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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning

05/01, 2008, and ending

04/30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE CONEWAY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

2247 TROON ROAD

City or town, state, and ZIP code

HOUSTON, TX 77019

A Employer identification number

13-3188841

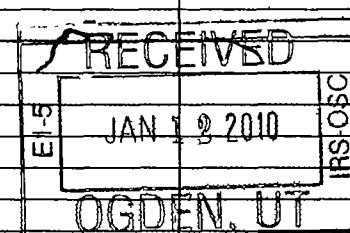
B Telephone number (see page 10 of the instructions)

(212) 440-0800C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 7,746,491.**J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	100.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	1,230.	1,230.	NONE	STMT 1
4 Dividends and interest from securities	199,548.	199,548.	NONE	STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-394,500.			
b Gross sales price for all assets on line 6a	342,719.			
7 Capital gain net income (from Part IV, line 2)		NONE		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-10,358.	-10,211.	NONE	STMT 3
12 Total. Add lines 1 through 11	-203,980.	190,567.	NONE	
13 Compensation of officers, directors, trustees, etc.	72,000.	NONE	NONE	72,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	17,046.	NONE	NONE	17,046.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	6,500.	3,250.	NONE	3,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion	1,249.	1,249.	NONE	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	23,771.	3,869.	NONE	19,881.
24 Total operating and administrative expenses. Add lines 13 through 23	120,566.	8,368.	NONE	112,177.
25 Contributions, gifts, grants paid	337,493.			337,493.
26 Total expenses and disbursements. Add lines 24 and 25	458,059.	8,368.	NONE	449,670.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-662,039.			
b Net investment income (if negative, enter -0-)		182,199.		
c Adjusted net income (if negative, enter -0-)			NONE	



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)JSA
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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	70,445.	354,144.	354,144.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 6.	3,508,689.	2,590,365.	3,611,753.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	6,381. 1,249.	2,896.	5,132.	5,132.
15	Other assets (describe ▶ STMT 7.)	4,346,237.	4,316,587.	3,775,462.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,928,267.	7,266,228.	7,746,491.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds	7,928,267.	7,266,228.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	NONE	NONE		
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
	30	Total net assets or fund balances (see page 17 of the instructions)	7,928,267.	7,266,228.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,928,267.	7,266,228.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,928,267.
2	Enter amount from Part I, line 27a	2	-662,039.
3	Other increases not included in line 2 (itemize) ▶	3	NONE
4	Add lines 1, 2, and 3	4	7,266,228.
5	Decreases not included in line 2 (itemize) ▶	5	NONE
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30.	6	7,266,228.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-394,500.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	NONE	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	676,494.	11,571,707.	0.058461
2006	423,766.	11,028,665.	0.038424
2005	428,457.	10,265,837.	0.041736
2004	384,244.	9,231,755.	0.041622
2003	532,867.	9,098,732.	0.058565
2 Total of line 1, column (d)			2 0.238808
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 0.047762
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 9,042,302.
5 Multiply line 4 by line 3			5 431,878.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,822.
7 Add lines 5 and 6			7 433,700.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18			8 449,670.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,822.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,822.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,822.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6 a	11,675.
b	Exempt foreign organizations-tax withheld at source	6 b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c	NONE
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	11,675.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,853.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☒ 9,853. Refunded ☐	11	NONE

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ NONE (2) On foundation managers ☒ \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ NONE		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ (212) 440-0800			
Located at ▶ 100 WALL STREET - 11TH FLOOR NEW YORK, NY ZIP + 4 ▶ 10005				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				

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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(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)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ☐ Yes ☒ No		
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 ▶ ☐	1b	N/A
c Did the foundation 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 2008?	1c	N/A
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation 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 page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation 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 foundation had excess business holdings in 2008)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation 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 2008?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		72,000.	15,000.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **8** NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	NONE
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	NONE
2 N/A	NONE
All other program-related investments See page 24 of the instructions	
3 N/A	NONE
Total. Add lines 1 through 3	NONE

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,849,104.
b	Average of monthly cash balances	1b	179,234.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,151,664.
d	Total (add lines 1a, b, and c)	1d	9,180,002.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,180,002.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	137,700.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,042,302.
6	Minimum investment return. Enter 5% of line 5	6	452,115.

