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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 Tapeats Fund		A Employer identification number 76-0412011
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (713) 830-3415
11 Greenway Plaza	2600	
City or town, state, and ZIP code Houston TX 77046		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 12,916,194	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	434	434		
	4 Dividends and interest from securities	301,065	301,065		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	783,230			
	b Gross sales price for all assets on line 6a	3,420,360			
	7 Capital gain net income (from Part IV, line 2)		783,230		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	55,382	55,382			
12 Total. Add lines 1 through 11	1,140,111	1,140,111			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	750			750
	b Accounting fees (attach schedule)	1,800			1,800
	c Other professional fees (attach schedule)	91,236	50,901		40,335
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,681			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	17,010			17,010
	21 Travel, conferences, and meetings	4,449			4,449
	22 Printing and publications				
	23 Other expenses (attach schedule)	78,104	35,804		42,300
	24 Total operating and administrative expenses. Add lines 13 through 23	205,030	86,705		106,644
	25 Contributions, gifts, grants paid	602,000			602,000
26 Total expenses and disbursements. Add lines 24 and 25	807,030	86,705		708,644	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	333,081				
b Net investment income (if negative, enter -0-)		1,053,406			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	59,326	1,057,130	1,057,130
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	9,563		
	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 (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,300		
	10 a	Investments—U S and state government obligations (attach schedule)	1,263,675	1,162,533	1,236,530
	b	Investments—corporate stock (attach schedule)	3,465,168	3,586,425	3,776,193
	c	Investments—corporate bonds (attach schedule)	3,025,712	2,454,531	2,550,480
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	4,103,262	4,001,468	4,295,861	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,929,006	12,262,087	12,916,194	
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 ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/> 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	11,929,006	12,262,087	
	30	Total net assets or fund balances (see instructions)	11,929,006	12,262,087	
	31	Total liabilities and net assets/fund balances (see instructions)	11,929,006	12,262,087	

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	11,929,006
2	Enter amount from Part I, line 27a	2	333,081
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,262,087
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,262,087

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 Publicly-traded Securities				
b Passthrough K-1 Capital Gain				
c ARDEN ALTERNATIVE ADVISORS FUND CL B				
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 2,388,007		2,015,776	372,231	
b			190,910	
c 1,032,353		812,264	220,089	
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			372,231	
b			190,910	
c			220,089	
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	783,230
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	709,150	12,791,673	0.055438
2009	841,974	11,987,734	0.070236
2008	788,246	14,713,582	0.053573
2007	718,699	16,435,827	0.043728
2006	699,905	15,304,638	0.045732
2 Total of line 1, column (d)			2 0.268707
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 0.053741
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 13,215,439
5 Multiply line 4 by line 3			5 710,211
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,534
7 Add lines 5 and 6			7 720,745
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			8 708,644

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	21,068
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	21,068
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	21,068
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	12,543	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,543	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	525	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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				
14	The books are in care of The Tapeats Fund Telephone no. (713) 830-3415			
	Located at 11 Greenway Plaza, Suite 2600 Houston TX ZIP+4 77046			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	1b	X
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>				
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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 ATTACHMENT				

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 ☐

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
Atlantic Trust Company, N.A. 100 Federal Street, Boston, MA 02110	Investment Management	50,901

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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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	7,919,320
b	Average of monthly cash balances	1b	1,182,680
c	Fair market value of all other assets (see instructions)	1c	4,314,689
d	Total (add lines 1a, b, and c)	1d	13,416,689
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,416,689
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	201,250
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,215,439
6	Minimum investment return. Enter 5% of line 5	6	660,772

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	660,772
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,068
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	21,068
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	639,704
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	639,704
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	639,704

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	708,644
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	708,644
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	708,644

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				639,704
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			390,412	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>708,644</u>				
a Applied to 2010, but not more than line 2a			390,412	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				318,232
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				321,472
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)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

N/A

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

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
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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))

Laurel A Graham

Robert H Graham

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

SEE ATTACHMENT

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

See Line 2a

c Any submission deadlines

See Line 2a

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

See Line 2a

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 <i>Paid during the year</i>				
AMATEUR ATHLETIC UNION OF THE US 11522 SAGEWILLOW LN HOUSTON TX 77089	N/A	509(a)(1)	General & Unrestricted	8,000
BAYOU PRESERVATION ASSOCIATION INC PO BOX 131563 HOUSTON TX 77219	N/A	509(a)(2)	General & Unrestricted	2,500
BOS PLACE 10050 BUFFALO SPEEDWAY HOUSTON TX 77054	N/A	509(a)(1)	General & Unrestricted	10,000
BRIGHTER DAYS HORSE REFUGE INC 682 KRAUSE RD PIPE CREEK TX 78063	N/A	509(a)(1)	General & Unrestricted	6,000
CAMP FOR ALL FOUNDATION 10500 NW FWY STE 220 HOUSTON TX 77092	N/A	509(a)(1)	General & Unrestricted	10,400
CASA DE ESPERANZA DE LOS NINOS INC PO BOX 66581 HOUSTON TX 77266	N/A	509(a)(1)	General & Unrestricted	5,000
CHILDHOOD CANCER FAMILY ALLIANCE INC 8323 SW FWY STE 435 HOUSTON TX 77074	N/A	509(a)(1)	General & Unrestricted	5,000
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS TX 77562	N/A	509(a)(1)	General & Unrestricted	10,000
CORNELL UNIVERSITY 130 E SENECA ST, STE 400 ITHACA NY 14850	N/A	509(a)(1)	General & Unrestricted	25,000
DEFY VENTURES INC 5 PENN PLZ, 19TH FLR NEW YORK NY 10001	N/A	509(a)(1)	General & Unrestricted	5,000
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE ST HOUSTON TX 77098	N/A	509(a)(1)	General & Unrestricted	5,000
Total See Attached Statement			▶ 3a	602,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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			14	434	
4 Dividends and interest from securities			14	301,065	
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	783,230	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>K-1 Pass-Through</u>			14	55,382	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		1,140,111	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,140,111

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Signature of officer or trustee

11/12/2012
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Jeffrey D. Haskell	Jeffrey D. Haskell	10/24/2012		P01345770
Firm's name ► Foundation Source			Firm's EIN ► 51-0398347	
Firm's address ► 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

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

TOTAL:		55,382	55,382	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
1	COUGAR INVESTMENT FUND LLC K-1 Pass-Through Share of Income/(Loss)	3,211	3,211	0
2	MBA INVESTMENT FUND, LLC (GROWTH) K-1 Pass-Through Share of Income/(Loss)	35,624	35,624	0
3	MBA INVESTMENT FUND, LLC (VALUE) K-1 Pass-Through Share of Income/(Loss)	15,583	15,583	0
4	MBA INVESTMENTS, LLC (ENDOWMENT) K-1 Pass-Through Share of Income/(Loss)	964	964	0
5				
6				
7				
8				
9				
10				

