

Return of Private Foundation

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

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

For calendar year 2019 or tax year beginning , and ending

Name of foundation KINDER FOUNDATION		A Employer identification number 76-0519073
Number and street (or P.O. box number if mail is not delivered to street address) 2229 SAN FELIPE, SUITE 1700	Room/suite	B Telephone number (713) 529-5537
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77019		C If exemption application is pending, check here ...▶
G Check all that apply: Initial return Final return Address change Initial return of a former public charity Amended return Name change		D 1. Foreign organizations, check here▶ 2. Foreign organizations meeting the 85% test, check here and attach computation▶
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ...▶
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 189,951,085.	J Accounting method: <input checked="" type="checkbox"/> Cash Accrual Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	40,049,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,710,265.	3,710,265.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	167,331.			
	b Gross sales price for all assets on line 6a 24,899,807.				
	7 Capital gain net income (from Part IV, line 2)		167,331.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	22,553.	5,124.		STATEMENT 2	
12 Total. Add lines 1 through 11	43,949,149.	3,882,720.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	446,583.	17,192.		429,391.
	14 Other employee salaries and wages	25,250.	0.		25,250.
	15 Pension plans, employee benefits	18,864.	0.		18,864.
	16a Legal fees STMT 3	27,519.	0.		27,519.
	b Accounting fees STMT 4	23,482.	11,741.		11,741.
	c Other professional fees STMT 5	133,799.	0.		133,799.
	17 Interest				
	18 Taxes STMT 6	203,354.	129,658.		31,696.
	19 Depreciation and depletion	42,896.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	797,385.	718,637.		78,748.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,719,132.	877,228.		757,008.
	25 Contributions, gifts, grants paid	48,524,341.			48,524,341.
26 Total expenses and disbursements. Add lines 24 and 25	50,243,473.	877,228.		49,281,349.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-6,294,324.				
b Net investment income (if negative, enter -0-)		3,005,492.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,603,401.	2,279,992.	2,279,992.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 10 116,756,676.	132,916,581.	187,571,922.	
14 Land, buildings, and equipment: basis ▶	395,928.			
Less: accumulated depreciation STMT 11 ▶	296,757.	142,067.	99,171.	
15 Other assets (describe ▶				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	137,502,144.	135,295,744.	189,951,085.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	137,502,144.	135,295,744.	
	29 Total net assets or fund balances	137,502,144.	135,295,744.	
30 Total liabilities and net assets/fund balances	137,502,144.	135,295,744.		

Part III Analysis of Changes in Net Assets or Fund Balances

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

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 9,270.			9,270.
b 24,890,537.		24,732,476.	158,061.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,270.
b			158,061.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	167,331.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	40,468,178.	175,938,986.	.230013
2017	39,777,963.	163,766,159.	.242895
2016	39,754,671.	148,132,899.	.268372
2015	31,554,304.	137,255,113.	.229895
2014	42,721,949.	128,922,586.	.331377

2 Total of line 1, column (d)	2	1.302552
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.260510
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	187,454,208.
5 Multiply line 4 by line 3	5	48,833,696.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,055.
7 Add lines 5 and 6	7	48,863,751.
8 Enter qualifying distributions from Part XII, line 4	8	49,281,349.

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

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

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

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, website address, books in care, and foreign country interests.

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

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

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interests.

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		678,510.	18,106.	6,869.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 0.

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

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

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

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

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	49,281,349.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	49,281,349.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	30,055.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,251,294.

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

Part XIII Undistributed Income (see instructions)

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

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 14

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2019

Name of the organization

KINDER FOUNDATION

Employer identification number

76-0519073

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization KINDER FOUNDATION	Employer identification number 76-0519073
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD AND NANCY KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	\$ 39,885,481.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	RDK VENTURES, LLC C/O RICHARD KINDER, MEMBER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	\$ 49,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	RICHARD AND NANCY KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	\$ 114,519.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization KINDER FOUNDATION	Employer identification number 76-0519073
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization KINDER FOUNDATION	Employer identification number 76-0519073
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

Name **KINDER FOUNDATION** Employer identification number **76-0519073**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	30,055.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	30,055.
4	Enter the tax shown on the corporation's 2018 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	117,772.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	30,055.

