

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

The Alkek and Williams Foundation

A Employer identification number

76-6122587

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

Room/suite

1100 Louisiana

5250

B Telephone number (see instructions)

(713) 652-6600

City or town, state or province, country, and ZIP or foreign postal code

Houston TX 77002

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,713,683.

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	2,500,000.			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	6,560.	6,560.		
	4	Dividends and interest from securities	70,957.	70,957.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-75,437.			
	b	Gross sales price for all assets on line 6a	0.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) See Stmt	881.	881.		
	12	Total. Add lines 1 through 11	2,502,961.	78,398.		
	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	500.	500.		
	c	Other professional fees (attach schedule)				
	17	Interest	158.	158.		
	18	Taxes (attach schedule) (see instructions)	709.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Stmt	6,851.	6,851.		
	24	Total operating and administrative expenses. Add lines 13 through 23	8,218.	7,509.		
	25	Contributions, gifts, grants paid	1,987,242.			
	26	Total expenses and disbursements. Add lines 24 and 25	1,995,460.	7,509.		
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	507,501.			
	b	Net investment income (if negative, enter -0-)		70,889.		
	c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2018)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	1,933,531.	2,677,333.	2,677,333.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . . . . .			
	c Investments—corporate bonds (attach schedule) . . . . .			
	11 Investments—land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans . . . . .				
13 Investments—other (attach schedule) L-13 Stmt . . . . .	2,555,867.	2,320,239.	1,033,149.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ L-15 Stmt . . . . .)	3,878.	3,201.	3,201.	
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	4,493,276.	5,000,773.	3,713,683.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	4,493,276.	5,000,773.	
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	4,493,276.	5,000,773.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,493,276.	5,000,773.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	4,493,276.
2 Enter amount from Part I, line 27a . . . . .	2	507,501.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	5,000,777.
5 Decreases not included in line 2 (itemize) ▶ <u>Nondeductible expenses</u>	5	4.
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,000,773.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> Commonfund Distressed Debt Partners - Sch K-1	P	06/30/2003	12/31/2018
<b>b</b> PTV Sciences II LP - Sch K-1	P	06/30/2006	12/31/2018
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
<b>a</b> -15,502.		0.	-15,502.
<b>b</b> -59,935.		0.	-59,935.
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			-15,502.
<b>b</b>			-59,935.
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	-75,437.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8	<b>3</b>	

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

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

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

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

☐ Yes ☒ No

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

<b>1</b> Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,059,182.	4,492,803.	0.458329
2016	1,410,507.	3,144,472.	0.448567
2015	1,672,147.	5,145,418.	0.324978
2014	1,752,713.	6,596,771.	0.265693
2013	1,622,450.	8,026,271.	0.202142

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	1.699709
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.339942
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	2,642,894.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	898,431.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	709.
<b>7</b> Add lines 5 and 6	<b>7</b>	899,140.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	1,987,242.

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	709.	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>2</b>	0.	
<b>3</b>	Add lines 1 and 2	<b>3</b>	709.	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>4</b>	0.	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	709.	
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	3,853.	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0.	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	3,853.	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	3,144.	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2019 estimated tax</b> 3,144. <b>Refunded</b>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TX		
<b>8b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A** Statements Regarding Activities (continued)

	Yes	No
<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		<b>X</b>
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		<b>X</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>X</b>	
<b>14</b> The books are in care of <b>▶</b> Charles Williams Telephone no. <b>▶</b> (713) 652-6600 Located at <b>▶</b> 1100 Louisiana, Suite 5250 Houston, TX ZIP+4 <b>▶</b> 77002		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> <b>15</b>		
<b>16</b> At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>▶</b>		<b>X</b>

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
<b>1a</b> During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service. if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <b>▶</b> <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		<b>X</b>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
<b>a</b> At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions.)		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. <b>▶</b> 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		<b>X</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

	Yes	No
<b>5a</b> During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	<b>5b</b>	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>6b</b>	<input checked="" type="checkbox"/>
If "Yes" to 6b, file Form 8870.		
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Margaret Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee 0.00	0.	0.	0.
Charles Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee 0.00	0.	0.	0.
Randa Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services . . . . . **0****Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
<b>1</b> N/A	
	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

	Amount
<b>1</b> None	
	0.
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,249,984.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,433,157.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,683,141.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,683,141.
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	40,247.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,642,894.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	132,145.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	132,145.
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	709.
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	709.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	131,436.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	131,436.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	131,436.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,987,242.
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,987,242.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	<b>5</b>	709.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,986,533.