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

TOTAL:		750	0	0	0	750
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	General Governance Matters and Counseling	750	0	0	750	
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

TOTAL:		1,800	0	0	0	1,800
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Preparation of Annual Return and Tax Consultations	1,800	0	0	1,800	
2						
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		91,236	50,901	0	40,335
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	50,901	50,901	0	0
2	Professional Management Services	40,335	0	0	40,335
3					
4					
5					
6					
7					
8					
9					
10					

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

		TOTAL:					
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Estimated Tax for 2011	8,000	0	0	0		
2	Excise Tax for 2010	3,681	0	0	0		
3							
4							
5							
6							
7							
8							
9							
10							

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

		TOTAL:							
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Administrative Fees	33,272	0	0	33,272				
2	Administrative Set-Up Fee	3,750	0	0	3,750				
3	COUGAR INVESTMENT FUND LLC, K-1 Pass-Through Share of Expenses	1,288	1,288	0	0				
4	Foundation Dues & Memberships	2,695	0	0	2,695				
5	MBA INVESTMENT FUND, LLC (GROWTH) K-1 Pass-Through Share of Expenses	26,306	26,306	0	0				
6	MBA INVESTMENT FUND, LLC (VALUE) K-1 Pass-Through Share of Expenses	7,832	7,832	0	0				
7	MBA INVESTMENTS, LLC (ENDOWMENT) K-1 Pass-Through Share of Expenses	378	378	0	0				
8	Office Supplies	159	0	0	159				
9	Premium Payment for Property Insurance	955	0	0	955				
10	Premium Payment for Indemnification Insurance	1,470	0	0	1,470				

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

		TOTAL:	Book Value End of Year	FMV End of Year
	Description			
1	FHLB - 5.000% - 08/15/2013 (3133MRN57)		105,886	112,806
2	FHLMC - 5.125% - 07/15/2012 (3134A4QD9)		105,024	102,650
3	FHLMC C00910 - 7.500% - 01/01/2030 (31292HAK0)		1,017	1,231
4	FHLMC C01051 - 8.000% - 09/01/2030 (31292HEY6)		786	942
5	FHLMC E73367 - 6.500% - 11/1/2013 (3128G7W41)		5,043	5,109
6	FNMA - 4.375% - 03/15/2013 (31359MRG0)		150,764	157,350
7	FNMA - 5.375% - 06/12/2017 (31398ADM1)		88,960	96,658
8	FNMA - 6.000% - 6/1/2014 - #772129 (31404LY20)		10,128	11,150
9	FNMA - 6.500% - 06/01/2014 - #499501 (31383C3J2)		1,615	1,721
10	GNMA - 6.000% - 05/20/2029 - #2753 (36202DBW0)		2,674	3,281
11	GNMA - 6.500% - 12/15/2028 - #486760 (36210AWV5)		1,768	2,047
12	GNMA - 7.500% - 01/15/2030 - #523736 (36211UY97)		907	1,022
13	GNMA - 7.500% - 11/15/2008 - GTD POOL #368011 (36204EYG6)		0	0
14	US TIPS - 2.000% - 01/15/2016 (912828ET3)		60,483	63,795
15	US TIPS - 2.500% - 07/15/2016 (912828FL9)		299,073	324,373
16	US TREAS NOTE - 3.125% - 05/15/2019 (912828KQ2)		197,438	224,219
17	US TREAS NOTE - 4.750% - 05/15/2014 (912828CJ7)		25,541	27,613
18	US TREAS NOTE - 4.875% - 02/15/2012 (9128277L0)		105,426	100,563

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

TOTAL:							3,586,425	3,776,193
	Description	Shares	Book Value End of Year	FMV End of Year				
1	ABBOTT LABS (ABT)	285	12,108	16,026				
2	ACCENTURE PLC (ACN)	275	10,172	14,638				
3	AETNA INC NEW (AET)	350	9,680	14,767				
4	ALLIANCE DATA SYSTEM CORP (ADS)	160	9,079	16,614				
5	ANADARKO PETROLEUM CORP (APC)	200	12,314	15,266				
6	APACHE CORPORATION (APA)	243	21,192	22,011				
7	APPLE INC (AAPL)	90	29,824	36,450				
8	AUTOMATIC DATA PROCESSING INC. (ADP)	485	16,395	26,195				
9	B M C SOFTWARE (BMC)	325	15,081	10,654				
10	BANK OF AMERICA CORP (BAC)	1,043	10,080	5,799				
11	BLACKROCK INC (BLK)	99	17,006	17,646				
12	CISCO SYSTEMS INC (CSCO)	1,295	23,868	23,414				
13	CITIGROUP INC (C)	505	22,336	13,287				
14	CME GROUP, INC (CME)	75	20,346	18,275				
15	COMCAST CORP CL A (CMCSA)	974	18,054	23,094				
16	CORR CP OF AM (NEW) (CXW)	210	4,719	4,278				
17	COVIDIEN LTD (COV)	380	17,757	17,104				
18	CVS CAREMARK CORP (CVS)	230	8,145	9,379				
19	DANAHER CORP (DHR)	335	11,179	15,758				
20	DELAWARE US GROWTH (DEUIX)							
21	DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN (DDBIX)	22,282	304,613	357,850				
22	EPOCH GLOBAL EQUITY SHAREHOLDER YIELD FUND CLASS I (EPSYX)	29,463	406,275	387,735				
23	EQT CORPORATION (EQT)	19,456	296,871	295,142				
24	EXPRESS SCRIPTS HOLDING CO. (ESRX)	178	5,111	9,753				
25	EXXON MOBIL CORP (XOM)	385	13,244	17,206				
26	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	196	9,696	16,613				
27	FISERV INC (FISV)	492	11,645	13,082				
28	FORD MOTOR COMPANY (F)	277	11,116	16,271				
29	FREEMPORT-MCMORAN COPPER & GOLD INC (FCX)	1,050	15,163	11,298				
30	GENERAL ELECTRIC CO (GE)	285	9,307	10,485				
31	GOOGLE INC CL A (GOOG)	1,470	42,726	26,328				
32	H.J. HEINZ COMPANY (HNZ)	41	22,807	26,482				
33	IVA INTERNATIONAL FUND CLASS I (IIVIX)	485	16,845	26,209				
34	JP MORGAN CHASE & CO (JPM)	25,882	420,070	382,795				
35	MATTHEWS PACIFIC TIGER FUND (MAPTX)	495	16,247	16,459				
36	MCDONALD'S CORP (MCD)	18,512	292,035	376,358				
37	MEDCO HEALTH SOLUTIONS INC (MHS)	220	16,632	22,073				
38	MERCK & CO INC (MRK)	90	4,741	5,031				
39	MICROSOFT CORPORATION (MSFT)	513	14,203	19,340				
40	NETAPP, INC (NTAP)	855	21,342	22,196				
41	NIKE INC-CL B (NKE)	145	5,225	5,259				
		105	4,215	10,119				

