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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation

The Alkek and Williams Foundation

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

1100 Louisiana

Room/suite

5250

City or town

Houston

State

TX

ZIP code

77002

G Check all that apply

☐

Initial return

☐

Initial Return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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, column (c), line 16)

▶ \$

9,924,883.

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

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

A Employer identification number

76-6122587

B Telephone number (see the instructions)

(713) 652-6600

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 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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

2,662.

2,662.

4 Dividends and interest from securities

402,873.

402,873.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

31,962.

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

31,962.

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/(loss) (att sch)

11 Other income (attach schedule)

See Line 11 Stmt

3,316.

3,342.

12 Total. Add lines 1 through 11

440,813.

440,839.

ADMINISTRATIVE AND OTHER EXPENSES

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs) Federal Excise Tax

4,204.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

19,621.

19,621.

24 Total operating and administrative expenses. Add lines 13 through 23

24,614.

20,410.

25 Contributions, gifts, grants paid

2,007,550.

2,007,550.

26 Total expenses and disbursements. Add lines 24 and 25

2,032,164.

20,410.

2,007,550.

27 Subtract line 26 from line 12:

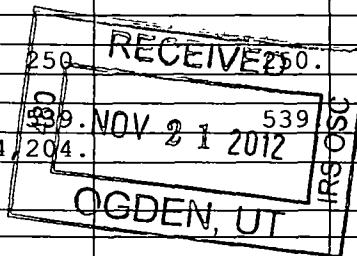
a Excess of revenue over expenses and disbursements

-1,591,351.

b Net investment income (if negative, enter -0-)

420,429.

c Adjusted net income (if negative, enter -0-)



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (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	1,845,595.	516,948.	516,948.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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) L-13 Stmt	11,064,152.	10,805,648.	9,402,353.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe L-15 Stmt)	9,786.	5,582.	5,582.		
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	12,919,533.	11,328,178.	9,924,883.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	<b>Total liabilities</b> (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	12,919,533.	11,328,178.		
	30	<b>Total net assets or fund balances</b> (see instructions)	12,919,533.	11,328,178.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	12,919,533.	11,328,178.		

## 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	12,919,533.
2	Enter amount from Part I, line 27a	2	-1,591,351.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	11,328,182.
5	Decreases not included in line 2 (itemize) Nondeductible expenses	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,328,178.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Commonfund Distressed Debt Partners II LP - Schedule K-1		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 31,962.			31,962.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			31,962.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>		2	31,962.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</span>		3		

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

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

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

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

☐ Yes☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	893,236.	11,802,838.	0.075680
2009	624,675.	11,700,455.	0.053389
2008	442,600.	13,730,992.	0.032234
2007	498,650.	14,727,753.	0.033858
2006	554,550.	13,740,499.	0.040359
2 Total of line 1, column (d)			2 0.235520
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 0.047104
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 11,470,182.
5 Multiply line 4 by line 3			5 540,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,204.
7 Add lines 5 and 6			7 544,495.
8 Enter qualifying distributions from Part XII, line 4			8 2,007,550.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,204.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,204.
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	4,204.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	9,286.	
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	9,286.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	5,082.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX – Texas		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Charles A. Williams</u> Telephone no <u>(713) 652-6600</u> Located at <u>1100 Louisiana, Suite 5250 Houston, TX</u> ZIP + 4 <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			

**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
<b>1 a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
<b>c</b> 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?	1 c	X
<b>2</b> 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))		
<b>a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)	3 b	
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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?	4 b	X

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**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 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 instructions)?**5b**

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870.

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Margaret Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee 0.00	0.	0.	0.
Charles A. Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee 0.00	0.	0.	0.
Randa D. Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee 0.00	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

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

None

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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 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		None

**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 N/A	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	9,776,509.
b	Average of monthly cash balances	1 b	1,868,346.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	11,644,855.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,644,855.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	174,673.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,470,182.
6	Minimum investment return. Enter 5% of line 5	6	573,509.

