

For calendar year 2019, or tax year beginning 11-01-2019, and ending 10-31-2020

Name of foundation THE FONDREN FOUNDATION		A Employer identification number 74-6042565	
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 2558 TX2-N305		B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77252		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 217,924,914		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	7,712	7,712		
	4 Dividends and interest from securities	4,308,416	4,308,416		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	4,849,468			
	b Gross sales price for all assets on line 6a _____				
	62,910,871				
	7 Capital gain net income (from Part IV, line 2)		4,849,468		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances _____				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	67,078	67,078		
	12 Total. Add lines 1 through 11	9,232,674	9,232,674		
	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)	36,440	18,220		18,220
	c Other professional fees (attach schedule)	997,734	797,734		200,000
	17 Interest	851	851		
	18 Taxes (attach schedule) (see instructions)	259,995	94,032		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,681			5,681
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,685	23,685		5,000
	24 Total operating and administrative expenses. Add lines 13 through 23	1,329,386	934,522		228,901
	25 Contributions, gifts, grants paid	9,001,545			9,001,545
	26 Total expenses and disbursements. Add lines 24 and 25	10,330,931	934,522		9,230,446
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,098,257			
	b Net investment income (if negative, enter -0-)		8,298,152		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	103	103	103
	2 Savings and temporary cash investments	3,997,886	4,792,512	4,792,512
	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	38,365		
	10a Investments—U.S. and state government obligations (attach schedule)	2,976,511	3,322,664	3,515,520
	b Investments—corporate stock (attach schedule)	147,183,684	145,289,020	206,116,502
	c Investments—corporate bonds (attach schedule)	3,579,978	3,318,057	3,499,856
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ _____ 4 Less: accumulated depreciation (attach schedule) ▶ _____	4	4	4
15 Other assets (describe ▶ _____)	2,252	417	417	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	157,778,783	156,722,777	217,924,914	
Liabilities	17 Accounts payable and accrued expenses		38,493	
	18 Grants payable	24,800,559	23,865,014	
	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)	24,800,559	23,903,507	
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	132,978,224	132,819,270	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	132,978,224	132,819,270		
30 Total liabilities and net assets/fund balances (see instructions) .	157,778,783	156,722,777		

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	132,978,224
2 Enter amount from Part I, line 27a	2	-1,098,257
3 Other increases not included in line 2 (itemize) ▶ _____	3	939,303
4 Add lines 1, 2, and 3	4	132,819,270
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	132,819,270

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES		P		
b BRANDES NON-US SMALL CAP PORTFOLIO		P	1998-09-01	2019-12-31
c FROM BRANDES NON-US 36-7157059		P		
d FROM BRANDES NON-US 36-7157059		P		
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 52,262,050		48,376,811	3,885,239
b 10,266,942		7,795,655	2,471,287
c 140,905			140,905
d		1,888,937	-1,888,937
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,885,239
b			2,471,287
c			140,905
d			-1,888,937
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	4,849,468
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	140,905

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

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

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

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

☐

Yes

☒

No

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

1 Enter the appropriate amount in each column for each year; see 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))
2018	9,839,788	210,179,996	0.046816
2017	10,719,164	218,535,761	0.049050
2016	9,778,735	206,378,125	0.047383
2015	9,767,057	196,668,991	0.049662
2014	10,615,203	208,312,826	0.050958

2 Total of line 1, column (d)	2	0.243869
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	0.048774
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	211,017,325
5 Multiply line 4 by line 3	5	10,292,159
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,982
7 Add lines 5 and 6	7	10,375,141
8 Enter qualifying distributions from Part XII, line 4	8	9,230,446

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

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

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	165,963
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	
3	Add lines 1 and 2.	3	165,963
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	165,963
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	127,470
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	127,470
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	38,493
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>JP MORGAN CHASE BANK</u> Telephone no. ▶ <u>(713) 216-4995</u>			

Located at ▶ PO BOX 2558 TX2-N305 HOUSTON TX ZIP+4 ▶ 77252

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 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	Yes	No
	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.

