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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0047

2019Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2019 or tax year beginning

, 2019, and ending

, 20

Name of foundation

The Alkek and Williams Foundation

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

1100 Louisiana

Room/suite

5250

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

Houston TX 77002

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,012,847.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d), must be on cash basis.)

A Employer identification number

76-6122587

B Telephone number (see instructions)

(713) 652-6600

C If exemption application is pending, check here ▶ ☐ **6****D** 1. Foreign organizations, check here ▶ ☐2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐**Part I****Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	7,625.	7,625.		
	4	Dividends and interest from securities	30,986.	30,986.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-5,774.			
	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)				
	12	Total. Add lines 1 through 11	32,837.	38,611.		
	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				
	18	Taxes (attach schedule) (see instructions) See. Stmt	317.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See. Stmt	6,389.	6,389.		
	24	Total operating and administrative expenses. Add lines 13 through 23	7,206.	6,889.		
	25	Contributions, gifts, grants paid	1,822,050.			1,822,050.
	26	Total expenses and disbursements. Add lines 24 and 25	1,829,256.	6,889.		1,822,050.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-1,796,419.			
	b	Net investment income (if negative, enter -0-)		31,722.		
	c	Adjusted net income (if negative, enter -0-)				

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Form **990-PF** (2019)

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Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,677,333.	1,092,198.	1,092,198.
	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	2,320,239.	2,075,171.	883,665.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ L-15 Stmt)	3,201.	36,984.	36,984.
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,000,773.	3,204,353.	2,012,847.
Liabilities	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	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	5,000,773.	3,204,353.	
	29	Total net assets or fund balances (see instructions)	5,000,773.	3,204,353.	
	30	Total liabilities and net assets/fund balances (see instructions)	5,000,773.	3,204,353.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	5,000,773.
2	Enter amount from Part I, line 27a	2	-1,796,419.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,204,354.
5	Decreases not included in line 2 (itemize) ▶ <u>Nondeductible expenses</u>	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	3,204,353.

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)
1a Commonfund Distressed Debt Partners - Sch K-1	P	06/30/2003	12/31/2019
b PTV Sciences II LP - Sch K-1	P	06/30/2006	12/31/2019
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a -6,057.		0.	-6,057.
b 283.		0.	283.
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-6,057.
b			283.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-5,774.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	1,986,533.	2,642,894.	0.751651
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

2 Total of line 1, column (d)	2	2.249218
3 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	3	0.449844
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	3,093,051.
5 Multiply line 4 by line 3	5	1,391,390.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	317.
7 Add lines 5 and 6	7	1,391,707.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,822,050.

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

1a	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	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	317.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	317.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	317.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	3,144.
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,144.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,827.
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax 2,827. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>Charles Williams</u> Telephone no. ► <u>(713) 652-6600</u> Located at ► <u>1100 Louisiana, Suite 5250 Houston, TX</u> ZIP+4 ► <u>77002</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	X

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(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	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	x
	If "Yes" to 6b, file Form 8870.			
7a	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	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
8	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.
Charles Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	0.	0.
Randa Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	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
1 N/A	
2	0.
3	
4	

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

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

	Amount
1 None	
2	0.
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 **0.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	984,336.
b	Average of monthly cash balances	1b	2,155,817.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,140,153.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,140,153.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	47,102.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,093,051.
6	Minimum investment return. Enter 5% of line 5	6	154,653.

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

1	Minimum investment return from Part X, line 6	1	154,653.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	317.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	154,336.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	154,336.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	154,336.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,822,050.
b	Program-related investments—total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,822,050.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	317.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,821,733.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				154,336.
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014	1,428,268.			
b From 2015	1,420,082.			
c From 2016	1,254,469.			
d From 2017	1,836,378.			
e From 2018	1,855,806.			
f Total of lines 3a through e	7,795,003.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 1,822,050.				
a Applied to 2018, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2019 distributable amount				154,336.
e Remaining amount distributed out of corpus	1,667,714.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	9,462,717.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 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)				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)	1,428,268.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	8,034,449.			
10 Analysis of line 9:				
a Excess from 2015	1,420,082.			
b Excess from 2016	1,254,469.			
c Excess from 2017	1,836,378.			
d Excess from 2018	1,855,806.			
e Excess from 2019	1,667,714.			

