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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
HOUSTON BALLET FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
601 Preston St

City or town, state or country, and ZIP + 4
HOUSTON, TX 77002

D Employer identification number
74-1394920

E Telephone number
(713) 523-6300

G Gross receipts $ 38,001,760

F Name and address of principal officer
JAMES JORDAN PRESIDENT
601 PRESTON ST
HOUSTON,TX 77002

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ www houstonballet org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1955

M State of legal domicile TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SEE ATTACHMENT 1

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	126
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	126
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	381
6	Total number of volunteers (estimate if necessary)	**6**	369
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	10,749,643	13,821,192
9	Program service revenue (Part VIII, line 2g)	9,130,753	10,153,660
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,601,504	1,842,984
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	972,539	1,283,825
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	26,454,439	27,101,661
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	11,423,338	12,195,030
16a	Professional fundraising fees (Part IX, column (A), line 11e)	279,668	93,415
b	Total fundraising expenses (Part IX, column (D), line 25) ▶964,377		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	8,586,538	9,966,304
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	20,289,544	22,254,749
19	Revenue less expenses Subtract line 18 from line 12	6,164,895	4,846,912

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	110,675,828	107,599,437
21	Total liabilities (Part X, line 26)	18,622,996	13,083,280
22	Net assets or fund balances Subtract line 21 from line 20	92,052,832	94,516,157

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer — 2013-05-14 Date

James Nelson Executive Director
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date 2013-05-13	Check if self-employed ▶☐	Preparer's taxpayer identification number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4	PricewaterhouseCoopers LLP 1201 Louisiana Suite 2900 Houston, TX 77002		EIN ▶ Phone no ▶ (713) 356-4000

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

TO INSPIRE A LASTING LOVE AND APPRECIATION FOR DANCE THROUGH ARTISTIC EXCELLENCE, EXHILARATING PERFORMANCES, INNOVATIVE CHOREOGRAPHY AND SUPERB EDUCATIONAL PROGRAMS THE ORGANIZATION MAINTAINS A COMPANY OF PROFESSIONAL DANCERS AND ORCHESTRA THAT GIVES PERFORMANCES IN HOUSTON, TX, TOURS NATIONALLY AND INTERNATIONALLY THROUGHOUT THE YEAR AND MAINTAINS AN ACADEMY THAT PROVIDES DANCE EDUCATION

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 15,505,326 including grants of $) (Revenue $ 8,280,348)

DANCE PERFORMANCES BY THE COMPANY OF PROFESSIONAL DANCERS AND ORCHESTRA IN HOUSTON, TX, ON TOUR NATIONALLY AND INTERNATIONALLY INCLUDE PRODUCTION EXPENSES SUCH AS SALARY OF PERFORMERS, COST OF COSTUMES, STAGE SETS, THEATER RENTAL, ORCHESTRA AND OTHER RELATED EXPENSES

4b (Code) (Expenses $ 3,110,924 including grants of $) (Revenue $ 1,873,312)

ACADEMY DANCE EDUCATION INCLUDES EXPENSES RELATED TO THE OPERATION OF THE BALLET ACADEMY AND THE SCHOLARSHIPS AND TUITION FOR ACADEMY STUDENTS

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 18,616,250

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	66		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	381			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	Yes	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**	Yes	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	126		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	126		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☑ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

CHERYL LYNN ZANE
601 PRESTON ST
HOUSTON,TX 77002
(713) 523-6300

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								675,028	0	92,972

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 3

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
IATSE LOCAL 51 P O BOX 403 HOUSTON, TX 77001	UNION STAGE HANDS	976,749
DCM 45 MAIN ST STE 816 BROOKLYN, NY 11201	SALES & FUNDRAISING	381,735
WORTHAM CENTER OPERATING COMPANY 510 PRESTON ST 201 HOUSTON, TX 77002	WORTHAM STAGE HANDS	303,047
LD SYSTEMS INC PO BOX 10620 HOUSTON, TX 772060620	LIGHTING & DESIGN	250,426
DLS EVENT SERVICES INC 1302 WUAGH DR STE 51 HOUSTON, TX 77019	USHERS	187,817

