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

OMB No 1545-0052

2010Department 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 2010, 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 change

Name of foundation TOPFER FAMILY FOUNDATION		A Employer identification number 74-2961304
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	B Telephone number (512) 329-6600
City or town, state, and ZIP code AUSTIN, TX 78746		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 45,105,308.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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		2,250.		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		703,409.	555,626.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		385,617.			STATEMENT 2
b Gross sales price for all assets on line 6a 7,265,693.					
7 Capital gain net income (from Part IV, line 2)			385,317.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		117,912.	117,912.		STATEMENT 3
12 Total. Add lines 1 through 11		1,209,188.	1,058,855.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		179,402.	0.		179,402.
15 Pension plans, employee benefits		34,735.	0.		34,735.
16a Legal fees STMT 4		578.	0.		578.
b Accounting fees STMT 5		10,459.	7,844.		2,615.
c Other professional fees STMT 6		87,502.	87,502.		0.
17 Interest					
18 Taxes STMT 7		137,902.	1,229.		0.
19 Depreciation and depletion		6,692.	0.		
20 Occupancy		45,914.	0.		45,914.
21 Travel, conferences, and meetings		18,991.	0.		18,991.
22 Printing and publications					
23 Other expenses STMT 8		172,534.	136,969.		35,565.
24 Total operating and administrative expenses. Add lines 13 through 23		694,709.	233,544.		317,800.
25 Contributions, gifts, grants paid		3,205,602.			3,205,602.
26 Total expenses and disbursements. Add lines 24 and 25		3,900,311.	233,544.		3,523,402.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,691,123.			
b Net investment income (if negative, enter -0-)			825,311.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

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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	2,614,197.	764,973.	764,973.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 417,593.			
	Less: allowance for doubtful accounts ▶	152,601.	417,593.	417,593.
	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 9	17,459,193.	14,318,382.	15,246,593.
	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 ▶ 164,671.			
	Less accumulated depreciation STMT 10 ▶ 104,567.	59,823.	60,104.	60,104.
	15 Other assets (describe ▶ STATEMENT 11)	15,067,306.	17,098,447.	28,616,045.
	16 Total assets (to be completed by all filers)	35,353,120.	32,659,499.	45,105,308.
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)	1,925.	0.	
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	-10,325,030.	-13,016,726.	
	30 Total net assets or fund balances	35,351,195.	32,659,499.	
	31 Total liabilities and net assets/fund balances	35,353,120.	32,659,499.	

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 35,351,195.
2 Enter amount from Part I, line 27a	2 -2,691,123.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 32,660,072.
5 Decreases not included in line 2 (itemize) ▶ NONDEDUCTIBLE EXPENSES	5 573.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 32,659,499.

Form 990-PF (2010)

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 7,265,693.		7,085,357.	385,317.	
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			385,317.	
2 Capital gain net income or (net capital loss)		2		385,317.
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))
2009	3,903,231.	43,896,654.	.088919
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
2 Total of line 1, column (d)			2 .537468
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 .107494
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 44,289,147.
5 Multiply line 4 by line 3			5 4,760,818.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,253.
7 Add lines 5 and 6			7 4,769,071.
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 3,523,402.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	16,506.
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	16,506.
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	16,506.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	49,085.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	49,085.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	106.	
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	32,473.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 8,000. Refunded ☐	11	24,473.	

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 2010 or the taxable year beginning in 2010 (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 WWW.TOPFERFOUNDATION.ORG	13	X	
14	The books are in care of ALAN TOPFER Telephone no. 512-329-6600 Located at 3600 N CAPITAL OF TX, BLDG B, STE 320, AUSTIN, TX ZIP+4 78746			
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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2010?		1c
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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	2b
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 2010 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 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2010?		4b
		X

Form 990-PF (2010)

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)?

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

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

5b

X

6b

X

7b

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 12		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	79,274.	10,000.	0.
MELANIE RIDINGS - 3600 N CAPITAL OF TX, BLDG B, STE 320, AUSTIN, TX	40.00	80,856.	6,033.	0.

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

0

Form 990-PF (2010)

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.

Form 990-PF (2010)

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 43,104,564.
b	Average of monthly cash balances	1b 1,859,037.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 44,963,601.
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 44,963,601.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 674,454.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 44,289,147.
6	Minimum investment return. Enter 5% of line 5	6 2,214,457.

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 2,214,457.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 16,506.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b 2,904.
c	Add lines 2a and 2b	2c 19,410.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 2,195,047.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 2,195,047.
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 2,195,047.

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 3,523,402.
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 3,523,402.
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 3,523,402.

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.

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,195,047.
2 Undistributed Income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	4,290,982.			
b From 2006	4,230,218.			
c From 2007	3,148,461.			
d From 2008	2,501,619.			
e From 2009	1,796,853.			
f Total of lines 3a through e	15,968,133.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 3,523,402.			0.	
a Applied to 2009, 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 2010 distributable amount				2,195,047.
e Remaining amount distributed out of corpus	1,328,355.			
5 Excess distributions carryover applied to 2010 (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	17,296,488.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	4,290,982.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	13,005,506.			
10 Analysis of line 9:				
a Excess from 2006	4,230,218.			
b Excess from 2007	3,148,461.			
c Excess from 2008	2,501,619.			
d Excess from 2009	1,796,853.			
e Excess from 2010	1,328,355.			