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

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

Part III Figuring the Underpayment		(a)	(b)	(c)	(d)
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/19	06/15/19	09/15/19	12/15/19
10	Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column				
11	Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	39,503.	8,000.	34,000.	
Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column		39,503.	47,503.	81,503.
13	Add lines 11 and 12		47,503.	81,503.	81,503.
14	Add amounts on lines 16 and 17 of the preceding column				
15	Subtract line 14 from line 13. If zero or less, enter -0-	39,503.	47,503.	81,503.	81,503.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
17	Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18	Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	39,503.	47,503.	81,503.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions 19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2019 and before 7/1/2019	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\% (0.06)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 06/30/2019 and before 10/1/2019 ...	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\% (0.05)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2019 and before 1/1/2020	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 5\% (0.05)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2019 and before 4/1/2020 ...	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 5\% (0.05)}{366}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2020 and before 7/1/2020	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2020 and before 10/1/2020 ...	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2020 and before 1/1/2021	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2020 and before 3/16/2021 ...	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38 \$			0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.					
a Tax year beginning in 2016	1a				
b Tax year beginning in 2017	1b				
c Tax year beginning in 2018	1c				
2 Enter taxable income for each period for the tax year beginning in 2019. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2016	3a				
b Tax year beginning in 2017	3b				
c Tax year beginning in 2018	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2, or comparable line of corp's return ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax (trusts only) for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II ^{**} Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21				
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22 ..	23a				
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c				
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24				
25 Enter any alternative minimum tax (trusts only) for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period. See instr.	26				
27 Total tax. Add lines 24 through 26	27				
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29				
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31				

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	0.	0.	0.	0.
33 Add the amounts in all preceding columns of line 38. See instructions	33				
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ..	34				
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	7,514.	7,514.	7,513.	7,514.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		7,514.	15,028.	22,541.
37 Add lines 35 and 36	37	7,514.	15,028.	22,541.	30,055.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	0.	0.	0.	0.

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

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

FORM 990-PF

OTHER INCOME

STATEMENT 2

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

FORM 990-PF

LEGAL FEES

STATEMENT 3

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

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

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

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

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

FORM 990-PF

TAXES

STATEMENT 6

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

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

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

FOOTNOTES

STATEMENT 8

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

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

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

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

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

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE DECOR AND FURNISHINGS	3,269.	2,448.	821.
SIGNAGE	1,918.	1,437.	481.
COMPUTER AND TECHNOLOGY	21,108.	19,087.	2,021.
OFFICE DECOR AND FURNISHINGS	110,473.	82,743.	27,730.
TELEPHONE SYSTEM	17,999.	16,728.	1,271.
FURNITURE AND FIXTURES	184,717.	138,351.	46,366.
AV EQUIPMENT	16,702.	15,103.	1,599.
OFFICE DECOR AND FURNISHINGS	1,666.	1,145.	521.
OFFICE DECOR AND FURNISHINGS	7,452.	5,124.	2,328.
OFFICE DECOR AND FURNISHINGS	262.	180.	82.
OFFICE DECOR AND FURNISHINGS	3,667.	2,521.	1,146.
OFFICE DECOR AND FURNISHINGS	659.	453.	206.
LCD NETWORK PHONE	275.	196.	79.
LEASEHOLD IMPROVEMENT	7,518.	1,733.	5,785.
OFFICE DECOR AND FURNISHINGS	2,251.	1,267.	984.
OFFICE DECOR AND FURNISHINGS	2,251.	1,267.	984.
OFFICE DECOR AND FURNISHINGS	2,751.	1,548.	1,203.
OFFICE DECOR AND FURNISHINGS	2,751.	1,548.	1,203.
COMPUTER AND TECHNOLOGY	1,799.	936.	863.
COMPUTER AND TECHNOLOGY	1,159.	603.	556.
AV EQUIPMENT	899.	468.	431.
AV EQUIPMENT	1,299.	676.	623.
ICE MAKER	3,083.	1,195.	1,888.
TOTAL TO FM 990-PF, PART II, LN 14	395,928.	296,757.	99,171.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 12
 QUALIFYING DISTRIBUTION STATEMENT