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 8

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b	381,766			
	c	Fundraising events	1c	26,250			
	d	Related organizations	1d	4,341,090			
	e	Government grants (contributions)	1e	585,628			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	8,486,458			
	g	Noncash contributions included in lines 1a-1f $ 183,895					
	h	**Total.** Add lines 1a-1f		13,821,192			
Program Service Revenue			Business Code				
	2a	PERFORMANCE INCOME	711120	8,280,348	8,280,348		
	b	TUITION	711120	1,873,312	1,873,312		
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		10,153,660			
	3	Investment income (including dividends, interest and other similar amounts)		1,221,423			1,221,423
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
			(i) Real	(ii) Personal			
	6a	Gross rents	34,500				
	b	Less rental expenses					
	c	Rental income or (loss)	34,500				
	d	Net rental income or (loss)			34,500		34,500
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	11,509,188				
	b	Less cost or other basis and sales expenses	10,886,997	630			
	c	Gain or (loss)	622,191	-630			
	d	Net gain or (loss)			621,561		621,561
Other Revenue	8a	Gross income from fundraising events (not including $ 26,250 of contributions reported on line 1c) See Part IV, line 18	a 20,905				
	b	Less direct expenses	b 12,472				
	c	Net income or (loss) from fundraising events			8,433		8,433
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities			0		
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory			0		
		Miscellaneous Revenue	Business Code				
	11a	TICKET HANDLING CHARGES	711120	466,003	466,003		
	b	SOUVENIR INCOME	711120	322,582	322,582		
	c	AWARD FROM PRIX DU LAUSANNE	711120	17,899	17,899		
	d	All other revenue		434,408	434,408		
	e	**Total.** Add lines 11a–11d		1,240,892			
	12	**Total revenue.** See Instructions		27,101,661	11,394,552		1,885,917

Part IX Statement of Functional Expenses

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

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

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	924,910	254,104	670,806	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	8,234,121	7,566,786	305,194	362,141
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	671,533	408,199	248,283	15,051
9	Other employee benefits	1,298,714	1,139,498	93,123	66,093
10	Payroll taxes	1,065,752	949,782	80,541	35,429
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	0			
c	Accounting	77,000		77,000	
d	Lobbying	0			
e	Professional fundraising *See Part IV, line 17*	93,415			93,415
f	Investment management fees	172,754		172,754	
g	Other	26,000		26,000	
12	Advertising and promotion	2,714,421	2,691,855		22,566
13	Office expenses	1,742,020	1,577,479	157,465	7,076
14	Information technology	35,517	26,638	8,879	
15	Royalties	258,189	258,189		
16	Occupancy	1,637,758	1,353,037	284,721	
17	Travel	250,529	233,156	17,373	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	29,846	4,986	13,200	11,660
22	Depreciation, depletion, and amortization	1,618,761	1,272,265	346,496	
23	Insurance	154,905	116,179	38,726	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	SCHOLARSHIP EXPENSE	438,387	438,387		
b	TICKET SALES	237,462	237,462		
c	FUNDRAISING EXPENSES	202,617			202,617
d	SOUVENIR EXPENSES	137,006			137,006
e					
f	All other expenses	233,132	88,248	133,561	11,323
25	**Total functional expenses.** Add lines 1 through 24f	22,254,749	18,616,250	2,674,122	964,377
26	**Joint costs.** Check here ▶ ☑ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		0	1	0
	2	Savings and temporary cash investments		6,337,041	2	3,709,616
	3	Pledges and grants receivable, net		1,857,894	3	561,816
	4	Accounts receivable, net		95,861	4	93,883
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		511,876	9	956,090
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 57,590,230			
	b	Less accumulated depreciation	10b 8,403,654	47,066,200	10c	49,186,576
	11	Investments—publicly traded securities		54,806,956	11	53,091,456
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		110,675,828	16	107,599,437
Liabilities	17	Accounts payable and accrued expenses		657,146	17	877,868
	18	Grants payable		0	18	0
	19	Deferred revenue		3,182,270	19	3,716,832
	20	Tax-exempt bond liabilities		14,783,580	20	8,488,580
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*		0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		0	25	0
	26	**Total liabilities.** Add lines 17 through 25		18,622,996	26	13,083,280
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		59,156,843	27	60,950,124
	28	Temporarily restricted net assets		2,221,016	28	1,791,842
	29	Permanently restricted net assets		30,674,973	29	31,774,191
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		92,052,832	33	94,516,157
	34	Total liabilities and net assets/fund balances		110,675,828	34	107,599,437

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	27,101,661
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,254,749
3	Revenue less expenses Subtract line 2 from line 1	3	4,846,912
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	92,052,832
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-2,383,587
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	94,516,157

