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GOVERNMENT COPY

GALVESTON BAY FOUNDATION  
17330 HIGHWAY 3  
WEBSTER, TX 77598  
ATTENTION: MR. ROBERT STOKES

DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE CENTER  
OGDEN, UT 84201-0027



GALVESTON BAY FOUNDATION  
17330 HIGHWAY 3  
WEBSTER, TX 77598  
ATTENTION: MR. ROBERT STOKES

DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE CENTER  
OGDEN, UT 84201-0027



FORM 990-T

**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)

Department of the Treasury  
 Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2008 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.  See Specific Instructions.	<b>C Name of organization</b> GALVESTON BAY FOUNDATION Doing Business As		<b>D Employer identification number</b> 76-0279876
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 17330 HIGHWAY 3		<b>E Telephone number</b> 281-332-3381
		City or town, state or country, and ZIP + 4 WEBSTER, TX 77598		<b>G Gross receipts \$</b> 1,314,231.
		<b>F Name and address of principal officer:</b> ROBERT STOKES 17330 HIGHWAY 3, WEBSTER, TX 77598		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶

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

**J Website:** ▶ WWW.GALVBAY.ORG

**K Type of organization:**  Corporation  Trust  Association  Other ▶ **L Year of formation:** 1987 **M State of legal domicile:** TX

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>THE MISSION OF THE GALVESTON BAY FOUNDATION IS TO PRESERVE, PROTECT, AND ENHANCE THE NATURAL</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	82
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	82
	5 Total number of employees (Part V, line 2a)	5	12
	6 Total number of volunteers (estimate if necessary)	6	2000
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	<13,210.>
b Net unrelated business taxable income from Form 990-T, line 34	7b	<13,210.>	
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,712,211.	1,283,986.
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	32,367.	11,213.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<4,255.>	<13,210.>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,740,323.	1,281,989.
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)	351,711.	440,681.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 89,409.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,579,178.	757,929.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,930,889.	1,198,610.
19 Revenue less expenses. Subtract line 18 from line 12	<190,566.>	83,379.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 1,183,163.	End of Year 1,214,768.
	21 Total liabilities (Part X, line 26)	159,735.	107,961.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,023,428.	1,106,807.

**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: \_\_\_\_\_ Date: \_\_\_\_\_  
 ▶ ROBERT STOKES, PRESIDENT  
 Type or print name and title

**Paid Preparer's Use Only**

Preparer's signature: \_\_\_\_\_ Date: \_\_\_\_\_ Check if self-employed  Preparer's identifying number (see instructions): \_\_\_\_\_  
 Firm's name (or yours if self-employed), address, and ZIP + 4: \_\_\_\_\_ EIN: \_\_\_\_\_  
 Phone no.: \_\_\_\_\_

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: THE MISSION OF THE GALVESTON BAY FOUNDATION IS TO PRESERVE, PROTECT, AND ENHANCE THE NATURAL RESOURCES OF THE GALVESTON BAY ESTUARINE SYSTEM AND ITS TRIBUTARIES FOR PRESENT USERS AND FOR POSTERITY.

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 [X] No

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

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 \$ 319,442. including grants of \$ ) (Revenue \$ ) EDUCATION PROGRAMS REACHED THOUSANDS OF STUDENTS AND ADULTS IN 2008. SEVERAL OF ITS LARGEST PROGRAMS CONSISTED OF THE GET HIP TO HABITAT PROGRAM, BOATER WASTE EDUCATION CAMPAIGN, AND BAY DAY FESTIVAL. GALVESTON BAY FOUNDATION ALSO HELD A 5-WEEK SUMMER CAMP IN TEXAS CITY FOR THE FIRST TIME IN 2008, HOSTED ITS ANNUAL GALVESTON BAY CALENDAR ART COMPETITION, AND MANNED EDUCATION BOOTHS AND GAVE ITS BAY AMBASSADORS PRESENTATION THROUGHOUT THE YEAR.

4b (Code: ) (Expenses \$ 535,060. including grants of \$ ) (Revenue \$ ) CONSERVATION PROGRAMS INVOLVE PRESERVATION AND RESTORATION OF GALVESTON BAY HABITATS. IN 2008, GALVESTON BAY FOUNDATION (GBF) WORKED ON A NUMBER OF SHORELINE PROTECTION, MARSH RESTORATION, MARINE DEBRIS REMOVAL, AND INVASIVE SPECIES REMOVAL PROJECTS. MOST NOTABLY, GBF IMPLEMENTED ONE OF THE FIRST AND THE LARGEST SCALE USES OF REEF DOMES IN THE GALVESTON BAY AREA, PLANTED MARSH GRASS AT A NUMBER OF MARSH MANIA EVENTS, IDENTIFIED AND REMOVED ABANDONED AND DERELICT BARGES FROM DICKINSON BAY, TREATED INVASIVE BRAZILIAN PEPPERTREE ON GALVESTON ISLAND, AND BEGAN ENGINEERING AND DESIGN OF THE BURNET BAY WETLANDS RESTORATION PROJECT.

4c (Code: ) (Expenses \$ 148,360. including grants of \$ ) (Revenue \$ ) ADVOCACY PROGRAM IS CENTERED ON SEVERAL KEY PROGRAMS, INCLUDING THE WETLAND PERMIT REVIEW COMMITTEE AND FRESHWATER INFLOWS. THE COMMITTEE REVIEWS U.S. ARMY CORPS OF ENGINEERS PUBLIC NOTICES REGARDING PERMIT APPLICATIONS FOR PROPOSED PROJECTS LOCATED IN THE LOWER GALVESTON BAY WATERSHED IN ORDER TO ASSESS THE PROJECTS FOR IMPACTS TO GALVESTON BAY OR ITS RESOURCES. THE COMMITTEE MET MONTHLY TO RECOMMEND ACTION OR COMMENTS ON EACH PROJECT APPLICATION. FRESHWATER INFLOWS WORKS WITH LOCAL STAKEHOLDERS GROUPS TO ENSURE A PUBLIC VOICE IN THE NEW SENATE BILL 3 ENVIRONMENTAL FLOWS ALLOCATION PROCESS.

