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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 05/01 **, 2009, and ending** 04/30, 2010

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE CONEWAY FAMILY FOUNDATION

A Employer identification number: 13-3188841

Number and street (or P O box number if mail is not delivered to street address): 2247 TROON ROAD — Room/suite

B Telephone number (see page 10 of the instructions): (212) 440-0800

City or town, state, and ZIP code: HOUSTON, TX 77019

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: [X] 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) ▶ $ 9,519,867.

J Accounting method: [X] 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 N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc, received (attach schedule)	NONE			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	840.	840.	0.	ATCH 1
	4 Dividends and interest from securities	145,988.	145,988.	0.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	448,085.			
	b Gross sales price for all assets on line 6a 664,595.				
	7 Capital gain net income (from Part IV, line 2)		448,085.		
	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)	-49,845.	-49,582.	0.	ATCH 3
	12 **Total.** Add lines 1 through 11	545,068.	545,331.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	87,000.	0.	0.	87,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	21,656.	0.	0.	21,656.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	7,500.	3,750.	0.	3,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion	1,830.	1,830.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	27,178.	5,016.	0.	22,162.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	145,164.	10,596.	0.	134,568.
	25 Contributions, gifts, grants paid	294,250.			294,250.
	26 **Total expenses and disbursements** Add lines 24 and 25	439,414.	10,596.	0.	428,818.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	105,654.			
	b **Net investment income** (if negative, enter -0-)		534,735.		
	c **Adjusted net income** (if negative, enter -0-)			-0-.	

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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)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	354,144.	65,071.	65,071.
	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 16 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) ATCH 6	2,590,365.	2,629,683.	4,841,089.
	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 ▶ 5,132.			
		Less accumulated depreciation (attach schedule) ▶ 1,830.	5,132.	3,302.	3,302.
	15	Other assets (describe ▶ ATCH 7)	4,316,587.	4,673,826.	4,610,405.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,266,228.	7,371,882.	9,519,867.
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. ▶ X			
	27	Capital stock, trust principal, or current funds	7,266,228.	7,371,882.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	7,266,228.	7,371,882.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,266,228.	7,371,882.	

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	7,266,228.
2	Enter amount from Part I, line 27a	2	105,654.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,371,882.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,371,882.

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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	448,085.
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))
2008	447,848.	9,042,302.	0.049528
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

2	**Total** of line 1, column (d)	2	0.229771
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	0.045954
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,942,703.
5	Multiply line 4 by line 3	5	410,953.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,347.
7	Add lines 5 and 6	7	416,300.
8	Enter qualifying distributions from Part XII, line 4	8	428,818.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,347.
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	5,347.
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	5,347.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 9,853.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	9,853.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	4,506.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 4,506. **Refunded** ▶	11	

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?	1a		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)?	1b		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?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	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*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 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 ▶ ☐
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	1c		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? ☐ 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		X
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.)*	3b		X
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 2009?	4b		X

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** 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 8		87,000.	15,000.	0.

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		0.	0.	0.

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

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		0.

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	0.
2 REVENUE CODE SECTION 501(C)(3).	
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	0.
2 N/A	0.
All other program-related investments See page 24 of the instructions	
3 N/A	0.
Total. Add lines 1 through 3 . . . . ▶	0.

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	4,494,523.
b	Average of monthly cash balances	1b	277,729.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,306,634.
d	**Total** (add lines 1a, b, and c)	1d	9,078,886.
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	0.
3	Subtract line 2 from line 1d	3	9,078,886.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	136,183.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,942,703.
6	**Minimum investment return.** Enter 5% of line 5	6	447,135.

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	447,135.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,347.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	441,788.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	441,788.
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	441,788.

