

Form 990-PF

Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

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2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

and ending

Name of foundation: KINDER FOUNDATION
A Employer identification number: 76-0519073
B Telephone number: (713) 529-5537
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part II Analysis of Revenue and Expenses
(a) Revenue and expenses per books
(b) Net investment income
(c) Adjusted net income
(d) Disbursements for charitable purposes (cash basis only)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Dividends, Net gain, Other income, Compensation of officers, etc.

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46 Received in Batching Open AUG 28 2020

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		20,603,401.	2,279,992.	2,279,992.
	2	Savings and temporary cash investments				
	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				
	7	Other notes and loans receivable				
		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				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10		116,756,676.	132,916,581.	187,571,922.
14	Land, buildings, and equipment basis	395,928.				
	Less: accumulated depreciation	STMT 11		142,067.	99,171.	99,171.
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			137,502,144.	135,295,744.	189,951,085.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	24	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30.				
	25	Net assets without donor restrictions				
	26	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/>				
	27	Net assets with donor restrictions				
	28	Capital stock, trust principal, or current funds			0.	0.
	29	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds			137,502,144.	135,295,744.
	29	Total net assets or fund balances			137,502,144.	135,295,744.
30	Total liabilities and net assets/fund balances			137,502,144.	135,295,744.	

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	137,502,144.
2	Enter amount from Part I, line 27a	2	-6,294,324.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	4,087,924.
4	Add lines 1, 2, and 3	4	135,295,744.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	135,295,744.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 9,270.			9,270.
b 24,890,537.		24,732,476.	158,061.
c			
d			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,270.
b			158,061.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	167,331.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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 (col. (b) divided by col. (c))
2018	40,468,178.	175,938,986.	.230013
2017	39,777,963.	163,766,159.	.242895
2016	39,754,671.	148,132,899.	.268372
2015	31,554,304.	137,255,113.	.229895
2014	42,721,949.	128,922,586.	.331377

2 Total of line 1, column (d)	2	1.302552
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	.260510
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	187,454,208.
5 Multiply line 4 by line 3	5	48,833,696.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,055.
7 Add lines 5 and 6	7	48,863,751.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	49,281,349.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	30,055.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	30,055.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	30,055.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	81,503.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	81,503.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	51,448.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" 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? If "No," attach explanation	X	
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 tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	X	
SEE STATEMENT 12		
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>WWW.KINDERFOUNDATION.ORG</u>	X	
14 The books are in care of ▶ <u>NANCY G. KINDER</u> Telephone no. ▶ <u>(713) 529-5537</u> Located at ▶ <u>2229 SAN FELIPE, SUITE 1700, HOUSTON, TX</u> ZIP+4 ▶ <u>77019</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		X
(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)?		X
(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.)		X
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	SEE STATEMENT 8	
Organizations relying on a current notice regarding disaster assistance, check here ▶		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?		X
If "Yes," list the years ▶		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		X
b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?		X

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

5a During the year, did the foundation pay or incur any amount to:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	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?	Yes	<input checked="" type="checkbox"/>	No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	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 Organizations relying on a current notice regarding disaster assistance, check here			N/A	5b
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).			N/A	
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	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			N/A	7b
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 STATEMENT 13		678,510.	18,106.	6,869..

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	178,095,988.
b	Average of monthly cash balances	1b	12,212,853.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	190,308,841.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	190,308,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,854,633.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	187,454,208.
6	Minimum investment return. Enter 5% of line 5	6	9,372,710.

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	9,372,710.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	30,055.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,342,655.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,342,655.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,342,655.

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	49,281,349.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	49,281,349.
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	5	30,055.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,251,294.

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				9,342,655.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	36,414,524.			
b From 2015	23,796,497.			
c From 2016	32,423,972.			
d From 2017	31,739,042.			
e From 2018	31,789,001.			
f Total of lines 3a through e	156,163,036.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 49,281,349.				
a Applied to 2018, but not more than line 2a			0.	
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 2019 distributable amount				9,342,655.
e Remaining amount distributed out of corpus	39,938,694.			
5 Excess distributions carryover applied to 2019 (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	196,101,730.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	36,414,524.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	159,687,206.			
10 Analysis of line 9:				
a Excess from 2015	23,796,497.			
b Excess from 2016	32,423,972.			
c Excess from 2017	31,739,042.			
d Excess from 2018	31,789,001.			
e Excess from 2019	39,938,694.			

