

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning _____, and ending _____

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
HOUSTON ACHIEVEMENT PLACE
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
245 WEST 17TH STREET
 City or town, state or country, and ZIP + 4
HOUSTON TX 77008

D Employer identification number
74-1802045

E Telephone number
713-868-1943

F Name and address of principal officer:
PAUL GILFORD
245 WEST 17TH STREET
HOUSTON TX 77008-4001

G Gross receipts \$ **4,594,506**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () t (insert no.) 4947(a)(1) or 527

J Website: **WWW.HAPKIDS.ORG**

K Form of organization: Corporation Trust Association Other **u**

L Year of formation: **1974**

M State of legal domicile: **TX**

H(c) Group exemption number **u**

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SOCIAL SERVICE AGENCY		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	33
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	33
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	48
	6 Total number of volunteers (estimate if necessary)	6	178
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	3,207,470	2,989,104
	9 Program service revenue (Part VIII, line 2g)	386,714	385,033
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-571	735,009
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	150,731	236,183
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,744,344	4,345,329
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,991,394	2,025,659
	16a Professional fundraising fees (Part IX, column (A), line 11e)	18,000	17,400
	b Total fundraising expenses (Part IX, column (D), line 25) u	17,400	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,934,085	1,861,014
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,943,479	3,904,073	
19 Revenue less expenses. Subtract line 18 from line 12	-199,135	441,256	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	3,259,731	3,757,913
	21 Total liabilities (Part X, line 26)	149,550	162,108
	22 Net assets or fund balances. Subtract line 21 from line 20	3,110,181	3,595,805

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: **PAUL GILFORD** Date: _____
 Type or print name and title: **EXECUTIVE DIRECTOR**

Paid Preparer Use Only

Print/Type preparer's name: **MARK GERMAN** Preparer's signature: **MARK GERMAN** Date: **08/11/11** Check if self-employed PTIN: **P00098590**

Firm's name: **GERMAN & COHN, P.C.** Firm's EIN: **76-0064484**
 Firm's address: **745 HEIGHTS BLVD HOUSTON, TX 77007-1539** Phone no.: **713-622-1098**

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

SOCIAL SERVICE AGENCY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **2,435,172** including grants of \$) (Revenue \$ **2,300,319**)

HOUSTON ACHIEVEMENT PLACE IS A CHILD PLACING AGENCY PROVIDING FOSTER CARE AND ADOPTION SERVICES FOR CHILDREN WITH EMOTIONAL, BEHAVIOR AND FAMILY PROBLEMS. CHILDREN SERVED ARE REFERRED THROUGH FAMILY PROTECTIVE SERVICES. HAP PROVIDES SERVICES THROUGH THIRTY-FIVE FOSTER CARE HOMES. THREE OF THESE FOSTER CARE HOMES ARE OWNED BY HAP.

4b (Code:) (Expenses \$ **1,009,415** including grants of \$) (Revenue \$ **371,102**)

HOUSTON ACHIEVEMENT PLACE PROVIDES PROJECT CLASS PROGRAM SERVICES. PROJECT CLASS STANDS FOR CHILDREN LEARNING APPROPRIATE SOCIAL SKILLS AND SERVES CHILDREN 3-10 YEARS OLD AND THEIR TEACHERS IN ELEMENTARY SCHOOLS AND EARLY CHILDHOOD CENTERS

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **u 3,444,587**

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		
20b			

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Yes No

Table with columns for question number, question text, and Yes/No response. Includes questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	33	
1b	Enter the number of voting members included in line 1a, above, who are independent	33	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
10b	b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **u TX**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **u HOUSTON ACHIEVEMENT PLACE 245 WEST 17TH STREET HOUSTON TX 77008 713-868-1943**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PAUL GILFORD EXECUTIVE DIRECTOR	50.00	X		X	X	X	139,362	0	0	
(2) W CLIFFORD ATHERTON JR	2.00	X					0	0	0	
(3) JOHN R BREEDING	2.00	X					0	0	0	
(4) BARBARA CARROLL	2.00	X					0	0	0	
(5) GLENN CLEMENTS	2.00	X					0	0	0	
(6) MATTHEW DEAL	2.00	X					0	0	0	
(7) CHAD DEATON	2.00	X					0	0	0	
(8) BRYAN EMERSON	2.00	X					0	0	0	
(9) GINA HARRELL	2.00	X					0	0	0	
(10) KEITH ELLISON	2.00	X					0	0	0	
(11) CAROL LEWIS	2.00	X					0	0	0	
(12) MARTHA SENG	2.00	X					0	0	0	
(13) BROOK INGRAHAM	2.00	X					0	0	0	
(14) CAROLYN JOHNSON	2.00	X					0	0	0	
(15) JOHN KAJANDER	2.00	X					0	0	0	
(16) WAYNE KINSEY	2.00	X					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) MONICA TRIPLETT	2.00	X						0	0	0
(18) SCOTT LEMOND VICE PRES	2.00	X		X				0	0	0
(19) BRUCE LEVY SECRETARY	2.00	X		X				0	0	0
(20) LINDA MESSNER	2.00	X						0	0	0
(21) NORMA ACKER	2.00	X						0	0	0
(22) A Y NOOJIN III PRESIDENT	2.00	X		X				0	0	0
(23) NATHANIEL RICHARDS TREASURER	2.00	X		X				0	0	0
(24) CAROLYN ROCH	2.00	X						0	0	0
(25) J VICTOR SAMUELS	2.00	X						0	0	0
(26) CHRISTIAN SEGER VICE PRES	2.00	X		X				0	0	0
(27) DAVE STEITZ	2.00	X						0	0	0
(28) JOE TOLBERT	2.00	X						0	0	0
1b Sub-total								139,362		
c Total from continuation sheets to Part VII, Section A								0		
d Total (add lines 1b and 1c)								139,362		