EXPLANATION

DURING THE YEAR, THE KINDER FOUNDATION TRANSFERRED \$280,000 TO DONOR ADVISED FUNDS MANAGED AT AND BY THE GREATER HOUSTON COMMUNITY FOUNDATION. THE DONOR ADVISED FUNDS ARE ADVISED BY CURRENT KINDER FOUNDATION BOARD AND ADVISORY BOARD MEMBERS, OTHER THAN THE FOUNDERS AND SUBSTANTIAL CONTRIBUTIONS. THE TRANSFERS ARE INCLUDED IN THE 2019 QUALIFYING DISTRIBUTIONS OF THE KINDER FOUNDATION. ALL DISTRIBUTIONS FROM THE DONOR ADVISED FUNDS AT THE GREATER HOUSTON COMMUNITY FOUNDATION ARE REQUIRED TO BE FOR THE BENEFIT OF 501(C)(3) CHARITIES THAT MEET THE DEFINITIONAL PURPOSES OF THE IRC 170(C)(2)(B).

FORM 990-PF

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

STATEMENT 13

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

KINDER FOUNDATION

76-0519073

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

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

RICHARD D. KINDER
NANCY G. KINDER

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

713-529-5537

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE DECOR AND FURNISHINGS	12/22/15	200DB	7.00		MC17	3,269.				3,269.	2,120.		328.	2,448.
2	SIGNAGE	12/02/15	200DB	7.00		MC17	1,918.				1,918.	1,244.		193.	1,437.
3	COMPUTER AND TECHNOLOGY	11/18/15	200DB	5.00		MC17	21,108.				21,108.	16,777.		2,310.	19,087.
4	OFFICE DECOR AND FURNISHINGS	10/13/15	200DB	7.00		MC17	110,473.				110,473.	71,651.		11,092.	82,743.
5	TELEPHONE SYSTEM	09/28/15	200DB	5.00		MC17	17,999.				17,999.	14,695.		2,033.	16,728.
6	FURNITURE AND FIXTURES	12/02/15	200DB	7.00		MC17	184,717.				184,717.	119,804.		18,547.	138,351.
7	AV EQUIPMENT	11/16/15	200DB	5.00		MC17	16,702.				16,702.	13,275.		1,828.	15,103.
8	OFFICE DECOR AND FURNISHINGS	01/19/16	200DB	7.00		HY17	1,666.				1,666.	937.		208.	1,145.
9	OFFICE DECOR AND FURNISHINGS	03/22/16	200DB	7.00		HY17	7,452.				7,452.	4,193.		931.	5,124.
10	OFFICE DECOR AND FURNISHINGS	05/26/16	200DB	7.00		HY17	262.				262.	147.		33.	180.
11	OFFICE DECOR AND FURNISHINGS	08/08/16	200DB	7.00		HY17	3,667.				3,667.	2,063.		458.	2,521.
12	OFFICE DECOR AND FURNISHINGS	08/22/16	200DB	7.00		HY17	659.				659.	370.		83.	453.
18	LCD NETWORK PHONE	08/16/17	200DB	5.00		HY17	275.				275.	143.		53.	196.
19	LEASEHOLD IMPROVEMENT	03/09/17	150DB	15.00		HY17	7,518.				7,518.	1,090.		643.	1,733.
20	OFFICE DECOR AND FURNISHINGS	01/17/17	200DB	7.00		HY17	2,251.				2,251.	873.		394.	1,267.
21	OFFICE DECOR AND FURNISHINGS	06/19/17	200DB	7.00		HY17	2,251.				2,251.	873.		394.	1,267.
22	OFFICE DECOR AND FURNISHINGS	07/13/17	200DB	7.00		HY17	2,751.				2,751.	1,067.		481.	1,548.
23	OFFICE DECOR AND FURNISHINGS	10/30/17	200DB	7.00		HY17	2,751.				2,751.	1,067.		481.	1,548.