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

		TOTAL:		3,586,425		3,776,193	
	Description	Shares	Book Value End of Year	FMV End of Year			
42	NORFOLK SOUTHERN CORP (NSC)	170	8,040	12,386			
43	ORACLE CORP (ORCL)	1,040	15,693	26,676			
44	PEPSICO INC (PEP)	347	22,534	23,023			
45	PG & E CORP (PCG)	362	15,201	14,922			
46	PIMCO COMMODITY REAL RETURN STRATEGY FUND (PCRIX)	59,019	429,598	385,982			
47	POLEN GROWTH FUND INSTITUTIONAL CLASS (POLIX)	24,531	300,013	297,315			
48	PRAXAIR INC (PX)	195	10,614	20,846			
49	PROCTER GAMBLE CO (PG)	265	14,286	17,678			
50	QEP RESOURCES INC (QEP)	556	14,822	16,291			
51	REPUBLIC SVCS INC. (RSG)	730	20,195	20,112			
52	SPECTRA ENERGY CORP-W/I (SE)	325	6,407	9,994			
53	STRYKER CORPORATION (SYK)	340	14,127	16,901			
54	TARGET CORPORATION (TGT)	545	28,500	27,915			
55	TIME WARNER CABLE INC (TWC)	78	4,632	4,958			
56	TJX COMPANIES INC (TJX)	322	14,613	20,785			
57	UNITED TECHNOLOGIES CORP (UTX)	260	12,740	19,003			
58	UNITEDHEALTH GROUP INC (UNH)	490	10,989	24,833			
59	V F CORP (VFC)	78	4,795	9,905			
60	VALSPAR CORP (VAL)	155	5,317	6,040			
61	VISA INC (V)	240	16,778	24,367			
62	WALGREEN CO (WAG)	460	13,848	15,208			
63	WELLS FARGO & CO (WFC)	859	22,943	23,674			
64	WESTERN UNION CO (WU)	715	8,679	13,056			
65	WILLIAMS COS (WMB)	755	18,217	24,930			
66	YACKTMAN FOCUSED FUND (YAFFX)	16,222	303,380	304,654			

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
1	ABBOTT LABS - 5.150% - 11/30/2012 (002819AA8)	100,000	104,170	103,525
2	ABBOTT LABS NT - 5.600% - 11/30/2017 (002819AB6)	50,000	55,341	59,708
3	BERKSHIRE HATHAWAY FIN CORP - 5.400% - 05/15/2018 (084664BE0)	150,000	159,585	174,933
4	BP CAP MKTS - 5.250% - 11/07/2013 (05665QBF4)	150,000	162,911	160,680
5	CATERPILLAR INC NT - 5.700% - 08/15/2016 (149123BM2)	100,000	103,836	117,346
6	CHEVRON CORP - 3.950% - 03/03/2014 (166751AH0)	100,000	102,471	107,041
7	CONOCOPHILLIPS GTD 4.60000% 01/15/2015 (20825CAT1)	150,000	167,166	166,748
8	DU PONT E I DE NEMOURS - 6.000% - 07/15/2018 (263534BT5)	150,000	179,026	183,685
9	EI DU PONT DE NUMOUR BONDS - 05.000% - 07/15/2013 (263534BU2)	100,000	103,360	106,232
10	GOLDMAN SACHS GP INC FDIC TLGP 3.25000% 06/15/2012 (38146FAA9)	100000	104,357	101,304
11	GOLDMAN SACHS GRP INC - 5.125% - 01/15/2015 (38141GEA8)	105000	106,896	107,322
12	JOHN DEERE - 2.875% - 06/19/2012 (24424DAA7)	175000	179,956	177,199
13	MERRILL LYNCH & CO NOTES - 5.000% - 01/15/2015 (59018YUW9)	50000	47,437	48,171
14	ORACLE CORP - 5.250% - 01/15/2016 (68402LAC8)	100000	98,705	115,210
15	PEPSICO INC SR NT - 4.650% - 02/15/2013 (713448BG2)	100000	107,223	104,596
16	PFIZER INC - 4.500% - 02/15/2014 (717081AR4)	150000	159,983	161,573
17	PITNEY BOWES INC SR NT 4.625% 10/01/2012 MAKE WHOL (724479AF7)	55000	53,225	56,390
18	UNITED TECHNLS GRP BOND 05.37500% 12/15/2017 CALL MAKE WHOLE (913017BM0)	150000	158,854	177,254
19	UPS - 4.500% - 01/15/2013 (911312AG1)	100000	100,819	104,470
20	WALT DISNEY CO SR NT - 4.700% - 12/1/2012 (254687AV8)	100000	101,265	103,140
21	WELLS FARGO COMPANY BOND 05.62500% 12/11/2017 (949746NX5)	100000	97,945	113,953
TOTAL:			2,454,531	2,550,480

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

		TOTAL:		4,001,468	4,295,861
	Asset Description		Book Value End of Year	FMV End of Year	
1	COUGAR INVESTMENT FUND LLC (COUGARLLC)		145,928	156,063	
2	LIGHTHOUSE DIVERSIFIED FD LTD (LIGHTHD10)		750,000	767,375	
3	MBA INVESTMENT FUND, LLC (GROWTH) (MBAGROWTH)		1,945,515	2,226,390	
4	MBA INVESTMENT FUND, LLC (VALUE) (MBAVALU)		626,994	639,259	
5	MBA INVESTMENTS, LLC (ENDOWMENT) (MBAENDOW)		33,031	31,266	
6	PRISMA SPECTRUM FUND LTD (PRISMAK48)		500,000	475,508	
7					
8					
9					
10					

Form 990-PF, Part VII-A, Line 3 - Changes to Bylaws

BYLAWS
OF
THE TAPEATS FUND

As amended through December 22, 2011

ARTICLE I
OFFICES

Section 1. Registered Office. Until the Board of Trustees otherwise determines, the registered office of the Corporation required by the Texas Non-Profit Corporation Act to be maintained in the State of Texas, shall be the principal office of the Corporation, but such registered office may be changed from time to time by the Board of Trustees in the manner provided by law and need not be identical to the principal office of the Corporation.