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 2019, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2019	(b) 2018	Prior 3 years		
			(c) 2017	(d) 2016	
2 a 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					

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

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

SEE STATEMENT 14

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT				48,524,341.
Total			▶ 3a	48,524,341.
b Approved for future payment				
SEE ATTACHED STATEMENT				17,250,000.
Total			▶ 3b	17,250,000.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
- ▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

Name of the organization

KINDER FOUNDATION

Employer identification number

76-0519073

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

Name of organization KINDER FOUNDATION	Employer identification number 76-0519073
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
<u>1</u>	PUBLICLY TRADED SECURITIES _____ _____ _____	\$ <u>39,885,481.</u>	<u>VARIOUS</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization KINDER FOUNDATION	Employer identification number 76-0519073
--	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH DIVIDENDS	2,023,103.	0.	2,023,103.	2,023,103.	
MERRILL LYNCH DIVIDENDS	160,602.	0.	160,602.	160,602.	
MERRILL LYNCH DIVIDENDS	849,826.	0.	849,826.	849,826.	
MERRILL LYNCH DIVIDENDS	103,348.	0.	103,348.	103,348.	
MERRILL LYNCH DIVIDENDS	400,758.	0.	400,758.	400,758.	
MERRILL LYNCH INTEREST	6,307.	0.	6,307.	6,307.	
MERRILL LYNCH INTEREST	586.	0.	586.	586.	
MERRILL LYNCH INTEREST	160,229.	0.	160,229.	160,229.	
MERRILL LYNCH INTEREST	1,109.	0.	1,109.	1,109.	
MERRILL LYNCH INTEREST	4,397.	0.	4,397.	4,397.	
TO PART I, LINE 4	3,710,265.	0.	3,710,265.	3,710,265.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	17,429.	0.	
MISCELLANEOUS INCOME	4,667.	4,667.	
SUBSTITUTE PAYMENTS IN LIEU OF DIVIDENDS OR INTEREST	457.	457.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,553.	5,124.	

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	27,519.	0.		27,519.
TO FM 990-PF, PG 1, LN 16A	27,519.	0.		27,519.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICES	23,482.	11,741.		11,741.
TO FORM 990-PF, PG 1, LN 16B	23,482.	11,741.		11,741.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	28,509.	0.		28,509.
PUBLIC RELATIONS FEES	99,290.	0.		99,290.
ADMINISTRATIVE FEES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	133,799.	0.		133,799.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2019 EXCISE TAX	42,000.	0.		0.
FOREIGN TAXES	128,459.	128,459.		0.
PAYROLL TAXES	32,895.	1,199.		31,696.
TO FORM 990-PF, PG 1, LN 18	203,354.	129,658.		31,696.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	711,343.	711,343.		0.
BANKING FEES/CHECK ORDER FEE	10,750.	5,375.		5,375.
OFFICE AND TECHNOLOGY EXPENSES	52,667.	1,919.		50,748.
CHARITABLE ENTITY EVENTS	14,212.	0.		14,212.
EXPENSE REIMBURSEMENT	6,869.	0.		6,869.
PAYROLL PROCESSING FEES	782.	0.		782.
MEALS AND ENTERTAINMENT	762.	0.		762.
TO FORM 990-PF, PG 1, LN 23	797,385.	718,637.		78,748.

FOOTNOTES

STATEMENT 8

PART VII-B 1B: THE KINDER FOUNDATION IS ANSWERING YES TO PART VII-B 1A(3) BECAUSE THE FOUNDATION IS PROVIDED OVER 7,000 SQUARE FEET OF OFFICE SPACE WITHOUT ANY RENT CHARGE OR COST BY THE KINDER FAMILY OFFICE.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON STOCK CONTRIBUTION	4,087,924.
TOTAL TO FORM 990-PF, PART III, LINE 3	<u>4,087,924.</u>

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ML ACCT 02135	COST	11,067,829.	12,399,279.
ML ACCT 04A63	COST	30,333,031.	35,652,795.
ML ACCT 2066	COST	58,608,806.	94,941,705.
ML ACCT 4002	COST	10,126,434.	15,411,685.
ML ACCT 4003	COST	22,780,481.	29,166,458.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>132,916,581.</u>	<u>187,571,922.</u>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD D. KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	CHAIRMAN 10.00	0.	0.	0.
NANCY G. KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	PRESIDENT/CEO/TREASURER 40.00	0.	0.	0.
KARA K. VIDAL 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ADVISORY BOARD MEMBER 0.00	0.	0.	0.
DAVID D. KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ADVISORY BOARD MEMBER 0.00	0.	0.	0.
GARY C. DUDLEY 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	CHIEF OF STAFF & BOARD MEMBER 10.00	74,954.	0.	4,398.
ROXANN S. NEUMANN 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 10.00	0.	0.	0.
JAMES V. DERRICK JR. 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	SECRETARY 0.00	0.	0.	0.
GINGER A. CORLEY 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ADVISORY BOARD MEMBER 0.00	0.	0.	0.
TODD V. ADAM 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.
POLLY K. WHITTLE 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.