1a	During the year did the foundation (either directly or indirectly):		Yes	No
	(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 checked="" type="checkbox"/> Yes <input 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		No
	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		
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 (lines 6d and 6e, Part XIII) 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 Schedule C, Form 4720, 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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? If "Yes" to 6b, file Form 8870.	6b	No
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 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, 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
See Additional Data Table				

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. ▶

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
WELLS FARGO ADVISORS 909 FANNIN SUITE 1200 HOUSTON, TX 770101018	INVESTMENT COUN	632,383
JP MORGAN CHASE BANK 712 MAIN ST FLOOR 10 HOUSTON, TX 77002	GRANTS MANAGEME	200,000
BRANDES INVESTMENTS PARTNERS LP 93940 11988 EL CAMINO REAL SUITE 600 SAN DIEGO, CA 92130	INVESTMENT COUN	108,813
WILLIAMS JONES & ASSOCIATES LLC 77544 717 FIFTH AVENUE 11TH FLOOR NEW YORK, NY 10022	INVESTMENT COUN	56,538
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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	209,133,666
b	Average of monthly cash balances.	1b	5,092,731
c	Fair market value of all other assets (see instructions).	1c	4,390
d	Total (add lines 1a, b, and c).	1d	214,230,787
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	214,230,787
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,213,462
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	211,017,325
6	Minimum investment return. Enter 5% of line 5.	6	10,550,866

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	10,550,866
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	165,963
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	165,963
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	10,384,903
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	10,384,903
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	10,384,903

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	9,230,446
b	Program-related investments—total from Part IX-B.	1b	
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	9,230,446
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,230,446

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				10,384,903
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			456,644	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 9,230,446				
a Applied to 2018, but not more than line 2a			456,644	
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.				8,773,802
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
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.				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				1,611,101
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).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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					

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

Part XV

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE ATTACHED
PO BOX 2558
HOUSTON, TX 77252
(713) 216-4995
FONDREN_FOUNDATION@JPMORGAN.COM

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

SEE ATTACHED

c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED.

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> SEE ATTACHED SEE ATTACHED HOUSTON, TX 77252	NONE	PUBLIC	SEE ATTACHED	9,001,545
Total ▶ 3a				9,001,545
b <i>Approved for future payment</i> SEE ATTACHED STATEMENT 14 SEE ATTACHED SEE ATTACHED, TX 77252	NONE	PUBLIC	SEE ATTACHED	23,865,014
Total ▶ 3b				23,865,014

Enter gross amounts unless otherwise indicated.

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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Form **990-PF** (2019)

Part XVII

- ## Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

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

(a) Name and address		Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT E FONDREN	PO BOX 2558 HOUSTON, TX 77252	CHRMN,ADMIN 000.00	0	0	0
DAVID M UNDERWOOD JR	PO BOX 2558 HOUSTON, TX 77252	SECR,ADMIN C 000.00	0	0	0
HARPER B TRAMMELL	PO BOX 2558 HOUSTON, TX 77252	ADMIN COMM T 000.00	0	0	0
ANN GORDON TRAMMELL	PO BOX 2558 HOUSTON, TX 77252	TRUSTEE 000.00	0	0	0
SUE TRAMMELL WHITFIELD	PO BOX 2558 HOUSTON, TX 77252	TRUSTEE 000.00	0	0	0
LYNDA KNAPP UNDERWOOD	PO BOX 2558 HOUSTON, TX 77252	TRUSTEE 000.00	0	0	0
R EDWIN ALLDAY	PO BOX 2558 HOUSTON, TX 77252	TRUSTEE 000.00	0	0	0
MICHAEL E HANSON JR	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
LAURA TRAMMELL BAIRD	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
LELAND T FONDREN	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
WALTER W FONDREN IV	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
MARIE FONDREN HALL	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
CATHERINE UNDERWOOD MURRAY	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
ELLANOR ALLDAY CAMBERG	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0
CELIA WHITFIELD CRANK	PO BOX 2558 HOUSTON, TX 77252	BD OF GOVS 000.00	0	0	0

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BENTLEY B FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
DUNCAN K UNDERWOOD	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
W TRAMMELL WHITFIELD	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
WILLIAM F WHITFIELD JR	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
FRANCES FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
BRADLEY BEARD	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
BRITTANY FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
ASHLEY FONDREN TUCK	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
CARRIE TRAMMELL SCARBOROUGH	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
MICHAEL W SPRINGER	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
BURTON M HANSON	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
LAUREN FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
LINDSEY FONDREN SMITH	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
EMILY YATES INCERTO	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
ELLANOR J YATES COOK	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT E FONDREN JR	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
CHASE FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
CATHERINE M FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
MARY CATHERINE FONDREN DESKINS	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
JEFFREY BURKE THOMAS JR	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
REGAN HALL GEORGE	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
BLAKE ALLDAY	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
ERIN HALL	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
ANAH HANSON WITTER	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
CHRISTINA FONDREN	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
CARA HALL	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
DAVID M UNDERWOOD III	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				
ADELAIDE BEARD	BD OF GOVS 000.00	0	0	0
PO BOX 2558 HOUSTON, TX 77252				