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4, for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Statement attached			Statement attached	1,822,050.
Total			3a	1,822,050.
b Approved for future payment 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	1,535,000. 2,200,000. 100,000.
Total			3b	3,835,000.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Albert and Margaret Alkek Foundation	501(c)(3)	Common directors

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

Signature of officer or trustee: [Signature] Date: 11/2/2020 Title: Trustee

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CYNTHIA G MATTHEWS	Cynthia G. Matthews	10/27/2020		P00286341
	Firm's name ▶	Ham, Langston & Brezina, LLP		Firm's EIN ▶	76-0448495
	Firm's address ▶	11550 Fuqua St Ste 475		Phone no	(281) 481-1040

Additional information from your Form 990-PF: Return of Private Foundation**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	317.			
Total	317.			

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
Commonfund - other deductions K-1	879.	879.		
Pinto Technology Ventures - other deductions K-1	57.	57.		
PTV II - other deductions K-1	547.	547.		
PMF TEI - other deductions K-1	4,906.	4,906.		
Total	6,389.	6,389.		

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	1,892,114.	789,166.
Commonfund Distressed Debt Partners II, LP	47,230.	10,632.
Pinto Technology Ventures LP	941.	336.
PTV Sciences II LP	134,886.	83,531.
Totals to Form 990-PF, Part II, Line 13	2,075,171.	883,665.

Name The Alkek and Williams Foundation		Employer Identification No 76-6122587	
Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value Fair Market Value	
Federal tax receivable	3,144.	2,827.	2,827.
Other receivable	57.	34,157.	34,157.
Totals to Form 990-PF, Part II, line 15	3,201.	36,984.	36,984.

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Totals to Form 990-PF, Part II, line 22		

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

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	1,500
Alley Theatre 615 Texas Avenue Houston, TX 77002	N/A	PC	Program Support	25,000
American Cancer Society 2500 Fondren, Suite 100 Houston, TX 77063	N/A	PC	Program Support	1,500
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	N/A	PC	Program Support	5,000
Arrow - Freedom Place 2929 FM 2920 Road Spring, TX 77388-3428	N/A	PC	Program Support	300
Ars Lyrica Houston 4807 San Felipe, Ste. 202 Houston, TX 77056	N/A	PC	Program Support	700
Barbara Bush Houston Literacy Foundation 7887 San Felipe, Suite 250 Houston, TX 77063	N/A	PC	Program Support	1,000
Bayou Bend Collection and Gardens P O Box 6826 Houston, TX 77265	N/A	PC	Program Support	5,000
Big Brothers Big Sisters 500 Dallas St., Ste. 2900 Houston, TX 77002	N/A	PC	Program Support	2,000
Casa de Esperanza P.O. Box 66581 Houston, TX 77266-6308	N/A	PC	Program Support	100
The Children's Assessment Center 2500 Bolsover Street Houston, TX 77005	N/A	PC	Program Support	500
Crime Stoppers of Houston, Inc 3001 Main St Houston, TX 77002	N/A	PC	Program Support	1,500

The Alkek and Williams Foundation
EIN. 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Crohn's & Colitis Foundation of America 5120 Woodway, Suite 8008 Houston, Texas 77056-1758	N/A	PC	Program Support	1,500
Da Camera 1402 Sul Ross Houston TX 77006	N/A	PC	Program Support	500
Greater Houston Women's Chamber of Commerce 3201 Kirby Drive, Ste. 400 Houston TX 77098	N/A	PC	Program Support	10,000
Harris County Hospital District Foundation 2525 Holly Hall, Ste. 292 Houston, TX 77054	N/A	PC	Program Support	2,000
The Hobby Center Foundation 800 Bagby St., Ste. 300 Houston, TX 77002	N/A	PC	Program Support	6,000
Houston Ballet Foundation 601 Preston Street Houston, TX 77002	N/A	PC	Program Support	3,200
Houston BARC Foundation P.O. Box 22568 Houston, TX 77227-2568	N/A	PC	Program Support	250
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	Program Support	100,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	PC	Endowment, Operations	15,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	PC	Program Support	25,000
Houston Methodist Hospital Foundation P. O. Box 4384 Houston, TX 77210-4384	N/A	PC	Program Support	2,000

