

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

**2005**

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

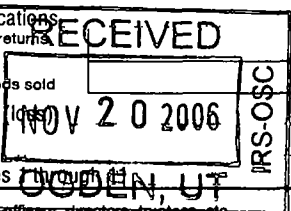
For calendar year **2005**, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

|  |   |   |
|--|---|---|
| Use the IRS label. Otherwise, print or type. See Specific Instructions.  | Name of organization<br><b>Halliburton Foundation Inc</b><br>Number and street (or P O box number if mail is not delivered to street address) Room/suite<br><b>P. O. BOX 42806</b><br>City or town, state, and ZIP code<br><b>Houston, TX 77242</b> | <b>A</b> Employer identification number<br><b>75-1212458</b><br><br><b>B</b> Telephone number<br><b>713-839-4848</b><br><br><b>C</b> If exemption application is pending, check here <input type="checkbox"/><br><b>D</b> 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/><br><br><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |   |   |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16)<br>▶ \$ <b>682,386.</b> (Part I, column (d) must be on cash basis.)   |   |   |
| <b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____  |   |   |

|  | Part I Analysis of Revenue and Expenses<br><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  | 1,123,828.                         |                           |                         |   |
|  | 2 Check <input checked="" 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  | 386,538.                           | 386,538.                  | 386,538.                |   |
|  | 5a Gross rents  |                                    |                           |                         |   |
|  | b Net rental income or (loss)   |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10  | <188,262.>                         |                           |                         |   |
|  | b Gross sales price for all assets on line 6a   | 1,602,558.                         |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)  |                                    | 0.                        |                         |   |
|  | 8 Net short-term capital gain   |                                    |                           |                         |   |
| 9 Income modifications                                   |   |                                    |                           |                         |   |
| 10a Gross sales, less returns, and allowances            |   |                                    |                           |                         |   |
| b Less Cost of goods sold                                |   |                                    |                           |                         |   |
| c Gross profit (loss)                                    |   |                                    |                           |                         |   |
| 11 Other income  | <11,934.>   | <11,934.>                          | <11,934.>                 |                         |   |
| 12 Total Add lines 1 through 11                          | 1,310,170.  | 374,604.                           | 374,604.                  |                         |   |
| Operating and Administrative Expenses                    | 13 Compensation of officers, directors, trustees, etc.  | 0.                                 | 0.                        | 0.                      | 0.  |
|  | 14 Other employee salaries and wages  |                                    |                           |                         |   |
|  | 15 Pension plans, employee benefits   |                                    |                           |                         |   |
|  | 16a Legal fees  |                                    |                           |                         |   |
|  | b Accounting fees   |                                    |                           |                         |   |
|  | c Other professional fees   |                                    |                           |                         |   |
|  | 17 Interest   |                                    |                           |                         |   |
|  | 18 Taxes  | 2,000.                             | 0.                        | 0.                      | 0.  |
|  | 19 Depreciation and depletion   |                                    |                           |                         |   |
|  | 20 Occupancy  |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings  |                                    |                           |                         |   |
|  | 22 Printing and publications  |                                    |                           |                         |   |
|  | 23 Other expenses   | 15,337.                            | 0.                        | 0.                      | 0.  |
|  | 24 Total operating and administrative expenses Add lines 13 through 23  | 17,337.                            | 0.                        | 0.                      | 0.  |
| 25 Contributions, gifts, grants paid                     | 2,232,480.  |                                    |                           | 2,232,480.              |   |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 2,249,817.  | 0.                                 | 0.                        | 2,232,480.              |   |
| 27 Subtract line 26 from line 12:                        |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements      | <939,647.>  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)         |   | 374,604.                           |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)           |   |                                    | 374,604.                  |                         |   |

SCANNED NOV 28 2006



| Part II Balance Sheets  |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |                    |                       |
|---|---|---|--------------------|-----------------------|
|   |   | Beginning of year   | End of year        |                       |
|   |   | (a) Book Value  | (b) Book Value     | (c) Fair Market Value |
| Assets  | 1 Cash - non-interest-bearing   | <50,969.>   | 369,886.           | 369,886.              |
|   | 2 Savings and temporary cash investments  |   |                    |                       |
|   | 3 Accounts receivable ▶   |   |                    |                       |
|   | Less: allowance for doubtful accounts ▶   |   |                    |                       |
|   | 4 Pledges receivable ▶ 312,500.   |   |                    |                       |
|   | Less: allowance for doubtful accounts ▶   | 250,000.  | 312,500.           | 312,500.              |
|   | 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  | 13,812,056.   | 12,389,054.   | 13,618,471.        |                       |
| 14 Land, buildings, and equipment: basis ▶                          |   |   |                    |                       |
| Less: accumulated depreciation ▶                                    |   |   |                    |                       |
| 15 Other assets (describe ▶ _____)                                  |   |   |                    |                       |
| <b>16 Total assets (to be completed by all filers)</b>              | <b>14,011,087.</b>  | <b>13,071,440.</b>  | <b>14,300,857.</b> |                       |
| 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 ▶ OTHER)                             | 0.  | 0.  |                    |                       |
| <b>23 Total liabilities (add lines 17 through 22)</b>               | <b>0.</b>   | <b>0.</b>   |                    |                       |
| Net Assets or Fund Balances   | Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |   |                    |                       |
|   | 24 Unrestricted   |   |                    |                       |
|   | 25 Temporarily restricted   |   |                    |                       |
|   | 26 Permanently restricted   |   |                    |                       |
|   | Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |   |                    |                       |
|   | 27 Capital stock, trust principal, or current funds   | 14,011,087.   | 14,011,087.        |                       |
|   | 28 Paid-in or capital surplus, or land, bldg., and equipment fund   | 0.  | 0.                 |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds | 0.  | <939,647.>  |                    |                       |
| <b>30 Total net assets or fund balances</b>                         | <b>14,011,087.</b>  | <b>13,071,440.</b>  |                    |                       |
| <b>31 Total liabilities and net assets/fund balances</b>            | <b>14,011,087.</b>  | <b>13,071,440.</b>  |                    |                       |

Part III Analysis of Changes in Net Assets or Fund Balances

|   |   |             |
|---|---|-------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 14,011,087. |
| 2 Enter amount from Part I, line 27a  | 2 | <939,647.>  |
| 3 Other increases not included in line 2 (itemize) ▶ _____  | 3 | 0.          |
| 4 Add lines 1, 2, and 3   | 4 | 13,071,440. |
| 5 Decreases not included in line 2 (itemize) ▶ _____  | 5 | 0.          |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 13,071,440. |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a <b>VARIOUS-SEE ATTACHED LISTL</b>   | P  |                                      |                                  |
| b  |  |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a <b>1,602,558.</b>   |  | <b>1,790,820.</b>                               | <b>&lt;188,262.&gt;</b>                      |
| b                     |  |   |  |
| 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<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| a   |                                      |   | <b>&lt;188,262.&gt;</b>   |
| b   |                                      |   |   |
| c   |                                      |   |   |
| d   |                                      |   |   |
| e   |                                      |   |   |

|   |   |                         |
|---|---|-------------------------|
| 2 Capital gain net income or (net capital loss).<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   | 2 | <b>&lt;188,262.&gt;</b> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | 3 | <b>0.</b>               |

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2004  | <b>1,995,392.</b>                     | <b>12,284,000.</b>                        | <b>.162438</b>   |
| 2003  | <b>1,603,035.</b>                     | <b>13,132,030.</b>                        | <b>.122071</b>   |
| 2002  | <b>1,542,690.</b>                     | <b>13,281,589.</b>                        | <b>.116153</b>   |
| 2001  | <b>1,687,138.</b>                     | <b>14,507,453.</b>                        | <b>.116295</b>   |
| 2000  | <b>1,776,682.</b>                     | <b>15,034,261.</b>                        | <b>.118176</b>   |

|  |   |                    |
|--|---|--------------------|
| 2 Total of line 1, column (d)  | 2 | <b>.635133</b>     |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | <b>.127027</b>     |
| 4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5   | 4 | <b>13,860,724.</b> |
| 5 Multiply line 4 by line 3  | 5 | <b>1,760,686.</b>  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | <b>3,746.</b>      |
| 7 Add lines 5 and 6  | 7 | <b>1,764,432.</b>  |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | <b>2,232,480.</b>  |

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.<br>Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions) |    |        |
| b  | Domestic organizations 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  | 3,746. |
| c  | All other domestic organizations 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  | 3,746. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 4  | 0.     |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-  | 5  | 3,746. |
| 6  | Credits/Payments:   |    |        |
| a  | 2005 estimated tax payments and 2004 overpayment credited to 2005   | 6a | 2,000. |
| b  | Exempt foreign organizations - tax withheld at source   | 6b |        |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c |        |
| d  | Backup withholding erroneously withheld   | 6d |        |
| 7  | Total credits and payments. Add lines 6a through 6d   | 7  | 2,000. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  | 189.   |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>   | 9  | 1,935. |
| 10 | <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>  | 10 |        |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2006 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>   | 11 |        |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | X  |
| 1b |     | X  |
| 1c |     | X  |
| 2  |     | X  |
| 3  |     | X  |
| 4a |     | X  |
| 4b |     |    |
| 5  |     | X  |
| 6  | X   |    |
| 7  | X   |    |
| 8a |     |    |
| 8b | X   |    |
| 9  |     | X  |
| 10 |     | X  |
| 11 | X   |    |

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 organization in connection with the activities*  
 c Did the organization file Form 1120-POL for this year?  
 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
 (1) On the organization. ▶ \$ 0. (2) On organization managers. ▶ \$ 0.  
 e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ 0.  
 2 Has the organization engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities*  
 3 Has the organization 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*  
 4a Did the organization have unrelated business gross income of \$1,000 or more during the year?  
 b *If "Yes," has it filed a tax return on Form 990-T for this year?*  
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*  
 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?  
 7 Did the organization have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col. (c), and Part XV.*  
 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None  
 b *If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation*  
 9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? *If "Yes," complete Part XIV*  
 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*  
 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?  
 Web site address ▶ N/A  
 12 The books are in care of ▶ Michele Mastrean Telephone no. ▶ \_\_\_\_\_  
 Located at ▶ 1401 McKinney STE 2400, Houston TX ZIP+4 ▶ 77010  
 13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here   
 and enter the amount of tax-exempt interest received or accrued during the year ▶ 13 N/A

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

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

|  | Yes | No |
|--|-----|----|
| <p><b>1a</b> During the year did the organization (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>   |     |    |
| <p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A</p>  | 1b  |    |
| <p><b>c</b> Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>  | 1c  | X  |
| <p><b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):</p> <p><b>a</b> At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br/>If "Yes," list the years <input type="checkbox"/> _____, _____, _____</p> <p><b>b</b> Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> _____, _____, _____</p>   | 2b  |    |
| <p><b>3a</b> Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2005 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2005.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>  | 3b  |    |
| <p><b>4a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>   | 4a  | X  |
| <p><b>5a</b> During the year did the organization pay or incur any amount to:</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p><b>b</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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A</p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No<br/>If "Yes," attach the statement required by Regulations section 53.4945-5(d). <input type="checkbox"/> N/A</p> | 5b  |    |
| <p><b>6a</b> Did the organization, 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</p> <p><b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br/>If you answered "Yes" to 6b, also file Form 8870.</p>  | 6b  | X  |

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

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

| (a) Name and address  | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| D. L LESAR<br>1401 MCKINNEY, STE 2400<br>HOUSTON, TX. 77010       | TRUSTEE<br>0.10   | 0.  | 0.  | 0.                                    |
| ANDY LANE<br>1200 BELLAIRE BLVD.<br>HOUSTON, TX. 77072            | TRUSTEE<br>0.10   | 0.  | 0.  | 0.                                    |
| LAWRENCE POPE<br>1401 MCKINNEY, STE 2400<br>HOUSTON, TX. 77010    | TRUSTEE<br>0.10   | 0.  | 0.  | 0.                                    |
| MICHELE MASTREAN<br>1401 MCKINNEY, STE 2400<br>HOUSTON, TX. 77010 | VICE PRES. &<br>0.10                                      | SECRETARY<br>0.                           | 0.  | 0.                                    |

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

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

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

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

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

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

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

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

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

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

**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 | 14,030,194. |
| b Average of monthly cash balances  | 1b | 41,607.     |
| c Fair market value of all other assets   | 1c |             |
| d Total (add lines 1a, b, and c)  | 1d | 14,071,801. |
| 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  | 14,071,801. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 211,077.    |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 13,860,724. |
| 6 Minimum investment return. Enter 5% of line 5   | 6  | 693,036.    |

**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  | 693,036. |
| 2a Tax on investment income for 2005 from Part VI, line 5  | 2a | 3,746.   |
| b Income tax for 2005. (This does not include the tax from Part VI.)                                 | 2b |          |
| c Add lines 2a and 2b  | 2c | 3,746.   |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 689,290. |
| 4 Recoveries of amounts treated as qualifying distributions  | 4  | 0.       |
| 5 Add lines 3 and 4  | 5  | 689,290. |
| 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  | 689,290. |

**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 | 2,232,480. |
| 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  | 2,232,480. |
| 5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 3,746.     |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 2,228,734. |

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)<br>Corpus | (b)<br>Years prior to 2004 | (c)<br>2004 | (d)<br>2005 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2005 from Part XI, line 7   |               |                            |             | 689,290.    |
| 2 Undistributed income, if any, as of the end of 2004  |               |                            |             |             |
| a Enter amount for 2004 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2005:   |               |                            |             |             |
| a From 2000  | 1,776,682.    |                            |             |             |
| b From 2001  | 1,687,138.    |                            |             |             |
| c From 2002  | 1,542,690.    |                            |             |             |
| d From 2003  | 1,603,035.    |                            |             |             |
| e From 2004  | 1,995,392.    |                            |             |             |
| f Total of lines 3a through e  | 8,604,937.    |                            |             |             |
| 4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ 2,232,480.   |               |                            |             |             |
| a Applied to 2004, 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)  | 2,232,480.    |                            |             |             |
| d Applied to 2005 distributable amount   |               |                            |             | 0.          |
| e Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a))   | 689,290.      |                            |             | 689,290.    |
| 6 Enter the net total of each column as indicated below:   | 10,148,127.   |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  |               |                            |             |             |
| 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 2004. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)   | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2000 not applied on line 5 or line 7   | 1,087,392.    |                            |             |             |
| 9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a  | 9,060,735.    |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2001   | 1,687,138.    |                            |             |             |
| b Excess from 2002   | 1,542,690.    |                            |             |             |
| c Excess from 2003   | 1,603,035.    |                            |             |             |
| d Excess from 2004   | 1,995,392.    |                            |             |             |
| e Excess from 2005   | 2,232,480.    |                            |             |             |