Section 2. Other Offices. The Corporation may also have offices at such other places or locations, within or without the State of Texas, as the Board of Trustees may, by resolution, from time to time determine or the purpose of the Corporation may require.

ARTICLE II
MEMBERS AND CAPITAL STOCK

The Corporation shall have no members and shall have no capital stock since it is organized to support religious, charitable, scientific, literary or educational undertakings.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of the Corporation shall be managed by the Board of Trustees and, subject to such restrictions, if any, as may be imposed by law, the Articles of Incorporation or by these Bylaws, the Board of Trustees may, and is fully authorized to, exercise all the powers of the Corporation. Trustees need not be residents of the State of Texas.

Section 2. Number of Trustees. The number of trustees shall be five (5) but the number of trustees may be increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided, however, that the number of trustees shall never be less than three (3). At least one (1) member of the Board of Trustees shall be a person who is not an Eligible Family Member (as defined below). If there are at least two (2) Eligible Family Members willing to serve as trustees, at least two thirds (2/3) of the Board of Trustees shall be Eligible Family Members. For example, if there are five (5) members of the Board of Trustees, one (1) member must be a person who is not an Eligible Family Member and four (4) members must be Eligible Family Members. If there are not four (4) Eligible Family Members willing to serve as trustees, the number of trustees will be automatically reduced (but not below three (3)) to a number where the number of Eligible Family Members willing to serve is at least two-thirds (2/3) of the total number of trustees.. "Eligible Family Member" shall consist of the contributors to the Corporation and their lineal descendants who have reached the age of 18 (18). Only Eligible Family Members may serve as trustees, unless there are less than three (3) Eligible Family Members willing to serve as trustees. In such case, the Board of Trustees shall consist of all the Eligible Family Members willing to serve as trustees and such number of other persons as is necessary to have a total of three (3) trustees, but only until such time as there are at least three (3) Eligible Family Members willing to serve as trustees.

At all times after the contributors' children, Whitney Graham and Spencer Graham, have reached the age of eighteen (18), there shall be equal representation on the Board of Trustees for Whitney Graham and her issue and Spencer Graham and his issue, unless such equal representation would cause the number of trustees to be less than three (3). For example, if Whitney has two children who are Eligible Family Members and Spencer has no children, only Whitney and Spencer can serve on the Board of Trustees. If Whitney has two children who are Eligible Family Members and Spencer has one child who is an Eligible Family Member, Spencer's child and one of Whitney's children may serve on the

Board of Trustees. In the event a contributors' child and all his/her issue are deceased, the equal representation requirement will no longer be required.

Section 3. Term. The trustees constituting the first Board of Trustees were named in the Articles of Incorporation and shall hold office continuously until such time as they die, resign, become incapacitated or for any other reason are unable, unwilling or ineligible to serve.

Section 4. Resignation. Any trustee or officer of the Corporation may resign at any time as provided in Section 4 of Article IX of these Bylaws.

Section 5. Vacancy and Increase. Any vacancy or vacancies occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees though less than a quorum of the Board of Trustees. In case of any increase in the number of trustees, the additional trustee or trustees shall be elected by the affirmative vote of a majority of the remaining trustees though less than a quorum of the Board of Trustees.

Section 6. Removal. The trustees of the Corporation, and each of them, may be removed from office from time to time and at any time with or without cause, by the affirmative vote of a majority of the other trustees of the Corporation.

Section 7. Offices and Records. The trustees may have or establish one or more offices of the Corporation and keep the books and records of the Corporation, except as otherwise provided by statute, in such place or places in the State of Texas or outside the state of Texas, as the Board of Trustees may from time to time determine.

Section 8. Meeting of Trustees. Meetings of the Board of Trustees, regular or special, may be held either within or without the State of Texas.

Section 9. Organization Meeting. The organization meeting of the Board of Trustees named in the Articles of Incorporation shall be held, either within or without the State of Texas, at the Call of the Incorporator, for the purpose of organization and the transaction of business, if a quorum of trustees is present. The Incorporator calling the meeting shall give at least three (3) days' notice thereof by mail to each trustee named in the Articles of Incorporation, which notice shall state the time and place of the meeting.

Section 10. Election of Officers. At the first regular meeting of the Board of Trustees in each year at which a quorum shall be present, the Board of Trustees shall proceed to the election of the officers of the Corporation.

Section 11. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as shall be designated or determined from time to time by resolution of the Board of Trustees. Notice of such regular meetings shall not be required.

Section 12. Special Meetings. Special meetings of the Board of Trustees shall be held whenever and wherever called or provided to be held by the President, Vice President, Secretary or by a majority of the trustees, and at the place, day and hour determined by the officer or the trustees calling or providing for the holding of the particular meeting, in each instance, and such determination may be conclusively evidenced in a call, waiver of notice or other communication signed by such officer or such trustees.

Section 13. Notice. The Secretary or an Assistant Secretary or, upon the failure, inability, refusal or omission on the part of the Secretary or an Assistant Secretary so to do, any other officer of the Corporation, may give notice of each special meeting and of the place, day and hour of the particular meeting, in person or by mail, or by telephone, telegraph or other means of communication, at least three (3) days before the meeting, to each trustee. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transactions of any business on the ground that the meeting is not lawfully called or convened.

Section 14. Business to be Transacted. Neither the business to be transacted at, nor the purpose or purposes of, any regular or special meeting of the Board of Trustees need be specified in the notice or any waiver or waivers of notice of such meeting. Any and all business of any nature or character whatsoever may be transacted and action may be taken thereon at any meeting, regular or special, of the Board of Trustees.

Section 15. Quorum - Adjournment if Quorum is Not Present. A majority of the number of trustees fixed by these Bylaws shall constitute a quorum for the transaction of any and all business, but if at any meeting, regular or special, of the Board of Trustees there be less than a quorum present, a majority of those present, or if only one trustee be present, then such trustee, may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be

present at the meeting. A majority of the trustees present at any meeting of the Board of Trustees, or if only one trustee be present, then such trustee may adjourn any meeting of the Board of Trustees from time to time without notice, other than by announcement at such meeting of the time and place at which the meeting will reconvene, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. The act of a majority of the trustees present at any meeting of the Board of Trustees at which a quorum is in attendance shall constitute the act of the Board of Trustees unless the act of a greater number is required by the Articles of Incorporation or by these Bylaws.