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

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

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

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

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

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	7,501,037	7,291,874	7,038,290	9,544,643	9,255,292	40,631,136
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	7,501,037	7,291,874	7,038,290	9,544,643	9,255,292	40,631,136
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						915,975
6 **Public Support.** Subtract line 5 from line 4						39,715,161

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	7,501,037	7,291,874	7,038,290	9,544,643	9,255,292	40,631,136
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,918,608	1,767,115	1,244,173	1,116,650	1,255,923	7,302,469
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	1,557,745	1,396,409	1,036,564	1,036,049	1,240,892	6,267,659
11 **Total support** (Add lines 7 through 10)						54,201,264

12 Gross receipts from related activities, etc (See instructions)	12	45,072,027

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	73 274 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	69 986 %

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☑

b **33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ☐

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

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

Facts And Circumstances Test

Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	54,800,872	47,079,375	42,985,086	55,961,173	
b Contributions	1,099,218	172,797	19,057	77,788	
c Investment earnings or losses	-618,325	10,640,662	7,342,094	-11,524,849	
d Grants or scholarships					
e Other expenditures for facilities and programs	2,155,893	2,934,827	3,125,319	1,401,562	
f Administrative expenses	172,754	157,135	141,543	127,464	
g End of year balance	52,953,118	54,800,872	47,079,375	42,985,086	

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

- a Board designated or quasi-endowment ▶ 40 000 %
- b Permanent endowment ▶ 60 000 %
- c Term endowment ▶

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

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		9,805,319		9,805,319
b Buildings		39,462,656	1,971,275	37,491,381
c Leasehold improvements		190,403	25,446	164,957
d Equipment		3,121,198	1,396,279	1,724,919
e Other		5,010,654	5,010,654	
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				49,186,576

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	0
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	0

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	27,101,661
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	22,254,749
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,846,912
4	Net unrealized gains (losses) on investments	4	-2,383,587
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-2,383,587
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	2,463,325

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	27,776,105
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-2,383,587		
b	Donated services and use of facilities	2b	347,585		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	-2,036,002
3	Subtract line **2e** from line **1**			3	29,812,107
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-2,710,446		
c	Add lines **4a** and **4b**			4c	-2,710,446
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	27,101,661

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	25,312,780
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	347,585		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	347,585
3	Subtract line **2e** from line **1**			3	24,965,195
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-2,710,446		
c	Add lines **4a** and **4b**			4c	-2,710,446
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	22,254,749

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
RECONCILIATION OF REVENUE	PART XII, LINE 4B & PART XIII, LINE 4B	EXPENSES OF CONSOLIDATED ENTITY (HOUSTON BALLET GUILD, INC) IN THE AMOUNT OF ($2,834,980) ARE NET WITH CONTRIBUTED INCOME FOR TAX RETURN PRESENTATION, FUNDRAISING EVENT DIRECT EXPENSES OF ($12,472) ARE SHOWN NET WITH EVENT REVENUE FOR TAX RETURN PRESENTATION, AND SOUVENIR EXPENSES OF $137,006 ARE NOT SHOWN AS NET WITH OTHER MISCELLANEOUS REVENUE FOR TAX RETURN PRESENTATION TOTAL OTHER AMOUNTS INCLUDED ON SCHEDULE D, PART XII, LINE 4B, BUT NOT ON LINE 1 AND SCHEDULE D, PART XIII, LINE 4B, BUT NOT ON LINE 1 IS ($2,710,446)
FIN 48 FOOTNOTE	PART X, LINE 2	THE INCOME TAX POSITION TAKEN BY THE FOUNDATION, FOR ANY YEARS OPEN UNDER THE VARIOUS STATUTES OF LIMITATIONS, IS THAT THE FOUNDATION CONTINUES TO BE EXEMPT FROM INCOME TAXES BY VIRTUE OF BEING A NONPROFIT ORGANIZATION MANAGEMENT BELIEVES THAT THIS TAX POSITION MEETS THE MORE-LIKELY-THAN-NOT THRESHOLD AND, ACCORDINGLY, THE TAX BENEFIT OF THIS INCOME TAX POSITION (NO INCOME TAX LIABILITY) HAS BEEN RECOGNIZED FOR THE YEARS ENDED ON OR BEFORE JUNE 30, 2012 AS PART OF THE ADOPTION OF THIS GUIDANCE, THE FOUNDATION WILL RECORD INCOME TAX RELATED INTEREST AND PENALTIES, IF APPLICABLE, AS A COMPONENT OF THE PROVISION FOR INCOME TAX EXPENSE HOWEVER, THERE WERE NO AMOUNTS RECOGNIZED RELATING TO INTEREST AND PENALTIES IN THE STATEMENT OF ACTIVITIES FOR THE YEAR ENDED JUNE 30, 2012 THE FOUNDATION'S FEDERAL EXEMPT ORGANIZATION BUSINESS TAX RETURNS (FORM 990) FOR 2008 AND LATER ARE SUBJECT TO EXAMINATION BY THE IRS
USE OF ENDOWMENT FUNDS	PART V, LINE 4	HOUSTON BALLET FOUNDATION USES ENDOWMENT FUNDS TO GUARANTEE FUTURE FINANCIAL SECURITY OF THE FOUNDATION ENDOWMENT FUNDS ARE INVESTED TO PROVIDE THE FOUNDATION WITH LONG-TERM GROWTH CONSISTENT WITH THE PRESERVATION OF CAPITAL AND THE ANNUAL BUDGET REQUIREMENT WITHIN WITHDRAWAL LIMITATIONS ESTABLISHED BY THE BOARD OF TRUSTEES OF THE FOUNDATION

