

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

**2008**

Department of the Treasury  
Internal Revenue Service (77)

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

**For calendar year 2008, or tax year beginning** \_\_\_\_\_, **2008, and ending** \_\_\_\_\_

**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Isla Carroll Turner Friendship Trust 815 Walker, Suite 1543 Houston, TX 77002	<b>A</b> Employer identification number 74-1460483  <b>B</b> Telephone number (see the instructions) 713-237-1117
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>C</b> If exemption application is pending, check here. <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here. <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 52,717,407.	<b>J</b> 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.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>R E V E N U E</b>	<b>1</b> Contributions, gifts, grants, etc., received (att sch).				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	7,414.	7,414.	N/A	
	<b>4</b> Dividends and interest from securities	1,047,949.	1,047,949.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	1,450,195.			
	<b>b</b> Gross sales price for all assets on line 6a	1,696,180.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		1,450,195.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule) See Statement 1	46,779.				
<b>12 Total.</b> Add lines 1 through 11	2,552,337.	2,505,558.			
<b>A D M I N I S T R A T I V E  O P E R A T I N G  A N D  E X P E N S E S</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	20,700.			20,700.
	<b>14</b> Other employee salaries and wages	52,250.			52,250.
	<b>15</b> Pension plans, employee benefits	16,992.			16,992.
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St. 2	9,001.	4,500.		4,501.
	<b>c</b> Other prof fees (attach sch) See St. 3	58,376.	58,376.		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) See Stmt. 4	38,500.			
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy	90,047.			90,047.
	<b>21</b> Travel, conferences, and meetings	4,419.			4,419.
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) See Statement 5	5,909.			5,909.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	296,194.	62,876.		194,818.
	<b>25</b> Contributions, gifts, grants paid Part XV	2,278,000.			2,278,000.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,574,194.	62,876.		2,472,818.	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-21,857.				
<b>b Net investment income</b> (if negative, enter -0-)		2,442,682.			
<b>c Adjusted net income</b> (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			
	2 Savings and temporary cash investments	469,496.	168,850.	168,850.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 6	1,029,744.	1,308,533.	52,548,557.
	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)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item l)	1,499,240.	1,477,383.	52,717,407.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,499,240.	1,477,383.	
30 Total net assets or fund balances (see the instructions)	1,499,240.	1,477,383.		
31 Total liabilities and net assets/fund balances (see the instructions)	1,499,240.	1,477,383.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,499,240.
2	Enter amount from Part I, line 27a	2	-21,857.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,477,383.
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 30	6	1,477,383.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a</b> Publicly-traded securities	P	Various	Various
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 1,696,180.		245,985.	1,450,195.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			1,450,195.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	<b>2</b>	1,450,195.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8. <span style="float:right">[ ]</span>	<b>3</b>	0.

**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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	3,551,814.	58,485,437.	0.060730
2006	2,611,184.	48,033,517.	0.054362
2005	2,519,311.	43,863,917.	0.057435
2004	2,072,235.	35,583,586.	0.058236
2003	1,563,507.	29,035,050.	0.053849

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.284612
<b>3</b> Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	<b>3</b>	0.056922
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	<b>4</b>	55,903,086.
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	3,182,115.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	24,427.
<b>7</b> Add lines 5 and 6.	<b>7</b>	3,206,542.
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	2,472,818.

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 the instructions)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary— see instructions)		
<b>b</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	<b>1</b>	48,854.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	48,854.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	48,854.
<b>6 Credits/Payments:</b>		
<b>a</b> 2008 estimated tax pmts and 2007 overpayment credited to 2008	<b>6a</b>	40,125.
<b>b</b> Exempt foreign organizations — tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	40,125.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	8,729.
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<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>		
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. . . . ▶ \$ 0. <b>(2)</b> On foundation managers. . . . ▶ \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. . . . ▶ \$ 0.		
<b>2</b> 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>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) . . . . ▶ TX		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>www.islacarrollturnerfriendshiptrust.org</u>	13	X	
14	The books are in care of <u>Pat Stilley</u> Telephone no. <u>713-237-1117</u> Located at <u>815 Walker, Suite 1543 Houston TX</u> ZIP + 4 <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> 0.			