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **u 1**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **u 0**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) KAREN TRIPP	2.00	X						0	0	0
(18) MARGARET TUCKER	2.00	X						0	0	0
(19) WILLIAM L KREPS	2.00	X						0	0	0
(20) GRANT WOODARD	2.00	X						0	0	0
(21) MADELEINE APPEL	2.00	X						0	0	0
(22) MARK RUSSELL	2.00	X						0	0	0
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **u**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **u**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,300,319				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	688,785				
	g Noncash contributions included in lines 1a-1f:	\$	184,031				
	h Total. Add lines 1a-1f	u	2,989,104				
Program Service Revenue		Busn. Code					
	2a SCHOOL PROGRAM SERVICES		371,102			371,102	
	b RENTAL AND MISCELLANEOUS		13,931			13,931	
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f	u	385,033					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	u	62,293			62,293	
	4 Income from investment of tax-exempt bond proceeds	u					
	5 Royalties	u					
	6a Gross Rents	(i) Real					
		(ii) Personal					
	b Less: rental exps.						
	c Rental inc. or (loss)						
	d Net rental income or (loss)	u					
	7a Gross amount from sales of assets other than inventory	(i) Securities		8,429			845,000
		(ii) Other					
	b Less: cost or other basis & sales exps.		44,805	135,908			
	c Gain or (loss)		-36,376	709,092			
	d Net gain or (loss)	u	672,716	672,716			
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a		304,647			
		b Less: direct expenses	b	68,464			
c Net income or (loss) from fundraising events		u	236,183			236,183	
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities	u					
10a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory	u					
Miscellaneous Revenue		Busn. Code					
11a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d	u						
12 Total revenue. See instructions.	u	4,345,329	672,716	0	683,509		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	147,520	88,512	59,008	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,605,621	1,432,136	173,485	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	121,696	105,560	16,136	
10 Payroll taxes	150,822	130,822	20,000	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	19,300		19,300	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	17,400			17,400
f Investment management fees				
g Other	50,442		50,442	
12 Advertising and promotion				
13 Office expenses	34,409	16,620	17,789	
14 Information technology				
15 Royalties				
16 Occupancy	169,937	148,883	21,054	
17 Travel	53,616	51,897	1,719	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	22,196	16,581	5,615	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	34,901	34,901		
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a FOSTER CARE PAYMENTS	1,155,912	1,155,912		
b OTHER PROFESSIONAL FEES	206,328	183,486	22,842	
c UTILITIES	42,474	33,232	9,242	
d ASSISTANCE TO CLIENTS	19,354	19,354		
e EQUIPMENT	18,342	11,212	7,130	
f All other expenses	33,803	15,479	18,324	
25 Total functional expenses. Add lines 1 through 24f	3,904,073	3,444,587	442,086	17,400
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	26,781	1	42,365
	2 Savings and temporary cash investments	993,545	2	320,368
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	275,100	4	272,869
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	797,404
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	67,683	9	62,299
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,304,801		
	b Less: accumulated depreciation	10b 1,267,155	10c 1,137,879	1,037,646
	11 Investments—publicly traded securities	758,743	11	1,224,962
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,259,731	16	3,757,913	
Liabilities	17 Accounts payable and accrued expenses	149,550	17	148,064
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	14,044
	26 Total liabilities. Add lines 17 through 25	149,550	26	162,108
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	3,110,181	32	3,595,805
33 Total net assets or fund balances	3,110,181	33	3,595,805	
34 Total liabilities and net assets/fund balances	3,259,731	34	3,757,913	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,345,329
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,904,073
3	Revenue less expenses. Subtract line 2 from line 1	3	441,256
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,110,181
5	Other changes in net assets or fund balances (explain in Schedule O)	5	44,368
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,595,805

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

u Attach to Form 990 or Form 990-EZ. u See separate instructions.

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III—Functionally integrated d Type III—Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?

Table with 2 columns: Yes, No. Rows: 11g(i), 11g(ii), 11g(iii)

h Provide the following information about the supported organization(s).

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of support. Sub-columns for Yes/No for (iv), (v), and (vi).

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) u	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,252,504	3,690,771	3,443,815	3,358,201	3,293,751	17,039,042
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,252,504	3,690,771	3,443,815	3,358,201	3,293,751	17,039,042
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						17,039,042

Section B. Total Support

Calendar year (or fiscal year beginning in) u	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	3,252,504	3,690,771	3,443,815	3,358,201	3,293,751	17,039,042
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	95,881	77,247	56,656	16,084	62,293	308,161
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	455,142	434,724	421,537	386,714	385,033	2,083,150
11 Total support. Add lines 7 through 10						19,430,353

12 Gross receipts from related activities, etc. (see instructions) 12

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	87.69 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	95.76 %

16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) u	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) u	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PART II, LINE 10 - OTHER INCOME DETAIL

SCHOOL PROGRAM SERVICES \$ 1,860,804

RENTAL INCOME AND MISCELLANEOUS \$ 222,346

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

u Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

u Attach to Form 990. u See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

Employer identification number

HOUSTON ACHIEVEMENT PLACE

74-1802045

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number of funds, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Question, Held at the End of the Tax Year. Includes rows for purpose of easements, total number of easements, acreage, and monitoring expenses.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Question, Amount. Includes rows for reporting requirements for art collections and revenue/asset reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment **u**
- b** Permanent endowment **u**
- c** Term endowment **u**

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		622,326		622,326
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		1,682,475	1,267,155	415,320
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)		u		1,037,646

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	u	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)	u	

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	u

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount	
(1) Federal income taxes		
(2) MORTGAGE NOTES ESCROW	14,044	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	u 14,044	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
u Attach to Form 990 or Form 990-EZ. u See separate instructions.

