Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
THE FOUNDATION FOR DREAMERS

A Employer identification number
74-2736860

Number and street (or P O box number if mail is not delivered to street address) 11218 N. LAMAR BLVD
Room/suite

B Telephone number (see instructions)
512-837-2210

City or town state and ZIP code
AUSTIN TX 78753

C If exemption application is pending check here ▶

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

D 1 Foreign organizations check here ▶
2 Foreign organizations meeting the 85% test check here and attach computation ▶

H Check type of organization [X] Section 501(c)(3) exempt private foundation
Section 4947(a)(1) nonexempt charitable trust; Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,691,351

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(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) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc received (attach schedule)	86,666			
	2	Check ▶ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	17,037	17,037	17,037	
	4	Dividends and interest from securities	1,271	1,271	1,271	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	143,604			
	b	Gross sales price for all assets on line 6a 437,534				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	382,433		382,433	
	12	**Total.** Add lines 1 through 11	631,011	18,308	400,741	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages	20,351			20,351
	15	Pension plans, employee benefits	1,706			1,706
	16a	Legal fees (attach schedule) SEE STMT 3	9,708			9,708
	b	Accounting fees (attach schedule) STMT 4	10,253			10,253
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,172			62
	19	Depreciation (attach schedule) and depletion STMT 6	22,818			
	20	Occupancy				
	21	Travel conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 7	11,494			11,494
	24	**Total operating and administrative expenses** Add lines 13 through 23	77,502	0	0	53,574
	25	Contributions, gifts, grants paid	60,240			60,240
	26	**Total expenses and disbursements** Add lines 24 and 25	137,742	0	0	113,814
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	493,269			
	b	**Net investment income** (if negative, enter -0-)		18,308		
	c	**Adjusted net income** (if negative, enter -0-)			400,741	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	50,521	38,105	38,105
	2	Savings and temporary cash investments			
	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 instructions)			
	7	Other notes and loans receivable (att schedule) ▶ SEE WRK 801,119			
		Less allowance for doubtful accounts ▶ 0	801,119	801,119	801,119
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 8	48,071	33,427	33,427
	14	Land, buildings, and equipment basis ▶ 30,701			
		Less accumulated depreciation (attach sch) ▶ STMT 9 30,701	2,118,249		
	15	Other assets (describe ▶ SEE STATEMENT 10)		818,700	818,700
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,017,960	1,691,351	1,691,351
Liabilities	17	Accounts payable and accrued expenses	1,855	200	
	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 ▶ SEE STATEMENT 11)	449	13	
	23	**Total liabilities** (add lines 17 through 22)	2,304	213	
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 ▶ X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,015,656	1,691,138	
	30	**Total net assets or fund balances** (see instructions)	3,015,656	1,691,138	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,017,960	1,691,351	

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	3,015,656
2	Enter amount from Part I, line 27a	2	493,269
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,508,925
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	1,817,787
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,691,138

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	50 SHRS - NOKIA CORP	P	04/23/08	06/02/11
b	MERRILL LYNCH CAP GAIN DISTR			
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	325		1,497	-1,172
b	44			44
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				-1,172
b				44
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	-1,128
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 instructions) If (loss), enter -0- in Part I, line 8	3	

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 X 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 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))
2010	149,918	877,514	0.170844
2009	241,547	972,013	0.248502
2008	138,688	1,190,955	0.116451
2007	126,698	266,946	0.474620
2006	176,179	127,935	1.377098

2	Total of line 1, column (d)	2	2.387515
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	0.477503
4	Enter the net value of noncharitable-use assets for 2011 from Part X line 5	4	882,081
5	Multiply line 4 by line 3	5	421,196
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	183
7	Add lines 5 and 6	7	421,379
8	Enter qualifying distributions from Part XII, line 4	8	113,814

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

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	366
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	366
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	366
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,100		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,100
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	734
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 734 **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a or 1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement *(see instructions)*	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 ▶ DOUG RICHARDS, JR. Telephone no ▶
2115 COUNTY ROAD 332
Located at ▶ BERTRAM TX ZIP+4 ▶ 78605