**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)        | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount                        |
|---|--|--------------------------------------|-------------------------------------|-------------------------------|
| <p><i>a Paid during the year</i></p> <p>VARIOUS</p>     |  |                                      |                                     |                               |
| <p><b>Total</b></p>                                     |  |                                      |                                     | <p>▶ <b>3a</b> 2,232,480.</p> |
| <p><i>b Approved for future payment</i></p> <p>None</p> |  |                                      |                                     |                               |
| <p><b>Total</b></p>                                     |  |                                      |                                     | <p>▶ <b>3b</b> 0.</p>         |





Halliburton Foundation, Inc  
Grants and Gifts for 2005  
Summary Schedule

|                               | Approved for     |                  |
|-------------------------------|------------------|------------------|
|                               | Future           |                  |
|                               | Payment          | Paid in 2005     |
| Direct Contributions          | 1,902,750        | 1,312,626        |
| Elementary/Secondary Matching | 0                | 51,079           |
| College/University Matching   | 0                | 959,775          |
| Total                         | <u>1,902,750</u> | <u>2,323,480</u> |

Halliburton Foundation, Inc.  
Direct Grants - Education  
December 31, 2005

| Date                            | School                             | Amount            | Description                      |
|---------------------------------|------------------------------------|-------------------|----------------------------------|
| 2/22/2005                       | Phillips Academy-Andover           | 50,000            |                                  |
| 5/4/2005                        | University of Texas - MD Anderson  | 100,000           | 5th payment on 5 year commitment |
| 11/2/2005                       | Colorado School of Mines           | 45,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Fort Valley State Univ.            | 22,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Houston, University of             | 35,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Louisiana-Lafayette, University of | 38,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Montana Tech University            | 45,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Oklahoma State University          | 39,500            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Oklahoma, University of            | 30,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Rice University                    | 10,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Texas A&M University               | 25,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Texas Tech University              | 49,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Texas-Austin, University of        | 57,500            | HFI 2005-2006 Grant              |
| 11/2/2005                       | Texas Southern University          | 20,000            | HFI 2005-2006 Grant              |
| 11/2/2005                       | YES College Preparatory School     | 15,000            | HFI 2005-2006 Grant              |
| Total Direct Grants - Education |                                    | <u>\$ 581,000</u> | Year to Date                     |