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

1	Minimum investment return from Part X, line 6	1	573,509.
2a	Tax on investment income for 2011 from Part VI, line 5	2 a	4,204.
b	Income tax for 2011 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	4,204.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	569,305.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	569,305.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	569,305.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	2,007,550.
b	Program-related investments — total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,007,550.
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 instructions)	5	4,204.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,003,346.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				569,305.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			211,649.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,007,550.				
a Applied to 2010, but not more than line 2a			211,649.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				569,305.
e Remaining amount distributed out of corpus	1,226,596.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,226,596.			
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 instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,226,596.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	1,226,596.			

## N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) o

4942(1)(5)

**b 85%** of line 2a

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**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**

### 1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., (see 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:

Charles A. Williams

1100 Louisiana, Suite 5250

Houston

TX 77002

(713) 652-6600

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

Application guidelines available upon request.

**c** Any submission deadlines

None

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

State of Texas

**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
<i>a Paid during the year</i> Statement attached				2,007,550.
<b>Total</b>			<b>3a</b>	2,007,550.
<i>b Approved for future payment</i> Houston Grand Opera 501 Preston Houston TX 77002	N/A	Public	Endowment & operations	3,300,000.
<b>Total</b>			<b>3b</b>	3,300,000.

**Part XVI-A' Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,662.	
4	Dividends and interest from securities			14	402,873.	
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	523000	-26.	18	3,342.	
8	Gain or (loss) from sales of assets other than inventory			18	31,962.	
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)		-26.		440,839.	
13	<b>Total.</b> Add line 12, columns (b), (d), and (e)					13 440,813.

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

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

[illegible]



Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Commonfund Distressed Debt Partn	3.	29.	
Commonfund Distressed Debt Partn	3,313.	3,313.	
Total	3,316.	3,342.	

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank charges	99.	99.		
Foreign taxes paid	72.	72.		
Endowment Fund - portfolio deduc	5,079.	5,079.		
Commonfund - portfolio deductions	4,625.	4,625.		
Pinto Technology Ventures - port	2,294.	2,294.		
PTV II - portfolio deductions	7,452.	7,452.		
Total	19,621.	19,621.		

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
The Endowment Fund I, LP	9,422,437.	8,618,869.
Commonfund Distressed Debt Partners II, LP	254,430.	240,017.
Pinto Technology Ventures LP	119,278.	115,386.
PTV Sciences II LP	305,147.	409,030.
Global Hedged Offshore Equity Fund Ltd	704,356.	19,051.
Total	10,805,648.	9,402,353.

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Federal tax receivable	9,786.	5,582.	5,582.
Total	9,786.	5,582.	5,582.

The Alkek and Williams Foundation  
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Alley Theatre 615 TX Avenue Houston, TX 77002-2710	N/A	Public	Program Support	25,000
Alley Theatre 615 TX Avenue Houston, TX 77002-2710	N/A	Public	Program Support	25,000
Alzheimer's Association 2242 West Holcombe Blvd Houston, TX 77030	N/A	Public	Program Support	100
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	N/A	Public	Program Support	75,000
Anti-Defamation League 4635 Southwest Fwy Ste 400 Houston, TX 77027-7104	N/A	Public	Program Support	15,000
Archdiocese for the Military Services Bank of Houston-Larry Massey 4120 Bellaire Blvd. Houston, TX 77025	N/A	Public	Program Support	250
Asia Society TX Center 1370 Southmore Boulevard Houston, TX 77004	N/A	Public	Program Support	1,000
Assistance League of Houston 1902 Commonwealth Houston, TX 77006-1836	N/A	Public	Program Support	500
Bandera Public Library Corporation P.O. Box 1568 Bandera, TX 78003	N/A	Public	Program Support	25,000
Bandera Sports Complex P.O. Box 2901 Bandera, TX 78003	N/A	Public	Program Support	20,000
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	2,500