4d Other program services. (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses \$ 1,002,862. (Must equal Part IX, Line 25, column (B).)

**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)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> .....	X	
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i> .....		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i> .....	X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		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? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....		X
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i> .....	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.? .....		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 U.S.? <i>If "Yes," complete Schedule F, Part I</i> .....		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? <i>If "Yes," complete Schedule F, Part II</i> .....		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? <i>If "Yes," complete Schedule F, Part III</i> .....		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....		X
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i> .....		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? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i> .....		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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i> .....		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> .....		X

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....		X
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b>	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? <i>If "Yes," complete Schedule R, Part VI</i> .....		X

**Part V** Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 0		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	<b>2a</b> 12		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	X	
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
	<b>10a</b>		
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
	<b>10b</b>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Gross income from members or shareholders		
	<b>11a</b>		
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	<b>11b</b>		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <b>N/A</b>		
	<b>12b</b>		

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body .....		
<b>1b</b>	Enter the number of voting members that are independent .....		
<b>2</b>	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
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets? .....		X
<b>6</b>	Does the organization have members or stockholders? .....		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? .....		X
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? .....		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	The governing body? .....	X	
<b>8b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates? .....		X
<b>9b</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? .....		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 .....		X
<b>11</b>	Is there any officer, director or 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**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>12b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>12c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done .....	X	
<b>13</b>	Does the organization have a written whistleblower policy? .....		X
<b>14</b>	Does the organization have a written document retention and destruction policy? .....		X
<b>15</b>	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:		
<b>15a</b>	The organization's CEO, Executive Director, or top management official? .....	X	
<b>15b</b>	Other officers or key employees of the organization? .....	X	
<b>16a</b>	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
<b>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 ► NONE

**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: ►  
**THE ACCOUNTANT - 281-332-3381**  
**17330 HIGHWAY 3, WEBSTER, TX 77598**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

• 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 the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(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			
TIMOTHY LOVE SECRETARY, REGULAR TRUST		X		X			0.	0.	0.	
DR. ANNA ARMITAGE REGULAR TRUSTEE		X					0.	0.	0.	
JOHN BARTOS DELEGATE TRUSTEE (HOUSTO		X					0.	0.	0.	
BILL BAKER REGULAR TRUSTEE		X					0.	0.	0.	
HARVERY DENMAN DELEGATE TRUSTEE (LAKEWO		X					0.	0.	0.	
MARK GADDY REGULAR TRUSTEE		X					0.	0.	0.	
DANIEL LAYTON REGULAR TRUSTEE		X					0.	0.	0.	
JANIECE LONGORIA REGULAR TRUSTEE		X					0.	0.	0.	
KEN MURPHY REGULAR TRUSTEE		X					0.	0.	0.	
CYNTHIA PICKETT-STEVENSO REGULAR TRUSTEE		X					0.	0.	0.	
GEORGE PONTIKES REGULAR TRUSTEE		X					0.	0.	0.	
SHARRON STEWART REGULAR TRUSTEE		X					0.	0.	0.	
CAROLYN WHITE DELEGATE TRUSTEE (BAYOU		X					0.	0.	0.	
PAGE WILLIAMS DELEGATE TRUSTEE (SIERRA		X					0.	0.	0.	
JIM WINN DELEGATE TRUSTEE (HOUSTO		X					0.	0.	0.	
MATT WOODRUFF REGULAR TRUSTEE		X					0.	0.	0.	
PETER BROWN REGULAR TRUSTEE		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	(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			
MARK FOSTER REGULAR TRUSTEE		X						0.	0.	0.
DAVID HAGLUND REGULAR TRUSTEE		X						0.	0.	0.
BLAKE HUDSON REGULAR TRUSTEE		X						0.	0.	0.
LARRY JOHNSON REGULAR TRUSTEE		X						0.	0.	0.
WALTER JOHNSON REGULAR TRUSTEE		X						0.	0.	0.
SAMRA JONES-BUFKINS REGULAR TRUSTEE		X						0.	0.	0.
MELINDA KILPATRICK REGULAR TRUSTEE		X						0.	0.	0.
WADE KILPATRICK REGULAR TRUSTEE		X						0.	0.	0.
MIKE KING REGULAR TRUSTEE		X						0.	0.	0.
BILL KING REGULAR TRUSTEE		X						0.	0.	0.
<b>1b Total</b>								100,000.	0.	0.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 0

	Yes	No
3 Did the organization list any <b>former</b> 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 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. NONE