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

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

		Yes	No
<b>1 a</b>	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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>1 b</b>	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		X
<b>1 c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts that were not corrected before the first day of the tax year beginning in 2008?		X
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(f)(5)):		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer 'No' and attach statement - see the instructions.)		N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>3 a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If 'Yes,' did it have excess business holdings in 2008 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 2008.)		N/A
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		X

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Form 990-PF (2008)



**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
Salient Trust Co. 4265 San Felipe, 8th Floor Houston, TX 77027	Investment Mgmt	58,376.
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-----		
-----		
-----		
-----		

**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 -----	
3 -----	
4 -----	

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**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 -----	
<b>Total.</b> Add lines 1 through 3. .... ▶	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities .....	<b>1a</b>	56,364,209.
<b>b</b> Average of monthly cash balances .....	<b>1b</b>	390,193.
<b>c</b> Fair market value of all other assets (see instructions) .....	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c) .....	<b>1d</b>	56,754,402.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets .....	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d .....	<b>3</b>	56,754,402.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	<b>4</b>	851,316.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	<b>5</b>	55,903,086.
<b>6 Minimum investment return.</b> Enter 5% of line 5 .....	<b>6</b>	2,795,154.

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

<b>1</b> Minimum investment return from Part X, line 6 .....	<b>1</b>	2,795,154.
<b>2a</b> Tax on investment income for 2008 from Part VI, line 5 .....	<b>2a</b>	48,854.
<b>b</b> Income tax for 2008. (This does not include the tax from Part VI.) .....	<b>2b</b>	
<b>c</b> Add lines 2a and 2b .....	<b>2c</b>	48,854.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 .....	<b>3</b>	2,746,300.
<b>4</b> Recoveries of amounts treated as qualifying distributions .....	<b>4</b>	
<b>5</b> Add lines 3 and 4 .....	<b>5</b>	2,746,300.
<b>6</b> Deduction from distributable amount (see instructions) .....	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	<b>7</b>	2,746,300.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 .....	<b>1a</b>	2,472,818.
<b>b</b> Program-related investments — total from Part IX-B .....	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required) .....	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule) .....	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	<b>4</b>	2,472,818.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) .....	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	<b>6</b>	2,472,818.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7.....				2,746,300.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only.....			1,568,653.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003.....				
b From 2004.....				
c From 2005.....				
d From 2006.....				
e From 2007.....				
f Total of lines 3a through e.....	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <u>2,472,818.</u>				
a Applied to 2007, but not more than line 2a....			1,568,653.	
b Applied to undistributed income of prior years (Election required — see instructions).....		0.		
c Treated as distributions out of corpus (Election required — see instructions).....	0.			
d Applied to 2008 distributable amount.....				904,165.
e Remaining amount distributed out of corpus...	0.			
5 Excess distributions carryover applied to 2008..... (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	0.			
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.....		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.....		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount — see instructions.....			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.....				1,842,135.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).....	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)...	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a.....	0.			
10 Analysis of line 9:				
a Excess from 2004.....				
b Excess from 2005.....				
c Excess from 2006.....				
d Excess from 2007.....				
e Excess from 2008.....				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization 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

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**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

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

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

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

See Statement 8

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

See Statement for Line 2a

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**c** Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**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 <i>Paid during the year</i> See attachment ,	N/A	Public	See attachment	2,278,000.
<b>Total</b> ..... ►				<b>3a</b> 2,278,000.
b <i>Approved for future payment</i> Holly Hall 8304 Knight Road Houston, TX 77054	N/A	509 (a) (1)	Building Campaign	200,000.
<b>Total</b> ..... ►				<b>3b</b> 200,000.