The Alkek and Williams Foundation  
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	1,000
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	500
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	5,000
Boys & Girls Club of Bandera County P O Box 3155 Bandera, TX 78003	N/A	Public	Program Support	35,000
The Brookwood Community 1752 FM 1489 Brookshire, TX 77423	N/A	Public	Program Support	5,000
The Brookwood Community 1752 FM 1489 Brookshire, TX 77423	N/A	Public	Program Support	1,000
The Brookwood Community 1752 FM 1489 Brookshire, TX 77423	N/A	Public	Program Support	1,000
Cancer Fighters of Houston, Inc. P O Box 272641 Houston, TX 77277-2641	N/A	Public	Program Support	500
Casa de Esperanza P.O Box 66581 Houston, TX 77266-6308	N/A	Public	Program Support	1,500
The Center for AIDS Information & Advoc 1407 Hawthorne Street Houston, TX 77006	N/A	Public	Program Support	1,000
The Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	N/A	Public	Program Support	500
Christ Church Cathedral-Endowment Fund 1117 TX Avenue Houston, TX 77002	N/A	Public	Program Support	100

The Alkek and Williams Foundation  
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
The Council on Alcohol and Drugs Houston P O Box 2768 Houston, TX 77252-2768	N/A	Public	Program Support	1,000
Crohn's & Colitis Foundation of America 5120 Woodway, Suite 8008 Houston, TX 77056	N/A	Public	Program Support	2,500
DBSA Greater Houston 3800 Buffalo Speedway, Suite 3 Houston, TX 77098-3706	N/A	Public	Program Support	10,000
Easter Seals 4500 Bissonet #340 Bellaire, TX 77401	N/A	Public	Program Support	500
Evelyn Rubenstein Jewish Comm Ctr 5601 S Braeswood Houston, TX 77096	N/A	Public	Program Support	300
FFFH (Fire Fighters Foundation Houston) 1221 McKinney, Suite 2100 Houston, TX 77010	N/A	Public	Program Support	500
First United Methodist Church 1320 Main Street Houston, TX 77002	N/A	Public	Program Support	100
The Foundation for Cancer Survivors P O. Drawer 1064 Houston, TX 77251	N/A	Public	Program Support	4,000
Fund for Teachers 2000 Post Oak Blvd , Suite 100 Houston, TX 77056	N/A	Public	Program Support	1,500
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, TX 77005	N/A	Public	Scholarship Support	5,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, TX 77005	N/A	Public	Scholarship Support	10,000
Greater Houston Women's Chamber of Commerce 3015 Richmond Ave , Suite 200 Houston, TX 77098	N/A	Public	Scholarship Support	500

The Alkek and Williams Foundation

EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Helping A Hero P O Box 890786 Houston, TX 77289-0786	N/A	Public	Program Support	5,000
Hermann Park Conservancy 6201-A Hermann Park Drive Houston, TX 77030	N/A	Public	Program Support	250
Hermann Park Conservancy 6201-A Hermann Park Drive Houston, TX 77030	N/A	Public	Program Support	1,500
Hobby Center Foundation 800 Bagby, Suite 300 Houston, TX 77002	N/A	Public	Program Support	12,000
Houston A+ Challenge 2700 Southwest Frwy , Suite B Houston, TX 77098	N/A	Public	Program Support	1,000
Houston Ballet Foundation P O. Box 3645 Houston, TX 77253-3645	N/A	Public	Program Support	4,000
Houston Center for Contemporary Craft 4848 Main Street Houston, TX 77002	N/A	Public	Program Support	500
Houston Cinema Arts Society 4409 Montrose, Suite 150 Houston, TX 77006	N/A	Public	Program Support	2,500
Houston Ear Research Foundation 7737 SW Freeway, Ste 630 Houston, TX 77074	N/A	Public	Program Support	10,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	150,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	500
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	150,000

