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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

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 05/01, 2010, and ending 04/30, 2011

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: **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**

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 10,745,048.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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 ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	244.	244.	0.	ATCH 1
4 Dividends and interest from securities	148,644.	148,644.	0.	ATCH 2
5a Gross rents				
b Net rental income or (loss)	516,262.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	957,515.			
7 Capital gain net income (from Part IV, line 2)		516,262.		
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)	193.	-9.	0.	ATCH 3
11 Other income (attach schedule)	665,343.	665,141.	0.	
12 Total. Add lines 1 through 11	83,333.	0.	0.	83,333.
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	31,843.	0.	0.	31,843.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	13,500.	5,250.	0.	8,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,500.	0.	0.	0.
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 6	135,752.	56,136.	0.	78,005.
24 Total operating and administrative expenses. Add lines 13 through 23	267,758.	63,216.	0.	201,431.
25 Contributions, gifts, grants paid	224,767.			224,767.
26 Total expenses and disbursements. Add lines 24 and 25	492,525.	63,216.	0.	426,198.
27 Subtract line 26 from line 12	172,818.			
a Excess of revenue over expenses and disbursements		601,925.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0.	

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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	65,071.	128,609.	128,609.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule) ATCH 7	2,629,683.	2,505,068.	5,453,922.
	c	Investments - corporate bonds (attach schedule).			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	3,302. 1,830.	1,472.	1,472.
15	Other assets (describe ▶ ATCH 8)	4,673,826.	4,909,552.	5,161,045.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,371,882.	7,544,701.	10,745,048.	
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)	0.	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	7,371,882.	7,544,701.	
	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)	7,371,882.	7,544,701.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,371,882.	7,544,701.	

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	7,371,882.
2	Enter amount from Part I, line 27a	2	172,818.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	1.
4	Add lines 1, 2, and 3	4	7,544,701.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,544,701.

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	516,262.	
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	0.	

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))
2009	423,471.	8,942,703.	0.047354
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
2 Total of line 1, column (d)			2 0.235503
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 0.047101
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 9,624,382.
5 Multiply line 4 by line 3			5 453,318.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,019.
7 Add lines 5 and 6			7 459,337.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 426,198.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	12,039.
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 ☐ and enter 1% of Part I, line 27b			
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	12,039.
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	12,039.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,006.	
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	6,006.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,033.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 0. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ☐ 77 WATER STREET - 9TH 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	15		☐
and enter the amount of tax-exempt interest received or accrued during the year				
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?	16	Yes	No
				X
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 ☐				

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)? ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐	1c	N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

- 5 a** 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)? ☐ Yes ☒ No **5 b** N/A
- Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No
- 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? ☐ Yes ☒ No **N/A**
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6 a** 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? ☐ Yes ☒ No **6 b** X
- If "Yes" to 6b, file Form 8870
- 7 a** 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? ☐ Yes ☒ No **7 b** N/A

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 10		83,333.	24,750.	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
N/A		0.	0.	0.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	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). N/A	0.
3 N/A	0.
4 N/A	0.

Part IX-B Summary of Program-Related Investments (see page 24 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.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,892,303.
b	Average of monthly cash balances	1b	152,251.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	4,726,392.
d	Total (add lines 1a, b, and c)	1d	9,770,946.
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	9,770,946.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	146,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,624,382.
6	Minimum investment return. Enter 5% of line 5	6	481,219.

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	481,219.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	12,039.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,039.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	469,180.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	469,180.
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	469,180.

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	426,198.
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	426,198.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	426,198.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				469,180.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			413,944.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				0.
b From 2006				0.
c From 2007				0.
d From 2008				0.
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 426,198.				
a Applied to 2009, but not more than line 2a			413,944.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				12,254.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				456,926.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				0.
b Excess from 2007				0.
c Excess from 2008				0.
d Excess from 2009				0.
e Excess from 2010				0.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007
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)(iv)				
(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 ☒ 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED				224,767.
Total			▶ 3a	224,767.
b <i>Approved for future payment</i> NONE				0.
Total			▶ 3b	0.

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?		Yes	No
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		

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.