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

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 0

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII		Statement of Revenue		(A)	(B)	(C)	(D)		
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns .....	1a	9,881.					
	b	Membership dues .....	1b	93,750.					
	c	Fundraising events .....	1c	124,620.					
	d	Related organizations .....	1d	60,000.					
	e	Government grants (contributions) .....	1e	491,975.					
	f	All other contributions, gifts, grants, and similar amounts not included above .....	1f	503,760.					
	g	Noncash contributions included in lines 1a-1f: \$ .....		79,259.					
	h	<b>Total.</b> Add lines 1a-1f .....			1283986.				
	Program Service Revenue	2 a	_____	Business Code					
		b	_____						
c		_____							
d		_____							
e		_____							
f		All other program service revenue .....							
g		<b>Total.</b> Add lines 2a-2f .....							
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) .....		11,213.			11,213.		
	4	Income from investment of tax-exempt bond proceeds .....							
	5	Royalties .....							
	6 a	Gross Rents .....	(i) Real	(ii) Personal					
			b	Less: rental expenses .....					
			c	Rental income or (loss) .....					
			d	Net rental income or (loss) .....					
	7 a	Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other					
			b	Less: cost or other basis and sales expenses .....					
			c	Gain or (loss) .....					
			d	Net gain or (loss) .....					
	8 a	Gross income from fundraising events (not including \$ <u>112,902.</u> of contributions reported on line 1c). See Part IV, line 18 .....	a	11,761.					
			b	Less: direct expenses .....	b	11,761.			
			c	Net income or (loss) from fundraising events .....					
	9 a	Gross income from gaming activities. See Part IV, line 19 .....	a						
b			Less: direct expenses .....	b					
c			Net income or (loss) from gaming activities .....						
10 a	Gross sales of inventory, less returns and allowances .....	a	7,271.						
		b	Less: cost of goods sold .....	b	20,481.				
		c	Net income or (loss) from sales of inventory .....			<13,210.>	<13,210.>		
Miscellaneous Revenue		Business Code							
11 a	_____								
		b	_____						
		c	_____						
		d	All other revenue .....						
		e	<b>Total.</b> Add lines 11a-11d .....						
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e .....			1281989.	0.	<13,210.>	11,213.		

**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 .....	100,000.	70,876.	20,257.	8,867.
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 .....	261,644.	218,956.	16,561.	26,127.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....				
9 Other employee benefits .....	47,784.	38,295.	4,865.	4,624.
10 Payroll taxes .....	31,253.	25,541.	2,451.	3,261.
11 Fees for services (non-employees):				
a Management .....				
b Legal .....				
c Accounting .....	16,124.		16,124.	
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17 .....				
f Investment management fees .....				
g Other .....	193,595.	191,663.	1,932.	
12 Advertising and promotion .....	69,879.	56,549.	12,050.	1,280.
13 Office expenses .....	183,233.	149,049.	10,474.	23,710.
14 Information technology .....	72,335.	59,629.	1,106.	11,600.
15 Royalties .....				
16 Occupancy .....	47,235.	41,817.	4,162.	1,256.
17 Travel .....	27,785.	25,445.	781.	1,559.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....				
20 Interest .....	6,000.		6,000.	
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	8,882.	7,119.	904.	859.
23 Insurance .....	37,055.	29,697.	3,772.	3,586.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>SUPPLIES &amp; MATERIALS</b> .....	34,250.	34,250.		
b <b>EVENTS</b> .....	27,883.	26,858.	406.	619.
c <b>COMMITTEE EXPENSES</b> .....	8,294.	6,646.	845.	803.
d <b>MEMBERSHIP DUES</b> .....	5,210.	4,500.	310.	400.
e <b>PROFESSIONAL WORKSHOPS</b> .....	5,183.	4,098.	480.	605.
f All other expenses .....	14,986.	11,874.	2,859.	253.
25 <b>Total functional expenses.</b> Add lines 1 through 24f	1,198,610.	1,002,862.	106,339.	89,409.
26 <b>Joint Costs.</b> Check here <input type="checkbox"/> if following SOP 98-2. 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
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	531,376.	<b>2</b>	480,195.
	<b>3</b> Pledges and grants receivable, net .....	94,886.	<b>3</b>	
	<b>4</b> Accounts receivable, net .....	3,119.	<b>4</b>	206,362.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....	52,479.	<b>8</b>	31,998.
	<b>9</b> Prepaid expenses and deferred charges .....	9,100.	<b>9</b>	5,573.
	<b>10a</b> Land, buildings, and equipment: cost basis ... <b>10a</b> 674,765.			
	<b>b</b> Less: accumulated depreciation. Complete Part VI of Schedule D ... <b>10b</b> 184,125.			
		492,203.	<b>10c</b>	490,640.
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
<b>15</b> Other assets. See Part IV, line 11 .....		<b>15</b>		
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	1,183,163.	<b>16</b>	1,214,768.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	59,735.	<b>17</b>	32,961.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....	100,000.	<b>23</b>	
	<b>24</b> Unsecured notes and loans payable .....		<b>24</b>	75,000.
	<b>25</b> Other liabilities. Complete Part X of Schedule D .....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	159,735.	<b>26</b>	107,961.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	180,837.	<b>27</b>	198,727.
	<b>28</b> Temporarily restricted net assets .....	387,535.	<b>28</b>	453,024.
	<b>29</b> Permanently restricted net assets .....	455,056.	<b>29</b>	455,056.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
	<b>33</b> Total net assets or fund balances .....	1,023,428.	<b>33</b>	1,106,807.
<b>34</b> Total liabilities and net assets/fund balances .....	1,183,163.	<b>34</b>	1,214,768.	

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? .....	X	
<b>2c</b>	If "Yes" to lines 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? .....	X	
<b>3a</b>	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
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? .....		



**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	754,321.	1,542,390.	1,146,881.	1,712,211.	1,283,986.	6,439,789.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 - 3 .....	754,321.	1,542,390.	1,146,881.	1,712,211.	1,283,986.	6,439,789.
<b>5</b> 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) .....						365,795.
<b>6 Public Support.</b> Subtract line 5 from line 4.						6,073,994.

