

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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending ,

Name of foundation Albert and Margaret Alkek Foundation		A Employer identification number 76-0491186
Number and street (or P.O. box number if mail is not delivered to street address) 1100 Louisiana St		B Telephone number (see the instructions) (713) 652-6601
City or town Houston	State ZIP code TX 77002	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 206,820,041.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	1,563,036.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	35,745.	798.		
4 Dividends and interest from securities	3,473,724.	3,472,904.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	2,840,265.			
b Gross sales price for all assets on line 6a	28,064,057.			
7 Capital gain net income (from Part IV, line 2)		2,233,247.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
	1,465,384.	849,948.		
12 Total. Add lines 1 through 11	9,378,154.	6,556,897.		
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc.	702,324.	462,044.		240,280.
14 Other employee salaries and wages	14,550.	5,820.		8,730.
15 Pension plans, employee benefits	32,127.	24,572.		7,555.
16a Legal fees (attach schedule)	208,164.	208,164.		
b Accounting fees (attach sch)	24,736.	15,701.		7,435.
c Other prof fees (attach sch)	1,252,622.	1,249,172.		3,450.
17 Interest	130,220.	101,132.		0.
18 Taxes (attach schedule)(see instrs)	70,024.	53,911.		0.
19 Depreciation (attach sch) and depletion	39,911.	27,085.		
20 Occupancy	1,220.	828.		392.
21 Travel, conferences, and meetings	2,008.	616.		1,392.
22 Printing and publications				
23 Other expenses (attach schedule)				
	1,859,440.	1,528,637.		4,261.
24 Total operating and administrative expenses. Add lines 13 through 23	4,337,346.	3,677,682.		273,495.
25 Contributions, gifts, grants paid	10,500,000.			10,500,000.
26 Total expenses and disbursements. Add lines 24 and 25	14,837,346.	3,677,682.		10,773,495.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,459,192.			
b Net investment income (if negative, enter -0-)		2,879,215.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	306.	306.	306.
	2 Savings and temporary cash investments	1,345,032.	9,464,002.	9,464,002.
	3 Accounts receivable	292,660.		
	Less: allowance for doubtful accounts	0.	979.	297,961.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach 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)	33,968,427.	33,858,541.	37,574,579.
	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)	157,977,689.	144,436,483.	159,410,018.	
14 Land, buildings, and equipment: basis	284,611.			
Less: accumulated depreciation (attach schedule)	152,130.	172,392.	132,481.	
15 Other assets (describe see attached)			0.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	193,464,825.	188,189,774.	206,820,041.	
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)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	193,464,825.	188,189,774.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input 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			
30 Total net assets or fund balances (see instructions)	193,464,825.	188,189,774.		
31 Total liabilities and net assets/fund balances (see instructions)	193,464,825.	188,189,774.		

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	193,464,825.	
2 Enter amount from Part I, line 27a	2	-5,459,192.	
3 Other increases not included in line 2 (itemize)	3	1,965,443.	See attached schedule
4 Add lines 1, 2, and 3	4	189,971,076.	
5 Decreases not included in line 2 (itemize)	5	1,781,302.	See attached schedule
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	188,189,774.	

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)
1a	From publicly traded securities	P	various	various
b	From domestic investment funds	P	various	various
c	From REIT investment	P	various	various
d	From foreign investment funds	P	various	various
e	From security litigation settlements	P	various	various
(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	10,836,178.		9,846,248.	989,930.
b	5,436,682.		1,377,544.	4,059,138.
c	45,031.		0.	45,031.
d	11,111,275.		14,000,000.	-2,888,725.
e	27,873.		0.	27,873.
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	
a	0.	0.	0.	989,930.
b	0.	0.	0.	4,059,138.
c	0.	0.	0.	45,031.
d				-2,888,725.
e	0.	0.	0.	27,873.
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	2,233,247.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	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))
2010	10,228,677.	203,946,002.	0.050154
2009	9,946,576.	190,851,358.	0.052117
2008	11,332,673.	233,992,634.	0.048432
2007	12,476,533.	256,410,565.	0.048658
2006	11,493,179.	236,667,550.	0.048563
2	Total of line 1, column (d)		2 0.247924
3	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		3 0.049585
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 213,150,343.
5	Multiply line 4 by line 3		5 10,569,060.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 28,792.
7	Add lines 5 and 6		7 10,597,852.
8	Enter qualifying distributions from Part XII, line 4		8 10,773,495.

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

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

1 a 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 instrs)			
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	28,792.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	28,792.
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	28,792.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	78,097.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	93,097.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	64,305.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	64,305.	Refunded	
	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX - Texas</u>		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>www.alkek.org</u>				
14	The books are in care of ▶ <u>Scott Seaman, Executive Director</u> Telephone no. ▶ <u>(713) 652-6601</u> Located at ▶ <u>1100 Louisiana, Ste 5250 Houston TX</u> ZIP + 4 ▶ <u>77002</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 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 2011.)	3b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes 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 No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes 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? Yes 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)? Yes No

5b

Organizations relying on a current notice regarding disaster assistance check here

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? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

7b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached statement				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

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
Vinson & Elkins 1001 Fannin St., Suite 2500 Houston TX 77002	legal counsel	186,768.

Total number of others receiving over \$50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

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

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

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

BAA

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	40,392,423.
b	Average of monthly cash balances	1b	5,999,929.
c	Fair market value of all other assets (see instructions)	1c	170,003,935.
d	Total (add lines 1a, b, and c)	1d	216,396,287.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	216,396,287.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,245,944.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	213,150,343.
6	Minimum investment return. Enter 5% of line 5	6	10,657,517.

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

1	Minimum investment return from Part X, line 6	1	10,657,517.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28,792.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	16,837.
c	Add lines 2a and 2b	2c	45,629.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,611,888.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,611,888.
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	10,611,888.

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	10,773,495.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,773,495.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	28,792.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,744,703.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				10,611,888.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			4,159,304.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 10,773,495.				
a Applied to 2010, but not more than line 2a			4,159,304.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				6,614,191.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,997,697.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

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 2011, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 4942(j)(5)		
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	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) 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).)
-
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
-
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (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:
 Charles Williams
 1100 Louisiana St., Suite 5250
 Houston TX 77002 (713) 652-6601
-
- b** The form in which applications should be submitted and information and materials they should include:
 See guidelines at www.alkek.org.
-
- c** Any submission deadlines:
 None
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 Limited to non-profit organizations in the State of Texas.

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
<p><i>a Paid during the year</i> See attached statement</p>				<p>10,500,000.</p>
<p>Total ▶ 3a</p>				<p>10,500,000.</p>
<p><i>b Approved for future payment</i> See attached statement</p>				<p>4,924,500.</p>
<p>Total ▶ 3b</p>				<p>4,924,500.</p>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, and Other revenue.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Row 3: Tax-exempt interest income excluded by section 103.

