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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.

Otherwise,

print

or type.

See Specific

Instructions.

Name of foundation

TOPFER FAMILY FOUNDATION

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

3600 N CAPITAL OF TX HWY, BLDG B

Room/suite

320

City or town, state, and ZIP code

AUSTIN, TX 78746

A Employer identification number

74-2961304

B Telephone number

(512) 329-6600

C 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 foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

>\$ 44,362,540.

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))

	(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	5,000.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	690,243.	508,402.		STATEMENT 1
5a-Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	6,442,645.			
b Gross sales price for all assets on line 6a	307,839.			
7 Capital gain net income (from Part IV, line 2)		6,442,645.		
8 Net short-term capital gain				
9 Income modifications			50,000.	
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	63,118.	63,118.		STATEMENT 2
12 Total. Add lines 1 through 11	7,201,006.	7,014,165.	50,000.	
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	178,488.	0.		178,488.
15 Pension plans, employee benefits	32,551.	0.		32,551.
16a Legal fees STMT 3	1,310.	0.		1,310.
b Accounting fees STMT 4	17,333.	13,000.		4,333.
c Other professional fees STMT 5	103,448.	103,448.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion	6,368.	0.		
20 Occupancy	49,004.	0.		49,004.
21 Travel, conferences, and meetings	13,138.	0.		13,138.
22 Printing and publications				
23 Other expenses STMT 6	105,377.	55,817.		49,560.
24 Total operating and administrative expenses. Add lines 13 through 23	507,017.	172,265.		328,384.
25 Contributions, gifts, grants paid	3,574,847.			3,574,847.
26 Total expenses and disbursements. Add lines 24 and 25	4,081,864.	172,265.		3,903,231.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,119,142.			
b Net investment income (If negative, enter -0-)		6,841,900.		
c Adjusted net income (If negative, enter -0-)			50,000.	

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		2,067,783.	2,614,197.	2,614,197.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 152,601.				
		Less: allowance for doubtful accounts ▶		155,411.	152,601.	152,601.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		8,750,923.	17,459,193.	17,583,174.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 163,719.					
	Less: accumulated depreciation STMT 9 ▶ 103,896.		66,193.	59,823.	59,823.	
15	Other assets (describe ▶ STATEMENT 10)		21,093,363.	15,067,306.	23,952,745.	
16	Total assets (to be completed by all filers)		32,133,673.	35,353,120.	44,362,540.	
Liabilities	17	Accounts payable and accrued expenses			1,925.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	1,925.	
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		45,676,225.	45,676,225.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		-13,542,552.	-10,325,030.		
30	Total net assets or fund balances		32,133,673.	35,351,195.		
31	Total liabilities and net assets/fund balances		32,133,673.	35,353,120.		

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	32,133,673.
2	Enter amount from Part I, line 27a	2	3,119,142.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	128,372.
4	Add lines 1, 2, and 3	4	35,381,187.
5	Decreases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCE	5	29,992.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,351,195.

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				
b SEE ATTACHED STATEMENT				
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 307,839.		409,806.	6,442,645.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			6,442,645.

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	6,442,645.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	5,144,186.	52,989,282.	.097080
2007	5,959,404.	58,360,538.	.102114
2006	6,955,621.	56,006,541.	.124193
2005	7,008,919.	55,998,975.	.125162
2004	5,996,130.	58,367,279.	.102731

2 Total of line 1, column (d)	2	.551280
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	.110256
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	43,896,654.
5 Multiply line 4 by line 3	5	4,839,869.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	68,419.
7 Add lines 5 and 6	7	4,908,288.
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.	8	3,903,231.

Part VI Exempt 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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		1	136,838.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	136,838.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	136,838.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	11,866.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	135,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	146,866.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3,543.	
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	6,485.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► <u>WWW.TOPFERFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>ALAN TOPFER</u> Telephone no. ► <u>512-329-6600</u> Located at ► <u>3600 N CAPITAL OF TX, BLDG B, STE 320, AUSTIN, TX</u> ZIP+4 ► <u>78746</u>			
15	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 ► 15 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
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	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 2009?		X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
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 instructions.)	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 2009 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 2009)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		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)?

☐ 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 instructions)?

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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
CYNTHIA RAAB - 3600 N CAPITAL OF TX, BLDG B, STE 320, AUSTIN, TX 78746	40.00	80,723.	10,190.	0.
MELANIE RIDINGS - 3600 N CAPITAL OF TX, BLDG B, STE 320, AUSTIN, TX	40.00	82,334.	5,067.	0.

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

0

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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. 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	
Total. Add lines 1 through 3	0.

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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	42,025,759.
b	Average of monthly cash balances	1b	2,539,372.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	44,565,131.
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	44,565,131.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	668,477.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,896,654.
6	Minimum investment return. Enter 5% of line 5	6	2,194,833.

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	2,194,833.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	136,838.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	1,617.
c	Add lines 2a and 2b	2c	138,455.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,056,378.
4	Recoveries of amounts treated as qualifying distributions	4	50,000.
5	Add lines 3 and 4	5	2,106,378.
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	2,106,378.

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	3,903,231.
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	3,903,231.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,903,231.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,106,378.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	3,082,384.			
b From 2005	4,290,982.			
c From 2006	4,230,218.			
d From 2007	3,148,461.			
e From 2008	2,501,619.			
f Total of lines 3a through e	17,253,664.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 3,903,231.			0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,106,378.
e Remaining amount distributed out of corpus	1,796,853.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,050,517.			
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 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	3,082,384.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	15,968,133.			
10 Analysis of line 9:				
a Excess from 2005	4,290,982.			
b Excess from 2006	4,230,218.			
c Excess from 2007	3,148,461.			
d Excess from 2008	2,501,619.			
e Excess from 2009	1,796,853.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> 2009 GRANT PAYMENTS (STATEMENT ATTACHED)				3,574,847.
Total			▶ 3a	3,574,847.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

TOPFER FAMILY FOUNDATION

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	GAIN ON DISPOSAL - MESIROW	P	VARIOUS	VARIOUS
b	100,000 SHS CS 3M WTI RCN MD 12/31/09	P	VARIOUS	VARIOUS
c	10,000 SHS WELLS FARGO & CO	P	VARIOUS	VARIOUS
d	HOTCREEK VENTURES 2, LP	P	VARIOUS	VARIOUS
e	GAIN ON LIQUIDATION - Q-BLK CO-INVESTMENT FUND II	P	VARIOUS	VARIOUS
f	Q-BLK CO-INVESTMENT FUND II LP	P	VARIOUS	VARIOUS
g	LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	P	VARIOUS	VARIOUS
h	LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	P	VARIOUS	VARIOUS
i	LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	P	VARIOUS	VARIOUS
j	GARRISON OPPORTUNITY FUND LLC	P	VARIOUS	VARIOUS
k	3,879.728 SHS PIMCO LOW DURATION INSTITUTIONAL	P	09/17/09	12/03/09
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			194,035.
b	104,200.	100,000.	4,200.
c	160,578.	270,000.	-109,422.
d			-135,022.
e			6,433,287.
f			547.
g			814.
h			-554.
i			49,591.
j			1,914.
k	40,000.	39,806.	194.
l	3,061.		3,061.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			194,035.
b			4,200.
c			-109,422.
d			-135,022.
e			6,433,287.
f			547.
g			814.
h			-554.
i			49,591.
j			1,914.
k			194.
l			3,061.
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,442,645.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	107.	0.	107.
BEAR, STEARNS SECURITIES CORP			
ACCT #00480	49.	0.	49.
FIDELITY 079	208.	0.	208.
FIDELITY 511	76,297.	3,061.	73,236.
GARRISON OPPORTUNITY FUND LLC	4,951.	0.	4,951.
HOT CREEK VENTURES 2, LP	3,274.	0.	3,274.
JP MORGAN	51,922.	0.	51,922.
LUMINOUS CAPITAL PAULSON			
ADVANTAGE FUND LP	20.	0.	20.
LUMINOUS CAPITAL SENIOR CREDIT			
FUND A LP	21,415.	0.	21,415.
LUMINOUS CAPITAL SPECIAL			
SITUATIONS FUND, LP	26,760.	0.	26,760.
NAT'L FINANCIAL SERVICES ACCT			
#351	16.	0.	16.
NAT'L FINANCIAL SERVICES ACCT			
#387	796.	0.	796.
NAT'L FINANCIAL SERVICES ACCT			
#412	552.	0.	552.
NAT'L FINANCIAL SERVICES ACCT			
#667	431.	0.	431.
NAT'L FINANCIAL SERVICES ACCT			
#670	259.	0.	259.
NET LEASE PRIVATE REIT VI A, INC	284,181.	0.	284,181.
NET LEASE PRIVATE REIT VII-A,			
INC.	182,932.	0.	182,932.
NORTHERN TRUST	12,630.	0.	12,630.
OTHER INTEREST & DIVIDENDS	1,588.	0.	1,588.
Q-BLK CO INVESTMENT FUND II LP	24,627.	0.	24,627.
UBS	236.	0.	236.
WACHOVIA	53.	0.	53.
TOTAL TO FM 990-PF, PART I, LN 4	693,304.	3,061.	690,243.