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 |

			Yes	No
16	At any time during calendar year 2011, 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		X
	See 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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
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 2011 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 2011)	N/A	3b		
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 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes X 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 X No		
(3) Provide a grant to an individual for travel, study or other similar purposes?	Yes X 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 instructions)	Yes X 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 X 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)?	N/A	5b	
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 X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes X No		
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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 (see 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
DOUGLAS S. RICHARDS, JR. 2115 COUNTY ROAD 332	BERTRAM TX 78605	PRESIDENT 5 00	0	0	0
DR MARY TRAVERSE 2115 COUNTY ROAD 332	BERTRAM TX 78605	SEC/TREAS 5 00	0	0	0
CLOUD RICHARDS 4205 PALACIOS COVE	AUSTIN TX 78749	V/P 5 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions) If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 **Five highest-paid independent contractors for professional services (see instructions). 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 ▶		

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 MAINTENANCE/IMPROVEMENTS ON DREAMERS HEALING RETREAT	53,574
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	39,174
b	Average of monthly cash balances	1b	55,221
c	Fair market value of all other assets (see instructions)	1c	801,119
d	**Total** (add lines 1a, b and c)	1d	895,514
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	895,514
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	13,433
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	882,081
6	**Minimum investment return.** Enter 5% of line 5	6	44,104

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	44,104
2a	Tax on investment income for 2011 from Part VI, line 5	2a	366		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	366
3	*Distributable amount before adjustments* Subtract line 2c from line 1			3	43,738
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	43,738
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	43,738

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	113,814
b	Program-related investments—total from Part IX-B	1b	
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	113,814
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	113,814

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					43,738
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	172,499				
b	From 2007	114,517				
c	From 2008					
d	From 2009					
e	From 2010					
f	**Total** of lines 3a through e		287,016			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 113,814					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					43,738
e	Remaining amount distributed out of corpus		70,076			
5	Excess distributions carryover applied to 2011 (*If an amount appears in column (d), the same amount must be shown in column (a)*)					
6	**Enter the net total of each column as indicated below**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		357,092			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		172,499			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		184,593			
10	Analysis of line 9					
a	Excess from 2007	114,517				
b	Excess from 2008					
c	Excess from 2009					
d	Excess from 2010					
e	Excess from 2011	70,076				

DAA

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see 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))

DOUGLAS RICHARDS & DR. MARY TRAVERSE

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

N/A

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 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

DOUG RICHARDS JR.
11218 N. LAMAR BLVD AUSTIN TX 78753

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				60,240
Total			▶ 3a	60,240
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512 513 or 514 (c) Exclusion code	Excluded by section 512 513 or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					17,037
4 Dividends and interest from securities			14	1,271	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,172	144,776
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b REIMBURSEMENT INCOME			1	382,389	
c CAPITAL GAIN DISTRIBUTION			14	44	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		382,532	161,813

13 **Total** Add line 12, columns (b), (d), and (e) 13 544,345

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes X 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) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Douglas S. Richards, Jr. — Signature of officer or trustee | 8-22-12 — Date | Director — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed
JOE D. LANGFORD		8-10-12	

Firm's name ▶	CARPENTER & LANGFORD, PC	PTIN	P00188278
Firm's address ▶	4407 BEE CAVES RD STE 621	Firm's EIN ▶	74-2643970
	AUSTIN, TX 78746-6405	Phone no	512-795-0300

DAA

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545 0172
2011
Attachment Sequence No 179

Name(s) shown on return: THE FOUNDATION FOR DREAMERS

Identifying number: 74-2736860

Business or activity to which this form relates: INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	22,818
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts check here ▶ ☐		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	22,818
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Forms
990 / 990-PF

Other Notes and Loans Receivable

2011

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
THE FOUNDATION FOR DREAMERS	74-2736860

FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION

	Name of borrower	Relationship to disqualified person
(1)	NOTE RECEIVABLE	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

	Security provided by borrower	Purpose of loan
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)		801,119	801,119	801,119
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Totals		801,119	801,119	801,119

- 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)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE FOUNDATION FOR DREAMERS	Employer identification number (EIN) or [X] 74-2736860
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 11218 N. LAMAR BLVD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions AUSTIN TX 78753	

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	01	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.

- The books are in the care of ▶ DOUG RICHARDS, JR. 2115 COUNTY ROAD 332 BERTRAM TX 78605

Telephone No ▶ FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/11

5 For calendar year 2011 , 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
ADDITIONAL TIME WAS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCRUATE RETURN.