**Halliburton Foundation, Inc.  
Direct Grants - Other  
December 31, 2005**

| <b>Date</b>                 | <b>Recipient</b>                           | <b>Amount</b>     | <b>Description</b>                      |
|-----------------------------|--|-------------------|---|
| 1/18/2005                   | The Learning Planet                        | 10,000            | PBS Educational Reading                 |
| 2/2/2005                    | Children's Museum of Natural Science       | 5,000             | Science Workshop                        |
| 3/9/2005                    | Museum of Natural Science                  | 50,000            | Five year commitment                    |
| 5/18/2005                   | Fisher House Foundation                    | 5,000             | Contribution in honor of Charles DiBona |
| 8/12/2005                   | Chisholm Trail Arts Council                | 5,000             | Arts and Music                          |
| 8/12/2005                   | Houston Zoo                                | 12,500            | Support of Project USA                  |
| 8/23/2005                   | Oklahoma Centennial Commission             | 100,000           | Annual commitment                       |
| 8/29/2005                   | Jr Achievement of SE Texas                 | 35,000            | Ongoing Support                         |
| 11/2/2005                   | Houston World Affairs Council              | 15,000            | HFI 2005-2006 Grant                     |
| 11/2/2005                   | Offshore Energy Center                     | 21,000            | HFI 2005-2006 Grant                     |
| 11/2/2005                   | Science Screen Reports                     | 12,000            | HFI 2005-2006 Grant                     |
| 11/2/2005                   | Texas Alliance for Minorities in Engineeri | 13,000            | HFI 2005-2006 Grant                     |
| 11/2/2005                   | The NEED Project                           | 20,000            | HFI 2005-2006 Grant                     |
| Total Direct Grants - Other |  | <u>\$ 303,500</u> | Year to Date                            |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                              | Amount | Employee Name             | Business Unit |
|------------|-------------------------------------|--------|---------------------------|---------------|
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 66,739 | DAVID JOHN LESAR          | ESG           |
| 3/2/2005   | NORTHWESTERN UNIVERSITY             | 60,000 | JAMES LANDIS MARTIN       | Corp          |
| 3/2/2005   | CORNELL UNIVERSITY                  | 50,000 | KENNETH T DERR            | Corp          |
| 3/2/2005   | STANFORD UNIVERSITY                 | 50,000 | Jay A Precourt            | Corp          |
| 1/25/2005  | Georgia Institute of Technology     | 40,000 | Cecil J Silas             | Corp          |
| 7/8/2005   | UNIVERSITY OF MICHIGAN              | 40,000 | Johnson, James A          | KBR           |
| 4/13/2005  | UNIVERSITY OF MICHIGAN              | 40,000 | James A Johnson           | KBR           |
| 9/19/2005  | KALAMAZOO COLLEGE                   | 38,000 | Coleman, Lester           | ESG           |
| 4/13/2005  | UNIVERSITY OF OKLAHOMA FDN INC      | 32,472 | William R Howell          | Corp          |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 20,000 | Mc Knight, James G        | KBR           |
| 4/14/2005  | UNIVERSITY OF SOUTHERN CA           | 20,000 | DEBRA LYNN REED           | Corp          |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN       | 20,000 | SAMUEL B HORTON           | KBR           |
| 7/8/2005   | STANFORD UNIVERSITY                 | 16,668 | Precourt, Jay A           | Corp          |
| 4/13/2005  | RICE UNIVERSITY                     | 16,000 | David Allen Collins       | ESG           |
| 7/8/2005   | UNIVERSITY OF NOTRE DAME            | 15,400 | Aiello, Roger N           | KBR           |
| 3/2/2005   | LOUISIANA STATE U FOUNDATION        | 14,000 | JOHN ROBERT CHILDERS      | KBR           |
| 9/19/2005  | UNIVERSITY OF ARKANSAS @ FORT SMITH | 12,410 | Brown, Michael L          | ESG           |
| 7/8/2005   | VA POLYTECHNIC INST & ST UNIVERSITY | 12,000 | Vaughn, Donald C          | Corp          |
| 3/2/2005   | HOUSTON BAPTIST UNIVERSITY          | 10,000 | James J Mitchell          | KBR           |
| 1/25/2005  | Martin Memorial Foundation          | 10,000 | Robert L Crandell         | Corp          |
| 9/19/2005  | UNIVERSITY OF UTAH                  | 10,000 | Montez, Jessie T          | ESG           |
| 1/25/2005  | YESHIVA OHR ELCHONON CHABAD         | 10,000 | GEORGE E KRONMAN          | ESG           |
| 9/19/2005  | UNIVERSITY OF ARKANSAS @ FORT SMITH | 8,176  | Brown, Michael L          | ESG           |
| 3/2/2005   | DALLAS BAPTIST UNIVERSITY           | 8,000  | Gary W Williams           | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 8,000  | Williams, Gary W          | ESG           |
| 7/8/2005   | UNIVERSITY OF NOTRE DAME            | 8,000  | Aiello, Roger N           | KBR           |
| 9/19/2005  | UNIVERSITY OF ALABAMA               | 7,300  | LIU, HUA-AN               | KBR           |
| 9/19/2005  | UNIVERSITY OF PENNSYLVANIA          | 7,184  | GAUT, CHARLES CHR         | ESG           |
| 9/19/2005  | WAKE FOREST UNIVERSITY              | 7,184  | GAUT, CHARLES CHR         | ESG           |
| 9/19/2005  | DARTMOUTH COLLEGE                   | 7,136  | GAUT, CHARLES CHR         | ESG           |
| 9/19/2005  | DARTMOUTH COLLEGE                   | 7,136  | GAUT, CHARLES CHR         | ESG           |
| 3/2/2005   | CALIFORNIA POLYTECHNIC STATE        | 7,000  | CREIGHTON ALAN ALSTOT     | ESG           |
| 7/8/2005   | UNIVERSITY OF HOUSTON               | 6,800  | Rhine, Christopher John   | KBR           |
| 9/19/2005  | BAYLOR UNIVERSITY                   | 6,000  | MCCOLLUM, MARK A          | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 6,000  | Williams, Gary W          | ESG           |
| 7/8/2005   | UNIVERSITY OF ARKANSAS @ FORT SMITH | 5,600  | Brown, Michael L          | ESG           |
| 9/19/2005  | RICE UNIVERSITY                     | 5,000  | MILLER, III, CHARLES LYNN | ESG           |
| 1/25/2005  | UNIV OF TX SOUTHWESTERN MED CTR     | 5,000  | ROBERT L CRANDALL         | Corp          |
| 1/25/2005  | OKLAHOMA BAPTIST UNIVERSITY         | 4,000  | Steven George Strech      | ESG           |
| 9/19/2005  | RICE UNIVERSITY                     | 4,000  | Tunney Jr, James R        | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 4,000  | James G Mc Knight         | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 4,000  | James G Mc Knight         | KBR           |
| 9/19/2005  | UNIVERSITY OF PENNSYLVANIA          | 3,500  | DRACK, EARLE D            | ESG           |
| 7/8/2005   | COLLEGE OF WILLIAM AND MARY         | 3,300  | CHILDERS, JOHN ROBERT     | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 3,200  | Blasingame, Sam W         | KBR           |
| 7/8/2005   | LOUISIANA STATE UNIVERSITY-         | 3,000  | CHILDERS, JOHN ROBERT     | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 3,000  | Pedigo Jr, John R         | KBR           |
| 4/13/2005  | UNIVERSITY OF IDAHO FOUNDATION      | 3,000  | Kenneth W Pober           | ESG           |
| 9/19/2005  | UNIVERSITY OF SOUTHERN MISSISSIPPI  | 3,000  | COATS, EDESEL ALA         | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN       | 2,800  | COLLINS, KENNETH F        | KBR           |
| 9/19/2005  | UNIVERSITY OF ALABAMA               | 2,700  | LIU, HUA-AN               | KBR           |
| 3/2/2005   | SOUTHERN NAZARENE UNIVERSITY        | 2,500  | Sheila Jean Brooks        | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN       | 2,464  | Stephan, Werner           | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 2,206  | Williams, Gary W          | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 2,200  | Vidrine, William Launey   | ESG           |
| 4/13/2005  | UNIVERSITY OF ALABAMA               | 2,200  | James Thomas Seibert      | KBR           |
| 3/2/2005   | BETHANY COLLEGE                     | 2,000  | Mark Daniel Swift         | ESG           |
| 9/19/2005  | CENTRE COLLEGE                      | 2,000  | Sandy, Joe Moore          | ESG           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                           | Amount | Employee Name                | Business Unit |
|------------|----------------------------------|--------|------------------------------|---------------|
| 7/8/2005   | COLORADO SCHOOL OF MINES FDN     | 2,000  | Zak, John R                  | KBR           |
| 9/19/2005  | CORNELL UNIVERSITY               | 2,000  | DAVIS, CALEB F               | KBR           |
| 9/19/2005  | HESSTON COLLEGE                  | 2,000  | Jantz, Darrell Lay           | ESG           |
| 7/8/2005   | LOUISIANA STATE U FOUNDATION     | 2,000  | ARBOUR, PETER W              | KBR           |
| 4/13/2005  | RICE UNIVERSITY                  | 2,000  | Edward J Davis               | KBR           |
| 4/13/2005  | RICE UNIVERSITY                  | 2,000  | Bruce L Darlow               | ESG           |
| 9/19/2005  | RICE UNIVERSITY                  | 2,000  | CHEUNG, NITA KIT             | ESG           |
| 9/19/2005  | RICE UNIVERSITY                  | 2,000  | Davis, Edward J              | KBR           |
| 4/13/2005  | ST UNIV OF NEW YORK COLLEGE      | 2,000  | PAUL R PETERMAN              | ESG           |
| 7/8/2005   | UNITED STATES AIR FORCE ACADEMY  | 2,000  | MURPHY, HARRISON L           | KBR           |
| 7/8/2005   | UNIVERSITY OF HOUSTON            | 2,000  | Marsh, Laban M               | ESG           |
| 3/2/2005   | UNIVERSITY OF HOUSTON            | 2,000  | Christopher John Rhine       | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON            | 2,000  | STOKES, FRANCIS XAV          | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON            | 2,000  | Rhine, Christopher John      | KBR           |
| 3/2/2005   | UNIVERSITY OF HOUSTON - DOWNTOWN | 2,000  | James Edward Stafford        | KBR           |
| 9/19/2005  | UNIVERSITY OF MICHIGAN           | 2,000  | Coleman, Lester              | ESG           |
| 3/2/2005   | UNIVERSITY OF N CAROLINA         | 2,000  | MANNIGE VIKRAM RAO           | ESG           |
| 1/25/2005  | UNIVERSITY OF NOTRE DAME         | 2,000  | GORDON MARION BUTLER, JR     | KBR           |
| 3/2/2005   | UNIVERSITY OF TEXAS AT EL PASO   | 2,000  | FRANCIS XAVIER STOKES        | KBR           |
| 3/2/2005   | UNIVERSITY OF WYOMING FDN        | 2,000  | Jiten Chatterji              | ESG           |
| 3/2/2005   | WAKE FOREST UNIVERSITY           | 2,000  | Kevin Mayfield Church        | ESG           |
| 3/2/2005   | WASHINGTON AND LEE UNIVERSITY    | 2,000  | KENNETH COLTON BRAUD         | ESG           |
| 9/19/2005  | WHITMAN COLLEGE                  | 2,000  | Ensign, Philip W             | ESG           |
| 9/19/2005  | PENNSYLVANIA STATE UNIVERSITY    | 1,960  | JOHNSTON, DAVID              | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,800  | Henzler, Stephen J           | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,800  | Pierce, Ruth Elaine          | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,800  | PARKER, ELTON DON            | ESG           |
| 9/19/2005  | RICE UNIVERSITY                  | 1,700  | KIGER, ALLISON               | KBR           |
| 7/8/2005   | UNIVERSITY OF SCRANTON           | 1,700  | Kowpak, John H               | ESG           |
| 9/19/2005  | PEPPERDINE UNIVERSITY            | 1,666  | Precourt, Jay A              | CORP          |
| 1/25/2005  | CENTRAL YESHIVA TOMCHEI TMIMIM   | 1,600  | GEORGE E KRONMAN             | ESG           |
| 1/25/2005  | CENTRAL YESHIVA TOMCHEI TMIMIM   | 1,600  | GEORGE E KRONMAN             | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY           | 1,600  | PETRLAK, ANDREW JOS          | KBR           |
| 4/13/2005  | LOUISIANA STATE U FOUNDATION     | 1,500  | Jacob Thomas                 | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,500  | Dale, John                   | KBR           |
| 4/13/2005  | UNIVERSITY OF COLORADO FDN       | 1,500  | JON FREDRICK WICKHAM         | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,400  | VON KROSIGK, DANIEL BERNHARD | ESG           |
| 9/19/2005  | DARTMOUTH COLLEGE                | 1,334  | Precourt, Jay A              | CORP          |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,302  | MAYES, PAMELA F              | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,260  | Schulze, Charles Ray         | ESG           |
| 7/8/2005   | STANFORD UNIVERSITY              | 1,238  | LEVIN, STEWART A             | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY           | 1,210  | Henzler, Stephen J           | ESG           |
| 7/8/2005   | UNIVERSITY OF LA AT LAFAYETTE    | 1,200  | LOGAN, JERRY LOUIS           | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN    | 1,120  | Brown, Morris Dan            | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY           | 1,050  | WEBER, JIMMY M               | ESG           |
| 3/2/2005   | COLORADO SCHOOL OF MINES FDN     | 1,000  | Edward L Shuck               | ESG           |
| 7/8/2005   | GEORGETOWN UNIVERSITY            | 1,000  | Carriere, Margaret E         | ESG           |
| 3/2/2005   | GEORGIA TECH FOUNDATION          | 1,000  | LEWIS L RICH                 | KBR           |
| 7/8/2005   | GRACELAND UNIVERSITY             | 1,000  | HAY, WAYNE M                 | KBR           |
| 7/8/2005   | KANSAS UNIVERSITY                | 1,000  | MAY, GERALD H                | KBR           |
| 1/25/2005  | KANSAS UNIVERSITY                | 1,000  | RALPH STEPHENSON             | KBR           |
| 9/19/2005  | MANHATTAN COLLEGE                | 1,000  | QUINN, JOHN                  | KBR           |
| 3/2/2005   | MASSACHUSETTS INST OF TECH       | 1,000  | Jeffry R Long                | ESG           |
| 3/2/2005   | MIAMI UNIVERSITY                 | 1,000  | Charles E Pohla              | KBR           |
| 4/13/2005  | MONTANA TECH FOUNDATION          | 1,000  | MARGARET H HUDSON            | ESG           |
| 7/8/2005   | OKLAHOMA STATE UNIV FOUNDATION   | 1,000  | Tawney, Bryce Leland         | ESG           |
| 4/13/2005  | OKLAHOMA STATE UNIV FOUNDATION   | 1,000  | Ronnie Glen Morgan           | ESG           |
| 9/19/2005  | OKLAHOMA STATE UNIV FOUNDATION   | 1,000  | McCabe, Michael A            | ESG           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                             | Amount | Employee Name              | Business Unit |
|------------|------------------------------------|--------|----------------------------|---------------|
| 7/8/2005   | ROSE-HULMAN INSTITUTE OF TECH      | 1,000  | MC GRATH, TIMOTHY M        | KBR           |
| 1/25/2005  | SAM HOUSTON STATE UNIVERSITY       | 1,000  | DOUGLAS WALTER MILLER      | KBR           |
| 3/2/2005   | SOUTHERN ILLINOIS UNIVERSITY       | 1,000  | STEVEN A JOLIAT            | ESG           |
| 3/2/2005   | SOUTHERN METHODIST UNIVERSITY      | 1,000  | Susan Stewart Keith        | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY             | 1,000  | AMY ELIZABETH BERGMAN      | ESG           |
| 4/13/2005  | UNITED STATES MILITARY ACADEMY     | 1,000  | ROBERT M AMRINE            | KBR           |
| 3/2/2005   | UNIVERSITY OF LA AT LAFAYETTE      | 1,000  | Arthur Isadore Burke       | ESG           |
| 9/19/2005  | UNIVERSITY OF LA AT LAFAYETTE      | 1,000  | ARABIE, JANICE M           | ESG           |
| 7/8/2005   | UNIVERSITY OF NORTH TEXAS          | 1,000  | Tawney, Bryce Leland       | ESG           |
| 7/8/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 1,000  | RUFFEL, KIMBERLY MARIE     | ESG           |
| 4/13/2005  | UNIVERSITY OF OKLAHOMA FDN INC     | 1,000  | Mary Lee Ann Beck          | ESG           |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN      | 1,000  | Bruce L Darlow             | ESG           |
| 3/2/2005   | WEBB INSTITUTE                     | 1,000  | John L Glaeser             | ESG           |
| 3/2/2005   | WESTERN STATE COLLEGE FDN          | 1,000  | JUNE G JUST                | ESG           |
| 3/2/2005   | WILLAMETTE UNIVERSITY              | 1,000  | Edward L Shuck             | ESG           |
| 9/19/2005  | NORTH CAROLINA A & T STATE U       | 800    | MEADOWS, JOHNNY            | KBR           |
| 7/8/2005   | OKLAHOMA CHRISTIAN UNIVERSITY      | 800    | Ford, Kim Charles          | ESG           |
| 9/19/2005  | SOUTHERN METHODIST UNIVERSITY      | 800    | HAYTER, ROBERT L           | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 800    | Koen, Raymond Kermit       | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 800    | Hasting, Morris R          | KBR           |
| 3/2/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 800    | EDGAR DENNIS GRIFFITH      | KBR           |
| 4/13/2005  | UNIVERSITY OF ALABAMA              | 768    | Gary Wayne Brady           | KBR           |
| 4/13/2005  | UNIVERSITY OF ALABAMA              | 768    | Gary Wayne Brady           | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 701    | PRUITT, WESLEY SCOTT       | KBR           |
| 7/8/2005   | LOUISIANA STATE U FOUNDATION       | 700    | GILLESPIE, FREDERICK D     | KBR           |
| 4/13/2005  | LOUISIANA STATE U FOUNDATION       | 700    | FREDERICK D GILLESPIE      | KBR           |
| 7/8/2005   | OKLAHOMA STATE UNIV FOUNDATION     | 700    | FARABEE, LEDDON MARK       | ESG           |
| 9/19/2005  | PURDUE FOUNDATION                  | 700    | Annamalai, Natarajan       | KBR           |
| 4/13/2005  | SOUTHERN ILLINOIS UNIVERSITY       | 700    | FREDERICK D GILLESPIE      | KBR           |
| 9/19/2005  | TEXAS TECH UNIVERSITY FOUNDATION   | 700    | STEPHENSON, STAN V         | ESG           |
| 3/2/2005   | UNIVERSITY OF HOUSTON              | 700    | FREDERICK D GILLESPIE      | KBR           |
| 7/8/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 700    | Brothers, Lance Everett    | ESG           |
| 3/2/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 700    | John Michael Wilson        | ESG           |
| 9/19/2005  | UNIVERSITY OF TEXAS AT AUSTIN      | 700    | Landau, Paul L             | ESG           |
| 9/19/2005  | UNIVERSITY OF TEXAS AT AUSTIN      | 680    | WARDAK, AJMAL              | ESG           |
| 3/2/2005   | RICE UNIVERSITY                    | 668    | RICHARD MADDEN CHAPMAN     | ESG           |
| 7/8/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 668    | TSAI, JIMMY (JYH-MING)     | KBR           |
| 9/19/2005  | TEXAS A & M UNIVERSITY             | 667    | HARALSON, JOHN ODOM        | KBR           |
| 9/19/2005  | HARVARD UNIVERSITY                 | 666    | Precourt, Jay A            | CORP          |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 650    | HEFFNER, JAMES T           | KBR           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 640    | SCHAKETT, HARRY RUSSELL    | ESG           |
| 7/8/2005   | LAMAR UNIVERSITY                   | 600    | LANDIS, JOHN RICHARD       | ESG           |
| 9/19/2005  | OKLAHOMA STATE UNIV FOUNDATION     | 600    | Davis, Darrel Dal          | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 600    | Burrows-Lawson, Kimberly J | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 600    | TOWNSEND, JOHN R           | KBR           |
| 3/2/2005   | TEXAS TECH UNIVERSITY FOUNDATION   | 600    | Loriana Jean Morris        | KBR           |
| 9/19/2005  | UNIV OF TEX MD ANDERSON CANCER CTR | 600    | STOKES, FRANCIS XAV        | KBR           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT ARLINGTON   | 600    | Parlin, Joseph Dewitt      | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 560    | HENRY, MIKE EVAN           | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY             | 533    | Williams, Gary W           | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 530    | Williams, Gary W           | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 526    | MALONE, KOHLER K           | KBR           |
| 4/13/2005  | CALIFORNIA INSTITUTE OF TECHNOLOGY | 500    | RUDOLPH C FREY             | KBR           |
| 7/8/2005   | HARVARD UNIVERSITY                 | 500    | LEE, JEAN C                | KBR           |
| 4/13/2005  | KNOX COLLEGE                       | 500    | Dean J Mento               | ESG           |
| 9/19/2005  | LOUISIANA STATE UNIVERSITY-        | 500    | CHILDERS, JOHN ROB         | KBR           |
| 4/13/2005  | MARQUETTE UNIVERSITY               | 500    | RUDOLPH C FREY             | KBR           |
| 4/13/2005  | NORTHERN ILLINOIS UNIVERSITY       | 500    | Dean J Mento               | ESG           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                             | Amount | Employee Name              | Business Unit |
|------------|------------------------------------|--------|----------------------------|---------------|
| 3/2/2005   | OKLAHOMA STATE UNIV FOUNDATION     | 500    | ALAN J SMITH               | KBR           |
| 4/13/2005  | RICE UNIVERSITY                    | 500    | JIMMY (JYH-MING) TSAI      | KBR           |
| 3/2/2005   | ROSE-HULMAN INSTITUTE OF TECH      | 500    | Dennis Lee Dierckman       | KBR           |
| 3/2/2005   | SAINT LOUIS UNIVERSITY             | 500    | JOHN J KEHOE               | KBR           |
| 4/13/2005  | ST EDWARDS UNIVERSITY              | 500    | John Podowski              | ESG           |
| 3/2/2005   | TENNESSEE TECHNOLOGICAL UNIVERSITY | 500    | DAVID WESLEY SWINDLE, JR   | KBR           |
| 9/19/2005  | TENNESSEE TECHNOLOGICAL UNIVERSITY | 500    | SWINDLE, JR , DAVID WESLEY | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 500    | Shull, William E           | ESG           |
| 3/2/2005   | TEXAS LUTHERAN UNIVERSITY          | 500    | JAMES GREGORY BADGETT      | KBR           |
| 3/2/2005   | UNIVERSITY OF CA-LOS ANGELES       | 500    | Laurence Jay Land          | ESG           |
| 4/13/2005  | UNIVERSITY OF FLORIDA FOUNDATION   | 500    | Anne Marie Burtchell Cowan | KBR           |
| 3/2/2005   | UNIVERSITY OF HOUSTON              | 500    | DONALD E RICKETTS          | KBR           |
| 3/2/2005   | UNIVERSITY OF HOUSTON              | 500    | JAMES GREGORY BADGETT      | KBR           |
| 9/19/2005  | UNIVERSITY OF OKLAHOMA FDN INC     | 500    | METZINGER, BRUCE A         | ESG           |
| 9/19/2005  | UNIVERSITY OF ROCHESTER            | 500    | MASET, RICHARD GEORGE      | ESG           |
| 3/2/2005   | UNIVERSITY OF VIRGINIA             | 500    | Laurence Jay Land          | ESG           |
| 4/13/2005  | UNIVERSITY OF WISCONSIN            | 500    | LARRY A JACOBSON           | ESG           |
| 7/8/2005   | WASHINGTON AND LEE UNIVERSITY      | 500    | THORNHILL, DAVID THOMAS    | ESG           |