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1	TERRYLIN NEALE	CONSULTS	X		130,000	12,000	118,000
2	JENNIFER CATE HAWKINS	CONSULTS	X		75,000	4,800	70,200
3							
4							
5							
6							
7							
8							
9							
10							
Total					205,000	16,800	188,200

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>ANNUAL GALA EVE</u> (event type)	_____ (event type)	<u>NONE</u> (total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	304,647		304,647
	2	Less: Charitable contributions			
	3	Gross income (line 1 minus line 2)	304,647		304,647
Direct Expenses	4	Cash prizes			
	5	Noncash prizes	1,160		1,160
	6	Rent/facility costs	22,839		22,839
	7	Food and beverages	18,752		18,752
	8	Entertainment	10,550		10,550
	9	Other direct expenses	15,163		15,163
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
11	Net income summary. Combine line 3, column (d), and line 10				236,183

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
Revenue	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				
	8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? 9a Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? 10a Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a	The organization's facility	13a	%
b	An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name **u**

Address **u**

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization **u** \$ and the amount of gaming revenue retained by the third party **u** \$
- c If "Yes," enter name and address of the third party:

Name **u**

Address **u**

16 Gaming manager information:

Name **u**

Gaming manager compensation **u** \$

Description of services provided **u**

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year **u** \$

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCH G, PART I, LINE 2B, COL (III) - CUSTODY OR CONTROL ARRANGEMENT

TERRYLIN NEALE

NONE

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Transactions With Interested Persons

u Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
u Attach to Form 990 or Form 990-EZ. u See separate instructions.

OMB No. 1545-0047

2010

Open To Public
Inspection

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 u \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization u \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				u \$						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

u Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
u Attach to Form 990.

OMB No. 1545-0047

2010

**Open To Public
Inspection**

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number
74-1802045

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		184,031	THIRD PARTY CHECKS
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other u ()				
26 Other u ()				
27 Other u ()				
28 Other u ()				

29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29	0
----	--	----	---

	Yes	No
30a		X
31	X	
32a	X	
33		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

PART I, LINE 32B - THIRD PARTY USED TO PROCESS NONCASH CONTRIBUTIONS

MERCHANDISE PICKUP SERVICE INC

4330 FULTON

HOUSTON, TEXAS 77009

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

u Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

FORM 990, PART I, LINE 6

BOARD MEMBER VOLUNTEERS AND OTHER INDIVIDUALS

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

FORM, 990 PART VI, LINE 11A - ORGANIZATION'S PROCESS USED TO REVIEW FROM
990

A COPY OF THE FORM 990 WAS PROVIDED TO THE MEMBERS OF THE ORGANIZATION'S
GOVERNING BODY BEFORE IT WAS FILED, INVITING REVIEW FEEDBACK.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

ANNUALLY, AS PART OF THE CONTRACTING PROCESS WITH THE TEXAS DEPARTMENT OF
FAMILY AND PROTECTIVE SERVICES, HOUSTON ACHIEVEMENT PLACE IS REQUIRED TO
MONITOR AND DISCLOSE INTERESTS THAT COULD GIVE RISE TO CONFLICTS. IN
ADDITION, DISCLOSURE IS REQUIRED AT BOARD MEETINGS FOR ANY
INTEREST THAT COULD GIVE RISE TO CONFLICTS.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

ANNUALLY THE EXECUTIVE COMMITTEE REVIEWS COMPENSATION FOR THE EXECUTIVE
DIRECTOR AND KEY PROGRAM STAFF TAKING INTO CONSIDERATION INDEPENDENT INPUT
AND COMPARABILITY DATA. THIS REVIEW INCLUDES COMPENSATION TRENDS AND
PRACTICES IN THE HOUSTON COMMUNITY.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

ANNUALLY THE EXECUTIVE COMMITTEE REVIEWS COMPENSATION FOR THE EXECUTIVE
DIRECTOR AND KEY PROGRAM STAFF TAKING INTO CONSIDERATION INDEPENDENT INPUT

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

AND COMPARABILITY DATA. THIS REVIEW INCLUDES COMPENSATION TRENDS AND PRACTICES IN THE HOUSTON COMMUNITY.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE ON ITS WEBSITE (WWW.HAPKIDS.ORG) UNDER THE QUICK FACTS SECTION.

FORM 990, PART XI, LINE 5 - OTHER CHANGES IN NET ASSETS EXPLANATION PART XI, LINE 5 - UNREALIZED GAINS FROM FUNDS

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

▶ Attach to Form 990.

▶ See separate instructions.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) FOUNDATION FOR HOUSTON ACHIEVEMENT 245 WEST 17TH STREET 76-0579680 HOUSTON TX 77008	INVESTING	TX	501	7	N/A		X
(2)							
(3)							
(4)							
(5)							

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate alloc.?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)							
(2)							
(3)							
(4)							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) PART NOT APPLICABLE			
(2) (NOT CONTROLLED ENTITY)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										

Form **4562**
 Department of the Treasury
 Internal Revenue Service

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No. 1545-0172

2010
 Attachment
 Sequence No. **67**

(99)

u See separate instructions.

u Attach to your tax return.