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



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

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				131,436.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only			0.	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013	1,221,136.			
<b>b</b> From 2014	1,428,268.			
<b>c</b> From 2015	1,420,082.			
<b>d</b> From 2016	1,254,469.			
<b>e</b> From 2017	1,836,378.			
<b>f</b> Total of lines 3a through e	7,160,333.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4. ▶ \$ 1,987,242.				
<b>a</b> Applied to 2017, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2018 distributable amount				131,436.
<b>e</b> Remaining amount distributed out of corpus	1,055,006.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	9,016,139.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	1,221,136.			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	7,795,003.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2014	1,428,268.			
<b>b</b> Excess from 2015	1,420,082.			
<b>c</b> Excess from 2016	1,254,469.			
<b>d</b> Excess from 2017	1,836,378.			
<b>e</b> Excess from 2018	1,855,806.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
<b>(3)</b> Largest amount of support from an exempt organization				
<b>(4)</b> Gross investment income				

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed

See Supplementary Information Statement

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

- c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> Statement attached . .			Statement attached	1,987,242.
<b>Total</b>			<b>3a</b>	1,987,242.
<b>b Approved for future payment</b> Houston Symphony Society 615 Louisiana, Ste 102 Houston TX 77002 Theater Under the Stars Inc 800 Bagby, Ste 200 Houston TX 77002 Houston Grand Opera 510 Preston Houston TX 77002	N/A    N/A   N/A	PC   PC   PC	Endowment & operations  Building fund  Operations	2,305,000.  2,800,000.  100,000.
<b>Total</b>			<b>3b</b>	5,205,000.

## Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations )

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
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[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash . . . . .

[illegible]

**(1) Sales of assets to a noncharitable exempt organization** . . . . .

**(2) Purchases of assets from a noncharitable exempt organization** . . . . .

**(3) Rental of facilities, equipment, or other assets** . . . . .

**(4) Reimbursement arrangements . . . . .**

(5) Loans or loan guarantees . . . . .

**(6) Performance of services or membership or fundraising solicitations** . . . . .

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

**b** If "Yes," complete the following schedule.

**Sign** correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Trustee  
Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>CYNTHIA G MATTHEWS</b>	Preparer's signature <i>Cynthia G. Matthews</i>	Date <b>10/30/19</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00286341</b>
Firm's name ▶ <b>Ham, Langston &amp; Brezina, LLP</b>			Firm's EIN ▶ <b>76-0448495</b>	
Firm's address ▶ <b>11550 Fuqua St Ste 475</b>			Phone no <b>(281) 481-1040</b>	

**Form 990-PF: Return of Private Foundation****Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.** **Continuation Statement**

Name and Address Information	Form Information	Submission Information	Restrictions
Charles Williams 1100 Louisiana, Suite 5250 Houston, TX 77002  713-652-6600	Application guidelines available upon request.	None	State of Texas

## Additional information from your Form 990-PF: Return of Private Foundation

### Form 990-PF: Return of Private Foundation

#### Other Income

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Commonfund Distressed Debt Partners II, LP Portfolio income K-1	163.	163.	
Commonfund Distressed Debt Partners II, LP - other income K-1	30.	30.	
PTV Scienses II LP - other income K-1	688.	688.	
<b>Total</b>	881.	881.	

### Form 990-PF: Return of Private Foundation

#### Taxes

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Federal excise tax	709.			
<b>Total</b>	709.			