| 4/13/2005  | WELLESLEY COLLEGE                  | 500    | Jeffry R Long              | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY             | 480    | JAMES W ISENBERGER         | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY             | 480    | Gary W Williams            | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY             | 480    | DURAN, JEFFREY A           | KBR           |
| 9/19/2005  | TEXAS A & M UNIVERSITY             | 480    | Trybus, Brian S            | KBR           |
| 9/19/2005  | TEXAS A & M UNIVERSITY             | 480    | Hargis, Virgil A           | ESG           |
| 3/2/2005   | CASE WESTERN RESERVE UNIVERSITY    | 400    | STEVEN A JOLIAT            | ESG           |
| 3/2/2005   | GEORGIA TECH FOUNDATION            | 400    | MARK D KALMAN              | ESG           |
| 4/13/2005  | MARQUETTE UNIVERSITY               | 400    | RUDOLPH C FREY             | KBR           |
| 3/2/2005   | MORAVIAN COLLEGE                   | 400    | Michael P Rosko            | KBR           |
| 7/8/2005   | NHMCCD FOUNDATION                  | 400    | MIJARES, GERARDO           | KBR           |
| 3/2/2005   | OKLAHOMA STATE UNIV FOUNDATION     | 400    | James J Mitchell           | KBR           |
| 9/19/2005  | PRINCETON UNIVERSITY               | 400    | ELIASSEN, JOHN D           | KBR           |
| 1/25/2005  | PURDUE FOUNDATION                  | 400    | COURTLAND T DAHLIN         | KBR           |
| 4/13/2005  | SAINT JOSEPH SEMINARY COLLEGE      | 400    | Peter W Arbour             | KBR           |
| 7/8/2005   | SOUTH DAKOTA SCHOOL OF MINES AND   | 400    | Jackson, David Roger       | KBR           |
| 3/2/2005   | TEXAS TECH UNIVERSITY FOUNDATION   | 400    | JAMES GREGORY BADGETT      | KBR           |
| 3/2/2005   | UNIVERSITY OF ALABAMA              | 400    | John Joseph Fesenmeier     | KBR           |
| 3/2/2005   | UNIVERSITY OF CINCINNATI FDN       | 400    | John Joseph Fesenmeier     | KBR           |
| 9/19/2005  | UNIVERSITY OF CINCINNATI FDN       | 400    | Fesenmeier, John Joseph    | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON              | 400    | Whitmarsh, Douglas L       | KBR           |
| 4/13/2005  | UNIVERSITY OF MICHIGAN             | 400    | DENNIS L CROYSDALE         | ESG           |
| 9/19/2005  | UNIVERSITY OF NEBRASKA FOUNDATION  | 400    | Black, Douglas L           | KBR           |
| 3/2/2005   | UNIVERSITY OF NOTRE DAME           | 400    | John Joseph Fesenmeier     | KBR           |
| 9/19/2005  | UNIVERSITY OF NOTRE DAME           | 400    | Fesenmeier, John Joseph    | KBR           |
| 9/19/2005  | UNIVERSITY OF TENNESSEE            | 400    | ELIASSEN, JOHN D           | KBR           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 400    | DEMPSEY, WARD JAMES        | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 400    | STOKES, FRANCIS XAVIER     | KBR           |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN      | 400    | THOMAS JOHN ALLEN          | KBR           |
| 3/2/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 400    | Ronald Joseph Powell       | ESG           |
| 3/2/2005   | VALPARAISO UNIVERSITY              | 400    | JAMES GREGORY BADGETT      | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 380    | MARKS, DAVID B             | KBR           |
| 4/13/2005  | TEXAS A & M UNIVERSITY             | 380    | John Dale                  | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY             | 380    | Dean Allen Prather         | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY             | 380    | AMY ELIZABETH BERGMAN      | ESG           |
| 1/25/2005  | TEXAS A & M UNIVERSITY             | 380    | Michael Alan Mattern       | KBR           |
| 7/8/2005   | GEORGIA TECH FOUNDATION            | 350    | SMITH, HARRY DAVIS         | ESG           |
| 3/2/2005   | OKLAHOMA STATE UNIV FOUNDATION     | 350    | Johnny Marvin Scheffler    | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 350    | STINDT, WILLIAM            | KBR           |
| 3/2/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 350    | Dwight David Fulton        | ESG           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                             | Amount | Employee Name           | Business Unit |
|------------|------------------------------------|--------|-------------------------|---------------|
| 3/2/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 350    | Dwight David Fulton     | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY             | 340    | DEALY, JEFF EDW         | KBR           |
| 1/25/2005  | UNIVERSITY OF ARKANSAS FOUNDATION  | 340    | DAVID L CHURCHWELL      | ESG           |
| 3/2/2005   | OKLAHOMA STATE UNIV FOUNDATION     | 334    | Randy Joe Haynes        | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 330    | BARRETT, JASON GLYNN    | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY             | 330    | ROBERT S THORNTON       | KBR           |
| 3/2/2005   | CENTRAL METHODIST COLLEGE          | 300    | Gary Lee Stephenson     | ESG           |
| 7/8/2005   | INDIANA UNIVERSITY FOUNDATION      | 300    | MC GRATH, TIMOTHY M     | KBR           |
| 7/8/2005   | KANSAS STATE UNIVERSITY FOUNDATION | 300    | BAKER, ROBERT LYNN      | ESG           |
| 7/8/2005   | LOUISIANA STATE U FOUNDATION       | 300    | Thomas, Jacob           | ESG           |
| 4/13/2005  | MANHATTAN COLLEGE                  | 300    | TIMOTHY H WASP          | KBR           |
| 3/2/2005   | RICE UNIVERSITY                    | 300    | JOHN P OWENS            | KBR           |
| 3/2/2005   | SOUTHERN NAZARENE UNIVERSITY       | 300    | Sheila Jean Brooks      | ESG           |
| 3/2/2005   | SOUTHERN NAZARENE UNIVERSITY       | 300    | Sheila Jean Brooks      | ESG           |
| 3/2/2005   | STEPHENS COLLEGE                   | 300    | Gary Lee Stephenson     | ESG           |
| 3/2/2005   | TEXAS TECH UNIVERSITY FOUNDATION   | 300    | Gary Lee Stephenson     | ESG           |
| 3/2/2005   | UNIVERSITY OF ARKANSAS FOUNDATION  | 300    | James Rounsavall        | ESG           |
| 3/2/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 300    | Dwight David Fulton     | ESG           |
| 3/2/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 300    | NANCY T BENTHIEN        | ESG           |
| 3/2/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 300    | Steven Howard Gray      | ESG           |
| 3/2/2005   | UNIVERSITY OF OREGON FOUNDATION    | 300    | Federca Manni Curby     | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 280    | Nitsch, James A         | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON              | 270    | STOKES, FRANCIS XAV     | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 268    | BOWLING, JAMES PAUL     | KBR           |
| 3/2/2005   | STANFORD UNIVERSITY                | 250    | STEWART A LEVIN         | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 250    | STINDT, WILLIAM         | KBR           |
| 4/13/2005  | UNIVERSITY OF COLORADO FDN         | 250    | JOSEPH F STUCKA         | KBR           |
| 3/2/2005   | UNIVERSITY OF NORTHERN COLORADO    | 250    | JOSEPH F STUCKA         | KBR           |
| 9/19/2005  | UNIVERSITY OF TEXAS AT AUSTIN      | 242    | BRENT, NEIL A           | ESG           |
| 9/19/2005  | OUR LADY OF THE LAKE UNIVERSITY    | 240    | LAUPER, APRIL R         | KBR           |
| 3/2/2005   | UNIVERSITY OF HOUSTON              | 240    | ROBERT S BURLINGAME     | KBR           |
| 7/8/2005   | UNIVERSITY OF ST THOMAS            | 240    | ROMAN, DEBBIE LYNN      | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 230    | LAUPER, APRIL R         | KBR           |
| 4/13/2005  | TEXAS A & M UNIVERSITY             | 230    | RYAN MATTHEW BLACKLOCK  | ESG           |
| 1/25/2005  | TEXAS A & M UNIVERSITY             | 230    | KAREN KRAFKA SUBIETA    | ESG           |
| 1/25/2005  | TEXAS A & M UNIVERSITY             | 230    | ROGER BONARD KNIGHT     | ESG           |
| 9/19/2005  | ANGELO STATE UNIVERSITY            | 200    | Williams, Carolyn Bia   | ESG           |
| 9/19/2005  | CALIFORNIA STATE LONG BEACH        | 200    | Ewert, David P          | ESG           |
| 7/8/2005   | CARNEGIE MELLON UNIVERSITY         | 200    | CHARTIER, CHERYL A      | KBR           |
| 7/8/2005   | COLORADO SCHOOL OF MINES FDN       | 200    | MULLEN, MICHAEL J       | ESG           |
| 7/8/2005   | COLORADO STATE UNIVERSITY          | 200    | Kundert, Donald Pat     | ESG           |
| 3/2/2005   | COLORADO STATE UNIVERSITY          | 200    | Travis Earl Stripling   | KBR           |
| 4/13/2005  | FORT HAYS STATE UNIVERSITY         | 200    | Marvin Carl Zimmer      | ESG           |
| 3/2/2005   | GEORGIA TECH FOUNDATION            | 200    | JAMES F STRICKLAND      | KBR           |
| 9/19/2005  | GEORGIA TECH FOUNDATION            | 200    | Esquibel, Oscar M       | KBR           |
| 9/19/2005  | HOUSTON BAPTIST UNIVERSITY         | 200    | Mitchell, James J       | KBR           |
| 4/13/2005  | INDIANA UNIVERSITY FOUNDATION      | 200    | BRIAN P TOWELL          | ESG           |
| 7/8/2005   | KANSAS STATE UNIVERSITY FOUNDATION | 200    | BORELL, JARRET MARK     | ESG           |
| 3/2/2005   | KANSAS STATE UNIVERSITY FOUNDATION | 200    | ROBERT LYNN BAKER       | ESG           |
| 3/2/2005   | KANSAS STATE UNIVERSITY FOUNDATION | 200    | Kevin Thomas Berscheidt | ESG           |
| 9/19/2005  | KANSAS STATE UNIVERSITY FOUNDATION | 200    | Berscheidt, Kevin Tho   | ESG           |
| 4/13/2005  | KANSAS UNIVERSITY                  | 200    | LARRY B MORGAN          | KBR           |
| 3/2/2005   | KANSAS UNIVERSITY                  | 200    | LARRY B MORGAN          | KBR           |
| 4/13/2005  | LAMAR UNIVERSITY                   | 200    | Michael Wayne Sanders   | ESG           |
| 3/2/2005   | LUTHERAN SCHOOL OF THEOLOGY AT     | 200    | JAMES GREGORY BADGETT   | KBR           |
| 7/8/2005   | MICHIGAN TECHNOLOGICAL U-FDN       | 200    | Zimmerman, Mark A       | ESG           |
| 4/13/2005  | MILWAUKEE SCHOOL OF ENGINEERING    | 200    | STEVEN MICHAEL SLATKY   | ESG           |
| 1/25/2005  | MONTANA STATE UNIVERSITY           | 200    | Michael John Eberhard   | ESG           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                             | Amount | Employee Name                | Business Unit |
|------------|------------------------------------|--------|------------------------------|---------------|
| 3/2/2005   | MONTANA TECH FOUNDATION            | 200    | Valerie Jean Yeager          | ESG           |
| 4/13/2005  | OKLAHOMA STATE UNIV FOUNDATION     | 200    | Don Minter Everett           | ESG           |
| 1/25/2005  | OKLAHOMA STATE UNIV FOUNDATION     | 200    | Joe Darrell Hobson           | ESG           |
| 9/19/2005  | OKLAHOMA STATE UNIV FOUNDATION     | 200    | Ishmael, Rex Har             | ESG           |
| 3/2/2005   | PRINCETON UNIVERSITY               | 200    | MICHAEL BOGH-HENRIKSEN       | KBR           |
| 3/2/2005   | RENSSELAER POLYTECHNIC INSTITUTE   | 200    | WILLIAM WAGNER               | KBR           |
| 4/13/2005  | RICE UNIVERSITY                    | 200    | Anthony Lee Palmer           | KBR           |
| 4/13/2005  | RICE UNIVERSITY                    | 200    | CRAIG WONDER LAMISON         | KBR           |
| 9/19/2005  | RICE UNIVERSITY                    | 200    | GUIDA, JAMES KENT            | ESG           |
| 9/19/2005  | RICE UNIVERSITY                    | 200    | COVINGTON, MARK RICHARD      | KBR           |
| 3/2/2005   | RUTGERS UNIVERSITY FOUNDATION      | 200    | WILLIAM H VAN SWERINGEN      | KBR           |
| 3/2/2005   | SAINT MARYS COLLEGE                | 200    | EVELYN ANGELLE               | ESG           |
| 7/8/2005   | SMITH COLLEGE                      | 200    | BAXTER, JULIE ANNETTE        | ESG           |
| 4/13/2005  | SOUTHERN METHODIST UNIVERSITY      | 200    | ROBERT L HAYTER              | ESG           |
| 3/2/2005   | SOUTHWESTERN UNIVERSITY            | 200    | BIFF ARTHUR BRANNON          | KBR           |
| 7/8/2005   | STEPHEN F AUSTIN STATE UNIVERSITY  | 200    | BIEN, CHRISTINE M            | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 200    | Goetz, John H                | KBR           |
| 7/8/2005   | TEXAS A&M U7NIVERSITY - KINGSVILLE | 200    | Berryman, Leslie Newton      | ESG           |
| 3/2/2005   | TEXAS TECH UNIVERSITY FOUNDATION   | 200    | David Gordon Bradley         | KBR           |
| 3/2/2005   | TEXAS TECH UNIVERSITY FOUNDATION   | 200    | Marlowe Duane Bentley        | KBR           |
| 9/19/2005  | TEXAS TECH UNIVERSITY FOUNDATION   | 200    | FERFON, BROOKIE D'LISE       | ESG           |
| 9/19/2005  | TEXAS TECH UNIVERSITY FOUNDATION   | 200    | SANDERS, ROBERT LEE          | ESG           |
| 1/25/2005  | TRINITY UNIVERSTIY                 | 200    | BIFF ARTHUR BRANNON          | KBR           |
| 3/2/2005   | UNIVERSITY OF COLORADO FDN         | 200    | Kenneth W Pober              | ESG           |
| 7/8/2005   | UNIVERSITY OF HOUSTON              | 200    | Ramdass, Jayaram             | KBR           |
| 7/8/2005   | UNIVERSITY OF HOUSTON              | 200    | WOODRUFF, FRANK J            | ESG           |
| 3/2/2005   | UNIVERSITY OF HOUSTON              | 200    | Charles E Pohla              | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON              | 200    | GALLAGHER, STEPHEN GER       | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON              | 200    | Shaw, John Ronald            | KBR           |
| 3/2/2005   | UNIVERSITY OF ILLINOIS FOUNDATION  | 200    | LARRY B MORGAN               | KBR           |
| 1/25/2005  | UNIVERSITY OF ILLINOIS FOUNDATION  | 200    | Randal Thomas Beste          | ESG           |
| 7/8/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 200    | MULLEN, MICHAEL J            | ESG           |
| 3/2/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 200    | Douglas B Finley             | ESG           |
| 3/2/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 200    | PAUL WILLIAM HEILMAN         | ESG           |
| 3/2/2005   | UNIVERSITY OF MISSOURI-ROLLA       | 200    | PAUL WILLIAM HEILMAN         | ESG           |
| 9/19/2005  | UNIVERSITY OF MISSOURI-ROLLA       | 200    | Finley, Douglas B            | ESG           |
| 7/8/2005   | UNIVERSITY OF NOTRE DAME           | 200    | WASP, TIMOTHY H              | KBR           |
| 3/2/2005   | UNIVERSITY OF NOTRE DAME           | 200    | EVELYN ANGELLE               | ESG           |
| 3/2/2005   | UNIVERSITY OF OKLAHOMA FDN INC     | 200    | Steven Howard Gray           | ESG           |
| 3/2/2005   | UNIVERSITY OF ST THOMAS            | 200    | MYTHEEN M ASHRAF             | KBR           |
| 1/25/2005  | UNIVERSITY OF ST THOMAS            | 200    | FELIX J FERNANDEZ DE LA VEGA | KBR           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT ARLINGTON   | 200    | FOSTER, JERRY C              | ESG           |
| 1/25/2005  | UNIVERSITY OF TEXAS AT ARLINGTON   | 200    | DORIS PELT                   | Corp          |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 200    | NATENBURG, DAVID W           | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 200    | NATENBURG, DAVID W           | ESG           |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN      | 200    | BRADLEY E YOUNG              | KBR           |
| 3/2/2005   | UNIVERSITY OF TEXAS AT AUSTIN      | 200    | Stephen Collins Russell      | ESG           |
| 7/8/2005   | UNIVERSITY OF TULSA                | 200    | Soter, Kevin L               | ESG           |
| 4/13/2005  | UNIVERSITY OF TULSA                | 200    | LEWIS L RICH                 | KBR           |
| 4/13/2005  | UNIVERSITY OF WISCONSIN            | 200    | LARRY A JACOBSON             | ESG           |
| 3/2/2005   | UNIVERSITY OF WISCONSIN            | 200    | NANCY T BENTHIEN             | ESG           |
| 9/19/2005  | UNIVERSITY OF WISCONSIN            | 200    | Hendricks, William E         | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 180    | POWER, BRIAN ROBERT          | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 180    | Harper, Joseph G             | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY             | 180    | Swanbeck, Ian J              | KBR           |
| 4/13/2005  | TEXAS A & M UNIVERSITY             | 180    | Leslie Newton Berryman       | ESG           |
| 4/13/2005  | TEXAS A & M UNIVERSITY             | 180    | Bradley Dean Selsor          | ESG           |
| 4/13/2005  | TEXAS A & M UNIVERSITY             | 180    | WILLIAM STINDT               | KBR           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date | School                              | Amount | Employee Name               | Business Unit |
|------------|-------------------------------------|--------|-----------------------------|---------------|
| 4/13/2005  | TEXAS A & M UNIVERSITY              | 180    | Kevin W Halliburton         | ESG           |
| 4/13/2005  | TEXAS A & M UNIVERSITY              | 180    | THOMAS WAYNE SCHNEIDER      | KBR           |
| 4/13/2005  | TEXAS A & M UNIVERSITY              | 180    | Russell E Davis             | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 180    | DAVID M DEWVEALL            | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 180    | Mark Louis Herzog           | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 180    | Joseph Leon Korenek         | KBR           |
| 1/25/2005  | TEXAS A & M UNIVERSITY              | 180    | STEWART HAMPTON FOWLER      | ESG           |
| 1/25/2005  | TEXAS A & M UNIVERSITY              | 180    | THOMAS A BULLARD            | KBR           |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 180    | JACKSON, MATTHEW MELSON     | KBR           |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN       | 168    | JON E FERGUSON              | KBR           |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN       | 168    | JON E FERGUSON              | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 160    | CHAKA, JASON SCOTT          | KBR           |
| 4/13/2005  | PURDUE FOUNDATION                   | 150    | MARIA A CAMACHO             | KBR           |
| 4/13/2005  | UNIVERSITY OF TEXAS AT AUSTIN       | 150    | Kenneth Grajek              | KBR           |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 147    | JANIK, KYLE ZAC             | ESG           |
| 4/13/2005  | TEXAS A & M UNIVERSITY              | 146    | Stephen Cleve Flowers       | ESG           |
| 4/13/2005  | TEXAS A & M UNIVERSITY              | 130    | David Neil Pronger          | ESG           |
| 9/19/2005  | UNIVERSITY OF ALABAMA               | 130    | Seibert, James Thomas       | KBR           |
| 3/2/2005   | FRIENDS OF THE UNIVERSITY OF AUCKLA | 120    | GRAHAM C FLEMING            | KBR           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 120    | HADDOCK, WILLIAM S          | KBR           |
| 9/19/2005  | UNIVERSITY OF HOUSTON               | 120    | ELPHICK, JOHN D             | KBR           |
| 9/19/2005  | UNIVERSITY OF LA AT LAFAYETTE       | 120    | Traugott, David A           | ESG           |
| 7/8/2005   | UNIVERSITY OF TEXAS AT AUSTIN       | 112    | SCHAKETT, HARRY RUSSELL     | ESG           |
| 3/2/2005   | CANISIUS COLLEGE                    | 100    | DANIEL JOSEPH BILKA         | ESG           |
| 3/2/2005   | CLARKSON UNIVERSITY                 | 100    | RICHARD B ERICSON           | KBR           |
| 7/8/2005   | EASTERN ILLINOIS UNIVERSITY         | 100    | Malicki, David L            | ESG           |
| 4/13/2005  | FORDHAM UNIVERSITY                  | 100    | WILLIAM H VAN SWERINGEN     | KBR           |
| 3/2/2005   | GRAND VALLEY STATE UNIVERSITY       | 100    | David L Malicki             | ESG           |
| 3/2/2005   | HOUSTON BAPTIST UNIVERSITY          | 100    | RICHARD B ERICSON           | KBR           |
| 4/13/2005  | HUMBOLDT STATE UNIVERSITY           | 100    | THOMAS JOHN ALLEN           | KBR           |
| 3/2/2005   | KANSAS STATE UNIVERSITY FOUNDATION  | 100    | JARRET MARK BORELL          | ESG           |
| 7/8/2005   | LOUISIANA STATE U FOUNDATION        | 100    | Soter, Kevin L              | ESG           |
| 4/13/2005  | LOUISIANA TECH U FOUNDATION         | 100    | JAMES L WALLACE             | KBR           |
| 7/8/2005   | NAZARENE THEOLOGICAL SEMINARY       | 100    | Weaver, Jimmie Dean         | ESG           |
| 9/19/2005  | NORTHWESTERN UNIVERSITY             | 100    | Kishore, Atit               | KBR           |
| 7/8/2005   | OKLAHOMA STATE UNIV FOUNDATION      | 100    | Pollock, Sheri Lynn         | ESG           |
| 9/19/2005  | OKLAHOMA STATE UNIV FOUNDATION      | 100    | Brandell, John Tay          | ESG           |
| 9/19/2005  | OKLAHOMA STATE UNIV FOUNDATION      | 100    | Harl, William R             | KBR           |
| 4/13/2005  | OREGON STATE UNIVERSITY FOUNDATION  | 100    | PATRICK E LAURSEN           | ESG           |
| 3/2/2005   | POTSDAM COLLEGE FOUNDATION INC      | 100    | RICHARD B ERICSON           | KBR           |
| 9/19/2005  | PRINCETON UNIVERSITY                | 100    | LEVIN, STEWART A            | ESG           |
| 4/13/2005  | RICE UNIVERSITY                     | 100    | Bradley H Winkler           | KBR           |
| 4/13/2005  | RICE UNIVERSITY                     | 100    | STEVEN D ABRAHAMS           | KBR           |
| 4/13/2005  | SOUTHERN ILLINOIS UNIVERSITY        | 100    | David L Malicki             | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 100    | FRIEDEL, ANDREA K           | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 100    | Tuckness, Cynthia Elizabeth | ESG           |
| 7/8/2005   | TEXAS A & M UNIVERSITY              | 100    | Strubling, David Mark       | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 100    | THOMAS WAYNE SCHNEIDER      | KBR           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 100    | Christi L Selby             | ESG           |
| 3/2/2005   | TEXAS A & M UNIVERSITY              | 100    | THOMAS WAYNE SCHNEIDER      | KBR           |
| 1/25/2005  | TEXAS A & M UNIVERSITY              | 100    | JAMES K WALLACE             | ESG           |
| 9/19/2005  | TEXAS A & M UNIVERSITY              | 100    | MOSIER, RONNIE ALA          | ESG           |
| 4/13/2005  | UNIV OF TEX MD ANDERSON CANCER CTR  | 100    | Richard G Tietz             | ESG           |
| 3/2/2005   | UNIVERSITY AT BUFFALO FOUNDATION IN | 100    | DANIEL JOSEPH BILKA         | ESG           |
| 7/8/2005   | UNIVERSITY OF ARKANSAS FOUNDATION   | 100    | Spanel, Augustine Anthony   | ESG           |
| 9/19/2005  | UNIVERSITY OF CALIFORNIA-SANTA CRUZ | 100    | ROLFSEN, SUSAN E            | ESG           |
| 3/2/2005   | UNIVERSITY OF CA-LOS ANGELES        | 100    | Laurence Jay Land           | ESG           |
| 7/8/2005   | UNIVERSITY OF CONNECTICUT           | 100    | BARKER, RAYMOND CHARLES     | KBR           |