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 .....	754,321.	1,542,390.	1,146,881.	1,712,211.	1,283,986.	6,439,789.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	2,202.	8,455.	30,905.	32,367.	11,213.	85,142.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						6,524,931.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	183,592.

**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**

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	93.09 %
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f .....	<b>15</b>	87.80 %
<b>16a 33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
<b>b 33 1/3% support test - 2007.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>17a 10% -facts-and-circumstances test - 2008.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 10% -facts-and-circumstances test - 2007.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>6 Total.</b> Add lines 1 - 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support</b> (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**

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2007 Schedule A, Part IV-A, line 27h .....	<b>18</b>	%

**19a 33 1/3% support tests - 2008.** 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 - 2007.** 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

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

**2008**

Name of the organization

GALVESTON BAY FOUNDATION

Employer identification number

76-0279876

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

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

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ..... ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization <b>GALVESTON BAY FOUNDATION</b>	Employer identification number <b>76-0279876</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CITY OF SEABROOK 1700 FIRST STREET SEABROOK, TX 77586	\$ 37,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HOUSTON ENDOWMENT, INC. 600 TRAVIS SUITE 6400 HOUSTON, TX 77002	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	INSITUFORM TECHNOLOGIES, INC. 17988 EDISON AVENUE CHESTERFIELD, MO 63005	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	JOHN P. MCGOVERN FOUNDATION 2211 NORFOLK ST. SUITE 900 HOUSTON, TX 77098	\$ 27,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	KIRBY INLAND MARINE P O BOX 1537 HOUSTON, TX 77251	\$ 40,700.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	LYONDELL CHEMICAL COMPANY ONE HOUSTON CENTER 1221 MCKINNEY ST. HOUSTON, TX 77010	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization  <b>GALVESTON BAY FOUNDATION</b>	Employer identification number  <b>76-0279876</b>
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**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	INCLUDES CASH DONATION OF \$9,700 & FORGIVENESS OF DEBT OF \$25,000 AND INTEREST FORGIVEN OF \$6,000.	\$ 40,700.	11/01/08
10	274 BUCKETS OF SMOOTH CORDGRASS	\$ 34,250.	12/31/08
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

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

**Political Campaign and Lobbying Activities**  
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

▶ **To be completed by organizations described below.**  
▶ **Attach to Form 990 or Form 990-EZ.**

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <p align="center"><b>GALVESTON BAY FOUNDATION</b></p>	Employer identification number <p align="center"><b>76-0279876</b></p>
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**Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.**

See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ..... ▶ \$ 0.
- 3 Volunteer hours .....

**Part I-B To be completed by all organizations exempt under section 501(c)(3).**

See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).**

See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? .....  Yes  No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

**Part II-A** To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A** Check  if the filing organization belongs to an affiliated group.  
**B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....														
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) .....														
<b>d</b>	Other exempt purpose expenditures .....														
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) .....														
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....														
<b>h</b>	Subtract line 1g from line 1a. Enter -0- if line g is more than line a .....														
<b>i</b>	Subtract line 1f from line 1c. Enter -0- if line f is more than line c .....														
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f of the instructions.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
<b>2a</b>	Lobbying non-taxable amount				
<b>b</b>	Lobbying ceiling amount (150% of line 2a, column(e))				
<b>c</b>	Total lobbying expenditures				
<b>d</b>	Grassroots non-taxable amount				
<b>e</b>	Grassroots ceiling amount (150% of line 2d, column (e))				
<b>f</b>	Grassroots lobbying expenditures				

**Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)).** See the instructions for Schedule C for details.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? .....	X		
<b>c</b> Media advertisements? .....		X	
<b>d</b> Mailings to members, legislators, or the public? .....		X	
<b>e</b> Publications, or published or broadcast statements? .....		X	
<b>f</b> Grants to other organizations for lobbying purposes? .....		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....	X		1,035.
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means? .....		X	
<b>i</b> Other activities? If "Yes," describe in Part IV .....		X	
<b>j</b> Total lines 1c through 1i .....			1,035.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....		X	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).** See the instructions for Schedule C for details.

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	2	
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year? .....	3	

**Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes."** See Schedule C instructions for details.

<b>1</b> Dues, assessments and similar amounts from members .....	1	
<b>2</b> Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	2a	
<b>b</b> Carryover from last year .....	2b	
<b>c</b> Total .....	2c	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	3	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	4	
<b>5</b> Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4) .....	5	

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

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**Schedule D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

GALVESTON BAY FOUNDATION

Employer identification number

76-0279876

**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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate contributions to (during year) .....		
3 Aggregate grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? .....	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input checked="" type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input checked="" type="checkbox"/> Preservation of open space	

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements .....	3
b Total acreage restricted by conservation easements .....	66.34
c Number of conservation easements on a certified historic structure included in (a) .....	0
d Number of conservation easements included in (c) acquired after 8/17/06 .....	0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ 0

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? .....

Yes  No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ 19

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ 539.

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**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.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_
- (ii) Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_
- b Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

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

- 3** Using the organization's 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 Trust, Escrow and Custodial Arrangements.** Complete if 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    |
|--|-----------|
| <b>c</b> Beginning balance .....             | <b>1c</b> |
| <b>d</b> Additions during the year .....     | <b>1d</b> |
| <b>e</b> Distributions during the year ..... | <b>1e</b> |
| <b>f</b> Ending balance .....                | <b>1f</b> |
- 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
<b>1a</b> Beginning of year balance .....					
<b>b</b> Contributions .....					
<b>c</b> Investment earnings or losses .....					
<b>d</b> Grants or scholarships .....					
<b>e</b> Other expenditures for facilities and programs .....					
<b>f</b> Administrative expenses .....					
<b>g</b> End of year balance .....					