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization of:

	Yes	No
(1) Cash		X
(2) Other assets		X

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		X
----	--	---

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

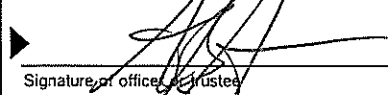
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

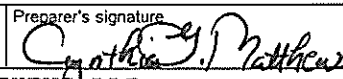
b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Alkek & Williams Foundation	501(c)(3)	common directors

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

Sign Here  11/13/12 Executive Director
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Print/Type preparer's name: Cynthia G. Matthews
 Preparer's signature:  Date: 11/13/12
 Check if self-employed PTIN: Firm's name: STEVENS & MATTHEWS LLP Firm's EIN: 26-3922905
 Firm's address: 1177 WEST LOOP SOUTH SUITE 600 HOUSTON TX 77027 Phone no.: (713) 621-1177

Schedule of Contributors

2011

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

Name of the organization Albert and Margaret Alkek Foundation	Employer identification number 76-0491186
---	---

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 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 foundation

Check 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, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA 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) (2011)

Name of organization

Employer identification number

Albert and Margaret Alkek Foundation

76-0491186

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Margaret Alkek Charitable Lead Annuity Trust 1100 Louisiana St., Suite 5250 Houston TX 77002	\$ 1,563,036.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: September 10, 2012

Taxpayer Identification Number:
76-0491186
Tax Form: 990PF
Tax Period: December 31, 2011

057373.106565.0209.005 1 AT 0.374 373



ALBERT AND MARGARET ALKEK
FOUNDATION
1100 LOUISIANA ST STE 5250
HOUSTON TX 77002-5100

057373

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **November 15, 2012**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-PF Statements
For the Year Ended December 31, 2011

Form 990-PF, Page 1, Part I, Line 11 – Other Income:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
Other investment income	1,464,169	848,733	0
Oil and gas royalties	1,215	1,215	0
	<u>1,465,384</u>	<u>849,948</u>	<u>0</u>

Form 990-PF, Page 1, Part I, Line 16a – Legal Fees:

	(a) Amount Paid Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
Legal services – Vinson & Elkins	186,768	186,768	0
Legal services – various others	21,396	21,396	0
	<u>208,164</u>	<u>208,164</u>	<u>0</u>

Form 990-PF, Page 1, Part I, Line 16b – Accounting Fees:

	(a) Amount Paid Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
Audit services – MFR PC	16,636	11,290	5,346
Tax services – Stevens & Matthews	8,100	4,411	2,089
	<u>24,736</u>	<u>15,701</u>	<u>7,435</u>

Form 990-PF, Page 1, Part I, Line 16c – Other Professional Services:

	(a) Amount Paid Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
Investment management services	1,198,306	1,198,306	0
Securities custody services	37,066	37,066	0
Compensation consulting services	17,250	13,800	3,450
	<u>1,252,622</u>	<u>1,249,172</u>	<u>3,450</u>

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-PF Statements
For the Year Ended December 31, 2011

Form 990-PF, Page 1, Part I, Line 18 – Taxes:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
Foreign taxes	52,822	51,709	0
Excise taxes (Form 990-PF)	15,000	0	0
Oil and gas royalty	79	79	0
Federal taxes withheld	2,123	2,123	0
	70,024	53,911	0

Form 990-PF, Page 1, Part I, Line 23 – Other Expenses:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
Deductions - limited partnerships	1,695,274	1,390,416	0
Depletion - limited partnerships	98,720	77,036	0
Other investment expenses	53,077	53,077	0
General and administrative	12,369	8,108	4,261
	1,859,440	1,528,637	4,261

Form 990-PF, Page 2, Part II, Line 3 – Accounts Receivable:

	End of Year	
	Book Value	Fair Market Value
Liquidations receivable from foreign investment funds	296,250	296,250
Expenses paid on behalf of an investment partnership	1,711	1,711
	297,961	297,961

Form 990-PF, Page 2, Part II, Line 10b – Investments – Corporate Stock:

	End of Year	
	Book Value	Fair Market Value
Held directly	6,700,864	6,387,163
Managed accounts	27,157,677	31,187,416
	33,858,541	37,574,579

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-PF Statements
For the Year Ended December 31, 2011

Form 990-PF, Page 2, Part II, Line 13 – Investments – Other:

	End of Year	
	Book Value	Fair Market Value
Domestic limited partnerships	76,125,391	89,197,907
Private REIT	4,722,011	3,492,880
Foreign investment funds	63,589,082	66,719,231
	<u>144,436,484</u>	<u>159,410,018</u>

Form 990-PF, Page 2, Part II, Line 14b – Description of Land, Buildings, and Equipment:

	Cost Basis	Accumulated Depreciation	Book Value
Furniture	266,296	143,248	123,048
Office equipment	18,315	8,881	9,434
	<u>284,611</u>	<u>152,129</u>	<u>132,482</u>

Form 990-PF, Page 2, Part II, Line 15 – Other Assets:

	End of Year	
	Book Value	Fair Market Value
On 12/31/07 the Estate of Albert B. Alkek transferred an anticipatory right to proceeds from the following asset:		
Oil and gas royalty interest	0	1,175
	<u>0</u>	<u>1,175</u>

Form 990-PF, Page 2, Part III, Line 3 – Other Increases Not Included in Line 2:

Book/tax differences in investments	<u>1,965,443</u>
-------------------------------------	------------------

Form 990-PF, Page 2, Part III, Line 5 – Other Decreases Not Included in Line 2:

Book/tax differences in investments	1,754,360
Nondeductible expenses	2,475
Repayment of tax refund received in error	24,467
	<u>1,781,302</u>

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-PF Statements
For the Year Ended December 31, 2011

Form 990-PF, Page 6, Part VIII, Line 1 – Information About Officers and Directors:

<u>(a) Name and Address</u>	<u>(b) Title and Average Hours Per Week Devoted to Position</u>	<u>(c) Compensation</u>	<u>(d) Contributions to Employee Benefit Plans and Deferred Compensation</u>	<u>(e) Expense Account, Other Allowances</u>
Bobby R. Alford, MD 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board Meetings	15,000	0	0
Daniel C. Arnold 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board and Investment Committee Meetings	18,000	0	0
Sandra K. Bacak 1100 Louisiana, Ste. 5250 Houston, TX 77002	Asst. Secretary/Controller 40 Hours Per Week and Periodic Board Meetings	98,020	4,901	0
Joe M. Bailey 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board and Investment Committee Meetings	18,000	0	0
Dan B. Jones, MD 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board Meetings	15,000	0	0
Paul Klotman, MD 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board Meetings	15,000	0	0
Scott B. Seaman 1100 Louisiana, Ste. 5250 Houston, TX 77002	Treasurer & Executive Director 15 – 40 Hours Per Week and Periodic Board & Investment Committee Meetings	345,000	0	0
Charles A. Williams 1100 Louisiana, Ste. 5250 Houston, TX 77002	President & Director 10 - 25 Hours Per Week and Periodic Board and Investment Committee Meetings	145,304	0	0
Margaret Alkek Williams 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board Meetings	15,000	0	0
Randa D. Williams 1100 Louisiana, Ste. 5250 Houston, TX 77002	Director Periodic Board and Investment Committee Meetings	18,000	0	0
		702,324	4,901	0

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-PF Statements
For the Year Ended December 31, 2011

Form 990-PF, Page 11, Part XV, Line 3a – Grants and Contributions Paid:

No recipient is an individual and all are public charities as described in Section 509(a) of the Internal Revenue Code of 1986, as amended ("I.R.C.") and are exempt under I.R.C. section 501(c)(3) or are governmental units described in I.R.C. Section 170(c) which are not private foundations.