Part XI Distributable Amount (see page 25 of the 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	452,115.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,822.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,822.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	450,293.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	450,293.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	450,293.

Part XII Qualifying Distributions (see page 25 of the 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	449,670.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	449,670.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,822.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	447,848.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				450,293.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			400,351.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 449,670.				
a Applied to 2007, but not more than line 2a . . .			400,351.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions). . . .	NONE			
d Applied to 2008 distributable amount				49,319.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2008 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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.		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009.				400,974.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

PETER R. CONEWAY; 2247 TROON ROAD, HOUSTON, TX 77019

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED				337,493.
Total			▶ 3 a	337,493.
b <i>Approved for future payment</i> NONE				NONE
Total			▶ 3 b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	1,230.
4 Dividends and interest from securities			14	199,548.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	-394,500.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory. .				
11 Other revenue: a _____				
b SEE STATEMENT 9	523000	-147.	01	-10,211.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)		-147.		-203,933.
13 Total. Add line 12, columns (b), (d), and (e).				-204,080.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

THE CONEWAY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 4/30/2009
 EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
7-Jul-08	ART IN EMBASSIES/US DOS WASHINGTON, DC	5,000 00
7-Jul-08	ART IN EMBASSIES / US DOS WASHINGTON, DC	10,000 00
30-Jul-08	RICE UNIVERSITY ATHLETICS HOUSTON, TX	5,000 00
29-Aug-08	THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY HOUSTON, TX	10,000 00
24-Sep-08	YOUNG AUDIENCES OF HOUSTON HOUSTON, TX	3,000 00
1-Oct-08	FREEDOM FROM ADDICTION FOUNDATION, INC PALM BEACH GARDENS, FL	5,000 00
3-Oct-08	JAMES A BAKER III INSTITUTE FOR PUBLIC POLICY HOUSTON, TX	10,000 00
14-Oct-08	THE TESSA HORAN MEMORIAL FUND/GLOBAL MOUNTAIN FUND, INC ALBUQUERQUE, NM	1,000 00
16-Oct-08	THE CHILDRENS MUSEUM OF HOUSTON HOUSTON, TX	2,500 00
7-Nov-08	SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH SAN ANTONIO, TX	500 00
12-Nov-08	HAMPTON ROADS NAVY LEAGUE OF THE UNITED STATES/ USS GEORGE H W BUSH (CVN 77) COMMISSIONING FUND Norfolk, VA	10,000 00
13-Nov-08	RIVER OAKS BAPTIST SCHOOL HOUSTON, TX	5,000 00
18-Nov-08	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	1,000 00
19-Nov-08	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	1,500 00
24-Nov-08	HOUSTON PARKS BOARD HOUSTON, TX	1,000 00

THE CONEWAY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 4/30/2009
 EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
8-Dec-08	THE UNIVERSITY OF TEXAS FOUNDATION AUSTIN, TX	2,000 00
12-Dec-08	OPEN DOOR MISSION HOUSTON, TX	2,500 00
29-Jan-09	BAYOU BEND COLLECTION & GARDENS HOUSTON, TX	1,500 00
29-Jan-09	MUSEUM OF FINE ARTS HOUSTON HOUSTON, TX	16,000 00
30-Jan-09	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	2,000 00
3-Feb-09	PECOS VALLEY MEDICAL CENTER PECOS, NM	200 00
4-Feb-09	NEIGHBORHOOD CENTERS, INC HOUSTON, TX	2,500 00
13-Feb-09	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	10,000 00
19-Feb-09	THE SHEPHERD SCHOOL OF MUSIC HOUSTON, TX	5,000 00
4-Mar-09	UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	50,000 00
4-Mar-09	UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	4,000 00
18-Mar-09	SOUTH MAIN BAPTIST CHURCH HOUSTON, TX	10,000 00
19-Mar-09	WOODROW WILSON CENTER HOUSTON, TX	25,000 00
8-Apr-09	THE UNIVERSITY OF TEXAS M D ANDERSON CANCER CENTER HOUSTON, TX	50,000 00
10-Apr-09	YOUNG AUDIENCES OF HOUSTON HOUSTON, TX	1,000 00