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment  \_\_\_\_\_ %
  - b** Permanent endowment  \_\_\_\_\_ %
  - c** Term endowment  \_\_\_\_\_ %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |  | Yes           | No |
|--|---------------|----|
| <b>(i)</b> unrelated organizations .....   | <b>3a(i)</b>  |    |
| <b>(ii)</b> related organizations .....  | <b>3a(ii)</b> |    |
| <b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ..... | <b>3b</b>     |    |
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Investments - 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) Depreciation	(d) Book value
<b>1a</b> Land .....		455,034.		455,034.
<b>b</b> Buildings .....				
<b>c</b> Leasehold improvements .....				
<b>d</b> Equipment .....				
<b>e</b> Other .....		219,731.	184,125.	35,606.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) .....				490,640.



**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,281,989.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,198,610.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	83,379.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	0.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	83,379.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	1,281,989.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,281,989.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	1,281,989.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	1,198,610.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,198,610.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	1,198,610.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

**PART II, LINE 9: AT THE BEGINNING OF THE YEAR THE ORGANIZATION HELD 3**

**EASEMENTS TOTALING 66.34 ACRES (32.04, 2.91 AND 31.39 ACRES,**

**RESPECTIVELY) ALL IN GALVESTON COUNTY, TEXAS. THERE WERE NO EASEMENTS**

**MODIFIED, SOLD, TRANSFERRED, RELEASED OR TERMINATED DURING THE YEAR.**

**THERE WERE NO EASEMENTS ON BUILDINGS OR STRUCTURES, THAT ENCUMBER A GOLF**

**COURSE OR PORTIONS OF A GOLF COURSE. THERE WERE 3 EASEMENTS WITHIN OR**

**ADJACENT TO RESIDENTIAL DEVELOPMENTS AND HOUSING SUBDIVISIONS, INCLUDING**

**EASEMENTS RELATED TO THE DEVELOPMENT OF PROPERTY. THERE WERE NO**

**Part XIV** Supplemental Information (continued)

CONSERVATION EASEMENTS THAT WERE ACQUIRED IN A TRANSACTION DESCRIBED UNDER PURCHASE OF REAL PROPERTY FROM CHARITABLE ORGANIZATIONS IN NOTICE 2004-41. THERE WERE 3 EASEMENTS, 66.34 ACRES, THAT WERE MONITORED BY PHYSICAL INSPECTION OR OTHER MEANS DURING THE TAX YEAR. THERE WERE 19 STAFF HOURS AND \$539 EXPENSES INCURRED FOR THE MONITORING AND ENFORCING OF NEW OR EXISTING EASEMENTS DURING THE TAX YEAR. THERE WERE NO EASEMENTS ON BUILDINGS OR STRUCTURES ACQUIRED AFTER AUGUST 17, 2006.

THE FOUNDATION ASSIGNS NO VALUE TO CONSERVATION EASEMENTS FRO WHICH IT HAS NO OWNERSHIP RIGHTS OTHER THAN MONITORING AND ENFORCING THE EASEMENT TO PROTECTECT AND CONSERVE THE PROPERTY. THE COSTS ASSOCIATED WITH THE FOUNDATIONS'S MONITORING AND ENFORCEMENT ARE RECORDED AS EXPENSES WHEN THEY ARE INCURRED.

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

**GALVESTON BAY FOUNDATION**

Employer Identification number

**76-0279876**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(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			
SHARON MATTOX REGULAR TRUSTEE		X					0.	0.	0.	
DOUG MCLEOD REGULAR TRUSTEE		X					0.	0.	0.	
GEORGE PONTIKES REGULAR TRUSTEE		X					0.	0.	0.	
EVAN WATKINS REGULAR TRUSTEE		X					0.	0.	0.	
LOUIS WILSON REGULAR TRUSTEE		X					0.	0.	0.	
DEBORAH JANUARY-EVERS DELEGATE TRUSTEE		X					0.	0.	0.	
ROBERT FRY DELEGATE TRUSTEE		X					0.	0.	0.	
LALISE MASON DELEGATE TRUSTEE		X					0.	0.	0.	
BILL BAKER REGULAR TRUSTEE		X					0.	0.	0.	
HARLESS BENTHUL REGULAR TRUSTEE		X					0.	0.	0.	
STEPHANIE BINION REGULAR TRUSTEE		X					0.	0.	0.	
TOMMY DOUGLAS REGULAR TRUSTEE		X					0.	0.	0.	
MARK GADDY REGULAR TRUSTEE		X					0.	0.	0.	
TRACY HESTER REGULAR TRUSTEE		X					0.	0.	0.	
MARIANNE IBRAHIM REGULAR TRUSTEE		X					0.	0.	0.	
MICHAEL MARTIN REGULAR TRUSTEE		X					0.	0.	0.	
PETER MEYER REGULAR TRUSTEE		X					0.	0.	0.	
LAWRENCE REARICK REGULAR TRUSTEE		X					0.	0.	0.	
ROXANNA BROM REGULAR TRUSTEE		X					0.	0.	0.	
MARK BUESE REGULAR TRUSTEE		X					0.	0.	0.	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