### Form 990-PF: Return of Private Foundation

#### Other Expenses

#### Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Bank charges	40.	40.		
Foreign taxes paid	11.	11.		
Commonfund - other deductions K-1	812.	812.		
Pinto Technology Ventures - other deductions K-1	92.	92.		
PTV II - other deductions K-1	1,070.	1,070.		
PMF TEI - other deductions K-1	4,826.	4,826.		
<b>Total</b>	6,851.	6,851.		

Name The Alkek and Williams Foundation	Employer Identification No 76-6122587
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10b . . . . .		

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c . . . . .		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12 . . . . .		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
PMF TEI Fund LP	2,113,691.	940,148.
Commonfund Distressed Debt Partners II, LP	70,400.	28,123.
Pinto Technology Ventures LP	998.	320.
PTV Sciences II LP	135,150.	64,558.
Totals to Form 990-PF, Part II, Line 13 . . . . .	2,320,239.	1,033,149.



Name	Employer Identification No
The Alkek and Williams Foundation	76-6122587

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Federal tax receivable	3,853.	3,144.	3,144.
Other receivable	25.	57.	57.
<b>Totals to Form 990-PF, Part II, line 15 . . . .</b>	<b>3,878.</b>	<b>3,201.</b>	<b>3,201.</b>

[illegible]

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

Name of the organization

The Alkek and Williams Foundation

Employer identification number

76-6122587

**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Alkek and Williams Foundation	Employer identification number 76-6122587
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Alkek & Williams Ltd 1100 Louisiana, Suite 5250 Houston TX 77002	\$ 2,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

The Alkek and Williams Foundation

Employer identification number

76-6122587

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

The Alkek and Williams Foundation

Employer identification number

76-6122587

**Part III** **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

The Alkek and Williams Foundation  
EIN. 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
AFP Greater Houston Chapter 2929 Allen Parkway, Ste 200 Houston, TX 77019	N/A	PC	Program Support	10,000
Alley Theatre 615 Texas Avenue Houston, TX 77002	N/A	PC	Program Support	25,000
Alley Theatre 615 Texas Avenue Houston, TX 77002	N/A	PC	Program Support	25,000
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	N/A	PC	Program Support	100
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	N/A	PC	Program Support	5,000
American Leadership Forum 3101 Richmond Ave , Ste 140 Houston, TX 77098	N/A	PC	Program Support	1,000
Arrow - Freedom Place 2929 FM 2920 Road Spring, TX 77388-3428	N/A	PC	Program Support	300
Arthritis Foundation 4550 Post Oak Place Dr Houston, TX 77027	N/A	PC	Program Support	400
Asia Society Texas Center 1370 Southmore Boulevard Houston, TX 77004	N/A	PC	Program Support	2,000
Asia Society Texas Center 1370 Southmore Boulevard Houston, TX 77004	N/A	PC	Program Support	5,000
Asia Society Texas Center 1370 Southmore Boulevard Houston, TX 77004	N/A	PC	Program Support	500
Bach Society Houston 2353 Rice Boulevard Houston, TX 77005	N/A	PC	Program Support	5,000

The Alkek and Williams Foundation  
EIN 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Barbara Bush Houston Literacy Foundation 7887 San Felipe, Suite 250 Houston, TX 77063	N/A	PC	Program Support	1,000
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 Houston, TX 77030	N/A	PC	Program Support	1,000
Big Brothers Big Sisters 500 Dallas St , Ste 2900 Houston, TX 77002	N/A	PC	Program Support	15,000
Catholic Charities 2900 Louisiana St Houston, TX 77006	N/A	PC	Program Support	250
CBA Foundation - University of Houston 1752 FM 1489 Brookshire, TX 77423	N/A	PC	Program Support	100
CCFA Crohn's & Colitis Foundation of America 5120 Woodway, Suite 8008 Houston, TX 77056	N/A	PC	Program Support	25,000
The Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	N/A	PC	Program Support	350
Center for Houston's Future 701 Avenida de las Americas Houston, TX 77010	N/A	PC	Program Support	1,000
Christus Foundation for HealthCare 2615 Fannin at McGowen Houston, TX 77002	N/A	PC	Program Support	500
Citizens For Animal Protection 17555 Katy Freeway Houston, TX 77094	N/A	PC	Program Support	1,000
Crime Stoppers of Houston, Inc 3001 Main St Houston, TX 77002	N/A	PC	Program Support	1,500
Dallas Museum of Art 1717 North Harwood Dallas, TX 75201	N/A	PC	Program Support	100