PART XV - SUPPLEMENTARY INFORMATION

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

a - Paid During the year

Charity	Address	Relationship	Foundation status of recipient	Purpose of Grant Contribution	Amount
Alliance for Children Foundation Inc.	17 Oak Street, Needham, MA 02492	N/A	PC	General Fund	\$ 1,000
Archdiocese of Galveston-Houston	P. O. Box 907, Houston, TX 77001	N/A	PC	Support of Teachers	\$ 50,000
BakerRipley	4450 Harrisburg, Suite 200, Houston, TX 77011	N/A	PC	Support of Teachers	\$ 25,000
Buffalo Bayou Partnership	1113 Vine Street, Suite 215, Houston, TX 77002	N/A	PC	Buffalo Bayou Park Harvey Clean-Up	\$ 300,000
Buffalo Bayou Partnership	1113 Vine Street, Suite 215, Houston, TX 77002	N/A	PC	Buffalo Bayou Park Stage Upgrade	\$ 350,000
Buffalo Bayou Partnership *	1113 Vine Street, Suite 215, Houston, TX 77002	N/A	PC	Buffalo Bayou Park General Fund	\$ 5,217
Church of the Nativity	1225 Alta Vista St, Dubuque, IA 52001	N/A	PC	General Fund	\$ 500
Cristo Rey Jesuit School	6701 Mount Carmel Street, Houston, TX 77087	N/A	PC	Corporate Work Study	\$ 94,500
Depelchin Children's Center	4950 Memorial Drive, Houston, TX 77007	N/A	PC	Foster Care	\$ 100,000
Discovery Green	1500 McKinney, Houston, TX 77010	N/A	PC	Bayou City Music Series	\$ 304,000
Emancipation Economic Development Council	2520 Wentworth Street, Houston, TX 77004	N/A	PC	Revitalization and Preservation of Historic Third Ward ECDP	\$ 200,000
Emancipation Economic Development Council	2520 Wentworth Street, Houston, TX 77004	N/A	PC	Revitalization and Preservation of Historic Third Ward ECDP	\$ 100,000
George W. Bush Presidential Center	2943 SMU Blvd. Dallas, TX 75205	N/A	PC	General Fund	\$ 99,400
Good Reason Houston	3131 Eastside St Suite 100, Houston, TX 77098	N/A	PC	Support of Public Education in Houston	\$ 1,365,640
Good Reason Houston	3131 Eastside St Suite 100, Houston, TX 77098	N/A	PC	Support of Public Education in Houston	\$ 3,490,002
Good Reason Houston	3131 Eastside St Suite 100, Houston, TX 77098	N/A	PC	Support of Public Education in Houston	\$ 48,291
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds	\$ 205,000
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds - Matching Gift	\$ 25,000
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds - Matching Gift	\$ 25,000
Greater Houston Community Foundation	515 Post Oak Blvd Suite 1000, Houston, TX 77027	N/A	PC	Director's Donor Advised Funds - Matching Gift	\$ 25,000
Hermann Park Conservancy	1700 Hermann Dr, Houston, TX 77004	N/A	PC	General Fund	\$ 10,000
HISD Foundation (Blackshear Elementary)	4400 W. 18th Street, Houston, TX 77092	N/A	PC	Support of Public Schools	\$ 30,000
Houston Botanical Gardens	3701 Kirby Drive, Suite 992, Houston, TX	N/A	PC	Development of Houston Botanical Gardens	\$ 500,000