Name(s) shown on return

HOUSTON ACHIEVEMENT PLACE

Identifying number

74-1802045

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	1,362
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	29,544

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	3,995
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here u <input type="checkbox"/>		

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	34,901
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2010)

Other Notes and Loans Receivable

Forms
990 / 990-PF

2010

For calendar year 2010, or tax year beginning , and ending

Name

Employer Identification Number

HOUSTON ACHIEVEMENT PLACE

74-1802045

FORM 990, PART X, LINE 7 - ADDITIONAL INFORMATION

Name of borrower	Relationship to disqualified person
(1) MORTGAGE LOANS RECEIVABLE:	
(2) EXTRA MEASURES RECOVERY LLC	
(3) (YALE HOUSE)	
(4) EXTRA MEASURES RECOVERY LLC	
(5) (BAYLOAND HOUSE)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)			
(2)		414,227	
(3)			
(4)		383,177	
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals		797,404	

Form 990 - Federal General FootnoteDescription

LIST OF CONTRIBUTIONS

INDIVIDUALS/CORPORATIONS

COCKRELL FAMILY FUND

4550 POST OAK PL., STE. 100

HOUSTON, TX 77027

1/31/2010

15,000.00

AIR DRIVE

4070 RYAN ROAD

GURNESS, IL 60031-1255

12/31/2010

10,000.00

HESS CORPORATION

500 DALLAS STREET

HOUSTON, TX 77002

11/30/10 5,000.00

MEMORIAL DRIVE PRESBYTERIAN CHURCH

11612 MEMORIAL DRIVE

HOUSTON, TX 77024-7299

01/31/10 10,000.00

09/30/10 10,000.00

FIESTA MART

5235 KATY FREEWAY

HOUSTON, TX 77007-2210

01/31/10 10,000.00

11/30/10 10,000.00

GILFORD-ATKINS

9 JOHNAR BLVD.

RANCHO MIRAGE, CA 92270

1/31/2010

5,000.00

MEMORIAL HERMANN

929 GESSNER #2700

HOUSTON, TX 77024

3/31/2010

10,000.00

HOUSTON ENDOWMENT

600 TRAVIS, STE 6400

HOUSTON, TX 77002-3000

1/31/2010

50,000.00

SPINDLETOP

4646 WEST SAM HOUSTON PKWY NORTH

HOUSTON, TX 77251-1212

1/31/2010

Form 990 - Federal General Footnote (continued)Description

15,000.00

VIVIAN L. SMITH FOUNDATION
1900 WEST LOOP S., STE 1050
HOUSTON, TX 77027
4/30/2010
10,000.00

BENCHMARK PERFORMANCE GROUP
P.O. BOX 460868
HOUSTON, TX 77056
2/28/2010
10,000.00

SIMMONS FOUNDATION
109 N. POST OAK LN., STE 220
HOUSTON, TX 77024
3/31/2010
25,000.00

BROWN FOUNDATION
P.O. BOX 130646
HOUSTON, TX 77219-0646
01/31/10 5,000.00
05/31/10 25,000.00

JULIE & DREW ALEXANDER
501 FRIAR TUCK LANE
HOUSTON, TX 77024
8/31/2010
10,000.00

GULF WINDS INTERNATIONAL
411 BRISBANE
HOUSTON, TX 77061
3/31/2010
5,000.00

CRC FOUNDATION
7500 SAN FELIPE, STE. 860
HOUSTON, TX 77063
3/31/2010
5,000.00

EL PASO CORP
P.O. BOX 2511
HOUSTON, TX 77252-2511
04/30/10 7,500.00
08/31/10 5,000.00

HOLTHOUSE FOUNDATION
1800 WEST LOOP SOUTH, SUITE 1875
HOUSTON, TX 77027
4/30/2010

Form 990 - Federal General Footnote (continued)Description

25,000.00

SHIRLEY AND DAVID TOOMIM FOUNDATION
109 N. POST OAK LANE, STE. 300
HOUSTON, TX 77024-7755

6/30/2010

5,000.00

TANNER FOUNDATION
P.O. BOX 1159
RUTHERFORDTON, NC 28139

5/31/2010

5,000.00

CFP FOUNDATION
11 GREENWAY PLAZA, STE. 2600
HOUSTON, TX 77046

6/30/2010

5,000.00

LSF FOUNDATION
3 OURLANE PLACE
HOUSTON, TX 77024

6/30/2010

8,000.00

TAPEATS FUND
11 GREENWAY PLAZA #2600
HOUSTON, TX 77046

6/30/2010

7,500.00

MARATHON OIL
P.O. BOX 3128
HOUSTON, TX 77253-3128

05/31/10

5,000.00

MD ANDERSON FOUNDATION
PO BOX 2558
HOUSTON, TX 77252-8037

6/30/2010

12,500.00

H-E-B TOURNAMENT OF CHAMPIONS
CHARITABLE TRUST
4301 WINDFERN

HOUSTON, TX 77041

4/30/2010

5,000.00

RAY C. FISH FOUNDATION
2001 KIRBY DRIVE, STE 1005
HOUSTON, TX 77019

Form 990 - Federal General Footnote (continued)Description

7/31/2010
5,000.00

LINDA & JERRY STRICKLAND FAMILY FNDN
6349 BROMPTON
HOUSTON, TX 77005
8/30/2010
10,000.00

SMITH INTERNATIONAL
P.O. BOX 60068
HOUSTON TX 77205
05/31/10
5,000.00

BAKER HUGHES INC.
3900 ESSEX LANE, STE 1200
HOUSTON, TX 77027
9/30/2010
10,000.00

PRIDE INTERNATIONAL
5847 SAN FELIPE, SUITE 3300
HOUSTON, TX 77057
9/30/2010
10,000.00

STEPHANIE LARSEN
2121 KIRBY, APT. 16S
HOUSTON, TX 77019
9/30/2010
5,000.00

SPARK ENERGY
2105 CITYWEST BLVD., SUITE 100
HOUSTON, TX 77042
9/30/2010
5,000.00

SHAPIRO FAMILY FOUNDATION
1100 UPTOWN PARK BLVD. #142
HOUSTON, TX 77056-3284
11/30/2010
10,000.00

HAP FOUNDATION
245 WEST 17TH STREET
HOUSTON, TX 77008
11/30/10
150,000.00

VAM DRILLING
6300 NAVIGATION BLVD.
HOUSTON, TX 77429

Form 990 - Federal General Footnote (continued)