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
<u>Medical:</u>			
Baylor College of Medicine Houston, Texas 77030	public charity	Medical research and educational programs	6,899,500
Menninger Clinic, The Menninger-Baylor College of Medicine- Methodist Foundation Houston, Texas 77080	public charity	Construction of new campus	100,000
Texas A&M Health Science Center Foundation College Station, Texas 77840	public charity	Endowed chair for the Institute of Biosciences & Technology	150,000
The University of Texas M. D. Anderson Cancer Center Houston, Texas 77030	govt. unit	Hospital construction	1,000,000
The University of Texas Health Science Center at Houston Houston, Texas 77030	govt. unit	Research and educational programs	200,000
			8,349,500
<u>Educational:</u>			
Episcopal High School Houston, Texas 77277	public charity	Scholarships	45,000
Houston Community College Foundation Houston, Texas 77002	public charity	Scholarships	50,000
St. Mary's University San Antonio, Texas 78228	public charity	Educational programs	200,000
Texas Heart Institute Houston, Texas 77225	public charity	Educational programs	200,000
Texas State University-San Marcos San Marcos, Texas 78666	public charity & govt unit	Library services	200,000
TMI-The Episcopal School of Texas San Antonio, Texas 78257	public charity	Scholarships	156,000
			851,000

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-PF Statements
For the Year Ended December 31, 2011

Form 990-PF, Page 11, Part XV, Line 3a – Grants and Contributions Paid, Continued:

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
<u>Community:</u>			
Bandera Public Library Corporation Bandera, Texas 78003	public charity	Program support	2,500
Discovery Green Conservancy Houston, Texas 77219	public charity	Park construction	200,000
Julia Ideson Library Conservation Fund Houston, Texas 77005	public charity	Construction and renovation	25,000
Memorial Park Conservancy, Inc. Houston, Texas 77007	public charity	Park construction	100,000
St. Christopher's Episcopal Church Bandera, Texas 78003	public charity	Program support	35,500
			363,000
<u>Cultural:</u>			
Houston Ballet Foundation Houston, Texas 77219	public charity	Capital campaign	718,500
Museum of Fine Arts, Houston Houston, Texas 77265	public charity	Exhibit and operational support	200,000
			918,500
			10,500,000

Form 990-PF, Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payment:

No recipient is an individual and all are public charities as described in Section 509(a) of the Internal Revenue Code of 1986, as amended ("I.R.C.") and are exempt under I.R.C. section 501(c)(3) or are governmental units described in I.R.C. Section 170(c) which are not private foundations.

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Houston Ballet Foundation Houston, Texas 77002	public charity	Capital campaign	2,781,500
			2,781,500

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

OMB No. 1545-0687

2011

For calendar year 2011 or other tax year beginning _____, 2011,
and ending _____, _____

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408(e) <input type="checkbox"/> 530(a) <input type="checkbox"/> 408A <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) Albert and Margaret Alkek Foundation Number, street, and room or suite number. If a P.O. box, see instructions. 1100 Louisiana St 5250 City or town State ZIP code Houston TX 77002	D Employer identification number (Employees' trust, see instructions.) 76-0491186 E Unrelated business activity codes (See instructions.) 900001
C Book value of all assets at end of year 188,189,774.		F Group exemption number (See instructions.) ▶ G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity.
 ▶ **Investment partnerships which generated UBTI.**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ Yes No
 If 'Yes,' enter the name and identifying number of the parent corporation ▶

J The books are in care of ▶ **Scott B. Seaman** Telephone number ▶ **(713) 652-6601**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales ...			
b Less returns and allowances ... c Balance ▶	1 c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Schedule D)	4 a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4 b		
c Capital loss deduction for trusts	4 c		
5 Income (loss) from partnerships and S corporations (attach statement)	5	901,455.	901,455.
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Sch G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13	901,455.	901,455.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)			
14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule)	18		
19 Taxes and licenses	19		
20 Charitable contributions (See instructions for limitation rules.)	20		
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22 a		22 b
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		
28 Other deductions (attach schedule) See Other Deductions Statement	28		9,916.
29 Total deductions. Add lines 14 through 28	29		9,916.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		891,539.
31 Net operating loss deduction (limited to the amount on line 30)	31		806,459.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		85,080.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)	33		1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		84,080.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> . See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____			
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____			
c Income tax on the amount on line 34		35 c	16,837.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)		36	
37 Proxy tax. See instructions		37	
38 Alternative minimum tax		38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies		39	16,837.

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40 a		
b Other credits (see instructions)	40 b		
c General business credit. Attach Form 3800 (see instructions)	40 c	816.	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40 d		
e Total credits. Add lines 40a through 40d	40 e	816.	
41 Subtract line 40e from line 39	41	16,021.	
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42		
43 Total tax. Add lines 41 and 42	43	16,021.	
44 a Payments: A 2010 overpayment credited to 2011	44 a	15,000.	
b 2011 estimated tax payments	44 b		
c Tax deposited with Form 8868	44 c		
d Foreign organizations: Tax paid or withheld at source (see instructions)	44 d		
e Backup withholding (see instructions)	44 e	386.	
f Credit for small employer health insurance premiums (Attach Form 8941)	44 f		
g Other credits and payments: <input type="checkbox"/> Form 2439 _____ <input type="checkbox"/> Form 4136 _____ <input type="checkbox"/> Other _____ Total	44 g		
45 Total payments. Add lines 44a through 44g	45	15,386.	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached	46	23.	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	658.	
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48		
49 Enter the amount of line 48 you want: Credited to 2012 estimated tax ▶ Refunded ▶	49		

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year . ▶ \$ 17.		