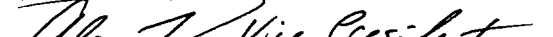
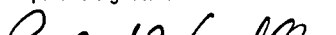
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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.				
	 Signature of officer or trustee		11/11/11 Date		DIRECTOR Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check ☐ if self-employed
	PAULA WENDLING				PTIN
	Firm's name ▶ FLIELLER, KRUGER, SKELTON & PLYLER, PLL				Firm's EIN ▶
	Firm's address ▶ 221 WEST SIXTH STREET, SUITE 1200 AUSTIN, TX 78701				Phone no (512) 479-6000

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	14.	0.	14.
BEAR, STEARNS SECURITIES CORP			
ACCT #00480	1,482.	0.	1,482.
COMPASS	1,976.	0.	1,976.
FIDELITY 511	260,912.	55,557.	205,355.
GARRISON OPPORTUNITY FUND LLC	25,932.	0.	25,932.
JP MORGAN	15,434.	0.	15,434.
LC - FCO II LP	1,701.	0.	1,701.
LC - RIMROCK LP	15.	0.	15.
LC - SCOTTWOOD LP	2.	0.	2.
LUMINOUS CAPITAL NET LEASE			
INCOME FUND LP	4,974.	0.	4,974.
LUMINOUS CAPITAL PAULSON			
ADVANTAGE FUND LP	10.	0.	10.
LUMINOUS CAPITAL SENIOR CREDIT			
FUND A LP	61,172.	0.	61,172.
LUMINOUS CAPITAL SPECIAL			
SITUATIONS FUND, LP	13,381.	0.	13,381.
LUMINOUS CAPITAL TRADEWINDS			
GLOBAL	12.	0.	12.
LUMINOUS DISTRESSED CREDIT			
OPPORTUNITIES FUND A LP	10,847.	0.	10,847.
NET LEASE PRIVATE REIT VII-A,			
INC.	283,004.	0.	283,004.
NORTHERN TRUST	4,697.	0.	4,697.
Q-BLK CO INVESTMENT FUND II LP	48,126.	0.	48,126.
UBS	14,334.	0.	14,334.
UBS CREDIT RECOVERY FUND, LLC	10,939.	0.	10,939.
UBS PAULSON ADVANTAGE II LLC	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	758,966.	55,557.	703,409.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

2

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GARRISON OPPORTUNITY FUND LLC		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	58,671.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
HOTCREEK VENTURES 2, LP		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-4,167.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	37.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	39,863.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	59,996.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
Q-BLK CO-INVESTMENT FUND II LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-98.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
UBS CREDIT RECOVERY FUND, LLC	0.	0.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	0.	0.	0.	21,977.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
UBS PAULSON ADVANTAGE II LLC	0.	0.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	0.	0.	0.	-12,445.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	7,210,136.	7,085,357.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	7,210,136.	7,085,357.	0.	0.	124,779.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
GAIN ON DISPOSAL - QM AIS	0.	0.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
	0.	0.	0.	0.	16,351.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BLACKROCK DISTRIBUTION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	15,383.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SANKATY DISTRIBUTION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	9,413.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GAIN ON SALE OF ASSET	PURCHASED		06/30/05	12/31/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	6,017.	0.	6,017.	300.

NET GAIN OR LOSS FROM SALE OF ASSETS	330,060.
CAPITAL GAINS DIVIDENDS FROM PART IV	55,557.
TOTAL TO FORM 990-PF, PART I, LINE 6A	385,617.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LC - FCO II LP	7,856.	7,856.	
LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP	52.	52.	
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	57,447.	57,447.	
LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	16,098.	16,098.	
GARRISON OPPORTUNITY FUND LLC	-1,616.	-1,616.	
Q-BLK CO-INVESTMENT FUND II LP	16,958.	16,958.	
UBS CREDIT RECOVERY FUND, LLC	13,797.	13,797.	
UBS PAULSON ADVANTAGE II LLC	7,320.	7,320.	
TOTAL TO FORM 990-PF, PART I, LINE 11	117,912.	117,912.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	578.	0.		578.
TO FM 990-PF, PG 1, LN 16A	578.	0.		578.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,459.	7,844.		2,615.
TO FORM 990-PF, PG 1, LN 16B	10,459.	7,844.		2,615.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	87,502.	87,502.		0.
TO FORM 990-PF, PG 1, LN 16C	87,502.	87,502.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - UBS CREDIT RECOVERY FUND, LLC	1,237.	1,229.		0.
FEDERAL INCOME TAXES	136,665.	0.		0.
TO FORM 990-PF, PG 1, LN 18	137,902.	1,229.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	3,610.	0.		3,610.
OFFICE SUPPLIES	1,487.	0.		1,487.
COMPUTER SERVICES	4,779.	0.		4,779.
INSURANCE	9,144.	0.		9,144.
BANK FEES	98.	98.		0.
POSTAGE AND DELIVERY	368.	0.		368.
SUBSCRIPTIONS	328.	0.		328.
MEMBERSHIP DUES	125.	0.		125.
PRINTING AND REPRODUCTION	347.	0.		347.
EQUIPMENT RENTAL	15,377.	0.		15,377.
PORTFOLIO DEDUCTIONS - LC - FCO II LP	3,630.	3,630.		0.
PORTFOLIO DEDUCTIONS - LC - RIMROCK LP	6,390.	6,390.		0.
PORTFOLIO DEDUCTIONS - LC - SCOTTWOOD LP	4,243.	4,243.		0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	19,917.	19,917.		0.

TOPFER FAMILY FOUNDATION

74-2961304

PORTFOLIO DEDUCTIONS - HOTCREEK VENTURES 2, LP	1,039.	1,039.	0.
PORTFOLIO DEDUCTIONS - LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP	3,448.	3,448.	0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL NET LEASE INCOME FUND LP	15,827.	15,827.	0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL PAULSON ADVANTAGE FUND LP	6,520.	6,520.	0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	19,629.	19,629.	0.
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL TRADEWINDS GLOBAL	3,482.	3,482.	0.
PORTFOLIO DEDUCTIONS - GARRISON OPPORTUNITY FUND LLC	12,522.	12,522.	0.
PORTFOLIO DEDUCTIONS - Q-BLK CO-INVESTMENT FUND II LP	15,010.	15,010.	0.
PORTFOLIO DEDUCTIONS - UBS CREDIT RECOVERY FUND, LLC	15,844.	15,844.	0.
PORTFOLIO DEDUCTIONS - UBS PAULSON ADVANTAGE II LLC	9,296.	9,296.	0.
CHARITABLE CONTRIBUTION - Q-BLK CO-INVESTMENT FUND II LP	74.	74.	0.
TO FORM 990-PF, PG 1, LN 23	172,534.	136,969.	35,565.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LUMINOUS BROKERAGE	5,530,248.	5,131,172.
JP MORGAN	7,011,830.	7,770,772.
UBS	1,776,304.	2,344,649.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,318,382.	15,246,593.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