Description

11/30/10
5,000.00

SCHIRMEISTER DIAZ-ARRASTIA BREM LLP
700 MILAM, 10TH FLOOR
HOUSTON, TX 77002
12/31/2010
5,000.00

MONICA TRIPLETT
6943 GULF FREEWAY
HOUSTON, TX 77087
12/31/2010
5,600.00

NATIONAL OILWELL VARCO
7909 PARKWOOD CIRCLE DR.
HOUSTON, TX 77036
12/31/2010
10,000.00

Federal Asset Report

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Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
5-year GDS Property:									
2023	ZEROX OFFICE COPIER	10/14/10	7,759		X	7,371	5 HY 200DB	0	388
2024	XEROX OFFICE COPIER	10/14/10	7,771		X	7,382	5 HY 200DB	0	389
			<u>15,530</u>			<u>14,753</u>		<u>0</u>	<u>777</u>
15-year GDS Property:									
2022	SIDING AND ROOF	9/30/10	11,697		X	11,112	15 HY S/L	0	585
			<u>11,697</u>			<u>11,112</u>		<u>0</u>	<u>585</u>
Prior MACRS:									
390	AIR CONDITIONING UNIT - 03 Mass Sale: 2/01/10	12/21/00	1,040			1,040	10 MQ200DB	980	9
394	CARPETING - 04	12/20/01	1,933			1,933	7 HY 200DB	1,933	0
395	CARPETING - 07	12/20/01	1,978			1,978	7 HY 200DB	1,978	0
398	A/C UNIT - 01	9/06/01	1,204			1,204	7 HY 200DB	1,204	0
399	A/C UNIT - 03 Mass Sale: 2/01/10	8/23/01	2,459			2,459	7 HY 200DB	2,459	0
400	A/C UNIT - 07	8/16/01	1,926			1,926	7 HY 200DB	1,926	0
401	A/C UNIT - 07	9/13/01	1,033			1,033	7 HY 200DB	1,033	0
402	XEROX COPIER - 33	2/19/01	12,350			12,350	7 HY 200DB	12,350	0
403	TOSHIBA PROJECTOR - 33	12/06/01	3,100			3,100	5 HY 200DB	3,100	0
404	A/C UNIT - 33	12/20/01	4,015			4,015	7 HY 200DB	4,015	0
405	XEROX COPIER - 63	4/26/01	11,402			11,402	7 HY 200DB	11,402	0
2004	ROOF - 63	7/01/02	28,459		X	19,921	10 HY 200DB	23,796	1,865
2017	REMODELING - 21	6/01/02	15,608		X	10,926	10 HY 200DB	13,051	1,023
2019	WOOD FENCE	11/08/07	5,851			5,851	15 HY S/L	975	390
2020	FOUNDATION REPAIR	2/22/08	11,839		X	5,919	15 HY S/L	6,511	395
2021	BRICK ENTRYWAY - TFC3	7/20/09	6,596		X	3,298	15 HY 150DB	3,463	313
			<u>110,793</u>			<u>88,355</u>		<u>90,176</u>	<u>3,995</u>
Other Depreciation:									
2	2 FILE CABINETS - 33	3/13/97	1,160			1,160	5 MO S/L	1,160	0
3	HVAC UNIT - 04	3/27/97	1,775			1,775	5 MO S/L	1,775	0
6	BATH - 01	7/27/81	310			310	10 MO S/L	310	0
7	LOTS 13 THRU 19 HOUSTON HEIGHTS	6/25/97	175,214			175,214	0 -- Land	0	0
8	HVAC UNIT - 33	5/29/97	1,475			1,475	5 MO S/L	1,475	0
9	LAPTOP COMPUTER (010D) - 33	7/02/97	2,190			2,190	5 MO S/L	2,190	0
10	VIDEO PROJECTOR - 33	9/18/97	3,800			3,800	5 MO S/L	3,800	0
11	VIDEO PROJECTOR - 33	11/11/97	3,259			3,259	5 MO S/L	3,259	0
12	COMPUTER (8075) - 07	11/25/97	1,200			1,200	5 MO S/L	1,200	0
13	LI HOSKINS - 01	3/16/84	8,496			8,496	10 MO S/L	8,496	0
15	REMODELING - 07	9/25/92	7,284			7,284	5 MO S/L	7,284	0
16	3 HP PRINTERS ((3838, 3841, 3799) - 33	12/04/97	2,397			2,397	5 MO S/L	2,397	0
17	HVAC UNIT - 07 (3799)	11/13/97	1,600			1,600	5 MO S/L	1,600	0
18	REMODLEING - JUN - 03 Mass Sale: 2/01/10	6/15/80	944			944	10 MO S/L	944	0
19	REMODELING - JUL. - 03 Mass Sale: 2/01/10	7/03/80	72			72	10 MO S/L	72	0
23	WALLPAPER - 03 Mass Sale: 2/01/10	11/24/80	481			481	5 MO S/L	481	0
24	OUTLETS - 03 Mass Sale: 2/01/10	12/23/80	116			116	5 MO S/L	116	0
25	FENCE - 03 Mass Sale: 2/01/10	4/16/81	650			650	8 MO S/L	650	0
26	PORCH - 03 Mass Sale: 2/01/10	11/24/81	405			405	10 MO S/L	405	0
27	PORCH - 03 Mass Sale: 2/01/10	12/14/81	200			200	10 MO S/L	200	0
29	LI NATL HOME SUPP. - 03 Mass Sale: 2/01/10	3/17/83	20,225			20,225	10 MO S/L	20,225	0
30	PORCH - 03 Mass Sale: 2/01/10	11/24/81	550			550	10 MO S/L	550	0
31	REMODELING - 04	10/24/85	45,448			45,448	10 MO S/L	45,448	0
32	L.I. JULY - SEPT - 06	9/30/83	31,924			31,924	10 MO S/L	31,924	0