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	428,818.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	428,818.
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	5,347.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	423,471.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					441,788.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				400,974.	
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2009					
a From 2004	0.				
b From 2005	0.				
c From 2006	0.				
d From 2007	0.				
e From 2008	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 428,818.					
a Applied to 2008, but not more than line 2a				400,974.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					27,844.
e Remaining amount distributed out of corpus		0.			
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		0.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					413,944.
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)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2005	0.				
b Excess from 2006	0.				
c Excess from 2007	0.				
d Excess from 2008	0.				
e Excess from 2009	0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 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 ▶ [X] 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 *Paid during the year*				
SEE SCHEDULE ATTACHED				294,250.
Total ▶ **3a**				294,250.
b *Approved for future payment*				
NONE				0.
Total ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

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	840.	
4 Dividends and interest from securities			14	145,988.	
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	448,085.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 9	523000	-263.	01	-49,582.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-263.		545,331.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 545,068.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

Sign Here

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

Natalie L. Conway | 9/20/10 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 9/13/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) 1335049b
Firm's name (or yours if self-employed), address, and ZIP code	BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FL NEW YORK, NY 10005	EIN ▶ 13-4078147 Phone no 212-440-0800	

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)	
		SEE REALIZED G(L) REPORT ATTACHED				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
157,732.		167,601.					-9,869.	
		LTCL THRU BRIDGE ST FUND 1995 LP						
		5,424.					-5,424.	
		LTCG THRU BRIDGE ST FUND 1996 LP						
626.							626.	
		LTCL THRU MBA INVESTMENT FUND LLC						
		26,645.					-26,645.	
		LTCG THRU HEDGENERGY PARTNERS LP						
199,149.							199,149.	
		STCL THRU MBA INVESTMENT FUND LLC						
		16,840.					-16,840.	
		STCG THRU HEDGENERGY PARTNERS LP						
307,087.							307,087.	
		SEC 1231 15% THRU BRIDGE ST FD 1996						
1.							1.	
TOTAL GAIN(LOSS)		....					448,085.	

THE CONEWAY FAMILY FOUNDATION 13-3188841

SUPPLEMENTARY STATEMENT

PART: XV LINE: 2 SUPPLEMENTAL INFORMATION

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 THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' 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.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA		840.	840.	0.
	TOTAL	840.	840.	0.

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	62.	62.	0.
DIVIDENDS THRU BRIDGE ST FD 1996 K-1	132.	132.	0.
DIVIDENDS THRU MBA INVESTMENT FD K-1	2,481.	2,481.	0.
DIVIDENDS THRU BROKERAGE ACCOUNTS	143,309.	143,309.	0.
INTEREST THRU BRIDGE ST FD 1996 K-1	4.	4.	0.
TOTAL	145,988.	145,988.	0.

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	-49,582.	-49,582.	0.
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	-263.	0.	0.
TOTALS	-49,845.	-49,582.	0.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	7,500.	3,750.	0.	3,750.
TOTALS	7,500.	3,750.	0.	3,750.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	14,962.	0.	0.	14,962.
INSURANCE	7,200.	0.	0.	7,200.
DIVIDENDS CHARGED	100.	100.	0.	0.
FOREIGN TAXES WITHHELD	2,330.	2,330.	0.	0.
PORT DED THRU BRIDGE ST 1995	278.	278.	0.	0.
PORT DED THRU BRIDGE ST 1996	322.	322.	0.	0.
PORT DED THRU MBA INVESTMENT	1,986.	1,986.	0.	0.
TOTALS	27,178.	5,016.	0.	22,162.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION STMT I	2,590,365.	2,629,683.	4,841,089.
TOTALS	2,590,365.	2,629,683.	4,841,089.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HEDGENERGY PARTNERS, L.P.	2,101,850.	2,558,504.	2,403,913.
BRIDGE STREET FUND 1995, L.P.	25,412.	59.	1.
BRIDGE STREET FUND 1996, L.P.	36,072.	5,000.	750.
MBA INVESTMENT FUND, LLC	153,253.	110,263.	145,621.
GS INVESTMENT PARTNERS	2,000,000.	2,000,000.	2,060,120.
TOTALS	4,316,587.	4,673,826.	4,610,405.

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

ATTACHMENT 8

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	0.	0.	0.
LYNN M. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0.	0.	0.
NATALIE CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE 40.00	87,000.	15,000.	0.
CECILE CONEWAY PUCKETT 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0.	0.	0.
	GRAND TOTALS	87,000.	15,000.	0.

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

ATTACHMENT 9

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME THRU HEDGENERGY PTRS K-1			01	-49,582.	
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	523000	-263.			
TOTALS		-263.		-49,582.	

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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE CONEWAY FAMILY FOUNDATION

Employer identification number: 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	290,247.
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 2008 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	290,247.

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	157,838.
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 2008 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	157,838.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

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			290,247.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			157,838.
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			448,085.

