schedule) and depletion	4,375.			
20	Occupancy	82,471.	61,853.		20,618.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	100,935.	39,283.		61,652.
24	Total operating and administrative expenses. Add lines 13 through 23	1,208,715.	901,567.	0.	248,773.
25	Contributions, gifts, grants paid	10,035,000.			10,035,000.
26	Total expenses and disbursements. Add lines 24 and 25	11,243,715.	901,567.	0.	10,283,773.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-4,838,159.			
b	Net investment income (if negative, enter -0-)		5,503,989.		
c	Adjusted net income (if negative, enter -0-)				



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

* ATCH 5 JSA ** ATCH 6

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,990,563.	2,433,686.	2,433,686.
	3 Accounts receivable	25,607.		
	Less allowance for doubtful accounts	22,778.	25,607.	25,607.
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	147,837.	93,837.	93,837.
	10 a Investments - U S and state government obligations (attach schedule) *	29,399,165.	24,753,313.	26,857,236.
	b Investments - corporate stock (attach schedule)	135,243,695.	138,883,773.	130,265,086.
	c Investments - corporate bonds (attach schedule)	34,610,236.	32,391,569.	32,895,916.
	11 Investments - land, buildings, and equipment basis	225,349.		
Less accumulated depreciation (attach schedule)	225,349.		75,150.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis	24,411.			
Less accumulated depreciation (attach schedule)	13,126.	15,660.	11,285.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	203,429,934.	198,593,070.	192,657,803.	
Liabilities	17 Accounts payable and accrued expenses		1,296.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		1,296.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	209,117,905.	203,429,934.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	-5,687,971.	-4,838,160.		
30 Total net assets or fund balances (see page 17 of the instructions)	203,429,934.	198,591,775.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	203,429,934.	198,593,070.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	203,429,934.
2 Enter amount from Part I, line 27a	2	-4,838,159.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	198,591,775.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	198,591,775.

**ATCH 9

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	1,576,876.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	9,653,887.	198,396,936.	0.048659
2008	8,669,138.	175,097,689.	0.049510
2007	10,388,210.	234,617,503.	0.044277
2006	12,156,504.	243,065,486.	0.050013
2005	10,246,052.	224,313,886.	0.045677
2 Total of line 1, column (d)			2 0.238136
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047627
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 212,096,713.
5 Multiply line 4 by line 3			5 10,101,530.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 55,040.
7 Add lines 5 and 6			7 10,156,570.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 10,283,773.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	55,040.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	55,040.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	55,040.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	148,113.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	148,113.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	93,073.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 93,073. Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	X	
14	The books are in care of BARBARA J. SNYDER Telephone no 713-526-8849 Located at 2727 ALLEN PKWY #1570 HOUSTON, TX ZIP + 4 77019-2125			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5 b**Organizations relying on a current notice regarding disaster assistance check here. ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7 b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		109,862.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		252,993.	0.	0.

Total number of other employees paid over \$50,000 ☐ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		538,984.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 20	
	29,512.
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	205,414,250.
b	Average of monthly cash balances	1b	9,781,612.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	130,750.
d	Total (add lines 1a, b, and c)	1d	215,326,612.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	215,326,612.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	3,229,899.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	212,096,713.
6	Minimum investment return. Enter 5% of line 5	6	10,604,836.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	10,604,836.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	55,040.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	55,040.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,549,796.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,549,796.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,549,796.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	10,283,773.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,283,773.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	55,040.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,228,733.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				10,549,796.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 08, 20 07, 20 06		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	353,366.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	353,366.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 10,283,773.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				10,283,773.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	266,023.			266,023.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	87,343.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	87,343.			
10 Analysis of line 9				
a Excess from 2006	87,343.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

4942(j)(5)

PAGE 10

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 16				
Total			▶ 3a	10,035,000.
b Approved for future payment ATTACHMENT 17				
Total			▶ 3b	5,737,500.

Form 990-PF (2010)

Enter gross amounts unless otherwise indicated

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

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF NEW YORK CUSTODIAN	991.	991.
TOTAL	<u>991.</u>	<u>991.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF NEW YORK CUSTODIAN	4,588,977.	4,588,977.
TOTAL	<u>4,588,977.</u>	<u>4,588,977.</u>

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

STATEMENT 3

FORM 990PF SUPPORTING SCHEDULE - PART I, LINE 11

OTHER INCOME

<u>DESCRIPTION</u>	<u>BOOKS (A)</u>	<u>NII (B)</u>	<u>ANI (C)</u>	<u>DCP (D)</u>
ROYALTY INCOME	30,059	30,059		
HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	208,563	208,563		
MISCELLANEOUS INCOME	90	90		
TOTAL	238,712	238,712		

STATEMENT 3

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011
FORM 990PF SUPPORTING SCHEDULE - PART I, LINE 16
ACCOUNTING FEES, OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>BOOKS (A)</u>	<u>NII (B)</u>	<u>ANI (C)</u>	<u>DCP (D)</u>
ACCOUNTING FEES - LINE 16b - STATEMENT 4				
MELTON & MELTON	19,000	19,000		
DEIDRE SCINTA CPA	3,000	3,000		
TOTAL	22,000	22,000		

OTHER PROFESSIONAL FEES - LINE 16c - STATEMENT 5

COVENANT TECHNOLOGIES INC	23,896	23,896		
BANK OF NEW YORK MELLON	106,603	106,603		
HIRTLE & CALLAGHAN	363,865	363,865		
VAUGHAN NELSON	68,516	68,516		
TOTAL	562,880	562,880		

STATEMENTS 4 THROUGH 5

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011

FORM 990PF SUPPORTING SCHEDULE - PART I, LINE 18
TAXES - STATEMENT 6

<u>DESCRIPTION</u>	<u>BOOKS (A)</u>	<u>NII (B)</u>	<u>ANI (C)</u>	<u>DCP (D)</u>
FEDERAL EXCISE - 2011	54,000			
PAYROLL TAXES	16,142	12,106		4,036
AD VALOREM TAXES	953	953		
PRODUCTION TAXES	2,104	2,104		
TOTAL	73,199	15,163		4,036