Federal Asset Report

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Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
	Mass Sale: 9/15/10								
42	IMPROVEMENTS - 33	9/23/81	512			512	5 MO S/L	512	0
43	IMPROVEMENTS - 33	10/29/81	359			359	5 MO S/L	359	0
44	IMPROVEMENTS - 33	12/14/81	204			204	5 MO S/L	204	0
45	IMPROVEMENTS - 33	1/15/82	610			610	5 MO S/L	610	0
46	IMPROVEMENTS - 33	5/12/82	350			350	5 MO S/L	350	0
48	IMPROVEMENTS - 33	7/14/82	475			475	5 MO S/L	475	0
49	LI - NATL HOME SUPP. -33	6/13/83	11,000			11,000	10 MO S/L	11,000	0
50	CARPORT REMODEL. - 33	5/07/84	10,411			10,411	15 MO S/L	10,411	0
51	REMODELING - 33	12/12/84	73,018			73,018	20 MO S/L	73,018	0
53	REMODELING / GUTTERS -33	2/28/85	11,720			11,720	10 MO S/L	11,720	0
59	REMODELING - 03 Mass Sale: 2/01/10	8/07/86	33,371			33,371	10 MO S/L	33,371	0
60	REMODELING - 07	11/24/86	33,096			33,096	10 MO S/L	33,096	0
61	FENCE/WALK - 04	12/01/86	2,936			2,936	8 MO S/L	2,936	0
63	REMODELING - 04	12/30/87	6,381			6,381	3 MO S/L	6,381	0
64	REMODELING - 04	4/15/88	5,249			5,249	3 MO S/L	5,249	0
65	REMODELING - 06	9/08/88	66,244			66,244	10 MO S/L	66,244	0
	Mass Sale: 9/15/10								
70	REMODELING - 06	9/21/88	3,180			3,180	10 MO S/L	3,180	0
	Mass Sale: 9/15/10								
71	AIR CONDITIONING - 33	8/07/97	1,050			1,050	10 MO S/L	1,050	0
72	CARPETING - 04	4/26/90	2,695			2,695	5 MO S/L	2,695	0
75	CARPETING - 07	12/26/90	4,159			4,159	5 MO S/L	4,159	0
76	PORCH OFFICE/BATHROOM REMODEL	4/01/91	9,128			9,128	10 MO S/L	9,128	0
78	ROOF/PORCH REMODELING - 04	8/13/91	24,881			24,881	10 MO S/L	24,881	0
80	ROOF - 07	1/26/94	3,148			3,148	10 MO S/L	3,148	0
82	EIGHT FOOT FENCE - 63	12/21/95	5,498			5,498	15 MO S/L	5,131	367
83	HOSKINS REMODELING - 01	12/14/95	16,706			16,706	10 MO S/L	16,706	0
84	FACILITY IMPROVEMENTS - 33	5/31/96	14,278			14,278	15 MO S/L	12,930	951
85	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	580	0
86	LATERAL FILE - 33	7/14/94	580			580	15 MO S/L	580	0
87	LATERAL FILE - 33	7/14/94	580			580	15 MO S/L	580	0
92	HEATING UNIT - 05	12/27/89	2,300			2,300	3 MO S/L	2,300	0
93	AIR CONDITIONER UNIT - 01	12/14/89	800			800	10 MO S/L	800	0
94	CONDENSING UNIT - 01	12/14/89	800			800	3 MO S/L	800	0
100	ACQUA COOLER - 33	1/01/91	1,125			1,125	10 MO S/L	1,125	0
101	HVAC UNIT - 03	2/14/91	925			925	10 MO S/L	925	0
	Mass Sale: 2/01/10								
104	REFRIGERATOR - 07	11/05/92	799			799	10 MO S/L	799	0
110	REFRIGERATOR - 01	11/12/92	799			799	10 MO S/L	799	0
113	LASER PRINTER - 33	12/03/92	1,395			1,395	5 MO S/L	1,395	0
122	LASER PRINTER - 33	2/18/93	1,395			1,395	5 MO S/L	1,395	0
124	REFRIGERATOR - 33	8/12/93	530			530	10 MO S/L	530	0
125	STOVE COOKTOP - 01	12/02/93	517			517	10 MO S/L	517	0
126	DOUBLE OVEN - 07	12/02/93	852			852	10 MO S/L	852	0
137	LAP TOP COMPUTER (5246) - 33	3/08/95	2,499			2,499	5 MO S/L	2,499	0
138	AUGER - 33	4/05/95	1,360			1,360	5 MO S/L	1,360	0
139	COMPUTER - 63	4/27/95	1,277			1,277	5 MO S/L	1,277	0
140	LAP TOP COMPUTER (5145) - 33	8/31/95	2,299			2,299	5 MO S/L	2,299	0
141	COPIER #6745 - 63	8/16/95	8,427			8,427	5 MO S/L	8,427	0
143	47" TELEVISION - 05	11/30/95	1,498			1,498	5 MO S/L	1,498	0
144	HP SCANNER - 33	1/18/96	1,000			1,000	5 MO S/L	1,000	0
147	COMPUTER - 63	3/08/96	1,425			1,425	5 MO S/L	1,425	0
148	COMPUTER - 63	3/08/96	1,425			1,425	5 MO S/L	1,425	0
149	COMPUTER - 33	3/08/96	1,425			1,425	5 MO S/L	1,425	0
150	COMPUTER - 33	3/08/96	1,425			1,425	5 MO S/L	1,425	0
151	COMPUTER - 63	4/10/96	1,445			1,445	5 MO S/L	1,445	0
152	COMPUTER - 63	4/18/96	1,445			1,445	5 MO S/L	1,445	0
153	COMPUTER - 63	4/18/96	1,445			1,445	5 MO S/L	1,445	0
154	COMPUTER - 33	4/18/96	1,560			1,560	5 MO S/L	1,560	0
155	COMPUTER - 33	4/18/96	1,560			1,560	5 MO S/L	1,560	0
156	COMPUTER - 63	4/18/96	1,445			1,445	5 MO S/L	1,445	0
157	COMPUTER - 33	4/18/96	1,445			1,445	5 MO S/L	1,445	0
158	SEVEN COMPUTERS - 63	5/17/96	10,115			10,115	5 MO S/L	10,115	0
159	TWO COMPUTERS - 33	5/17/96	2,890			2,890	5 MO S/L	2,890	0
160	REFRIGERATOR - 04	8/01/96	597			597	5 MO S/L	597	0
161	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
162	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
163	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
164	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
166	HP PRINTER - 63	12/12/96	800			800	5 MO S/L	800	0