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	-7,487.	-7,487.		
LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	12,414.	12,414.		
GARRISON OPPORTUNITY FUND LLC	20.	20.		
Q-BLK CO-INVESTMENT FUND II LP	58,171.	58,171.		
TOTAL TO FORM 990-PF, PART I, LINE 11	63,118.	63,118.		

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,310.	0.		1,310.
TO FM 990-PF, PG 1, LN 16A	1,310.	0.		1,310.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,333.	13,000.		4,333.
TO FORM 990-PF, PG 1, LN 16B	17,333.	13,000.	-	4,333.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	103,448.	103,448.			0.
TO FORM 990-PF, PG 1, LN 16C	103,448.	103,448.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	2,705.	0.			2,705.
OFFICE SUPPLIES	1,090.	0.			1,090.
COMPUTER SERVICES	5,184.	0.			5,184.
INSURANCE	10,245.	0.			10,245.
POSTAGE AND DELIVERY	713.	0.			713.
SUBSCRIPTIONS	342.	0.			342.
MEMBERSHIP DUES	13,615.	0.			13,615.
PRINTING AND REPRODUCTION	347.	0.			347.
EQUIPMENT RENTAL	2,607.	0.			2,607.
COMPUTER EXPENSE	12,712.	0.			12,712.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	21,894.	21,894.			0.
PORTFOLIO DEDUCTIONS - HOTCREEK VENTURES 2, LP	6,288.	6,288.			0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL PAULSON ADVANTAGE FUND LP	3,040.	3,040.			0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	11,537.	11,537.			0.
PORTFOLIO DEDUCTIONS - GARRISON OPPORTUNITY FUND LLC	2,173.	2,173.			0.
PORTFOLIO DEDUCTIONS - Q-BLK CO-INVESTMENT FUND II LP	10,826.	10,826.			0.
CHARITABLE CONTRIBUTION - Q-BLK CO-INVESTMENT FUND II LP	59.	59.			0.
TO FORM 990-PF, PG 1, LN 23	105,377.	55,817.			49,560.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	78,372.
RECOVERY OF PRIOR QUALIFYING DISTRIBUTIONS	50,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	128,372.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WACHOVIA BROKERAGE	0.	0.
THOMAS WEISEL (MESIROW)	0.	0.
LUMINOUS BROKERAGE	3,746,855.	3,714,175.
JP MORGAN	13,712,338.	13,868,999.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,459,193.	17,583,174.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	1,664.	1,664.	0.
COMPUTER SOFTWARE	511.	511.	0.
COMPUTER EQUIPMENT	5,684.	5,684.	0.
FURNITURE	537.	537.	0.
COMPUTER SOFTWARE	54,828.	54,828.	0.
COMPUTER EQUIPMENT	12,319.	12,319.	0.
COMPUTER SOFTWARE	8,068.	8,068.	0.
COMPUTER EQUIPMENT	1,210.	1,210.	0.
COMPUTER EQUIPMENT	6,017.	5,414.	603.
FURNITURE	20,138.	8,390.	11,748.
LEASEHOLD IMPROVEMENTS	48,067.	3,594.	44,473.
COMPUTER EQUIPMENT	952.	555.	397.
COMPUTER EQUIPMENT	3,725.	1,118.	2,607.
TOTAL TO FM 990-PF, PART II, LN 14	163,720.	103,892.	59,828.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
QUELLOS PRIVATE CAPITAL 2002	4,151,412.	3,890,751.	11,510,735.
QUELLOS BLACKROCK	9,574.	9,623.	9,623.
NET LEASE PRIVATE REIT V	1,520,242.	1,405,163.	2,109,681.
QUELLOS QM AIS	10,000.	1,750,743.	1,750,743.
NET LEASE PRIVATE REIT VI	2,490,258.	2,490,258.	2,490,258.
NET LEASE PRIVATE REIT VII-A	1,200,000.	2,000,000.	2,000,000.
QB STRATEGIC PARTNERS	11,044,146.	0.	0.
HOT CREEK VENTURES 2, LP	380,392.	136,432.	110,079.
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	0.	1,088,080.	1,477,895.
LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	0.	817,741.	916,124.
LUMINOUS CAPITAL PAULSON ADVANTAGE FUND LP	0.	746,980.	752,094.
GARRISON OPPORTUNITY FUND LLC	0.	136,957.	152,107.
Q-BLK CO INV FUND II	287,339.	594,578.	673,406.
TO FORM 990-PF, PART II, LINE 15	21,093,363.	15,067,306.	23,952,745.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MORTON TOPFER 3600 N CAPITAL OF TX HWY, BLDG B, STE 320 AUSTIN, TX 78746	PRESIDENT 0.50	0.	0.	0.
ALAN TOPFER 3600 N CAPITAL OF TX HWY, BLDG B, STE 320 AUSTIN, TX 78746	DIRECTOR 0.50	0.	0.	0.
RICHARD TOPFER 3600 N CAPITAL OF TX HWY, BLDG B, STE 320 AUSTIN, TX 78746	DIRECTOR 0.50	0.	0.	0.
BONNIE TOPFER VOZAR 3600 N CAPITAL OF TX HWY, BLDG B, STE 320 AUSTIN, TX 78746	DIRECTOR 0.50	0.	0.	0.
JACQUELINE TOPFER HYNEK 3600 N CAPITAL OF TX HWY, BLDG B, STE 320 AUSTIN, TX 78746	DIRECTOR 0.50	0.	0.	0.
PATRICIA HAYES 1201 W. 38TH STREET AUSTIN, TX 78705	DIRECTOR 0.50	0.	0.	0.
ANNE COHEN DONNELLY KELLOGG SCHOOL OF MANAGEMENT, 2001 SHERIDAN RD EVANSTON, IL 60208	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

STATEMENT FILED
Pursuant to Reg. Sec. 1.6038-2(j)
Taxpayer Name: TOPFER FAMILY FOUNDATION
FEIN: 74-2961304
For Taxable Year Ended: 12/31/2009

Pursuant to Regulation Section 1.6038-2(j)(3), the taxpayer affirms that the information required to be filed with the Internal Revenue Service for Form 5471 for the taxable year ended 12/31/2009 will be furnished by the entities identified below; and the exception provided for in Regulation Section 1.6038-2(j)(1) will be fully satisfied.