Sign Here Natalee L. Conway 9/9/2011 TRUSTEE

Signature of officer or trustee Date Title

**Paid
Preparer
Use Only**

Print/Type preparer's name JOSEPH J. BULGER	Preparer's signature 	Date 9/8/11	Check ☐ if self-employed	PTIN P01366942
Firm's name ▶ BCRS ASSOCIATES, LLC			Firm's EIN ▶ 13-4078147	
Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005			Phone no 212-440-0800	

Form 990-PF (2010)

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)	
956,319.		LTCG - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 723,398.				P	VAR 232,921.	VAR
1,196.		STCG - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 0.				P	04/30/2010 1,196.	06/19/2010
		LTCG THRU BSF 1996 K-1 PROPERTY TYPE: SECURITIES				P	VAR 64.	VAR
		LTCG THRU MBA INV K-1 PROPERTY TYPE: SECURITIES				P	VAR 4,987.	VAR
		LTCG THRU HEDGENERGY K-1 PROPERTY TYPE: SECURITIES				P	VAR 204,873.	VAR
		STCG THRU MBA INV K-1 PROPERTY TYPE: SECURITIES				P	VAR 27,029.	VAR
		STCG THRU HEDGENERGY K-1 PROPERTY TYPE: SECURITIES				P	VAR 45,251.	VAR
		LTC(L) UPON DISPOSITION OF BSF 1995 K-1 PROPERTY TYPE: SECURITIES				P	VAR -59.	VAR
TOTAL GAIN (LOSS)							<u>516,262.</u>	

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY STATEMENTS

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

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON BDA	244.	244.	0.
TOTAL	<u>244.</u>	<u>244.</u>	<u>0.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS THRU BRIDGE ST FD 1996 K-1	2.	2.	0.
DIVIDENDS THRU MBA INVESTMENT FD K-1	2,281.	2,281.	0.
DIVIDENDS THRU GS BROKERAGE ACCOUNT	141,196.	141,196.	0.
DIVIDENDS THRU HEDGENERGY K-1	5,164.	5,164.	0.
INTEREST THRU BRIDGE ST FD 1996 K-1	1.	1.	0.
TOTAL	<u>148,644.</u>	<u>148,644.</u>	<u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	202.	0.	0.
SEC. 988 INC THRU BSF 1996 K-1	-28.	-28.	0.
SEC. 988 INC THRU HEDGENERGY K-1	-5.	-5.	0.
SECURITIES LITIGATION SETTLEMENT	24.	24.	0.
TOTALS	193.	-9.	0.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	10,500.	5,250.	0.	5,250.
BKD LLP	3,000.	0.	0.	3,000.
TOTALS	<u>13,500.</u>	<u>5,250.</u>	<u>0.</u>	<u>8,250.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FED'L TAX - 3RD QTR EST	1,500.	0.	0.	0.
TOTALS	1,500.	0.	0.	0.

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TELECOMMUNICATIONS - DSL EXP	3,187.	0.	0.	3,187.
OFFICE EXPENSES	65,763.	0.	0.	65,763.
HEALTH INSURANCE	9,000.	0.	0.	9,000.
FOREIGN TAXES WITHHELD	3,468.	3,468.	0.	0.
FOREIGN TAX THRU BSF 1996 K-1	18.	18.	0.	0.
FOREIGN TAX THRU BSF K-1-UBTI	111.	0.	0.	0.
PORT DED THRU BRIDGE ST 1996	44.	44.	0.	0.
PORT DED THRU MBA INVESTMENT	2,020.	2,020.	0.	0.
INT EXPENSE THRU HEDGENERGY K1	50,406.	50,406.	0.	0.
BANK CHARGES	55.	0.	0.	55.
ARTHUR GALLAGHER - RISK MGMT	180.	180.	0.	0.
DVFC - FORM 5500 FILING	1,500.	0.	0.	0.
TOTALS	<u>135,752.</u>	<u>56,136.</u>	<u>0.</u>	<u>78,005.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION STATEMENT	2,629,683.	2,505,068.	5,453,922.
TOTALS	<u>2,629,683.</u>	<u>2,505,068.</u>	<u>5,453,922.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HEDGEENERGY PARTNERS, L.P.	2,558,504.	2,763,381.	2,812,175.
BRIDGE STREET FUND 1995, L.P.	59.	0.	0.
(COMPLETELY DISPOSED)			
BRIDGE STREET FUND 1996, L.P.	5,000.	5,068.	1,150.
MBA INVESTMENT FUND, LLC	110,263.	141,103.	176,461.
GS INVESTMENT PARTNERS	2,000,000.	2,000,000.	2,171,259.
TOTALS	<u>4,673,826.</u>	<u>4,909,552.</u>	<u>5,161,045.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

THE CONEWAY FAMILY FOUNDATION

13-3188841

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

ATTACHMENT 10

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	83,333.	24,750.	0.
CECILE CONEWAY PUCKETT 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0.	0.	0.
GRAND TOTALS		83,333.	24,750.	0.

THE CONEWAY FAMILY FOUNDATION

13-3188841

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

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME	
					AMOUNT	
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	523000	202.				
SEC. 988 INC THRU BSF 1996 K-1			01	-28.		
SEC. 988 INC THRU HEDGENERGY K-1			01	-5.		
SECURITIES LITIGATION SETTLEMENT			01	24.		
TOTALS		202.			-9.	

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

2010

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 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	73,476.
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 2009 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	73,476.