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.
FURNITURE	20,138.	11,267.	8,871.
LEASEHOLD IMPROVEMENTS	48,067.	4,826.	43,241.
COMPUTER EQUIPMENT	952.	745.	207.
COMPUTER EQUIPMENT	3,725.	1,863.	1,862.
COMPUTER EQUIPMENT	6,968.	1,045.	5,923.
TOTAL TO FM 990-PF, PART II, LN 14	164,671.	104,567.	60,104.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
QUELLOS PRIVATE CAPITAL 2002	3,890,751.	3,042,985.	12,391,111.
QUELLOS BLACKROCK	9,623.	0.	0.
NET LEASE PRIVATE REIT V	1,405,163.	1,405,163.	2,109,681.
QUELLOS QM AIS	1,750,743.	0.	0.
NET LEASE PRIVATE REIT VI	2,490,258.	2,175,583.	2,468,187.
NET LEASE PRIVATE REIT VII-A	2,000,000.	2,000,000.	1,935,200.
HOT CREEK VENTURES 2, LP	136,432.	117,895.	75,733.
LC - FCO II LP	0.	162,032.	174,965.
LC - RIMROCK LP	0.	1,193,625.	1,288,831.
LC - SCOTTWOOD LP	0.	595,759.	442,472.
LUMINOUS CAPITAL NET LEASE INCOME FUND LP	0.	374,736.	389,775.
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	1,088,080.	1,214,788.	1,844,728.
LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	817,741.	879,438.	1,009,952.
LUMINOUS CAPITAL PAULSON ADVANTAGE FUND LP	746,980.	740,470.	829,189.
LUMINOUS CAPITAL TRADEWINDS GLOBAL	0.	596,530.	638,374.
LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP	0.	220,603.	228,232.
GARRISON OPPORTUNITY FUND LLC	136,957.	574,020.	643,758.

TOPFER FAMILY FOUNDATION

74-2961304

Q-BLK CO INV FUND II	594,578.	1,319,333.	1,594,888.
UBS PAULSON ADVANTAGE II LLC	0.	485,487.	550,969.
TO FORM 990-PF, PART II, LINE 15	15,067,306.	17,098,447.	28,616,045.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

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.

Topfer Family Foundation
2010 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	With Ethiopia - Tercha campaign	\$100
Access DuPage 511 Thornhill Drive, Suite M Carol Stream, IL 60188	36-4448208	501(c)3	To support expansion of Prescription Drug Management Program	\$25,000
Aids Services of Austin PO Box 4874 Austin, TX 78765	74-2440845	501(c)3	To support the general operating expenses	\$50
Alley Cat Rescue PO Box 585 Mt Rainier, MD 20712	522279100	501(c)3	To support the general operating expenses	\$15
Alley Cat Rescue PO Box 585 Mt Rainier, MD 20712	522279100	501(c)3	To support the general operating expenses	\$15
Almost Home Kids 7 S 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	Eureka Relay for Life	\$2,500
American Humane Association 63 Inverness Drive East Englewood, CO 80112	840432950	501(c)3	To support the general operating expenses	\$15
American Humane Association 63 Inverness Drive East Englewood, CO 80112	840432950	501(c)3	To support the general operating expenses	\$15
American Humane Association 63 Inverness Drive East Englewood, CO 80112	840432950	501(c)3	To support the general operating expenses	\$15
American Liver Foundation 67 E Madison Street, Suite 1614 Chicago, IL 60603	362883000	501(c)3	To support the general operating expenses	\$1,000
American Red Cross 2218 Pershing Drive Austin, TX 78723	53-0196605	501(c)3	To support the general operating expenses	\$30
Animal Legal Defense Fund 170 E Cotati Avenue Cotati, CA 94931	94-2681680	501(c)3	To support the general operating expenses	\$15
Animal Place 17314 McCourtney Road Grass Valley, CA 95949	680200668	501(c)3	To support the general operating expenses	\$10
Any Baby Can Family Resource Center 1121 East 7th Street Austin, TX 78702	74-2684335	501(c)3	To support the general operating expenses	\$25
Any Baby Can Family Resource Center 1121 East 7th Street Austin, TX 78702	74-2684335	501(c)3	To support home-based prenatal and parenting education programs	\$55,000
Any Baby Can Family Resource Center 1121 East 7th Street Austin, TX 78702	74-2684335	501(c)3	To support the general operating expenses	\$650
ASPCA New York, NY	131623829	501(c)3	To support the general operating expenses	\$15

Topfer Family Foundation
2010 Paid Grants

Assistance League of Austin Texas, Inc 4901 Burnet Rd Austin, TX 78756	237307276	501(c)3	To support Operation School Bell which provides school clothing for children	\$18,000
Austin Child Guidance Center 810 W 45th Street Austin, TX 78751	74-1166783	501(c)3	To support children's mental health services	\$20,000
Austin Child Guidance Center 810 W 45th Street Austin, TX 78751	74-1166783	501(c)3	To support children's mental health services	\$23,750
Austin Children's Museum 201 Colorado Street Austin, TX 78701	74-2288789	501(c)3	To support the general operating expenses	\$1,250
Austin Children's Museum 201 Colorado Street Austin, TX 78701	74-2288789	501(c)3	Donation to be made through Foundation, reimbursed by AT	\$5,000
Austin Children's Museum 201 Colorado Street Austin, TX 78701	74-2288789	501(c)3	General operating expenses	\$5,000
Austin Children's Museum 201 Colorado Street Austin, TX 78701	74-2288789	501(c)3	To support a capital campaign for a children's museum	\$187,665
Austin Children's Shelter 4800 Manor Road Austin, TX 78723	74-2320657	501(c)3	To support therapeutic care for abused and neglected children	\$52,500
Austin Children's Shelter 4800 Manor Road Austin, TX 78723	74-2320657	501(c)3	To support the general operating expenses	\$175
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	\$65,000
Austin Community Foundation P O Box 5159 Austin, TX 78763	74-1934031	501(c)3	To support the general operating expenses	\$50
Austin Community Foundation P O Box 5159 Austin, TX 78763	74-1934031	501(c)3	To support Atticus Circle	\$250
Austin Entrepreneurs Foundation P O Box 684826 Austin, TX 78768	74-2930535	501(c)3	Donation made on behalf of AT	\$1,000
Austin Entrepreneurs Foundation P O Box 684826 Austin, TX 78768	74-2930535	501(c)3	To support relief for Haiti	\$4,000
Austin Entrepreneurs Foundation P O Box 684826 Austin, TX 78768	74-2930535	501(c)3	To support relief for Haiti \$1,000 made on behalf of AT, \$1,000 matching AT reimbursed TFF \$1,000	\$1,000
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
Austin Groups for the Elderly 3710 Cedar Street Box 2 Austin, TX 78705	74-2431028	501(c)3	To support the general operating expenses	\$175