**Halliburton Foundation, Inc.**  
**Matching Gifts - College/University**  
**December 31, 2005**

| Check Date                        | School                             | Amount         | Employee Name          | Business Unit |
|-----------------------------------|------------------------------------|----------------|------------------------|---------------|
| 7/8/2005                          | UNIVERSITY OF FLORIDA FOUNDATION   | 100            | SULLIVAN, DENNIS G     | ESG           |
| 7/8/2005                          | UNIVERSITY OF HOUSTON              | 100            | ZENG, DAVID REN        | ESG           |
| 7/8/2005                          | UNIVERSITY OF HOUSTON              | 100            | AYERS, CLAY            | KBR           |
| 7/8/2005                          | UNIVERSITY OF HOUSTON              | 100            | TULLOS, BRYAN H        | KBR           |
| 7/8/2005                          | UNIVERSITY OF HOUSTON              | 100            | GREANEY, KEVIN M       | KBR           |
| 7/8/2005                          | UNIVERSITY OF HOUSTON              | 100            | Vackar, Michael F      | ESG           |
| 4/13/2005                         | UNIVERSITY OF HOUSTON              | 100            | THOMAS ANTHONY SCHUMAN | ESG           |
| 4/13/2005                         | UNIVERSITY OF HOUSTON              | 100            | David L Malicki        | ESG           |
| 4/13/2005                         | UNIVERSITY OF HOUSTON              | 100            | THOMAS LEE MELENRIC    | KBR           |
| 4/13/2005                         | UNIVERSITY OF HOUSTON              | 100            | Joseph K Ellis         | ESG           |
| 9/19/2005                         | UNIVERSITY OF HOUSTON              | 100            | CARTER, BRUCE W        | KBR           |
| 9/19/2005                         | UNIVERSITY OF HOUSTON              | 100            | STONER, TERRY L        | KBR           |
| 9/19/2005                         | UNIVERSITY OF HOUSTON              | 100            | BRILLHART, XUYEN B.    | KBR           |
| 7/8/2005                          | UNIVERSITY OF MICHIGAN             | 100            | Yonker, John Herman    | ESG           |
| 3/2/2005                          | UNIVERSITY OF MISSOURI-ROLLA       | 100            | JAMES M IVY            | KBR           |
| 1/25/2005                         | UNIVERSITY OF MISSOURI-ROLLA       | 100            | Steven R Blattel       | ESG           |
| 7/8/2005                          | UNIVERSITY OF OKLAHOMA FDN INC     | 100            | GLOVER, WALTER FLOYD   | ESG           |
| 7/8/2005                          | UNIVERSITY OF OKLAHOMA FDN INC     | 100            | Morgan, Ronald Eugene  | ESG           |
| 1/25/2005                         | UNIVERSITY OF OKLAHOMA FDN INC     | 100            | Lance Everett Brothers | ESG           |
| 1/25/2005                         | UNIVERSITY OF ROCHESTER            | 100            | SHELDON BURT GORELL    | ESG           |
| 1/25/2005                         | UNIVERSITY OF SCIENCE & ARTS       | 100            | CRAIG WAYNE RODDY      | ESG           |
| 3/2/2005                          | UNIVERSITY OF TEXAS AT ARLINGTON   | 100            | Lewis Douglas Box      | ESG           |
| 7/8/2005                          | UNIVERSITY OF TEXAS AT AUSTIN      | 100            | NATENBURG, DAVID W     | ESG           |
| 3/2/2005                          | UNIVERSITY OF TEXAS AT AUSTIN      | 100            | Charles Louis Wagner   | ESG           |
| 9/19/2005                         | UNIVERSITY OF TEXAS AT AUSTIN      | 100            | Grajek, Kenneth        | KBR           |
| 9/19/2005                         | UNIVERSITY OF TEXAS AT DALLAS      | 100            | WARDAK, AJMAL          | ESG           |
| 4/13/2005                         | UNIVERSITY OF TULSA                | 100            | TONY P CHAN            | KBR           |
| 3/2/2005                          | UTAH STATE UNIVERSITY              | 100            | THOMAS JOHN ALLEN      | KBR           |
| 3/2/2005                          | KANSAS STATE UNIVERSITY FOUNDATION | 50             | Alan Barth Duell       | ESG           |
|                                   | Unclaimed Gifts                    | (8,580)        |                        |               |
| Total Matching Gifts - University |                                    | <u>959,775</u> | Year to Date           |               |