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 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	442,786.
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 2009 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	442,786.

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

Schedule D (Form 1041) 2010

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

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		73,476.
14	Net long-term gain or (loss):			
a	Total for year	14a		442,786.
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		516,262.

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 2010 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 2010 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) 2010

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

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

THE CONEWAY FAMILY FOUNDATION

Employer identification number

13-3188841

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	73,476.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

JSA
OF 1221 1 000

68212C 526W

V 10-7.2

14019003

PAGE 31

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 442,786.

THE CONEWAY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2011
EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
6/7/2010	PAWS OF JACKSON HOLE JACKSON, WY	\$1,500 00
7/9/2010	TEXAS EXES / TEXAS COWBOYS (UNIVERSITY OF TEXAS AT AUSTIN) AUSTIN, TX	1,000 00
7/12/2010	TEXAS PARKS & WILDLIFE FOUNDATION SAN ANTONIO, TX	5,000 00
7/16/2010	MUSEUM OF FINE ARTS HOUSTON HOUSTON, TX	30,000 00
10/27/2010	RIVER OAKS BAPTIST SCHOOL HOUSTON, TX	25,000 00
12/17/2010	OPEN DOOR MISSION HOUSTON, TX	2,500 00
1/5/2011	PAWS OF JACKSON HOLE JACKSON, WY	1,000 00
1/18/2011	EPILEPSY FOUNDATION OF TEXAS HOUSTON, TX	2,000 00
1/24/2011	THE WOODROW WILSON CENTER HOUSTON, TX	10,000 00
1/24/2011	UNITED WAY OF THE TEXAS GULF COAST HOUSTON, TX	10,000 00
1/25/2011	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	1,500 00
2/23/2011	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TX	54,000.00
3/1/2011	CHAMPIONS TO CURE DUCHENNE CORONA DEL MAR, CA	1,000 00

THE CONEWAY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 4/30/2011
 EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
3/3/2011	TEXAS CHILDREN'S HOSPITAL HOUSTON, TX	2,500 00
3/7/2011	BAYOU BEND COLLECTION AND GARDENS MUSEUM OF FINE ARTS HOUSTON HOUSTON, TX	750 00
3/9/2011	PAWS OF JACKSON HOLE JACKSON, WY	10,000 00
3/9/2011	DAMON RUNYON CANCER RESEARCH NEW YORK, NY	580 00
4/12/2011	SANTA FE OPERA ANNUAL FUND SANTA FE, NM	3,500 00
4/14/2011	THE LENSIC PERFORMING ARTS CENTER SANTA FE, NM	1,000 00
4/15/2011	M D ANDERSON CANCER CENTER HOUSTON, TX	50,000 00
4/18/2011	TEXAS HEART INSTITUTE HOUSTON, TX	10,000 00
4/26/2011	THE LEUKEMIA & LYMPHOMA SOCIETY HOUSTON, TX	500 00
	THROUGH THE MBA INVESTMENT FUND, LLC	1,437 00
TOTAL CONTRIBUTIONS PAID *		<u><u>\$224,767.00</u></u>

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

The Coneway Family Foundation
From 01-May-2010 To 30-Apr-2011

Base Currency :USD

Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds		Cost (Base)		Gain/Loss (Base)		Gain Type
				(Base)		(Base)		(Base)		
ENBRIDGE ENERGY MGMT, LLC CMN	10-Oct-06	7-Dec-10	3,677	\$ 224,721.93		\$ 120,275.74		\$ 104,446.19		Long-Term
KINDER MORGAN MANAGEMENT, LLC CMN	9-Apr-03	4-Feb-11	1,583	\$ 102,480.49		\$ 30,094.78		\$ 72,385.71		Long-Term
PFIZER INC. CMN	4-Feb-04	25-Apr-11	2,525	\$ 50,221.28		\$ 96,051.00		\$ (45,829.72)		Long-Term
BP P.L.C. SPONSORED ADR CMN	28-Aug-91	28-Jun-10	4,500	\$ 124,422.88		\$ 79,633.43		\$ 44,789.45		Long-Term
BP P.L.C. SPONSORED ADR CMN	3-Aug-98	28-Jun-10	64	\$ 1,769.57		\$ 2,531.84		\$ (762.27)		Long-Term
BP P.L.C. SPONSORED ADR CMN	5-May-98	28-Jun-10	64	\$ 1,769.57		\$ 2,968.00		\$ (1,198.43)		Long-Term
PETROCHINA CO LTD SPONSORED ADR	2-Oct-06	16-Aug-10	1,680	\$ 186,101.53		\$ 180,261.65		\$ 5,839.88		Long-Term
PETROCHINA CO LTD SPONSORED ADR	2-Oct-06	16-Aug-10	340	\$ 37,663.41		\$ 36,486.79		\$ 1,176.62		Long-Term
TOYOTA MOTOR CORPORATION SPON ADR	4-Feb-04	4-Feb-11	2,700	\$ 227,169.04		\$ 175,095.00		\$ 52,074.04		Long-Term
TOTAL LONG-TERM CAPITAL GAINS				\$ 956,319.70		\$ 723,398.23		\$ 232,921.47		
CALL/BP	@ 57.5 EXP 06/19/2010	30-Apr-10	19-Jun-10	23	\$ 1,195.97	\$ -		\$ 1,195.97		Short-Term



