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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
Halliburton Foundation Inc

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 42806

City or town, state, and ZIP code
Houston, TX 77242

A Employer identification number
75-1212458

B Telephone number (see page 10 of the instructions)
(713) 839-4848

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ 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)
\$ 16,126,784

J Accounting method ☐ Cash ☒ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,000,000			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	396,600	396,600		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-13,661			
	b Gross sales price for all assets on line 6a _____ 970,740				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,382,939	396,600		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	10,959	0		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	7,500	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	7,532	0		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	25,991	0		0
	25 Contributions, gifts, grants paid.	2,527,722			2,527,722
	26 Total expenses and disbursements. Add lines 24 and 25	2,553,713	0		2,527,722
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	829,226			
	b Net investment income (if negative, enter -0-)		396,600		
	c Adjusted net income (if negative, enter -0-)				

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	231,740	288,147	288,147
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>750,000</u>			
		Less allowance for doubtful accounts ▶ _____	750,000	750,000	
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,627,721	15,399,540	15,838,637
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,609,461	16,437,687	16,126,784
Liabilities	17	Accounts payable and accrued expenses	1,000		
	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)	1,000	0	
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	10,913,764	10,913,764	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,694,697	5,523,923	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,608,461	16,437,687	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,609,461	16,437,687	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	15,608,461
2	Enter amount from Part I, line 27a	2	829,226
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	16,437,687
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,437,687

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)
1 a		P		
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 970,740		984,401	-13,661
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-13,661
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-13,661
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))
2010	1,977,409	13,570,436	0 145714
2009	1,855,046	10,718,396	0 173071
2008	2,861,925	11,177,056	0 256054
2007	3,010,710	13,951,958	0 215791
2006	2,489,103	13,981,708	0 178026

2 Total of line 1, column (d).	2	0 968656
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 193731
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	16,083,783
5 Multiply line 4 by line 3.	5	3,115,927
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,966
7 Add lines 5 and 6.	7	3,119,893
8 Enter qualifying distributions from Part XII, line 4.	8	2,527,722

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	7,932
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	7,932
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	7,932
6		Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,314		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	8,314
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	382
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 382 Refunded		11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes	

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of Beverly Stafford Telephone no (281) 871-3608 Located at 3000 Sam Houston Pkwy E Houston TX ZIP+4 77032			
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.			
16	At any time during calendar year 2011, 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?	15		
	See 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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2011 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 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	15,715,359
b	Average of monthly cash balances.	1b	613,355
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,328,714
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	16,328,714
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	244,931
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,083,783
6	Minimum investment return. Enter 5% of line 5.	6	804,189

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	804,189
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	7,932
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,932
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	796,257
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	796,257
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	796,257

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,527,722
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,527,722
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,527,722
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				796,257
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				2,489,103
b From 2007.				3,010,710
c From 2008.				2,888,457
d From 2009.				1,855,046
e From 2010.				1,977,409
f Total of lines 3a through e.	12,220,725			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,527,722				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	2,527,722			
d Applied to 2011 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	796,257			796,257
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,952,190			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	1,692,846			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	12,259,344			
10 Analysis of line 9				
a Excess from 2007. . . .				3,010,710
b Excess from 2008. . . .				2,888,457
c Excess from 2009. . . .				1,855,046
d Excess from 2010. . . .				1,977,409
e Excess from 2011. . . .				2,527,722

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

Brinda Maxwell
PO Box 4574
Houston, TX 772104574
(281) 575-3558

b

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

Application should be made by letter and include the amount and use

c

Any submission deadlines

No deadline. Applicants are notified of approval or decline in 3 months.

d

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

See attached statement

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,527,722
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .					396,600
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					-13,661
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		0	382,939
13	Total. Add line 12, columns (b), (d), and (e).			13		382,939

[illegible]