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	$	1,100
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	$	1,100
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 must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8-15-12

DAA

Federal Statements

Form 990-PF - General Footnote

Description

TAXPAYER WAS FUNCTIONING AS AN OPERATING FOUNDATION FOR TAX YEARS 2008, 2009, 2010, AND PART OF 2011. TAXPAYER HAD A LONG-TERM LAND LEASE ON WHICH IT WAS BUILDING AND OPERATING A HEALING RETREAT. THE LEASE WAS CANCELLED EFFECTIVE DECEMBER 1, 2011. WITHOUT THE LAND, THE HEALING RETREAT PURPOSE WAS NOT POSSIBLE. THUS THE TAXPAYER CONVERTED BACK TO A NON-OPERATING FOUNDATION.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
LEASE CANCELLATION	VARIOUS	12/01/11	PURCHASE $ 377,483	$ 377,483	$	$ 105,638	$ 105,638
LEASE CANCELLATION	VARIOUS	12/01/11	PURCHASE 59,682	59,682		39,094	39,094
TOTAL			$ 437,165	$ 437,165	$ 0	$ 144,732	$ 144,732

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
REIMBURSEMENT INCOME	$ 382,389	$	$ 382,389
CAPITAL GAIN DISTRIBUTION	44		44
TOTAL	$ 382,433	$ 0	$ 382,433

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 9,708	$	$	$ 9,708
TOTAL	$ 9,708	$ 0	$ 0	$ 9,708

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 10,253	$	$	$ 10,253
TOTAL	$ 10,253	$ 0	$ 0	$ 10,253

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LICENSES & PERMITS	$ 62	$	$	$ 62
INCOME TAXES	1,110			
TOTAL	$ 1,172	$ 0	$ 0	$ 62

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
EQUIPMENT							
12/31/05	$ 30,701	$ 30,701	200DB	7	$	$	$
WOOD BURNING STOVE							
8/13/08	703	383	200DB	7	80		
DAM							
12/31/08	43,855	8,776	150DB	15	3,070		
PAINT SPRAYER							
9/25/08	540	294	200DB	7	62		
PUMP FOR POND							
10/02/08	535	272	200DB	7	66		
WORKSHOP/STORAGE SHED							
12/31/08	146,183	7,653	S/L	39	3,592		
BROWN LEATHER COUCH							
8/13/08	379	206	200DB	7	43		
JOHN DEERE 944 LOADER							
8/21/08	9,500	6,593	200DB	5	1,017		
LOW WATER CROSSING							
7/22/08	5,000	1,153	150DB	15	192		
WATER WELL							
7/17/08	70,002	28,561	200DB	10	7,252		
DECKING							
10/22/08	2,252	1,144	200DB	7	277		
REMODEL HOUSE							
12/31/08	11,546	604	S/L	39	284		
SKID STEER							
12/13/08	14,200	5,339	200DB	10	1,551		

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TREE SHREADER 12/13/08	$ 3,200	$ 1,626	200DB	7	$ 393	$	$
LAND 12/31/08	1,803,000			0			
FARM EQUIPMENT 7/01/08	9,692	5,277	200DB	7	1,104		
TOOLS 7/01/08	1,468	799	200DB	7	167		
36" GAS RANGE 7/31/09	1,932	1,341	200DB	7	84		
(2) DISHWASHERS / (1) REFRIGERATOR 7/31/09	4,043	2,805	200DB	7	177		
RANGE VENT HOOD 8/03/09	628	436	200DB	7	27		
WATER SOFTENER 9/01/09	6,928	4,807	200DB	7	303		
10" CARBON 9/08/09	2,598	1,803	200DB	7	113		
CHIPPER 1/22/09	8,832	6,128	200DB	7	387		
EQUIPMENT STORAGE SHED 3/04/09	4,562	2,612	150DB	15	97		
HOUSE IMPROVEMENTS 7/17/09	31,059	1,161	S/L	39	764		
BLADE 10/26/09	3,329	2,310	200DB	7	146		
SOLAR PANEL RAY 10/26/09	1,074	745	200DB	7	47		
SOLAR PANEL & PUMP 9/22/09	18,000	10,305	150DB	15	385		
TRANSPLANTER 12/13/08	450	229	200DB	7	31		
WASHER/DRYER 1/14/10	1,765	1,009	200DB	7	108		
DAM 3/19/10	4,844	2,543	150DB	15	115		