THE CONEWAY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 4/30/2009
 EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
13-Apr-09	TEXAS EXES / TEXAS COWBOYS (UNIVERSITY OF TEXAS AT AUSTIN) AUSTIN, TX	1,000 00
14-Apr-09	THE HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS HOUSTON, TX	10,000 00
14-Apr-09	SANTA FE CHAMBER MUSIC FESTIVAL SANTA FE, NM	2,500 00
14-Apr-09	THE SANTA FE OPERA SANTA FE, NM	2,500 00
16-Apr-09	PERKINS SCHOOL FOR THE BLIND WATERTOWN, MA	1,000 00
16-Apr-09	SOUTH MAIN BAPTIST CHURCH HOUSTON, TX	5,000 00
17-Apr-09	THE LEUKEMIA & LYMPHOMA SOCIETY HOUSTON, TX	10,000 00
20-Apr-09	TEXAS CHILDREN'S HOSPITAL HOUSTON, TX	10,000 00
20-Apr-09	TEXAS CHILDRENS HOSPITAL HOUSTON, TX	15,000 00
22-Apr-09	THE WOODROW WILSON CENTER HOUSTON, TX	5,000 00
22-Apr-09	HERMANN PARK CONSERVANCY HOUSTON, TX	1,000 00
23-Apr-09	HOUSTON CHILDREN'S CHORUS HOUSTON, TX	1,000 00
23-Apr-09	TEXAS WILDLIFE ASSOCIATION FOUNDATION SAN ANTONIO, TX	2,500 00
23-Apr-09	CENTER FOR HOUSTON'S FUTURE HOUSTON, TX	2,500 00
28-Apr-09	ST MARTIN'S EPISCOPAL CHILDREN'S CENTER HOUSTON, TX	2,500 00

THE CONEWAY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2009
EIN: 13-3188841

<u>DATE</u>	<u>CONTRIBUTION / CITY, STATE</u>	<u>AMOUNT</u>
30-Apr-09	MUSEUM OF FINE ARTS HOUSTON HOUSTON, TX	12,000 00
	THROUGH THE MBA INVESTMENT FUND, LLC	1,793.00
	TOTAL CONTRIBUTIONS PAID *	<u>\$337,493.00</u>

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND
OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED
UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE*

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
342,719.		LT CAP LOSS - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 718,324.				P	VARIOUS -375,605.	VARIOUS
		LT CAP LOSS THRU THE MBA INVESTMENT FD K PROPERTY TYPE: SECURITIES				P	VARIOUS -5,313.	VARIOUS
		ST CAP LOSS THRU THE MBA INVESTMENT FD K PROPERTY TYPE: SECURITIES				P	VARIOUS -13,734.	VARIOUS
		SECTION 1231 LOSS THRU BRIDGE ST FD 1996 PROPERTY TYPE: SECURITIES				P	VARIOUS -36.	VARIOUS
		LT CAP GAIN THRU BRIDGE ST FUND 1996 K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS 188.	VARIOUS
TOTAL GAIN (LOSS)							----- -394,500. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
-----	-----	-----	-----
INTEREST ON BDA	1,230.	1,230.	NONE
	-----	-----	-----
TOTAL	1,230.	1,230.	NONE
	=====	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS THRU BRIDGE ST FD 1995 K-1	377.	377.	NONE
DIVIDENDS THRU BRIDGE ST FD 1996 K-1	751.	751.	NONE
DIVIDENDS THRU MBA INVESTMENT FD K-1	2,414.	2,414.	NONE
DIVIDENDS THRU BROKERAGE ACCOUNTS	195,935.	195,935.	NONE
INTEREST THRU BRIDGE ST FD 1996 K-1	35.	35.	NONE
INTEREST THRU MBA INVESTMENT FD K-1	36.	36.	NONE
TOTAL	199,548.	199,548.	NONE

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU HEDGENERGY PTRS K-1	-10,413.	-10,413.	NONE
ORD INC THRU HEDGENERGY PTRS K-1-UBTI	-58.	NONE	NONE
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	-89.	NONE	NONE
RRE INC THRU BRIDGE STREET FD 1996 K-1	-16.	-16.	NONE
ORDINARY FX LOSS	-2.	-2.	NONE
SECURITIES LITIGATION SETTLEMENT	220.	220.	NONE
TOTALS	-10,358.	-10,211.	NONE