FORM 990PF SUPPORTING SCHEDULE - PART I, LINE 23
OTHER EXPENSES - STATEMENT 7

<u>DESCRIPTION</u>	<u>BOOKS (A)</u>	<u>NII (B)</u>	<u>ANI (C)</u>	<u>DCP (D)</u>
MAINTENANCE & REPAIR HISTORIC SITE	3,600			3,600
MAINTENANCE & REPAIR HOUSTON CITY PARKS	25,912			25,912
INSURANCE EXPENSE	41,203	22,662		18,541
OFFICE EXPENSES	30,220	16,621		13,599
TOTAL	100,935	39,283		61,652

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PREPAID FED EXCISE TAX	147,837.	93,837.
TOTALS	<u>147,837.</u>	<u>93,837.</u>

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
 HOUSTON, TX 77019
 FOR THE TAX YEAR ENDED: 09/30/2011
 FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10A
 INVESTMENTS - GOVERNMENT BONDS - STATEMENT 9

ALL AMOUNTS ARE AT COST			
<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR AMOUNT</u>	<u>END OF YEAR AMOUNT</u>	<u>FMV END OF YEAR AMOUNT</u>
FFCB - 2% - 01/17/12	599,499	0	
FHLB - 5% - 10/13/11	500,000	0	
FHLMC - 2 5% - 4/08/13	1,300,000	0	
FHLMC GOLD POOL-6%-3/1/11	2,180	0	
FHLMC POOL - 6 0% - 7/1/17	170,257	120,296	125,682
FHLMC POOL - 6 5% - 1/01/16	23,042	16,285	17,482
FHLMC POOL - 6 5% - 11/1/11	7,551	12	12
FNMA POOL-3 5%-2/1/26	0	1,870,100	1,878,598
FNMA POOL-3 5%-8/1/26		1,561,249	1,561,858
FNMA POOL-4%-2/1/41		446,162	450,446
FNMA POOL-5%-4/01/23	2,777,187	0	
FNMA POOL-5%-6/1/22	264,538	166,941	184,221
FNMA POOL-5 5%-08/01/2037	475,204	0	
FNMA POOL-5 5%-9/1/17	139,850	76,735	80,731
FNMA POOL-6%-9/1/13	82,302	39,947	44,009
FNMA POOL-6 5%-10/1/31	66,507	53,172	61,386
FNMA POOL-6 5%-11/1/16	116,389	86,635	89,946
FNMA POOL-7%-7/1/11	5,499	0	
USTB - 5 25% - 11/15/2028	915,351	2,133,620	2,589,643
USTN - 1 % - 3/31/2012	1,907,811	0	
USTN - 1 375% - 3/15/2013	1,700,000	4,640,527	4,675,486
USTN - 1 875% - 06/30/2015	1,556,938	0	
USTN - 2 625% - 11/15/20		1,115,136	1,229,787
VANGUARD FIXED INCOME TIPS FND	16,789,060	12,426,496	13,867,949
TOTAL	29,399,165	24,753,313	26,857,236

STATEMENT 9

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

STATEMENT 10

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b

INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV
			END OF YEAR AMOUNT
DESCRIPTION			
H-C GROWTH PORTFOLIO	29,005,126	24,930,250	25,313,316
H-C INTL EQ PORTFOLIO	43,888,243	46,655,553	42,132,838
H-C SM CAP PORTFOLIO	4,886,563	4,573,576	4,215,798
H-C SSGA FDS EM MKTS PORTFOLIO	10,521,559	13,901,255	12,645,831
H-C VALUE PORTFOLIO	25,232,970	26,750,083	23,426,735
H-C PRIVATE EQUITY IV LP	2,467,921	2,216,460	2,372,031
H-C PRIVATE EQUITY V LP	2,805,159	2,582,554	2,521,264
H-C PRIVATE EQUITY VI LP	2,458,968	2,642,351	2,876,726
H-C PRIVATE EQUITY VII LP	1,274,885	1,799,636	2,018,036
H-C PRIVATE EQUITY VIII LP		129,755	117,591
H-C TOTAL RETURN LP	12,702,301	12,702,300	12,624,920
TOTAL	135,243,695	138,883,773	130,265,086

STATEMENT 10

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10c
INVESTMENTS - CORPORATE BONDS - STATEMENT 11

ALL AMOUNTS ARE AT COST	BEGINNING	END	FMV
<u>DESCRIPTION</u>	<u>OF YEAR</u>	<u>OF YEAR</u>	<u>END</u>
	<u>AMOUNT</u>	<u>AMOUNT</u>	<u>OF YEAR</u>
			<u>AMOUNT</u>
APACHE CORP-5.25%-4/15/13	543,745	533,087	532,250
ACE INA HLDGS - 8.875% - 08/15/29	1,187,722	1,183,467	1,400,710
BP CAP - 3 125% - 10/01/15		923,933	929,952
CAPITAL ONE - 6 5% - 6/13/13	1,086,611		
FROST NATL BANK - 6 875% - 8/1/11	1,831,199		
GE CAP CORP - 5 5% - 01/08/20	0	552,856	545,365
GOLDMAN SACHS -5 25%-10/15/13	1,209,941	1,193,115	1,168,931
IBM CORP-8 375%11/1/19	424,659	419,597	458,598
MARATHON OIL-6%-10/1/17	575,230	964,888	971,405
MERRILL LYNCH-6 4%-8/28/17	1,305,539	778,254	727,155
METROPOLITAN LIFE GLOBAL - 5 125%	0	1,112,578	1,102,101
NATIONAL CITY CORP - 6 875% - 05/15/19	1,252,872	817,104	861,697
NATL CITY BK CLEVELAND-6.2%-12/15/11	359,735	0	
OCCIDENTAL PET - 9 25% - 8/1/19	1,406,819	1,128,727	1,368,285
HSBC USA INC-9 125%-5/15/21	814,060	807,477	748,581
TCI COMMUNICATIONS-8 75%-8/1/15	913,828	0	
TRANS CANADA PIPELINES -9 875%	1,420,503	762,562	1,125,113
TRANSATLANTIC HOLDINGS - 5 75%	1,020,572	1,063,686	1,173,623
U S BANK NA CINCINNATI 4 9%	0	647,702	653,034
H-C HI YIELD BND PORTFOLIO	12,087,996	12,333,430	11,998,698
H-C ABSOLUTE RETURN LTD	7,169,205	7,169,106	7,130,418
TOTAL	34,610,236	32,391,569	32,895,916

STATEMENT 11

THE WORTHAM FOUNDATION, INC.