Topfer Family Foundation
2010 Paid Grants

Austin Lyric Opera 901 Barton Springs Rd Austin, TX 78704	742390496	501(c)3	To support scholarships for music enrichment programs for low-income children	\$6,560
Austin Public Library Foundation PO Box 13201 Austin, TX 78711	742778426	501(c)3	To support the general operating expenses	\$25
Austin Theatre Alliance P O Box 1566 Austin, TX 78767	74-2975922	501(c)3	To support arts education and outreach programs for underserved youth	\$9,000
Avon Products Foundation, Inc PO Box 1073 Rye, NY 10580	136128447	501(c)3	Walk for Breast Cancer	\$35
Avon Products Foundation, Inc PO Box 1073 Rye, NY 10580	136128447	501(c)3	Walk for Breast Cancer	\$250
Avon Products Foundation, Inc PO Box 1073 Rye, NY 10580	136128447	501(c)3	Avon Walk for Breast Cancer New York	\$500
Badgerdog Literary Publishing, Inc 3710 Cedar Street Suite 230 Austin, TX 78705	30517806	501(c)3	To support a creative writing and literary arts program for elementary school students	\$4,500
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	\$25
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
Blind Service Association Inc 17 N State St Ste 1050 Chicago, IL 60602-3510	362240484	501(c)3	To support the general operating expenses	\$1,000
Blue Sky Inn 3056 W Sunnyside Avenue, #3 Chicago, IL 60625	364405781	501(c)3	To support a transitional jobs program for homeless and at-risk youth	\$10,000
Institute 1122 S St Sacramento, CA 95811-6525	946187633	501(c)3	To support the general operating expenses	\$15
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	\$8,750
Breaking Free, Inc 120 Gale Street Aurora, IL 60506	36-2957395	501(c)3	To support parenting skills and family nurturing programs	\$10,000
Breakthrough 1050 East 11th Street, Suite 350 Austin, TX 78702	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
Breakthrough 1050 East 11th Street, Suite 350 Austin, TX 78702	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	\$16,250
Brighton Park Neighborhood Council 4477 South Archer Ave Chicago, IL 60632	364229387	501(c)3	To support youth leadership development program and youth enrichment activities	\$8,750

Topfer Family Foundation
2010 Paid Grants

Camp Fire USA Balcones Council 1603 East 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
Capital Area Food Bank 8201 South Congress Avenue 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 Avenue Austin, TX 78745	74-221735-0	501(c)3	To support the general operating expenses	\$75
Capital Area Food Bank 8201 South Congress Avenue Austin, TX 78745	74-221735-0	501(c)3	To support the general operating expenses	\$550
Capital IDEA 504 Lavaca, Ste 1008 Austin, TX 78701	74-2893041	501(c)3	To support educational services to low-income adult learners	\$60,000
Council 2504-B Whitis Austin, TX 78712	757126012	501(c)3	To support the general operating expenses	\$100
Caritas of Austin 611 Neches St Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$25
Caritas of Austin 611 Neches St Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$500
Caritas of Austin 611 Neches St Austin, TX 78701	74-1909670	501(c)3	To support employment services program for working poor	\$52,500
Caritas of Austin 611 Neches St Austin, TX 78701	74-1909670	501(c)3	To support the general operating expenses	\$650
505 N 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 7701 N Lamar Blvd Ste 301 Austin, TX 78752	74-2369123	501(c)3	To support court appointed special advocates for abused and neglected children	\$40,000
CASA of Travis County, Inc 7701 N Lamar Blvd Ste 301 Austin, TX 78752	74-2369123	501(c)3	CASA Superhero Run 2010	\$50
CASA of Travis County, Inc 7701 N Lamar Blvd Ste 301 Austin, TX 78752	74-2369123	501(c)3	To support the general operating expenses	\$300
Cass 63 Foundation for Educational Excellence 8520 Bailey Rd Darien, IL 60561	27-0011342	501(c)3	To support the general operating expenses	\$500
Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724	74-2562585	501(c)3	To support salary of forensic interviewer	\$40,000
Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724	74-2562585	501(c)3	To support December event 'Dancing with the Stars'	\$2,500
Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724	74-2562585	501(c)3	To support December event 'Dancing with the Stars'	\$5,000
Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724	74-2562585	501(c)3	Donation made on behalf of AT, to be reimbursed	\$15,000
Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724	74-2562585	501(c)3	General operating - annual fundraiser	\$15,000