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
BCRS ASSOCIATES, LLC	6,500.	3,250.	NONE	3,250.
	-----	-----	-----	-----
TOTALS	6,500.	3,250.	NONE	3,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	13,441.	NONE	NONE	13,441.
STOP PAYMENT FEE	20.	NONE	NONE	20.
INSURANCE	6,420.	NONE	NONE	6,420.
DIVIDENDS CHARGED	100.	100.	NONE	NONE
FOREIGN TAXES WITHHELD THRU 1996	1,791.	1,791.	NONE	NONE
FOREIGN TAXES WITHHELD THRU				
BRIDGE ST FD 1996 K-1	10.	10.	NONE	NONE
FOREIGN TAXES WITHHELD THRU				
BRIDGE ST FD 1996 K-1-UBTI	21.	NONE	NONE	NONE
PORT DED THRU BRIDGE ST 1996	29.	29.	NONE	NONE
PORT DED THRU MBA INVESTMENT	1,939.	1,939.	NONE	NONE
TOTALS	23,771.	3,869.	NONE	19,881.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION STMT I	3,508,689.	2,590,365.	3,611,753.
TOTALS	3,508,689.	2,590,365.	3,611,753.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
HEDGENERGY PARTNERS, L.P.	2,112,321.	2,101,850.	1,828,261.
BRIDGE STREET FUND 1995, L.P.	25,035.	25,412.	25,353.
BRIDGE STREET FUND 1996, L.P.	35,299.	36,072.	43,708.
MBA INVESTMENT FUND, LLC	173,582.	153,253.	151,126.
GS INVESTMENT PARTNERS	2,000,000.	2,000,000.	1,727,014.
	-----	-----	-----
TOTALS	4,346,237.	4,316,587.	3,775,462.
	=====	=====	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER R. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	NONE	NONE	NONE
LYNN M. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	NONE	NONE	NONE
NATALIE CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE 40.	72,000.	15,000.	NONE
CECILE CONEWAY PUCKETT 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	NONE	NONE	NONE
	GRAND TOTALS	72,000.	15,000.	NONE

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME THRU HEDGENERGY PTRS K-1					
ORDINARY INC THRU HEDGENERGY PTRS K-1-UBTI	523000	-58.	01	-10,413.	
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	523000	-89.			
RRE INC THRU BRIDGE STREET FD 1996 K-1			01	-16.	
ORDINARY FX LOSS			01	-2.	
SECURITIES LITIGATION SETTLEMENT			01	220.	
TOTALS		-147.		-10,211.	

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY STATEMENTS

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THSE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATION'S ACTIVITIES. NO CONTRIBUTIONS, GRANTS GIFTS LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust

Employer identification number

THE CONEWAY FAMILY FOUNDATION

13-3188841

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b. **1b** -13,734.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824. **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts. **3**

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet. **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back. **5** -13,734.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b. **6b** -380,766.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824. **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. **8**

9 Capital gain distributions. **9**

10 Gain from Form 4797, Part I. **10**

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet. **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back. **12** -380,766.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-13,734.
14	Net long-term gain or (loss):			
a	Total for year	14a		-380,766.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-394,500.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	(3,000.)
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero.	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,200	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T).	34	

Schedule D (Form 1041) 2008

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2008

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE CONEWAY FAMILY FOUNDATION

13-3188841

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-13,734.
--	----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-380,766.
--	------------------

The Coneway Family Foundation
REALIZED GAINS AND LOSSES SCHEDULE
 From 01-May-2008 To 30-Apr-2009