Entity Making the Joint Filer's Election

- (1) Entity Name: Q-BLK CO INVESTMENT FUND II, L.P.,
U.S. TAX - EXEMPT SERIES
- (2) Address: 601 Union Street, 56th Floor
Seattle, WA 98101
- (3) FEIN: 26-1469047
- (4) Type & Place of Filing: Form 1065 – IRS Service Center, Ogden, UT

Controlled Foreign Corporations:

Name: QCF II (TE), LTD
(FEIN: 98-0572603)
Address: 601 Union Street, 56th Floor
Seattle, WA 98101

CONTROLLED FOREIGN PARTNERSHIP REPORTING

- (1) The taxpayer is required to file Form 8865, but is not doing so under the constructive owners exception.
- (2) U.S. person whose interest the taxpayer constructively owns:
- Luminous Capital Special Situations Fund, LP
EIN: 26-4046949
2049 Century Park East, Suite 320
Los Angeles, CA 90067
- (3) Foreign partnerships for which the taxpayer would have had to file Form 8865 but for the exception:
- (a) Pimco Distressed Mortgage Fund II Offshore Feeder, LP
840 Newport Center Drive, Suite 100
Newport Beach, CA 92660
- (b) TCW Special Mortgage Credits Fund II (Cayman), LP
865 S. Figueroa Street
Los Angeles, CA 90017
- (c) Mount Kellet Capital Partners (Cayman), LP
Walker House, 87 Mary Street
George Town, Cayman Islands KY1-9002
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**TOPFER FAMILY FOUNDATION
2009 PAID GRANTS**

Name and Address of Recipient	Grantee Tax ID	Foundation status of Recipient	Purpose - Request Project Title	Amount
A Glimmer of Hope Foundation 3600 N Capital of Texas Hwy Bldg B, #330 Austin, TX 78734	311758218	501(c)3	To support 'Families for Ethiopia'	\$100
A Glimmer of Hope Foundation 3600 N Capital of Texas Hwy Bldg B, #330 Austin, TX 78734	311758218	501(c)3	To support the Let There Be Hope' fundraiser for Ethiopia	\$250
A Glimmer of Hope Foundation 3600 N Capital of Texas Hwy Bldg B, #330 Austin, TX 78734	311758218	501(c)3	Ethiopian wells	\$5,000
A Glimmer of Hope Foundation 3600 N Capital of Texas Hwy Bldg B, #330 Austin, TX 78734	311758218	501(c)3	Ethiopian wells	\$5,000
A Glimmer of Hope Foundation 3600 N Capital of Texas Hwy Bldg B, #330 Austin, TX 78734	311758218	501(c)3	To support the 'Let There Be Hope' fundraiser for Ethiopia	\$500
Advocate Charitable Foundation 205 W Touhy Avenue Suite 125 Park Ridge, IL 60068	363297360	501(c)3	To support mental health counseling and related services for sexually abused children	\$20,000
Alley Cat Allies Inc 7920 Norfolk Avenue Suite 600 Bethesda, MD 20814	52-1742079	501(c)3	To support the general operating expenses	\$25
Almost Home Kids 7 South 721 Route 53 Naperville, IL 60540	363822010	501(c)3	To support respite care services for medically fragile children and their families	\$50,000
Alternatives Incorporated 4730 N Sheridan Road Chicago, IL 60640	362720602	501(c)3	To support a youth leadership development program and youth enrichment activities	\$50,000
American Cancer Society-Peoria 4234 N Knoxville Ave Peoria, IL 61614	13-1788491	501(c)3	Relay for Life	\$2,500
American Heart Association Inc 1700 Rutherford Lane Austin, TX 78754	135613797	501(c)3	ACA-Youth Market Matching Gift (Bridge Point Elementary)	\$25
American Humane Association 63 Inverness Drive East Englewood, CO 80112	840432950	501(c)3	To support the general operating expenses	\$35
Animal Legal Defense Fund 170 E Cotati Avenue Cotati, CA 94931	94-2681680	501(c)3	To support the general operating expenses	\$18
Anthropos Arts PO Box 685000 Austin, TX 78768-5000	742963791	501(c)3	To support the general operating expenses	\$50

TOPFER FAMILY FOUNDATION
2009 PAID GRANTS

Any Baby Can Family Resource Center 1121 East 7th Street Austin, TX 78702	74-2684335	501(c)3	To support the general operating expenses	\$40
Any Baby Can Family Resource Center 1121 East 7th Street Austin, TX 78702	74-2684335	501(c)3	To support the general operating expenses	\$1,000
Any Baby Can Family Resource Center 1121 East 7th Street Austin, TX 78702	74-2684335	501(c)3	To support prenatal and parenting education programs	\$60,000
Assistance League of Austin Texas, Inc 4901 Burnet Road Austin, TX 78756	237307276	501(c)3	To support Operation School Bell which provides school clothing for children	\$20,000
Assistance League of Austin Texas, Inc 4901 Burnet Road Austin, TX 78756	237307276	501(c)3	To support the general operating expenses	\$300
Austin Area Interreligious Ministries 701 Tillery Street #8 Austin, TX 78702	74-2509149	501(c)3	To support home repairs for low-income elderly or disabled homeowners	\$16,000
Austin Child Guidance Center 810 W 45th Street Austin, TX 78751	74-1166783	501(c)3	To support children's mental health services	\$50,000
Austin Children's Museum 201 Colorado St Austin, TX 78701	74-2288789	501(c)3	To support the general operating expenses	\$1,250
Austin Children's Museum 201 Colorado St Austin, TX 78701	74-2288789	501(c)3	To support a Robotics after-school outreach program	\$7,500
Austin Children's Shelter 4800 Manor Road Austin, TX 78723	74-2320657	501(c)3	To support the general operating expenses	\$2,500
Austin Children's Shelter 4800 Manor Road Austin, TX 78723	74-2320657	501(c)3	To support the general operating expenses	\$40
Austin Children's Shelter 4800 Manor Road Austin, TX 78723	74-2320657	501(c)3	To support the general operating expenses	\$300
Austin Children's Shelter 4800 Manor Road Austin, TX 78723	74-2320657	501(c)3	To support therapeutic care for abused and neglected children	\$55,000
Austin Community Foundation P. O. Box 5159 Austin, TX 78763	74-1934031	501(c)3	To support Atticus Circle	\$500
Austin Community Foundation P. O. Box 5159 Austin, TX 78763	74-1934031	501(c)3	To support Season for Caring for various Austin based non-profits	\$71,000
Austin Community Foundation P. O. Box 5159 Austin, TX 78763	74-1934031	501(c)3	Rise Across Texas Challenge	\$100
Austin Groups for the Elderly 3710 Cedar Street, Box 2 Austin, TX 78705	74-2431028	501(c)3	To support the general operating expenses	\$500
Austin Groups for the Elderly 3710 Cedar Street, Box 2 Austin, TX 78705	74-2431028	501(c)3	To support Elderhaven Adult Day Care for seniors	\$30,000