Topfer Family Foundation
2010 Paid Grants

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 206A Chicago, IL 60657	362922469	501(c)3	To support outreach and health education programming for at-risk girls	\$15,000
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	\$7,500
Central Texas 4900 Mueller Boulevard Austin, TX 78723	20-0468031	501(c)3	To support the general operating expenses	\$1,500
Central Texas 4900 Mueller Boulevard Austin, TX 78723	20-0468031	501(c)3	To support the general operating expenses	\$1,000
College Forward P O Box 142308 Austin, TX 78714	432003552	501(c)3	To support college access and college persistence services to motivated, economically disadvantaged students	\$5,000
Communities in Schools - Central Texas, Inc 3000 South IH-35, Suite 200 Austin, TX 78704	742369020	501(c)3	seven CIS campuses in Hays County and the XY-Zone male involvement project	\$60,000
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	\$25
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	\$400
Communities in Schools of Chicago 815 W Van Buren, Suite 300 Chicago, IL 60607	363591326	501(c)3	To support CCIS programs in five schools, 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	\$4,400
Court Appointed Special Advocates (CASA) of Central Texas, Inc P O Box 1267 (104 MLK Dr) San Marcos, TX 78667-1267	742403373	501(c)3	To support advocates for abused and neglected children in Hays County	\$11,000
Covenant House 5 Penn Plaza, 2nd Floor New York, NY 10001-1810	13-2725416	501(c)3	To support the general operating expenses	\$15
Cystic Fibrosis Foundation 150 N Michigan 4Th Floor Ste 400 Chicago, IL 60601-0000	362468111	501(c)3	To support the general operating expenses	\$1,000
Dance Marathon At Ut Austin 1 University Station Austin, TX 78712-0803	760714870	501(c)3	Participant Allie Hynek	\$100
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	133433452	501(c)3	To support Haiti relief	\$35
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	Bloomington Park District/general operating	\$2,000

Topfer Family Foundation
2010 Paid Grants

DuPage Community Foundation 104 E Roosevelt Rd , Suite 204 Wheaton, IL 60187-4584	36-3978733	501(c)3	To support capital campaign costs to build the Communityworks' Early Childhood Care & Education and Workforce Development endowment funds	\$25,000
DuPage Senior Citizens Council 1919 S 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	\$8,750
Elizabeth Ann Seton Board 1201 W 38th Street Austin, TX 78705	74-2212968	501(c)3	To support the general operating expenses	\$750
Elizabeth Ann Seton Board 1201 W 38th Street Austin, TX 78705	74-2212968	501(c)3	To support the general operating expenses	\$150
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 1700 Humboldt St Denver, CO 80218	94-3283038	501(c)3	For Mudula project	\$50
Family Eldercare 1700 Rutherford Lane Austin, TX 78754	74-2286387	501(c)3	To support an adult guardianship program for adults with disabilities who lack sufficient capacity to make informed decisions	\$35,000
Family Eldercare 1700 Rutherford Lane Austin, TX 78754	74-2286387	501(c)3	To support the general operating expenses	\$175
Farm Sanctuary Fund Po Box 150 Watkins Glen, NY 14891-0150	201531437	501(c)3	To support the general operating expenses	\$15
Feed The Children Inc 333 N Meridian Ave Oklahoma City, OK 73107-6507	736108657	501(c)3	To support the general operating expenses	\$15
First Unitarian Universalist Church of Austin 4700 Grover Avenue Austin, TX 78756	74-1612515	501(c)3	To support the general operating expenses	\$1,675
Foundation Communities 3036 S 1st Street, Suite 200 Austin, TX 78704	74-2563260	501(c)3	To support the general operating expenses	\$500
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	\$19,000
Fresno Regional Foundation 5250 North Palm Avenue Fresno, CA 93704-2218	770478025	501(c)3	Prison of Peace	\$2,500
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

Topfer Family Foundation
2010 Paid Grants

Front Steps, Inc 500 East Seventh Street Austin, TX 78701	742824054	501(c)3	To support the general operating expenses	\$50
Gads Hill Center 1919 W 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 the general operating expenses	\$25
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	\$15,000
Gilda's Club Chicago 537 North Wells Street Chicago, IL 60654	364115144	501(c)3	To support psychological counseling for children living with cancer	\$20,000
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	\$20,000
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	\$7,750
Gold Coast Down Syndrome Organization 2255 Glades Road, #342W Boca Raton, FL 33431	592350275	501(c)3	2010 Buddy Walk	\$250
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 Place Chicago, IL 60657	36-2971864	501(c)3	To provide senior-friendly produce and shelf-stable items to low-income older adults	\$50,000
HCS Family Services 19 E Chicago Ave Hinsdale, IL 50521	362174821	501(c)3	To support a program that assists low-income adults who's lives are in transition	\$15,000
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	\$15,000
Heart House Austin 7224 Northeast Drive Austin, TX 78723	75-2898097	501(c)3	To support improvements to the volunteer program	\$7,500
Heifer International 1315 Barbara Jordan Blvd Austin, TX 78723	35-1019477	501(c)3	To support the general operating expenses	\$50
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	74-114463	501(c)3	Champions for Children Gala	\$1,250
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	74-114463	501(c)3	To support care and therapeutic services for abused and neglected children	\$1,250
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	74-114463	501(c)3	To support care and therapeutic services for abused and neglected children	\$40,000
Heroes For Children 1701 North Collins Suite 240 Richardson, TX 75080	830489882	501(c)3	To support financial and social assistance to families with children battling cancer	\$5,000
Hinsdale Hospital Foundation 15 Spinning Wheel Road Hinsdale, IL 60521	52-1466387	501(c)3	To support hospital renovations and construction of an outpatient and cancer treatment center	\$100,000