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**Underpayment of Estimated Tax by Corporations**

▶ See separate instructions.  
▶ Attach to the corporation's tax return.

**2008**

Name: Isla Carroll Turner Friendship Trust Employer identification number: 74-1460483

**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1	Total tax (see instructions) .....	1	48,854.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	2b	
2c	Credit for federal tax paid on fuels (see instructions) .....	2c	
2d	<b>d Total.</b> Add lines 2a through 2c .....	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....	3	48,854.
4	Enter the tax shown on the corporation's 2007 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.</b> .....	4	40,519.
5	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3. ....	5	40,519.

<b>Part II Reasons for Filing</b> – Check the boxes below that apply. If any boxes are checked, the corporation <b>must</b> file Form 2220, even if it does not owe a penalty (see instructions).	
6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/> The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/> The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

<b>Part III Figuring the Underpayment</b>		(a)	(b)	(c)	(d)	
9	<b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990 – PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	9	5/15/08	6/15/08	9/15/08	12/15/08
10	<b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column .....	10	0.	9,574.	19,357.	0.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	11	10,125.	10,000.	10,000.	10,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>						
12	Enter amount, if any, from line 18 of the preceding column .....	12		10,125.	10,551.	1,194.
13	Add lines 11 and 12 .....	13		20,125.	20,551.	11,194.
14	Add amounts on lines 16 and 17 of the preceding column .....	14				
15	Subtract line 14 from line 13. If zero or less, enter -0- .....	15	10,125.	20,125.	20,551.	11,194.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	16		0.	0.	
17	<b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	17				
18	<b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	18	10,125.	10,551.	1,194.	

Go to **Part IV** on page 2 to figure the penalty. Do not go to **Part IV** if there are no entries on line 17 – no penalty is owed.

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <b>(Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 3rd month.) . . . . .	<b>19</b>			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19. . . . .	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2008 and before 7/1/2008. . . . .	<b>21</b>			
<b>22</b> Underpayment on line 17 $\times$ $\frac{\text{Number of days on line 21}}{366} \times 6\%$ . . . . .	<b>22</b>			
<b>23</b> Number of days on line 20 after 6/30/2008 and before 10/1/2008. . . . .	<b>23</b>			
<b>24</b> Underpayment on line 17 $\times$ $\frac{\text{Number of days on line 23}}{366} \times 5\%$ . . . . .	<b>24</b>			
<b>25</b> Number of days on line 20 after 9/30/2008 and before 1/1/2009. . . . .	<b>25</b>			
<b>26</b> Underpayment on line 17 $\times$ $\frac{\text{Number of days on line 25}}{366} \times 6\%$ . . . . .	<b>26</b>			
<b>27</b> Number of days on line 20 after 12/31/2008 and before 4/1/2009. . . . .	<b>27</b>			
<b>28</b> Underpayment on line 17 $\times$ $\frac{\text{Number of days on line 27}}{365} \times 5\%$ . . . . .	<b>28</b>			
<b>29</b> Number of days on line 20 after 3/31/2009 and before 7/1/2009. . . . .	<b>29</b>			
<b>30</b> Underpayment on line 17 $\times$ $\frac{\text{Number of days on line 29}}{365} \times$ *% . . . . .	<b>30</b>			
<b>31</b> Number of days on line 20 after 6/30/2009 and before 10/1/2009. . . . .	<b>31</b>			
<b>32</b> Underpayment on line 17 $\times$ $\frac{\text{Number of days on line 31}}{365} \times$ *% . . . . .	<b>32</b>			
<b>33</b> Number of days on line 20 after 9/30/2009 and before 1/1/2010. . . . .	<b>33</b>			
<b>34</b> Underpayment on line 17 $\frac{\text{Number of days on line 33}}{365} \times$ *% . . . . .	<b>34</b>			
<b>35</b> Number of days on line 20 after 12/31/2009 and before 2/16/2010. . . . .	<b>35</b>			
<b>36</b> Underpayment on line 17 $\frac{\text{Number of days on line 35}}{365} \times$ *% . . . . .	<b>36</b>			
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 . . . . .	<b>37</b>			
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns. . . . .	<b>38</b>			0.