**Open to Public  
Inspection**

Name of the Organization

**GALVESTON BAY FOUNDATION**

Employer Identification number

**76-0279876**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(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			
PAUL CARUELLE REGULAR TRUSTEE		X					0.	0.	0.	
GEORGANNA COLLINS REGULAR TRUSTEE		X					0.	0.	0.	
JAMES ELIO DOYLE REGULAR TRUSTEE		X					0.	0.	0.	
J.D. EPSTEIN REGULAR TRUSTEE		X					0.	0.	0.	
LYNN JOHNSON REGULAR TRUSTEE		X					0.	0.	0.	
BERDON LAWRENCE REGULAR TRUSTEE		X					0.	0.	0.	
DANIEL LAYTON REGULAR TRUSTEE		X					0.	0.	0.	
KEN MURPHY REGULAR TRUSTEE		X					0.	0.	0.	
PRISCILLA SEYMOUR REGULAR TRUSTEE		X					0.	0.	0.	
JEFF TAYLOR REGULAR TRUSTEE		X					0.	0.	0.	
BARBARA CREWS REGULAR TRUSTEE		X					0.	0.	0.	
MARK FOSTER REGULAR TRUSTEE		X					0.	0.	0.	
DEBORAH JANUARY-EVERS REGULAR TRUSTEE		X					0.	0.	0.	
PEACHES KEMPNER REGULAR TRUSTEE		X					0.	0.	0.	
RUSSELL KIESLING REGULAR TRUSTEE		X					0.	0.	0.	
WILLIAM KING REGULAR TRUSTEE		X					0.	0.	0.	
CHRIS KUHLMAN REGULAR TRUSTEE		X					0.	0.	0.	
JIM LESTER REGULAR TRUSTEE		X					0.	0.	0.	
MALCOLM PAYNE REGULAR TRUSTEE		X					0.	0.	0.	
SANDY PECK DELEGATE TRUSTEE		X					0.	0.	0.	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

**GALVESTON BAY FOUNDATION**

Employer Identification number

**76-0279876**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(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			
JIM REINHARTSEN DELEGATE TRUSTEE		X					0.	0.	0.	
CAROLYN WHITE DELEGATE TRUSTEE		X					0.	0.	0.	
ELLA TYLER DELEGATE TRUSTEE		X					0.	0.	0.	
CDR STEPHAN GLENN DELEGATE TRUSTEE		X					0.	0.	0.	
MINDI FUNDERBURG DELEGATE TRUSTEE		X					0.	0.	0.	
JAYO WASHINGTON DELEGATE TRUSTEE		X					0.	0.	0.	
JOSETTA HAWTHORNE DELEGATE TRUSTEE		X					0.	0.	0.	
DR. THOMAS LINTON DELEGATE TRUSTEE		X					0.	0.	0.	
LAWRENCE TOBIN DELEGATE TRUSTEE		X					0.	0.	0.	
BILL CLEMENT DELEGATE TRUSTEE		X					0.	0.	0.	
ANDREW STRONG DELEGATE TRUSTEE		X					0.	0.	0.	
CAPT. ROBERT THOMPSON DELEGATE TRUSTEE		X					0.	0.	0.	
ROSIE ZAMORA DELEGATE TRUSTEE		X					0.	0.	0.	
BEVERLY VAN ZANDT DELEGATE TRUSTEE		X					0.	0.	0.	
MARY ANNE PIACENTINI DELEGATE TRUSTEE		X					0.	0.	0.	
DIANE RAYDON DELEGATE TRUSTEE		X					0.	0.	0.	
HARVEY DENMAN DELEGATE TRUSTEE		X					0.	0.	0.	
JENNIFER LORENZ DELEGATE TRUSTEE		X					0.	0.	0.	
MARY DODSON DELEGATE TRUSTEE		X					0.	0.	0.	
JOHNNY VALENTINO, JR. DELEGATE TRUSTEE		X					0.	0.	0.	

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

**GALVESTON BAY FOUNDATION**

Employer Identification number

**76-0279876**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(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			
CARO WALKER DELEGATE TRUSTEE		X					0.	0.	0.	
JOHN STOUT DELEGATE TRUSTEE		X					0.	0.	0.	
LALISE WHORTON MASON DELEGATE TRUSTEE		X					0.	0.	0.	
JAN LAWLER DELEGATE TRUSTEE		X					0.	0.	0.	
LORRIE COSTER DELEGATE TRUSTEE		X					0.	0.	0.	
WILLIAM MATTHEWS DELEGATE TRUSTEE		X					0.	0.	0.	
DAN WYATT DELEGATE TRUSTEE		X					0.	0.	0.	
LAURANCE ARMOUR DELEGATE TRUSTEE		X					0.	0.	0.	
TOM TRAY DELEGATE TRUSTEE		X					0.	0.	0.	
GUY ROBERT JACKSON DELEGATE TRUSTEE		X					0.	0.	0.	
JERRY MOHN DELEGATE TRUSTEE		X					0.	0.	0.	
SHARON SCHMALZ DELEGATE TRUSTEE		X					0.	0.	0.	
A.R. "BABE" SCHWARTZ EMERITUS TRUSTEE		X					0.	0.	0.	
ALECYA GALLAWAY EMERITUS TRUSTEE		X					0.	0.	0.	
BARBARA CARROLL EMERITUS TRUSTEE		X					0.	0.	0.	
CHARLES HERBECK EMERITUS TRUSTEE		X					0.	0.	0.	
CLIFFORD HILLMAN EMERITUS TRUSTEE		X					0.	0.	0.	
DORIS NELSON EMERITUS TRUSTEE		X					0.	0.	0.	
FRANK SMITH EMERITUS TRUSTEE		X					0.	0.	0.	
GLENDA CALLAWAY EMERITUS TRUSTEE		X					0.	0.	0.	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