Schedule A – Cost of Goods Sold. Enter method of inventory valuation ▶

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3				
4 a Additional section 263A costs (attach schedule)	4 a				
b Other costs (attach sch)	4 b		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
5 Total. Add lines 1 through 4b	5				X

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

Sign Here Signature of officer: *[Signature]* Date: 11/13/12 Title: Executive Director
 May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
 Print/Type preparer's name: Cynthia G. Matthews Preparer's signature: *[Signature]* Date: 11/13/12
 Check if PTIN self-employed
 Firm's name: STEVENS & MATTHEWS LLP Firm's EIN: 26-3922905
 Firm's address: 1177 WEST LOOP SOUTH SUITE 600 HOUSTON TX 77027 Phone no.: (713) 621-1177

Underpayment of Estimated Tax by Corporations

2011

Department of the Treasury
Internal Revenue Service

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

Name **Albert and Margaret Alkek Foundation** Employer identification number **76-0491186**

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.

Part I Required Annual Payment

1	Total tax (see instructions)	1	16,021.
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	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	16,021.
4	Enter the tax shown on the corporation's 2010 income tax return (see instructions). 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.	4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	16,021.

Part II Reasons for Filing – Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/11	06/15/11	09/15/11	12/15/11
10 Required installments. 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	4,005.	4,005.	4,005.	4,006.
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	15,000.			
<i>Complete lines 12 through 18 of one column before going to the next column.</i>					
12 Enter amount, if any, from line 18 of the preceding column	12		10,995.	6,990.	2,985.
13 Add lines 11 and 12	13		10,995.	6,990.	2,985.
14 Add amounts on lines 16 and 17 of the preceding column	14			0.	0.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	15,000.	10,995.	6,990.	2,985.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. 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				1,021.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	10,995.	6,990.	2,985.	

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)
19	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). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19	See Stmt		
20	Number of days from due date of installment on line 9 to the date shown on line 19	20			
21	Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22	Underpayment on line 17 \times $\frac{\text{Number of days on line 21}}{365} \times 4\%$	22			
23	Number of days on line 20 after 6/30/2011 and before 10/1/2011	23			
24	Underpayment on line 17 \times $\frac{\text{Number of days on line 23}}{365} \times 4\%$	24			
25	Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26	Underpayment on line 17 \times $\frac{\text{Number of days on line 25}}{365} \times 3\%$	26			
27	Number of days on line 20 after 12/31/2011 and before 4/1/2012	27			
28	Underpayment on line 17 \times $\frac{\text{Number of days on line 27}}{366} \times 3\%$	28			
29	Number of days on line 20 after 3/31/2012 and before 7/1/2011	29			
30	Underpayment on line 17 \times $\frac{\text{Number of days on line 29}}{366} \times 3\%$	30			
31	Number of days on line 20 after 6/30/2012 and before 10/1/2012	31			
32	Underpayment on line 17 \times $\frac{\text{Number of days on line 31}}{366} \times 3\%$	32			
33	Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34	Underpayment on line 17 $\frac{\text{Number of days on line 33}}{366} \times$ %	34			
35	Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36	Underpayment on line 17 $\frac{\text{Number of days on line 35}}{365} \times$ %	36			
37	Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37			
38	Penalty. 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	38			23.

*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. You can also call 1-800-829-4933 to get interest rate information.

Underpayment Penalty Statement

2011

▶ Attach to return

Name Albert and Margaret Alkek Foundation	Employer Identification No. 76-0491186
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'Event'	Date	Amount Due	Amount Paid	Balance Due (Overpayment)	Percent	# of Days	Penalty
Amount Due	05/15/11	4,005.		4,005.	4.00	0	
Applied	05/15/11		15,000.	-10,995.	4.00		
Amount Due	06/15/11	4,005.		-6,990.	4.00		
Amount Due	09/15/11	4,005.		-2,985.	4.00		
Amount Due	12/15/11	4,006.		1,021.	3.00	16	1.34
Rate Change	12/31/11			1,021.	3.00	261	21.84
Date Filed	09/17/12			1,021.	3.00		
Total Penalty							23.18

▶ See separate instructions.
▶ Attach to your tax return.

Name(s) shown on return

Identifying number

Albert and Margaret Alkek Foundation

76-0491186

Part I Current Year Credit for Credits Not Allowed Against Tentative Minimum Tax (TMT)
(See instructions and complete Part(s) III before Parts I and II)

1	General business credit from line 2 of all Parts III with box A checked	1	107
2	Passive activity credits from line 2 of all Parts III with box B checked 2		
3	Enter the applicable passive activity credits allowed for 2011 (see instructions)	3	
4	Carryforward of general business credit to 2011. Enter the amount from line 2 of Part III with box C checked. See instructions for schedule to attach	4	
5	Carryback of general business credit from 2012. Enter the amount from line 2 of Part III with box D checked (see instructions).	5	
6	Add lines 1, 3, 4, and 5	6	107

Part II Allowable Credit

7	Regular tax before credits: • Individuals. Enter the amount from Form 1040, line 44, or Form 1040NR, line 42 • Corporations. Enter the amount from Form 1120, Schedule J, Part I, line 2; or the applicable line of your return • Estates and trusts. Enter the sum of the amounts from Form 1041, Schedule G, lines 1a and 1b; or the amount from the applicable line of your return	7	16,837
8	Alternative minimum tax: • Individuals. Enter the amount from Form 6251, line 35 • Corporations. Enter the amount from Form 4626, line 14 • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 56	8	
9	Add lines 7 and 8	9	16,837
10a	Foreign tax credit	10a	0
b	Personal credits from Form 1040 or 1040NR (see instructions)	10b	0
c	Add lines 10a and 10b	10c	0
11	Net income tax. Subtract line 10c from line 9. If zero, skip lines 12 through 15 and enter -0- on line 16a	11	16,837
12	Net regular tax. Subtract line 10c from line 7. If zero or less, enter -0-	12	16,837
13	Enter 25% (.25) of the excess, if any, of line 12 over \$25,000 (see instructions)	13	0
14	Tentative minimum tax: • Individuals. Enter the amount from Form 6251, line 33 • Corporations. Enter the amount from Form 4626, line 12 • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 54	14	0
15	Enter the greater of line 13 or line 14	15	0
16a	Subtract line 15 from line 11. If zero or less, enter -0-	16a	16,837
b	For a corporation electing to accelerate the research credit, enter the bonus depreciation amount attributable to the research credit (see instructions)	16b	
c	Add lines 16a and 16b	16c	16,837
17a	Enter the smaller of line 6 or line 16c C corporations: See the line 17a instructions if there has been an ownership change, acquisition, or reorganization.	17a	107
b	Enter the smaller of line 6 or line 16a. If you made an entry on line 16b, go to line 17c; otherwise, skip line 17c (see instructions)	17b	107
c	Subtract line 17b from line 17a. This is the refundable amount for a corporation electing to accelerate the research credit. Include this amount on Form 1120, Schedule J, Part II, line 19c (or the applicable line of your return)	17c	0

Part II Allowable Credit (Continued)

Note. If you are not required to report any amounts on lines 22 or 24 below, skip lines 18 through 25 and enter -0- on line 26.