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
DCM 45 MAIN ST STE 816 BROOKLYN, NY 11201	TELEFUNDING		No	198,077	93,415	104,662
Total . . . . . ▶				198,077	93,415	104,662

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

TX

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 RAISING THE BAR (event type)	(b) Event #2 (event type)	(c) Other Events 0 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	47,155			47,155
	2 Less Charitable contributions	26,250			26,250
	3 Gross income (line 1 minus line 2)	20,905			20,905
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	10,000			10,000
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	2,472			2,472
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(12,472)
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				8,433

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ ----------

Address ▶ ----------

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☐ Compensation committee ☑ Written employment contract ☐ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) conner jr cecil c	(i)	165,356	0	0	8,268	7,703	181,327	0
	(ii)	0	0	0	0	0	0	0
(2) welch stanton	(i)	223,432	0	3,900	32,172	7,683	267,187	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Non-Qualified Retirement Plan	Part I, Line 4b	THE FOLLOWING OFFICER(S) OR DIRECTORS(S) PARTICIPATED IN OR RECEIVED PAYMENT FROM A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN DURING THE YEAR JAMES NELSON - $8,500 PLAN CONTRIBUTION CHERYL ZANE - $17,000 PLAN CONTRIBUTION

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	SANGER CULTURAL EDUCATION FACILITIES CINANCE CORP	26-3736640		07-22-2010	20,000,000	CONSTRUCTION AND EQUIP FACILITY		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	6,295,000			
2	Amount of bonds defeased	0			
3	Total proceeds of issue	20,000,000			
4	Gross proceeds in reserve funds	0			
5	Capitalized interest from proceeds	0			
6	Proceeds in refunding escrow	147,993			
7	Issuance costs from proceeds	0			
8	Credit enhancement from proceeds	95,000			
9	Working capital expenditures from proceeds	0			
10	Capital expenditures from proceeds	19,483,591			
11	Other spent proceeds	0			
12	Other unspent proceeds	273,416			
13	Year of substantial completion	2011			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	0 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	0 %							
6	Total of lines 4 and 5	0 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider	0							
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider	0							
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?	X							

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . . ☑ Yes ☐ No

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▸Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▸ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Part I Types of Property

		(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods	X		450	SELLING PRICE
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	18	179,890	MARKET VALUE
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory	X	1	915	SELLING PRICE
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▸ (TVL & ENTERTAINMENT)	X	5	2,640	SALE OF COMPARABLE
26	Other ▸ ( )				
27	Other ▸ ( )				
28	Other ▸ ( )				

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

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a		No
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II