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\*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

**Part II Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First 2 months	First 3 months	First 6 months	First 9 months
<b>20</b> Annualization periods (see instructions) . . . . .	<b>20</b>				
<b>21</b> Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) . . . . .	<b>21</b>	0.	239,343.	964,350.	764,035.
<b>22</b> Annualization amounts (see instructions) . . . . .	<b>22</b>	6	4	2	1.33333
<b>23a</b> Annualized taxable income. Multiply line 21 by line 22 . . . . .	<b>23a</b>	0.	957,372.	1,928,700.	1,018,711.
<b>b</b> Extraordinary items (see instructions) . . . . .	<b>23b</b>				
<b>c</b> Add lines 23a and 23b . . . . .	<b>23c</b>	0.	957,372.	1,928,700.	1,018,711.
<b>24</b> Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return) . . . . .	<b>24</b>	0.	19,147.	38,574.	20,374.
<b>25</b> Enter any alternative minimum tax for each payment period (see instructions) . . . . .	<b>25</b>				
<b>26</b> Enter any other taxes for each payment period (see instructions) . . . . .	<b>26</b>				
<b>27</b> Total tax. Add lines 24 through 26 . . . . .	<b>27</b>	0.	19,147.	38,574.	20,374.
<b>28</b> For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) . . . . .	<b>28</b>				
<b>29</b> Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- . . . . .	<b>29</b>	0.	19,147.	38,574.	20,374.
<b>30</b> Applicable percentage . . . . .	<b>30</b>	25%	50%	75%	100%
<b>31</b> Multiply line 29 by line 30 . . . . .	<b>31</b>	0.	9,574.	28,931.	20,374.

**Part III Required Installments**

		1st installment	2nd installment	3rd installment	4th installment
<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.					
<b>32</b> If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 . . . . .	<b>32</b>	0.	9,574.	28,931.	20,374.
<b>33</b> Add the amounts in all preceding columns of line 38 (see instructions) . . . . .	<b>33</b>			9,574.	28,931.
<b>34</b> <b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- . . . . .	<b>34</b>	0.	9,574.	19,357.	0.
<b>35</b> Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> 'Large corporations,' see the instructions for line 10 for the amounts to enter. . . . .	<b>35</b>	10,130.	14,297.	12,214.	12,214.
<b>36</b> Subtract line 38 of the preceding column from line 37 of the preceding column . . . . .	<b>36</b>		10,130.	14,853.	7,710.
<b>37</b> Add lines 35 and 36 . . . . .	<b>37</b>	10,130.	24,427.	27,067.	19,924.
<b>38</b> <b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) . . . . .	<b>38</b>	0.	9,574.	19,357.	0.

## Isla Carroll Turner Friendship Trust

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Excise tax refund.....	\$ 46,779.		
Total	<u>\$ 46,779.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit and annual tax compliance...	\$ 9,001.	\$ 4,500.		\$ 4,501.
Total	<u>\$ 9,001.</u>	<u>\$ 4,500.</u>		<u>\$ 4,501.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees.....	\$ 58,376.	\$ 58,376.		
Total	<u>\$ 58,376.</u>	<u>\$ 58,376.</u>		<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax.....	\$ 38,500.			
Total	<u>\$ 38,500.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

## Isla Carroll Turner Friendship Trust

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**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance.....	\$ 1,600.			\$ 1,600.
Office expenses.....	4,029.			4,029.
Other expenses.....	280.			280.
Total	<u>\$ 5,909.</u>	<u>\$ 0.</u>		<u>\$ 5,909.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
656,725 shs Exxon Mobil	Cost	\$ 1,070,272.	\$ 52,426,357.
5,000 shs Freeport-McMoran Copper	Cost	238,261.	122,200.
	Total	<u>\$ 1,308,533.</u>	<u>\$ 52,548,557.</u>

**Statement 7**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Isla C. Reckling 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	\$ 100.	\$ 0.	\$ 0.
Bert F. Winston, Jr. 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	100.	0.	0.
Inez O. Reymond 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	100.	0.	0.
Garrett Wingfield 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	20,100.	0.	0.
James S. Reckling 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	100.	0.	0.