18	Multiply line 14 by 75% (.75) (see instructions)	18		
19	Enter the greater of line 13 or line 18	19		
20	Subtract line 19 from line 11. If zero or less, enter -0-	20		
21	Subtract line 17b from line 20. If zero or less, enter -0-	21		
22	Combine the amounts from line 3 of all Parts III with box A, C, or D checked	22		
23	Passive activity credit from line 3 of all Parts III with box B checked	23		
24	Enter the applicable passive activity credit allowed for 2011 (see instructions)	24		
25	Add lines 22 and 24	25		
26	Empowerment zone and renewal community employment credit allowed. Enter the smaller of line 21 or line 25	26		
27	Subtract line 13 from line 11. If zero or less, enter -0-	27	16,837	
28	Add lines 17b and 26	28	107	
29	Subtract line 28 from line 27. If zero or less, enter -0-	29	16,730	
30	Enter the general business credit from line 5 of all Parts III with box A checked	30	709	
31	Enter the total eligible small business credit from line 6 of all Parts III with box E checked	31	0	
32	Passive activity credits from line 5 of all Parts III with box B checked and line 6 of all Parts III with box F checked	32		
33	Enter the applicable passive activity credits allowed for 2011 (see instructions)	33		
34	Carryforward of business credit to 2011. Enter the amount from line 5 of Part III with box C checked and line 6 of Part III with box G checked. See instructions for schedule to attach	34		
35	Carryback of business credit from 2012. Enter the amount from line 5 of Part III with box D checked and line 6 of Part III with box H checked (see instructions)	35		
36	Add lines 30, 31, 33, 34, and 35	36	709	
37	Enter the smaller of line 29 or line 36	37	709	
38	Credit allowed for the current year. Add lines 28 and 37. Report the amount from line 38 (if smaller than the sum of Part I, line 6, and Part II, lines 25 and 36, see instructions) as indicated below or on the applicable line of your return: <ul style="list-style-type: none"> • Individuals. Form 1040, line 53, or Form 1040NR, line 50 • Corporations. Form 1120, Schedule J, Part I, line 5c • Estates and trusts. Form 1041, Schedule G, line 2b 	38	816	

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A General Business Credit From a Non-Passive Activity
- B General Business Credit From a Passive Activity
- C General Business Credit Carryforwards
- D General Business Credit Carrybacks
- E Eligible Small Business Credit From a Non-Passive Activity
- F Eligible Small Business Credit From a Passive Activity
- G Eligible Small Business Credit Carryforwards
- H Eligible Small Business Credit Carrybacks

I If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III ▶

		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
(a) Description of credit			
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a		
b Reserved for future use	1b		
c Increasing research activities (Form 6765)	1c		32
d Low-income housing (Form 8586, Part I only)	1d		
e Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e		
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f		
g Indian employment (Form 8845)	1g		
h Orphan drug (Form 8820)	1h		
i New markets (Form 8874)	1i		
j Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j		
k Employer-provided child care facilities and services (Form 8882)	1k		
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l		
m Low sulfur diesel fuel production (Form 8896)	1m		
n Distilled spirits (Form 8906)	1n		
o Nonconventional source fuel (Form 8907)	1o		
p Energy efficient home (Form 8908)	1p		
q Energy efficient appliance (Form 8909)	1q		
r Alternative motor vehicle (Form 8910)	1r		
s Alternative fuel vehicle refueling property (Form 8911)	1s		
t Reserved for future use	1t		
u Mine rescue team training (Form 8923)	1u		
v Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v		
w Employer differential wage payments (Form 8932)	1w		
x Carbon dioxide sequestration (Form 8933)	1x		
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y		
z Qualified plug-in electric vehicle (Form 8834, Part I only)	1z		
aa New hire retention (Form 5884-B)	1aa		
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb		75
zz Other	1zz		
2 Add lines 1a through 1zz and enter here	2		107
3 Enter the amount from Form 8844	3		
4a Investment (Form 3468, Part III) (attach Form 3468)	4a		
b Work opportunity (Form 5884)	4b		6
c Alcohol and cellulosic biofuel fuels (Form 6478)	4c		
d Low-income housing (Form 8586, Part II)	4d		
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e		703
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f		
g Qualified railroad track maintenance (Form 8900)	4g		
h Small employer health insurance premiums (Form 8941)	4h		
i Reserved for future use	4i		
j Reserved for future use	4j		
z Other	4z		
5 Add lines 4a through 4z and enter here	5		709
6 Add lines 2, 3, and 5	6		816

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A** General Business Credit From a Non-Passive Activity
 - B** General Business Credit From a Passive Activity
 - C** General Business Credit Carryforwards
 - D** General Business Credit Carrybacks
 - E** Eligible Small Business Credit From a Non-Passive Activity
 - F** Eligible Small Business Credit From a Passive Activity
 - G** Eligible Small Business Credit Carryforwards
 - H** Eligible Small Business Credit Carrybacks
- I** If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III ▶

		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
(a) Description of credit			
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a		
b Reserved for future use	1b		
c Increasing research activities (Form 6765)	1c	06-1563330	12
d Low-income housing (Form 8586, Part I only)	1d		
e Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e		
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f		
g Indian employment (Form 8845)	1g		
h Orphan drug (Form 8820)	1h		
i New markets (Form 8874)	1i		
j Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j		
k Employer-provided child care facilities and services (Form 8882)	1k		
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l		
m Low sulfur diesel fuel production (Form 8896)	1m		
n Distilled spirits (Form 8906)	1n		
o Nonconventional source fuel (Form 8907)	1o		
p Energy efficient home (Form 8908)	1p		
q Energy efficient appliance (Form 8909)	1q		
r Alternative motor vehicle (Form 8910)	1r		
s Alternative fuel vehicle refueling property (Form 8911)	1s		
t Reserved for future use	1t		
u Mine rescue team training (Form 8923)	1u		
v Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v		
w Employer differential wage payments (Form 8932)	1w		
x Carbon dioxide sequestration (Form 8933)	1x		
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y		
z Qualified plug-in electric vehicle (Form 8834, Part I only)	1z		
aa New hire retention (Form 5884-B)	1aa		
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb		
zz Other	1zz		
2 Add lines 1a through 1zz and enter here	2		12
3 Enter the amount from Form 8844	3		
4a Investment (Form 3468, Part III) (attach Form 3468)	4a		
b Work opportunity (Form 5884)	4b	06-1563330	6
c Alcohol and cellulosic biofuel fuels (Form 6478)	4c		
d Low-income housing (Form 8586, Part II)	4d		
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	06-1563330	20
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f		
g Qualified railroad track maintenance (Form 8900)	4g		
h Small employer health insurance premiums (Form 8941)	4h		
i Reserved for future use	4i		
j Reserved for future use	4j		
z Other	4z		
5 Add lines 4a through 4z and enter here	5		26
6 Add lines 2, 3, and 5	6		38