TOPFER FAMILY FOUNDATION
2009 PAID GRANTS

Austin Groups for the Elderly 3710 Cedar Street, Box 2 Austin, TX 78705	74-2431028	501(c)3	To support the general operating expenses	\$300
Austin Habitat For Humanity 310 Cormall #100 Austin, TX 78702	742373217	501(c)3	To support the general operating expenses	\$40
Austin Jewish Academy 7300 Hart Lane Austin, TX 78731	74-2572246	501(c)3	To support the general operating expenses	\$810
Austin Lync Opera 901 Barton Springs Road Austin, TX 78704	742390496	501(c)3	To support scholarships for music enrichment programs for low-income children	\$7,500
Austin Public Library Foundation PO Box 13201 Austin, TX 78711	742778426	501(c)3	To support the general operating expenses	\$25
Austin Symphony Orchestra Society 1101 Red River Austin, TX 78701	746000068	501(c)3	To help support the Youth Enrichment Program for low-income kids	\$10,000
Austin Symphony Orchestra Society 1101 Red River Austin, TX 78701	746000068	501(c)3	To help support the Youth Enrichment Program for low-income kids	\$20,000
Austin Theatre Alliance P O Box 1566 Austin, TX 78767	74-2975922	501(c)3	To support the general operating expenses	\$50
Austin Voices For Education And Youth 3710 Cedar Street, Suite 229, Box 21 Austin, TX 78705	743017284	501(c)3	To support the general operating expenses	\$35
Avon Products Foundation, Inc Avon Plaza Rye, NY 10580	136128447	501(c)3	Walk to Make a Difference	\$25
Avon Products Foundation, Inc Avon Plaza Rye, NY 10580	136128447	501(c)3	Walk to Make a Difference	\$35
Avon Products Foundation, Inc Avon Plaza Rye, NY 10580	136128447	501(c)3	Walk to Make a Difference	\$792
Avon Products Foundation, Inc Avon Plaza Rye, NY 10580	136128447	501(c)3	Avon Walk for Breast Cancer	\$100
Avon Products Foundation, Inc Avon Plaza Rye, NY 10580	136128447	501(c)3	Avon Walk for Breast Cancer	\$250
Avon Products Foundation, Inc Avon Plaza Rye, NY 10580	136128447	501(c)3	Walk for breast cancer	\$100
Badgerdog Literary Publishing, Inc PO Box 301209 Austin, TX 78703	30517806	501(c)3	To support a creative writing and literary arts program for middle and high school students	\$5,000
Big Brothers Big Sisters of Central Texas, Inc 1400 Tillery Street Austin, TX 78721	74-1678586	501(c)3	To support the general operating expenses	\$40

TOPFER FAMILY FOUNDATION
2009 PAID GRANTS

Big Brothers Big Sisters of Central Texas, Inc 1400 Tillery Street Austin, TX 78721	74-1678586	501(c)3	To support mentoring for at-risk youth	\$15,000
Big Brothers Big Sisters of Metropolitan Chicago 560 West Lake Street 5th Floor Chicago, IL 60661	362681212	501(c)3	To support school-based mentoring and tutoring for at-risk students	\$40,000
Bloomington District 13 Education Foundation PO Box 6382 Bloomington, IL 60108	36-4247981	501(c)3	To support the DuJarden school	\$1,000
Blue Sky Inn 3056 W Sunnyside Ave , Unit 3 Chicago, IL 60625	364405781	501(c)3	To support a transitional jobs program for homeless and at-risk youth	\$10,000
Blue Sky Inn 3056 W Sunnyside Ave , Unit 3 Chicago, IL 60625	364405781	501(c)3	To support the general operating expenses	\$1,000
BookSpring PO Box 143147 Austin, TX 78714	742542664	501(c)3	To support the RIF Program at Becker Elementary and the health-based Reach Out and Read program in area clinics	\$10,000
Boys and Girls Clubs of the Austin Area 5407 N IH 35 Suite 400 Austin, TX 78723	746087356	501(c)3	To provide programs and services for underserved youth at Burnet Middle School	\$10,000
Breaking Free, Inc 120 Gale Street Aurora, IL 60506-5084	36-2957395	501(c)3	To support parenting skills and family nurturing programs	\$10,000
Breakthrough 1605A East 7th Street Austin, TX 78705	74-2991346	501(c)3	To support a six-week, full-day academic enrichment college preparation program for high potential, low income seventh and eighth graders	\$20,000
Breakthrough 1605A East 7th Street Austin, TX 78705	74-2991346	501(c)3	To support a six-week, full-day academic enrichment college preparation program for high potential, low income seventh and eighth graders	\$10,000
Bridge Point Elementary Booster Club 6401 Cedar Street Austin, TX 78746	742830144	501(c)3	To support the general operating expenses	\$300
Brighton Park Neighborhood Council 4477 South Archer Avenue Chicago, IL 60632	364229387	501(c)3	To support youth leadership development program and youth enrichment activities	\$10,000
Camp Fire USA Balcones Council 1601 E 38 1/2 Street Austin, TX 78722	741552713	501(c)3	To support expansion of an after school literacy program for underserved youth	\$5,000
Candlelight Ranch Foundation P O Box 26367 Austin, TX 78755	742939045	501(c)3	To help support a program providing outdoor therapeutic and educational experiences to children with special needs	\$3,750
Capital Area Council Boy Scouts of America 7540 Ed Bluestein Blvd Austin, TX 78723			To support the general operating expenses	\$250

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Capital Area Food Bank 8201 South Congress Ave Austin, TX 78745	74-221735-0	501(c)3	To support Kids Café for low-income students and HOPE program for low-income seniors	\$40,000
Capital Area Food Bank 8201 South Congress Ave Austin, TX 78745	74-221735-0	501(c)3	To support the general operating expenses	\$100
Capital Area Food Bank 8201 South Congress Ave Austin, TX 78745	74-221735-0	501(c)3	To support the general operating expenses	\$800
Capital IDEA 504 Lavaca, Suite 1008 Austin, TX 78701	74-2893041	501(c)3	To support educational services to low-income adult learners	\$60,000
Capital Of Texas Public Telecommunications Council 2504-B Whitis Avenue, P O Box 7158 Austin, TX 78713	757126012	501(c)3	To support the general operating expenses	\$100
Caritas of Austin 611 Neches Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$500
Caritas of Austin 611 Neches Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$25
Caritas of Austin 611 Neches Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$500
Caritas of Austin 611 Neches Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$35
Caritas of Austin 611 Neches Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$1,000
Caritas of Austin 611 Neches Austin, TX 78701	74-1909670	501(c)3	To support employment services program for working poor	\$55,000
CASA of DuPage County, Inc 505 North County Farm Road Third Floor, Suite C Wheaton, IL 60187	36-3875807	501(c)3	To support the general operating expenses	\$750
CASA of DuPage County, Inc 505 North County Farm Road Third Floor, Suite C Wheaton, IL 60187	36-3875807	501(c)3	To support advocacy for abused and neglected children who are in the court system	\$35,000
CASA of Travis County, Inc 6330 Hwy 290 East Ste 350 Austin, TX 78723	74-2369123	501(c)3	To support court appointed special advocates for abused and neglected children	\$40,000
CASA of Travis County, Inc 6330 Hwy 290 East Ste 350 Austin, TX 78723	74-2369123	501(c)3	To support the general operating expenses	\$500
Cass 63 Foundation for Educational Excellence 8520 Bailey Rd Darien, IL 60561	27-0011342	501(c)3	To support the general operating expenses	\$750

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Catholic Charities, Diocese of Joliet 203 N Ottawa St Joliet, IL 60432	36-2170817	501(c)3	To support counseling for abused and neglected children	\$20,000
Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724	74-2562585	501(c)3	To support clinical therapy for children who are victims of abuse	\$42,350
Center for Public Policy Priorities 900 Lydia Street Austin, TX 78702	74-2898197	501(c)3	To support the general operating expenses	\$25
Chicago Women's Health Center, Inc 3435 N Sheffield Ave Suite 206 A Chicago, IL 60657	362922469	501(c)3	To support outreach and health education programming for at-risk girls	\$35,000
Childrens Advocacy Center 640 Illinois Boulevard Hoffman Estates, IL 60169	363711203	501(c)3	To support counseling, assessments, support groups, and case management services for children who've been abused	\$10,000
Children's Medical Center Foundation of Central Texas 4900 Mueller Blvd Austin, TX 78723	20-0468031	501(c)3	To support capital campaign for new Children's Medical Center (eighth payment)	\$15,151
Children's Medical Center Foundation of Central Texas 4900 Mueller Blvd Austin, TX 78723	20-0468031	501(c)3	Match for final payment towards Capital Campaign	\$15,773
Children's Medical Center Foundation of Central Texas 4900 Mueller Blvd Austin, TX 78723	20-0468031	501(c)3	Final capital campaign matching payment	\$10,000
Children's Memorial Foundation 2300 Children's Plaza, Box 4 Chicago, IL 60614	363357006	501(c)3	To support the general operating expenses	\$100
Chinese American Service League Inc 2141 South Tan Court Chicago, IL 60616	362984043	501(c)3	To provide for the physical, psychological and cultural needs of seniors	\$7,500
Circesteem 4730 North Sheridan Chicago, IL 60640	320050649	501(c)3	To support after-school tutoring and homework support for low-income students	\$15,000
Citizen Schools 2520 Longview, Suite 315A Austin, TX 78705	43259160	501(c)3	To support Citizen School's after school program at Bedichek and Kealing Middle Schools	\$5,000
Communities in Schools - Central Texas, Inc 3000 South IH 35, Suite 200 Austin, TX 78704	742369020	501(c)3	To support individualized student supports on seven CIS campuses in Hays County and the XY-Zone male involvement project	\$65,000
Communities in Schools - Central Texas, Inc 3000 South IH 35, Suite 200 Austin, TX 78704	742369020	501(c)3	To support the general operating expenses	\$35

