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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

WOLFF FAMILY FOUNDATION

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

20 BRIAR HOLLOW LANE

Room/suite

City or town, state, and ZIP code

HOUSTON**TX 77027**

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c),

line 16) ▶ \$ **2,527,441**

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

76-0236381

B Telephone number (see instructions)

713-626-8050C 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 instructions))

	(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)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	11,753	11,750		
4 Dividends and interest from securities	35,187	35,187		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 STMT 1	55,274			
b Gross sales price for all assets on line 6a 458,436				
7 Capital gain net income (from Part IV, line 2)		1,948		
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)				
12 Total. Add lines 1 through 11	102,214	48,885	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	570	570		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	1,462	1,462		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch.) STMT 4	663			
24 Total operating and administrative expenses. Add lines 13 through 23	2,695	2,032	0	0
25 Contributions, gifts, grants paid	70,759			70,759
26 Total expenses and disbursements. Add lines 24 and 25	73,454	2,032	0	70,759
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	28,760			
b Net investment income (if negative, enter -0-)		46,853		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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	176,297	102,922	102,922
	2 Savings and temporary cash investments	1,446,795	757,930	757,930
	3 Accounts receivable ▶ 2,458			
	Less: allowance for doubtful accounts ▶	623	2,458	2,458
	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) ▶			
	Less: allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,020	1,083	1,083
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) SEE STMT 5	842,339	1,629,842	1,636,820
	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)				
14 Land, buildings, and equipment basis ▶ 26,228				
Less: accumulated depreciation (attach sch.) ▶ STMT 6	26,228	26,228	26,228	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,493,302	2,520,463	2,527,441	
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	2,493,302	2,520,463	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,493,302	2,520,463	
	31 Total liabilities and net assets/fund balances (see instructions)	2,493,302	2,520,463	

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	2,493,302
2 Enter amount from Part I, line 27a	2	28,760
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,522,062
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,599
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,520,463

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 JPMORGAN #1007				
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 1,948			1,948	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			1,948	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	1,948
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 ☒ 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	58,932	2,571,066	0.022921
2009	145,340	2,549,513	0.057007
2008	147,198	3,056,984	0.048151
2007	74,648	2,455,688	0.030398
2006	135,606	3,036,649	0.044656

2 Total of line 1, column (d)	2	0.203133
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	0.040627
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,606,398
5 Multiply line 4 by line 3	5	105,890
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	469
7 Add lines 5 and 6	7	106,359
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	70,759

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)		1	937
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	0
3 Add lines 1 and 2		3	937
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	937
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,023	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,023	
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	1,086	
11 Enter the amount of line 10 to be credited to 2012 estimated tax	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?		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 ☐ \$ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► KRIS Y. MARNEY, SECRETARY 20 BRIAR HOLLOW LANE Located at ► HOUSTON TX ZIP+4 ► 77027	Telephone no ►		
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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 ☒ No

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

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
SEE STATEMENT 8				

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

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		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	

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	1,449,768
b	Average of monthly cash balances	1b	1,170,093
c	Fair market value of all other assets (see instructions)	1c	26,228
d	Total (add lines 1a, b, and c)	1d	2,646,089
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	2,646,089
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	39,691
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,606,398
6	Minimum investment return. Enter 5% of line 5	6	130,320

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	130,320
2a	Tax on investment income for 2011 from Part VI, line 5	2a	937
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	937
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	129,383
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	129,383
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	129,383

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	70,759
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	70,759
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	70,759

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				129,383
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			50,068	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 70,759				
a Applied to 2010, but not more than line 2a			50,068	
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				20,691
e Remaining amount distributed out of corpus				
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				
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				108,692
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)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

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 Paid during the year SEE STATEMENT 9				70,759
Total			3a	70,759
b Approved for future payment N/A				
Total			3b	