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A General Business Credit From a Non-Passive Activity
- B General Business Credit From a Passive Activity
- C General Business Credit Carryforwards
- D General Business Credit Carrybacks
- E Eligible Small Business Credit From a Non-Passive Activity
- F Eligible Small Business Credit From a Passive Activity
- G Eligible Small Business Credit Carryforwards
- H Eligible Small Business Credit Carrybacks

I If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III ▶

(a) Description of credit		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
1a	Investment (Form 3468, Part II only) (attach Form 3468)	1a	
b	Reserved for future use	1b	
c	Increasing research activities (Form 6765)	1c	98-0227519 20
d	Low-income housing (Form 8586, Part I only)	1d	
e	Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e	
f	Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f	
g	Indian employment (Form 8845)	1g	
h	Orphan drug (Form 8820)	1h	
i	New markets (Form 8874)	1i	
j	Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j	
k	Employer-provided child care facilities and services (Form 8882)	1k	
l	Biodiesel and renewable diesel fuels (attach Form 8864)	1l	
m	Low sulfur diesel fuel production (Form 8896)	1m	
n	Distilled spirits (Form 8906)	1n	
o	Nonconventional source fuel (Form 8907)	1o	
p	Energy efficient home (Form 8908)	1p	
q	Energy efficient appliance (Form 8909)	1q	
r	Alternative motor vehicle (Form 8910)	1r	
s	Alternative fuel vehicle refueling property (Form 8911)	1s	
t	Reserved for future use	1t	
u	Mine rescue team training (Form 8923)	1u	
v	Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v	
w	Employer differential wage payments (Form 8932)	1w	
x	Carbon dioxide sequestration (Form 8933)	1x	
y	Qualified plug-in electric drive motor vehicle (Form 8936)	1y	
z	Qualified plug-in electric vehicle (Form 8834, Part I only)	1z	
aa	New hire retention (Form 5884-B)	1aa	
bb	General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb	98-0227519 24
zz	Other	1zz	
2	Add lines 1a through 1zz and enter here	2	44
3	Enter the amount from Form 8844	3	
4a	Investment (Form 3468, Part III) (attach Form 3468)	4a	
b	Work opportunity (Form 5884)	4b	
c	Alcohol and cellulosic biofuel fuels (Form 6478)	4c	
d	Low-income housing (Form 8586, Part II)	4d	
e	Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	
f	Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f	
g	Qualified railroad track maintenance (Form 8900)	4g	
h	Small employer health insurance premiums (Form 8941)	4h	
i	Reserved for future use	4i	
j	Reserved for future use	4j	
z	Other	4z	
5	Add lines 4a through 4z and enter here	5	0
6	Add lines 2, 3, and 5	6	44

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A** General Business Credit From a Non-Passive Activity **E** Eligible Small Business Credit From a Non-Passive Activity
- B** General Business Credit From a Passive Activity **F** Eligible Small Business Credit From a Passive Activity
- C** General Business Credit Carryforwards **G** Eligible Small Business Credit Carryforwards
- D** General Business Credit Carrybacks **H** Eligible Small Business Credit Carrybacks

I If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III

		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
(a) Description of credit			
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a		
b Reserved for future use	1b		
c Increasing research activities (Form 6765)	1c		
d Low-income housing (Form 8586, Part I only)	1d		
e Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e		
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f		
g Indian employment (Form 8845)	1g		
h Orphan drug (Form 8820)	1h		
i New markets (Form 8874)	1i		
j Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j		
k Employer-provided child care facilities and services (Form 8882)	1k		
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l		
m Low sulfur diesel fuel production (Form 8896)	1m		
n Distilled spirits (Form 8906)	1n		
o Nonconventional source fuel (Form 8907)	1o		
p Energy efficient home (Form 8908)	1p		
q Energy efficient appliance (Form 8909)	1q		
r Alternative motor vehicle (Form 8910)	1r		
s Alternative fuel vehicle refueling property (Form 8911)	1s		
t Reserved for future use	1t		
u Mine rescue team training (Form 8923)	1u		
v Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v		
w Employer differential wage payments (Form 8932)	1w		
x Carbon dioxide sequestration (Form 8933)	1x		
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y		
z Qualified plug-in electric vehicle (Form 8834, Part I only)	1z		
aa New hire retention (Form 5884-B)	1aa		
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb	32-0066255	16
zz Other	1zz		
2 Add lines 1a through 1zz and enter here	2		16
3 Enter the amount from Form 8844	3		
4a Investment (Form 3468, Part III) (attach Form 3468)	4a		
b Work opportunity (Form 5884)	4b		
c Alcohol and cellulosic biofuel fuels (Form 6478)	4c		
d Low-income housing (Form 8586, Part II)	4d		
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e		
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f		
g Qualified railroad track maintenance (Form 8900)	4g		
h Small employer health insurance premiums (Form 8941)	4h		
i Reserved for future use	4i		
j Reserved for future use	4j		
z Other	4z		
5 Add lines 4a through 4z and enter here	5		0
6 Add lines 2, 3, and 5	6		16

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A General Business Credit From a Non-Passive Activity
- B General Business Credit From a Passive Activity
- C General Business Credit Carryforwards
- D General Business Credit Carrybacks
- E Eligible Small Business Credit From a Non-Passive Activity
- F Eligible Small Business Credit From a Passive Activity
- G Eligible Small Business Credit Carryforwards
- H Eligible Small Business Credit Carrybacks

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	(a) Description of credit	(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
1a	Investment (Form 3468, Part II only) (attach Form 3468)	1a	
b	Reserved for future use	1b	
c	Increasing research activities (Form 6765)	1c	
d	Low-income housing (Form 8586, Part I only)	1d	
e	Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e	
f	Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f	
g	Indian employment (Form 8845)	1g	
h	Orphan drug (Form 8820)	1h	
i	New markets (Form 8874)	1i	
j	Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j	
k	Employer-provided child care facilities and services (Form 8882)	1k	
l	Biodiesel and renewable diesel fuels (attach Form 8864)	1l	
m	Low sulfur diesel fuel production (Form 8896)	1m	
n	Distilled spirits (Form 8906)	1n	
o	Nonconventional source fuel (Form 8907)	1o	
p	Energy efficient home (Form 8908)	1p	
q	Energy efficient appliance (Form 8909)	1q	
r	Alternative motor vehicle (Form 8910)	1r	
s	Alternative fuel vehicle refueling property (Form 8911)	1s	
t	Reserved for future use	1t	
u	Mine rescue team training (Form 8923)	1u	
v	Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v	
w	Employer differential wage payments (Form 8932)	1w	
x	Carbon dioxide sequestration (Form 8933)	1x	
y	Qualified plug-in electric drive motor vehicle (Form 8936)	1y	
z	Qualified plug-in electric vehicle (Form 8834, Part I only)	1z	
aa	New hire retention (Form 5884-B)	1aa	
bb	General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb	92-0179780 35
zz	Other	1zz	
2	Add lines 1a through 1zz and enter here	2	35
3	Enter the amount from Form 8844	3	
4a	Investment (Form 3468, Part III) (attach Form 3468)	4a	
b	Work opportunity (Form 5884)	4b	
c	Alcohol and cellulosic biofuel fuels (Form 6478)	4c	
d	Low-income housing (Form 8586, Part II)	4d	
e	Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	
f	Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f	
g	Qualified railroad track maintenance (Form 8900)	4g	
h	Small employer health insurance premiums (Form 8941)	4h	
i	Reserved for future use	4i	
j	Reserved for future use	4j	
z	Other	4z	
5	Add lines 4a through 4z and enter here	5	0
6	Add lines 2, 3, and 5	6	35