74-1334356

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRED C. BURNS 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	CHAIRMAN ASST TREASURER 10.00	31,008.	0.	0.
BRADY F. CARRUTH 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	PRESIDENT ASST TREASURER 10.00	31,008.	0.	0.
R.W. WORTHAM III 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	SECRETARY ASST TREASURER 10.00	31,008.	0.	0.
THOMAS E SMITH 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	TRUSTEE ASST TREASURER 10.00	16,838.	0.	0.
GRAND TOTALS		109,862.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
WILLIAM V H CLARKE 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	CONTROLLER 30.00	157,847.	0. 0.
BARBARA J SNYDER 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	GRANT COORD 40.00	95,146.	0. 0.
	TOTAL COMPENSATION	<u>252,993.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
VAUGHAN, NELSON, SCARBROUGH 6300 CHASE BANK TOWER HOUSTON, TX 77002 INVESTMENT MANAGER CORE FIXED INCOME	INVESTMENT MGR	68,516.
HIRTLE & CALLAGHAN 300 BARR HARBOR DR STE 500 W CONSHOHOCKEN, PA 19428 INVESTMENT MANAGER - CONTRACT CHIEF INVESTMENT OFFICER	INVESTMENT MGMT	363,865.
BANK OF NEW YORK MELLON P O BOX 11214 NEW YORK, NY 10286 CUSTODIAN OF INVESTMENT ASSETS	CUSTODIAN	106,603.
TOTAL COMPENSATION		<u>538,984.</u>

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

BARBARA J SNYDER
2727 ALLEN PARKWAY #1570
HOUSTON, TX 77019-2125
713-526-8849

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011 STATEMENT 16-1
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	150,000
ART LEAGUE OF HOUSTON 1953 MONTROSE BLVD HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	5,000
ASSOCIATION FOR COMMUNITY TELEVISION 4343 ELGIN HOUSTON TX 77204-0008	NONE	PUBLIC	GENERAL OPERATIONS	100,000
BAYOU CITY PERFORMING ARTS INC P O BOX 541004 HOUSTON TX 77254-1004	NONE	PUBLIC	GENERAL OPERATIONS	5,000
BAYOU PRESERVATION ASSN P O BOX 131563, HOUSTON TX 77219-1563	NONE	PUBLIC	GENERAL OPERATIONS	10,000
BUFFALO BAYOU PARTNERSHIP 1111 BAGBY LOBBY HOUSTON TX 77002	NONE	PUBLIC	CAPITAL CAMPAIGN	1,000,000
CASA DE ESPERANZA DE LOS NINOS INC P O BOX 66581 HOUSTON TX 77266-6581	NONE	PUBLIC	GENERAL OPERATIONS	25,000
CHILDREN'S MUSEUM 1500 BINZ, HOUSTON, TX 77004-7112	NONE	PUBLIC	GENERAL OPERATIONS	125,000
CONTEMPORARY ARTS MUSEUM 5216 MONTROSE BLVD HOUSTON TX 77006-6598	NONE	PUBLIC	GENERAL OPERATIONS	50,000
DA CAMERA SOCIETY 3912 MANDELL, HOUSTON, TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	150,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON TX 77010	NONE	PUBLIC	GENERAL OPERATIONS	25,000
1894 INC 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	50,000
1894 INC 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	CAPITAL CAMPAIGN	50,000
ENSEMBLE THEATRE P O BOX 131095 HOUSTON TX 77219-1095	NONE	PUBLIC	GENERAL OPERATIONS	5,000
EXECUTIVE SERVICE CORPS OF HOUSTON 2630 FOUNTAINVIEW #428 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	5,000
EXPRESS THEATRE 446 NORTHWEST MALL HOUSTON TX 77092	NONE	PUBLIC	GENERAL OPERATIONS	10,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 **STATEMENT 16-2**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	35,000
GREATER HOUSTON PRESERVATION ALLIANCE 712 MAIN ST #110 HOUSTON TX 77002-3207	NONE	PUBLIC	GENERAL OPERATIONS	5,000
THE HERITAGE SOCIETY 1100 BAGBY HOUSTON TX 77002	NONE	PUBLIC	OPERATIONS	25,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON AUDUBON SOCIETY 440 WILCHESTER HOUSTON TX 77079	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON BALLET 1921 W BELL, HOUSTON, TX 77219-0487	NONE	PUBLIC	GENERAL OPERATIONS	400,000
HOUSTON BALLET FOUNDATION 1921 W BELL, HOUSTON, TX 77219-0487	NONE	PUBLIC	CAPITAL CAMPAIGN	500,000
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN ST HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	50,000
HOUSTON CENTER FOR PHOTOGRAPHY 1441 W ALABAMA HOUSTON TX 77006-4103	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHAMBER CHOIR P O BOX 53388HOUSTON TX 77052-3388	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHILDRENS CHORUS 1015 HOLMAN HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON EARLY MUSIC POB 271193 HOUSTON TX 77277	NONE	PUBLIC	OPERATIONS	5,000
HOUSTON FOTOFEST INC 1113 VINE ST #101 HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	GENERAL OPERATIONS	800,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	CAPITAL CAMPAIGN	1,900,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 **STATEMENT 16-3**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HOUSTON INTERNATIONAL THEATRE SCHOOL 311 W 18TH STREET HOUSTON TX 77008	NONE	PUBLIC	GENERAL OPERATIONS	20,000
HOUSTON MASTERWORKS CHORUS 4119 MONTROSE BLVD STE 260 HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON MUSEUM DISTRICT ASSN 1020 HOLCOMBE BLVD #1300 HOUSTON TX 77030-2213	NONE	PUBLIC	GENERAL OPERATIONS	30,000
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIR DR HOUSTON TX 77030-1799	NONE	PUBLIC	CAPITAL	850,000
HOUSTON PARKS BOARD 300 N POST OAK LANE HOUSTON TX 77024	NONE	PUBLIC	EMERGENCY DROUGHT AID	310,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	GENERAL OPERATIONS	1,000,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	ENDOWMENT	400,000
HOUSTON WILDERNESS INC 4916 MAIN ST #230 HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON ZOO INC P O BOX 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	900,000
MAIN STREET THEATRE 2540 TIMES BLVD HOUSTON TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	15,000
MEMORIAL PARK CONSERVANCY INC POB 131024 HOUSTON TX 77219	NONE	PUBLIC	CAPITAL CAMPAIGN	200,000
MENIL FOUNDATION INC 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	200,000
MILLER THEATRE ADVISORY BOARD POB 66267 HOUSTON TX 77266-6267	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	110,000
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	CAPITAL CAMPAIGN	1,000,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 **STATEMENT 16-4**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
MUSEUM OF HEALTH & MEDICAL SCIENCE 1515 HERMANN DR HOUSTON TX 77004-7126	NONE	PUBLIC	GENERAL OPERATIONS	75,000
MUSEUM OF PRINTING HISTORY 1324 W CLAY HOUSTON TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSIC IN CONTEXT P O BOX 20129, HOUSTON TX 77025-0129	NONE	PUBLIC	OPERATIONS	20,000
OPERA IN THE HEIGHTS 1703 HEIGHTS BLVD HOUSTON TX 77008	NONE	PUBLIC	GENERAL OPERATIONS	15,000
SHAKESPEARE GLOBE CENTER U OF H DRAMA DEPT , HOUSTON, TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	5,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA, HOUSTON TX 77002-2796	NONE	PUBLIC	GENERAL OPERATIONS	150,000
SPARK P O BOX 1562, HOUSTON TX 77251	NONE	PUBLIC	GENERAL OPERATIONS	40,000
STAGES, INC 3201 ALLEN PKWY #101, HOUSTON, TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	75,000
STUDENT CONSERVATION ASSN INC 1800 N KENT ARLINGTON VA 22209	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THE ORANGE FOUNDATION 2402 MUNGER, HOUSTON TX 77023	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THEATRE UNDER THE STARS 2600 SW FREEWAY #600 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	150,000
TREES FOR HOUSTON 3100 WESLAYAN #305, HOUSTON TX 77027	NONE	PUBLIC	GENERAL OPERATIONS	60,000
UNITED WAY OF TEXAS GULF COAST P O BOX 924507, HOUSTON, TX 77292	NONE	PUBLIC	GENERAL OPERATIONS	50,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	GENERAL OPERATIONS	10,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	CAPITAL CAMPAIGN	50,000
UNIVERSITY OF TEXAS AT AUSTIN UNIVERSITY STATION B6006 AUSTIN TX 78712	NONE	PUBLIC	SCHOLARSHIP	25,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 STATEMENT 16-5
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
WOODLANDS CENTER FOR THE PERFORMING ARTS, 2005 LAKE ROBBINS DR, THE WOODLANDS, TX 77380	NONE	PUBLIC	GENERAL OPERATIONS	75,000
YOUNG AUDIENCES OF HOUSTON 2515 W MAIN, #500, HOUSTON, TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	10,000
YOUNG MEN'S CHRISTIAN ASSOCIATION 1600 LOUISIANA HOUSTON TX 77002	NONE	PUBLIC	CAPITAL CANCELLED	(1,525,000)
TOTAL CONTRIBUTIONS PAID				<u><u>10,035,000</u></u>