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FENCES 6/29/10	$ 18,903	$ 9,924	150DB	15	$ 449	$	$
FURNITURE 2/21/10	2,687	1,535	200DB	7	165		
GOLF CART 5/28/10	875	500	200DB	7	54		
GREENHOUSE 3/01/10	3,183	1,671	150DB	15	76		
MOWER 7/21/10	600	343	200DB	7	37		
TOOL CABINET 1/28/10	704	402	200DB	7	43		
TOOLS 7/22/10	628	359	200DB	7	38		
SOLAR PANEL (WATER WELL) 1/07/10	485	267	200DB	10	22		
TOTAL	$ 2,270,865	$ 152,616			$ 22,818	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
AUTO EXPENSE	245			245
BANK FEES	61			61
FUEL	2,026			2,026
INSURANCE	2,351			2,351
MEALS	41			41
MISCELLANEOUS	73			73
REPAIRS	3,525			3,525
SUPPLIES	1,006			1,006
TOOLS	44			44
UTILITIES	2,122			2,122
TOTAL	$ 11,494	$ 0	$ 0	$ 11,494

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENT ACCOUNT	$ 53,860	$ 54,056	COST	$ 33,427
UNREALIZED GAIN/LOSS	-5,789	-20,629	MARKET	
TOTAL	$ 48,071	$ 33,427		$ 33,427

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
PP&E	$ 315,249	$ 30,701	$ 30,701	$
LAND	1,803,000	0		
TOTAL	$ 2,118,249	$ 30,701	$ 30,701	$ 0

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
REIMBURSEMENT RECEIVABLE	$	$ 816,700	$ 816,700
TOTAL	$ 0	$ 816,700	$ 816,700

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
CREDIT CARDS PAYABLE	$	$
PAYROLL LIABILITIES	428	13
INCOME TAX PAYABLE	21	
TOTAL	$ 449	$ 13

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
UNREALIZED GAIN/LOSS	$ 14,787
TERMINATION OF GROUND LEASE	1,803,000
TOTAL	$ 1,817,787

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
DOUGLAS RICHARDS & DR. MARY TRAVERSE	$
TOTAL	$ 0

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship / Status	Purpose	Amount
BEATRICE KROESCHE FNDTN SALT LAKE CITY UT 84152	PO BOX 520035	SEE ATTACHED STATEMENT	6,000
CORNUCOPIA INSTITUTE CORNUCOPIA WI 54827	PO BOX 126	SEE ATTACHED STATEMENT	16,950
CORYELL COUNTY VOLUNTEER FIRE DEPT EVANT TX 76525	600 HIGHWAY 84	SEE ATTACHED STATEMENT	500
INSTITUTE FOR RESPONSIBLE TECHNOLOG FAIRFIELD IA 52556	PO BOX 469	SEE ATTACHED STATEMENT	1,700
LIVE IN LOVE MINISTRIES KYLE TX 78640	PO BOX 279	SEE ATTACHED STATEMENT	150
MIRACLE FOUNDATION AUSTIN TX 78716	PO BOX 161328	SEE ATTACHED STATEMENT	19,040
ORGANIC CONSUMERS ASSOCIATION FINLAND MN 55603	6771 SOUTH SILVER HILL DR	SEE ATTACHED STATEMENT	1,000
STAR OF TEXAS FAIR AND RODEO AUSTIN TX 78724	9100 DECKER LAKE RD	SEE ATTACHED STATEMENT	600
THE NOBELITY PROJECT AUSTIN TX 78716	PO BOX 161925	SEE ATTACHED STATEMENT	1,200
UNICEF NEW YORK NY 10038	125 MAIDEN LN	SEE ATTACHED STATEMENT	10,000
WESTON A PRICE FOUNDATION WASHINGTON DC 20016	4200 WISCONSIN AVE, NW	SEE ATTACHED STATEMENT	3,100
TOTAL			60,240

The Foundation for Dreamers
EIN: 74-2736860
Year End: 12/31/11

Form 990-PF
Part XV - Supplementary Information
3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	Purpose of Grant/Contribution
Beatrice F Kroesche Foundation	Support various social services
Cornucopia Institute	Promote through education sustainable, organic farming
Coryell County Volunteer Fire Dept	Promote fire education and safety
Institute for Responsbile Technology	Educate public about genetically modified crops
Live in Love Ministries	Promote christianity
Miracle Foundation	Improve the lives of orphans, including providng basic suppport and education
Organic Consumers Association	Promote social responsibility in agriculture industry
Star of Texas Fair & Rodeo	Promote youth education
The Nobelity Project	Support cultural education
UNICEF	Protect children's rights, meet their basic needs, and expand their opportunities
Weston A Price Foundation	Restoring nutrient rich foods through education, research, and activism