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

		(a) Name of preparer	(b) Type of organization	(c) Description of relationship	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	Signature of officer or trustee		2012-11-13 Date	Title	
	Paid Preparer's Use Only	Preparer's Signature	Date	Check if self- employed ☐	PTIN
		Firm's name		Firm's EIN	
		Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DJ Lesar	President 0 10	0	0	0
3000 Sam Houston Pkwy E Houston, TX 77032				
Tim Probert	Trustee 0 10	0	0	0
3000 Sam Houston Pkwy E Houston, TX 77032				
Lawrence Pope	Trustee 0 10	0	0	0
3000 Sam Houston Pkwy E Houston, TX 77032				
Beverly Stafford	Vice President & Secretary 0 10	0	0	0
3000 Sam Houston Pkwy E Houston, TX 77032				
Tim McKeon	Treasurer 0 10	0	0	0
10200 Bellaire Blvd Houston, TX 77072				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AGNES SCOTT COLLEGE141 E COLLEGE AVE DECATUR,GA 30030		Support	Education	3,000
AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVE 3RD FLOOR NEWYORK,NY 10018		Support	Education	100,000
AMERICANS FOR OXFORD INC500 FIFTH AVE FL 32 NEWYORK,NY 10110		Support	Education	4,300
AUSTIN PRESBYTERIAN THEOLOGICAL100 E 27TH ST AUSTIN,TX 78705		Support	Education	1,000
AWTY INTERNATIONAL SCHOOL 7455 AWTY SCHOOL LN HOUSTON,TX 77055		Support	Education	200
BAYLOR UNIVERSITYPO BOX 97050 WACO,TX 767987050		Support	Education	40,000
BECKENDORFF JUNIOR HIGH SCHOOL8200 S FRY RD KATY,TX 77494		Support	Education	200
BIG PASTURE ELEMENTARYPO BOX 167 RANDLETT,OK 73562		Support	Education	80
BOWDOIN COLLEGE4100 COLLEGE STATION BRUNSWICK,ME 040118432		Support	Education	1,000
BRAY-DOYLE PUBLIC SCHOOLS 1205 S BROOKS RD MARLOW,OK 73055		Support	Education	800
CALIFORNIA INSTITUTE OF TECHNOLOGY1200 E CALIFORNIA BLVD M/S 5-32 PASADENA,CA 91125		Support	Education	500
CALIFORNIA POLYTECHNIC STATEADVANCEMENT SERVICES 1 GRAND AVE SAN LUIS OBISPO,CA 93407		Support	Education	1,000
CASE WESTERN RESERVE UNIVERSITY10950 EUCLID AVE 212 CLEVELAND,OH 441067035		Support	Education	500
CHRIST COMMUNITY SCHOOL 1488 WELLMAN RD CONROE,TX 77384		Support	Education	1,000
COLORADO SCHOOL OF MINESPO BOX 4005 GOLDEN,CO 80401		Support	Education	73,380
COMANCHE ELEMENTARY1030 ASH COMANCHE,OK 73529		Support	Education	1,600
COVENANT ACADEMY11711 TELGE RD CYPRESS,TX 77429		Support	Education	1,000
DARTMOUTH COLLEGE6066 DEVELOPMENT OFFICE HANOVER,NH 037553555		Support	Education	20,500
DICKINSON CATHOLIC SCHOOLS PO BOX 1177 DICKINSON,ND 586021177		Support	Education	1,000
DUKE UNIVERSITYBOX 90581 DURHAM,NC 277080581		Support	Education	670
DUNCAN PUBLIC SCHOOLSPO BOX 1548 DUNCAN,OK 73534		Support	Education	1,000
EAST END CHAMBER OF550 GULFGATE CENTER MALL HOUSTON,TX 770873022		Support	Education	15,000
EMORY UNIVERSITY1762 CLIFTON RD STE 1400 ATLANTA,GA 303224001		Support	Education	1,000
FALL CREEK ELEMENTARY14435 MESA DR HUMBLE,TX 77396		Support	Education	1,000
FLORIDA A&M UNIVERSITY1601 MARTIN LUTHER KING BLVD TALLAHASSEE,FL 32301		Support	Education	1,000
FORT SETTLEMENT MIDDLE SCHOOL5440 ELKINS RD SUGAR LAND,TX 77479		Support	Education	100
FOXCROFT SCHOOL22407 FOXCROFT RD MIDDLEBURG,VA 201173724		Support	Education	1,000
GENESEO FOUNDATION INC1 COLLEGE CIRCLE ERWIN 202 GENESEO,NY 14454		Support	Education	2,000
GEORGIA TECH FOUNDATION INC 760 SPRING ST N W4TH FL ATLANTA,GA 30308		Support	Education	15,000
GRACELAND UNIVERSITY1 UNIVERSITY PLACE LAMONI,IA 50140		Support	Education	2,000