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
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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 $2,300	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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2009

Name of estate or trust: THE CONEWAY FAMILY FOUNDATION

Employer identification number: 13-3188841

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STCL THRU MBA INVESTMENT FUND LLC				16,840.	-16,840.
STCG THRU HEDGENERGY PARTNERS LP			307,087.		307,087.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 290,247.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2009

JSA 9F1221 4 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE REALIZED G(L) REPORT ATTACHED			157,732.	167,601.	-9,869.
LTCL THRU BRIDGE ST FUND 1995 LP				5,424.	-5,424.
LTCG THRU BRIDGE ST FUND 1996 LP			626.		626.
LTCL THRU MBA INVESTMENT FUND LLC				26,645.	-26,645.
LTCG THRU HEDGENERGY PARTNERS LP			199,149.		199,149.
SEC 1231 15% THRU BRIDGE ST FD 1996			1.		1.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 157,838.

CONEWAY FAMILY FOUNDATION
EIN: 13-3188841
FOUNDATION FISCAL YEAR
CONTRIBUTIONS

YEAR: MAY 1, 2009 - April 30, 2010

DATE	CHECK #	CATEGORY	RECIPIENT	AMOUNT	TOTAL TO DATE
14-Jul-09	388	Various Local	THE HERITAGE SOCIETY "47TH ANNUAL CANDLELIGHT TOUR 2009" ATTN: NICOLE CASSIER 1100 BAGBY HOUSTON, TEXAS 77002-2504 (*EVENT NOT ATTENDED)	$1,500 00	$1,500.00
17-Aug-09	394	Education	STANFORD UNIVERSITY - GRADUATE SCHOOL OF BUSINESS "2009 ANNUAL CONTRIBUTION & 40TH REUNION GIFT" 518 MEMORIAL WAY, ROOM S235 STANFORD, CALIFORNIA 94305-5015	$10,000.00	$11,500.00
1-Sep-09	393	Arts	THE MUSEUM OF FINE ARTS, HOUSTON "UNDERWRITING OF BENEFACTOR TABLE AT 2009 MUSEUM BALL" ATTN: DR. PETER MARZIO 1001 BISSONNET STREET HOUSTON, TEXAS 77005	$20,000 00	$31,500.00
28-Sep-09	399	Education	GEORGE H.W. BUSH PRESIDENTIAL LIBRARY FOUNDATION C/O NANCY NEWMAN 1002 GEORGE BUSH DRIVE WEST COLLEGE STATION, TEXAS 77845	$10,000 00	$41,500.00

1/9

30-Oct-09	405 Education	RIVER OAKS BAPTIST SCHOOL "CORNERSTONE SOCIETY ANNUAL GIVING FUND" ATTN: DR. NANCY HIGHTOWER 2300 WILLOWICK ROAD HOUSTON, TEXAS 77027	$10,000.00	$51,500.00
2-Nov-09	407 Various Local	THE GREATER HOUSTON COMMUNITY FOUNDATION "JAMES A. BAKER STATUE FUND" 4550 POST OAK PLACE, SUITE 100 HOUSTON, TEXAS 77027	$2,500.00	$54,000.00
2-Nov-09	408 Healthcare	SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH "ANNUAL CONTRIBUTION TO THE ARGYLE MEMBERSHIP" P.O. BOX 760549 SAN ANTONIO, TEXAS 78245-0549	$500.00	$54,500.00
17-Nov-09	412 Education	THE UNIVERSITY OF TEXAS AT AUSTIN "MCCOMBS SCHOOL OF BUSINESS ADVISORY COUNCIL ; 2009 - 2010 ANNUAL CONTRIBUTION" MCCOMBS SCHOOL OF BUSINESS OFFICE OF RESOURCE DEVELOPMENT P.O. BOX 7727 AUSTIN, TEXAS 78713-9953	$1,500.00	$56,000.00
17-Nov-09	413 Humanitarian	OPEN DOOR MISSION 5803 HARRISBURG HOUSTON, TEXAS 77011 (*IN SPONSORSHIP OF THE 2009 CHRISTMAS DINNER)	$2,500.00	$58,500.00