KINDER FOUNDATION

76-0519073

KATHRYN DOLLINS 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ASSISTANT SECRETARY 20.00	52,792.	1,584.	436.
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SABRINA W. KIRWIN 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ASSISTANT TREASURER 6.00	20,475.	614.	0.
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AARTI K. GAREHGRAT 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ASSISTANT TREASURER 6.00	19,182.	575.	0.
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SARAH NEWBERY 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	DIRECTOR OF PARKS & GREENSPACE 40.00	199,377.	5,981.	0.
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GUY HAGSTETTE 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	VICE PRESIDENT 40.00	311,730.	9,352.	2,035.
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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>678,510.</u>	<u>18,106.</u>	<u>6,869.</u>
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FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

RICHARD D. KINDER
NANCY G. KINDER

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY G. KINDER, PRESIDENT & CEO
2229 SAN FELIPE, SUITE 1700
HOUSTON, TX 77019

TELEPHONE NUMBER

713-529-5537

FORM AND CONTENT OF APPLICATIONS

PRESELECTED APPLICATIONS, WHEN NOTIFIED BY THE FOUNDATION, SHOULD BE SUBMITTED IN WRITING AND CONTAIN THE NAME AND ADDRESS OF THE CHARITABLE ORGANIZATION AS WELL AS A DISCUSSION OF THE PURPOSE OF THE GRANT

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE KINDER FOUNDATION IS PRIMARILY, BUT NOT EXCLUSIVELY, FOCUSED ON THE GREATER HOUSTON COMMUNITY. THE FOUNDATION ONLY MAKES CONTRIBUTIONS TO PRE-SELECTED CHARITABLE ORGANIZATIONS AND DOES NOT ACCEPT UNSOLICITED REQUESTS FOR FUNDS.

2019 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE DECOR AND FURNISHINGS	12/22/15	200DE	7.00		MC17	3,269.				3,269.	2,120.		328.	2,448.
2	SIGNAGE	12/02/15	200DE	7.00		MC17	1,918.				1,918.	1,244.		153.	1,437.
3	COMPUTER AND TECHNOLOGY	11/18/15	200DE	5.00		MC17	21,108.				21,108.	16,777.		2,310.	19,087.
4	OFFICE DECOR AND FURNISHINGS	10/13/15	200DE	7.00		MC17	110,473.				110,473.	71,651.		11,052.	82,743.
5	TELEPHONE SYSTEM	09/28/15	200DE	5.00		MC17	17,999.				17,999.	14,695.		2,033.	16,728.
6	FURNITURE AND FIXTURES	12/02/15	200DE	7.00		MC17	184,717.				184,717.	119,804.		18,547.	138,351.
7	AV EQUIPMENT	11/16/15	200DE	5.00		MC17	16,702.				16,702.	13,275.		1,828.	15,103.
8	OFFICE DECOR AND FURNISHINGS	01/19/16	200DE	7.00		HM17	1,666.				1,666.	937.		208.	1,145.
9	OFFICE DECOR AND FURNISHINGS	03/22/16	200DE	7.00		HM17	7,452.				7,452.	4,193.		931.	5,124.
10	OFFICE DECOR AND FURNISHINGS	05/26/16	200DE	7.00		HM17	262.				262.	147.		33.	180.
11	OFFICE DECOR AND FURNISHINGS	08/08/16	200DE	7.00		HM17	3,667.				3,667.	2,063.		458.	2,521.
12	OFFICE DECOR AND FURNISHINGS	08/22/16	200DE	7.00		HM17	659.				659.	370.		83.	453.
18	LCD NETWORK PHONE	08/16/17	200DE	5.00		HM17	275.				275.	143.		53.	196.
19	LEASEHOLD IMPROVEMENT	03/09/17	150DE	15.00		HM17	7,518.				7,518.	1,050.		643.	5,733.
20	OFFICE DECOR AND FURNISHINGS	01/17/17	200DE	7.00		HM17	2,251.				2,251.	873.		394.	1,267.
21	OFFICE DECOR AND FURNISHINGS	06/19/17	200DE	7.00		HM17	2,251.				2,251.	873.		394.	1,267.
22	OFFICE DECOR AND FURNISHINGS	07/13/17	200DE	7.00		HM17	2,751.				2,751.	1,067.		481.	1,548.
23	OFFICE DECOR AND FURNISHINGS	10/30/17	200DE	7.00		HM17	2,751.				2,751.	1,067.		481.	1,548.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
25	COMPUTER AND TECHNOLOGY	02/07/18	200DE	5.00		HM17	1,799.				1,799.	360.		576.	936.
26	COMPUTER AND TECHNOLOGY	05/24/18	200DE	5.00		HM17	1,159.				1,159.	232.		371.	603.
27	AV EQUIPMENT	03/27/18	200DE	5.00		HM17	899.				899.	180.		288.	468.
28	AV EQUIPMENT	03/27/18	200DE	5.00		HM17	1,299.				1,299.	260.		416.	676.
29	ICE MAKER	11/01/18	200DE	7.00		HM17	3,083.				3,083.	440.		755.	1,195.
	TOTAL:990-PF-PG 1-DEPR						395,928.				395,928.	253,861.		42,896.	296,757.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