The Alkek and Williams Foundation
EIN. 76-6122587

Part XV, Line 3a

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
Innovative Alternatives, Inc. 1332 Regents Park Dr., Ste. 240 Houston, TX 77058	N/A	PC	Program Support	10,000
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	1,000
Klein ISD Education Foundation 7200 Spring Cypress Road Klein, Texas 77379	N/A	PC	Program Support	100
KnowAutism Foundation 6430 Richmond Ave., Ste 410 Houston, Texas 77057	N/A	PC	Program Support	500
KnowAutism Foundation 6430 Richmond Ave., Ste. 410 Houston, Texas 77057	N/A	PC	Program Support	25,000
Legacy Community Health Services, Inc. P.O. Box 66308 Houston, TX 77266-6308	N/A	PC	Program Support	500
Lone Star Flight Museum 11551 Aerospace Avenue Houston, Texas 77034	N/A	PC	Program Support	10,000
Medical Bridges, Inc. P.O. Box 300245 Houston, TX 77230-0245	N/A	PC	Program Support	1,200
Memorial Hermann Foundation 929 Gessner, Ste. 2650 Houston, TX 77024	N/A	PC	Program Support	1,000

The Alkek and Williams Foundation
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Memorial Hermann Foundation 929 Gessner, Ste. 2650 Houston, TX 77024	N/A	PC	Program Support	3,000
Men of Distinction of Greater Houston P.O. Box 130630 Houston, TX 77219	N/A	PC	Program Support	750
Mission of Yahweh 10247 Algiers Rd. Houston, TX 77041	N/A	PC	Program Support	5,000
Museum of Fine Arts, Houston P. O. Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	10,000
The Museum of Fine Arts, Houston P. O. Box 6826 Houston, TX 77265-6826	N/A	PC	Program Support	10,000
The Next Step Academy 5400 Mitchelldale St. C1 Houston, TX 77092	N/A	PC	Program Support	1,000
Nora's Home 8300 El Rio Houston, TX 77054	N/A	PC	Program Support	1,000
PARTNERS - UT HEALTH 7000 Fannin St, Ste. 1200 Houston, TX 77030-9942	N/A	PC	Program Support	1,000
PTSD Foundation of America (Camp Hope) 9724 Derrington Road Houston, TX 77064	N/A	PC	Program Support	100
Recipe for Success Foundation 4400 Yupon St. Houston, TX 77006	N/A	PC	Program Support	500
Rice University P.O. Box 1892 Houston, TX 77251-1892	N/A	PC	Program Support	500
Shriners Hospital for Children 6977 Main Street Houston, TX 77030	N/A	PC	Program Support	250

The Alkek and Williams Foundation
EIN: 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston TX 77002-2715	N/A	PC	Program Support	25,000
SpringSpirit 8526 Pitner Road Houston TX 77080	N/A	PC	Program Support	500
TEACH (To Educate All Children) 2900 Wesleyan, Ste. 375 Houston, TX 77027	N/A	PC	Program Support	25,000
Texas Children's Hospital 1919 S. Braeswood, Ste. 5214 Houston, TX 77030	N/A	PC	Program Support	2,000
Texas Heart Institute P.O. Box 20345, Mail Code 3-117 Houston, TX 77225-9969	N/A	PC	Program Support	300
Theatre Under the Stars 800 Bagby Street, Suite 200 Houston, TX 77002	N/A	PC	Program Support	3,000
Theatre Under the Stars 800 Bagby Street, Suite 200 Houston, TX 77002	N/A	PC	Program Support	600,000
UNICEF USA 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	2,000
University of Houston 221 E. Cullen Bldg. Houston, TX 77204-2013	N/A	PC	Program Support	250
Virtuosi of Houston 303 Memorial City Way, Ste. 235 Houston, TX 77024	N/A	PC	Program Support	550
Young Audiences of Houston 4550 Post Oak Place, Ste. 230 Houston, TX 77027	N/A	PC	Program Support	500
TOTAL				<u>1,822,050</u>