**Halliburton Foundation, Inc.  
Matching Gifts - K through 12  
December 31, 2005**

| Check Date | School                            | Amount | Employee Name             | Business Unit |
|------------|-----------------------------------|--------|---------------------------|---------------|
| 1/25/2005  | SMOKY VALLEY USD #400             | 1,000  | Mark Daniel Swift         | ESG           |
| 3/2/2005   | STRAKE JESUIT COLLEGE PREPARATORY | 1,000  | Jaclyn R Macbeth          | ESG           |
| 3/2/2005   | CONDIT ELEMENTARY PTO             | 1,000  | THOMAS C BANER            | KBR           |
| 3/2/2005   | SAINT PIUS X HIGH SCHOOL          | 1,000  | Joe F Denton              | ESG           |
| 3/2/2005   | JOHN COOPER SCHOOL                | 1,000  | GERARDO MIJARES           | KBR           |
| 3/2/2005   | ROSEHILL CHRISTIAN SCHOOL         | 1,000  | GINA E WORTHY             | ESG           |
| 3/2/2005   | MARY IMMACULATE SCHOOL            | 1,000  | Leo Guadalupe Collins     | ESG           |
| 3/2/2005   | COMANCHE PUBLIC SCHOOLS           | 1,000  | PATRICIA J STOGSDILL      | ESG           |
| 3/2/2005   | NORTHLAND CHRISTIAN SCHOOL        | 1,000  | Donald C Vaughn           | Corp          |
| 3/2/2005   | ST FRANCIS EPISCOPAL DAY SCHOOL   | 1,000  | EDGAR DENNIS GRIFFITH     | KBR           |
| 4/13/2005  | GRACE SCHOOL                      | 1,000  | GARY L CARLSON            | KBR           |
| 4/13/2005  | HOLY SPIRIT EPISCOPAL SCHOOL      | 1,000  | ROLLA L LONG              | ESG           |
| 4/13/2005  | SAINT JOHNS SCHOOL                | 1,000  | WILLIAM H. VAN SWERINGEN  | KBR           |
| 4/13/2005  | MEADOW WOOD ELEMENTARY            | 1,000  | MICHAEL P QUINLAN         | KBR           |
| 4/13/2005  | SCHOOL OF THE WOODS               | 1,000  | NANCY T BENTHIEN          | ESG           |
| 4/13/2005  | COMANCHE PUBLIC SCHOOLS           | 1,000  | PAULA LINN HARPER         | ESG           |
| 4/13/2005  | HACKLEY SCHOOL                    | 1,000  | AHMED FOURATI             | ESG           |
| 4/13/2005  | FIRST BAPTIST ACADEMY             | 1,000  | STEPHEN E. RONCZY         | KBR           |
| 4/13/2005  | FIRST BAPTIST ACADEMY             | 1,000  | DONNIE WAYNE HILL         | ESG           |
| 4/13/2005  | KOLTER ELEMENTARY SCHOOL          | 1,000  | Millicent Chancellor      | ESG           |
| 4/13/2005  | BISHOP SHANAHAN HIGH SCHOOL       | 1,000  | MARIAN MORYS              | ESG           |
| 4/13/2005  | TRINITY ELEMENTARY WEST           | 1,000  | GORDON S KESSEL           | ESG           |
| 7/8/2005   | OUR LADY OF GUADALUPE SCHOOL      | 1,000  | ARBOUR, PETER W           | KBR           |
| 7/8/2005   | MISSOURI MILITARY ACADEMY         | 1,000  | Vaughn, Donald C          | Corp          |
| 7/8/2005   | WESTMINSTER SCHOOL                | 1,000  | CURTIN, WILLIAM S         | KBR           |
| 7/8/2005   | ROSEHILL CHRISTIAN SCHOOL         | 1,000  | WYSOCKI, DAVID A          | ESG           |
| 9/19/2005  | SCHOOL OF THE WOODS               | 1,000  | BENTHIEN, NANCY T         | ESG           |
| 9/19/2005  | SAINT AGNES ACADEMY               | 1,000  | Lehmann, James H          | KBR           |
| 7/8/2005   | SAINT THOMAS HIGH SCHOOL          | 800    | Escorcica, Alvaro         | ESG           |
| 1/25/2005  | DUCHESNE ACADEMY                  | 700    | David L Malicki           | ESG           |
| 4/13/2005  | CONDIT ELEMENTARY PTO             | 700    | PETER D LOFTSPRING        | KBR           |
| 1/25/2005  | ST MARKS EPISCOPAL SCHOOL         | 600    | JAMES MICHAEL WRIGHT      | KBR           |
| 7/8/2005   | HEBRON ACADEMY                    | 600    | Swanbeck, Ian J           | KBR           |
| 7/8/2005   | PRESBYTERIAN SCHOOL               | 600    | FRAZIER, NERIA JANICE     | KBR           |
| 4/13/2005  | DUNCAN PUBLIC SCHOOLS             | 530    | Gregory Lynn Culp         | ESG           |
| 3/2/2005   | ST AGNES ACADEMY (TX)             | 500    | ANTHONY BENITO RODRIGUES  | ESG           |
| 3/2/2005   | STRAKE JESUIT COLLEGE PREPARATORY | 500    | JOHN QUINN                | KBR           |
| 3/2/2005   | KINGWOOD HIGH SCHOOL              | 500    | Kimberly J Burrows-Lawson | ESG           |
| 3/2/2005   | YESHIVA SCHOOLS                   | 500    | GEORGE E KRONMAN          | ESG           |
| 4/13/2005  | SAINT MICHAEL CATHOLIC SCHOOL     | 500    | Dennis Lee Dierckman      | KBR           |
| 4/13/2005  | SHELTON SCHOOL & EVAL CTR         | 500    | James Jay Ryan            | KBR           |
| 4/13/2005  | EPISCOPAL HIGH SCHOOL             | 500    | CHARLES CHRISTOPHER GAUT  | ESG           |
| 4/13/2005  | BRANCH SCHOOL                     | 500    | RICHARD L HANSEN          | ESG           |
| 4/13/2005  | ST FRANCIS EPISCOPAL DAY SCHOOL   | 500    | CHARLES CHRISTOPHER GAUT  | ESG           |
| 7/8/2005   | VELMA-ALMA PUBLIC SCHOOLS         | 500    | WILLIAMS, WADE OLEN       | ESG           |
| 7/8/2005   | HOLY SPIRIT EPISCOPAL SCHOOL      | 500    | LINTON, EUGENE HENRY      | ESG           |
| 7/8/2005   | ST PAULS SCHOOL                   | 500    | Precourt, Jay A.          | Corp          |
| 3/2/2005   | STRAKE JESUIT COLLEGE PREPARATORY | 400    | JAMES GREGORY BADGETT     | KBR           |
| 3/2/2005   | GRACE SCHOOL                      | 400    | DAVID COLIN ROWE          | ESG           |
| 3/2/2005   | INNER CITY SCHOOLS                | 400    | HENRY LEE MERRY           | KBR           |
| 3/2/2005   | CENTRAL HEIGHTS SCHOOL            | 400    | Juanita Morgan Cassidy    | ESG           |
| 3/2/2005   | LOWELL SCHOOL                     | 400    | CHARLES JOSEPH DIBONA     | Corp          |
| 3/2/2005   | ST IGNATIUS SCHOOL                | 400    | John Joseph Fesenmeier    | KBR           |

**Halliburton Foundation, Inc.  
Matching Gifts - K through 12  
December 31, 2005**

| Check Date | School                          | Amount | Employee Name             | Business Unit |
|------------|---------------------------------|--------|---------------------------|---------------|
| 4/13/2005  | DUNCAN PUBLIC SCHOOLS           | 400    | BRYAN KEITH WAUGH         | ESG           |
| 4/13/2005  | MCGILL-TOOLEN HIGH SCHOOL       | 400    | John Joseph Fesenmeier    | KBR           |
| 4/13/2005  | MCGILL-TOOLEN HIGH SCHOOL       | 400    | Gilbert A. Pierre         | KBR           |
| 4/13/2005  | ST JOHNS COUNTRY DAY SCHOOL     | 400    | GORDON MARION BUTLER, JR. | KBR           |
| 4/13/2005  | HARRISBURG HIGH SCHOOL          | 400    | Darrell Layne Jantz       | ESG           |
| 7/8/2005   | SAINT CECILIA SCHOOL-LA         | 400    | Serio, Michael Charles    | ESG           |
| 9/19/2005  | PHILLIPS ACADEMY                | 400    | ELIASSEN, JOHN D.         | KBR           |
| 7/8/2005   | ST THOMAS MORE HIGH SCHOOL      | 350    | MORRIS, JOHN DAVID        | ESG           |
| 1/25/2005  | JOHN PAUL II CATHOLIC SCHOOL    | 300    | HARVEY E. MCBEE           | KBR           |
| 3/2/2005   | DUNCAN PUBLIC SCHOOLS           | 300    | KENNETH CHARLES PARKS     | ESG           |
| 3/2/2005   | SAINT JOHN SCHOOL (KANSAS)      | 300    | Juanita Morgan Cassidy    | ESG           |
| 3/2/2005   | ST LAURENCE CATHOLIC SCHOOL     | 300    | PATRICK E LAURSEN         | ESG           |
| 3/2/2005   | CENTRAL LATOURCHE HIGH SCHOOL   | 300    | Sheila Jean Brooks        | ESG           |
| 4/13/2005  | CENTRAL CATHOLIC HIGH           | 300    | STEVEN A JOLIAT           | ESG           |
| 7/8/2005   | DUNCAN PUBLIC SCHOOLS           | 300    | Stewart, Kevin Michael    | ESG           |
| 9/19/2005  | ARCHBISHOP MOLLOY HIGH SCHOOL   | 300    | WASP, TIMOTHY H.          | KBR           |
| 7/8/2005   | DUNCAN PUBLIC SCHOOLS           | 270    | NELSON, MARLA FRANCES     | ESG           |
| 3/2/2005   | OUR LADY OF GUADALUPE SCHOOL    | 260    | LORENA LUNA               | ESG           |
| 4/13/2005  | REGIS JESUIT HIGH SCHOOL        | 250    | JOSEPH F. STUCKA          | KBR           |
| 7/8/2005   | DUNCAN PUBLIC SCHOOLS           | 250    | Anthony, Thomas Mason     | ESG           |
| 1/25/2005  | MOUNT CARMEL HIGH SCHOOL        | 200    | HENRY K JAZDZEWSKI        | ESG           |
| 1/25/2005  | ASHFORD ELEMENTARY              | 200    | IRVIN MARIO LUTZ          | ESG           |
| 1/25/2005  | FORT SETTLEMENT MIDDLE SCHOOL   | 200    | Keith David Romaine       | ESG           |
| 3/2/2005   | ST THOMAS MORE HIGH SCHOOL      | 200    | Bradley Dean Selsor       | ESG           |
| 3/2/2005   | ST JOSEPH HIGH SCHOOL           | 200    | Charles Louis Wagner      | ESG           |
| 4/13/2005  | DUNCAN PUBLIC SCHOOLS           | 200    | SHANNON L RILEY           | ESG           |
| 4/13/2005  | DUNCAN PUBLIC SCHOOLS           | 200    | DEAN A THOMPSON           | ESG           |
| 7/8/2005   | DUNCAN PUBLIC SCHOOLS           | 200    | ROBINSON, LORRAINE DEBRA  | ESG           |
| 7/8/2005   | DUNCAN PUBLIC SCHOOLS           | 200    | Caskey, Kenneth Dale      | ESG           |
| 7/8/2005   | DUNCAN PUBLIC SCHOOLS           | 200    | Jantz, Eric Lynn          | ESG           |
| 7/8/2005   | SAINT CECILIA SCHOOL-TX         | 200    | GREANEY, JAMES P          | KBR           |
| 7/8/2005   | ST LAURENCE CATHOLIC SCHOOL     | 200    | LAURSEN, PATRICK E        | ESG           |
| 9/19/2005  | JOHN PAUL II CATHOLIC SCHOOL    | 200    | MCBEE, HARVEY E           | KBR           |
| 9/19/2005  | DE LA SALLE HIGH SCHOOL         | 200    | Smith, Jefferson          | KBR           |
| 9/19/2005  | JOHN PAUL II CATHOLIC SCHOOL    | 200    | MCBEE, HARVEY E.          | KBR           |
| 9/19/2005  | KINKAID SCHOOL INC              | 200    | PATYK, MIKE A.            | KBR           |
| 3/2/2005   | BRIARWOOD SCHOOL                | 150    | John H. Kowpak            | ESG           |
| 3/2/2005   | HUMBLE ISD EDUCATION FOUNDATION | 100    | ALAN J. SMITH             | KBR           |
| 7/8/2005   | JOHN PAUL II CATHOLIC SCHOOL    | 100    | MCBEE, HARVEY E.          | KBR           |
| 1/25/2005  | WALKER STATION ELEMENTARY       | 60     | WILLIAM L MINTURN         | KBR           |
| 4/13/2005  | DUNCAN PUBLIC SCHOOLS           | 60     | Valerie Jean Yeager       | ESG           |
| 4/13/2005  | DUNCAN PUBLIC SCHOOLS           | 50     | Dana Jo Stanley           | ESG           |
| 4/13/2005  | WILLOW WOOD JR HIGH             | 50     | Louise Milligan Trotter   | KBR           |
|            | Unclaimed Gift                  | (200)  |                           |               |