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Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HARVARD UNIVERSITY124 MOUNT AUBURN ST CAMBRIDGE,MA 021385762		Support	Education	100,000
HESSTON COLLEGEBOX 3000 HESSTON,KS 67062		Support	Education	2,000
HIGHLAND CHRISTIAN SCHOOL 135 S FRENCH AVE ARLINGTON,WA 98223		Support	Education	100
HOLY SPIRIT EPISCOPAL SCHOOL 12535 PERTHSHIRE RD HOUSTON,TX 770244186		Support	Education	1,000
HOSPICE FOUNDATION OF MARTIN AND1201 SE INDIAN ST STUART,FL 34997		Support	Education	10,000
HOUSTON WORLD AFFAIRS COUNCILPO BOX 920905 HOUSTON,TX 772920905		Support	Education	7,500
INDEPENDENT PETROLEUM ASSOCIATION1201 15TH ST STE 300 WASHINGTON,DC 20005		Support	Education	10,000
INDIANA UNIVERSITY FOUNDATIONPO BOX 500 BLOOMINGTON,IN 47402		Support	Education	666
INTERNATIONAL SCHOLARSHIP AND (Scholarships)231 PUBLIC SQU STE 201 FRANKLIN,TN 370642522		Support	Education	150,000
IOWA STATE UNIVERSITY FOUNDATION2505 UNIVERSITY BLVD AMES,IA 500108644		Support	Education	15,000
ITHACA COLLEGEALUMNI HALL RM 245 RT 96B ITHACA,NY 14850		Support	Education	20,000
KANSAS STATE UNIVERSITY FOUNDATION2323 ANDERSON AVE STE 500 MANHATTAN,KS 665022911		Support	Education	25,400
KINKAID SCHOOL201 KINCAID SCHOOL DR HOUSTON,TX 77024		Support	Education	1,000
KIPP HOUSTON10711 KIPP WAY HOUSTON,TX 77099		Support	Education	15,000
KNOX COLLEGE2 E SOUTH ST GALESBURG,IL 61401		Support	Education	550
LETOURNEAU UNIVERSITY2100 S MOBBERLY AVE LONGVIEW,TX 75602		Support	Education	520
LITTLETON PUBLIC SCHOOLS FOUNDATION5776 S CROCKER ST LITTLETON,CO 80120		Support	Education	1,000
LOUISIANA STATE U FOUNDATION3838 W LAKESHORE DR BATON ROUGE,LA 70808		Support	Education	38,500
MARTIN MEMORIAL FOUNDATION INCPO BOX 9010 STUART,FL 34995		Support	Education	20,000
MASSACHUSETTS INSTITUTE OF 238 MAIN ST STE 200 CAMBRIDGE,MA 02142		Support	Education	22,000
MCCOMBS SCHOOL OF BUSINESS PO BOX 7727 AUSTIN,TX 78713		Support	Education	150,000
MCNEESE STATE UNIV FOUNDATIONPO BOX 90775 LAKE CHARLES,LA 706099989		Support	Education	20,550
MEMORIAL DRIVE ELEMENTARY 11202 SMITHDALE RD HOUSTON,TX 77024		Support	Education	1,000
MEREDITH COLLEGE3800 HILLSBOROUGH ST RALEIGH,NC 27607		Support	Education	500
MICHIGAN TECHNOLOGICAL UNIVERSITY1400 TOWNSEND DR HOUGHTON,MI 499311295		Support	Education	500
MIDWESTERN STATE UNIVERSITY 3410 TAFT BLVD WICHITA FALLS,TX 76308		Support	Education	668
MISSISSIPPI STATE UNIVERSITY1 HUNTER HENRY BLVD MISSISSIPPI STATE,MS 39762		Support	Education	25,000
MISSOURI S AND T112 CAMPUS SUPPORT FACILITY ROLLA,MO 654091320		Support	Education	17,400
MONTANA STATE UNIVERSITYPO BOX 172750 BOZEMAN,MT 597172750		Support	Education	700
MONTANA TECH FOUNDATION 1300 W PARK ST BUTTE,MT 59701		Support	Education	30,000