TY 2019 Accounting Fees Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	36,440	18,220		18,220

TY 2019 Investments Corporate Bonds Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	3,318,057	3,499,856

TY 2019 Investments Corporate Stock Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	145,289,020	206,116,502

**TY 2019 Land, Etc.
Schedule****Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MINERAL INTERESTS	4		4	4

TY 2019 Other Assets Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PURCHASED INTEREST	2,252	417	417

TY 2019 Other Expenses Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MEMBERSHIPS	5,000			5,000
ADR FEES	23,038	23,038		
OTHER EXPENSES	647	647		

TY 2019 Other Income Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION SETTLEMENTS	12,580	12,580	
BRANDES SECTION 988 INCOME	776	776	
BRANDES K-1 OTHER INCOME	1,995	1,995	
BRANDES K-1 OTHER INCOME	51,727	51,727	

TY 2019 Other Increases Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565

Description	Amount
FINANCIAL STATEMENT REPORTING DIFFERENCE 10-31-19	3,758
GRANTS PAID OVER AMOUNTS APPROVED	935,545

TY 2019 Other Professional Fees Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTS MANAGEMENT FEE	200,000			200,000
INVESTMENT ADVISORY SERVICES	688,921	688,921		
FROM BRANDES NON-US K-1	108,813	108,813		

TY 2019 Taxes Schedule**Name:** THE FONDREN FOUNDATION**EIN:** 74-6042565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	94,032	94,032		
FEDERAL EXCISE TAX	165,963			

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
HOUSTON BALLET FOUNDATION 601 PRESTON STREET HOUSTON, TX 77002	300,000	4-Jun-16	NUTCRACKER PRODUCTION PREMIERING NOVEMBER 2016	\$30,000		\$30,000	\$0
KIPP, INC 10711 KIPP WAY HOUSTON, TX 77089	1,000,000	14-Dec-16	KIPPING POINT GROWTH CAMPAIGN	400,000		200,000	200,000
PRESBYTERIAN SCHOOL 5300 MAIN STREET HOUSTON, TX 77004	750,000	8-Mar-17	CAPITAL CAMPAIGN, MAKE ROOM FOR THE FUTURE	62,500		62,500	0
THE MEMORIAL PARK CONSERVANCY, INC 7575 NORTH PICNIC LANE HOUSTON, TX 77007	1,000,000	8-Mar-17	FIRST PHASE OF THE 2015 MEMORIAL PARK MASTER PLAN	450,000		200,000	250,000
HOUSTON GOLF ASSOCIATION 7000 CAPITOL STREET HOUSTON, TX 77011	400,000	8-Mar-17	CAMPAIGN TO RESTORE GUS WORTHAM PARK GOLF COURSE	125,000		100,000	25,000
AVENUE COMMUNITY DEVELOPMENT CORP 2505 WASHINGTON, SUITE 400 HOUSTON, TX 77007	250,000	7-Jun-17	DEVELOPMENT OF AVENUE CENTER	41,670		41,670	0
RESOURCE AND CRISIS CENTER OF GALVESTON COUNTY PO BOX 1545 GALVESTON, TX 77553	200,000	13-Sep-17	REBUILDING FUTURES CAPITAL CAMPAIGN-CONSTRUCTION PURPOSE	33,334		33,334	0
HOUSTON BOTANIC GARDEN 8205 N BAYOU DRIVE HOUSTON, TX 77017	500,000	13-Sep-17	PHASE I OF THE GARDEN'S VISIONARY MASTER PLAN	141,672		141,672	0
HOUSTON POLICE FOUNDATION PO BOX 346 HOUSTON, TX 77001-0346	400,000	13-Sep-17	CONSTRUCTION OF A TACTICAL VILLAGE FOR USE BY THE HOUSTON POLICE DEPARTMENT	83,336		83,336	0
LEGACY COMMUNITY HEALTH SERVICES, INC PO BOX 66308 HOUSTON, TX 77266-6308	500,000	13-Sep-17	BUILDING HEALTHY FAMILIES CAPITAL CAMPAIGN	150,000		50,000	100,000
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN ROAD HOUSTON, TX 77074-3298	250,000	13-Sep-17	COLLEGE OF ENGINEERING CYBER ENGINEERING PROGRAM	50,000		50,000	0
WILLIAM A. LAWSON INSTITUTE FOR PEACE AND PROSPERITY 5220 SCOTT STREET, SUITE 108 HOUSTON, TX 77004	250,000	13-Sep-17	CAPITAL CAMPAIGN TO FUND A NEW CAMPUS FOR THE SCHOOL	50,000		50,000	0
TEXAS CHILDRENS HOSPITAL 1919 SOUTH BRAESWOOD BOULEVARD, SUITE 5214 HOUSTON, TX 77030	1,000,000	13-Dec-17	PROMISE: THE CAMPAIGN FOR TEXAS CHILDREN'S HOSPITAL	600,000		200,000	400,000