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

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

Identifier	Return Reference	Explanation
GOVERNING BODY	PART VI, SECTION A, LINE 1A	THE BOARD OF TRUSTEES DELEGATES ITS AUTHORITY TO ACT ON ITS BEHALF TO THE EXECUTIVE COMMITTEE, WHICH HAS BROAD AUTHORITY TO ACT ON BEHALF OF THE BOARD OF TRUSTEES THE EXECUTIVE COMMITTEE CONSISTS OF 26 PEOPLE (CHAIRMAN, PRESIDENT, SECRETARY, VICE PRESIDENT-ACADEMY, VICE PRESIDENT-FINANCE, VICE PRESIDENT-INVESTMENTS, VICE PRESIDENT-MARKETING, VICE PRESIDENT-SPECIAL EVENTS, TRUSTEE DEVELOPMENT AND 17 MEMBERS-AT-LARGE, INCLUDING THE HOUSTON BALLET GUILD PRESIDENT) ALL OF WHICH ARE MEMBERS OF THE BOARD OF TRUSTEES
OFFICER & TRUSTEE RELATIONS	PART VI, SECTION A, LINE 2	THE FOLLOWING TRUSTEES OR OFFICERS HAVE A RELATIONSHIP WITH A TRUSTEE OR OFFICER OF THE HOUSTON BALLET FOUNDATION MR IRA BROWN/MRS IRA BROWN-FAMILY RELATIONSHIP MR JAMES CROWNOVER/MRS JAMES CROWNOVER-FAMILY RELATIONSHIP MRS HARRY CULLEN/MRS HARRY CULLEN, JR -FAMILY RELATIONSHIP MRS HARRY CULLEN/MRS JOSEPH MCCORD-FAMILY RELATIONSHIP MRS HARRY CULLEN, JR /MRS JOSEPH MCCORD-FAMILY RELATIONSHIP MRS HARRY CULLEN, JR /MRS PAMELA EARTHMAN-FAMILY RELATIONSHIP MRS HARRY MACH/MRS STEVE MACH-FAMILY RELATIONSHIP MRS RICHARD MITHOFF/MRS MICHAEL MITHOFF-FAMILY RELATIONSHIP MRS MARGARET ALKEK WILLIAMS/MS RANDA DUNCAN WILLIAMS-FAMILY RELATIONSHIP MR JAMES JORDAN/MRS SHAWN STEPHENS-FAMILY RELATIONSHIP THE FOLLOWING HOUSTON BALLET GUILD TRUSTEES OR OFFICERS HAVE A RELATIONSHIP WITH A TRUSTEE OR OFFICER OF THE HOUSTON BALLET FOUNDATION, RESPECTIVELY MRS KATRINA ARNIM/MR CECIL ARNIM, III-FAMILY RELATIONSHIP MRS E DANIEL LEIGHTMAN/MR E DANIEL LEIGHTMAN-FAMILY RELATIONSHIP MRS MARY ALICE PARMET/MR MICHAEL PARMET-FAMILY RELATIONSHIP MRS SHAWN STEPHENS/MR JAMES JORDAN-FAMILY RELATIONSHIP THE FOLLOWING TRUSTEES OR OFFICERS HAVE A BUSINESS RELATIONSHIP WITH HOUSTON BALLET FOUNDATION AND HOUSTON BALLET GUILD, INC (EIN 74-2129272) MR JOSEPH HAFNER, JR MR KARL STERN MS CYNTHIA CHRIST MRS JAMES PARR
MEMBERS AND STOCKHOLDERS	PART VI, SECTION A, LINE 6	THE HOUSTON BALLET FOUNDATION IS AN ORGANIZATION WITH MEMBERS WHO MEET ANNUALLY AND VOTE TO ELECT THE BOARD OF TRUSTEES THE MEMBERS DO NOT EXERCISE ANY MANAGEMENT AUTHORITY AND DO NOT RECEIVE ANY SHARE OF THE ORGANIZATION'S PROFITS OR A SHARE OF THE ORGANIZATION'S NET ASSETS UPON THE ORGANIZATION'S DISSOLUTION
TRUSTEE ELECTION	PART VI, SECTION A, LINE 7A	THE MEMBERS OF HOUSTON BALLET FOUNDATION MEET ANNUALLY AND VOTE TO ELECT THE BOARD OF TRUSTEES