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20-Nov-09	418 Humanitarian	PAWS OF JACKSON HOLE "IN HONOR OF AMY & BOB VIGNAROLI" P.O. BOX 13033 250 WEST PEARL AVENUE JACKSON, WYOMING 83002	$10,000 00	$68,500.00
5-Dec-09	423 Education	THE UNIVERSITY OF TEXAS AT AUSTIN "PRESIDENT'S ASSOCIATES" P.O. BOX 7458 AUSTIN, TEXAS 78713-7458	$2,000.00	$70,500.00
18-Dec-09	602 Healthcare	TEXAS CHILDREN'S HOSPITAL "AMBASSADORS FOR TEXAS CHILDREN'S HOSPITAL" DEVELOPMENT OFFICE 1919 SOUTH BRAESWOOD BOULEVARD MC 4-4483 HOUSTON, TEXAS 77030	$1,000.00	$71,500.00
18-Dec-09	603 Healthcare	TEXAS CHILDREN'S HOSPITAL TEXAS CHILDREN'S CANCER CENTER "CAROUSEL'S 2010 'GIVE A HAND' FAMILY FUNDRAISER" ATTN: TARRYN LANKFORD OFFICE OF DEVELOPMENT 1919 SOUTH BRAESWOOD BOULEVARD MC 4-4483 HOUSTON, TEXAS 77030 (*CECILE IS A CO-CHAIR FOR THIS MARCH 28, 2010 EVENT)	$10,000 00	$81,500.00
9-Jan-10	604 Healthcare	TEXAS HEART INSTITUTE	$5,000.00	$86,500.00

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		"PRESENTATION OF THE DENTON A. COOLEY LEADERSHIP AWARD TO JAN & DAN DUNCAN" MAIL CODE 3-117 P.O. BOX 20345 HOUSTON, TEXAS 77225-9969 (*EVENT NOT ATTENDED)		
9-Jan-10	605 Education	RISE ACROSS TEXAS CHALLENGE THE AUSTIN COMMUNITY FOUNDATION "IN HONOR OF SALLY & COACH MACK BROWN" P.O. BOX 12275 AUSTIN, TEXAS 78711	$2,500 00	$89,000.00
9-Jan-10	606 Humanitarian	UAPO (UGANDAN AMERICAN PARTNERSHIP ORGANIZATION) "MUTANGO PROJECT" P.O. BOX 1243 DECATUR, GEORGIA 30031	$1,000.00	$90,000.00
9-Jan-10	607 Various Local	HOUSTON MUSEUM OF NATURAL SCIENCE "A BUTTERFLY FLUTTER 2010 - COCKRELL BUTTERFLY CENTER" ATTN: SVETA DARNELL ONE HERMANN CIRCLE DRIVE HOUSTON, TEXAS 77030	$750.00	$90,750.00
9-Jan-10	608 Arts	MUSEUM OF FINE ARTS, HOUSTON "THE 2010 FINE ART OF SHOOTING: A SPORTING CLAYS INVITATIONAL" "IN HONOR OF MR. JAY HERBERT" P.O. BOX 4606	$2,500.00	$93,250.00

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		HOUSTON, TEXAS 77210-9865		
9-Jan-10	609 Humanitarian	UNITED WAY OF THE TEXAS GULF COAST "2009-2010 ALEXIS DE TOCQUEVILLE SOCIETY PLEDGE" P.O. BOX 3247 HOUSTON, TEXAS 77253-9907	$15,000.00	$108,250.00
7-Feb-10	610 Education	GEORGE W. BUSH LIBRARY FOUNDATION OFFICE OF PRESIDENT GEORGE W. BUSH P.O. BOX 259000 DALLAS, TEXAS 75225	$7,500.00	$115,750.00
7-Feb-10	611 Education	THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY "A CELEBRATION OF READING - APRIL 2010" P.O. BOX 131614 HOUSTON, TEXAS 77219-1614 (*EVENT NOT ATTENDED)	$10,000 00	$125,750.00
8-Feb-10	612 Education	THE UNIVERSITY OF TEXAS AT AUSTIN "THE LONGHORN FOUNDATION" P.O. BOX 13178 AUSTIN, TEXAS 78711-3178 (*ANNUAL CHARITABLE SUITE PAYMENT)	$54,000.00	$179,750.00
22-Feb-10	613 Education	THE UNIVERSITY OF TEXAS FOUNDATION ,INC. "CHANCELLOR'S INITIATIVES" FROST BANK LOCKBOX SERVICES P.O. BOX 1078 SAN ANTONIO, TEXAS 78294-1078	$2,500.00	$182,250.00