## Isla Carroll Turner Friendship Trust

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**Statement 7 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Stephen M. Reckling 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	\$ 100.	\$ 0.	\$ 0.
Rosalind W. Newton 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	0.	0.	0.
S. Anne Hardiman 815 Walker, Suite 1543 Houston, TX 77002	Trustee 1.00	100.	0.	0.
Total		<u>\$ 20,700.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 8**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program: See attached

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**Part XV, Line 3a - Grants and Allocations Paid During the Year**

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
Adult Enrichment Center Inc. 6146 Appaloosa Trail San Angelo, TX 76901	509(a)(1)	Operating Funds	\$ 20,000
All Saints Catholic Church 215 E.10th Street Houston, TX 77008	Church	Third Age Learning Kitchen remodel	30,000
Alzheimer's Disease and Related Disorders Assoc. 2909 W. Holcombe Boulevard Houston, TX 77025-1532	509(a)(1)	Operating funds	60,000
Baylor College of Medicine Huffington Center on Aging One Baylor Plaza, Rm 171A Houston, TX 77030-3498	School	Center on Aging Operations	45,000
Bering Omega Community Services 1427 Hawthorne St. Houston, TX 77006-3711	509(a)(1)	Dental services	15,000
Calhoun County Senior Citizens Assoc. Inc. P.O. Box 128 Port Lavaca, TX 77979-0128	509(a)(1)	New Van	35,000
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana St. Houston, TX 77006-3435	509(a)(1)	SAFE Program	50,000
Catholic Family Services - Diocese of Lubbock 102 Avenue J Lubbock TX 79401-1438	509(a)(1)	Emergency dental care for seniors program	8,000
Centro Familiar Cristiano PO Box 1828 Sugar Land, TX 77487	509(a)(1)	Senior outings	6,000
Clarewood House 7400 Clarewood Drive Houston, TX 77036	509(a)(2)	Aid to Residents Program	50,000

**Part XV, Line 3a - Grants and Allocations Paid During the Year**

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
Eden Home, Inc. 631 Lakeview Boulevard New Braunfels, TX 78130	509(a)(1)	Capital Campaign	100,000
El Paso Diabetes Association 2101 N. Oregon St. El Paso, TX 79902	509(a)(1)	Daily assistance for seniors	15,000
Friends for Life PO Box 23491 Waco, TX 76702-3491	509(a)(1)	Operating funds	25,000
Friends Foundation, The PO Box 8 Dripping Springs, TX 78620	509(a)(1)	Medical alert communication devices	8,000
Golden Age Hobby House of Houston 2805 Winbern Houston, TX 77004	509(a)(1)	Operating Funds, Repairs, and Salary for Winnie Collie	85,000
Good Samaritan Foundation of Texas 5615 Kirby Drive, Ste 308 Houston, TX 77005	509(a)(2)	Gerontological Nursing Scholarships	70,000
Habitat for Safe Seniors 2174 Old Sattler Rd Canyon Lake, TX 78133	509(a)(1)	Operating funds To hire Admin Asst.	25,000
Holly Hall 8304 Knight Road Houston, TX 77054	509(a)(1)	Building campaign	100,000
Houston Area Parkinson Society 2700 Southwest Freeway, Suite 284 Houston, TX 77098	509(a)(1)	Older Adults Program	50,000
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030	509(a)(1)	Senior Programming	50,000
Houston Housing Resource, Inc. 2640 Fountain View Drive, Suite 400 Houston, TX 77057-7610	509(a)(3)	Assist seniors from Bellerive apt. fire	50,000
Houston OASIS	509(a)(1)	Operating funds	20,000