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Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MOUNT CARMEL HIGH SCHOOL 6410 S DANTE CHICAGO,IL 60637		Support	Education	1,000
NEW MEXICO STATE UNIVERSITY PO BOX 3590 LAS CRUCES,NM 88003		Support	Education	20,000
NEWTON MIDDLE SCHOOL4001 E ARAPAHOE RD CENTENNIAL,CO 80122		Support	Education	240
NORTHEAST FOUNDATION85 HERRICK ST BEVERLY,MA 01915		Support	Education	10,000
NORTHWESTERN UNIVERSITY 2020 RIDGE AVE RM 230 EVANSTON,IL 602084305		Support	Education	200,000
OKLAHOMA BAPTIST UNIVERSITY 500 W UNIVERSITY OBU BOX 61275 SHAWNEE,OK 74804		Support	Education	4,000
OKLAHOMA STATE UNIVERSITY FOUNDATIOPO BOX 1749 STILLWATER,OK 740761749		Support	Education	119,784
OUACHITA BAPTIST UNIVERSITY 410 OUACHITA ST OBU BOX 3754 ARKADELPHIA,AR 719980001		Support	Education	4,000
OVERLAKE SCHOOL20301 NE 108TH ST REDMOND,WA 98053		Support	Education	1,000
PARISH EPISCOPAL SCHOOL OF DALLAS4101 SIGMA RD DALLAS,TX 75244		Support	Education	1,000
PENNSYLVANIA STATE UNIVERSITYONE OLD MAIN UNIVERSITY PARK,PA 16802		Support	Education	17,400
PIKEVILLE COLLEGE147 SYCAMORE ST PIKEVILLE,KY 41501		Support	Education	6,000
PLATO ELEMENTARY SCHOOLPO BOX 1548 DUNCAN,OK 73534		Support	Education	300
PRESTONWOOD CHRISTIAN ACADEMY6801 W PARK BLVD PLANO,TX 75093		Support	Education	1,000
PRINCETON UNIVERSITYONE NASSAU HALL PRINCETON,NJ 08544		Support	Education	1,000
PURDUE FOUNDATION101 N GRANT STE B-50 WEST LAFAYETTE,IN 479063574		Support	Education	15,800
RICE UNIVERSITY6100 MAIN ST- MS81 HOUSTON,TX 77005		Support	Education	18,600
RIVERFIELD COUNTRY DAY SCHOOL2433 W 61ST ST TULSA,OK 74132		Support	Education	100
ROSEHILL CHRISTIAN SCHOOL 19830 FM 2920 TOMBALL,TX 77377		Support	Education	1,000
SAINT CECILIA SCHOOL-LA302 WEST MAIN ST BROUSSARD,LA 70518		Support	Education	700
SECOND BAPTIST SCHOOL FOUNDATION6410 WOODWAY HOUSTON,TX 77057		Support	Education	1,000
SEPHARDIC GAN TORAT EMET 9730 HILLCROFT HOUSTON,TX 77096		Support	Education	1,000
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO HOUSTON,TX 770027013		Support	Education	1,000
SOUTHERN ARKANSAS UNIVERSITY100 E UNIVERSITY MAGNOLIA,AR 71753		Support	Education	6,000
SOUTHERN ILLINOIS UNIVERSITY MAIL CODE 6805 SIUC CARBONDALE,IL 62901		Support	Education	1,500
SOUTHERN METHODIST UNIVERSITYPO BOX 750402 DALLAS,TX 752750402		Support	Education	1,500
SOUTHERN NAZARENE UNIVERSITY6729 NW 39 EXPWY BETHANY,OK 73008		Support	Education	17,000
SPRING BRANCH EDUCATION FOUNDATION955 CAMPBELL RD STE 206 HOUSTON,TX 77024		Support	Education	900
ST CECILIAS DAY SCHOOL11740 JOAN OF ARC HOUSTON,TX 77024		Support	Education	100
ST EDWARDS UNIVERSITY INC 3001 S CONGRESS AVE AUSTIN,TX 78704		Support	Education	4,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ST FRANCIS EPISCOPAL DAY SCHOOL335 PINEY POINT RD HOUSTON,TX 77024		Support	Education	500
ST JOHNS COLLEGEPO BOX 2800 ANNAPOLIS,MD 21404		Support	Education	500
ST LAURENCE CATHOLIC SCHOOL 2630 AUSTIN PKWY SUGAR LAND,TX 77479		Support	Education	2,000
ST LOUIS UNIVERSITY HIGH SCHOOL4970 OAKLAND AVE ST LOUIS,MO 63110		Support	Education	400
ST LUCYS PRIORY HIGH SCHOOL 655 W SIERRA MADRE AVE GLENDORA,CA 91741		Support	Education	1,000