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
FRIENDS OF THE TEXAS HISTORICAL COMMISSION, INC PO BOX 13497 AUSTIN, TX 78711	250,000	13-Dec-17	CONSTRUCTION OF A MUSEUM AND VISITOR AMENITIES AT THE SAN FELIPE DE AUSTIN STATE HISTORICAL SITE	83,336		83,336	0
GALVESTON BAY FOUNDATION 1100 HERCULES AVENUE, SUITE 200 HOUSTON, TX 77058	300,000	13-Dec-17	CHARTING THE COURSE FOR GALVESTON BAY CAPITAL CAMPAIGN	100,000		100,000	0
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK ROAD HOUSTON, TX 77027	750,000	13-Dec-17	KIDS.LOVE.LEARNING CAMPAIGN	250,000		250,000	0
THE MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET STREET HOUSTON, TX 77005	1,000,000	13-Dec-17	CAPITAL PROJECTS TO UNIFY CAMPUS AND CREATE ESSENTIAL NEW SPACES	810,000		270,000	540,000
THE WORKFAITH CONNECTION 4555 DACOMA STREET, SUITE 200 HOUSTON, TX 77092	150,000	13-Dec-17	SUPPORT LONG TERM SUSTAINABILITY AND SUPPORT EXPANSION OF SERVICES TO INCLUDE A THIRD OFFICE	30,000		30,000	0
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	1,500,000	7-Mar-18	"BROOKWOOD AND BEYOND" CAPITAL CAMPAIGN	625,000		500,000	125,000
CAMP ALLEN - CAMP AND CONFERENCE CENTER 18800 FM 362 ROAD NAVASOTA, TX 77868	300,000	7-Mar-18	CAMP ALLEN'S CENTENNIAL FUND FOR SUSTAINABILITY	125,000		100,000	25,000
WASHINGTON AND LEE UNIVERSITY 204 WEST WASHINGTON STREET LEXINGTON, VA 24450	300,000	7-Mar-18	RENOVATION AND RECONSTRUCTION OF INDOOR FACILITIES FOR ATHLETICS, RECREATION, AND PHYSICAL EDUCATION	100,000		100,000	0
CHRISTIAN COMMUNITY SERVICE CENTER, INC PO BOX 27924 HOUSTON, TX 77227-7924	1,000,000	6-Jun-18	BUILD CAPITAL CAMPAIGN	600,000		160,000	440,000
HOUSTON PARKS BOARD 300 NORTH POST OAK LANE HOUSTON, TX 77024	500,000	6-Jun-18	BAYOU GREENWAYS 2020 PROJECT	175,000		100,000	75,000
YES PREP PUBLIC SCHOOLS, INC 5515 SOUTH LOOP EAST, SUITE B HOUSTON, TX 77033	450,000	6-Jun-18	CONSTRUCTION OF THE SOUTHWEST SCHOOL BUILDING	145,835		83,332	62,503
YMCA OF THE GREATER HOUSTON AREA PO BOX 3007 HOUSTON, TX 77253-3007	1,000,000	6-Jun-18	HURRICANE HARVEY REBUILDING CAMPAIGN	600,000		160,000	440,000