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22-Feb-10	614 Education	THE UNIVERSITY OF TEXAS AT AUSTIN "MCCOMBS SCHOOL OF BUSINESS" DEVELOPMENT & EXTERNAL RELATIONS 1 UNIVERSITY STATION, B6006 AUSTIN, TEXAS 78712	$10,000.00	$192,250.00
23-Feb-10	615 Healthcare	THE LEUKEMIA & LYMPHOMA SOCIETY "HOUSTON POLICE BICYCLE RELAY TEAM - IN SPONSORSHIP OF SARGEANT RONNIE MASCHECK" P.O.BOX 3224 HOUSTON, TEXAS 77253	$1,000.00	$193,250.00
28-Feb-10	616 Political	THE COUNCIL OF AMERICAN AMBASSADORS "PATRON - 2010 MEMBERSHIP" 888 17TH STREET, NW, #306 WASHINGTON, DC 20006	$1,000.00	$194,250.00
26-Mar-10	619 Education	JAMES A. BAKER III INSTITUTE FOR PUBLIC POLICY "80TH BIRTHDAY CELEBRATION" MS-40, RICE UNIVERSITY P.O. BOX 1892 HOUSTON, TEXAS 77251-1892 (*EVENT NOT ATTENDED)	$10,000.00	$204,250.00
3-Apr-10	620 Education	GEORGE W. BUSH PRESIDENTIAL LIBRARY FOUNDATION P.O. BOX 600610 DALLAS, TEXAS 75206	$50,000.00	$254,250.00

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3-Apr-10	621 Humanitarian	SMALL STEPS NURTURING CENTER "SMALL STEPS SPORTING CLAYS CLASSIC" 7941 KATY FREEWAY, PMB 150 HOUSTON, TEXAS 77024 (*EVENT NOT ATTENDED)	$2,500.00	$256,750.00
3-Apr-10	622 Healthcare	CURE DUCHENNE MUSCULAR DYSTROPHY "DEALING FOR DUCHENNE CASINO NIGHT" 3800 NORTH LAMAR BLVD., SUITE 138 AUSTIN, TEXAS 78756 (*EVENT NOT ATTENDED)	$2,500.00	$259,250.00
3-Apr-10	623 Arts	THE MUSEUM OF FINE ARTS, HOUSTON THE GLASSELL SCHOOL OF ART "2010 GLASSELL SCHOOL OF ART BENEFIT & AUCTION" P.O. BOX 6826 HOUSTON, TEXAS 77265-6826	$1,000.00	$260,250.00
3-Apr-10	624 Arts	SANTA FE OPERA ATTN: BRIAN DAILEY P.O. BOX 2408 SANTA FE, NEW MEXICO 87504-2408	$2,500 00	$262,750.00
3-Apr-10	625 Education	THE UNIVERSITY OF TEXAS BROWNSVILLE & TEXAS SOUTHMOST COLLEGE UTB/TSC OFFICE OF DEVELOPMENT 80 FORT BROWN BROWNSVILLE, TEXAS 78520	$1,000.00	$263,750.00

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3-Apr-10	626 Education	THE RISE SCHOOL OF HOUSTON "RISE SCHOOL OF HOUSTON CAPITAL CAMPAIGN - RISE TO THE OCCASION" 8080 NORTH STADIUM DRIVE HOUSTON, TEXAS 77054	$5,000.00	$268,750.00
3-Apr-10	627 Religion	SOUTH MAIN BAPTIST CHURCH ATTN: FINANCIAL OFFICE 4100 MAIN STREET HOUSTON, TEXAS 77002	$20,000.00	$288,750.00
19-Apr-10	628 Arts	SANTA FE CHAMBER MUSIC FESTIVAL "NATIONAL COUNCIL, NOV. 2009 - OCT. 2010" P.O. BOX 2227 SANTA FE, NEW MEXICO 87504-2227 (*ADDITIONAL CONTRIBUTION FOR 2009/ 2010)	$2,500.00	$291,250.00
19-Apr-10	629 Environment	CAESAR KLEBERG WILDLIFE RESEARCH INSTITUTE "CKWRI ANNUAL FUND" ATTN: DR. FRED BRYANT, DIRECTOR TEXAS A&M UNIVERSITY - KINGSVILLE 700 UNIVERSITY BLVD., MSC 218 KINGSVILLE, TEXAS 78363	$2,500.00	$293,750.00
19-Apr-10	630 Healthcare	PECOS VALLEY MEDICAL CENTER P.O. BOX 710 PECOS, NEW MEXICO 87552-0710	$500 00	$294,250.00