THE CONEWAY FAMILY FOUNDATION

Holdings

Period Ended April 30, 2011

PUBLIC EQUITY

	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
ALTRIA GROUP, INC. CMN (MO)	15,000.00	26.8400	402,600.00	4.0084	60,126.01	342,473.99	5.6632	22,800.00
AUTOMATIC DATA PROCESSING, INC CMN (ADP)	1,100.00	54.3600	59,796.00	33.4040	36,744.44	23,051.56	2.6490	1,584.00
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	275.00	23.2400	6,391.00	14.3039	3,933.56	2,457.44	2.5818	165.00
COBALT INTERNATIONAL ENERGY CMN (CIE)	4,500.00	14.0000	63,000.00	13.1153	59,018.85	3,981.15		
COCA-COLA COMPANY (THE) CMN (KO)	8,700.00	67.4600	586,902.00	15.8337	137,753.04	449,148.96	2.7868	16,356.00
GENERAL ELECTRIC CO CMN (GE)	2,700.00	20.4500	55,215.00	36.3300	98,091.00	(42,876.00)	2.9340	1,620.00
INTL BUSINESS MACHINES CORP CMN (IBM)	600.00	170.5800	102,348.00	79.1800	47,508.00	54,840.00	1.7587	1,800.00
KINDER MORGAN HOLDCO LLC CMN CLASS P (KMI)	6,083.00	28.5800	173,852.14	31.8083	193,490.00	(19,637.86)	0.4899	851.62
KINDER MORGAN MANAGEMENT, LLC CMN (KMR)	15,695.00	68.1800	1,070,085.10	23.5969	370,353.75	699,731.35		
KRAFT FOODS INC CMN CLASS A (KFT)	10,380.00	33.5900	348,664.20	5.9448	61,706.67	286,957.53	3.4534	12,040.80
MICROSOFT CORPORATION CMN (MSFT)	1,200.00	25.9200	31,104.00	23.5683	28,282.00	2,822.00	2.4691	768.00
NUCOR CORPORATION CMN (NUE)	1,300.00	46.9600	61,048.00	49.3000	64,090.00	(3,042.00)	3.0877	1,885.00
PFIZER INC CMN (PFE)	5,475.00	20.9700	114,810.75	38.0400	208,269.00	(93,458.25)	3.8150	4,380.00
PHILIP MORRIS INTL INC CMN (PM)	15,000.00	69.4400	1,041,600.00	9.1339	137,008.46	904,591.54	3.6866	38,400.00
THE TRAVELERS COMPANIES, INC CMN (TRV)	1,297.00	63.2800	82,074.16	12.9300	16,770.16	65,304.00	2.5917	2,127.08
WAL MART STORES INC CMN (WMT)	1,000.00	54.9800	54,980.00	28.1932	28,193.21	26,786.79	2.6555	1,460.00
TOTAL US STOCKS			4,254,470.35		1,551,338.15	2,703,132.20	3.4035	106,237.50

THE CONEWAY FAMILY FOUNDATION

Holdings (Continued)

Period Ended April 30, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
NON-US STOCKS								
ENI ORDINARY SHARES CMN (*E)	7,300.00	26.7815	195,505.00	24.7849	180,930.02	14,574.98		
GLAXOSMITHKLINE PLC SPONSORED ADR CMN (GSK)	2,500.00	43.6600	109,150.00	44.8900	112,225.00	(3,075.00)	4.8242	5,265.63
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	6,500.00	77.4800	503,620.00	45.3070	294,495.29	209,124.71	3.6861	18,564.00
SEVEN & I HOLDINGS CO., LTD. CMN (J3382)	1,600.00	24.9391	39,902.61	27.8274	44,523.83	(4,621.22)		
SMC CMN (J6273)	900.00	181.8350	163,651.49	108.5957	97,736.14	65,915.35		
			619.10					
SUMITOMO MITSUI FIN GROUP, INC CMN (J8316)	6,100.00	30.7579	187,622.89	36.6917	223,819.49	(36,196.60)		
TOTAL NON-US STOCKS			1,199,451.99		953,729.77	245,722.22	3.8888	23,829.63
TOTAL PUBLIC EQUITY			5,453,922.34		2,505,067.92	2,948,854.42	3.4832	130,067.13