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Communities in Schools - Central Texas, Inc. 3000 South IH 35, Suite 200 Austin, TX 78704	742369020	501(c)3	To support the general operating expenses	\$660
Communities in Schools of Chicago 815 W Van Buren Suite 300 Chicago, IL 60607	363591326	501(c)3	To support CCIS programs, linking community resources to at-risk children and families	\$40,000
Con Mi MADRE (Mothers and Daughters Raising Expectations) The University of Texas School of Social Work 1925 San Jacinto Blvd , Room 3 116A Austin, TX 78712	741934031	501(c)3	To support a program for Hispanic girls from grades 6-12 to help prepare them for college	\$5,000
Connecticut College 270 Mohegan Ave New London, CT 06320	06-0646587	501(c)3	To support the general operating expenses	\$500
D E L T A Rescue PO Box 9 Glendale, CA 91209	95-3759277	501(c)3	To support the general operating expenses	\$15
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	133433452	501(c)3	To support the general operating expenses	\$75
DuPage Children's Museum 301 North Washington St Naperville, IL 60540	36-3565001	501(c)3	To refine and focus parent/caregiver support resources to make them more effectively available and to increase effective parenting	\$50,000
DuPage Children's Museum 301 North Washington St. Naperville, IL 60540	36-3565001	501(c)3	To support the general operating expenses	\$1,200
DuPage Children's Museum 301 North Washington St Naperville, IL 60540	36-3565001	501(c)3	To support the general operating expenses	\$1,500
DuPage Community Foundation 104 E Roosevelt Rd , Suite 204 Wheaton, IL 60187-4584	36-3978733	501(c)3	To provide general operating support, enabling the foundation to make community grants and strengthen services to and recruitment of donors	\$25,000
DuPage Senior Citizens Council 1919 South Highland Avenue Building A, Suite 210 Lombard, IL 60148	362988023	501(c)3	To support a home-maintenance-and minor repair program for seniors	\$25,000
Eanes Education Foundation 601 Campcraft Road Austin, TX 78746	74-2618503	501(c)3	To support the general operating expenses	\$500
Earthen Vessels, Inc 170 Appleton St Cambridge, MA 02138	04-8702655	501(c)3	To support the general operating expenses	\$500
Easter Seals-Central Texas Inc 1611 Headway Circle Bldg 2 Austin, TX 78754	750808811	501(c)3	To support medical rehabilitative services for low-income children	\$10,000
El Buen Samaritano 7000 Woodhue Drive Austin, TX 78745	74-2488682	501(c)3	To support the general operating expenses	\$500

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Elizabeth Ann Seton Board 1201 W 38th Street Austin, TX 78705	74-2212968	501(c)3	To support the general operating expenses	\$375
Elizabeth Ann Seton Board 1201 W 38th Street Austin, TX 78705	74-2212968	501(c)3	To support the general operating expenses	\$150
Environmental Defense Fund 257 Park Avenue South New York, NY 10010	116107128	501(c)3	To support the general operating expenses	\$25
Erikson Institute 451 N LaSalle St Chicago, IL 60654-4510	362593545	501(c)3	To provide parenting support and education for families with infants who cry excessively and are difficult to console	\$10,000
Ethiopia Reads 55 Madison St, Ste 750 Denver, CO 80206	94-3283038	501(c)3	To support the general operating expenses	\$50
Faith In Action Caregivers 1001 Main Street Georgetown, TX 78626	203414707	501(c)3	To support technology upgrades which will help with recruitment and retention of volunteers and clients for the FIAC coalition which provides transportation for the elderly	\$5,000
Faith In Place 70 E Lake Street, Suite 920 Chicago, IL 60601	364540756	501(c)3	To support after-school and summer tutoring, leadership development, and environmental activities for at-risk youth	\$7,500
Family Eldercare 2210 Hancock Drive Austin, TX 78756	74-2286387	501(c)3	To support the general operating expenses	\$300
Family Eldercare 2210 Hancock Drive Austin, TX 78756	74-2286387	501(c)3	To support the facilitation of a merger evaluation between Family Eldercare and Meals On Wheels and More	\$2,250
Family Shelter Service, Inc 605 E Roosevelt Road Wheaton, IL 60187	36-2883552	501(c)3	Holiday giving program	\$5,000
Family Shelter Service, Inc 605 E Roosevelt Road Wheaton, IL 60187	36-2883552	501(c)3	To support children's counseling and parenting skills development for families that are victims of domestic violence	\$25,000
First Unitarian Universalist Church of Austin 4700 Grover Avenue Austin, TX 78756	74-1612515	501(c)3	To support the general operating expenses	\$300
First Unitarian Universalist Church of Austin 4700 Grover Avenue Austin, TX 78756	74-1612515	501(c)3	To support the general operating expenses	\$1,105
Foundation Communities 3036 S 1st Street, Suite 200 Austin, TX 78704	74-2563260	501(c)3	To support the acquisition and rehab of an apartment complex to provide a safe, affordable community offering opportunities for low-income families working towards stability and self-sufficiency	\$74,000
Friends of Acadia 43 Cottage Street P O Box 45 Bar Harbor, ME 04609	01-0425071	501(c)3	To support the general operating expenses	\$1,000

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Friends of Acadia 43 Cottage Street P O Box 45 Bar Harbor, ME 04609	01-0425071	501(c)3	To support the general operating expenses	\$200
Front Steps, Inc 500 East Seventh Street Austin, TX 78701	742824054	501(c)3	To support the general operating expenses	\$45
Gads Hill Center 1919 West Cullerton Street Chicago, IL 60608	362167082	501(c)3	To support academic enrichment activities and college preparation for low-income teens	\$7,500
GENaustin (Girls Empowerment Network) 2206 Prather Lane Austin, TX 78704	742837732	501(c)3	To support a weekly after-school curriculum for middle school girls taught by employed high school girls with support from school-based adult sponsors and volunteers	\$16,000
Gilda's Club Chicago 537 North Wells Street Chicago, IL 60654	364115144	501(c)3	To support the general operating expenses	\$2,500
Girl Scouts of Central Texas 12012 Park Thirty-Five Circle Austin, TX 78753	74-1109644	501(c)3	To support outreach programs for at-risk girls	\$25,000
Girlstart 1400 West Anderson Lane Austin, TX 78757	31-1595414	501(c)3	To support an after-school math, science and technology program for girls in low-income communities	\$8,750
Gold Ribbon Rescue P O Box 956 Austin, TX 78767-90956	74-2897409	501(c)3	To support the general operating expenses	\$500
Greater Chicago Food Depository 4100 W. Ann Lurie Pl Chicago, IL 60632	36-2971864	501(c)3	To provide senior-friendly produce and shelf-stable items to low-income older adults	\$75,000
GreaterGood org 600 University Street Suite 1000 Seattle, WA 88101	204846675	501(c)3	To support the general operating expenses	\$25
GreaterGood org 600 University Street Suite 1000 Seattle, WA 88101	204846675	501(c)3	To support the general operating expenses	\$10
GreaterGood org 600 University Street Suite 1000 Seattle, WA 88101	204846675	501(c)3	To support the general operating expenses	\$25
Health Alliance For Austin Musicians Health Alliance for Austin Musicians PO Box 301496 Austin, TX 78703	741934031	501(c)3	To provide musicians access to caring, high quality, affordable healthcare	\$25,000
Health Alliance For Austin Musicians Health Alliance for Austin Musicians PO Box 301496 Austin, TX 78703	741934031	501(c)3	To support the general operating expenses	\$1,000
Heart House Austin 7224 Northeast Drive Austin, TX 78723	75-2898097	501(c)3	To support summer programs for low-income youth	\$8,500