990 REVIEW PROCESS	PART IV, SECTION B, LINE 11 B	THE TRUSTEES OF THE BOARD WERE PROVIDED ELECTRONIC COPIES OF THE PREPARED FORM 990 PRIOR TO ITS FILING THE AUDIT COMMITTEE AND THE EXCUTIVE COMMITTEE REVIEWED THE PREPARED FORM 990 DURING THE COURSE OF THEIR MEETINGS IN APRIL AND MAY
CONFLICTS OF INTEREST POLICY	PART VI, SECTION B, LINE 12C	ALL TRUSTEES OF THE BOARD ARE SENT A QUESTIONNAIRE ANNUALLY THAT INCLUDES THE NAME, TITLE, DATE, AND SIGNATURE OF EACH PERSON REPORTING TO DISCLOSE ANY INTERESTS THAT COULD GIVE RISE TO CONFLICTS
OFFICER COMPENSATION	PART VI, SECTION B, LINE 15A	BEFORE HIRING OR EXTENDING THE WRITTEN EMPLOYMENT CONTRACTS OF EITHER THE EXECUTIVE DIRECTOR/MANAGING DIRECTOR OR THE ARTISTIC DIRECTOR, THE EXECUTIVE COMMITTEE OR A SPECIALLY-FORMED COMMITTEE REVIEWS DATA INCLUDING, BUT NOT LIMITED TO, FORM 990 OF OTHER ORGANIZATIONS, COMPENSATION SURVEYS, AND EMPLOYMENT CONTRACTS THE EXECUTIVE COMMITTEE APPROVES THE COMPENSATION OF BOTH THE EXECUTIVE DIRECTOR/MANAGING DIRECTOR AND THE ARTISTIC DIRECTOR
EMPLOYEE COMPENSATION	PART VI, SECTION B, LINE 15B	WITHIN BUDGETARY CONSTRAINTS APPROVED BY THE EXECUTIVE COMMITTEE AND AFTER REVIEWING FORM 990 OF OTHER ORGANIZATIONS, COMPENSATION SURVEYS AND EMPLOYMENT CONTRACTS, THE EXECUTIVE DIRECTOR/MANAGING DIRECTOR AND/OR THE ARTISTIC DIRECTOR APPROVE THE COMPENSATION FOR THE OFFICERS OR KEY EMPLOYEES OF THE HOUSTON BALLET FOUNDATION
AVAILABILITY TO THE PUBLIC	PART VI, SECTION C, LINE 18 AND 19	THE 990 IS AVAILABLE FOR PUBLIC INSPECTION UPON REQUEST AND THROUGH GUIDESTAR ONLINE AND A LINK TO GUIDESTAR IS ON THE HBF WEBSITE ALL GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, ETC ARE AVAILABLE UPON REQUEST
AVERAGE HOURS	PART VII, SECTION A, COLUMN B	COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS TRUSTEES NOT SERVING ON THE EXECUTIVE COMMITTEE MAY ATTEND MEETINGS FOR THE FULL BOARD OF TRUSTEES OR MEETINGS OF OTHER COMMITTEES, BUT THE AVERAGE WEEKLY HOURS IS LESS THAN 10 PER WEEK AND ARE LISTED WITH 10 IN COLUMN B AS A RESULT
AVERAGE HOURS	PART VII, SECTION A	COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS NO ESTIMATE OF HOURS PER WEEK TO RELATED ORGANIZATIONS WAS MADE AS NO COMPENSATION IS REPORTED IN COLUMN E AND F FROM ANY RELATED ORGANIZATION
COMMITTEE ASSUMING RESPONSIBILITY FOR OVERSIGHT OF FINANCIAL STATEMENTS	PART XII, QUESTION 2C	HOUSTON BALLET FOUNDATION AND HOUSTON BALLET GUILD, INC HAVE A COMBINED AUDIT REPORT HOUSTON BALLET FOUNDATION HAS AN AUDIT COMMITTEE CHARGED WITH RESPONSIBILITY FOR THE OVERSIGHT OF THE COMBINED FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT ACCOUNTANT
OTHER CHANGES IN NET ASSETS OR FUND BALANCES	PART XI, QUESTION 5	OTHER CHANGES IN NET ASSETS NET UNREALIZED LOSS OF $2,383,587