**Continuation Sheet for Form 990**

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

**GALVESTON BAY FOUNDATION**

Employer Identification number

**76-0279876**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(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			
J. BYRON MORRIS EMERITUS TRUSTEE		X					0.	0.	0.	
JAMES BLACKBURN EMERITUS TRUSTEE		X					0.	0.	0.	
KATHRYN SMYTH EMERITUS TRUSTEE		X					0.	0.	0.	
RICHARD MORRISON EMERITUS TRUSTEE		X					0.	0.	0.	
SALLY FISH EMERITUS TRUSTEE		X					0.	0.	0.	
STEVEN VALERIUS EMERITUS TRUSTEE		X					0.	0.	0.	
WAYNE JOHNSON EMERITUS TRUSTEE		X					0.	0.	0.	
MARY CARTER EMERITUS TRUSTEE		X					0.	0.	0.	
ELLYN ROOF EMERITUS TRUSTEE		X					0.	0.	0.	
ROBERT STOKES PRESIDENT	40.00			X			100,000.	0.	0.	
BILL KING CHAIRMAN, 1ST VICE CHAIR				X			0.	0.	0.	
JAMES DOYLE 1ST VICE CHAIR, 2ND VICE				X			0.	0.	0.	
MELINDA KILPATRICK 2ND VICE CHAIR, SECRETAR				X			0.	0.	0.	
BEVERLY VAN ZANDT TREASURER				X			0.	0.	0.	
CYNTHIA PICKETT-STEVENSO IMMEDIATE PAST CHAIRMAN				X			0.	0.	0.	
MARK BUESE CHAIRMAN				X			0.	0.	0.	

**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No. 1545-0047

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization **GALVESTON BAY FOUNDATION** Employer identification number **76-0279876**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
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>274 BUCKETS O</u> )	X	1	34,250.	FAIR MARKET VALUE AS D
26 Other ▶ ( <u>FORGIVENESS O</u> )	X	1	31,000.	FAIR MARKET VALUE OF D
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

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 Acknowledgment ..... **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

GALVESTON BAY FOUNDATION

Employer identification number

76-0279876

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

RESOURCES OF THE GALVESTON BAY ESTUARINE SYSTEM AND ITS TRIBUTARIES FOR PRESENT USERS AND FOR POSTERITY. ITS PROGRAMS IN ADVOCACY, CONSERVATION, EDUCATION, AND RESEARCH STRIVE TO ENSURE THAT GALVESTON BAY REMAINS A BEAUTIFUL AND PRODUCTIVE PLACE FOR GENERATIONS TO COME.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

ADVOCACY ENCOURAGE AND ACTIVELY SEEK SOLUTIONS TO CONFLICTS AMONG THE DIVERSE USERS OF THE BAY

FORM 990, PART VI, SECTION A, LINE 10: THE FORM 990 WAS PRESENTED TO THE BUDGET AND AUDIT COMMITTEE OF THE BOARD AFTER FILING. THE BUDGET AND AUDIT COMMITTEE REVIEWED BOTH THE FORM 990 AND THE INDEPENDENT ANNUAL AUDIT AND PRESENTED A REPORT TO THE FULL EXECUTIVE COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 12C: BOARD HAS TO SIGN AND ACKNOWLEDGE A WRITTEN CONFLICT OF INTEREST POLICY ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE LOOKS AT OUTSIDE DATA SOURCES LIKE CHARITY NAVIGATOR OR THE LOCAL UNITED WAY WAGES AND BENEFITS SUMMARY. THEY ALSO BASE THEIR DECISIONS ON PERSONAL KNOWLEDGE AND EXPERIENCE WITH OTHER ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 19: AVAILABE UPON REQUESTS.

FORM 990, PART XI, LINE 2C:

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

GALVESTON BAY FOUNDATION

Employer identification number

76-0279876

**DESCRIPTION OF AUDIT COMMITTEE**

A COMMITTEE MADE UP OF MEMBERS OF THE BOARD OF TRUSTEES AND CALLED THE "BUDGET AND AUDIT COMMITTEE" MEETS TO REVIEW THE ANNUAL AUDIT AND THE 990 AND ALSO PRESENT THE MONTHLY FINANCIAL STATEMENTS AT ALL BOARD MEETINGS.

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

2008

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

Department of the Treasury Internal Revenue Service

For calendar year 2008 or other tax year beginning , and ending

A Check box if address changed

Name of organization ( Check box if name changed and see instructions.)

D Employer identification number (Employees' trust, see instructions for Block D on page 9.)

B Exempt under section 501(c)(3) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

GALVESTON BAY FOUNDATION

76-0279876

Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.

17330 HIGHWAY 3

E Unrelated business activity codes (See instructions for Block E on page 9.)

City or town, state, and ZIP code

WEBSTER, TX 77598

424000

C Book value of all assets at end of year 1,214,768.

F Group exemption number (See instructions for Block F.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. SEE STATEMENT 1

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of THE ACCOUNTANT Telephone number 281-332-3381

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows 1a-13.

Table with 4 columns: Part II Deductions Not Taken Elsewhere, (A) Income, (B) Expenses, (C) Net. Rows 14-34.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here [ ] See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ [ ] (2) \$ [ ] (3) \$ [ ] b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ [ ] (2) Additional 3% tax (not more than \$100,000) \$ [ ] c Income tax on the amount on line 34 35c 0. 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: [ ] Tax rate schedule or [ ] Schedule D (Form 1041) 36 37 Proxy tax. See instructions 37 38 Alternative minimum tax 38 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies 39 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a 40b Other credits (see instructions) 40b 40c General business credit. Attach Form 3800 40c 40d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d 40e Total credits. Add lines 40a through 40d 40e 41 Subtract line 40e from line 39 41 0. 42 Other taxes. Check if from: [ ] Form 4255 [ ] Form 8611 [ ] Form 8697 [ ] Form 8866 [ ] Other (attach schedule) 42 43 Total tax. Add lines 41 and 42 43 0. 44a Payments: A 2007 overpayment credited to 2008 44a 44b 2008 estimated tax payments 44b 44c Tax deposited with Form 8868 44c 44d Foreign organizations: Tax paid or withheld at source (see instructions) 44d 44e Backup withholding (see instructions) 44e 44f Other credits and payments: [ ] Form 2439 [ ] Form 4136 [ ] Other Total 44f 45 Total payments. Add lines 44a through 44f 45 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached [ ] 46 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47 0. 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48 0. 49 Enter the amount of line 48 you want: Credited to 2009 estimated tax [ ] Refunded [ ] 49