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3b
SUPPLEMENTARY INFORMATION

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
BUFFALO BAYOU PARTNERSHIP 1111 BAGBY LOBBY HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	4,000,000
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	35,000
HOUSTON CHAMBER CHOIR P O BOX 53388HOUSTON TX 77052-3388	NONE	PUBLIC	GENERAL OPERATIONS	2,500
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	CAPITAL CAMPAIGN	100,000
HOUSTON PARKS BOARD 300 N POST OAK LANE HOUSTON TX 77024	NONE	PUBLIC	WHITE OAK BAYOU PROJECT	1,500,000
HOUSTON ZOO INC P O BOX 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	100,000
TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT				<u>5,737,500</u>

STATEMENT 17

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

STATEMENT 17A

FORM 990PF SUPPORTING SCHEDULE - PART XV

SUPPLEMENTARY INFORMATION

QUESTION 2a:

Applications should be addressed to:

Barbara J Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019

Telephone number

(713) 526-8849

QUESTION 2b:

Application forms may be obtained by writing or calling:

Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019

Telephone number:

(713) 526-8849

QUESTION 2c

Applications should be submitted by the second week of January, April, July, or October in order to be considered at the Foundation's quarterly Trustee meetings, which are held in mid-February, May, August, and November.

QUESTION 2d:

Awards are granted primarily for cultural arts and civic beautification projects and to those projects which benefit the citizens of Houston, Harris County, Texas.

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

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>ATTACHMENT 18</u>	
				<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INVESTMENT INCOME			14	208,563.	
MISCELLANEOUS INVESTMENT INCOME			14	90.	
TOTALS				<u>208,653.</u>	

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

STATEMENT 20

FORM 990PF SUPPORTING SCHEDULE - PART IX-A & IX-B

SUPPLEMENTARY INFORMATION

PART IX-A:

The foundation provides maintenance, repair, preservation, and rehabilitation services on an as needed basis for Houston City parks and Texas historic sites. During the fiscal year ended September 30, 2011, the foundation provided maintenance for and continued rehabilitation of the city fountain in Buffalo Bayou Park in Houston, Texas. The Foundation staff was active in determining the scope and method of rehabilitation, contract negotiation and supervision, and fiscal management of the project. In addition the foundation provided partial maintenance and repair for the historic cemetery at Fairfield, Texas. The activities were limited to the maintenance and preservation of the grounds and other public areas which constitute the historic site as designated by the State of Texas. The foundation contracted with local providers to perform the actual activities and paid for these services directly. Net expenses - \$29,512.

The scope of the benefit provided by these direct charitable activities is very broad. The benefit extends to all of the citizens of the city of Houston, Texas in the case of the Buffalo Bayou Park rehabilitation and to all of the citizens of the State of Texas in the case of the historic site preservation in Fairfield, Texas. The foundation intends to keep its direct involvement in these areas very limited. Only in cases where the need appears to be significant and where there is no evidence of an effective supporting agency does the foundation consider it appropriate to become directly involved in projects of this type.