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
HITACHI CONSTRUCTION MACHINE CMN	5-Feb-04	19-Feb-09	9,000	95,622 39	121,247 96	(25,625 57)	Long-Term
PACIFIC BASIN SHIPPING LIMITED CMN	14-Mar-06	9-Mar-09	96,000	39,988 57	47,372 68	(7,384 11)	Long-Term
PACIFIC BASIN SHIPPING LIMITED CMN	3-Oct-06	9-Mar-09	175,000	72,895 83	101,545 98	(28,650 15)	Long-Term
GOLDMAN SACHS INTL REAL ESTATE SECS FUND - INSTL CL	31-Jan-07	18-Feb-09	18,638 57	76,231 77	230,000 00	(153,768 23)	Long-Term
ENBRIDGE ENERGY MGMT, LLC CMN	10-Oct-06	15-May-08	0 31	16 27	12 68	3 59	Long-Term
KINDER MORGAN MANAGEMENT, LLC CMN	9-Apr-03	15-May-08	0 292	16 35	6 92	9 43	Long-Term
KINDER MORGAN MANAGEMENT, LLC CMN	9-Apr-03	14-Aug-08	0 217	12 07	5 05	7 02	Long-Term
ENBRIDGE ENERGY MGMT, LLC CMN	10-Oct-06	14-Aug-08	0 416	20 72	16 70	4 02	Long-Term
KINDER MORGAN MANAGEMENT, LLC CMN	9-Apr-03	14-Nov-08	0 396	15 69	9 02	6 67	Long-Term
ENBRIDGE ENERGY MGMT, LLC CMN	10-Oct-06	14-Nov-08	0 007	0 18	0 27	(0 09)	Long-Term
SYMANTEC CORP CMN	11-May-04	26-Mar-09	1,400	21,041 88	33,474 00	(12,432 12)	Long-Term
SYMANTEC CORP CMN	12-May-04	26-Mar-09	562	8,446 81	12,620 80	(4,173 99)	Long-Term
BANK OF AMERICA CORP CMN	11-May-04	26-Mar-09	2,163	16,330 55	86,515 68	(70,185 13)	Long-Term
BANK OF AMERICA CORP CMN	2-Oct-06	26-Mar-09	1,600	12,079 93	85,496 00	(73,416 07)	Long-Term
TOTAL				342,719.01	718,323.74	(375,604.73)	TOTAL LONG-TERM CAPITAL GAINS

Realized Gains and Losses Schedule



Statement Detail
THE CONEWAY FAMILY FOUNDATION
Holdings

Period Ended April 30, 2009

PUBLIC EQUITY

	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
ALTRIA GROUP, INC. CMN (MO)	15,000.00	16.3300	244,950.00	4.0084	60,126.01	184,823.99	7.8383	19,200.00
AUTOMATIC DATA PROCESSING, INC CMN (ADP)	1,100.00	35.2000	38,720.00	33.4040	36,744.44	1,975.56	3.7500	1,452.00
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	275.00	19.3500	5,321.25	14.3039	3,933.56	1,387.69	1.4470	77.00
CIT GROUP INC. CMN (CIT)	1,750.00	2.2200	3,885.00	22.5400	39,445.00	(35,560.00)	3.6036	140.00
COCA-COLA COMPANY (THE) CMN (KO)	8,700.00	43.0500	374,535.00	15.8337	137,753.04	236,781.96	3.8095	14,268.00
ENBRIDGE ENERGY MGMT, LLC CMN (EEQ)	3,181.00	34.5800	109,998.98	37.8107	120,275.74	(10,276.76)		
GENERAL ELECTRIC CO CMN (GE)	2,700.00	12.6500	34,155.00	36.3300	98,091.00	(63,936.00)	3.1621	1,080.00
INTL BUSINESS MACHINES CORP CMN (IBM)	600.00	103.2100	61,926.00	79.1800	47,508.00	14,418.00	2.1316	1,320.00
KINDER MORGAN MANAGEMENT, LLC CMN (KMR)	14,770.00	40.8400	603,206.80	27.1123	400,448.53	202,758.27		
KRAFT FOODS INC CMN CLASS A (KFT)	10,380.00	23.4000	242,892.00	5.9448	61,706.66	181,185.34	4.9573	12,040.80
MICROSOFT CORPORATION CMN (MSFT)	1,200.00	20.2600	24,312.00	23.5683	28,282.00	(3,970.00)	2.5666	624.00
NUCOR CORPORATION CMN (NUE)	1,300.00	40.6900	52,897.00	49.3000	64,090.00	(11,193.00)	3.4406	1,820.00
PFIZER INC. CMN (PFE)								
	8,000.00	13.3600	106,880.00	38.0400	304,320.00	(197,440.00)	4.7904	5,120.00
PHILIP MORRIS INTL INC CMN (PM)								
	15,000.00	36.2000	543,000.00	9.1339	137,008.46	405,991.54	5.9669	32,400.00
THE TRAVELERS COMPANIES, INC CMN (TRV)								
	1,297.00	41.1400	53,358.58	12.9300	16,770.16	36,588.42	2.9169	1,556.40
WAL MART STORES INC CMN (WMT)								
	1,000.00	50.4000	50,400.00	28.1932	28,193.21	22,206.79	2.1627	1,090.00
TOTAL US STOCKS			2,550,437.61		1,584,695.81	965,741.80	5.0178	92,188.20