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A General Business Credit From a Non-Passive Activity
- B General Business Credit From a Passive Activity
- C General Business Credit Carryforwards
- D General Business Credit Carrybacks
- E Eligible Small Business Credit From a Non-Passive Activity
- F Eligible Small Business Credit From a Passive Activity
- G Eligible Small Business Credit Carryforwards
- H Eligible Small Business Credit Carrybacks

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		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
(a) Description of credit			
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a		
b Reserved for future use	1b		
c Increasing research activities (Form 6765)	1c		
d Low-income housing (Form 8586, Part I only)	1d		
e Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e		
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f		
g Indian employment (Form 8845)	1g		
h Orphan drug (Form 8820)	1h		
i New markets (Form 8874)	1i		
j Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j		
k Employer-provided child care facilities and services (Form 8882)	1k		
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l		
m Low sulfur diesel fuel production (Form 8896)	1m		
n Distilled spirits (Form 8906)	1n		
o Nonconventional source fuel (Form 8907)	1o		
p Energy efficient home (Form 8908)	1p		
q Energy efficient appliance (Form 8909)	1q		
r Alternative motor vehicle (Form 8910)	1r		
s Alternative fuel vehicle refueling property (Form 8911)	1s		
t Reserved for future use	1t		
u Mine rescue team training (Form 8923)	1u		
v Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v		
w Employer differential wage payments (Form 8932)	1w		
x Carbon dioxide sequestration (Form 8933)	1x		
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y		
z Qualified plug-in electric vehicle (Form 8834, Part I only)	1z		
aa New hire retention (Form 5884-B)	1aa		
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb		
zz Other	1zz		
2 Add lines 1a through 1zz and enter here	2		
3 Enter the amount from Form 8844	3		
4a Investment (Form 3468, Part III) (attach Form 3468)	4a		
b Work opportunity (Form 5884)	4b		
c Alcohol and cellulosic biofuel fuels (Form 6478)	4c		
d Low-income housing (Form 8586, Part II)	4d		
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	20-3782803	261
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f		
g Qualified railroad track maintenance (Form 8900)	4g		
h Small employer health insurance premiums (Form 8941)	4h		
i Reserved for future use	4i		
j Reserved for future use	4j		
z Other	4z		
5 Add lines 4a through 4z and enter here	5		261
6 Add lines 2, 3, and 5	6		261

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

- A General Business Credit From a Non-Passive Activity
- B General Business Credit From a Passive Activity
- C General Business Credit Carryforwards
- D General Business Credit Carrybacks
- E Eligible Small Business Credit From a Non-Passive Activity
- F Eligible Small Business Credit From a Passive Activity
- G Eligible Small Business Credit Carryforwards
- H Eligible Small Business Credit Carrybacks

I If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III ▶

		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
(a) Description of credit			
Note: On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.			
1a Investment (Form 3468, Part II only) (attach Form 3468)	1a		
b Reserved for future use	1b		
c Increasing research activities (Form 6765)	1c		
d Low-income housing (Form 8586, Part I only)	1d		
e Disabled access (Form 8826) (do not enter more than \$5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e		
f Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f		
g Indian employment (Form 8845)	1g		
h Orphan drug (Form 8820)	1h		
i New markets (Form 8874)	1i		
j Small employer pension plan startup costs (Form 8881) (do not enter more than \$500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j		
k Employer-provided child care facilities and services (Form 8882)	1k		
l Biodiesel and renewable diesel fuels (attach Form 8864)	1l		
m Low sulfur diesel fuel production (Form 8896)	1m		
n Distilled spirits (Form 8906)	1n		
o Nonconventional source fuel (Form 8907)	1o		
p Energy efficient home (Form 8908)	1p		
q Energy efficient appliance (Form 8909)	1q		
r Alternative motor vehicle (Form 8910)	1r		
s Alternative fuel vehicle refueling property (Form 8911)	1s		
t Reserved for future use	1t		
u Mine rescue team training (Form 8923)	1u		
v Agricultural chemicals security (Form 8931) (do not enter more than \$2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v		
w Employer differential wage payments (Form 8932)	1w		
x Carbon dioxide sequestration (Form 8933)	1x		
y Qualified plug-in electric drive motor vehicle (Form 8936)	1y		
z Qualified plug-in electric vehicle (Form 8834, Part I only)	1z		
aa New hire retention (Form 5884-B)	1aa		
bb General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb		
zz Other	1zz		
2 Add lines 1a through 1zz and enter here	2		
3 Enter the amount from Form 8844	3		
4a Investment (Form 3468, Part III) (attach Form 3468)	4a		
b Work opportunity (Form 5884)	4b		
c Alcohol and cellulosic biofuel fuels (Form 6478)	4c		
d Low-income housing (Form 8586, Part II)	4d		
e Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e	20-8419824	422
f Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f		
g Qualified railroad track maintenance (Form 8900)	4g		
h Small employer health insurance premiums (Form 8941)	4h		
i Reserved for future use	4i		
j Reserved for future use	4j		
z Other	4z		
5 Add lines 4a through 4z and enter here	5		422
6 Add lines 2, 3, and 5	6		422

Domestic Production Activities Deduction

▶ Attach to your tax return. ▶ See separate instructions.