PART IX-B:

The foundation does not derive any income from its grant programs or direct charitable activities.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

STATEMENT 21

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 11

INVESTMENTS - LAND, BUILDINGS, & EQUIPMENT

ALL AMOUNTS ARE AT COST

<u>DESCRIPTION</u>	<u>END OF YEAR AMOUNT</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>FMV VALUE</u>
ROYALTY:			
AEROPRES	312	312	
ALLIED CHEM	436	436	
APACHE/FLA GAS	32,368	32,368	
AMOCO	3,732	3,732	
BRINKLEY	2	2	
CITIES SERV	6,612	6,612	
CONOCO	12,470	12,470	
CROWN	1	1	
BFO ENERGY	761	761	
ENSEARCH/EP OPER	6,156	6,156	
KOCH	2,010	2,010	
MOSBACHER	117,757	117,757	
NEUMIN	5,270	5,270	
BIG 6	368	368	
PERMIAN	1,963	1,963	
PHILLIPS	816	816	
PLACID	124	124	
SUN EXP	28,255	28,255	
TXO	5,842	5,842	
UNITED GAS/ENRON	92	92	
WALTHALL	2	2	
TOTAL ROYALTY	225,349	225,349	75,150

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
40649973.		SEE SCHEDULE D-5 PROPERTY TYPE: SECURITIES 39073097.				P	VARIOUS 1,576,876.	VARIOUS
TOTAL GAIN (LOSS)							<u>1,576,876.</u>	

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

SCHEDULE D-1

FORM 990PF SUPPORTING SCHEDULE - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
ABSOLUTE RETURN OFFSHORE-LTD	07/01/2004	10/04/2010	99 06	99 06	
CAPITAL ONE-6 5%-6/13/13	03/10/2010	07/01/2011	1,095,470 00	1,066,209 76	29,260 24
FED FARM CREDIT BANK-2%-1/17/12	01/29/2009	03/01/2011	608,880 00	599,498 58	9,381 42
FHLB-5%-10/13/11	01/19/2007	03/01/2011	514,435 00	500,000 00	14,435 00
FHLMC-2 5%-4/08/13	04/14/2009	03/01/2011	1,302,730 00	1,300,000 00	2,730 00
FHLMC POOL-6%-3/01/11	02/29/1996	10/15/2010	742 01	736 86	5 15
FHLMC POOL-6%-3/01/11	02/29/1996	11/15/2010	645 57	641 10	4 47
FHLMC POOL-6%-3/01/11	02/29/1996	12/15/2010	464 30	461 08	3 22
FHLMC POOL-6%-3/01/11	02/29/1996	01/18/2011	237 71	236 07	1 64
FHLMC POOL-6%-3/01/11	02/29/1996	02/15/2011	78 68	78 14	0 54
FHLMC POOL-6%-3/01/11	02/29/1996	03/15/2011	12 03	26 55	(14 52)
FHLMC POOL-6%-7/1/17	07/21/2003	10/15/2010	1,976 25	2,063 63	(87 38)
FHLMC POOL-6%-7/1/17	07/21/2003	11/15/2010	7,292 41	7,614 89	(322 48)
FHLMC POOL-6%-7/1/17	07/21/2003	12/15/2010	7,161 77	7,478 51	(316 74)
FHLMC POOL-6%-7/1/17	07/21/2003	01/18/2011	4,220 80	4,407 49	(186 69)
FHLMC POOL-6%-7/1/17	07/21/2003	02/15/2011	2,861 09	2,987 65	(126 56)
FHLMC POOL-6%-7/1/17	07/21/2003	03/15/2011	4,757 44	4,967 89	(210 45)
FHLMC POOL-6%-7/1/17	07/21/2003	04/15/2011	4,244 23	4,448 02	(203 79)
FHLMC POOL-6%-7/1/17	07/21/2003	05/16/2011	1,765 29	1,843 07	(77 78)
FHLMC POOL-6%-7/1/17	07/21/2003	06/15/2011	6,196 74	6,684 73	(487 99)
FHLMC POOL-6%-7/1/17	07/21/2003	07/15/2011	1,764 43	1,839 02	(74 59)
FHLMC POOL-6%-7/1/17	07/21/2003	08/15/2011	1,743 09	1,816 45	(73 36)
FHLMC POOL-6%-7/1/17	07/21/2003	09/15/2011	3,566 86	3,716 30	(149 44)
FHLMC POOL-6 5%-1/01/16	01/17/2001	10/15/2010	1,078 53	1,084 77	(6 24)
FHLMC POOL-6 5%-1/01/16	01/17/2001	11/15/2010	341 35	343 32	(1 97)
FHLMC POOL-6 5%-1/01/16	01/17/2001	12/15/2010	346 24	348 24	(2 00)
FHLMC POOL-6 5%-1/01/16	01/17/2001	01/18/2011	341 09	343 06	(1 97)
FHLMC POOL-6 5%-1/01/16	01/17/2001	02/15/2011	341 01	342 98	(1 97)
FHLMC POOL-6 5%-1/01/16	01/17/2001	03/15/2011	351 36	353 39	(2 03)
FHLMC POOL-6 5%-1/01/16	01/17/2001	04/15/2011	1,323 51	1,331 16	(7 65)
FHLMC POOL-6 5%-1/01/16	01/17/2001	05/16/2011	1,284 68	1,292 09	(7 41)
FHLMC POOL-6 5%-1/01/16	01/17/2001	06/15/2011	311 35	336 83	(25 48)
FHLMC POOL-6 5%-1/01/16	01/17/2001	07/15/2011	339 36	340 84	(1 48)
FHLMC POOL-6 5%-1/01/16	01/17/2001	08/15/2011	318 10	319 48	(1 38)
FHLMC POOL-6 5%-1/01/16	01/17/2001	09/15/2011	317 97	319 34	(1 37)
FHLMC POOL-6 5%-11/1/11	04/27/2001	10/15/2010	1,459 76	1,493 06	(33 30)
FHLMC POOL-6 5%-11/1/11	04/27/2001	11/15/2010	1,388 25	1,419 92	(31 67)
FHLMC POOL-6 5%-11/1/11	04/27/2001	12/15/2010	1,324 44	1,354 66	(30 22)
FHLMC POOL-6 5%-11/1/11	04/27/2001	01/18/2011	1,172 93	1,199 69	(26 76)
FHLMC POOL-6 5%-11/1/11	04/27/2001	02/15/2011	831 57	850 55	(18 98)
FHLMC POOL-6 5%-11/1/11	04/27/2001	03/15/2011	596 56	610 18	(13 62)
FHLMC POOL-6 5%-11/1/11	04/27/2001	04/15/2011	346 94	354 72	(7 78)
FHLMC POOL-6 5%-11/1/11	04/27/2001	05/16/2011	118 63	121 40	(2 77)
FHLMC POOL-6 5%-11/1/11	04/27/2001	06/15/2011	50 22	51 39	(1 17)
FHLMC POOL-6 5%-11/1/11	04/27/2001	07/15/2011	41 04	41 99	(0 95)
FHLMC POOL-6 5%-11/1/11	04/27/2001	08/15/2011	18 02	18 43	(0 41)