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Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
167	REMODELING - 01	4/11/80	188			188	10 MO S/L	188	0
168	REMODELING - MAR - 01	3/20/80	168			168	10 MO S/L	168	0
169	SET UP - 01	12/31/79	25,904			25,904	20 MO S/L	25,904	0
170	REMODELING - JAN - 01	1/01/81	543			543	10 MO S/L	543	0
171	REMODELING - FEB - 01	2/01/81	254			254	10 MO S/L	254	0
172	REMODELING - JAN - 01	1/28/82	1,340			1,340	10 MO S/L	1,340	0
173	REMODELING - FEB - 01	2/22/82	4,500			4,500	10 MO S/L	4,500	0
174	REMODELING - MAR - 01	3/30/82	5,135			5,135	10 MO S/L	5,135	0
175	REMODELING - APR - 01	4/23/82	2,250			2,250	10 MO S/L	2,250	0
176	REMODELING - MAY - 01	5/12/82	1,281			1,281	10 MO S/L	1,281	0
177	LI NATL HOME SUPPLY - 01	5/31/83	9,850			9,850	10 MO S/L	9,850	0
178	REMODELING - 01	11/25/85	21,657			21,657	10 MO S/L	21,657	0
180	REMOD. - APR. - 03	4/25/80	207			207	10 MO S/L	207	0
	Mass Sale: 2/01/10								
181	BUILDING - HOSKINS - 01	10/31/79	35,168			35,168	30 MO S/L	31,944	0
182	LAND - HOSKINS - 01	10/31/79	30,000			30,000	0 -- Land	0	0
183	BUILDING - BAYLAND - 03	10/31/79	95,000			95,000	30 MO S/L	86,292	0
	Mass Sale: 2/01/10								
184	LAND - BAYLAND - 03	10/31/79	30,000			30,000	0 -- Land	0	0
	Mass Sale: 2/01/10								
185	BUILDING - CENT. OFF.-33	9/01/81	103,000			103,000	30 MO S/L	92,700	0
186	LAND - CENT. OFF. - 33	9/01/81	25,000			25,000	0 -- Land	0	0
187	BUILDING - YALE - 06	7/01/83	88,000			88,000	30 MO S/L	79,200	0
	Mass Sale: 9/15/10								
188	LAND - YALE - 06	7/01/83	45,000			45,000	0 -- Land	0	0
	Mass Sale: 9/15/10								
189	BUILDING - BAUER - 07	6/22/84	125,000			125,000	30 MO S/L	87,188	3,750
190	LAND - BAUER - 07	6/22/84	25,000			25,000	0 -- Land	0	0
191	BUILDING - 33	6/22/92	161,500			161,500	30 MO S/L	87,749	4,845
192	LAND - 236 W. 17TH - 33	6/22/92	45,000			45,000	0 -- Land	0	0
193	BUILDING - LAZY OAKS -04	6/24/85	55,000			55,000	30 MO S/L	37,425	1,650
194	LAND - LAZY OAKS - 04	6/24/85	35,000			35,000	0 -- Land	0	0
201	CENTRAL OFFICE RENOVATION - 33	12/10/93	388,800			388,800	30 MO S/L	192,888	11,664
216	CARPET - 01	11/27/85	3,609			3,609	5 MO S/L	3,609	0
226	LATERAL FILE - 33	6/03/92	575			575	15 MO S/L	575	0
248	BLINDS - 33	12/11/81	379			379	5 MO S/L	379	0
250	BLINDS - 33	3/05/82	225			225	5 MO S/L	225	0
256	FILE CAB. - 33	4/24/84	1,191			1,191	15 MO S/L	1,191	0
257	FILE CAB. - 33	6/06/84	597			597	15 MO S/L	597	0
258	MINI BLINDS - 33	1/17/85	600			600	3 MO S/L	600	0
259	CARPET - 33	1/30/85	5,617			5,617	5 MO S/L	5,617	0
260	ROOM DIVIDER - 33	4/04/85	1,700			1,700	15 MO S/L	1,700	0
266	CARPET - 01	8/06/87	1,435			1,435	5 MO S/L	1,435	0
268	LATERAL FILE CABINET	3/17/88	555			555	15 MO S/L	555	0
269	LATERAL FILE - 33	7/20/88	555			555	15 MO S/L	555	0
273	LATERAL FILE - 33	8/30/90	589			589	15 MO S/L	589	0
274	LATERAL FILE - 33	9/10/91	563			563	15 MO S/L	563	0
275	LATERAL FILE - 33	9/14/90	589			589	15 MO S/L	589	0
276	LATERAL FILE - 33	10/16/91	563			563	15 MO S/L	563	0
277	LATERAL FILE - 33	7/22/92	575			575	15 MO S/L	575	0
278	LATERAL FILE - 33	11/12/92	587			587	15 MO S/L	587	0
279	LATERAL FILE - 33	2/25/93	595			595	15 MO S/L	595	0
280	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	580	0
281	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	580	0
283	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	580	0
285	LATERAL FILE - 33	6/20/91	583			583	15 MO S/L	583	0
286	LATERAL FILES (2) - 33	3/07/91	1,295			1,295	15 MO S/L	1,295	0
299	PHONE SYSTEM - 63	1/30/92	3,317			3,317	10 MO S/L	3,317	0
308	FAX MACHINE - 63	3/12/92	549			549	3 MO S/L	549	0
309	XEROX COPIER - 33	3/19/92	16,715			16,715	5 MO S/L	16,715	0
313	WATER HEATER - 03	6/24/81	273			273	15 MO S/L	273	0
	Mass Sale: 2/01/10								
320	REFRIGERATOR - 03	3/25/92	695			695	10 MO S/L	695	0
	Mass Sale: 2/01/10								
321	XEROX FAX - 33	4/01/92	1,200			1,200	3 MO S/L	1,200	0
336	PROJECTORS - 33	9/15/80	1,366			1,366	10 MO S/L	1,366	0
337	INDUST. AUDIO VIDEO - 33	11/19/81	1,215			1,215	5 MO S/L	1,215	0
345	AIR CONDITONER - 33	4/16/84	5,000			5,000	10 MO S/L	5,000	0
346	PHONE SYSTEM - 33	10/30/84	9,000			9,000	10 MO S/L	9,000	0
354	SLIDE SHOW PROJ. - 33	7/11/84	630			630	10 MO S/L	630	0
364	AIR CONDITIONER - 03	6/02/88	1,440			1,440	10 MO S/L	1,440	0