Federal Statements

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

Description			How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
AMERICAN EXPRESS			PURCHASE		1/01/10
2/04/11	\$ 4,254	\$ 3,941	\$	\$	313
AUTOMATIC DATA PROCESSING			PURCHASE		3/10/06
2/04/11	4,822	4,281			541
BANK OF AMERICA			PURCHASE		1/01/09
2/04/11	3,289	11,776			-8,487
CICSO SYSTEMS			PURCHASE		8/30/07
2/04/11	2,148	3,202			-1,054
CITIGROUP			PURCHASE		1/01/09
2/04/11	906	9,473			-8,567
FLUOR CORP			PURCHASE		8/30/07
2/04/11	2,692	2,516			176
FOMENTO ECONOMICO			PURCHASE		9/18/08
2/04/11	5,290	3,861			1,429
HALLIBURTON CO			PURCHASE		8/30/07
2/04/11	4,473	3,453			1,020
HOME DEPOT			PURCHASE		2/15/05
2/04/11	5,406	6,401			-995
INTEL CORP			PURCHASE		1/01/09
2/04/11	8,568	13,301			-4,733
ISHARES EMERGING MKT			PURCHASE		4/18/07
2/04/11	148,094	131,206			16,888
ISHARES ALL COUNTRY ASIA			PURCHASE		6/02/09
2/04/11	49,875	36,787			13,088
ELI LILLY			PURCHASE		7/10/01
2/04/11	1,726	3,810			-2,084
MEDTRONIC INC			PURCHASE		8/30/07
2/04/11	1,905	2,653			-748
MERCK & CO			PURCHASE		7/10/01
2/04/11	3,234	6,113			-2,879
NEWS CORP			PURCHASE		2/15/05
2/04/11	3,314	3,391			-77
PRAXAIR INC.			PURCHASE		3/10/06
2/04/11	4,651	2,761			1,890
RIO TINTO			PURCHASE		8/30/07
2/04/11	5,713	5,343			370
TARGET			PURCHASE		8/17/01
2/04/11	5,326	3,702			1,624
TEXAS INSTRUMENTS			PURCHASE		8/30/07
2/04/11	3,497	3,428			69
WALMART STORES			PURCHASE		1/01/09
2/04/11	5,497	4,855			642
CONOCOPHILLIPS			PURCHASE		6/18/04
5/16/11	10,656	5,760			4,896
EXXONMOBIL			PURCHASE		1/01/09
5/16/11	12,033	5,830			6,203
GENERAL ELECTRIC			PURCHASE		1/01/09
5/16/11	7,828	14,170			-6,342
HSBC HOLDINGS			PURCHASE		1/01/09
5/16/11	7,239	9,284			-2,045
ISHARES ALL COUNTRY ASIA			PURCHASE		6/02/09
5/16/11	100,282	73,575			26,707

Federal Statements

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

Description		How Received		Whom Sold		Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss	
MCGRAW HILL COS			PURCHASE			7/10/01
5/16/11 \$	8,383 \$	6,690 \$	\$	\$	1,693	
PHILLIP MORRIS INT'L			PURCHASE			7/10/01
5/16/11	13,574	4,795			8,779	
ROYAL DUTCH SHELL			PURCHASE			12/03/03
5/16/11	6,910	4,633			2,277	
TOTAL SA			PURCHASE			6/16/09
5/16/11	5,716	5,471			245	
WALGREEN CO			PURCHASE			7/10/01
5/16/11	8,910	6,700			2,210	
MARSH & MCLENNAN SETTLEMENT			PURCHASE			1/01/09
11/04/11	277				277	
TOTAL	\$ 456,488	\$ 403,162	\$ 0	\$ 0	\$ 53,326	

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 570	\$ 570	\$	\$
TOTAL	\$ 570	\$ 570	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 1,462	\$ 1,462	\$	\$
TOTAL	\$ 1,462	\$ 1,462	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MISCELLANEOUS EXP				

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MEALS	\$ 662	\$	\$	\$
TOTAL	\$ 663	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE EQUITIES	\$ 842,339	\$ 1,629,842	COST	\$ 1,636,820
TOTAL	\$ 842,339	\$ 1,629,842		\$ 1,636,820

Statement 6 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
WESTWAY	\$ 26,228	\$ 26,228	\$	\$ 26,228
TOTAL	\$ 26,228	\$ 26,228	\$ 0	\$ 26,228

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
50% MEALS	\$ 662
FEDERAL INCOME TAX	937
TOTAL	\$ 1,599

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DAVID S. WOLFF	PRESIDENT	1.00	0	0	0
20 BRIAR HOLLOW LANE					
HOUSTON TX 77027					

**Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DAVID L. LANE 20 BRIAR HOLLOW LANE HOUSTON TX 77027	VP	1.00	0	0	0
KRIS Y. MARNEY 20 BRIAR HOLLOW LANE HOUSTON TX 77027	SECRETARY	1.00	0	0	0
DAVID W. HIGHTOWER 20 BRIAR HOLLOW LANE HOUSTON TX 77027	TREASURER	1.00	0	0	0
MARY C. WOLFF 20 BRIAR HOLLOW LANE HOUSTON TX 77027	TRUSTEE	1.00	0	0	0
CAROLYN W. DORROS 20 BRIAR HOLLOW LANE HOUSTON TX 77027	TRUSTEE	1.00	0	0	0
ELIZABETH W. ROGERS 20 BRIAR HOLLOW LANE HOUSTON TX 77027	TRUSTEE	1.00	0	0	0
RICHARD J. BRAEMER	TRUSTEE	1.00	0	0	0

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
20 BRIAR HOLLOW LANE HOUSTON TX 77027					