Topfer Family Foundation
2010 Paid Grants

Hinsdale South Hornet Football Club PO Box 2058 Darien, IL 60561	16-1736953	501(c)3	To support the general operating expenses	\$1,000
Hospice Austin 4107 Spicewood Springs Rd Ste 100 Austin, TX 78759	74-2200596	501(c)3	To support the general operating expenses	\$500
Hospice Austin 4107 Spicewood Springs Rd Ste 100 Austin, TX 78759	74-2200596	501(c)3	To support the general operating expenses	\$500
Hospice Austin 4107 Spicewood Springs Rd Ste 100 Austin, TX 78759	74-2200596	501(c)3	To support in home crisis care	\$32,500
Howard Area Community Center 7648 N Paulina Street Chicago, IL 60626	363008606	501(c)3	To support comprehensive child care for at-risk children	\$10,000
Infant Welfare Society of Chicago 3600 W Fullerton Ave Chicago, IL 60647	36-2167752	501(c)3	To support child development and support services for low-income families at risk of domestic violence	\$25,000
Inspiration Corporation 4554 N Broadway, Suite 207 Chicago, IL 60640	363673980	501(c)3	To support a meals program for low-income families and individuals	\$25,000
Jewish Child and Family Services 216 W Jackson Blvd, Suite 800 Chicago, IL 60606	362167757	501(c)3	To provide ongoing recreation activities to at-risk youth in residential group homes and specialized aggregate foster homes	\$20,000
Junior League of Austin 5416 Parkcrest, Suite 100 Austin, TX 78731	74-1168918	501(c)3	To support the Food In Tummies (FIT) program which provides weekend meals to low-income children at Baty Elementary in Del Valle ISD	\$5,000
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	\$25
Juvenile Diabetes Research Foundation International 3420 Executive Center Drive Suite 108 Austin, TX 78731	23-1907729	501(c)3	To support walk to cure diabetes	\$100
Kids In A New Groove 3300 Bee Caves Rd Ste 650-216 W Lake Hills, TX 78746-6600	830380758	501(c)3	To support the general operating expenses	\$1,600
Kids In A New Groove 3300 Bee Caves Rd Ste 650-216 W Lake Hills, TX 78746-6600	830380758	501(c)3	To support the general operating expenses	\$1,600
Kids Individual Dedication To Success 2514 Dante Ct Austin, TX 78748	510551913	501(c)3	To support a community-based educational summer program for underprivileged youth	\$5,000
KIPP Austin College Preparatory School, Inc 8509 FM 969, Building 513 Austin, TX 78724	10639602	501(c)3	To support after school tutoring for students at KIPP Austin College Preparatory School	\$17,500
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	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	class, which provides an in-depth exploration of the region's horizon issues and provides leadership training for civic leaders	\$5,000
Leadership Austin 1609 Shoal Creek Blvd, Ste 202 Austin, TX 78701	74-2967463	501(c)3	To support the general operating expenses	\$200

Topfer Family Foundation
2010 Paid Grants

LifeWorks 3708 South First Street Austin, TX 78704	742137189	501(c)3	To support the general operating expenses	\$400
Literacy Coalition of Central Texas PO Box 41567 Austin, TX 78704-1567	800078300	501(c)3	To support capacity-building for the organization to begin Literacy AmeriCorps program which will expand literacy training for central Texas adults	\$10,000
Literature For All of Us 2010 Dewey Avenue Evanston, IL 60201	364167228	501(c)3	To support parenting education and adult literacy skill building for teen mothers	\$10,000
Louisiana SPCA 1700 Mardi Gras Blvd New Orleans, LA 70114	72-0471368	501(c)3	To support the general operating expenses	\$30
Lumberport Baptist Church PO Box 415 Lumberport, WV 26386	556029331	501(c)3	To support the general operating expenses	\$5,000
Make-A-Wish Foundation of Central and South Texas 2224 Walsh Tarlton Lane Suite 200 Austin, TX 78746	74-2357788	501(c)3	A support a wish	\$2,500
Make-A-Wish Foundation of Central and South Texas 2224 Walsh Tarlton Lane Suite 200 Austin, TX 78746	74-2357788	501(c)3	To support the cost of renewal and maintenance of professional database management software and associated IT services	\$5,000
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for Babies - Cody Crandall	\$15
March of Dimes 11044 Research Blvd , Suite A-210 Austin, TX 78759	13-1846366	501(c)3	March for Babies - Chere Connor	\$15
March of Dimes 111 W Jackson Blvd , Ste 2200 Chicago, IL 60604	13-1846366	501(c)3	To support March for Babies - Bonnie Vojar	\$35
March of Dimes 111 W Jackson Blvd , Ste 2200 Chicago, IL 60604	13-1846366	501(c)3	To support March for Babies	\$500
Meals on Wheels and More 3227 East 5th Street Austin, TX 78702	23-7202594	501(c)3	To support the general operating expenses	\$15
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	\$55,000
Meals on Wheels and More 3227 East 5th Street Austin, TX 78702	23-7202594	501(c)3	To support the general operating expenses	\$350
Muscular Dystrophy Association of IL 1100 W 31st Street, Suite 120 Downers Grove, IL 60515	13-1665552	501(c)3	To support the exempt purpose	\$100
Naperville Elderly Homes Inc 310 West Martin Avenue Naperville, IL 60540	362709180	501(c)3	To support affordable apartment homes for low-income elderly	\$10,000
National Foundation for Celiac Awareness P O Box 544 Ambler, PA 19002	900108854	501(c)3	To support the general operating expenses	\$2,500
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	Women Against MS - Arizona Chapter	\$125
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	Women Against Multiple Sclerosis	\$125

Topfer Family Foundation
2010 Paid Grants

National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste. 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	Women Against MS	\$150
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	FLS Walk MS Coral Gables	\$200
National Multiple Sclerosis Society 3201 W Commercial Blvd , Ste 127 Ft Lauderdale, FL 33309	13-5661935	501(c)3	To support Kristin Cook - MS Walk	\$15
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 2845 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 273 Dearborn Court Geneva, IL 60134	363203648	501(c)3	Support a program which makes nutritious food more accessible for low-income youth	\$25,000
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 Chicago chapter	\$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
Open Door Preschool 3804 Cherrywood Rd Austin, TX 78722	74-1834374	501(c)3	To support the general operating expenses	\$100
Open Door Preschool 3804 Cherrywood Rd Austin, TX 78722	74-1834374	501(c)3	To support the general operating expenses	\$65
Outreach Community Ministries, Inc 122 W Liberty Dr Wheaton, IL 60187	23-7265066	501(c)3	To support the general operating expenses	\$5,000
Partners in Health PO Box 845578 Boston, MA 02284-5578	43567502	501(c)3	Haiti Earthquake Relief	\$50
Peaceable Kingdom Retreat for Children, Inc 19051 F M 2484 Killeen, TX 76542	74-2635211	501(c)3	To support chronically ill and special needs children's programs	\$5,000
People for the Ethical Treatment of Animals 501 Front Street Norfolk, VA 23510	521218336	501(c)3	To support the general operating expenses	\$15
People for the Ethical Treatment of Animals 501 Front Street Norfolk, VA 23510	521218336	501(c)3	To support the general operating expenses	\$15
People for the Ethical Treatment of Animals 501 Front Street Norfolk, VA 23510	521218336	501(c)3	To support the general operating expenses	\$16
People for the Ethical Treatment of Animals 501 Front Street Norfolk, VA 23510	521218336	501(c)3	To support the general operating expenses	\$16
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	\$52,500

