

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

**2002**

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

For calendar year 2002, or tax year beginning **OCT 1, 2002**, and ending **SEP 30, 2003**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization <b>THE JACKSON FOUNDATION</b> Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>5005 WOODWAY 200</b> City or town, state, and ZIP code <b>HOUSTON, TX 77056</b>	A Employer identification number <b>76-0554322</b> B Telephone number <b>713-850-9033</b>
H Check type of organization: <input checked="" type="radio"/> Section 501(c)(3) exempt private foundation <input type="radio"/> Section 4947(a)(1) nonexempt charitable trust <input type="radio"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,828,671.</b> (Part I, column (d) must be on cash basis.)		
J Accounting method: <input checked="" type="radio"/> Cash <input type="radio"/> Accrual <input type="radio"/> Other (specify) _____		

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received ..... <small>Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B</small>				
	2 Distributions from split-interest trusts .....				
	3 Interest on savings and temporary cash investments .....	421.	421.		STATEMENT 2
	4 Dividends and interest from securities .....	24,408.	24,408.		STATEMENT 3
	5a Gross rents .....				
	b (Net rental income or (loss) ) .....				
	6a Net gain or (loss) from sale of assets not on line 10 .....	<21,984.>			STATEMENT 1
	b Gross sales price for all assets on line 6a .....	225,173.			
	7 Capital gain net income (from Part IV, line 2) .....		0.		
	8 Net short-term capital gain .....				
	9 Income modifications .....				
	10a Gross sales less returns and allowances .....				
b Less: Cost of goods sold .....					
c Gross profit or (loss) .....					
11 Other income .....	10,710.	10,710.	0.	STATEMENT 4	
12 <b>Total.</b> Add lines 1 through 11 .....	13,555.	35,539.	0.		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. ....	3,500.	2,100.	0.	1,400.
	14 Other employee salaries and wages .....				
	15 Pension plans, employee benefits .....				
	16a Legal fees .....				
	b Accounting fees <b>STMT 5</b> .....	5,000.	2,500.	0.	2,500.
	c Other professional fees <b>STMT 6</b> .....	35,029.	23,029.	0.	12,000.
	17 Interest .....				
	18 Taxes <b>STMT 7</b> .....	2,043.	1,149.	0.	894.
	19 Depreciation and depletion .....				
	20 Occupancy .....	1,800.	900.	0.	900.
	21 Travel, conferences, and meetings .....				
	22 Printing and publications .....				
	23 Other expenses <b>STMT 8</b> .....	3,406.	1,537.	0.	1,869.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 .....	50,778.	31,215.	0.	19,563.
	25 Contributions, gifts, grants paid .....	86,750.			86,750.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 .....	137,528.	31,215.	0.	106,313.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements .....	<123,973.>				
b <b>Net investment income</b> (if negative, enter -0-) .....		4,324.			
c <b>Adjusted net income</b> (if negative, enter -0-) .....			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		10,450.	7,768.	7,768.
	2	Savings and temporary cash investments		12,197.	5,992.	5,992.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable	78,541.			
		Less: allowance for doubtful accounts		166,874.	78,541.	78,541.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 9		1,447,167.	1,736,370.	1,736,370.
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers)			1,636,688.	1,828,671.	1,828,671.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)			0.	0.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,636,688.	1,828,671.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	<b>Total net assets or fund balances</b>		1,636,688.	1,828,671.		
31	<b>Total liabilities and net assets/fund balances</b>		1,636,688.	1,828,671.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,636,688.
2	Enter amount from Part I, line 27a	2	<123,973.>
3	Other increases not included in line 2 (itemize) <b>UNREALIZED GAIN</b>	3	315,956.
4	Add lines 1, 2, and 3	4	1,828,671.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,828,671.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENT				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b> 225,173.		247,157.	<21,984.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			<21,984.>	
<b>2</b> Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			<b>2</b>	<21,984.>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			<b>3</b>	N/A

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2001	120,178.	2,122,714.	.0566153
2000	158,535.	2,562,421.	.0618692
1999	157,001.	3,042,714.	.0515990
1998	62,806.	2,870,429.	.0218804
1997	0.	4,556,132.	.0000000
<b>2</b> Total of line 1, column (d)			<b>2</b> .1919639
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> .0383928
<b>4</b> Enter the net value of noncharitable-use assets for 2002 from Part X, line 5			<b>4</b> 1,774,573.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 68,131.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 43.
<b>7</b> Add lines 5 and 6			<b>7</b> 68,174.
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 106,313.

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

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

Table with 11 rows for excise tax calculations. Includes fields for exempt operating foundations, domestic organizations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2003 estimated tax.

Part VII-A Statements Regarding Activities

Table with 13 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, liquidation, section 508(e) requirements, assets, state registration (TEXAS), Form 990-PF distribution, private operating foundation status, substantial contributors, public inspection requirements, and Form 1041 filing.

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

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

1a During the year did the organization (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?
c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2002?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002?
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2002 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2002?
5a During the year did the organization pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

**Part VIII**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		3,500.	0.	0.

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
<b>Total.</b> Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,671,107.
b	Average of monthly cash balances	1b	46,626.
c	Fair market value of all other assets	1c	83,864.
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,801,597.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,801,597.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,024.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,774,573.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	88,729.