Name(s) as shown on return

Identifying number

Albert and Margaret Alkek Foundation

76-0491186

	(a) Oil-related production activities	(b) All activities
Note. Do not complete column (a), unless you have oil-related production activities. Enter amounts for all activities in column (b), including oil-related production activities.		
1 Domestic production gross receipts (DPGR)	530,425	2,850,322
2 Allocable cost of goods sold. If you are using the small business simplified overall method, skip lines 2 and 3		
3 Enter deductions and losses allocable to DPGR (see instructions)		
4 If you are using the small business simplified overall method, enter the amount of cost of goods sold and other deductions or losses you ratably apportion to DPGR. All others, skip line 4	651,626	2,609,041
5 Add lines 2 through 4	651,626	2,609,041
6 Subtract line 5 from line 1	-121,201	241,281
7 Qualified production activities income from estates, trusts, and certain partnerships and S corporations (see instructions)	0	55,049
8 Add lines 6 and 7. Estates and trusts, go to line 9, all others, skip line 9 and go to line 10	-121,201	296,330
9 Amount allocated to beneficiaries of the estate or trust (see instructions)		
10a Oil-related qualified production activities income. Estates and trusts, subtract line 9, column (a), from line 8, column (a), all others, enter amount from line 8, column (a). If zero or less, enter -0- here	0	
b Qualified production activities income. Estates and trusts, subtract line 9, column (b), from line 8, column (b), all others, enter amount from line 8, column (b). If zero or less, enter -0- here, skip lines 11 through 21, and enter -0- on line 22		296,330
11 Income limitation (see instructions):		
• Individuals, estates, and trusts. Enter your adjusted gross income figured without the domestic production activities deduction		
• All others. Enter your taxable income figured without the domestic production activities deduction (tax-exempt organizations, see instructions)		92,396
12 Enter the smaller of line 10b or line 11. If zero or less, enter -0- here, skip lines 13 through 21, and enter -0- on line 22		92,396
13 Enter 9% of line 12		8,316
14a Enter the smaller of line 10a or line 12	0	
b Reduction for oil-related qualified production activities income. Multiply line 14a by 3%		0
15 Subtract line 14b from line 13		8,316
16 Form W-2 wages (see instructions)		101,203
17 Form W-2 wages from estates, trusts, and certain partnerships and S corporations (see instructions)		145
18 Add lines 16 and 17. Estates and trusts, go to line 19, all others, skip line 19 and go to line 20		101,348
19 Amount allocated to beneficiaries of the estate or trust (see instructions)		
20 Estates and trusts, subtract line 19 from line 18, all others, enter amount from line 18		101,348
21 Form W-2 wage limitation. Enter 50% of line 20		50,674
22 Enter the smaller of line 15 or line 21.		8,316
23 Domestic production activities deduction from cooperatives. Enter deduction from Form 1099-PATR, box 6		
24 Expanded affiliated group allocation (see instructions)		
25 Domestic production activities deduction. Combine lines 22 through 24 and enter the result here and on Form 1040, line 35; Form 1120, line 25; or the applicable line of your return		8,316



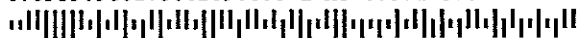
Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: June 25, 2012

Taxpayer Identification Number:
76-0491186
Tax Form: 990T
Tax Period: December 31, 2011

078959.980275.0269.006 1 AT 0.374 373



ALBERT AND MARGARET ALKEK
FOUNDATION
1100 LOUISIANA ST STE 5250
HOUSTON TX 77002-5100

078959

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **November 15, 2012**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

Albert and Margaret Alkek Foundation
TIN: 76-0491186
Form 990-T Supporting Schedules
For the Year Ended December 31, 2011

Form 990-T, Page 1, Part I, Line 5 – Income from Partnerships:

<u>Description</u>	<u>Amount</u>
Interest Income	34,923
Dividend Income	820
Realized Gains	607,018
Other Income	615,436
Depletion Expense	-21,684
Other Deductions	-304,857
Interest Expense	-29,088
Foreign Tax Expense	-1,113
	<u>901,455</u>

Form 990-T, Page 1, Part II, Line 28 – Other Deductions:

<u>Description</u>	<u>Amount</u>
Tax Review of Form 990-T	1,600
Domestic Production Activities Deduction – Form 8903	8,316
	<u>9,916</u>

Form 990-T, Page 1, Part II, Line 31 – Net Operating Loss Deduction:

<u>Form 990-T Losses</u> <u>for the Tax Years Ending</u>	<u>Net Operating Loss</u> <u>Carryforward</u> <u>Before Deduction</u>	<u>2011 Net</u> <u>Operating Loss</u> <u>Deduction</u>	<u>Operating Loss</u> <u>Carryforward After</u> <u>Deduction</u>
December 31, 2007	55,896	-55,896	0
December 31, 2008	353,771	-353,771	0
December 31, 2009	396,792	-396,792	0
December 31, 2010	0	0	0
	<u>806,459</u>	<u>-806,459</u>	<u>0</u>

Form 990-T, Page 2, Part IV, Line 44e – Backup Withholding:

<u>Partnership TIN</u>	<u>Amount</u>
76-0833755	
<i>See attached copy of relevant K-1 pages from this investment for additional support.</i>	386

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2011

For calendar year 2011, or tax
year beginning 01/01, 2011
ending 12/31, 2011

651111

Partner's Share of Income, Deductions,
Credits, etc. See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
76-0833755

B Partnership's name, address, city, state, and ZIP code
TUCKERBROOK SB GLOBAL DISTRESSED FUND I, LP
1100 LOUISIANA, SUITE 5250
HOUSTON, TX 77002

C IRS Center where partnership filed return
OGDEN

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 3
76-0491186

F Partner's name, address, city, state, and ZIP code
ALBERT AND MARGARET
ALKEK FOUNDATION
1100 LOUISIANA, SUITE 5250
HOUSTON, TX 77002

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? EXEMPT ORG.

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	VARIOUS %	VARIOUS %
Loss	VARIOUS %	VARIOUS %
Capital	7.709990 %	7.647970 %

K Partner's share of liabilities at year end:

Nonrecourse	\$ 276,528.
Qualified nonrecourse financing	\$ 46,209.
Recourse	\$

L Partner's capital account analysis:

Beginning capital account	\$ 6,111,171.
Capital contributed during the year	\$
Current year increase (decrease)	\$ 15,608.
Withdrawals & distributions	\$ (943,467.)
Ending capital account	\$ 5,183,312.

Tax basis GAAP Section 704(b) book
 Other (explain)

M Did the partner contribute property with a built-in gain or loss?
 Yes No
If "Yes", attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
	-7,490.	M*	2.
2	Net rental real estate income (loss)		
	-4,250.	P*	386.
3	Other net rental income (loss)	16	Foreign transactions
	-457.	B	366,810.
4	Guaranteed payments		
		C	154,346.
5	Interest income		
*	88,503.	D	211,340.
6a	Ordinary dividends		
	155,154.	E	18,893.
6b	Qualified dividends		
	49,837.	F	1.
7	Royalties		
	987.	G	9,103.
8	Net short-term capital gain (loss)		
*	24,738.	*	STMT
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
*	61,004.	A	-269.
9b	Collectibles (28%) gain (loss)		
		B	-184.
9c	Unrecaptured section 1250 gain		
	184.	*	STMT
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
	-1,216.		
11	Other income (loss)		
A*	1,448.	A	17.
B*	31.	B	1.
*	STMT	C	181.
12	Section 179 deduction		
	12.	A	943,467.
13	Other deductions		
A	4.		
H	9,858.	A	251,500.
*	STMT	B	175,928.
14	Self-employment earnings (loss)		
		N	6,281.

*See attached statement for additional information.

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