Section 16. Order of Business. At all meetings of the Board of Trustees business shall be transacted in such order as from time to time the Board of Trustees may determine. At all meetings of the Board of Trustees, the President shall preside and in the absence of the President, a Vice President shall be present or if neither shall for any reason preside at any meeting of the Board, then a Chairman shall be chosen from among the trustees present and such Chairman so chosen shall preside at the meeting.

The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as Secretary of the meetings of the Board of Trustees, but in the absence of the Secretary and an Assistant Secretary, or if for any reason neither acts as Secretary thereof, the Chairman shall appoint any person of his choice to act, and such person shall act as Secretary of the meeting.

Section 17. Presumption of Assent. A trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a trustee who voted in favor of such action.

Section 18. Compensation. Trustees, as such, shall not be entitled to receive any fixed sums or stated salaries for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be provided and allowed by the Board of Trustees for attendance at meetings of the Board, whether regular or special; provided that nothing herein contained shall, or shall be

construed so as to, preclude any trustee from serving the Corporation in any other capacity or receiving compensation therefor.

Section 19. Advisory Board. The members of the Advisory Board shall be the lineal descendants of the contributors to the Corporation, Robert H. Graham and Laurel A. W. Graham, who have reached the age of twelve (12). The initial members of the Advisory Board shall be Whitney Graham and Spencer Graham. The duties and powers of the Advisory Board are to advise the Board of Trustees on business and personal matters as the Advisory Board shall be requested or as it shall upon its own initiative deem appropriate. All action of the Advisory Board shall be by majority vote, and its affairs and voting may be conducted by telephone, written, or other communication. No person shall serve on the Advisory Board unless he or she is a lineal descendant of the contributors to the Corporation, is at least age twelve (12) and is not presently serving as a member of the Board of Trustees. Due to the strict requirements for membership on the Advisory Board it is understood that at certain times there may be no members on the Advisory Board.

ARTICLE IV

OFFICERS' AND TRUSTEES' SERVICES, CONFLICTING INTERESTS AND INDEMNIFICATION

Section 1. Services. No trustee and, unless otherwise determined by the Board of Trustees, no officer of this Corporation shall be required to devote his time or any particular services exclusively to this Corporation. Each and every trustee and, unless otherwise determined by the Board of Trustees, each and every officer of this Corporation shall be entirely free to engage, participate and invest in any and all such businesses, enterprises and activities, either similar or dissimilar to the business, enterprise and activities of this Corporation, without breach of duty to this Corporation in any event or under any circumstances or conditions.

Each and every trustee and, unless otherwise determined by the Board of Trustees, each and every officer of this Corporation shall, respectively, be entirely free to act for, serve and represent any other corporation or corporations, entity or entities, and any person or persons, in any capacity or capacities, and be or become a trustee or officer, or both, of any other corporation or corporations, entity or entities, irrespective of whether or not the business, purposes, enterprises and activities, or any of them, thereof, be similar or dissimilar to the purposes, enterprises and activities, or any of them, of this Corporation, without breach of duty to this Corporation and without accountability or liability of any character or description to this Corporation in any event or under any circumstances or conditions.

Section 2. Trustees' and Officers' Interests in Contracts. No contract or other transaction between the Corporation and one or more of its trustees or officers, or between the Corporation and any firm or partnership of which one or more of its trustees or officers are members or employees or in which they are otherwise interests, or between the Corporation and any corporation or association or other entity in which one or more of this Corporation's trustees or officers are shareholders, members, trustees, officers or employees or in which they are otherwise interested, shall be void or voidable by reason of or as a result of such connection with or holding an office or offices as a trustee or officer or as trustees or officers of this Corporation or such interest in or in connection with such other firm, partnership, corporation, association, or other entity, notwithstanding the presence of such trustee or trustees, officer or officers, at the meeting of the Board of Trustees of this Corporation which acts upon or in reference to any such contract or other transaction, and notwithstanding his or their participation

in such action, if the fact of such interest shall be disclosed or known to the Board of Trustees and the Board of Trustees shall authorize, approve or ratify such contract or other transaction by a vote of a majority of the trustees present, such interested trustee or trustees to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, nor shall any trustee or officer be responsible to, or liable to account to, this Corporation for any profits realized by or from or through any such contract or other transaction of the Corporation so authorized, ratified or approved by reason of such interest or his being or having been a trustee or officer, or both, of this Corporation. Nothing herein contained shall create responsibility or liability in or in connection with any such event or events or prevent the authorization, ratification or approval of such contracts or other transactions in any other manner permitted by law or by statute. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Section 3. Non-Liability of Trustees and Officers in Certain Cases. No trustee or officer shall be liable for his acts as such if he is excused from liability under any present or future provision or provisions of the Texas Non-Profit Corporation Act; and, in addition, to the fullest extent now or hereafter permitted by the Texas Non-Profit Corporation Act, each officer or trustee shall in the discharge of any duty imposed or power conferred upon him by the Corporation, be fully protected if, in the exercise of ordinary care, he acted in good faith and in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Trustees, or in reliance upon other records of the Corporation.

Section 4. Indemnification of Trustees and Officers. Each trustee and each officer or former trustee or officer of this Corporation shall be and hereby is indemnified by the Corporation against liabilities imposed upon him and expenses actually and reasonably incurred by him in connection with any claim made against him, or the defense of any action, suit or proceeding to or in which he may be or be made a party by reason of his being or having been such trustee or officer, and against such sums as independent counsel selected by the Board of Trustees shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses or litigation; provided, however, that no trustee or officer shall be indemnified with respect to matters as to which he shall be adjudged in such action, suit or proceedings to be liable for negligence or

misconduct in performance of duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board of Trustees shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to, but shall not exclude, any other rights to which trustees or officers may be entitled.

Section 5. Income Distributions Prohibited. No part of the income of the Corporation shall be distributed to the trustees or officers. The Corporation may pay compensation in reasonable amount to the trustees and officers for services rendered.

Section 6. Loans to Trustees and Officers Prohibited. No loans shall be made by the Corporation to the trustees or officers. The trustees who vote for or assent to the making of a loan to a trustee or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

ARTICLE V EXECUTIVE COMMITTEE

The Board of Trustees, by resolution or resolutions adopted by the affirmative vote of a majority of the number of trustees fixed by these Bylaws, may designate two or more trustees to constitute an Executive Committee, and in like manner may discontinue such Executive Committee. The members of such Executive Committee shall, respectively, hold office only during the pleasure of the Board of Trustees. Such Executive Committee, to the extent provided in such resolution or resolutions, shall have and may exercise all of the authority of the Board of Trustees in the business and affairs of the Corporation during intervals between meetings of the Board of Trustees except where action of the Board of Trustees is specified by the Texas Non-Profit Corporation Act or other applicable law and may authorize the seal of the Corporation to be affixed to all instruments, papers and documents which may require it; except that the Executive Committee shall have no power (a) to elect trustees, (b) to alter, amend or repeal these Bylaws or any resolution or resolutions of the Board of Trustees designating an Executive Committee, or (c) to appoint or replace any member of the Executive Committee. Regular meetings of the Executive Committee shall be held at such time and place as the Committee may determine, and special meetings may be called at any time by an officer of the corporation or by any

member of the Committee. No notice of any meeting of the Executive Committee shall be required, and a majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes of all such meetings shall be kept and presented to the Board of Trustees upon request. The designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon it or him by law.