The Alkek and Williams Foundation  
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	5,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Endowment	850,000
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030	N/A	Public	Program Support	2,500
Houston Junior Chamber of Commerce Foundation, Inc P.O BOX 271566 Houston, TX 77277-1566	N/A	Public	Program Support	2,000
Houston READ Commission P O Box 2049 Houston, TX 77252-2049	N/A	Public	Program Support	250
Houston Symphony Society 615 Louisiana Street, Ste 102 Houston, TX 77002	N/A	Public	Program Support	100
Houston Symphony Society 615 Louisiana Street, Ste. 102 Houston, TX 77002	N/A	Public	Program Support	50,000
Houston Symphony Society 615 Louisiana Street, Ste 102 Houston, TX 77002	N/A	Public	Program Support	50,000
Interfaith Ministries for Greater Houston 3217 Montrose Blvd Houston, TX 77006	N/A	Public	Program Support	2,500
Joyful Toyful Fiesta, Inc. P O Box 638 Baytown, TX 77522	N/A	Public	Program Support	300
The Jung Center 5200 Montrose Boulevard Houston, TX 77006	N/A	Public	Program Support	200
Justice for Children 2600 Southwest Frwy , Ste 806 Houston, TX 77098	N/A	Public	Program Support	500

The Alkek and Williams Foundation

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
K9s4COPS 714 Parker Street, Ste A Houston, TX 77007	N/A	Public	Program Support	1,000
Katy Prairie Conservancy 3015 Richmond Ave , Suite 230 Houston, TX 77007	N/A	Public	Program Support	500
Knowledge Arts Foundation 3630 Willowick Houston, TX 77019	N/A	Public	Program Support	1,500
Krist Samaritan Center 17555 El Camino Real Houston, TX 77058-3031	N/A	Public	Program Support	25,000
Legacy Community Health Services P. O Box 66308 Houston, TX 77266-6308	N/A	Public	Program Support	25,000
Legacy Community Health Services P O Box 66308 Houston, TX 77266-6308	N/A	Public	Program Support	2,500
March of Dimes - Houston Division 3000 Wesleyan, Suite 100 Houston, TX 77027	N/A	Public	Program Support	5,000
Marshall Plan Charities for Afghanistan 3419 Sagecircle East Houston, TX 77056	N/A	Public	Program Support	25,000
Medical Bridges, Inc P.O Box 300245 Houston, TX 77056	N/A	Public	Program Support	250
The Menninger Clinic 2801 Gessner Drive Houston, TX 77080	N/A	Public	Program Support	1,000
The Menninger Clinic 2801 Gessner Drive Houston, TX 77080	N/A	Public	Program Support	500
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	100

The Alkek and Williams Foundation  
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	10,000
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	10,000
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	200
The Nature Conservancy 1800 Augusta Drive, Suite 240 Houston, TX 77057	N/A	Public	Program Support	2,500
Open Door Mission P O Box 9356 Houston, TX 77261	N/A	Public	Program Support	15,000
Pathways for Little Feet 8 Greenway Plaza, Suite 1000 Houston, TX 77046	N/A	Public	Program Support	150
Pathways for Little Feet 8 Greenway Plaza, Suite 1000 Houston, TX 77046	N/A	Public	Program Support	2,500
Phi Beta Kappa Alumni Association P O Box 25283 Houston, TX 77265-6725	N/A	Public	Program Support	3,000
Pink Ribbons Project 2449 South Boulevard, Ste 100 Houston, TX 77098	N/A	Public	Program Support	1,000
Prevent Blindness Texas (Eye Ball) 2202 Waugh Drive Houston, TX 77006	N/A	Public	Program Support	1,500
Prevent Blindness Texas (Eye Ball) 2202 Waugh Drive Houston, TX 77006	N/A	Public	Program Support	1,500
Recipe for Success Foundation P O Box 56405 Houston, TX 77256	N/A	Public	Program Support	250