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
HOUSTON BALLET FOUNDATION

Employer identification number
74-1394920

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization Yes	(g) Section 512(b)(13) controlled organization No
(1) HOUSTON BALLET GUILD INC 601 PRESTON ST HOUSTON, TX 77002 74-2129272	SUPPORT HBF	TX	501(C)(3)	11B-TYPE II	NA		No
(2) WORTHAM CENTER OPERATING CO INC 510 PRESTON ST HOUSTON, TX 77002 76-0205663	SUPPORT HBF	TX	501(C)(3)	11C-TIII-F	NA		No

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

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

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

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

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

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

		Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity		**No**
b	Gift, grant, or capital contribution to related organization(s)		**No**
c	Gift, grant, or capital contribution from related organization(s)	**Yes**	
d	Loans or loan guarantees to or for related organization(s)		**No**
e	Loans or loan guarantees by related organization(s)		**No**
f	Sale of assets to related organization(s)		**No**
g	Purchase of assets from related organization(s)		**No**
h	Exchange of assets with related organization(s)		**No**
i	Lease of facilities, equipment, or other assets to related organization(s)		**No**
j	Lease of facilities, equipment, or other assets from related organization(s)		**No**
k	Performance of services or membership or fundraising solicitations for related organization(s)		**No**
l	Performance of services or membership or fundraising solicitations by related organization(s)	**Yes**	
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	**Yes**	
n	Sharing of paid employees with related organization(s)	**Yes**	
o	Reimbursement paid to related organization(s) for expenses		**No**
p	Reimbursement paid by related organization(s) for expenses	**Yes**	
q	Other transfer of cash or property to related organization(s)		**No**
r	Other transfer of cash or property from related organization(s)		**No**

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	

Additional Data

Software ID:
Software Version:
EIN: 74-1394920
Name: HOUSTON BALLET FOUNDATION

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Hafner Jr Mr Joseph Chairman	25	X		X				0	0	0
Stern Mr Karl President	40	X		X				0	0	0
Williams Mrs Margaret Alkek Secretary	15	X		X				0	0	0
Loya Ms Leticia Vice President-Academy	15	X		X				0	0	0
McClure Mr Daniel Vice President-Investments	15	X		X				0	0	0
Godfrey Mrs H Lee Vice President-Marketing	15	X		X				0	0	0
Jordan Mr James Vice President-Finance	15	X		X				0	0	0
Tudor III Mrs Robert Vice President-Special Events	15	X		X				0	0	0
Graubart Mrs Donald Trustee Development	15	X		X				0	0	0
Arnold Jr Mrs Isaac Member-at-Large	10	X		X				0	0	0
Barr Mrs FT Member-at-Large	10	X		X				0	0	0
Blaisdell Mr John A Member-at-Large	10	X		X				0	0	0
Blakely III Mrs Robert Member-at-Large	10	X		X				0	0	0
Burk Mrs J Patrick Member-at-Large	10	X		X				0	0	0
Chao Mrs Albert Member-at-Large	10	X		X						
Christ Ms Cynthia Member-at-Large HBGuild Presid	10	X		X						
George Mr Mitchell Member-at-Large	10	X		X						
Jones II Mr Jesse Member-at-Large	10	X		X						
Joseph Mrs Russell Member-at-Large	10	X		X						
Kinloch Mr Leon Member-at-Large	10	X		X						
May Jr Mrs Henry Member-at-Large	10	X		X						
McGee Mr Richard Member-at-Large	10	X		X						
Mithoff Mrs Michael Member-at-Large	10	X		X						
Parmet Mr Michael Member-at-Large	10	X		X						
Swyka Mr Nicholas Member-at-Large	10	X		X						

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Wyatt Jr Mrs Oscar Member-at-Large	10	X		X						
Anderson Jr Mrs Wm Trustee	1	X								
Andreasen Ms Kristen Trustee	1	X								
Arnim III Mr Cecil Trustee	1	X								
Asofsky Maida Trustee	1	X								
Bahr Mr Philip Trustee	1	X								
Bain Mrs Lorne Trustee	1	X								
Ballard Mrs AL Trustee	1	X								
Bazelides Mrs Diane Trustee	1	X								
Beauchamp Mr Gary Trustee	1	X								
Bolton Mr Preston Trustee	1	X								
Boom Dr Marc Trustee	1	X								
Bradshaw Mrs Kristy Junco Trustee	1	X								
Breen Mrs Daniel Trustee	1	X								
Brown Mr Ira Trustee	1	X								
Brown Mrs Ira Trustee	1	X								
Brunger Mr William Trustee	1	X								
Burleson Mr Richard Trustee	1	X								
Carter Mr Tripp Trustee	1	X								
Carter Mr Winn Trustee	1	X								
Casscells III Mr S Ward Trustee	1	X								
Coy Ms Janet Trustee	1	X								
Crownover Mr James Trustee	1	X								
Crownover Mrs James Trustee	1	X								
Cullen Mrs Harry Trustee	1	X								