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
WILLIAM MARSH RICE UNIVERSITY OFFICE OF THE PRESIDENT - MS1 PO BOX 1892 HOUSTON, TX 77251-1892	300,000	6-Jun-18	SHEPHERD'S SCHOOL NEW MUSIC BUILDING	202,500		54,000	148,500
ST. MARTIN'S EPISCOPAL PRESCHOOL 717 SAGE ROAD HOUSTON, TX 77056	1,000,000	12-Sep-18	RENOVATION OF THE PRESCHOOL	318,184		181,816	136,368
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	1,000,000	12-Sep-18	#ALLEYSTRONG CAMPAIGN FOR DAMAGES FROM HURRICANE HARVEY	318,184		181,816	136,368
NEXTOP, INC 2929 MCKINNEY STREET HOUSTON, TX 77003	150,000	12-Dec-18	GROWTH OF VETERAN EMPLOYMENT PROGRAM	100,000		50,000	50,000
UPBRING 8305 CROSS PARK DRIVE AUSTIN, TX 78754	350,000	12-Dec-18	REMODELING KRAUSE CHILDREN'S CENTER	233,336		116,664	116,672
HOUSTON ZOO, INC 1513 CAMBRIDGE STREET HOUSTON, TX 77030	1,000,000	12-Dec-18	KEEPING OUR WORLD WILD CAPITAL CAMPAIGN	800,000		200,000	600,000
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD GALVESTON, TX 77555-0129	500,000	12-Dec-18	CONSTRUCTION OF EDUCATION CENTER	400,000		100,000	300,000
ST. PAUL'S UNITED METHODIST CHURCH 5501 MAIN STREET HOUSTON, TX 77001	250,000	12-Dec-18	REVIVE CAMPAIGN	166,668		83,332	83,336
AGAPE DEVELOPMENT MINISTRIES PO BOX 460061 HOUSTON, TX 77056	200,000	12-Dec-18	BUILD AN AFFORDABLE HOUSING COMMUNITY & RENOVATE MINISTRY CENTER	100,000		100,000	0
THE CENTER FOR HEARING AND SPEECH 1417 HOUSTON AVENUE HOUSTON, TX 77007	400,000	12-Dec-18	CAMPAIGN FOR THE FUTURE	266,668		133,332	133,336
CHILDBUILDERS 2425 FOUNTAIN VIEW DRIVE, SUITE 210 HOUSTON, TX 77057-4823	100,000	12-Dec-18	EXPAND THE REACH OF CHILDBUILDER'S PROGRAMMING	50,000		50,000	0
UNIVERSITY OF HOUSTON - DOWNTOWN ONE MAIN STREET, SUITE 990-S HOUSTON, TX 77002	400,000	12-Dec-18	COLLEGE OF SCIENCES & TECHNOLOGY BUILDING	200,000		200,000	0

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
HOUSTON METHODIST HOSPITAL FOUNDATION 1707 SUNSET BOULEVARD HOUSTON, TX 77005	15,000,000	6-Mar-19	INFLAMMATION COLLABORATIVE	13,875,000		1,500,000	12,375,000
ST. FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT ROAD HOUSTON, TX 77024-6505	1,000,000	6-Mar-19	SECOND PHASE OF FORWARD IN FAITH CAPITAL CAMPAIGN	850,000		200,000	650,000
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 900 PORTWAY DRIVE HOUSTON, TX 77024	250,000	6-Mar-19	CAPITAL CAMPAIGN TO DEVELOP A WILDLIFE CARE COMPLEX FOR RAPTOR REHABILITATION	187,501		83,332	104,169
ST. STEPHEN'S EPISCOPAL SCHOOL 1800 SUL ROSS STREET HOUSTON, TX 77098	250,000	6-Mar-19	CAPITAL CAMPAIGN	187,501		83,332	104,169
GLENWOOD CEMETERY HISTORIC PRESERVATION FOUNDATION 2525 WASHINGTON AVENUE HOUSTON, TX 77007	500,000	11-Sep-19	CONSTRUCTION OF NEW MULTI-PURPOSE WELCOME AND ADMINISTRATIVE BUILDING	458,334		166,664	291,670
SWITCH ENERGY ALLIANCE 3500 OAKMONT BOULEVARD, SUITE 100 AUSTIN, TX 78731	200,000	11-Sep-19	PROGRAM SUPPORT	100,000		100,000	0
CHILD ADVOCATES OF FORT BEND 5403 AVENUE N ROSENBURG, TX 77471	250,000	11-Sep-19	THE CHILDREN'S SAKE CAPITAL CAMPAIGN	125,000		125,000	0
IDEA PUBLIC SCHOOLS 2115 W PIKE BOULEVARD WESLACO, TX 78596	500,000	11-Dec-19	LAUNCH TWO PHASE GROWTH PLAN TO OPEN HIGH PERFORMING TRANSFORMATIVE PUBLIC SCHOOLS		\$500,000	166,664	333,336
HOUSTON'S AMAZING PLACE, INC 3735 DREXEL DRIVE HOUSTON, TX 77027	500,000	11-Dec-19	AMAZING TOGETHER CAMPAIGN		500,000	100,000	400,000
THE ROTHKO CHAPEL 1409 SUL ROSS STREET HOUSTON, TX 77006	300,000	11-Dec-19	OPENING SPACES CAMPAIGN		300,000	100,000	200,000
ASTROS GOLF FOUNDATION 501 CRAWFORD STREET HOUSTON, TX 77002	500,000	11-Dec-19	MEMORIAL PARK GOLF COURSE TRANSFORMATION PROJECT		500,000	166,664	333,336
MEMORIAL HERMANN HEALTH SYSTEM 929 GESSNER ROAD, SUITE 2650 HOUSTON, TX 77024	600,000	6-Mar-20	SUSAN FAYEZ SAROFIM PAVILION AT THE MEMORIAL HERMANN -TEXAS CENTER CAMPUS		600,000	150,000	450,000