Total Matching Gifts - K through 12

51,080

Year to Date

Halliburton Foundation, Inc.  
Halliburton VIP Gifts  
December 31, 2005

| <u>Date</u> | <u>Recipient Name</u>  | <u>Amount</u> | <u>Employee</u>           |
|-------------|--|---------------|---------------------------|
| 9/14/2005   | 100 Black Men of Metropolitan Houston, Inc   | 200           | Bert Jennings             |
| 9/14/2005   | A D Players  | 250           | Joan Heath                |
| 9/14/2005   | Alice L. Haltom Educational Fund   | 250           | Winston (Allan) Heath, Jr |
| 9/14/2005   | Alpha-Omega Miracle Home   | 200           | Richard Barry             |
| 9/14/2005   | Alzheimer's Disease and Related Disorders Association, Inc - North/West Michigan Chapter | 200           | John Guoynes              |
| 9/14/2005   | American Association of University Women   | 200           | Russell (Rusty) Bayh      |
| 9/14/2005   | American Cancer Society  | 250           | Jennifer Smith            |
| 9/14/2005   | American Cancer Society  | 250           | Terri Williams            |
| 9/14/2005   | American Cancer Society - Relay for Life   | 200           | Darlene Bares             |
| 9/14/2005   | American Cancer Society - Rocky Mountain Division  | 400           | Kari Turnquist            |
| 9/14/2005   | American Field Services (AFS) - USA Inc  | 400           | David Coyle               |
| 9/14/2005   | American Petroleum Institute - Central Wyoming Chapter                                   | 300           | Curtis Cheetham           |
| 9/14/2005   | American Society for International Shanti (ASIS)   | 200           | Prakash Hanagud           |
| 9/14/2005   | Angel Flight South Central   | 200           | David Ripley              |
| 9/14/2005   | Arthritis Association of Kern County   | 200           | Robin Bohn                |
| 9/14/2005   | Asian American Health Coalition of the Greater Houston Area                              | 200           | Fenlin Wu                 |
| 9/14/2005   | Barbers Hill 4-H   | 300           | Kimberly (Kim) Anderson   |
| 9/14/2005   | Battered Women's Foundation  | 200           | Regina Hatcher            |
| 9/14/2005   | Best Friends Animal Society  | 250           | Steven Paine              |
| 9/14/2005   | Big Brothers Big Sisters of Midland, Texas   | 200           | Janie Snelson             |
| 9/14/2005   | Bikers Against Child Abuse (BACA) - S E Oklahoma Chapter                                 | 200           | James Shaw                |
| 9/14/2005   | BoHua Chinese School   | 300           | Hongling (Lydia) Deng     |
| 9/14/2005   | Boy Scout Troop 275  | 400           | Kevin Buhl                |
| 9/14/2005   | Boy Scout Troop 417  | 300           | Steve Crain               |
| 9/14/2005   | Boy Scout Troop 452  | 250           | John Y'Barbo              |
| 9/14/2005   | Boy Scout Troop 584  | 250           | Robert Brewer             |
| 9/14/2005   | Boy Scout Troop 618  | 300           | Stephen Vale              |
| 9/14/2005   | Boy Scouts of America - Central Wyoming Council  | 400           | Robert Everson            |
| 9/14/2005   | Boy Scouts of America- Pack 301  | 300           | Mark Gray                 |
| 9/14/2005   | Brother Francis Shelter  | 300           | Joe Hess                  |
| 9/14/2005   | Camp Quality Texas   | 200           | Anneliese Kulakofsky      |
| 9/14/2005   | Camp Quality Texas   | 300           | Constance (Connie) Glover |
| 9/14/2005   | Camp Quality Texas   | 250           | David Kulakofsky          |
| 9/14/2005   | Camp Quality Texas   | 300           | Karen Ann McConaughy      |
| 9/14/2005   | Camp Quality Texas   | 400           | Shelley Gualtieri         |
| 9/14/2005   | Camp Quality Texas   | 200           | Valerie House             |
| 9/14/2005   | Cape Coral Youth Crime Intervention Program - "Do the Right Thing"                       | 200           | Linda Kestler             |
| 9/14/2005   | Caring Heart Outreach Ministries   | 300           | Robert Corion             |
| 9/14/2005   | Carpenter's Shelter  | 200           | Heather Shriner           |
| 9/14/2005   | Chisholm Trail Youth Strings Orchestra   | 200           | Gary Funkhouser           |
| 9/14/2005   | Christian Family Counseling Center   | 200           | Dwain King                |
| 9/14/2005   | Christian Family Counseling Center   | 400           | Paula Harrison            |
| 9/14/2005   | Circle of Hope   | 250           | Craig Ward                |
| 9/14/2005   | Civil Air Patrol - Pinebelt Composite Squadron   | 250           | Randall Broussard         |
| 9/14/2005   | Civil Air Patrol, 7-6 Air Cavalry Composite Squadron                                     | 250           | David Ayre                |
| 9/14/2005   | Coastal Conservation Association   | 300           | Kiplin (Kip) Bettis       |
| 9/14/2005   | Coastal Conservation Association   | 400           | Lannie Buteau             |
| 9/14/2005   | Colorado Railroad Historical Foundation - Colorado Railroad Museum                       | 300           | Dennis Boucher            |
| 9/14/2005   | Cub Scout Pack 4417  | 250           | Larry Eoff                |
| 9/14/2005   | Cy-Falls High School Future Farmers of America (FFA) Booster Club                        | 250           | William (Bill) Moss III   |
| 9/14/2005   | Dallas Asian American Youth Orchestra (DAAYO)  | 400           | Pao Chen                  |
| 9/14/2005   | De Madres A Madres, Inc  | 400           | Judy Johle                |
| 9/14/2005   | Doris Denker Wheelchair Sports Foundation  | 200           | Richard Hartley Jr        |
| 9/14/2005   | Ducks Unlimited, Inc   | 400           | John Olson                |
| 9/14/2005   | Duncan Little Theater  | 300           | Sears (Tom) Dealy         |
| 9/14/2005   | Festival International de Louisiane  | 250           | Willie Schutz             |
| 9/14/2005   | Fort Bend Boys Choir of Texas  | 300           | Michelle Hannes           |
| 9/14/2005   | Friends of CASA, Inc   | 200           | David Underwood           |
| 9/14/2005   | Friends of Rescued Mastiffs  | 300           | Theodore (Ted) Butler     |
| 9/14/2005   | Friends of the Broadway  | 300           | Clyde Drain               |
| 9/14/2005   | Galveston Historical Foundation - Texas Seaport Museum                                   | 200           | Margaret Ringo            |

**Halliburton Foundation, Inc.  
Halliburton VIP Gifts  
December 31, 2005**

| <u>Date</u> | <u>Recipient Name</u>   | <u>Amount</u> | <u>Employee</u>          |
|-------------|---|---------------|--------------------------|
| 9/14/2005   | Gilbert and Sullivan Society of Houston                                 | 300           | Dennis Griffith          |
| 9/14/2005   | Girl Scout Troop 14011  | 200           | Robert (Bob) Bellah      |
| 9/14/2005   | Girl Scouts Brownie Troop 1539  | 200           | Londa Bass-Zavodny       |
| 9/14/2005   | Girl Scouts of San Jacinto Council                                      | 200           | Jill Cude                |
| 9/14/2005   | Gulf Coast Region CPSO  | 300           | Joseph (Joe) Ellis       |
| 9/14/2005   | Gulf Reefs Environmental Action Team (GREAT)                            | 300           | Larry Deweese            |
| 9/14/2005   | Hopeful Haven Equine Rescue Organization                                | 300           | Robert (Frank) Wynn      |
| 9/14/2005   | Houston Civic Symphony Orchestra, Inc.                                  | 250           | Vada (Blanche) Russell   |
| 9/14/2005   | Houston Dance Coalition   | 250           | Cynthia (Cindy) Schwartz |
| 9/14/2005   | Houston Diamonds & Dollars Inc  | 250           | Karen Larsen             |
| 9/14/2005   | Houston Heights Association   | 200           | Alma Cantu               |
| 9/14/2005   | Houston Horizon Chorus  | 400           | Elizabeth McCurdy        |
| 9/14/2005   | Houston Junior Chamber of Commerce Foundation                           | 400           | Paul Kramer              |
| 9/14/2005   | Houston Sail & Power Squadron   | 400           | William Haddock          |
| 9/14/2005   | Houston Ultimate Community  | 250           | Thomas Jackson           |
| 9/14/2005   | Houston World Affairs Council   | 300           | Saqib Amin               |
| 9/14/2005   | Houston's Youth Program for Enrichment                                  | 200           | Merrick Needham          |
| 9/14/2005   | Houston's Youth Program for Enrichment                                  | 200           | Todd Walton              |
| 9/14/2005   | Huntsville Memorial Hospital - Joe G Davis School of Vocational Nursing | 200           | Kendall (Ken) Surles     |
| 9/14/2005   | Husky Haven   | 400           | Nate Chesley             |
| 9/14/2005   | InfoQuest Foundation  | 250           | Arthur (Art) Ballard     |
| 9/14/2005   | Institute of Management Accountants                                     | 400           | Jeanne Clark             |
| 9/14/2005   | Islamic Relief  | 200           | Ali Gheewala             |
| 9/14/2005   | Islamic Relief  | 200           | Dina El-Deeb             |
| 9/14/2005   | James E Taylor Band Boosters  | 400           | Craig Crocker            |
| 9/14/2005   | James E Taylor Band Boosters  | 200           | Leonard Schaider         |
| 9/14/2005   | James E Taylor Band Boosters  | 400           | Stephanie Korczynski     |
| 9/14/2005   | Judy Johnson Memorial Foundation  | 300           | Thomas (Tom) Mitchell    |
| 9/14/2005   | Junior Achievement of Acadiana  | 200           | Lawrence (Larry) Lemarie |
| 9/14/2005   | Junior Achievement of Acadiana  | 250           | Perry Boudreaux          |
| 9/14/2005   | Junior Achievement of Acadiana  | 200           | Vicci Guillet            |
| 9/14/2005   | Junior Achievement of Southeast Texas                                   | 200           | Kevin Cuyler             |
| 9/14/2005   | Junior Achievement of West Virginia                                     | 300           | Gregory (Greg) Kozera    |
| 9/14/2005   | K-9 Corral, Inc   | 300           | Connie Bihon             |
| 9/14/2005   | Kennedy's Disease Association   | 300           | J Murray Williams        |
| 9/14/2005   | Klein Band Association  | 250           | Robert (Rob) Sutphen     |
| 9/14/2005   | Ladies Into Purchasing Stock (LIPS)                                     | 250           | Debbie Roman             |
| 9/14/2005   | Make-A-Wish Foundation of North Texas                                   | 300           | David Fish               |
| 9/14/2005   | March of Dimes  | 200           | Don Ashton               |
| 9/14/2005   | Memorial Assistance Ministries  | 200           | Muriel (Melissa) Thorne  |
| 9/14/2005   | Men in Mission, Inc   | 250           | Douglas Mur              |
| 9/14/2005   | Muscular Dystrophy Association (MDA)                                    | 400           | Camilo Diaz              |
| 9/14/2005   | Muscular Dystrophy Association (MDA)                                    | 300           | Randy Hopper             |
| 9/14/2005   | Muscular Dystrophy Association (MDA)                                    | 250           | Rayetta Weathers         |
| 9/14/2005   | Museum of Fine Arts, Houston  | 400           | Alice Lougin             |
| 9/14/2005   | Museum of Fine Arts, Houston The Guild                                  | 200           | Michelle Mullen          |
| 9/14/2005   | National Corvette Museum  | 200           | Robert Bush              |
| 9/14/2005   | National Multiple Sclerosis Society - Lone Star Chapter                 | 200           | Daniel Polczynski        |
| 9/14/2005   | National Multiple Sclerosis Society - Lone Star Chapter                 | 300           | James (Jim) Peiffer      |
| 9/14/2005   | National Multiple Sclerosis Society - Lone Star Chapter                 | 300           | Patricia Perry           |
| 9/14/2005   | National Parrot Rescue & Preservation Foundation (NPRPF)                | 400           | Susan (Sue) Van Gelder   |
| 9/14/2005   | National Wildlife Turkey Federation - Big Horn Chapter                  | 400           | Timothy Farris           |
| 9/14/2005   | Nehemiah Center Inc   | 200           | Robert Moore             |
| 9/14/2005   | Nepalese Association of Houston   | 400           | Rajendra (Raj) Shrestha  |
| 9/14/2005   | New Start Center  | 300           | William Bulliard         |
| 9/14/2005   | Northwest Assistance Ministries   | 200           | Ted Keuthan              |
| 9/14/2005   | Odyssey House Texas, Inc  | 200           | Margrit Behle            |
| 9/14/2005   | Oilfield Helping Hands  | 200           | Brent Balcer             |
| 9/14/2005   | Oilfield Helping Hands  | 200           | Gregory Rachal           |
| 9/14/2005   | Oilfield Helping Hands  | 250           | Richard (Rich) Orr       |
| 9/14/2005   | Oilfield Helping Hands  | 250           | Sandra Dows              |