ST MARKS EPISCOPAL SCHOOL 3816 BELLAIRE BLVD HOUSTON,TX 77025		Support	Education	200
ST OLAF COLLEGE1520 ST OLAF AVE NORTHFIELD,MN 55057		Support	Education	1,000
ST PIUS X HIGH SCHOOL811 W DONOVAN HOUSTON,TX 77091		Support	Education	1,000
ST THOMAS EPISCOPAL SCHOOL 4900 JACKWOOD HOUSTON,TX 77096		Support	Education	500
ST VINCENT DE PAUL SCHOOL 6802 BUFFALO SPEEDWAY HOUSTON,TX 77025		Support	Education	1,000
STANFORD UNIVERSITY326 GALVEZ ST STANFORD,CA 943056105		Support	Education	40,000
SUSQUEHANNA UNIVERSITY514 UNIVERSITY AVE SELINGSGROVE,PA 17870		Support	Education	86,000
TEURLINGS CATHOLIC HIGH SCHOOL139 TEURLINGS LAFAYETTE,LA 70501		Support	Education	500
TEXAS A & M FOUNDATION401 GEORGE BUSH DR COLLEGE STATION,TX 778402811		Support	Education	266,048
TEXAS A&M UNIVERSITY - KINGSVILLE700 UNIVERSITY BLVD / MSC 104 KINGSVILLE,TX 78363		Support	Education	500
TEXAS TECH UNIVERSITY FOUNDATIONPO BOX 45025 LUBBOCK,TX 794095025		Support	Education	84,800
TULANE EDUCATIONAL FUND 1555 POYDRAS ST STE 1000 NEW ORLEANS,LA 701123768		Support	Education	500
TX A&M HSC FDNMSC 131 - 1010 WAVE B KINGSVILLE,TX 78363		Support	Education	1,000
UNIVERSITY OF ALABAMABOX 870101 TUSCALOOSA,AL 354870101		Support	Education	20,000
UNIVERSITY OF ARKANSAS FOUNDATION300 UNIVERSITY HOUSE FAYETTEVILLE,AR 72701		Support	Education	500
UNIVERSITY OF COLORADO FDN 4740 WALNUT ST BOULDER,CO 80301		Support	Education	20,000
UNIVERSITY OF CONNECTICUT 2390 ALUMNI DR STORRS,CT 062693206		Support	Education	500
UNIVERSITY OF HOUSTONPO BOX 867 HOUSTON,TX 770010867		Support	Education	6,600
UNIVERSITY OF HOUSTON FOUNDATIONPO BOX 27405 HOUSTON,TX 772277405		Support	Education	56,000
UNIVERSITY OF IDAHO FOUNDATION INCPO BOX 443147 MOSCOW,ID 838443147		Support	Education	4,000
UNIVERSITY OF ILLINOIS FOUNDATION1305 WEST GREEN STREET URBANA,IL 618012962		Support	Education	9,500
UNIVERSITY OF INDIANAPOLIS 1400 E HANNA AVE INDIANAPOLIS,IN 462273697		Support	Education	2,000
UNIVERSITY OF KENTUCKY STURGILL DEVELOPMENT BUILDING LEXINGTON,KY 405060015		Support	Education	70,000
UNIVERSITY OF LA AT LAFAYETTE PO BOX 40400 LAFAYETTE,LA 70504		Support	Education	3,000
UNIVERSITY OF MIAMISTE 300 UM GABLES ONE TOWER CORAL GABLES,FL 33146		Support	Education	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF NORTH CAROLINA ATPO BOX 309 CHAPEL HILL, NC 27514		Support	Education	2,000
UNIVERSITY OF NORTH TEXASPO BOX 311250 DENTON, TX 762036557		Support	Education	1,500
UNIVERSITY OF OKLAHOMA FOUNDATION100 TIMBERDELL RD NORMAN, OK 73019		Support	Education	51,350
UNIVERSITY OF ROCHESTERPO BOX 270032 ROCHESTER, NY 14627		Support	Education	500
UNIVERSITY OF SOUTHERN CALIFORNIAUNIVERSITY GARDENS STE 203 LOS ANGELES, CA 900898003		Support	Education	31,450
UNIVERSITY OF SOUTHERN MISSISSIPPI118 COLLEGE DR 10026 HATTIESBURG, MS 39406		Support	Education	3,000
UNIVERSITY OF TENNESSEEE600 ANDY HOLT TOWER KNOXVILLE, TN 37996		Support	Education	1,000
UNIVERSITY OF TEXAS - PAN AMERICAN1201 W UNIVERSITY DR EDINBURG, TX 78541		Support	Education	20,000
UNIVERSITY OF TEXAS AT ARLINGTONPO BOX 19198 ARLINGTON, TX 760190190		Support	Education	1,000
UNIVERSITY OF TEXAS AT AUSTINPO BOX 7458 AUSTIN, TX 78713		Support	Education	22,916