ARTICLE VI OFFICERS

Section 1. Principal Officers. The officers of the Corporation shall be chosen by the Board of Trustees. The officers shall be a President, a Secretary, a Treasurer, and such number of Vice Presidents, and such number of Assistant Secretaries and Assistant Treasurers, as the Board may from time to time appoint or elect. Any person may hold two or more offices at the same time, except that the President and Secretary shall not be the same person.

Section 2. Additional Officers. The Board may appoint such other officers and assistant officers as it shall deem necessary.

Section 3. Terms of Officers. Each officer shall hold his office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 4. Removal. Any officer or agent or member of the Executive Committee elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in the office of any officer may be filled by the affirmative vote of a majority of the trustees for the unexpired portion of the term for the person with respect to which a vacancy has occurred, in each instance.

Section 6. Powers and Duties of Officers. The officers so chosen shall perform the duties and exercise the powers expressly conferred or provided for in these Bylaws, as well as the usual duties

and powers incident to such office, respectively, and such other duties and powers as may be assigned to them from time to time by the Board of Trustees or by the President.

Section 7. Chairman of the Board. The Board of Trustees may select from among its members a Chairman of the Board of Trustees who may, if so selected, preside at all meetings of the Board of Trustees and approve the minutes of all proceedings thereat, and he shall be available to consult with and advise the officers of the Corporation with respect to the conduct of the business and affairs of the Corporation.

Section 8. The President. The President, subject to the control of the Board of Trustees, shall be the chief executive officer of the Corporation and shall have general executive charge, management and control of the affairs, properties and operations of the Corporation in the ordinary course of its business, with all such duties, powers and authority with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities; he may appoint or employ and discharge employees and agents of the Corporation and fix their compensation; he may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, any and all mortgages, deeds of trust, indentures, pledges, chattel mortgages, liens and hypothecations, and any and all bonds, debentures and notes, and any and all other obligations and encumbrances and any and all other instruments, documents and papers of any kind or character for and on behalf of and in the name of the Corporation; he shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon him by the Board of Trustees.

Section 9. Vice Presidents. In the absence of the President or in the event of his disability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees of the Corporation. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 10. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse on behalf of the Corporation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Trustees. He may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as may be designated by the Board of Trustees. Whenever required by the Board of Trustees he shall render a statement of his cash account. He shall enter or cause to be entered punctually and regularly, on the books of the Corporation to be kept by him or under his supervision or direction for that purpose, full and accurate accounts of all monies received and paid out by, for or on account of the Corporation. He shall at all reasonable times exhibit his books and accounts and other financial records to any trustee of the Corporation during business hours. He shall have such other powers and duties as may be conferred upon or assigned to him by the Board of Trustees. The Treasurer shall perform all acts incident to the position of Treasurer subject always to the control of the Board of Trustees. He shall, if required by the Board of Trustees, give such bond for the faithful discharge of his duties in such form and amount as the Board of Trustees may require.

Section 11. Assistant Treasurer. Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be conferred upon or assigned to him by the Board of Trustees. The Assistant Treasurer shall have and exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 12. Secretary. The Secretary (1) shall keep the minutes of all meetings of the Board of Trustees in a book provided for that purpose, (2) shall attend to the giving and serving of all notices, (3) may sign with the President or a Vice President in the name of the Corporation and/or attest the signature of either to all contracts, conveyances, transfers, assignments, encumbrances, authorizations and all other instruments, documents and papers, of any and every description whatsoever, of or executed for or on behalf of the Corporation and affix the seal of the Corporation thereto, (4) shall have charge of and maintain and keep or supervise and control the maintenance and keeping of such other books and papers as the Board of Trustees may authorize, direct or provide for, all of which shall at all reasonable times be open to the inspection of any trustee, upon request, at the office of the Corporation during business hours, (5) shall, in general, perform all the duties incident to

the office of Secretary, and (6) shall have such other powers and duties as may be conferred upon or assigned to him by the Board of Trustees; subject always to the control of the Board of Trustees.

Section 13. Assistant Secretaries. Each Assistant Secretary shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be conferred upon or assigned to him by the Board of Trustees or the Secretary. The Assistant Secretaries shall have and exercise the powers of the Secretary during that officer's absence or inability to act.

Section 14. Executive Director. The Executive Director, subject to the control of the President, shall be responsible for all aspects of the Corporation's grant-making activities, including receiving and processing grant requests, obtaining appropriate approval for grants from the trustees and making payments for grants that are approved.

ARTICLE VII EXEMPT ACTIVITIES

Section 1. Power to Amend Charter. The Board of Trustees of the Corporation may at any time, if it becomes necessary to comply with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, relating to the tax liability exemption of religious, charitable, scientific, literary and education organizations, cause an amendment to the Articles of Incorporation of the Corporation to be filed with the Secretary of State of the State of Texas, amending the Articles of Incorporation of the Corporation in order that they will comply with said Section of the United States Internal Revenue Code of 1986, as amended, as said Section now reads or may hereafter be amended to read.

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, no trustee or officer of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, as it now reads or may hereafter be amended to read, or by an organization contributions to which are deductible under Section 170(c)(2)

of such United States Internal Revenue Code of 1986, as amended, as it now reads or as it hereafter may be amended to read.

ARTICLE VIII AMENDMENTS


These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of a majority of the trustees present at any regular or special meeting of the Board of Trustees.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such as the Board of Trustees shall, by resolution, provide or establish or such as the President shall determine subject to approval of the Board.

Section 2. Seal. The seal of the Corporation shall be in such form as the Board of Trustees shall prescribe, and may be used by causing it or a facsimile thereof to be impressed, or affixed, or printed, or reproduced or in any other manner.