PART XV - SUPPLEMENTARY INFORMATION

3 - Grants and Contributions Paid During the Year or Approved Future Payment
 0 - Paid During the year

Charity	Address	Relationship	Foundation status of recipient	Purpose of Grant Contribution	Amount
Alliance for Children Foundation Inc	17 Oak Street, Needham, MA 02492	N/A	PC	General Fund	\$ 1,000
Archdiocese of Galveston-Houston	P O Box 907, Houston, TX 77001	N/A	PC	Support of Teachers	\$ 50,000
BakerRipley	4450 Harrisburg, Suite 200, Houston, TX 77011	N/A	PC	Support of Teachers	\$ 25,000
Buffalo Bayou Partnership	1113 Vine Street, Suite 215, Houston, TX 77002	N/A	PC	Buffalo Bayou Park Harvey Clean-Up	\$ 300,000
Buffalo Bayou Partnership	1113 Vine Street, Suite 215, Houston, TX 77002	N/A	PC	Buffalo Bayou Park Stage Upgrade	\$ 350,000
Buffalo Bayou Partnership *	1113 Vine Street, Suite 215, Houston, TX 77002	N/A	PC	Buffalo Bayou Park General Fund	\$ 5,217
Church of the Nativity	1275 Alta Vista St, Dubuque, IA 52001	N/A	PC	General Fund	\$ 500
Cristo Rey Jesuit School	6701 Mount Carmel Street, Houston, TX 77087	N/A	PC	Corporate Work Study	\$ 94,500
Depelchin Children's Center	4950 Memorial Drive, Houston, TX 77007	N/A	PC	Foster Care	\$ 100,000
Discovery Green	1500 McKinney, Houston, TX 77010	N/A	PC	Bayou City Music Series	\$ 304,000
Emancipation Economic Development Council	2520 Wentworth Street, Houston, TX 77004	N/A	PC	Revitalization and Preservation of Historic Third Ward ECDP	\$ 200,000
Emancipation Economic Development Council	2520 Wentworth Street, Houston, TX 77004	N/A	PC	Revitalization and Preservation of Historic Third Ward ECDP	\$ 100,000
George W. Bush Presidential Center	2943 SMU Blvd Dallas, TX 75205	N/A	PC	General Fund	\$ 99,400
Good Reason Houston	3131 Eastside St Suite 100, Houston, TX 77098	N/A	PC	Support of Public Education in Houston	\$ 1,365,640
Good Reason Houston	3131 Eastside St Suite 100, Houston, TX 77098	N/A	PC	Support of Public Education in Houston	\$ 3,490,002
Good Reason Houston	3131 Eastside St Suite 100, Houston, TX 77098	N/A	PC	Support of Public Education in Houston	\$ 48,291
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds	\$ 205,000
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds - Matching Gift	\$ 25,000
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds - Matching Gift	\$ 25,000
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds - Matching Gift	\$ 25,000
Hermann Park Conservancy	1700 Hermann Dr, Houston, TX 77004	N/A	PC	General Fund	\$ 10,000
HISD Foundation (Blackshear Elementary)	4400 W 18th Street, Houston, TX 77092	N/A	PC	Support of Public Schools	\$ 30,000
Houston Botanical Gardens	3701 Kirby Drive, Suite 992, Houston, TX	N/A	PC	Development of Houston Botanical Gardens	\$ 500,000