UNIVERSITY OF TEXAS AT EL PASO500 W UNIVERSITY KELLY HALL 6TH FL EL PASO, TX 79968		Support	Education	1,000
UNIVERSITY OF TEXAS AT SAN ANTONIOONE UTSA CIRCLE SAN ANTONIO, TX 78249		Support	Education	1,000
UNIVERSITY OF TEXAS FOUNDATIONPO BOX 250 AUSTIN, TX 787670250		Support	Education	70,000
UNIVERSITY OF UTAH540 ARAPEEN DR STE 250 SALT LAKE CITY, UT 841081238		Support	Education	12,000
UNIVERSITY OF WISCONSIN FOUNDATION1848 UNIVERSITY AVE MADISON, WI 537088860		Support	Education	51,500
UNIVERSITY OF WYOMING FDN 1200 E IVINSON LARAMIE, WY 820704159		Support	Education	10,000
URSULINE ACADEMY OF DALLAS INC4900 WALNUT HILL LANE DALLAS, TX 75229		Support	Education	1,000
UWMC FOUNDATION518 SOUTH 7TH AVE WAUSAU, WI 54401		Support	Education	500
VELMA-ALMA SCHOOLPO BOX 8 VELMA, OK 73491		Support	Education	500
VILLANOVA UNIVERSITY800 LANCASTER AVE VILLANOVA, PA 19085		Support	Education	100,000
WAKE FOREST UNIVERSITYBOX 7227 REYNOLDA STATION WINSTON SALEM, NC 27109		Support	Education	6,000
WELLESLEY COLLEGE106 CENTRAL ST WELLESLEY, MA 02481		Support	Education	600
WEST BRIAR MIDDLE SCHOOL 13733 BRIMHURST DR HOUSTON, TX 77077		Support	Education	1,000
WEST CHESTER UNIVERSITY FOUNDATION628 S HIGH ST FILANO HALL WEST CHESTER, PA 19383		Support	Education	3,000
WEST VIRGINIA UNIVERSITY FDN PO BOX 1650 MORGANTOWN, WV 265071650		Support	Education	11,000
WESTERN ACADEMY1511 BUTLERCREST ST HOUSTON, TX 77080		Support	Education	1,500
WESTERN STATE COLLEGE FDNPO BOX 1264 GUNNISON, CO 81230		Support	Education	2,000
WILCHESTER ELEMENTARY SCHOOL13618 ST MARYS LANE HOUSTON, TX 77079		Support	Education	250
WILLAMETTE UNIVERSITY900 STATE ST SALEM, OR 97301		Support	Education	1,000
WILLOW CREEK ELEMENTARY2002 WILLOW TERRACE KINGWOOD, TX 77345		Support	Education	600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
YALE UNIVERSITYPO BOX 2038 NEW HAVEN, CT 065081890		Support	Education	1,700
Total  3a				2,527,722

TY 2011 Distribution from Corpus Election

Name: Halliburton Foundation Inc

EIN: 75-1212458

Election: Pursuant to Regulation 53.4942(a)-(3)(2), Halliburton Foundation Inc. hereby elects to treat \$2,527,722 of its 2011 qualifying distributions as made out of corpus.

TY 2011 Investments - Other Schedule

Name: Halliburton Foundation Inc

EIN: 75-1212458

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Other Investments	AT COST	15,399,540	15,838,637

TY 2011 Other Expenses Schedule

Name: Halliburton Foundation Inc

EIN: 75-1212458

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative	32	0		0
Scholarship Admin Fees	7,500	0		0

TY 2011 Other Professional Fees Schedule

Name: Halliburton Foundation Inc

EIN: 75-1212458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Management Fees	10,959	0		0

TY 2011 Substantial Contributors Schedule

Name: Halliburton Foundation Inc

EIN: 75-1212458

Name	Address
Halliburton Company	

TY 2011 Taxes Schedule

Name: Halliburton Foundation Inc

EIN: 75-1212458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise	7,500	0		0

Additional Data

Software ID:
Software Version:
EIN: 75-1212458
Name: Halliburton Foundation Inc

Form 990PF - Special Condition Description:

Special Condition Description