Houston Center for Contemporary Craft	4848 Main Street, Houston, TX 77002	N/A	PC	General Fund	\$ 50,000
Houston Children's Chorus	P. O. Box 66567, Houston, TX 77266-6567	N/A	PC	Support of the Performing Arts	\$ 10,000
Houston Cinema Arts Society	4409 Montrose Blvd., Suite 150, Houston, TX 77006	N/A	PC	General Fund - Support of Arts & Education	\$ 10,000
Houston Community College (Pilot 2 Degree)	3100 Main Street, Houston, TX 77002	N/A	PC	Support of Education in Houston	\$ 100,000
Houston Grand Opera	510 Preston Street, Barrow Suite, Houston, TX 77002	N/A	PC	Support of the Performing Arts	\$ 100,000
Houston Parks Board (Bayou Greenway)	300 North Post Oak Lane, Houston, TX 77024	N/A	PC	New Linear Park Design & Construction	\$ 7,156,973
Houston Parks Board (Bayou Greenway) - Refund of Excess Contribution	300 North Post Oak Lane, Houston, TX 77024	N/A	PC	New Linear Park Design & Construction	\$ (167,201)
Houston Parks Board *	301 North Post Oak Lane, Houston, TX 77024	N/A	PC	New Linear Park Design & Construction	\$ 31,868
KIPP	10711 Kipp Way St, Houston, TX 77099	N/A	PC	Support of Teachers	\$ 151,642
Leadership ISD	1349 Empire Central Dr Ste 270, Dallas, TX 75247	N/A	PC	Support of Education in Houston	\$ 150,000
Lyford Cay Club Charitable Trust	6401 Lyons Road, Coconut Creek, FL 33073	N/A	PC	Hurricane Dorian Relief Fund	\$ 20,000
MD Anderson	1515 Holcombe Blvd., Houston, TX 77030-2604	N/A	PC	General Fund	\$ 50,000
MD Anderson	1515 Holcombe Blvd., Houston, TX 77030-2604	N/A	PC	General Fund	\$ 25,000
(The) Menil Museum	1511 Branard, Houston, TX 77006	N/A	PC	General Fund in Support of Arts	\$ 100,000
Memorial Park Conservancy	7575 North Picnic Lane, Houston, TX 77057	N/A	PC	Park Design & Construction - 10 Year Master Plan	\$ 13,337,294
Memorial Park Conservancy	7575 North Picnic Lane, Houston, TX 77057	N/A	PC	Park Design & Construction - 10 Year Master Plan	\$ 743,584
Memorial Park Conservancy *	7576 North Picnic Lane, Houston, TX 77057	N/A	PC	Park Design & Construction - 10 Year Master Plan	\$ 194,840
(The) Montrose Center	401 Branard St, Houston, TX 77006	N/A	PC	Senior Housing Project	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	General Fund - For Exhibits	\$ 200,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	General Fund	\$ 100,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	General Fund	\$ 137,500
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 500,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 250,000
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 953,171
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 45,787
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 703,080
Museum of Fine Arts	1001 Bissonnet, Houston, TX 77005	N/A	PC	Construction of New Exhibition Building - Matching Gift	\$ 36,850