SCHEDULE D-1

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)

HOUSTON, TX 77019

FOR THE TAX YEAR ENDED: 09/30/2011

SCHEDULE D-2

FORM 990PF SUPPORTING SCHEDULE - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
FHLMC POOL-6 5%-11/1/11	04/27/2001	09/15/2011	21 83	22 33	(0 50)
FNMA - 6 5% - 10/1/31	10/30/2001	10/25/2010	141 63	144 81	(3 18)
FNMA - 6 5% - 10/1/31	10/30/2001	11/26/2010	142 00	145 19	(3.19)
FNMA - 6 5% - 10/1/31	10/30/2001	12/27/2010	139 70	142 84	(3 14)
FNMA - 6 5% - 10/1/31	10/30/2001	01/25/2011	146 80	150 10	(3 30)
FNMA - 6 5% - 10/1/31	10/30/2001	02/25/2011	175 93	179 88	(3 95)
FNMA - 6 5% - 10/1/31	10/30/2001	03/25/2011	9,045 53	9,248 96	(203 43)
FNMA - 6 5% - 10/1/31	10/30/2001	04/25/2011	126 18	129 03	(2 85)
FNMA - 6 5% - 10/1/31	10/30/2001	05/25/2011	130 08	133 02	(2 94)
FNMA - 6 5% - 10/1/31	10/30/2001	06/27/2011	129 75	127 05	2 70
FNMA - 6 5% - 10/1/31	10/30/2001	07/25/2011	133 55	130 46	3 09
FNMA - 6 5% - 10/1/31	10/30/2001	08/25/2011	129 25	126 26	2 99
FNMA - 6 5% - 10/1/31	10/30/2001	09/26/2011	164 63	160 82	3 81
FNMA POOL-3 5%-8/1/26	08/16/2011	09/26/2011	6,470 61	6,765 28	(294 67)
FNMA POOL-4%-2/1/26	06/08/2011	07/25/2011	25,160 31	26,376 40	(1,216 09)
FNMA POOL-4%-2/1/26	06/08/2011	08/16/2011	1,488,173 80	1,475,231 87	12,941 93
FNMA POOL-4%-2/1/26	06/08/2011	08/25/2011	26,617 94	27,898 76	(1,280 82)
FNMA POOL-5%-6/01/22	08/21/2007	10/25/2010	5,971 36	5,836 07	135 29
FNMA POOL-5%-6/01/22	08/21/2007	11/26/2010	6,821 60	6,667 05	154 55
FNMA POOL-5%-6/01/22	08/21/2007	12/27/2010	10,944 60	10,696 64	247 96
FNMA POOL-5%-6/01/22	08/21/2007	01/25/2011	14,338 89	14,014 02	324 87
FNMA POOL-5%-6/01/22	08/21/2007	02/25/2011	9,144 78	8,937 59	207 19
FNMA POOL-5%-6/01/22	08/21/2007	03/25/2011	5,169 73	5,052 60	117 13
FNMA POOL-5%-6/01/22	08/21/2007	04/25/2011	13,745 44	13,434 25	311 19
FNMA POOL-5%-6/01/22	08/21/2007	05/25/2011	10,125 90	9,897 33	228 57
FNMA POOL-5%-6/01/22	08/21/2007	06/27/2011	3,396 81	3,554 87	(158 06)
FNMA POOL-5%-6/01/22	08/21/2007	07/25/2011	4,525 97	4,418 60	107 37
FNMA POOL-5%-6/01/22	08/21/2007	08/25/2011	6,209 34	6,062 54	146 80
FNMA POOL-5%-6/01/22	08/21/2007	09/26/2011	9,320 37	9,100 79	219 58
FNMA POOL-5 5%-8/1/37	10/24/2007	10/25/2010	49,916 56	49,456 40	460 16
FNMA POOL-5 5%-8/1/37	10/24/2007	11/26/2010	1,409 45	1,396 45	13 00
FNMA POOL-5 5%-8/1/37	10/24/2007	12/27/2010	1,331 37	1,319 09	12 28
FNMA POOL-5 5%-8/1/37	10/24/2007	01/25/2011	1,040 85	1,031 25	9 60
FNMA POOL-5 5%-8/1/37	10/24/2007	02/25/2011	5,361 20	5,311 77	49 43
FNMA POOL-5 5%-8/1/37	10/24/2007	03/25/2011	1,844 27	1,827 26	17 01
FNMA POOL-5 5%-8/1/37	10/24/2007	04/25/2011	1,674 43	1,659 00	15 43
FNMA POOL-5 5%-8/1/37	10/24/2007	05/25/2011	768 45	761 37	7 08
FNMA POOL-5 5%-8/1/37	10/24/2007	06/27/2011	1,232 44	1,226 06	6 38
FNMA POOL-5 5%-8/1/37	10/24/2007	07/25/2011	1,181 96	1,171 13	10 83
FNMA POOL-5 5%-8/1/37	10/24/2007	08/25/2011	1,207 78	1,196 73	11 05
FNMA POOL-5 5%-8/1/37	10/24/2007	08/26/2011	448,099 65	407,694 59	40,405 06
FNMA POOL-5 5%-8/1/37	10/24/2007	09/26/2011	1,202 67	1,191 67	11 00
FNMA POOL - 5 5 - 9/1/17	09/19/2002	03/25/2011	8,680 70	8,901 79	(221 09)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	10/25/2010	4,254 71	4,363 07	(108 36)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	11/26/2010	1,738 28	1,782 55	(44 27)