Topfer Family Foundation
2010 Paid Grants

People's Community Clinic 2909 N IH-35 Austin, TX 78722	23-7087608	501(c)3	To support the general operating expenses	\$50
People's Resource Center 201 S Naperville Road 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 Road Wheaton, IL 60187	36-3157600	501(c)3	To support the food pantry program	\$25,000
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
Region, Inc 201 East Ben White Blvd Austin, TX 78704	741005756	501(c)3	To support the Youth Engagement Project, providing comprehensive sexuality education and outreach for young people ages 18 to 24	\$22,000
Region, Inc 201 East Ben White Blvd Austin, TX 78704	741005756	501(c)3	To support the general operating expenses	\$50
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	\$165,000
Rise School of Austin 4220 Monterey Oaks Blvd Austin, TX 78749	74-2974364	501(c)3	Capital campaign to build a permanent facility for education and therapeutic services to children with developmental delays	\$10,000
River Place Elementary PTA 6500 Sitio Del Rio Blvd Austin, TX 78730	74-1054403	501(c)3	To support the general operating expenses	\$120
Robert Crown Center For Health Education 21 Salt Creek Lane Hinsdale, IL 60521	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	\$10,000
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	\$175
Salvation Army P O Box 1000 Austin, TX 78767	75-0800678	501(c)3	To support the general operating expenses	\$175
Senior Home Sharing, Inc 711 East 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, Suite 1500 Chicago, IL 60603	36-2167916	501(c)3	To support the Early Head Start program, providing child abuse prevention and family strengthening services to teen parents	\$10,000
Sharing Connections Furniture Bank 5111 Chase Avenue Downers Grove, IL 60515	364363123	501(c)3	To support a full-time, bi-lingual social worker position	\$42,000
Special Olympics Illinois 800 Roosevelt Road Bld B, Ste 220 Glen Ellyn, IL 60137	362922811	501(c)3	Chicago MedFest To support facilitation of sports physicals required for current and prospective Special Olympic athletes	\$10,000
Special Olympics Texas PO Box 143806 Austin, TX 78714	741998367	501(c)3	To support the general operating expenses	\$20

Topfer Family Foundation
2010 Paid Grants

St Louise House 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	\$25,000
St Louise House 2026 Guadalupe Street Austin, TX 78705	74-2968167	501(c)3	To support the general operating expenses	\$150
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
Susan G Komen Foundation - Chicago 205 N Michigan Avenue, Suite 2630 Chicago, IL 60601	75-1835298	501(c)3	To support Race for the Cure	\$100
Sustainable Food Center Inc 1106 Clayton Lane, Suite 480W Austin, TX 78723	74-2441468	501(c)3	To support the general operating expenses	\$25
Taproot Foundation 205 W Randolph Street, Suite 1220 Chicago, IL 60610	912162645	501(c)3	To sponsor service grants providing capacity-building services to non-profit organizations	\$30,000
Teen Parent Connection 739 Roosevelt Rd Building 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
Texas A&M Foundation 401 George Bush Dr College Sta, TX 77840-2811	742245072	501(c)3	Memory of Cory Monzingo	\$250
Texas A&M Foundation 401 George Bush Dr College Sta, TX 77840-2811	742245072	501(c)3	Memory of Cory Monzingo	\$100
Texas A&M Foundation 401 George Bush Dr College Sta, TX 77840-2811	742245072	501(c)3	Memory of Cory Monzingo	\$250
Texas Heart Institute P O Box 20345, MC 3-117 Houston, TX 77225	746053200	501(c)3	Unrestricted	\$250,000
The Arc of the Capital Area 2818 San Gabriel Austin, TX 78705	74-12944294	501(c)3	youth and adults with developmental disabilities, education and training to increase their self-sufficiency	\$16,000
The Arc of the Capital Area 2818 San Gabriel Austin, TX 78705	74-12944294	501(c)3	To support the general operating expenses	\$175
Sunshine Camps 2225 Andrew Zilker Road Austin, TX 78746	74-6023176	501(c)3	To support Sunshine Camps for economically underprivileged children ages 7-15	\$6,750
The Chicago Lighthouse for People Who Are Blind or Visually Impaired 1850 West 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	\$15,000
The College of Saint Rose 432 Western Ave Albany, NY 12203	14-1338371	501(c)3	To support the general operating expenses	\$500
The Community House 415 W Eighth St 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 Eighth St Hinsdale, IL 60521	36-2167735	501(c)3	To support capital campaign costs to build the Communityworks' Early Childhood Care & Education and Workforce Development endowment funds	\$4,250
The Humane Farming Association PO Box 3577 San Rafael, CA 94912	680087989	501(c)3	To support the general operating expenses	\$15