Houston Center for Contemporary Craft	4848 Main Street, Houston, TX 77002	N/A	PC	General Fund	\$ 50,000
Houston Children's Chorus	P O Box 66567, Houston, TX 77266-6567	N/A	PC	Support of the Performing Arts	\$ 10,000
Houston Cinema Arts Society	4409 Montrose Blvd , Suite 150, Houston, TX 77006	N/A	PC	General Fund - Support of Arts & Education	\$ 100,000
Houston Community College (Pilot 2 Degree)	3100 Main Street, Houston, TX 77002	N/A	PC	Support of Education in Houston	\$ 100,000
Houston Grand Opera	510 Preston Street, Barrow Suite, Houston, TX 77002	N/A	PC	Support of the Performing Arts	\$ 100,000
Houston Parks Board (Bayou Greenway)	300 North Post Oak Lane, Houston, TX 77024	N/A	PC	New Linear Park Design & Construction	\$ 7,156,973
Houston Parks Board (Bayou Greenway) - Refund of Excess Contribution	300 North Post Oak Lane, Houston, TX 77024	N/A	PC	New Linear Park Design & Construction	\$ (167,201)
Houston Parks Board *	301 North Post Oak Lane, Houston, TX 77024	N/A	PC	New Linear Park Design & Construction	\$ 31,868
KIPP	10711 Kipp Way St, Houston, TX 77099	N/A	PC	Support of Teachers	\$ 151,642
Leadership ISD	1349 Empire Central Dr Ste 270, Dallas, TX 75247	N/A	PC	Support of Education in Houston	\$ 150,000
Lyford Cay Club Charitable Trust	6401 Lyons Road, Coconut Creek, FL 33073	N/A	PC	Hurricane Donnan Relief Fund	\$ 20,000
M/D Anderson	1515 Holcombe Blvd , Houston, TX 77030-2604	N/A	PC	General Fund	\$ 25,000
M/D Anderson	1515 Holcombe Blvd , Houston, TX 77030-2604	N/A	PC	General Fund	\$ 25,000
(The) Menil Museum	1511 Brenard, Houston, TX 77006	N/A	PC	General Fund in Support of Arts	\$ 100,000
Memorial Park Conservancy	7575 North Picnic Lane, Houston, TX 77057	N/A	PC	Park Design & Construction - 10 Year Master Plan	\$ 13,337,294
Memorial Park Conservancy	7575 North Picnic Lane, Houston, TX 77057	N/A	PC	Park Design & Construction - 10 Year Master Plan	\$ 743,584
Memorial Park Conservancy *	7576 North Picnic Lane, Houston, TX 77057	N/A	PC	Park Design & Construction - 10 Year Master Plan	\$ 194,840
(The) Montrose Center	401 Brannard St, Houston, TX 77006	N/A	PC	Senior Housing Project	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	General Fund - For Exhibits	\$ 200,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	General Fund	\$ 100,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	General Fund	\$ 137,500
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 453,171
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 55,787
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 703,080
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 36,850

PART XV - SUPPLEMENTARY INFORMATION

3 - Grants and Contributions Paid During the Year or Approved Future Payment
a - Paid During the year