Statement Detail

THE CONEWAY FAMILY FOUNDATION

Holdings (Continued)

Period Ended April 30, 2009

PUBLIC EQUITY (Continued)

US EQUITY

US REAL ESTATE SECURITIES (PUBLIC)

	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
WEINGARTEN REALTY INVS (SBI) CMN (WRI)	4,500.00	15.5400	69,930.00	8.4334	37,950.28	31,979.72	6.4350	4,500.00
TOTAL US EQUITY			2,620,367.61		1,622,646.09	997,721.52	5.0697	96,688.20

NON-US EQUITY

NON-US STOCKS

BP P.L.C. SPONSORED ADR CMN (BP)	4,628.00	42.4600	196,504.88	18.3953	85,133.27	111,371.61	7.9133	15,550.08
GLAXOSMITHKLINE PLC SPONSORED ADR CMN (GSK)	2,500.00	30.7600	76,900.00	44.8900	112,225.00	(35,325.00)	6.1696	4,744.45
			1,023.26					
PETROCHINA CO LTD SPONSORED ADR (PTR)	2,020.00	86.9100	175,558.20	107.3012	216,748.44	(41,190.24)	4.2269	7,420.60
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	2,200.00	45.6800	100,496.00	20.7215	45,587.35	54,908.65	6.2522	6,283.20
SEVEN & I HOLDINGS CO., LTD. CMN (J3382)	1,600.00	22.5408	36,065.29	27.8274	44,523.83	(8,458.54)		
SMC CMN (J6273)	900.00	97.2547	87,529.25	108.5957	97,736.14	(10,206.89)		
SUMITOMO MITSUBI FIN GROUP, INC CMN (J8316)	2,000.00	34.4444	68,888.76	50.2320	100,463.90	(31,575.14)		
SUMITOMO REALTY & DEV CO LTD CMN (J8830)	3,000.00	11.9036	35,710.72	30.0686	90,205.85	(54,495.13)		
TOYOTA MOTOR CORPORATION SPON ADR (TM)	2,700.00	79.1600	213,732.00	64.8500	175,095.00	38,637.00	3.2101	6,861.08
TOTAL NON-US STOCKS			991,385.10		967,718.78	23,666.32	5.3538	40,859.41
TOTAL PUBLIC EQUITY			3,611,752.71		2,590,364.87	1,021,387.84	5.1509	137,547.61

TOTAL PORTFOLIO

	Market Value	Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
	3,611,752.71	2,590,364.87	1,021,387.84	140,764.16

- 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. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE CONEWAY FAMILY FOUNDATION	Employer identification number 13-3188841
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o BCRS ASSOCIATES, LLC; 100 WALL STREET - 11TH FL	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

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

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

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 **BCRS ASSOCIATES, LLC**
Telephone No. **212-440-0811** FAX No. **N/A**
- 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.

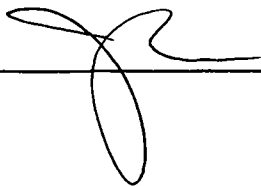
- 4 I request an additional 3-month extension of time until **MARCH 15**, 20**10**.
- 5 For calendar year _____, or other tax year beginning **MAY 1**, 20**08**, and ending **APRIL 30**, 20**09**.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.**

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.	8a	\$	4,000.00
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.	8b	\$	11,675.00
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.	8c	\$	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 ▶



Title ▶ CPA

Date ▶ 12/15/2009

Form **8868** (Rev. 4-2009)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE CONEWAY FAMILY FOUNDATION	13-3188841
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
NEW YORK, NY 10005		

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

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

- The books are in the care of ► BCRS ASSOCIATES, LLC

Telephone No. ► 212-440-0800

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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DEC. 15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year 20____ or
- ☒ tax year beginning MAY 1, 2008, and ending APRIL 30, 2009.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a 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.	3a	\$	4,000.00
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,675.00
c Balance Due. Subtract line 3b from line 3a. 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.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

ISA

Form **8868** (Rev. 4-2009)