Topfer Family Foundation
2010 Paid Grants

The Humane Society of the United States 2100 L St , NW Washington, DC 20037	53-0225390	501(c)3	To support the general operating expenses	\$10
The James Dick Foundation PO Box 89 Round Top, TX 78954	74-1732353	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	\$125
The Leukemia & Lymphoma Society 651 W Washington Blvd Suite 400 Chicago, IL 60661	13-5644916	501(c)3	To support Team In Training event	\$50
The Long Center PO Box 301449 Austin, TX 78703	74-2867681	501(c)3	To support 'Fund the Mission'	\$500
The Long Center PO Box 301449 Austin, TX 78703	74-2867681	501(c)3	To support 'Fund the Mission'	\$500
The Long Center PO Box 301449 Austin, TX 78703	74-2867681	501(c)3	To support 'Fund the Mission'	\$5,000
The Settlement Home 1600 Payton Gin Road Austin, TX 78758	74-1200133	501(c)3	To support Educational Supervisor at the on-site charter school	\$40,000
The University of Texas Charles A Dana Center Post Office Box 250 Austin, TX 78767-0250	741587488	501(c)3	To support the ACEE program which provides high quality, research-based early literacy tutoring and educational support for bilingual students	\$7,875
The University of Texas Charles A Dana Center Post Office Box 250 Austin, TX 78767-0250	741587488	501(c)3	To support the ACEE Program	\$50
The Women's Treatment Center 140 N Ashland Avenue Chicago, IL 60607	36-3682166	501(c)3	services for children and parenting education for their mothers who're undergoing substance abuse	\$15,000
Theatre Action Project 701 Tillery Street Box 9 Austin, TX 78702	742856925	501(c)3	To support the training and employing of high school students whose lives have been affected by intimate violence to transform their experiences into compelling, interactive, educational theatre	\$4,500
Umoja Student Development Corporation 2935 West Polk Street, 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	\$25,000
United Animal Nations PO Box 188890 Sacramento, CA 95818	680124097	501(c)3	To support the general operating expenses	\$10
US Fund for Unicef 125 Maiden Lane New York, NY 10038	13-1760110	501(c)3	Pakistan flood relief	\$100
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	\$5,000
West Suburban 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
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

Topfer Family Foundation
2010 Paid Grants

Wonders & Worries Inc 9101 Burnet Rd, Suite 107 Austin, TX 78758	743012982	501(c)3	To support a program that helps children cope with life-threatening illnesses of a parent or loved-one	\$8,750
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
Zachary Scott Theatre Center 1510 Toomey Road Austin, TX 78704	741369410	501(c)3	To support the construction of the Topfer Theatre performing arts venue	\$50,000
Total 2010 Grant Payments				\$3,205,602

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	GARRISON OPPORTUNITY FUND LLC	P		
b	HOTCREEK VENTURES 2, LP	P		
c	LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A L	P		
d	LUMINOUS CAPITAL SENIOR CREDIT FUND A LP	P		
e	LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	P		
f	Q-BLK CO-INVESTMENT FUND II LP	P		
g	UBS CREDIT RECOVERY FUND, LLC	P		
h	UBS PAULSON ADVANTAGE II LLC	P		
i	PUBLICLY TRADED SECURITIES	P		
j	GAIN ON DISPOSAL - QM AIS	P		
k	BLACKROCK DISTRIBUTION	P		
l	SANKATY DISTRIBUTION	P		
m	CAPITAL GAINS DIVIDENDS			
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			58,671.
b			-4,167.
c			37.
d			39,863.
e			59,996.
f			-98.
g			21,977.
h			-12,445.
i	7,210,136.	7,085,357.	124,779.
j			16,351.
k			15,383.
l			9,413.
m	55,557.		55,557.
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			58,671.
b			-4,167.
c			37.
d			39,863.
e			59,996.
f			-98.
g			21,977.
h			-12,445.
i			124,779.
j			16,351.
k			15,383.
l			9,413.
m			55,557.
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	385,317.
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

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	FURNITURE & FIXTURES							
1	FURNITURE							
	063001	SL	7.00	16	1,664.		1,664.	0.
4	FURNITURE							
	063002	SL	7.00	16	537.		537.	0.
10	FURNITURE							
	063007	SL	7.00	16	20,138.		8,390.	2,877.
	* 990-PF PG 1 TOTAL - FURNITURE & FIXTURES							
					22,339.	0.	10,591.	2,877.
	COMPUTER EQUIPMENT							
3	COMPUTER EQUIPMENT							
	063001	SL	5.00	16	5,684.		5,684.	0.
6	COMPUTER EQUIPMENT							
	063002	SL	5.00	16	12,319.		12,319.	0.
8	COMPUTER EQUIPMENT							
	063004	SL	5.00	16	1,210.		1,210.	0.
9	(D) COMPUTER EQUIPMENT							
	063005	SL	5.00	16	6,017.		5,414.	603.
12	COMPUTER EQUIPMENT							
	063007	SL	5.00	16	952.		555.	190.
27	COMPUTER EQUIPMENT							
	063008	SL	5.00	16	3,725.		1,118.	745.
38	COMPUTER EQUIPMENT							
	041510	SL	5.00	16	6,968.			1,045.
	* 990-PF PG 1 TOTAL - COMPUTER EQUIPMENT							
					36,875.	0.	26,300.	2,583.
	COMPUTER SOFTWARE							
2	COMPUTER SOFTWARE							
	063001	SL	3.00	16	511.		511.	0.
5	COMPUTER SOFTWARE							
	063002	SL	3.00	16	54,828.		54,828.	0.
7	COMPUTER SOFTWARE							
	063004	SL	3.00	16	8,068.		8,068.	0.
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE							
					63,407.	0.	63,407.	0.
	LEASEHOLD IMPROVEMENTS							
11	LEASEHOLD IMPROVEMENTS							
	063007	SL	39.00	16	48,067.		3,594.	1,232.
	* 990-PF PG 1 TOTAL - LEASEHOLD IMPROVEMENTS							
					48,067.	0.	3,594.	1,232.
	* GRAND TOTAL 990-PF PG 1 DEPR							
					170,688.	0.	103,892.	6,692.

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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

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.

Type or print	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	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78746	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 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	\$	42,600.
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.	3b	\$	42,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- 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 your 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		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78746			

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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, 2011.
- 5 For calendar year 2010, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 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	\$	42,600.
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	\$	42,600.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 Menally Title ☒ CPA Date ☒ 7/12/11

Form 8868 (Rev. 1-2011)