Section 3. Notice and Waiver of Notice. Whenever any notice whatever is required to be given to a trustee under the provisions of the Texas Non-Profit Corporation Act or under the provisions of these Bylaws or the Articles of Incorporation of this Corporation, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid envelope addressed to that person or persons entitled thereto at their post office addresses, respectively, as same appear on the books or other records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing, but said notice shall also be deemed to be sufficient and to have been given



and received if given in any other manner or by any other means authorized or provided for elsewhere in these Bylaws. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.


Section 4. Resignations. Any trustee or officer may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by either the Board of Trustees or the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Securities of Other Corporations. The President or any Vice President of the Corporation shall have power and authority to transfer, endorse for transfer, vote, consent or take any other action with respect to any securities which may be held or owned by the Corporation and to make, execute and deliver any waiver, proxy or consent with respect to any such securities.



Section 6. Depositories. Funds of the Corporation not otherwise employed shall be deposited from time to time in such banks or other depositories as either the Board of Trustees or the President or the Treasurer may select or approve.

Section 7. Signing of Checks, Notes, Etc. In addition to and cumulative of, but in nowise limiting or restricting, any other provision or provisions of these Bylaws which confer any authority relative thereto, all checks, drafts and other orders for the payment of money or monies out of funds of the Corporation and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation, in such manner, and by such officer or officers, person or persons, as shall from time to time be determined or designated by or pursuant to resolution or resolutions of the Board of Trustees, the signature or signatures of any such officer or officers, person or persons, may be facsimile or facsimiles, engraved or printed, and shall have the same force and effect and bind the Corporation as though such officer or officers, person or persons, had signed the same personally, and, in the event of the death, disability, removal or resignation of any such officer or officers, person or persons, as though and with the same effect as if such death, disability, removal or resignation had not occurred.



Section 8. Persons. Whenever used or appearing in these Bylaws, pronouns of the masculine gender include the person of the female sex as well as the neuter gender and the singular shall include the plural wherever appropriate.

Section 9. Laws and Statutes. Wherever used or appearing in these Bylaws, the words "law" or "laws" or "statute" or "statutes", respectively, shall mean and refer to laws or statutes, or a law or a statute, of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

Section 10. Headings. The headings of the Articles and Sections of these Bylaws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

EXHIBIT 1

Resolution 1 *RESOLVED, that the Bylaws of the Corporation are hereby amended as follows:*

1. Section 2 of Article III is hereby amended in its entirety to read:

Section 2. Number of Trustees. The number of trustees shall be five (5) but the number of trustees may be increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided, however, that the number of trustees shall never be less than three (3). At least one (1) member of the Board of Trustees shall be a person who is not an Eligible Family Member (as defined below). If there are at least two (2) Eligible Family Members willing to serve as trustees, at least two thirds (2/3) of the Board of Trustees shall be Eligible Family Members. For example, if there are five (5) members of the Board of Trustees, one (1) member must be a person who is not an Eligible Family Member and four (4) members must be Eligible Family Members. If there are not four (4) Eligible Family Members willing to serve as trustees, the number of trustees will be automatically reduced (but not below three (3)) to a number where the number of Eligible Family Members willing to serve is at least two-thirds (2/3) of the total number of trustees.. "Eligible Family Member" shall consist of the contributors to the Corporation and their lineal descendants who have reached the age of 18 (18). Only Eligible Family Members may serve as trustees, unless there are less than three (3) Eligible Family Members willing to serve as trustees. In such case, the Board of Trustees shall consist of all the Eligible Family Members willing to serve as trustees and such number of other persons as is necessary to have a total of three (3) trustees, but only until such time as there are at least three (3) Eligible Family Members willing to serve as trustees.

At all times after the contributors' children, Whitney Graham and Spencer Graham, have reached the age of eighteen (18), there shall be equal representation on the Board of Trustees for Whitney Graham and her issue and Spencer Graham and his issue, unless such equal representation would cause the number of trustees to be less than three (3). For example, if Whitney has two children who are Eligible Family Members and Spencer has no children, only Whitney and Spencer can serve on the Board of Trustees. If Whitney has two children who are Eligible Family Members and Spencer has one child who is an Eligible Family Member, Spencer's child and one of Whitney's children may serve on the Board of Trustees. In the event a contributors' child and all his/her issue are deceased, the equal representation requirement will no longer be required.

2. The second sentence of Section 1 of Article VI is hereby amended to read:

The officers shall be a President, an Executive Director, a Secretary, a Treasurer, and such other number of Vice Presidents, and such other number of Assistant Secretaries and Assistant Treasurers, as the Board may from time to time appoint or elect.

3. A new section 14 shall be added to Article VI reading as follows:

Section 14. Executive Director. The Executive Director, subject to the control of the President, shall be responsible for all aspects of the Corporation's grant-making activities, including receiving and

processing grant requests, obtaining appropriate approval for grants from the trustees and making payments for grants that are approved.

Resolution 6 *RESOLVED, that the Corporation hereby adopts the Conflict of Interest Policy presented at this meeting.*

EXHIBIT 2

Section 2. Number of Trustees. The number of trustees shall be five (5)~~three (3)~~ but the number of trustees may be increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided, however, that the number of trustees shall never be less than three (3). At least one (1) member of the Board of Trustees shall be a person who is not an Eligible Family Member (as defined below). If there are at least two (2) Eligible Family Members willing to serve as trustees, at least two thirds (2/3) of the Board of Trustees shall be Eligible Family Members. For example, if there are five (5) members of the Board of Trustees, one (1) member must be a person who is not an Eligible Family Member and four (4) members must be Eligible Family Members. If there are not four (4) Eligible Family Members willing to serve as trustees, the number of trustees will be automatically reduced (but not below three (3)) to a number where the number of Eligible Family Members willing to serve is at least two-thirds (2/3) of the total number of trustees.~~If there are more than three (3) Eligible Family Members (as defined below) willing to serve as trustees, the number of trustees on the Board of Trustees will automatically be increased to the number of Eligible Family Members willing to serve as trustee (subject to possible limitation due to the equal representation requirement below).~~ "Eligible Family Member" shall consist of the contributors to the Corporation and their lineal descendants who have reached the age of 18 (18). Only Eligible Family Members may serve as trustees, unless there are less than three (3) Eligible Family Members willing to serve as trustees. In such case, the Board of Trustees shall consist of all the Eligible Family Members willing to serve as trustees and such number of other persons as is necessary to have a total of three (3) trustees, but only until such time as there are at least three (3) Eligible Family Members willing to serve as trustees.