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
NEUHAUS EDUCATION CENTER 4433 BISSONNET STREET	100,000	6-Mar-20	SUPPORT STRATEGIC GROWTH PLANS		100,000	37,500	62,500
HOLLY HALL 8304 KNIGHT ROAD HOUSTON, TX 77054-3906	28,500	6-Mar-20	PURCHASE AND INSTALLMENT OF CATIE (COMMUNICATION AND ACCESS TO INFORMATION EVERYWHERE)		28,500	28,500	0
HOUSTON ARTS ALLIANCE 201 ALLEN PARKWAY, SUITE 250 HOUSTON, TX 77019	40,000	6-Mar-20	OFFICE RELOCATION		40,000	40,000	0
WONDERS & WORRIES, INC. 9101 BURNET ROAD, SUITE 205 AUSTIN, TX 78758	100,000	6-Mar-20	FUND EXPANSION INTO HARRIS COUNTY		100,000	37,500	62,500
CENTRAL HOUSTON CIVIC IMPROVEMENT, INC. 909 FANNIN STREET, SUITE 1850 HOUSTON, TX 77010	300,000	6-Mar-20	CAPITAL CAMPAIGN FOR THE DEVELOPMENT OF THE LYNN WYATT SQUARE FOR THE PERFORMING ARTS		300,000	75,000	225,000
RE:MIND PO BOX 27607 HOUSTON, TX 77227	35,000	6-Mar-20	ASSIST IN CREATING AN INNOVATIVE MOBILE AND ONLINE SUPPORT PLATFORM		35,000	35,000	0
ASIAN AMERICAN HEALTH COALITION OF THE GREATER HOUSTON AREA 7001 CORPORATE DRIVE, SUITE 120 HOUSTON, TX 77036	500,000	6-Mar-20	CREATION OF THE HEALTH AND WELLNESS CENTER (HOPE CLINIC)		500,000	93,750	406,250
GULF OFFSHORE RESEARCH INSTITUTE 1086 WHITETAIL DRIVE MANDEVILLE, LA 70448	125,000	6-Mar-20	PROJECT SUPPORT		125,000	62,500	62,500
THE MENNINGER CLINIC FOUNDATION 12301 MAIN STREET HOUSTON, TX 77035	75,000	6-Mar-20	"BUILDING BETTER FUTURES" CAMPAIGN		75,000	75,000	0
THE GARDEN CLUB OF AMERICA 14 EAST 60TH STREET, 3RD FLOOR NEW YORK, NY 10022	10,000	6-Mar-20	ENDOWMENT FUND		10,000	10,000	0
A. D. PLAYERS 5420 WESTHEIMER HOUSTON, TX 77056	80,000	5-Jun-20	TECHNOLOGY CAPACITY BUILDING PROJECT		80,000	40,000	40,000
COVENANT HOUSE TEXAS 1111 LOVETT BOULEVARD HOUSTON, TX 77006	500,000	5-Jun-20	BUILDING FOR LIFE CAPITAL CAMPAIGN		500,000	50,000	450,000
EPISCOPAL THEOLOGICAL SEMINARY OF THE SOUTHWEST 501 EAST 32ND STREET AUSTIN, TX 78705	350,000	5-Jun-20	SUPPORT FORMING LEADERS AT THE FRONTIER: CAMPAIGN FOR SOUTHWEST		350,000	35,000	315,000