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

1	Minimum investment return from Part X, line 6	1	88,729.
2a	Tax on investment income for 2002 from Part VI, line 5	2a	43.
b	Income tax for 2002. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	43.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,686.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	88,686.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	88,686.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	106,313.
b	Program-related investments - Total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	106,313.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	43.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	106,270.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				88,686.
2 Undistributed income, if any, as of the end of 2001:				
a Enter amount for 2001 only			86,632.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2002:				
a From 1997				
b From 1998				
c From 1999				
d From 2000				
e From 2001				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2002 from Part XII, line 4: ▶ \$ 106,313.				
a Applied to 2001, but not more than line 2a			86,632.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2002 distributable amount				19,681.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2001. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2002. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2003				69,005.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2003. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 1998				
b Excess from 1999				
c Excess from 2000				
d Excess from 2001				
e Excess from 2002				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling

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

Table with 5 columns: (a) 2002, (b) 2001, (c) 2000, (d) 1999, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a Paid during the year</i></p> <p>SEE SCHEDULE A ATTACHED</p>				86,750.
<p><b>Total</b> .....</p>				<p><b>3a</b> 86,750.</p>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p><b>Total</b> .....</p>				<p><b>3b</b> 0.</p>





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

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	150 SHS BURLINGTON RESOURCES	P	04/23/99	10/10/02
b	300 SHS RAYTHEON	P	10/26/01	10/17/02
c	200 SHS PROCTER & GAMBLE	P	VARIOUS	02/14/03
d	1,000 SHS PFIZER	P	03/10/99	02/14/03
e	400 SHS ANADARKO	P	VARIOUS	02/14/03
f	100,000 MISSOURI 1.45% BONDS	P	12/18/02	03/03/03
g	50,000 MISSOURI 1.33% BONDS	P	04/10/03	09/29/03
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,267.		6,534.	<1,267.>
b	8,665.		10,313.	<1,648.>
c	16,457.		18,267.	<1,810.>
d	27,923.		36,905.	<8,982.>
e	16,856.		25,138.	<8,282.>
f	100,000.		100,000.	0.
g	50,000.		50,000.	0.
h	5.			5.
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<1,267.>
b			<1,648.>
c			<1,810.>
d			<8,982.>
e			<8,282.>
f			0.
g			0.
h			5.
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } .....	2	<21,984.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
150 SHS BURLINGTON RESOURCES	5,267.	6,534.	0.	PURCHASED	04/23/99	10/10/02
						<1,267.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
300 SHS RAYTHEON	8,665.	10,313.	0.	PURCHASED	10/26/01	10/17/02
						<1,648.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS PROCTER & GAMBLE	16,457.	18,267.	0.	PURCHASED	VARIOUS	02/14/03
						<1,810.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 SHS PFIZER	27,923.	36,905.	0.	0.	<8,982.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS ANADARKO	16,856.	25,138.	0.	0.	<8,282.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000 MISSOURI 1.45% BONDS	100,000.	100,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000 MISSOURI 1.33% BONDS	50,000.	50,000.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV					5.
TOTAL TO FORM 990-PF, PART I, LINE 6A					<21,984.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
AG EDWARDS CENTENNIAL MM	380.
CYPRESS ASSET MGMT MM	41.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	421.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AG EDWARDS - ACCRD INT PAID	<469.>	0.	<469.>
AG EDWARDS - TAXABLE BONDS	659.	0.	659.
CYPRESS ASSET MGMT INVESTMENTS	22,085.	0.	22,085.
ENCANA CORP BOND	2,138.	0.	2,138.
TOTAL TO FM 990-PF, PART I, LN 4	24,413.	0.	24,413.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	AMOUNT
THUNDERBIRD NOTE	10,487.
PROCTER GAMBLE LITIGATION	223.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	10,710.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	2,500.	0.	2,500.
TO FORM 990-PF, PG 1, LN 16B	5,000.	2,500.	0.	2,500.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING	24,000.	12,000.	0.	12,000.
INVESTMENT FEES	11,029.	11,029.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	35,029.	23,029.	0.	12,000.

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FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	255.	255.	0.	0.
PAYROLL TAXES	1,788.	894.	0.	894.
TO FORM 990-PF, PG 1, LN 18	2,043.	1,149.	0.	894.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	96.	48.	0.	48.
POSTAGE & DELIVERY	37.	22.	0.	15.
SUPPLIES	253.	152.	0.	101.
MEMBERSHIPS	400.	0.	0.	400.
MISC BUS EXPENSE	108.	54.	0.	54.
WIRE TRANSFER FEE	10.	10.	0.	0.
OTHER UTILITIES	24.	12.	0.	12.
TELEPHONE	844.	422.	0.	422.
FAX LINE	259.	130.	0.	129.
COMPUTER INTERNET	1,375.	687.	0.	688.
TO FORM 990-PF, PG 1, LN 23	3,406.	1,537.	0.	1,869.

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CYPRESS ASSET MGMT	1,736,370.	1,736,370.
TOTAL TO FORM 990-PF, PART II, LINE 13	1,736,370.	1,736,370.

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS                      STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOUGLAS BLAKE JACKSON P.O. BOX 57 BELLAIRE, TX 77402	DIRECTOR AS REQUIRED	700.	0.	0.
DON BLAIR P.O. BOX 57 BELLAIRE, TX 77402	DIRECTOR AS REQUIRED	700.	0.	0.
PAUL JORNAYVAZ P.O. BOX 57 BELLAIRE, TX 77402	DIRECTOR AS REQUIRED	700.	0.	0.
TOM MARTIN P.O. BOX 57 BELLAIRE, TX 77402	DIRECTOR AS REQUIRED	700.	0.	0.
CAROL DEASON P.O. BOX 57 BELLAIRE, TX 77402	DIRECTOR AS REQUIRED	700.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		3,500.	0.	0.