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Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Easter Seals of Greater Houston 4888 Loop Central Dr , Ste 200 Houston TX 77081	N/A	PC	Program Support	1,000
Easter Seals of Greater Houston 4888 Loop Central Dr , Ste 200 Houston TX 77081	N/A	PC	Program Support	350
ESCAPE Family Resource Center 2410 Hamilton St Houston, TX 77004	N/A	PC	Program Support	1,000
Gaston LeNotre Scholarship 7070 Allensby Houston, TX 77022	N/A	PC	Scholarship Support	15,000
The Health Museum 1515 Hermann Drive Houston, TX 77004	N/A	PC	Program Support	15,000
Hermann Park Conservancy 1700 Hermann Drive Houston, TX 77004	N/A	PC	Program Support	500
The Hobby Center Foundation 800 Bagby St , Ste 300 Houston, TX 77002	N/A	PC	Program Support	6,000
Holocaust Museum Houston 9220 Kirby Dr , Ste 100 Houston, TX 77054	N/A	PC	Program Support	500
Holocaust Museum Houston 9220 Kirby Dr , Ste 100 Houston, TX 77054	N/A	PC	Program Support	10,000
Houston Area Women's Center 1010 Waugh Drive Houston, TX 77019	N/A	PC	Program Support	500
Houston Arts Alliance 3201 Allen Parkway, Suite 250 Houston Tx 77019	N/A	PC	Program Support	500
Houston Ballet Foundation 601 Preston St Houston, TX 77002	N/A	PC	Program Support	100



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Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Houston BARC Foundation P O Box 22568 Houston, TX 77227-2568	N/A	PC	Program Support	250
Houston Center for Contemporary Craft 4848 Main Street Houston TX 77002	N/A	PC	Program Support	500
Houston Children's Charity 1600 West Loop South, Ste 610 Houston, TX 77027	N/A	PC	Program Support	1,000
Houston Children's Charity 1600 West Loop South, Ste 610 Houston, TX 77027	N/A	PC	Program Support	10,000
Houston Cinema Arts Society 4409 Montrose, Suite 150 Houston TX 77006	N/A	PC	Program Support	250
Houston Professional Fire Fighters Association Charitable Foundation 1907 Freeman St Houston, TX 77009	N/A	PC	Program Support	1,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	PC	Program Support	500
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	PC	Program Support	50,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	PC	Endowment, Operations	100,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	PC	Program Support	15,000
Houston Methodist Hospital Foundation P O Box 4384 Houston, TX 77210-4384	N/A	PC	Program Support	100
Houston PetSet 4265 San Felipe, Ste 1010 Houston, TX 77027	N/A	PC	Program Support	500

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Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Houston Symphony Society 615 Louisiana St , Ste 102 Houston, TX 77002	N/A	PC	Program Support	385,000
Houston Symphony Society 615 Louisiana St , Ste 102 Houston, TX 77002	N/A	PC	Program Support	385,000
Houston Texans Foundation 109 N Post Oak Lane, Ste 600 Houston, TX 77024	N/A	PC	Program Support	1,000
Houston Zoo, Inc 1513 Cambridge St Houston, TX 77030	N/A	PC	Program Support	1,000
Interfaith Ministries for Greater Houston 3303 Main St Houston, TX 77002	N/A	PC	Program Support	300
Interfaith Ministries for Greater Houston 3303 Main St. Houston, TX 77002	N/A	PC	Program Support	1,000
Japan America Society of Houston, Inc 4543 Post Oak Place, Suite 220 Houston TX 77027	N/A	PC	Program Support	350
Legacy Community Health Services, Inc P O Box 66308 Houston, TX 77266-6308	N/A	PC	Program Support	500
March of Dimes - Texas Chapter Houston Div 5420 Dashwood, Suite 302 Houston, TX 77081-5309	N/A	PC	Program Support	1,250
March of Dimes - Texas Chapter Houston Div 5420 Dashwood, Suite 302 Houston, TX 77081-5309	N/A	PC	Program Support	500
Medical Bridges, Inc P O Box 300245 Houston, TX 77230-0245	N/A	PC	Program Support	500
Memorial Hermann Foundation 929 Gessner, Ste 2650 Houston, TX 77024	N/A	PC	Program Support	500