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Heifer International 1 World Avenue Little Rock, AR 72202	35-1019477	501(c)3	To support the general operating expenses	\$100
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	74-114463	501(c)3	Champions for Children Awards Luncheon	\$150
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	74-114463	501(c)3	To support the general operating expenses	\$50
Hinsdale Community Service 19 E Chicago Ave Hinsdale, IL 60521	362174821	501(c)3	To support the general operating expenses	\$500
Hinsdale Hospital Foundation 15 Spinning Wheel Road Hinsdale, IL 60521	52-1466387	501(c)3	To support the general operating expenses	\$2,500
Hospice Austin 4107 Spicewood Springs Rd Suite 100 Austin, TX 78759	74-2200596	501(c)3	To support the general operating expenses	\$500
Hospice Austin 4107 Spicewood Springs Rd Suite 100 Austin, TX 78759	74-2200596	501(c)3	To support in home crisis care	\$35,000
Howard Area Community Center 7648 N Paulina St Chicago, IL 60626	363008606	501(c)3	To support comprehensive child care for at-risk children	\$10,000
Hudson Bend Middle School PTO 15600 Lariat Trail Austin, TX 78734	74-2959981	501(c)3	To support the general operating expenses	\$75
Humanitarian Service Project 465 Randy Road Carol Stream, IL 60188	36-3187979	501(c)3	To support the general operating expenses	\$2,500
Infant Welfare Society of Chicago 3600 West Fullerton Chicago, IL 60647	36-2167752	501(c)3	To support child Development and support services for hispanic families at risk of domestic violence	\$25,000
Inspiration Corporation 4554 N Broadway, Ste 207 Chicago, IL 60640	363673980	501(c)3	To support a meals program for low-income families and individuals	\$25,000
Jewish Community Association of Austin 7300 Hart Lane Austin, TX 78731	74-1469465	501(c)3	To provide support for the PJ Library, providing Jewish books to children in Central Texas	\$2,500
Jewish Family Service 11940 Jollyville Road, Suite 1105 Austin, TX 78759	74-1469465	501(c)3	To support Jewish Family Services, which provides social services to low income seniors	\$22,500
Jewish United Fund of Metropolitan Chicago 1 South Franklin Street Chicago, IL 60606	36-2167034	501(c)3	To support the general operating expenses	\$2,500
Juvenile Diabetes Research Foundation International 3420 Executive Center Drive Suite 108 Austin, TX 78731	23-1907729	501(c)3	To support the general operating expenses	\$250

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Juvenile Diabetes Research Foundation International 3420 Executive Center Drive Suite 108 Austin, TX 78731	23-1907729	501(c)3	To support the general operating expenses	\$50
Keshet 617 Landwehr Road Northbrook, IL 60062	363441392	501(c)3	To support the general operating expenses	\$5,000
Kids Individual Dedication To Success 2614 Dante Court Austin, TX 78748	510551913	501(c)3	To support a community-based educational summer program for underprivileged youth	\$7,500
Kindness Ranch 854 State Hwy 270 Hartville, WY 82215	84-1561923	501(c)3	To support the general operating expenses	\$15
KIPP Austin College Preparatory School, Inc 8509 FM 969 Building C Austin, TX 78724	10639602	501(c)3	To support the facilitation of a merger evaluation between Family Eldercare and Meals On Wheels and More	\$20,000
Komen Austin PO Box 2164 Austin, TX 78768	75-1835298	501(c)3	Race for the Cure	\$50
Komen Austin PO Box 2164 Austin, TX 78768	75-1835298	501(c)3	Race for the Cure	\$100
Lance Armstrong Foundation PO Box 161150 Austin, TX 78716-1150	74-2806618	501(c)3	To support the general operating expenses	\$50
Lance Armstrong Foundation PO Box 161150 Austin, TX 78716-1150	74-2806618	501(c)3	Livestrong Challenge	\$25
Lawrence Hall Youth Services 4833 N Francisco Ave Chicago, IL 60625-3640	362167771	501(c)3	To support residential treatment for youth who have been abused or neglected	\$10,000
Leadership Austin 1609 Shoal Creek Blvd, Ste 202 Austin, TX 78701	74-2967463	501(c)3	To support the general operating expenses	\$50
Leadership Austin 1609 Shoal Creek Blvd, Ste 202 Austin, TX 78701	74-2967463	501(c)3	To support the general operating expenses	\$25
Lifelink 331 South York Road Bensenville, IL 50106-2600	363487477	501(c)3	To support The Healthy Families program which provides early intervention, positive parenting skills to first-time, non-English speaking teenage parents	\$40,000
LifeWorks 3708 South First Street Austin, TX 78704	742137189	501(c)3	To support the general operating expenses	\$660
LifeWorks 3708 South First Street Austin, TX 78704	742137189	501(c)3	To help support a capital campaign to build a new Youth and Family Resource Center in East Austin	\$228,000
Literature For All of Us 2010 Dewey Ave Evanston, IL 60201	364167228	501(c)3	To support parenting education and adult literacy skill building for teen mothers	\$7,500

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Lupus Foundation of America-Texas Gulf Chapter 3730 Kirby Drive, Suite 720 Houston, TX 77098	760112724	501(c)3	To support the general operating expenses	\$25
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for babies	\$20
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	To support the general operating expenses	\$30
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for Babies	\$100
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for Babies	\$25
March of Dimes 11044 Research Blvd., Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for Babies	\$20
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	NICU program at Children's Hospital	\$5,725
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for Babies	\$50
Marwen Foundation 833 N Orleans Street Chicago, IL 60610	363523622	501(c)3	To support college preparatory activities for youth participating in arts programming	\$15,000
Marywood Children and Family Services 4029 So Capital of Texas Highway, Suite 200 Austin, TX 78704	513-263-3756	501(c)3	To support case management and basic needs for at risk pregnant women	\$20,000
MD Anderson Cancer Center PO Box 4486 Houston, TX 77210			To support the general operating expenses	\$100
Meals on Wheels and More 3227 East 5th Street Austin, TX 78702	23-7202594	501(c)3	To support the general operating expenses	\$500
Meals on Wheels and More 3227 East 5th Street Austin, TX 78702	23-7202594	501(c)3	To provide nutritious meals to homebound elderly who are unable to prepare for themselves	\$62,250
Memorial Sloan Kettering Cancer Center 302 E 61st Street, Floor 2 New York, NY 10065	13-1924236	501(c)3	To support the general operating expenses	\$100
Metropolitan Family Services DuPage One North Dearborn, Suite 1000 Chicago, IL 60602	36-2167061	501(c)3	To support Parents As Teachers, an early childhood parent education and family support program	\$25,000
Mothers' Milk Bank of Austin 900 E 30th Street Suite 214 Austin, TX 78705	74-2883760	501(c)3	To support the general operating expenses	\$25