The Alkek and Williams Foundation  
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
The Rise School of Houston 8080 North Stadium Drive, Suite 100 Houston, TX 77054	N/A	Public	Program Support	500
River Oaks Baptist School 2300 Willowick Houston, TX 77027	N/A	Public	Building Program	50,000
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	N/A	Public	Program Support	12,500
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	N/A	Public	Program Support	18,750
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	N/A	Public	Program Support	18,750
Ronald McDonald House-Houston 1907 Holcombe Boulevard Houston, TX 77030	N/A	Public	Program Support	500
The Salvation Army 1500 Austin St Houston, TX 77002	N/A	Public	Program Support	5,000
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston, TX 77002-2715	N/A	Public	Program Support	25,000
South Main Baptist Church Foundation 4100 South Main Street Houston, TX 77002	N/A	Public	Program Support	100
Special Olympics Texas 7715 Chevy Chase Dr , Ste 120 Austin, TX 78752	N/A	Public	Program Support	2,500
St Thomas High School 4500 Memorial Drive Houston, TX 77007-7332	N/A	Public	Program Support	500
Teach For America 4669 Southwest Freeway, Suite 600 Houston, TX 77027	N/A	Public	Program Support	250

The Alkek and Williams Foundation  
EIN. 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
TX Children's Hospital P O. BOX 300630 MC 4-4483 Houston, TX 77230-0630	N/A	Public	Program Support	5,000
TX Children's Hospital P O Box 300630 MC 4-4483 Houston, TX 77230-0630	N/A	Public	Program Support	200
TX Heart Institute Mail Code 3-117, PO BOX 20345 Houston, TX 77225-9969	N/A	Public	Program Support	50,000
Texas Parks & Wildlife Foundation 1901 North Akard Street Dallas, TX 75201	N/A	Public	Program Support	500
Texas State University 601 University Drive San Marcos, TX 78666-4604	N/A	Public	Program Support	500
Texas Wildlife Association Foundation 2800 NE Loop 410, Suite 105 San Antonio, TX 78218	N/A	Public	Program Support	300
Theatre Under the Stars 800 Bagby St Suite 200 Houston, TX 77002	N/A	Public	Program Support	5,000
UCP Easter Seals 4500 Bissonnet, Ste 340 Houston, TX 77401-3006	N/A	Public	Program Support	250
UH Foundation-Music Moores School of Music 120 E School of Music Building Houston, TX 77204-4017	N/A	Public	Program Support	5,000
UH Foundation-Music Moores School of Music 120 E School of Music Building Houston, TX 77204-4017	N/A	Public	Program Support	25,000
University of St Thomas 3800 Montrose Boulevard Houston, TX 77006-4626	N/A	Public	Scholarship Support	25,000
UT MD ANDERSON CANCER CENTER 6900 Fannin St, 6th Floor Houston, TX 77030	N/A	Public	Program Support	250



The Alkek and Williams Foundation  
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
UT MD ANDERSON CANCER CENTER 6900 Fannin St, 6th Floor Houston, TX 77030	N/A	Public	Program Support	500
UT MD ANDERSON CANCER CENTER 6900 Fannin St, 6th Floor Houston, TX 77030	N/A	Public	Program Support	1,000
UT MD ANDERSON CANCER CENTER 6900 Fannin St, 6th Floor Houston, TX 77030	N/A	Public	Program Support	1,000
UT SYSTEM 210 West 6th St , Suite 1.200 Austin, TX 78701-2901	N/A	Public	Program Support	250
Virtuosi of Houston 2121 Kirby Drive, #117 Houston, TX 77019	N/A	Public	Program Support	15,000
The Women's Fund for Health Eduaction and Research 5353 W Alabama, Suite 615 Houston, TX 77056	N/A	Public	Program Support	500
Yellowstone Academy 3000 Trulley St Houston, TX 77004-6804	N/A	Public	Program Support	500
Young Audiences 4550 Post Oak Place, Suite 230 Houston, TX 77027	N/A	Public	Program Support	250
Young Life Bandera County TX459 P O. Box 1751 Bandera, TX 78003-1751	N/A	Public	Program Support	24,300
TOTAL				<u>2,007,550</u>