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Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
The Menninger Clinic 12301 Main St Houston, TX 77035	N/A	PC	Program Support	500
Mission of Yahweh 10247 Algiers Rd Houston, TX 77041	N/A	PC	Program Support	25,000
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	500
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	500
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	10,000
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	2,500
Museum of Fine Arts, Houston (Rienzi Society) P O Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	2,500
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	10,000
Nora's Home 8300 El Rio St Houston, TX 77054	N/A	PC	Program Support	1,000
Recipe for Success Foundation 4400 Yupon St Houston, TX 77006	N/A	PC	Program Support	1,000
Rice University P O Box 1892 Houston, TX 77251-1892	N/A	PC	Program Support	500
The Rise School of Houston 5618 H Mark Crosswell, Jr Street Houston, TX 77021-1079	N/A	PC	Program Support	500

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Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Rotary Club of Houston Foundation P O Box 22027 Houston, TX 77227-2027	N/A	PC	Program Support	500
Santa Maria Hostel P O Box 550048 Houston, TX 77255-0048	N/A	PC	Program Support	150
SEARCH Homeless Services 2015 Congress Ave Houston, TX 77002	N/A	PC	Program Support	500
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston TX 77002-2715	N/A	PC	Program Support	5,000
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston TX 77002-2715	N/A	PC	Program Support	100
TEACH (To Educate All Children) 2900 Wesleyan, Ste 375 Houston, TX 77027	N/A	PC	Program Support	25,000
Teach For America 2 Greenway Plaza, Ste 500 Houston, TX 77046	N/A	PC	Program Support	500
Texas A&M Foundation 401 George Bush Dr College Station, TX 77840	N/A	PC	Program Support	1,000
Texas Children's Hospital 1919 S Braeswood, Ste 5214 Houston, TX 77030	N/A	PC	Program Support	1,000
Texas Children's Hospital 1919 S Braeswood, Ste 5214 Houston, TX 77030	N/A	PC	Program Support	25,000
Texas Sports Hall of Fame 1108 S University Parks Dr Waco, TX 76706	N/A	PC	Program Support	1,000
Theatre Under the Stars 800 Bagby Street, Suite 200 Houston, TX 77002	N/A	PC	Program Support	2,742

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Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Theatre Under the Stars 800 Bagby Street, Suite 200 Houston, TX 77002	N/A	PC	Building & Program Support	600,000
Theatre Under the Stars 800 Bagby Street, Suite 200 Houston, TX 77002	N/A	PC	Program Support	50,000
Theatre Under the Stars 800 Bagby Street, Suite 200 Houston, TX 77002	N/A	PC	Program Support	5,000
Tourette Association of Texas 3919 River Forest Dr Richmond, TX 77406	N/A	PC	Program Support	200
The U S Fund for UNICEF 520 Post Oak Blvd , Ste 280 Houston TX 77027	N/A	PC	Program Support	50,000
University of Houston 221 E Cullen Bldg Houston, TX 77204-2013	N/A	PC	Program Support	500
UT Health 7000 Fannin Houston, TX 77030	N/A	PC	Program Support	25,000
Virtuosi of Houston Memorial City Mall 303 Memorial City, Ste 235 Houston, TX 77024	N/A	PC	Program Support	5,000
Wig Out 3262 Westheimer Rd , Box #256 Houston, TX 77098	N/A	PC	Program Support	1,500
The Women's Fund for Health Education and Research 5433 W Alabama, Suite 924 Houston, TX 77056	N/A	PC	Program Support	500
TOTAL				<u>1,987,242</u>