PART XV - SUPPLEMENTARY INFORMATION

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

a - Paid During the year

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

TOTAL	\$ 48,524,341
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*Grant was made by paying a service provider directly for design consulting services performed for Buffalo Bayou Partnership, Houston Parks Board, and Memorial Park Conservancy.

PART XV - SUPPLEMENTARY INFORMATION

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

b- Approved for Future Payment

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

**Amendment to the
Restated and Amended
Bylaws of the
The Kinder Foundation**

WHEREAS, the Board of Directors of the Kinder Foundation (the “Foundation”) deems it desirable and in the best interest of the Foundation to amend Sections 4.02 and 4.03 of the Foundation’s Amended and Restated Bylaws (the “Bylaws”) (i) to provide a procedure for the nomination of an individual as a Regular Director to replace a Founding Director upon such Founding Director’s cessation of service as a Director, (ii) to reflect the current married names of certain of the individuals who are eligible to serve as Family Directors, and (iii) to afford the Foundation’s Founding Directors the right to increase from time to time the number of consecutive three-year terms a Community Director may serve;

NOW, THEREFORE, BE IT:

RESOLVED, that Sections 4.02 and 4.03 of the Bylaws be, and they hereby are, amended to read as follows:

Section 4.02. Categories of Directors. The Board shall be comprised of two categories of Directors consisting of “Founding Directors” and “Regular Directors”, and the term Director or Directors shall include both categories. Founding Directors shall consist of (i) Richard D. Kinder and (ii) Nancy Goins Kinder. A Founding Director shall serve until the earlier of his or her (i) written resignation, (ii) death, or (iii) permanent and total disability which prevents the Founding Director from carrying out his or her duties as a Director, as evidenced in a written document signed by a physician who is the regular attending physician of the Founding Director who is the subject of the disability. At the conclusion of the service of a Founding Director, a replacement Regular Director shall be nominated by the remaining Founding Director, or if there is none, by the Board. A Regular Director shall be elected, have a term of office, and may resign or be removed as otherwise provided below in this Article IV.

Section 4.03. Election. Regular Directors shall be nominated by the Board and elected at the annual meeting of the Corporation by the Founding Directors while they or either of them is serving, and, when neither of them is serving, by a majority vote of the Board. Each

Regular Director shall serve for a term of three (3) years. Each Regular Director who is a Family Director (as defined in Section 4.03 (a) below) may serve for not more than two (2) consecutive three-year terms, after which such Family Director may not serve as a Regular Director for three (3) years. Except as provided in Section 4.03 (b) below, each Regular Director who is a Community Director (as defined in Section 4.03 (b) below) may serve for not more than three (3) consecutive three-year terms, after which such Community Director may not serve for three (3) years. Any former Regular Director may, however, serve again as a Director (on the same terms) after such three (3) year hiatus. In addition, any Regular Director may serve as an Advisory Director at any time he or she is not serving as a Regular Director, and such service shall not postpone eligibility to be re-elected as a Regular Director. Directors need not be residents of the State of Texas. The number of Regular Directors may be increased or decreased from time to time, but no decrease shall have the effect of shortening the terms of any incumbent Regular Director.

(a). Family Directors. Whenever Family Directors, as defined below, are elected, willing, and qualified to serve as Regular Directors, they shall serve as provided in this Section 4.03. Persons eligible to serve as Family Directors shall include Katherine Kinder Vidal, Polly Kinder Whittle, Ginger Adam Corley, David Duval Kinder, and Todd Vernon Adam (collectively called "First Generation Family Directors"); persons who are the current spouses of First Generation Family Directors; and the lineal descendants of First Generation Family Directors (collectively called "Descendants"), including both natural descendants and adopted descendants, provided that such adoption was of a minor and that the adoption occurred before the adoptee attained five (5) years of age. Only Family Directors who have attained the age of thirty (30) years shall be eligible to serve as Regular Directors. The number of Family Directors serving as Regular Directors shall not exceed one-half of the sum of the number of Founding Directors and Community Directors (as defined in Section 4.03 (b) below), with any fraction rounded down to the nearest whole number. It is the intention of the Founding Directors that up to one-third of the total number of Directors be Family Directors.

(b). Community Directors. Persons who are not Family Directors shall be selected from the community to serve as the other Regular Directors (collectively called "Community Directors"). In no event shall a person who is a Family Director serve in the role of Community Director. Notwithstanding any provision of these Bylaws to the contrary, the Founding Directors may from time to time increase the number of consecutive three-year terms a Community Director shall be eligible to serve to such number as the Founding Directors deem appropriate. The decision of the Founding Directors so to increase the number of permitted terms shall be

evidenced in a written document signed by both Founding Directors (or, if there is only one serving at the time in question, by that one) and filed in the records of the Corporation.