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TOTAL FUNDING BY CATEGORY

	Number of Projects	Value of Contributions
Education	15	$186,000
Environment	1	$2,500
Healthcare	7	$20,500
Arts	5	$28,500
Political	1	$1,000
Religion	1	$20,000
Humanitarian	5	$31,000
Various Local	3	$4,750
Unclassified	0	$0
TOTAL	38	$294,250

The Coneway Family Foundation
From 01-May-2009 To 30-Apr-2010
Realized Gains/Losses

Description	Trade Date	Date Sold	Qty	Proceeds (Base	Cost (Base)	Gain/Loss (Bas	Gain Type
CIT GROUP INC CMN	31-Jul-02	16-Dec-09	1,750	0 00	39,445 00	(39,445.00)	Long-Term
WEINGARTEN REALTY INVS (SBI) CMN	27-Aug-85	5-Apr-10	4,500	99,389 81	37,950 28	61,439.53	Long-Term
SUMITOMO REALTY & DEV CO LTD CMN	3-Oct-06	6-Apr-10	3,000	58,342 08	90,205 85	(31,863.77)	Long-Term
TOTAL				157,731.89	167,601 13	(9,869 24)	

REALIZED 6(L)

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Goldman Sachs

Statement Detail

THE CONEWAY FAMILY FOUNDATION

Holdings

Period Ended April 30, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
ALTRIA GROUP, INC. CMN (MO)	15,000 00	21 1900	317,850 00	4 0084	60,126 01	257,723 99	6 6069	21,000 00
AUTOMATIC DATA PROCESSING, INC CMN (ADP)	1,100 00	43 3700	47,707 00	33 4040	36,744 44	10,962 56	3 1358	1,496 00
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	275 00	23 8100	6,547 75	14 3039	3,933.56	2,614 19	2 3520	154 00
COBALT INTERNATIONAL ENERGY CMN (CIE)	4,500.00	11 5100	51,795 00	13 1153	59,018 85	(7,223.85)		
COCA-COLA COMPANY (THE) CMN (KO)	8,700 00	53 4500	465,015 00	15.8337	137,753.04	327,261 96	3 2928	15,312 00
ENBRIDGE ENERGY MGMT, LLC CMN (EEQ)	3,482 00	51 4300	179,079 26	34 5421	120,275 74	58,803 52		
GENERAL ELECTRIC CO CMN (GE)	2,700 00	18 8600	50,922 00	36 3300	98,091 00	(47,169 00)	2 1209	1,080 00
INTL BUSINESS MACHINES CORP CMN (IBM)	600 00	129 0000	77,400 00	79 1800	47,508 00	29,892 00	2 0155	1,560 00
KINDER MORGAN MANAGEMENT, LLC CMN (KMR)	16,099 00	58 8100	946,782 19	24 8741	400,448 53	546,333 66		
KRAFT FOODS INC CMN CLASS A (KFT)	10,380 00	29 6000	307,248 00	5 9448	61,706 67	245,541.33	3 9189	12,040 80
MICROSOFT CORPORATION CMN (MSFT)	1,200 00	30 5350	36,642 00	23 5683	28,282 00	8,360 00	1 7030	624 00
NUCOR CORPORATION CMN (NUE)	1,300 00	45 3200	58,916 00 468 00	49 3000	64,090 00	(5,174 00)	3 1774	1,872 00
PFIZER INC CMN (PFE)	8,000 00	16 7200	133,760 00	38 0400	304,320 00	(170,560 00)	4 3062	5,760 00
PHILIP MORRIS INTL INC CMN (PM)	15,000 00	49 0800	736,200 00	9.1339	137,008 46	599,191 54	4 7270	34,800 00
THE TRAVELERS COMPANIES, INC CMN (TRV)	1,297 00	50 7400	65,809 78	12 9300	16,770 16	49,039 62	2 8380	1,867 68

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

LONG POSITION

Goldman Sachs

THE CONEWAY FAMILY FOUNDATION

Holdings (Continued)