Charity	Address	Relationship	Foundation status of recipient	Purpose of Grant Contribution	Amount
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 2,421,481
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 86,181
Philanthropy Roundtable	1150 17th Street, NW Washington, DC 20036	N/A	PC	General Fund	\$ 25,000
Project Row Houses	P O Box 1011, Houston, TX 77004	N/A	PC	Preservation of Historic Third Ward ECDP	\$ 30,000
Project Row Houses	P O Box 1011, Houston, TX 77004	N/A	PC	Preservation of Historic Third Ward ECDP	\$ 100,000
Project Row Houses	P O Box 1011, Houston, TX 77004	N/A	PC	Preservation of Historic Third Ward ECDP	\$ (17,137)
Rho Chapter Sigma Nu Educational Foundation	414 E Broadway, Ste 200, Columbia, MO 65201	N/A	PC	General Fund	\$ 250,000
Rho Chapter Sigma Nu Educational Foundation	414 E Broadway, Ste 200, Columbia, MO 65201	N/A	PC	General Fund	\$ 250,000
Rho Chapter Sigma Nu Educational Foundation	414 E Broadway, Ste 200, Columbia, MO 65201	N/A	PC	General Fund	\$ 50,000
Rice University (Municipal Finance Study)	P O Box 1892, Houston, TX 77251-1892	N/A	PC	Urban Studies & General Fund	\$ 50,000
Rice University (HERC)	P O Box 1892, Houston, TX 77251-1892	N/A	PC	Urban Studies	\$ 100,000
Rice University (HERC)	P O Box 1892, Houston, TX 77251-1892	N/A	PC	Urban Studies	\$ 1,572,931
Rice University (KIUR)	P O Box 1892, Houston, TX 77251-1892	N/A	PC	Support of Education Research in Houston	\$ 33,794
Rice University (Social Sciences Building)	P O Box 1892, Houston, TX 77251-1892	N/A	PC	Support of Education Research in Houston	\$ 48,700
Rice University (Social Sciences Building)	P O Box 1892, Houston, TX 77251-1892	N/A	PC	Support of Education Research in Houston	\$ 1,905,089
Roaring Fork Conservancy	P O Box 3349, Basalt, CO 81621	N/A	PC	Construction of New Social Sciences Building	\$ 97,206
Savaiton Army	1500 Austin Street, Houston, TX 77002-7706	N/A	PC	Water Conservation	\$ 15,000
SPARK PARK	P O Box 1562, Houston, TX 77251	N/A	PC	General Fund	\$ 10,000
Spring Branch Education Foundation	955 Campbell Road, Suite 206, Houston, TX 77024	N/A	PC	Greenspace in Public Schools	\$ 250,000
Texas Conservation Alliance	P O Box 822554, Dallas, TX 75382-2554	N/A	PC	Support of Teachers - Public Schools	\$ 25,000
Texas Dental Association Smiles Foundation	1946 S IH 35, Suite 400, Austin, TX 78704	N/A	PC	General Fund	\$ 50,000
Texas Heart Institute	6770 Bertner Ave., Houston, TX 77030	N/A	PC	General Fund	\$ 10,000
United Negro College Fund, Inc	2101 Crawford, Suite 307, Houston, TX 77002	N/A	PC	General Fund	\$ 500
United Way	P O Box 3247, Houston, TX 77253-3247	N/A	PC	General Fund	\$ 50,000
United Way	P O Box 3247, Houston, TX 77253-3247	N/A	PC	General Fund	\$ 916,410
University of Houston Research Center	211 East Cullen Building, Houston, TX 77204-2013	N/A	PC	General Fund	\$ 89,027
University of Missouri	105 Jesse Hall, Columbia, MO 65211	N/A	PC	Support of Education Research	\$ 190,900
Urban Harvest	2311 Canal Street, Suite 200, Houston, TX 77003	N/A	PC	Kindergarten Institute for Constitutional Democracy	\$ 5,000,000
YES Prep Public Schools	6201 Bonhomme, Suite 168N, Houston, TX 77036	N/A	PC	General Fund for Public School in Third Ward	\$ 20,320
				Support of Teachers - Public Schools	\$ 100,000
TOTAL					\$ 48,524,341

* Grant was made by paying a service provider directly for design consulting services performed for Buffalo Bayou Partnership, Houston Parks Board, and Memorial Park Conservancy

PART XV - SUPPLEMENTARY INFORMATION

3 - Grants and Contributions Paid During the Year or Approved Future Payment

b- Approved for Future Payment

Charity	Address	Relationship	Foundation status of recipient	Purpose of Grant Contribution	Amount
Good Reason Houston	3131 Eastside Street, Suite 100, Houston, TX 77098	N/A	Public Charity	Support of Public Education in Houston	\$ 6,500,000
University of Missouri	105 Jesse Hall, Columbia, MO 65211	N/A	Public Charity	Kinder Institute for Constitutional Democracy	\$ 5,000,000
Leadership ISD	1349 Empire Central Dr Ste 270, Dallas, TX 75247	N/A	Public Charity	Support of Education in Houston	\$ 250,000
SPARK Park	PO O Box 1562, Houston, TX 77251	N/A	Public Charity	Greenspace in Public Schools	\$ 2,250,000
Discovery Green	1500 McKinney, Houston, TX 77010	N/A	Public Charity	Revitalization and Preservation of Historic Third Ward ECDP	\$ 2,250,000
(The) Montrose Center	401 Barnard Street, Houston, TX 77006	N/A	Public Charity	Senior Housing Project	\$ 1,000,000
					\$ 17,250,000