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Address
Relationship	Status	Purpose
Amount		
CONGREGATION BETH ISRAEL	5600 NORTH BRAESWOOD	HOUSTON TX 77096
	RELIGIOUS	10,283
GREATER HOUSTON PRESERVAT	712 MAIN ST #110	HOUSTON TX 77002-3207
	CIVIC	2,000
HOUSTON GRAND OPERA	510 PRESTON ST	HOUSTON TX 77002
	CIVIC	15,000
NANTUCKET CONSERVATION FO	118 CLIFF RD	NANTUCKET MA 02554
	CIVIC	1,000
NANTUCKET MUSICAL ARTS	P.O. BOX 897	NANTUCKET MA 02554
	CIVIC	676
NANTUCKET PRESERVATION	TWO UNION ST	NANTUCKET MA 02554
	CIVIC	1,000
TEXAS CHILDRENS HOSPITAL	P.O. BOX 300630	HOUSTON TX 77230-0630
	MEDICAL	4,750
HOUSTON CINEMA ARTS SOC	4409 MONTROSE BLVD	HOUSTON TX 77006
	CIVIC	1,000
GAY HILL/MOUND HILL/CEDAR HILL	405 THIELLEMAN LANE	BRENNHAM TX 78333
	CIVIC	1,000
MEYERSVILLE FIRE DEPARTMENT	2231 MEYERSVILLE ROAD	MEYERSVILLE TX 77974
	CIVIC	1,000
PRAIRIE HILL FIRE DEPARTMENT	P.O. BOX 58	PRAIRIE HILL TX 76678
	CIVIC	1,000
PROSTATE CANCER FOUNDATION	1250 FOURTH ST	SANTA MONICA CA 90401
	MEDICAL	1,250
BREAK THROUGH HOUSTON	2401 CLAREMONT LANE	HOUSTON TX 77019
	CIVIC	500
RICE UNIVERSITY	P.O. BOX 1892	HOUSTON TX 77251-1892
	EDUCATION	12,500
NANTUCKET HISTORICAL ASSOCIATION	P.O. BOX 1016	NANTUCKET MA 02554
	CIVIC	5,000
CONGREGATION SHIRAT HA YAM	P.O. BOX 1145	NANTUCKET MA 02554
	RELIGIOUS	250
MD ANDERSON CANCER CENTER	P.O. BOX 301439	HOUSTON TX 77230-1439
	MEDICAL	500
BOSTON MEDICAL CENTER	LINCOLN PLACE	FOXBORO MA 02035
	MEDICAL	250

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Address
Relationship	Status	Purpose
		Amount
UC DAVIS HEALTH SYSTEM	4900 BROADWAY #1150	SACRAMENTO CA 95820
	MEDICAL	5,000
CONGREGATION EMANU EL	TWO LAKE ST	SAN FRANCISCO CA 94118
	RELIGIOUS	2,500
HOUSTON MUSEUM OF NATURAL SCIENCE	ONE HERMANN CIR DR	HOUSTON TX 77030
	CIVIC	2,500
STAR OF HOPE HOMELESS SHELTER	6897 ARDMORE ST	HOUSTON TX 77054
	CIVIC	250
WASHINGTON TX VFD	P.O. BOX 46	WASHINGTON TX 77880
	CIVIC	250
NANTUCKET HISTORICAL ASSOCIATION	P.O. BOX 1016	NANTUCKET MA 02554
	CIVIC	1,300
TOTAL		<u>70,759</u>

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
JPMORGAN #1007	\$ 10,735		14		
JPMORGAN #3947	863		14		
ENCORE BANK #3653	152		14		
TOTAL	\$ 11,750				

Tax-Exempt Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
JPMORGAN #1007	\$ 3		14		
TOTAL	\$ 3				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
JPMORGAN #1007	\$ 35,187		14		
TOTAL	\$ 35,187				

Form **8868**
(Rev. January 2012)Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To file an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. WOLFF FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 76-0236381
	Number, street, and room or suite no. If a P O box, see instructions. 20 BRIAR HOLLOW LANE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON TX 77027	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

KRIS Y. MARNEY, SECRETARY
20 BRIAR HOLLOW LANE

- The books are in the care of ► **HOUSTON**

TX 77027

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or

► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,023
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Form **8868** (Rev. 1-2012)

Form 8868 (Rev. 1-2012)

Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions WOLFF FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 76-0236381
	Number, street, and room or suite no. If a P O box, see instructions 20 BRIAR HOLLOW LANE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON TX 77027	

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.

KRIS Y. MARNEY, SECRETARY
20 BRIAR HOLLOW LANE

- The books are in the care of **HOUSTON**

TX 77027

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 **11/15/12**

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

**TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION
NECESSARY TO FILE A COMPLETE AND ACCURATE 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	\$	937
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	\$	2,023
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 **SECRETARY**Date **08/07/12**Form **8868** (Rev. 1-2012)