**Part XV, Line 3a - Grants and Allocations Paid During the Year**

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
100 Northwest Mall Houston, TX 77092			
Interfaith Caring Ministries 631 FM 270 League City, TX 77573	509(a)(1)	Support senior program	40,000
Interfaith Ministries for Greater Houston Meals on Wheels Program 3217 Montrose Boulevard Houston, TX 77006-3980	509(a)(2)	Meals on Wheels Program	50,000
Jewish Community Center of Houston 5601 South Braeswood Houston, TX 77096	509(a)(1)	Senior Program	50,000
Meals On Wheels and More 3227 E. 5th Street Austin, TX 78702	509(a)(1)	Meals for seniors	16,000
Mental Health Association of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	509(a)(1)	Senior Program	10,000
Metroport Meals on Wheels PO Box 204 Roanoke, TX 76262	509(a)(1)	Meals on Wheels Program	20,000
Neighborhood Centers 4500 Bissonnet, Ste 200 Bellaire, TX 77401	509(a)(1)	Senior Wellness Project	75,000
New Hope Housing 1117 Texas Street Houston, TX 77002	509(a)(1)	Senior resident services program	40,000
Nixon Home Care Adult Day Center 3719 Lynnfield Houston, TX 77016	509(a)(2)	Assist in the reduction of debt	75,000

**Part XV, Line 3a - Grants and Allocations Paid During the Year**

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
Northwest Assistance Ministries 15555 Kuykendahl Houston, TX 77090	509(a)(1)	Senior services	50,000
St. Dominic Village 2401 Holcombe Boulevard Houston, TX 77021	Church	Aid to Residents	150,000
St. James House of Baytown 5800 West Baker Road Baytown, TX 77520-1694	509(a)(2)	Aid to Residents	75,000
St. Joseph Hospital Foundation PO Box 1919 Houston, TX 77251-1919	509(a)(1)	Healthy Mobile Living Clinic	75,000
Salvation Army Houston Metro Area Command 1500 Austin St. Houston, TX 77002	509(a)(1)	Prime time for senior program	25,000
Senior Guidance Directory 2700 Southwest Freeway, Ste 277 Houston, TX 77098	509(a)(1)	Operating funds	50,000
Seniors' Place 2714 Joanel Houston, TX 77027	509(a)(1)	Operating funds Capital campaign	240,000
Seven Acres Jewish Senior Care Services 6200 North Braeswood Houston, TX 77074-7599	509(a)(1)	Operating funds	100,000
Sheltering Arms Senior Services 3838 Aberdeen Way Houston, TX 77025-2416	509(a)(1)	Adult day services	50,000
Allan Shivers Library & Museum (Communities Foundation of Texas) 302 North Charlton Woodville, TX 75979	509(a)(1)	Renovations & expansion of senior area	10,000
Southeast Assistant Ministries P.O. Box 267 South Houston, TX 77587-0000	509(a)(1)	55 plus senior service program	25,000

**Part XV, Line 3a - Grants and Allocations Paid During the Year**

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
Stilwell Retirement Residence (Texas Retired Teachers Residence Corporation) 5400 Laurel Lake Drive Waco, TX 76710	509(a)(2)	Refurbish & refurnish living room	25,000
UT Health Science Center School of Nursing 7000 Fannin Street, UCT 720 Houston, TX 77030	Government	School of Nursing and Senior Programs	75,000
YMCA of Greater Houston 1600 Louisiana Street Houston, TX 77002	509(a)(2)	Seniors Program	25,000
Volunteer Interfaith Caregivers, Southwest 5001 Bellaire Blvd., Room 7 Bellaire, Texas 77401	509(a)(1)	General operations senior programming	10,000
Total			<u>\$2,278,000</u>