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
GROTTA STROKE RESEARCH FOUNDATION 6410 FANNIN STREET, SUITE 1423 HOUSTON, TX 77030	200,000	5-Jun-20	MOBILE STROKE UNIT PROGRAM		200,000	50,000	150,000
SAN FRANCISCO NATIVITY ACADEMY 5808 RENWICK DRIVE HOUSTON, TX 77236	50,000	5-Jun-20	SUPPORT CONTINUED EXPANSION OF THE SCHOOL		50,000	50,000	0
SER-JOBS FOR PROGRESS OF THE TEXAS GULF COAST, INC. 1710 TELEPHONE ROAD HOUSTON, TX 77023	150,000	5-Jun-20	INVESTING IN THE FUTURE CAPITAL CAMPAIGN		150,000	37,500	112,500
SMALL STEPS NURTURING CENTER 2902 JENSEN DRIVE HOUSTON, TX 77026	300,000	5-Jun-20	SUPPORT OF GULFTON CAMPUS EXPANSION CAMPAIGN		300,000	50,000	250,000
STONE CREEK FOUNDATION 510 BERING DRIVE, SUITE 100 HOUSTON, X 77057	250,000	5-Jun-20	GROWING FOR GOOD, GROWING IN FAITH CAMPAIGN		250,000	62,500	187,500
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030-1799	100,000	5-Jun-20	COVID GRANT		100,000	100,000	0
MEMORIAL ASSISTANCE MINISTRIES 1625 BLALOCK ROAD HOUSTON, TX 77080-7320	25,000	5-Jun-20	COVID GRANT		25,000	25,000	0
YES PREP PUBLIC SCHOOLS, INC. 5515 SOUTH LOOP EAST, SUITE B HOUSTON, TX 77033	25,000	5-Jun-20	COVID GRANT		25,000	25,000	0
THE KINKAID SCHOOL, INC. 201 KINKAID SCHOOL DRIVE HOUSTON, TX 77024	100,000	11-Sep-20	COVID GRANT		100,000	100,000	0
ST. FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT ROAD HOUSTON, TX 77024-6505	50,000	11-Sep-20	COVID GRANT		50,000	50,000	0
HOUSTON BALLET FOUNDATION 601 PRESTON STREET HOUSTON, TX 77002	25,000	11-Sep-20	COVID GRANT		25,000	25,000	0
AIDS FOUNDATION HOUSTON, INC. 6260 WESTPARK DRIVE, SUITE 100 HOUSTON, TX 77057	25,000	11-Sep-20	UPDATE TECHNOLOGY TO SUPPORT THE ADVANCE OF THEIR MISSION TO END HIV		25,000	25,000	0
SCIENCE MILL PO BOX 38 JOHNSON CITY, TX 78636	60,000	11-Sep-20	SUPPORT DEVELOPMENT AND OPERATION OF THEIR PROGRAM FOR 2020 AND 2021		60,000	60,000	0

THE FONDREN FOUNDATION
APPROPRIATIONS
STATEMENT 14
YEAR ENDED OCTOBER 31, 2020

GRANTEE	ORIGINAL AMOUNT	DATE APPROPRIATED	PURPOSE	BALANCE NOV 1, 2019	CURRENT APPROPRIATIONS	PAYMENTS	BALANCE OCTOBER 31, 2020
EVELYN RUBENSTEIN JEWISH COMMUNITY CENTER OF HOUSTON 5601 SOUTH BRAESWOOD HOUSTON, TX 77096-3989	300,000	11-Sep-20	RENOVATION AND CONSTRUCTION PROJECT		300,000	25,000	275,000
NEW HOPE HOUSING, INC. 3315 HARRISBURG BOULEVARD, SUITE 400 HOUSTON, TX 77003	500,000	11-Sep-20	SUPPORT THE AVENUE J CAPITAL CAMPAIGN		500,000	41,666	458,334
HERMANN PARK CONSERVANCY 1700 HERMANN DRIVE HOUSTON, TX 77004	1,000,000	11-Sep-20	PLAY YOUR PARK CAMPAIGN		1,000,000	50,000	950,000
HEALTH CARE FOR SPECIAL POPULATIONS DBA PATIENT CARE INTERVENTION CENTER 3701 KIRBY DRIVE, SUITE 1133 HOUSTON, TX 77098	250,000	11-Sep-20	SUPPORT BUILDING AND SCALING OF THE COMMUNITY RESOURCE EXCHANGE PROJECT		250,000	20,833	229,167
PRAYERS OF THE PEOPLE PO BOX 22262 HOUSTON, TX 77227	12,500	11-Sep-20	TRAINING SESSION AND MATERIALS		12,500	12,500	0
				\$24,800,559	\$8,066,000	\$9,001,545	\$23,865,014