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National Foundation for Celiac Awareness P O Box 544 Ambler, PA 19002	900108854	501(c)3	To support the general operating expenses	\$250
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	To support the general operating expenses	\$75
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	To support the general operating expenses	\$125
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	In support of Samuel McGee - Houston 2009 BPMS 150	\$100
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	Bike event	\$100
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	MS Walk	\$200
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	Women Against Multiple Sclerosis Luncheon	\$250
NCO Youth & Family Services 1305 W Oswego Road Naperville, IL 60540	362936229	501(c)3	To support counseling and life skills development for male youth in group home and transitional living settings	\$60,000
New Moms, Inc 2825 W McLean Ave Chicago, IL 60647	363265804	501(c)3	To support parenting skills development for teen mothers and enriched child care	\$30,000
Northern Illinois Food Bank 600 Industrial Drive St Charles, IL 60174	363203648	501(c)3	Support a program which makes nutritious food more accessible for low- income seniors	\$50,000
Northwest Hills United Methodist Church 7050 Village Center Drive Austin, TX 78731	36-2167731	501(c)3	To support the general operating expenses	\$525
NPT Breast Cancer 3-Day 165 Township Line Rd , Suite 150 Jenkintown, PA 19046	23-7825575	501(c)3	To support the general operating expenses	\$50
NPT Breast Cancer 3-Day 165 Township Line Rd , Suite 150 Jenkintown, PA 19046	23-7825575	-501(c)3	To support the general operating expenses	\$200
NPT Breast Cancer 3-Day 165 Township Line Rd , Suite 150 Jenkintown, PA 19046	23-7825575	501(c)3	2009 Breast Cancer 3 Day Denver - Sharon Dale	\$25
Omni Youth Services Inc 1111 W Lake Cook Buffalo Grove, IL 60089	362777027	501(c)3	To support in-home counseling and supportive services for families referred for incidents of abuse or neglect	\$5,000
One Brick 237 Kearny Street #209 San Francisco, CA 94108	770593889	501(c)3	To support the general operating expenses	\$1,000
Open Door Preschool 3804 Cherrywood Rd Austin, TX 78722	74-1834374	501(c)3	To support a summer enrichment program for elementary school children	\$3,750
Open Door Preschool 3804 Cherrywood Rd Austin, TX 78722	74-1834374	501(c)3	To support the general operating expenses	\$100

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Open Door Preschool 3804 Cherrywood Rd Austin, TX 78722	74-1834374	501(c)3	To support the general operating expenses	\$155
Outreach Community Ministries, Inc 122 W Liberty Dr Wheaton, IL 60187	23-7265066	501(c)3	To support Teen REACH after school and summer programs, tutoring, mentoring, and a college access program	\$25,000
Outreach Community Ministries, Inc 122 W Liberty Dr Wheaton, IL 60187	23-7265066	501(c)3	To support the general operating expenses	\$5,000
Paralyzed Veterans of America 801 - 18th St, NW 7th Floor Washington, DC 20006	131946868	501(c)3	To support the general operating expenses	\$25
People's Community Clinic 2909 N IH 35 Austin, TX 78722	23-7087608	501(c)3	To support the general operating expenses	\$25
People's Community Clinic 2909 N IH 35 Austin, TX 78722	23-7087608	501(c)3	To support the general operating expenses	\$40
People's Community Clinic 2909 N IH 35 Austin, TX 78722	23-7087608	501(c)3	To support the prenatal program and early and periodic screening, diagnostic, and treatment for infants	\$60,000
People's Resource Center 201 S. Naperville Rd Wheaton, IL 60187	36-3157600	501(c)3	To support an art enrichment program for low-income youth	\$10,000
People's Resource Center 201 S. Naperville Rd Wheaton, IL 60187	36-3157600	501(c)3	To support the general operating expenses	\$1,000
Pillars 333 North LaGrange Road, Suite One LaGrange Park, IL 60526	364166490	501(c)3	To support the Adult Wrap Program for low-income, high need elderly	\$35,000
Positive Parenting DuPage 105 S Villa Ave Villa Park, IL 60181	20-3152418	501(c)3	To increase effective parenting by improving knowledge of child development and strengthening support services for families	\$185,000
River Place Elementary PTA 6500 Sitio Del Rio Blvd Austin, TX 78730	74-1054403	501(c)3	To support the general operating expenses	\$250
Robert Crown Center For Health Education 21 Salt Creek Lane Hinsdale, IL 60516	362608742	501(c)3	To support a health education program for low-income students	\$25,000
Ronald McDonald House Charities of Austin and Central Texas 1315 Barbara Jordan Blvd Austin, TX 78723	74-2277664	501(c)3	To provide lodging and meals to families with critically ill or injured children who are staying at local hospitals	\$15,000
SafePlace 1515 A Grove Boulevard Austin, TX 78741	74-1977853	501(c)3	To support the Counseling Services Program which addresses the needs of sexual and domestic violence survivors	\$35,000
SafePlace 1515 A Grove Boulevard Austin, TX 78741	74-1977853	501(c)3	To support the general operating expenses	\$300

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Salvation Army P O Box 1000 Austin, TX 78767	75-0800678	501(c)3	Passages	\$300
Senior Home Sharing, Inc 711 E Roosevelt Road Wheaton, IL 60187	36-3246634	501(c)3	To support affordable housing for low-income seniors	\$30,000
SGA Youth & Family Services 11 East Adams Street, Suite 1500 Chicago, IL 60603	36-2167916	501(c)3	To support Healthy Families and Parents Too Soon programs, providing child abuse prevention and family strengthening services to teen parents	\$15,000
Sharing Connections Furniture Bank 5111 Chase Avenue Downers Grove, IL 60525	364363123	501(c)3	To support a full-time, bi-lingual social worker position	\$45,000
Shelter, Inc 1616 N Arlington Heights Road Arlington Heights, IL 60004	23-7399-596	501(c)3	To support Healthy Families child abuse prevention program	\$25,000
Southern Animal Rescue Association PO Box 813 Seguin, TX 78156	742790363	501(c)3	To support the general operating expenses	\$15
Southwest Key Program Inc 6002 Jain Lane Austin, TX 78721	742481167	501(c)3	To support programs providing vocational counseling to low-income individuals and college preparatory classes for underprivileged youth	\$35,000
Special Olympics Illinois 605 East Willow Street Normal, IL 61761	36-292281	501(c)3	To support facilitation of sports physicals required for Special Olympic athletes	\$10,000
St Vincent de Paul Center 2145 N Halsted Chicago, IL 60614	36-1722800	501(c)3	To support early childhood education and social services programs	\$25,000
Storycatchers Theatre 920 N Franklin Suite 302 Chicago, IL 60610	36-3298168	501(c)3	To support arts programming and youth development activities for low-income youth	\$15,000
Street-Level Youth Media 2459 W Augusta Blvd Chicago, IL 60622	364039558	501(c)3	To support media arts activities and leadership development for low-income youth	\$7,500
Taproot Foundation 205 W Randolph, Suite 1220 Chicago, IL 60606	912162645	501(c)3	To sponsor service grants providing capacity-building services to non-profit organizations	\$30,000
Teen Parent Connection 739 Roosevelt Road, Bldg 8, Suite 100 Glen Ellyn, IL 60137	36-3387034	501(c)3	To support parent education and support services for adolescent parents and peer education pregnancy prevention programs	\$65,000
Teen Parent Connection 739 Roosevelt Road, Bldg 8, Suite 100 Glen Ellyn, IL 60137	36-3387034	501(c)3	Holiday giving program	\$5,000
Texas Heart Institute P O Box 20345, MC 3-117 Houston, TX 77225	746053200	501(c)3	Unrestricted	\$250,000
Texas Mamma Jamma Ride PO Box 49097 Austin, TX 78765	74-2845698	501(c)3	Texas Mamma Jamma Ride in support of Carol Morris	\$50
The Arc of the Capital Area 2818 San Gabriel Austin, TX 78705	74-12944294	501(c)3	To support the general operating expenses	\$300