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here [ ] Yes [X] No 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file. [ ] Yes [X] No 3 Enter the amount of tax-exempt interest received or accrued during the tax year [ ] \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation [ ] COST

Table with 8 columns: Line number, Description, Sub-column, Amount, Sub-column, Amount, Yes/No. 1 Inventory at beginning of year 1 52,479. 2 Purchases 2 3 Cost of labor 3 4a Additional section 263A costs 4a 4b Other costs (attach schedule) 4b 5 Total. Add lines 1 through 4b 5 52,479. 6 Inventory at end of year 6 31,998. 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7 20,481. 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? [ ] Yes [X] No

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

Sign Here Signature of officer Date Title PRESIDENT Preparer's signature Date Check if self-employed [ ] Preparer's SSN or PTIN Firm's name (or yours if self-employed), address, and ZIP code EIN Phone no.

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

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instr. on pg 19)

1 Description of property

Table with 4 rows for property description (1-4).

2 Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0. (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (See instructions on page 19)

Table with 4 columns: 1 Description of debt-financed property, 2 Gross income from or allocable to debt-financed property, 3(a) Straight line depreciation, 3(b) Other deductions.

Table with 5 columns: 4 Amount of average acquisition debt, 5 Average adjusted basis, 6 Column 4 divided by column 5, 7 Gross income reportable, 8 Allocable deductions.

Totals Enter here and on page 1, Part I, line 7, column (A) 0. Enter here and on page 1, Part I, line 7, column (B) 0.

Total dividends-received deductions included in column 8 0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (See instructions on page 20)

Table for Exempt Controlled Organizations with 6 columns: 1 Name of controlled organization, 2 Employer identification number, 3 Net unrelated income, 4 Total of specified payments made, 5 Part of column 4 that is included in the controlling organization's gross income, 6 Deductions directly connected with income.

Nonexempt Controlled Organizations

Table with 5 columns: 7 Taxable Income, 8 Net unrelated income (loss), 9 Total of specified payments made, 10 Part of column 9 that is included in the controlling organization's gross income, 11 Deductions directly connected with income.

Totals Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) 0. Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B) 0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 21)

Table with 5 columns: 1 Description of income, 2 Amount of income, 3 Deductions directly connected, 4 Set-asides, 5 Total deductions and set-asides. Totals row shows 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

Table with 7 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected, 4 Net income (loss), 5 Gross income from activity, 6 Expenses attributable, 7 Excess exempt expenses. Totals row shows 0.

Schedule J - Advertising Income (see instructions on page 21)

Part I: Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals row shows 0.

Part II: Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals row shows 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Total row shows 0.

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FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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SELLING OF GALVESTON ONBOARD GAMES TO RETAILERS AND CONSUMERS

TO FORM 990-T, PAGE 1

**Depreciation and Amortization** 990  
 (Including Information on Listed Property)

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

Name(s) shown on return <b>GALVESTON BAY FOUNDATION</b>	Business or activity to which this form relates <b>FORM 990 PAGE 10</b>	Identifying number <b>76-0279876</b>
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**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 the instructions for a higher limit for certain businesses .....	<b>1</b>	250,000.
2 Total cost of section 179 property placed in service (see instructions) .....	<b>2</b>	
3 Threshold cost of section 179 property before reduction in limitation .....	<b>3</b>	800,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- .....	<b>4</b>	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions .....	<b>5</b>	
<b>6</b>	(a) Description of property	(b) Cost (business use only)
		(c) Elected cost
7 Listed property. Enter the amount from line 29 .....	<b>7</b>	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 .....	<b>8</b>	
9 Tentative deduction. Enter the smaller of line 5 or line 8 .....	<b>9</b>	
10 Carryover of disallowed deduction from line 13 of your 2007 Form 4562 .....	<b>10</b>	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 .....	<b>11</b>	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 .....	<b>12</b>	
13 Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12 .....	<b>13</b>	

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.)**

14 Special depreciation for qualified property (other than listed property) placed in service during the tax year .....	<b>14</b>	
15 Property subject to section 168(f)(1) election .....	<b>15</b>	
16 Other depreciation (including ACRS) .....	<b>16</b>	8,882.

**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 2008 .....	<b>17</b>	
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 .....	<input type="checkbox"/>	

**Section B - Assets Placed in Service During 2008 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
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs.		S/L	
<b>h</b> Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
<b>i</b> Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System**

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

**Part IV Summary (See instructions.)**

21 Listed property. Enter amount from line 28 .....	<b>21</b>	
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 instr. ....	<b>22</b>	8,882.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs .....	<b>23</b>	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with columns for percentage and other details

27 Property used 50% or less in a qualified business use: Table with columns for percentage and S/L -

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) Vehicle and rows 30-36 regarding miles driven and personal use availability

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with rows 37-41 regarding policy statements and requirements, and Yes/No columns

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Section C with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year

42 Amortization of costs that begins during your 2008 tax year: Table with columns for percentage and other details

43 Amortization of costs that began before your 2008 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44