Period Ended April 30, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
WAL MART STORES INC CMN (WMT)	1,000 00	53 6400	53,640.00	28 1932	28,193.21	25,446.79	2 2558	1,210.00
TOTAL US STOCKS			3,535,313.98 468.00		1,604,269.67	1,931,044.31	4 1896	98,776 48
NON-US EQUITY								
NON-US STOCKS								
BP P L C. SPONSORED ADR CMN (BP)	4,628 00	52 1500	241,350.20	18 3953	85,133.27	156,216 93	6 4430	15,550 08
GLAXOSMITHKLINE PLC SPONSORED ADR CMN (GSK)	2,500 00	37 2900	93,225 00	44 8900	112,225 00	(19,000 00)	5 3231	4,962 43
PETROCHINA CO LTD SPONSORED ADR (PTR)	2,020 00	115 1300	232,562 60	107 3012	216,748 44	15,814 16	2 8750	6,686 16
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	4,700.00	62 7500	294,925 00	41 4221	194,683 85	100,241 15	4 5514	13,423 20
SEVEN & I HOLDINGS CO , LTD CMN (J3382)	1,600.00	25 6283	41,005 27 443 61	27 8274	44,523 83	(3,518 56)		
SMC CMN (J6273)	900 00	144 0593	129,653 39	108 5957	97,736 14	31,917 25		
SUMITOMO MITSUI FIN GROUP, INC CMN (J8316)	2,000 00	33 2199	66,439 78	50 2320	100,463.90	(34,024 12)		
TOYOTA MOTOR CORPORATION SPON ADR (TM)	2,700 00	77 0900	208,143 00	64 8500	175,095.00	33,048 00	1 4193	2,954 10
TOTAL NON-US STOCKS			1,307,304 24 443 61		1,026,609 43	280,694 81	4 0717	43,575 97
NON-US EQUITY OPTIONS/WARRANTS								
CALL/BP @ 57 5 EXP 06/19/2010 (BP 100619C00057500)	(23 00)	0 6650	(1,529.50)	0 5200	(1,195 97)	(333 53)		
TOTAL NON-US EQUITY			**1,305,774.74** **443.61**		**1,025,413.46**	**280,361.28**	**4.0717**	**43,575.97**
TOTAL PUBLIC EQUITY			**4,841,088.72** **911.61**		**2,629,683.13**	**2,211,405.59**	**4.1528**	**142,352.45**

LONG POSITION

RESOLUTION BY TRUSTEES – CONEWAY FAMILY FOUNDATION

WHEREAS, under a resolution by the Trustees, dated March 10, 2010, between PETER R. CONEWAY and LYNN MARTIN CONEWAY, as Donors, and said PETER R. CONEWAY, LYNN MARTIN CONEWAY, NATALIE L. CONEWAY and CECILE CONEWAY PUCKETT, met to review the Coneway Family Foundation investment portfolio performance, and

WHEREAS, the investment results for the calendar years 2008 and 2009 together outperformed the S&P 500 Index by 9.25% or approximately $1,075,000.

WHEREAS, the trustees wish to grant the Chief Operating Officer, Natalie L. Coneway, a raise in salary, and a special performance bonus reflecting the superior investment results of the portfolio under her management.

NOW THEREFORE, the trustees approve a salary increase of $1,000 a month and a special bonus of $15,000, such salary increase to take effect beginning May 1, 2010, and the bonus to be paid during the month of March, 2010.

NOW THEREFORE THIS INSTRUMENT WITNESSETH said above resolution.

The undersigned, PETER R. CONEWAY, LYNN MARTIN CONEWAY, NATALIE L. CONEWAY and CECILE CONEWAY PUCKETT, the only acting Trustees of the Foundation, accept the above amendment to take effect on the 10th day of March, 2010.

Peter R. Coneway
PETER R. CONEWAY
Donor and Trustee

Lynn M. Coneway
LYNN MARTIN CONEWAY
Donor and Trustee

Natalie L. Coneway
NATALIE L. CONEWAY
Trustee

Cecile Coneway Puckett
CECILE CONEWAY PUCKETT
Trustee

Form **8868** (Rev. April 2009)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- 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	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	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. ▶ 212-440-0811 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 15, 2010, 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, 2009, and ending APRIL 30, 2010.

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**	$	6,707.00
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**	$	9,853.00
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.