THE FONDREN FOUNDATION
TAX RETURN FOR THE YEAR ENDED OCTOBER 31, 2020
VARIOUS ITEMS
74-6042565

PART VIII - OFFICERS, DIRECTORS & TRUSTEES

ROBERT E. FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	CHAIRMAN, ADMINISTRATIVE COMMITTEE TRUSTEE
DAVID M. UNDERWOOD, JR. P. O. BOX 2558 HOUSTON, TEXAS 77252	SECRETARY, ADMINISTRATIVE COMMITTEE TRUSTEE
HARPER B. TRAMMELL P. O. BOX 2558 HOUSTON, TEXAS 77252	ADMINISTRATIVE COMMITTEE TRUSTEE
SUE TRAMMELL WHITFIELD P. O. BOX 2558 HOUSTON, TEXAS 77252	TRUSTEE
ANN GORDON TRAMMELL P. O. BOX 2558 HOUSTON, TEXAS 77252	TRUSTEE
LYNDA KNAPP UNDERWOOD P. O. BOX 2558 HOUSTON, TEXAS 77252	TRUSTEE
R. EDWIN ALLDAY P. O. BOX 2558 HOUSTON, TEXAS 77252	TRUSTEE
ELLANOR ALLDAY CAMBERG P. O. BOX 2558 HOUSTON, TEXAS 77252	TRUSTEE
CELIA WHITFIELD CRANK P. O. BOX 2558 HOUSTON, TEXAS 77252	TRUSTEE
MICHAEL E. HANSON, JR. P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS

THE FONDREN FOUNDATION
TAX RETURN FOR THE YEAR ENDED OCTOBER 31, 2020
VARIOUS ITEMS
74-6042565

PART VIII - OFFICERS, DIRECTORS & TRUSTEES

LAURA TRAMMELL BAIRD P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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LELAND T. FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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WALTER W. FONDREN, IV P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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MARIE FONDREN HALL P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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CATHERINE UNDERWOOD MURRAY P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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BENTLEY B. FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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DUNCAN K UNDERWOOD P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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W. TRAMMELL WHITFIELD P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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WILLIAM F. WHITFIELD, JR. P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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FRANCES FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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THE FONDREN FOUNDATION
TAX RETURN FOR THE YEAR ENDED OCTOBER 31, 2020
VARIOUS ITEMS
74-6042565

PART VIII - OFFICERS, DIRECTORS & TRUSTEES

BRADLEY BEARD	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

BRITTANY FONDREN	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

ASHLEY FONDREN TUCK	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

CARRIE TRAMMELL SCARBOROUGH	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

MICHAEL W. SPRINGER	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

BURTON M. HANSON	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

LAUREN FONDREN	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

LINDSEY FONDREN SMITH	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

EMILY YATES INCERTO	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

ELLANOR J YATES COOK	BOARD OF GOVERNORS
P. O. BOX 2558	
HOUSTON, TEXAS 77252	

THE FONDREN FOUNDATION
TAX RETURN FOR THE YEAR ENDED OCTOBER 31, 2020
VARIOUS ITEMS
74-6042565

PART VIII - OFFICERS, DIRECTORS & TRUSTEES

ROBERT E. FONDREN JR P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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CHASE FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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CATHERINE M. FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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MARY CATHERINE FONDREN DESKINS P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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JEFFREY BURKE THOMAS, JR P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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REGAN HALL GEORGE P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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BLAKE ALLDAY P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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ERIN HALL P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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ANAH HANSON WITTER P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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CHRISTINA FONDREN P. O. BOX 2558 HOUSTON, TEXAS 77252	BOARD OF GOVERNORS
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THE FONDREN FOUNDATION
TAX RETURN FOR THE YEAR ENDED OCTOBER 31, 2020
VARIOUS ITEMS
74-6042565

PART VIII - OFFICERS, DIRECTORS & TRUSTEES

CARA HALL BOARD OF GOVERNORS
P. O. BOX 2558
HOUSTON, TEXAS 77252

DAVID M. UNDERWOOD, III BOARD OF GOVERNORS
P. O. BOX 2558
HOUSTON, TEXAS 77252

ADELAIDE BEARD BOARD OF GOVERNORS
P. O. BOX 2558
HOUSTON, TEXAS 77252

DAVID C. WALLACE ASSISTANT SECR/TREASURER
P. O. BOX 2558
HOUSTON, TEXAS 77252

DEDE DEARING ASSISTANT SECR/TREASURER
P. O. BOX 2558
HOUSTON, TEXAS 77252