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Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
	Mass Sale: 2/01/10								
368	TYPEWRITER 6010 - 33	10/12/88	755			755	5 MO S/L	755	0
369	AIR CONDITIONERS - 01	11/02/88	1,080			1,080	10 MO S/L	1,080	0
375	PARKING AREA - 33	7/31/98	33,635			33,635	20 MO S/L	19,200	1,682
376	COMPUTER - 33	1/15/98	1,299			1,299	5 MO S/L	1,299	0
378	A/C UNIT - 33	5/28/98	1,500			1,500	5 MO S/L	1,500	0
379	COMPUTER - 33	8/06/98	1,450			1,450	5 MO S/L	1,450	0
380	STORAGE SHED - 33	7/16/98	2,850			2,850	30 MO S/L	1,084	95
381	LAPTOP WINBOOK (ON79) - 33	3/18/99	3,298			3,298	5 MO S/L	3,298	0
382	LAPTOP WINBOOK (9A04) - 33	4/21/99	2,323			2,323	5 MO S/L	2,323	0
384	AC CONDENSING UNIT - 07	10/08/99	2,016			2,016	5 MO S/L	2,016	0
385	CARPETING - 03	8/03/00	5,149			5,149	5 MO S/L	5,149	0
	Mass Sale: 2/01/10								
386	CARPETING - 06	8/03/00	5,356			5,356	5 MO S/L	5,356	0
	Mass Sale: 9/15/10								
387	CARPETING - 33	3/09/00	3,452			3,452	5 MO S/L	3,452	0
388	CARPETING - 63	7/27/00	26,149			26,149	5 MO S/L	26,149	0
389	239 W. 17TH STREET PROPERTY - 33	10/27/00	167,100			167,100	0 -- Land	0	0
392	HEATING UNIT	1/27/00	1,061			1,061	10 MO S/L	1,052	9
393	GATEWAY COMPUTER - 33	9/21/00	1,253			1,253	5 MO S/L	1,253	0
396	BUILDING 235 W 17TH - 21	7/20/01	45,500			45,500	30 MO S/L	9,868	1,517
397	LAND - 235 W 17TH - 21	7/20/01	120,012			120,012	0 -- Land	0	0
2018	SIDING	5/19/03	30,137			30,137	10 MO S/L	19,840	3,014
	Total Other Depreciation		<u>2,600,687</u>			<u>2,600,687</u>		<u>1,483,425</u>	<u>29,544</u>
	Total ACRS and Other Depreciation		<u>2,600,687</u>			<u>2,600,687</u>		<u>1,483,425</u>	<u>29,544</u>
	Grand Totals		2,738,707			2,714,907		1,573,601	34,901
	Less: Dispositions and Transfers		433,906			433,906		341,338	9
	Less: Start-up/Org Expense		0			0		0	0
	Net Grand Totals		<u>2,304,801</u>			<u>2,281,001</u>		<u>1,232,263</u>	<u>34,892</u>

Federal Statements**Taxable Dividends from Securities**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>Acquired after 6/30/75</u>	<u>US Obs (\$ or %)</u>
DIVIDENDS	\$ 31,279		25			
INTEREST	2,766		25			
MORTGAGE INTEREST	28,305		25			
ACCOUNT FEES	-57		25			
TOTAL	<u>\$ 62,293</u>					

Federal Statements

Form 990, Part IX, Line 11g - Other Fees for Service (Non-employee)

<u>Description</u>	<u>Total Expenses</u>	<u>Program Service</u>	<u>Management & General</u>	<u>Fund Raising</u>
ADP TOTAL SOURCE	\$ 50,442	\$	\$ 50,442	\$
TOTAL	<u>\$ 50,442</u>	<u>\$ 0</u>	<u>\$ 50,442</u>	<u>\$ 0</u>

Form 990, Part IX, Line 24f - All Other Expenses

<u>Description</u>	<u>Total Expenses</u>	<u>Program Service</u>	<u>Management & General</u>	<u>Fund Raising</u>
TELEPHONE	\$ 17,125	\$ 6,615	\$ 10,510	\$
MISCELLANEOUS EXPENSES	16,678	8,864	7,814	
TOTAL	<u>\$ 33,803</u>	<u>\$ 15,479</u>	<u>\$ 18,324</u>	<u>\$ 0</u>

Federal Statements

ANNUAL GALA EVENT

ANNUAL GALA GROSS RECEIPTS

<u>Description</u>	<u>Amount</u>
GROSS RECEIPTS FROM GALA	\$ <u>304,647</u>
TOTAL	\$ <u><u>304,647</u></u>