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Zdeblick Mrs Nicholas Trustee	1	X								
conner jr cecil c MANAGING DIRECTOR	45 0			X				165,356	0	15,951
welch stanton ARTISTIC DIRECTOR	45 0			X				227,332	0	39,855
NELSON JAMES D EXECUTIVE DIRECTOR	45 0			X				86,245	0	11,995
zane cheryl lynn finance director	45 0			X				92,420	0	12,304
florio ermanno music director	20 0					X		103,675	0	12,867

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Parker Ms Hattie Trustee	1	X								
Parr Mrs James Trustee HBGuild Treas	1	X								
Payne Mrs Melvin Trustee	1	X								
Perry Mr Timothy Trustee	1	X								
Pincus Mr David Trustee	1	X								
Plaeger II Mr Frederick Trustee	1	X								
Plourde Mr Jeffrey Trustee	1	X								
Preiss Ms Lori Trustee	1	X								
Pye Elisa Stude Trustee	1	X								
Ray Mrs Carroll Robertson Trustee	1	X								
Reasoner Mrs Harry Trustee	1	X								
Rocks Ms Martha Trustee	1	X								
Sarofim Ms Louisa Stude Trustee	1	X								
Schaefer Mrs Curtis Trustee	1	X								
Schiller Jr Mrs John Trustee	1	X								
Scott Mrs Thomas Trustee	1	X								
Shanks Mrs Kirby Trustee	1	X								
Smith Mrs Lance Trustee	1	X								
Sprague Mrs J Abbott Trustee	1	X								
Stephens Ms S Shawn Trustee	1	X								
Thrash Mrs Becca Cason Trustee	1	X								
Trammell Ms Ann Trustee	1	X								
Watts Mr Marcus Trustee	1	X								
Williams Ms Randa Duncan Trustee	1	X								
Wulfe Mrs Scott Trustee	1	X								

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Lee Jr Mrs Ronald Trustee	1	X								
Leightman Mr E Daniel Trustee	1	X								
Loveland Mr Eugene Trustee	1	X								
Mach Mrs Harry Trustee	1	X								
Mach Mrs Steven Trustee	1	X								
Mann Mrs Michael Trustee	1	X								
Margolis Mrs Melanie Trustee	1	X								
Marks Mr Bradley Trustee	1	X								
McConn III Mrs J Luke Trustee	1	X								
McCord Mrs Joseph Trustee	1	X								
Miller Mr Christopher Trustee	1	X								
Milton Mr Miles Trustee	1	X								
Mitchell Mr George Trustee	1	X								
Mithoff Mrs Richard Trustee	1	X								
Montemayor Marsha Trustee	1	X								
Moore Ms Nancy Powell Trustee	1	X								
Muecke Mrs Bryan Trustee	1	X								
Murphy Mrs Donald Trustee	1	X								
Nicandros Ms Tassie Trustee	1	X								
Nicklos Mr James Trustee	1	X								
Ondrias Ms Dana Trustee	1	X								
Osborne Mrs Dee Trustee	1	X								
Oshman Mr Gene Trustee	1	X								
Oshman Mrs Marilyn Trustee	1	X								
Owsley Mrs Cabrina Trustee	1	X								

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Cullen Jr Mrs Harry Trustee	1	X								
DeLape Mrs Frank Trustee	1	X								
deZeeuw Mr Bastiaan Trustee	1	X								
Dodson III Mr Samuel Trustee	1	X								
Earthman Mrs Pamela Trustee	1	X								
Erskine Mrs Donald Trustee	1	X								
Fant Mrs Richard Trustee	1	X								
Farb Mrs Diane Lokey Trustee	1	X								
Fein Dr Kelli Cohen Trustee	1	X								
Finger Mrs Richard Trustee	1	X								
Foster Hon Charles Trustee	1	X								
Frazier Mrs Michael Trustee	1	X								
Furr Mrs James Trustee	1	X								
Galt Mrs Barry Trustee	1	X								
Gauthier Dr Jerry Trustee	1	X								
Habich Ms Kristen Trustee	1	X								
Hamman Mrs Henry Trustee	1	X								
Hartnett Ms Karen Trustee	1	X								
Haywood Mrs Theodore Trustee	1	X								
Hill Mr William Trustee	1	X								
Hughes Mr Brian Trustee	1	X								
Johnson Mrs Matthew Trustee	1	X								
Kilroy Mrs William Trustee	1	X								
Krach Jr Mr Michael Trustee	1	X								
Lawson Ms Melanie Trustee	1	X								