3 SCHEDULE D-2

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
 HOUSTON, TX 77019
 FOR THE TAX YEAR ENDED: 09/30/2011
 FORM 990PF SUPPORTING SCHEDULE - PART IV
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SCHEDULE D-3

<u>Description</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
FNMA POOL - 5 5% - 9/1/17	09/19/2002	12/27/2010	5,491 25	5,631 11	(139 86)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	01/25/2011	1,735 39	1,779 59	(44 20)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	02/25/2011	11,891 60	12,194 47	(302 87)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	04/25/2011	1,482 79	1,520 56	(37 77)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	05/25/2011	11,925 14	12,225 55	(300 41)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	06/27/2011	1,336 40	1,392 67	(56 27)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	07/25/2011	3,761 63	3,853 86	(92 23)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	08/25/2011	7,871 12	8,061 83	(190 71)
FNMA POOL - 5 5% - 9/1/17	09/19/2002	09/26/2011	1,245 40	1,275 21	(29 81)
FNMA POOL - 6% - 9/1/13	02/05/1999	10/25/2010	4,399 00	4,157 74	241 26
FNMA POOL - 6% - 9/1/13	02/05/1999	11/26/2010	4,141 19	3,914 07	227 12
FNMA POOL - 6% - 9/1/13	02/05/1999	12/27/2010	3,931 56	3,715 94	215 62
FNMA POOL - 6% - 9/1/13	02/05/1999	01/25/2011	3,961 25	3,744 00	217 25
FNMA POOL - 6% - 9/1/13	02/05/1999	02/25/2011	4,104 94	3,879 81	225 13
FNMA POOL - 6% - 9/1/13	02/05/1999	03/25/2011	3,845 56	3,634 65	210 91
FNMA POOL - 6% - 9/1/13	02/05/1999	04/25/2011	3,565 75	3,370 99	194 76
FNMA POOL - 6% - 9/1/13	02/05/1999	05/25/2011	3,375 56	3,191 12	184 44
FNMA POOL - 6% - 9/1/13	02/05/1999	06/27/2011	3,458 06	3,478 19	(20 13)
FNMA POOL - 6% - 9/1/13	02/05/1999	07/25/2011	3,704 38	3,487 88	216 50
FNMA POOL - 6% - 9/1/13	02/05/1999	08/25/2011	3,084 38	2,904 74	179 64
FNMA POOL - 6% - 9/1/13	02/05/1999	09/26/2011	3,106 44	2,926 14	180 30
FNMA POOL - 6 5% - 11/1/16	01/17/2002	10/25/2010	2,391 67	2,470 14	(78 47)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	11/26/2010	3,116 57	3,218 83	(102 26)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	12/27/2010	2,435 44	2,515 35	(79 91)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	01/25/2011	2,463 27	2,544 09	(80 82)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	02/25/2011	2,731 37	2,820 99	(89 62)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	03/25/2011	2,689 54	2,777 79	(88 25)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	04/25/2011	3,890 35	4,018 01	(127 66)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	05/25/2011	2,038 77	2,104 84	(66 07)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	06/27/2011	2,214 49	2,445 97	(231 48)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	07/25/2011	2,607 34	2,761 06	(153 72)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	08/25/2011	2,217 98	2,348 09	(130 11)
FNMA POOL - 6 5% - 11/1/16	01/17/2002	09/26/2011	2,013 08	2,130 58	(117 50)
FNMA POOL - 7% - 7/1/11	08/31/1996	10/25/2010	555 43	552 57	2 86
FNMA POOL - 7% - 7/1/11	08/31/1996	11/26/2010	559 00	556 12	2 88
FNMA POOL - 7% - 7/1/11	08/31/1996	12/27/2010	562 59	559 69	2 90
FNMA POOL - 7% - 7/1/11	08/31/1996	01/25/2011	566 20	563 28	2 92
FNMA POOL - 7% - 7/1/11	08/31/1996	02/25/2011	569 84	566 90	2 94
FNMA POOL - 7% - 7/1/11	08/31/1996	03/25/2011	573 49	570 54	2 95
FNMA POOL - 7% - 7/1/11	08/31/1996	04/25/2011	577 17	574 33	2 84
FNMA POOL - 7% - 7/1/11	08/31/1996	05/25/2011	580 88	577 86	3 02
FNMA POOL - 7% - 7/1/11	08/31/1996	06/27/2011	569 29	899 08	(329 79)
FNMA POOL - 7% - 7/1/11	08/31/1996	07/01/2011	413 29	413 30	(0 01)
FNMA POOL-5%-4/01/23	04/13/2008	10/25/2010	118,715 08	118,418 29	296 79
FNMA POOL-5%-4/01/23	04/13/2008	11/26/2010	121,190 08	120,887 10	302 98