**Halliburton Foundation, Inc.  
Halliburton VIP Gifts  
December 31, 2005**

| <u>Date</u> | <u>Recipient Name</u>  | <u>Amount</u> | <u>Employee</u>           |
|-------------|--|---------------|---------------------------|
| 9/14/2005   | Oklahoma's International Bluegrass Festival                          | 300           | Kenneth (Kenny) Parks     |
| 9/14/2005   | Pacific Intercultural Exchange                                       | 400           | Victor Fuchs              |
| 9/14/2005   | People Helping People Foundation International, Inc                  | 400           | Josephine Williams        |
| 9/14/2005   | Plano Area Habitat for Humanity Inc                                  | 300           | Richard Mineo             |
| 9/14/2005   | Power House Outreach Center  | 250           | Larry Hicks               |
| 9/14/2005   | Pratham USA  | 200           | Vivek Chitale             |
| 9/14/2005   | Project Graduation of Duncan   | 200           | Linda Darst               |
| 9/14/2005   | Project Independence   | 300           | Alfred (Ted) Backer       |
| 9/14/2005   | Project Independence   | 400           | Harold (Chris) Schafer    |
| 9/14/2005   | Rayne Lion's Club  | 400           | Thomas (Tom) Broussard    |
| 9/14/2005   | Reel Recovery  | 200           | Mark Lance                |
| 9/14/2005   | Renewed Innovations, Inc   | 250           | Lawrence Burton           |
| 9/14/2005   | Rock's Medical Outreach  | 300           | Robert (Bob) Fox          |
| 9/14/2005   | Rocky Mountain Elk Foundation  | 300           | Jeff Svejkovsky           |
| 9/14/2005   | Sanskriti - Society for Indian Performing Arts, Inc                  | 250           | Murali Arnyapadi          |
| 9/14/2005   | Sanskriti - Society for Indian Performing Arts, Inc                  | 300           | N D Narasimhan            |
| 9/14/2005   | SEARCH   | 200           | Arthur (Art) Huffman      |
| 9/14/2005   | Seaspace, Inc  | 250           | Eldon (Kyle) Blake        |
| 9/14/2005   | Second Ark Foundation  | 400           | John (Chris) Mungall      |
| 9/14/2005   | Second's Best-Community Ministries                                   | 250           | Ellen Meyer               |
| 9/14/2005   | Senior Adult Services  | 250           | Cherlynn (CA) Glover      |
| 9/14/2005   | Sheltering Arms Senior Services                                      | 400           | Mark McCurley             |
| 9/14/2005   | Society of St Vincent de Paul  | 250           | Arnold Camino             |
| 9/14/2005   | Society of Women Engineers   | 400           | April Lauper              |
| 9/14/2005   | Spay Neuter Assistance Program (SNAP)                                | 250           | Brinda Maxwell            |
| 9/14/2005   | Spay Neuter Assistance Program (SNAP)                                | 250           | Michele Mastrean          |
| 9/14/2005   | Special Olympics of Northern California                              | 200           | Dale Crawford             |
| 9/14/2005   | Stephens County 4-H  | 300           | Mary Branch               |
| 9/14/2005   | Stephens County Historical Society & Museum                          | 250           | John Jennings             |
| 9/14/2005   | Stephens County Historical Society & Museum                          | 400           | Marion Cary               |
| 9/14/2005   | Terrebonne Association for Retarded Citizens (TARC)                  | 200           | Milton (Zeke) Zschiedrich |
| 9/14/2005   | Texas Women's Empowerment Foundation (TWEF)                          | 250           | Arrine Shephard           |
| 9/14/2005   | The Dance Academy of Duncan  | 300           | James McGough             |
| 9/14/2005   | The Houston Symphonic Band   | 400           | Gretchen Hopper           |
| 9/14/2005   | The Mission of Yahweh  | 300           | Wennie Tejada             |
| 9/14/2005   | The Rose   | 300           | Larry Jacobson            |
| 9/14/2005   | The University of Texas Foundation - MD Anderson Cancer Center       | 250           | Rose Griffith             |
| 9/14/2005   | Top Ladies of Distinction, Inc - Longview Oil City Chapter           | 300           | Crystal Lewis-Kenney      |
| 9/14/2005   | Utah & Daggett Counties Children's Justice Center                    | 200           | Willis LeFevre            |
| 9/14/2005   | United Mitochondrial Disease Foundation                              | 300           | Larry Klein               |
| 9/14/2005   | United States Amateur Ballroom Dancers Association - Houston Chapter | 400           | Margaret Daffin           |
| 9/14/2005   | Vecinos Unidos Inc   | 200           | Deloyce (Dee) Lee         |
| 9/14/2005   | Veterans Museum in Texas   | 250           | Mike Morrow               |
| 9/14/2005   | Vietnamese Culture and Science Association                           | 400           | Chuong Nguyen             |
| 9/14/2005   | Vietnamese Culture and Science Association                           | 300           | Tracy Dang                |
| 9/14/2005   | Warm Hearts - Warm Babies  | 400           | Chesney (Cris) Criswell   |
| 9/14/2005   | Warm Hearts - Warm Babies  | 300           | Fred Staup                |
| 9/14/2005   | Weather Research Center  | 200           | Maurice (Maury) Sklar     |
| 9/14/2005   | West San Gabriel Valley Church Council - People For People           | 300           | Rebecca Thomas            |
| 9/14/2005   | West Virginia Lions Sight Conservation Foundation                    | 200           | Robert Bunch              |
| 9/14/2005   | Wildlife Rehab & Education   | 400           | Joseph (Eddie) Schmalz    |
| 9/14/2005   | Willow Wood Band Booster Club  | 200           | Louise Trotter            |
| 9/14/2005   | World Association for Children and Parents (WACAP)                   | 200           | Kevin Paylow              |
| 9/14/2005   | YABTBAB Outreach Ministry - Shepherd's Food Pantry                   | 250           | John Monk                 |
| 9/14/2005   | YMCA of Greater Houston - The Downtown YMCA                          | 250           | Bradley (Brad) Welter     |
| 9/14/2005   | Youth Services of Stephens County                                    | 250           | Robert (Bob) Baker        |

Total Halliburton VIP Gifts

\$49,200 00 Year to Date

Halliburton Foundation, Inc.  
Scholarships  
December 31, 2005

| <u>Date</u> | <u>Recipient Name</u>                  | <u>Amount</u>  | <u>Description</u>    |
|-------------|--|----------------|-----------------------|
| 10/7/2005   | National Merit Scholarship Corporation | 250,425        | 2005-2006 School Year |
| 9/29/2005   | Scholarship Program Administrators     | 37,500         | 2005-2006 School Year |
|             | Total Scholarships                     | <u>287,925</u> |                       |

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 1 STE 200  
HOUSTON, TEXAS 77042

75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

STATEMENT 1

PART I

LINE 1, COLUMN (a): CONTRIBUTIONS, GIFTS, GRANTS, ETC.

|                                   |           |                                |
|-----------------------------------|-----------|--------------------------------|
| HALLIBURTON ENERGY SERVICES, INC. | \$        | 457,812                        |
| KELLOGG BROWN & ROOT COMPANIES    |           | <u>666,016</u>                 |
| <b>TOTAL</b>                      | <b>\$</b> | <b><u><u>1,123,828</u></u></b> |

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 2  
HOUSTON, TEXAS 77042

75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

STATEMENT 3

PART 1

LINE 11, OTHER INCOME

|                             | Column<br>A        | Column<br>B        |
|-----------------------------|--------------------|--------------------|
| Other Income - State Street | <u>\$ (11,934)</u> | <u>\$ (11,934)</u> |
| Total Other Income          | <u>\$ (11,934)</u> | <u>\$ (11,934)</u> |

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 2  
HOUSTON, TEXAS 77042

75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

PART I

STATEMENT 4

LINE 16(c): OTHER PROFESSIONAL FEES

MANAGER AND TRUSTEE FEES - STATE STREET \$ 17,702

TOTAL PROFESSIONAL FEES \$ 17,702

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 1 STE 200  
HOUSTON, TEXAS 77042

75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

PART I

STATEMENT 5

LINE 18: TAXES

Section 4940(a) - Excise Tax

Column (a)  
Per Books

\$ 2,000

TOTAL TAXES

\$ 2,000

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 1 STE 200  
HOUSTON, TEXAS 77042

75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

PART I

STATEMENT 6

LINE 23 OTHER EXPENSES

|                                   |    |        |
|-----------------------------------|----|--------|
| SCHOLARSHIP & ADMINISTRATIVE FEES | \$ | 15,337 |
| ASSESSMENT                        |    | 0      |

|                      |    |               |
|----------------------|----|---------------|
| TOTAL OTHER EXPENSES | \$ | <u>15,337</u> |
|----------------------|----|---------------|

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 1 STE 200  
HOUSTON, TEXAS 77042

75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

PART I

STATEMENT 7

LINE 25, COL (a)

|                                      |           |                                |
|--------------------------------------|-----------|--------------------------------|
| PLEDGES PAID IN 2005                 | \$        | 2,232,480                      |
| PLEDGES ACCRUED IN 2005              |           | <u>0</u>                       |
| <b>TOTAL CONTRIBUTIONS PER BOOKS</b> | <b>\$</b> | <b><u><u>2,232,480</u></u></b> |

HALLIBURTON FOUNDATION, INC.  
 2101 CITYWEST BLVD. BLDG. 2  
 HOUSTON, TEXAS 77042  
 75-1212458

2005 RETURN OF A PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
 FORM 990-PF (CONT.)

Part IV

| (a) DESCRIPTION                                   | SHARES/<br>PAR | (b) HOW<br>ACQUIRED | (c) DATE<br>ACQUIRED | (d) DATE<br>SOLD | (e) GROSS<br>SALES PRICE | (g) COST OR<br>OTHER BASIS | (h) GAIN OR<br>LOSS | Short<br>Term | Long<br>Term    |
|---|----------------|---------------------|----------------------|------------------|--------------------------|----------------------------|---------------------|---------------|-----------------|
| BOND MARKET CTF                                   | 1,678 323      | P                   | 03/31/00             | 02/24/05         | 21,300                   | 19,400                     | 1,900               | 0             | 1,900           |
| BOND MARKET CTF                                   | 5,509 602      | P                   | 03/31/00             | 04/07/05         | 68,606                   | 63,686                     | 4,920               | 0             | 4,920           |
| BOND MARKET CTF                                   | 6,615 740      | P                   | 03/31/00             | 09/19/05         | 83,719                   | 76,915                     | 6,804               | 0             | 6,804           |
| BOND MARKET CTF                                   | 12,879 272     | P                   | 03/31/00             | 11/02/05         | 158,389                  | 148,872                    | 9,517               | 0             | 9,517           |
| S + P 500 COMMON TRUST                            | 16 015         | P                   | 01/06/99             | 02/15/05         | 838                      | 885                        | -47                 | 0             | -47             |
| S + P 500 COMMON TRUST                            | 5,389 889      | P                   | 01/06/99             | 02/24/05         | 278,700                  | 297,861                    | -19,161             | 0             | -19,161         |
| S + P 500 COMMON TRUST                            | 4,510 437      | P                   | 01/06/99             | 04/07/05         | 231,394                  | 253,734                    | -22,340             | 0             | -22,340         |
| S + P 500 COMMON TRUST                            | 7,734 550      | P                   | 04/14/00             | 09/19/05         | 416,281                  | 502,243                    | -85,962             | 0             | -85,962         |
| S + P 500 COMMON TRUST                            | 6,548 323      | P                   | 04/04/00             | 11/02/05         | 341,611                  | 425,215                    | -83,604             | 0             | -83,604         |
| S + P 500 COMMON TRUST                            | 30 395         | P                   | 04/04/00             | 12/28/05         | 1,720                    | 2,009                      | -289                | 0             | -289            |
| <b>Long-Term Capital Gain, Part IV, line 1(a)</b> |                |                     |                      |                  | <b>1,602,558</b>         | <b>1,790,820</b>           | <b>-188,262</b>     | <b>0</b>      | <b>-188,262</b> |

HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 2  
HOUSTON, TEXAS 77042

75-1212458

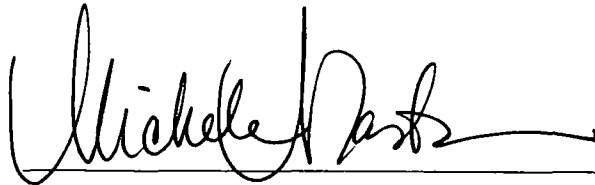
2005 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)

PART XIII

LINE 4 (c): QUALIFYING DISTRIBUTIONS FOR 2005 TREATED AS DISTRIBUTIONS OUT OF CORPUS

Pursuant to Regulation 53.4942(a)-3(d) (2), Halliburton Foundation, Inc. hereby elects to treat \$2,232,480 of its 2005 qualifying distributions as made out of corpus.

11/15/06



Vice Pres. & Corp Secretary

Date

Signature of Foundation Manager

Title

**HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG. 2  
HOUSTON, TEXAS 77042**

**75-1212458**

**2005 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)**

**PART XV**

**LINE 2(d): INFORMATION REGARDING GRANT PROGRAMS – RESTRICTIONS OR  
LIMITATIONS ON AWARDS**

Grants are awarded to junior colleges, colleges and universities located primarily in the southwestern United States. While some grants are unrestricted, most are designated for faculty support, equipment acquisition and/or curriculum development initiatives within the engineering or technical departments or schools of the recipient institutions. Grants generally are not awarded for building construction, scholarship or fellowship programs, loans or other types of student assistance.

**HALLIBURTON FOUNDATION, INC.  
2101 CITYWEST BLVD. BLDG 2  
HOUSTON, TEXAS 77042**

**75-1212458**

**2005 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF (CONT.)**

**PART XVI - B**

**RELATIONSHIP OF ACTIVITIES TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES**

Halliburton Foundation, Inc. accomplishes its charitable purposes solely through a program of making charitable gifts and grants and does not conduct any direct charitable activities or make program-related investments. All income reported represents investment interest and dividends received by the Foundation that contributes importantly to the accomplishment of the exempt purpose of the organization.

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box  **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (not automatic) 3-Month Extension of Time—Must File Original and One Copy.**

|   |  |   |
|---|--|---|
| Type or print<br><br>File by the extended due date for filing the return See instructions | Name of Exempt Organization<br><b>HALLIBURTON FOUNDATION</b>   | Employer identification number<br><b>75-1212458</b> |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>P. O. BOX 42806</b>                     | For IRS use only                                    |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>HOUSTON, TX. 77242</b> |   |

Check type of return to be filed (File a separate application for each return):

- Form 990
- Form 990-BL
- Form 990-EZ
- Form 990-PF
- Form 990-T (sec. 401(a) or 408(a) trust)
- Form 990-T (trust other than above)
- Form 1041-A
- Form 4720
- Form 5227
- Form 6069
- Form 8870

**STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **▶ MICHELE MASTREAN**  
Telephone No. **▶ 281-575-3000** FAX No. **▶**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the **whole group**, check this box . If it is for **part of the group**, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2006.
- 5 For calendar year 2005, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension FINANCIAL INFORMATION TO PREPARE AN ACCURATE RETURN IS NOT AVAILBLE AT THIS TIME.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **\$ 2,000.00**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 **\$ 2,000.00**
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **\$ 0.00**

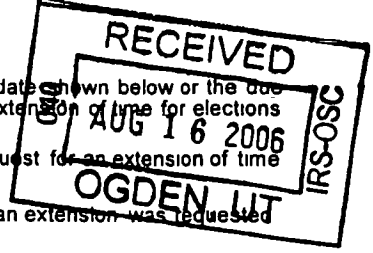
**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **▶ Robert C. Wilson** Title **▶ DIR TAX ADMIN** Date **▶ 8/8/2006**

**Notice to Applicant—To Be Completed by the IRS**

- We have approved this application. Please attach this form to the organization's return
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other \_\_\_\_\_



Director \_\_\_\_\_ By \_\_\_\_\_ Date \_\_\_\_\_

**Alternate Mailing Address** — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

|               |   |
|---------------|---|
| Type or print | Name  |
|               | Number and street (include suite, room, or apt. no.) or a P.O. box number   |
|               | City or town, province or state, and country (including postal or ZIP code) |