TOPFER FAMILY FOUNDATION
2009 PAID GRANTS

The Arc of the Capital Area 2818 San Gabriel Austin, TX 78705	74-12944294	501(c)3	To support the Arc for the Arts which provides youth and adults with developmental disabilities, education and training to increase their self-sufficiency	\$17,500
The Chicago Lighthouse for People Who Are Blind or Visually Impaired 1850 W Roosevelt Road Chicago, IL 60608	362169139	501(c)3	To support in-home therapy and parent counseling, education and support for families with children who are blind or visually impaired	\$30,000
The College of Saint Rose 432 Western Ave Albany, NY 12203	14-1338371	501(c)3	To support the general operating expenses	\$500
The College of Saint Rose 432 Western Ave Albany, NY 12203	14-1338371	501(c)3	To support the general operating expenses	\$500
The Community House 415 W 8th Street Hinsdale, IL 60521	36-2167735	501(c)3	To support after-school and summer programs for the Willowbrook Corner Neighborhood	\$75,000
The Community House 415 W 8th Street Hinsdale, IL 60521	36-2167735	501(c)3	Holiday giving program	\$5,000
The James Dick Foundation PO Box 89 Round Top, TX 78954	74-1732353	501(c)3	To support the general operating expenses	\$500
The James Dick Foundation PO Box 89 Round Top, TX 78954	74-1732353	501(c)3	To support the Round Top Festival Institute	\$500
The Khabele School 801 Rio Grande Street Austin, TX 78701	743020203	501(c)3	To support the general operating expenses	\$250
The Khabele School 801 Rio Grande Street Austin, TX 78701	743020203	501(c)3	To support the general operating expenses	\$500
The Leukemia & Lymphoma Society 651 W. Washington Blvd Suite 400 Chicago, IL 60661	13-5644916	501(c)3	To support the general operating expenses	\$35
The Leukemia & Lymphoma Society 651 W Washington Blvd Suite 400 Chicago, IL 60661	13-5644916	501(c)3	To support the general operating expenses	\$25
The Settlement Home 1600 Paytoon Gin Road Austin, TX 78758	74-1200133	501(c)3	To support the salary for an Educational Supervisor	\$45,000
The University of Texas Charles A Dana Center 2901 N IH 35, Suite 2 200 Austin, TX 78722-2348	741587488	Other	To support the ACEE program which provides high quality, research-based early literacy tutoring and educational support for bilingual students	\$9,000
The Women's Treatment Center 140 N Ashland Ave Chicago, IL 60607	36-3682166	501(c)3	To support early childhood education and social services for children and parenting education for their mothers who're undergoing substance abuse treatment	\$10,000

TOPFER FAMILY FOUNDATION
2009 PAID GRANTS

Theatre Action Project 701 Tillery Street Box 9 Austin, TX 78702	742856925	501(c)3	To support the training and employing of up to 30 high school students a year whose lives have been affected by intimate violence to transform their experiences into compelling, interactive, educational theatre	\$3,750
Thoughtful House Center for Children 3001 Bee Cave Road, Suite 120 Austin, TX 78746	20-0802572	501(c)3	To support the general operating expenses	\$200
Umoja Student Development Corporation 2935 West Polk, Room 116 Chicago, IL 60612	364263664	501(c)3	To support an academic achievement, community building, and leadership development program for at-risk high school students	\$15,000
University of Texas at Austin PO Box 7458 Austin, TX 78713	74-6000203	501(c)3	To support the McCombs School of Business	\$52
University of Texas at Austin PO Box 7458 Austin, TX 78713	74-6000203	501(c)3	McCombs School of Business	\$126
University of Texas School of Nursing Post Office Box 250 Austin, TX 78767-0250	741587488	501(c)3	To support the Children's Wellness Center Pharmacy Voucher Program which provides pharmacy vouchers for uninsured children in Del Valle	\$15,000
US Fund for Unicef 125 Maiden Lane New York, NY 10038	13-1760110	501(c)3	To support the general operating expenses	\$50
Vail Mountain Resue Group P.O Box 1597 Vail, CO 81658	51-0153270	501(c)3	To support the general operating expenses	\$100
Vail Valley Medical Center Foundation PO Box 1529 Vail, CO	742505662	501(c)3	To support the general operating expenses	\$100
VinCare Services 2026 Guadalupe Street Austin, TX 78705	74-2968167	501(c)3	To support the general operating expenses	\$280
VinCare Services 2026 Guadalupe Street Austin, TX 78705	74-2968167	501(c)3	To support life skills and supportive services at St Louise House for homeless women with children	\$28,000
Volunteer Council of Bloomingdale Township 123 N Rosedale Road Bloomingdale, IL 60108	E9988-2477-05	501(c)3	To support the general operating expenses	\$2,500
Volunteer Healthcare Clinic 4215 Medical Parkway Austin, TX 78756	74-6082464	501(c)3	To support non-emergency, walk-in, free, medical clinic services to children who are uninsured and/or lack access to healthcare	\$7,500
Western DuPage Special Recreation Association Foundation 116 N Schmale Road Carol Stream, IL 60188	363932924	501(c)3	To support a recreational program for students who are enrolled in alternative schools	\$5,000
Wonders & Worries Inc 923 Westbank Drive, Suite C Austin, TX 78746	743012982	501(c)3	To support a program that helps children cope with life-threatening illnesses of a parent or loved-one	\$7,500

**TOPFER FAMILY FOUNDATION
2009 PAID GRANTS**

Woodridge Community Pantry 6809 Hobson Valley Drive #118 Woodridge, IL 60517	36-3857072	501(c)3	To support job and life skills programming for low-income adults	\$15,000
Young Men's Business League Austin Sunshine Camps P O Box 684980 Austin, TX 78768	74-6023176	501(c)3	To support Sunshine Camps for economically underprivileged children ages 7-15	\$7,500
Young Men's Business League Austin Sunshine Camps P.O Box 684980 Austin, TX 78768	74-6023176	501(c)3	To support the general operating expenses	\$35
Young Men's Business League Austin Sunshine Camps P O Box 684980 Austin, TX 78768	74-6023176	501(c)3	Austin Under 40 Awards	\$1,500
Young Women's Christian Association of Metropolitan Chicago 360 North Michigan Avenue, Suite 800 Chicago, IL 60601	362179765	501(c)3	To support mental health counseling for sexually abused children	\$7,500
YouthLaunch Inc 7756 Northcross Drive, Suite 203 Austin, TX 78757	742762174	501(c)3	To support the general operating expenses	\$25
Zachary Scott Theatre Center 1510 Toomey Road Austin, TX 78704	741369410	501(c)3	To support the general operating expenses	\$500
TOTAL 2009 GRANTS				\$3,574,847

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 TOPFER FAMILY FOUNDATION	Employer identification number 74-2961304
	Number, street, and room or suite no. If a P.O. box, see instructions 3600 N CAPITAL OF TX HWY, BLDG B, NO. 320	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions AUSTIN, TX 78746	

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 |

ALAN TOPFER

- The books are in the care of ► **3600 N CAPITAL OF TX, BLDG B, STE 320 - AUSTIN, TX 78746**
Telephone No ► **512-329-6600** FAX No. ► **512-329-6462**
- 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 **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____

- 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	\$ 146,866.
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	\$ 11,866.
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	\$ 135,000.

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

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

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

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- 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	Employer identification number
	TOPFER FAMILY FOUNDATION	74-2961304
	Number, street, and room or suite no. If a P.O. box, see instructions. 3600 N CAPITAL OF TX HWY, BLDG B, NO. 320	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78746	

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

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

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

ALAN TOPFER

- The books are in the care of **▶ 3600 N CAPITAL OF TX, BLDG B, STE 320 - AUSTIN, TX 78746**
Telephone No. **▶ 512-329-6600** FAX No. **▶ 512-329-6462**
- 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, 2010.**
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
- 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
TAXPAYER NEEDS ADDITIONAL TIME TO COMPILE INFORMATION NEEDED TO PREPARE AN ACCURATE RETURN. AN EXTENSION OF TIME TO FILE IS REQUESTED.

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	\$	146,866.
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	\$	146,866.
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.

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 **▶ Paula A Wendell** Title **▶ CPA**Date **▶ 8/3/10**

Form 8868 (Rev. 4-2009)