SCHEDULE D-3

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011 SCHEDULE D-4
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
FNMA POOL-5%-4/01/23	04/13/2008	12/27/2010	115,070 45	114,782 77	287 68
FNMA POOL-5%-4/01/23	04/13/2008	01/25/2011	141,802 66	141,448 15	354 51
FNMA POOL-5%-4/01/23	04/13/2008	02/25/2011	102,083 62	101,828 41	255 21
FNMA POOL-5%-4/01/23	04/13/2008	03/25/2011	88,159 07	87,938 67	220 40
FNMA POOL-5%-4/01/23	04/13/2008	04/25/2011	63,457 31	63,298 78	158 53
FNMA POOL-5%-4/01/23	04/13/2008	05/25/2011	55,664 17	55,525 55	138 62
FNMA POOL-5%-4/01/23	04/13/2008	06/27/2011	46,306 25	47,672 80	(1,366 55)
FNMA POOL-5%-4/01/23	04/13/2008	07/25/2011	44,997 65	44,851 37	146 28
FNMA POOL-5%-4/01/23	04/13/2008	08/25/2011	1,901,920 19	1,764,534 12	137,386 07
FNMA POOL-5%-4/01/23	04/13/2008	08/25/2011	66,504 12	66,288 39	215 73
FNMA POOL-5%-4/01/23	04/13/2008	09/26/2011	49,939 34	49,777 68	161 66
FROST NATL BK-6 875%-8/1/11	08/02/2001	12/02/2010	337,640 58	350,508 03	(12,867 45)
FROST NATL BK-6 875%-8/1/11	08/02/2001	12/02/2010	1,548,810 00	1,480,690 88	68,119 12
GROWTH PORTFOLIO	12/13/2011	11/09/2010	920,000 00	882,811 56	37,188 44
GROWTH PORTFOLIO	12/13/2011	12/02/2010	1,450,000 00	1,365,759 78	84,240 22
GROWTH PORTFOLIO	12/13/2011	03/31/2011	340,000 00	299,556 35	40,443 65
GROWTH PORTFOLIO	12/13/2011	09/29/2011	1,950,000 00	1,894,881 22	55,118 78
HIGH YIELD BD PORTFOLIO	04/17/2001	12/02/2010	3,350,000 00	3,422,786 46	(72,786 46)
HIGH YIELD BD PORTFOLIO	04/17/2001	08/10/2011	455,000 00	491,812 31	(36,812 31)
HIGH YIELD BD PORTFOLIO	04/17/2001	08/19/2011	860,000 00	906,196 36	(46,196 36)
INTERPUBLIC GROUP COMPANIES, INC	01/01/1998	09/30/2011	10 98		10 98
INTL EQUITY PORTFOLIO	12/08/2000	11/09/2010	1,660,000 00	1,510,302 12	149,697 88
INTL EQUITY PORTFOLIO	12/08/2000	12/02/2010	150,000 00	139,368 36	10,631 64
INTL EQUITY PORTFOLIO	12/08/2000	03/31/2011	395,000 00	345,669 83	49,330 17
MERRILL LYNCH-6 4%-8/28/07	12/31/2010	12/02/2010	529,075 00	525,086 67	3,988 33
NATIONAL CITY CORP-6 875%-5/15/19	03/15/2007	11/01/2010	5,875 00		5,875 00
NATIONAL CITY CORP-6 875%-5/15/19	03/15/2007	12/02/2010	771,126 75	725,165 78	45,960 97
NATL CITY BANK, CLEVELAND-6 2%-12/15/11	08/04/2009	06/10/2011	359,800 00	359,212 87	587 13
OCCIDENTAL PET - 9 25% - 8/1/19	02/17/2006	09/08/2011	312,858 00	262,199 96	50,658 04
PRIVATE EQUITY IV	01/29/2004	02/10/2011	92,004 78	92,004 78	
PRIVATE EQUITY V OFFSHORE	12/22/2005	02/08/2011	65,472 25	65,472 25	
PRIVATE EQUITY V OFFSHORE	12/22/2005	08/24/2011	130,944 49	130,944 49	
PRIVATE EQUITY V OFFSHORE	12/22/2005	08/24/2011	276,014 35	276,014 35	
PRIVATE EQUITY VI	04/26/2007	02/09/2011	40,751 87	40,751 87	
PRIVATE EQUITY VII	11/17/2008	11/12/2010	25,667 17	25,667 17	
PRIVATE EQUITY VII	11/17/2008	08/25/2011	14,259 54	14,259 54	
SMALL CAP PORTFOLIO	04/04/2001	11/09/2010	260,000 00	278,110 77	(18,110 77)
SMALL CAP PORTFOLIO	04/04/2001	12/02/2010	290,000 00	298,982 53	(8,982 53)
SMALL CAP PORTFOLIO	04/04/2001	03/31/2011	140,000 00	129,292 88	10,707 12
3SGA FDS EMERGING MKTS FD	04/04/2001	11/09/2010	670,000 00	592,873 46	77,126 54
3SGA FDS EMERGING MKTS FD	04/04/2001	12/02/2010	50,000 00	44,829 17	5,170 83
3SGA FDS EMERGING MKTS FD	04/04/2001	12/20/2010	111,288 92		111,288 92
ICI COMMUNICATIONS, INC -8 75%-8/1/15	06/21/2010	11/01/2010	955,005 00	913,828 50	41,176 50

SCHEDULE D-4

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2010)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2011 SCHEDULE D-5
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>Description</u>	<u>Date of Purchase</u>	<u>Date of Sale</u>	<u>Proceeds From Sale</u>	<u>Cost of Shares Sold</u>	<u>Gain/Loss</u>
TIPS	09/22/2009	08/05/2011	2,125,000 00	1,900,553 13	224,446 87
TIPS	09/22/2009	08/19/2011	590,000 00	515,679 70	74,320 30
TIPS	09/22/2009	09/28/2011	3,000,000 00	2,654,615 14	345,384 86
TRANS CANADA PIPELINES-9 875%-1/01/21	12/06/1999	12/02/2010	710,190 00	591,782 04	118,407 96
USTB-5 25%-11/15/28	03/11/2009	01/10/2011	317,559 37	328,693 75	(11,134 38)
USTN-1%-3/31/12	03/24/2010	11/01/2010	105,881 84	104,811 33	1,070 51
USTN-1%-3/31/12	03/24/2010	12/02/2010	251,992 19	249,550 78	2,441 41
USTN-1%-3/31/12	03/24/2010	01/13/2011	100,773 44	99,820 31	953 13
USTN-1%-3/31/12	03/24/2010	02/14/2011	1,459,742 19	1,453,628 39	6,113 80
USTN-1 375%-3/15/13	03/10/2010	01/12/2011	608,789 06	598,500 00	10,289 06
USTN-1 375%-3/15/13	03/10/2010	08/02/2011	549,217 97	538,830 83	10,387 14
USTN-1 875%-6/30/15	07/16/2010	12/15/2010	1,547,051 95	1,556,938 48	(9,886 53)
USTN-3 375%-11/15/19	10/19/2010	02/17/2011	500,507 81	534,091 80	(33,583 99)
VALUE PORTFOLIO	12/13/2000	12/02/2010	750,000 00	815,171 04	(65,171 04)
VALUE PORTFOLIO	12/13/2000	03/31/2011	700,000 00	692,606 31	7,393 69
Total			40,649,973 08	39,073,096 87	1,576,876 21