At all times after the contributors' children, Whitney Graham and Spencer Graham, have reached the age of eighteen (18), there shall be equal representation on the Board of Trustees for Whitney Graham and her issue and Spencer Graham and his issue, unless such equal representation would cause the number of trustees to be less than three (3). For example, if Whitney has two children who are Eligible Family Members and Spencer has no children, only Whitney and Spencer can serve on the Board of Trustees,~~unless there are no other Eligible Family Members, in which case one of Whitney's children may also serve on the Board of Trustees. If Whitney and Spencer both have two children who are Eligible Family Members, all three from each side can serve as on the Board of Trustees. If Whitney has two children who are~~

(Eligible Family Members and Spencer has one child who is an Eligible Family Member, Spencer's child and one of Whitney's children. In the event a contributors' child and all his/her issue are deceased, the equal representation requirement will no longer be required.

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

TOTAL:										0	0	0	0
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct			
1	David R Graham	11 Greenway Plaza Suite 2600	Houston	TX	77046	Trustee	0	0	0	0			0
2	Laurel A Graham	11 Greenway Plaza Suite 2600	Houston	TX	77046	Executive Vice President / Trustee	0	0	0	0			0
3	Robert H Graham	11 Greenway Plaza Suite 2600	Houston	TX	77046	President / Trustee / Treasurer	0	0	0	0			0
4	Spencer R Graham	11 Greenway Plaza Suite 2600	Houston	TX	77046	Trustee	0	0	0	0			0
5	Whitney G Mixon	11 Greenway Plaza Suite 2600	Houston	TX	77046	Trustee	0	0	0	0			0
6	Margaret Worden	11 Greenway Plaza Suite 2600	Houston	TX	77046	Executive Director / Secretary	0	0	0	0			0
7													
8													
9													
10													

Form 990-PF, Part XV, Lines 2a - 2d - Information Regarding Grants

**THE TAPEATS FUND
GRANT REQUEST GUIDELINES**

The Tapeats Fund is a Houston-based private foundation that supports the following types of non-profit organizations that are tax-exempt under Section 501(c)(3) of the Internal Revenue Service Code:

- Organizations which are organized for the primary purpose of benefiting children, including but not limited to those organizations dedicated to improving health, education, and general welfare of children;
- Organizations which are organized for the primary purpose of benefiting animals, including but not limited to those organizations such as zoos, animal shelters, and wildlife associations dedicated to the conservation and propagation of wildlife, the humane treatment of animals, and the prevention of cruelty to animals;
- Organizations which are organized for the primary purpose of preserving, conserving and enriching the environment;
- Organizations which are organized for the primary purpose of civic renewal.

Grant requests are accepted at any time throughout the year. However, each organization is limited to one request within a twelve-month period. *No proposal from an organization previously funded by The Tapeats Fund will be considered unless a full and timely report of expenditures of the previous grant has been submitted.*

There is no formal application form, but all grant requests must include the following:

- A brief description of the history and mission of the organization and the scope of its current activities.
- The specific dollar request to the Foundation and the date that payment is needed.
- A statement concerning the need for the project, the population that will benefit from the project, and the objectives of the project.
- A project budget including both income and expenses. The statement should discuss how the project will continue to be funded after the Foundation's funding ceases.
- A statement that the organization is in compliance with the USA Patriot Act
- A list of all entities asked to give financial support to the proposed project including their responses to date and dollar amounts committed.
- The proposed method to evaluate the project's effectiveness.
- A current list of Board members, officers, and Advisory Board members, the percentage of Board members who have contributed to the organization financially, and the aggregate of their contributions annually.
- A copy of the organization's 509 (a) designation. If the organization is a 509 (a)(3), please identify it as Type I, Type II, or Type III.
- A copy of the organization's most recent audited financial statements as well as a current operating budget including revenues and expenses for the organization.
- A list of sources of corporate and foundation support for the organization with amounts specified.
- A photocopy of the latest determination letter(s) issued by the Internal Revenue Service regarding the organization's tax-exempt status under Section 501 (c) (3)

The Tapeats Fund generally does not make grants to, or for, the following:

- Individuals
- Loans
- Benefits, dinners, galas, or special fund-raising events
- Mass appeal solicitations
- Scientific or medical research projects
- Feasibility studies
- Organizations that in turn make grants to others
- Activities whose sole purpose is promotion or support of a specific religion, denomination, or place of worship
- Organizations not in compliance with the US Patriot Act
- Costs for trips, meeting attendance, conferences, or group competition and performances
- Direct or indirect support of candidates for public office or influence of legislation
- Grants to other private foundations OR 509 (a)(3) Type III Supporting Organizations

The Tapeats Fund will evaluate grant proposals twice a year. Grant Proposals that are received between October 1 and March 31 will be evaluated in the month of April and final decisions will be made on or before June 30. Grant Proposals that are received between April 1 and September 30 will be evaluated in the month of October and final decisions will be made on or before December 31.

The Tapeats Fund has finite resources and cannot respond favorably to all requests. A decision not to award funding should not be interpreted as a negative evaluation of the program or organization. Grants are made within the state of Texas, primarily in the Houston area. *No grants are made directly to organizations outside the United States.*

Grant Requests should be mailed to:
THE TAPEATS FUND
Margaret Worden, Executive Director
11 Greenway Plaza, Suite 2600
Houston, Texas 77046
713-830-3415

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

Recipient(s) paid during the year

Name

FOUNDATION FOR TEEN HEALTH

Street

1504 TAUB LOOP

City

HOUSTON

State

TX

Zip Code

77030

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

GENERATION ONE

Street

PO BOX 8280

City

HOUSTON

State

TX

Zip Code

77288

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

GEORGETOWN PROJECT

Street

PO BOX 957

City

GEORGETOWN

State

TX

Zip Code

78627

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

8,000

Name

HEIFER INTERNATIONAL FOUNDATION

Street

PO BOX 727

City

LITTLE ROCK

State

AR

Zip Code

72203

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

7,000

Name

HOUSTON ACHIEVEMENT PLACE

Street

245 W 17TH ST

City

HOUSTON

State

TX

Zip Code

77008

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

7,500

Name

HOUSTON ARBORETUM & NATURE CENTER

Street

4501 WOODWAY DR

City

HOUSTON

State

TX

Zip Code

77024

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

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

Recipient(s) paid during the year

Name

HOUSTON FOOD BANK

Street

535 PORTWALL ST

City

HOUSTON

State

TX

Zip Code

77029

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

HOUSTON ZOO INC

Street

1513 CAMBRIDGE ST

City

HOUSTON

State

TX

Zip Code

77030

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

HOUSTON ZOO INC

Street

1513 CAMBRIDGE ST

City

HOUSTON

State

TX

Zip Code

77030

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Camp Zoofari Scholarship Program

Amount

1,150

Name

KIPP INC

Street

10711 KIPP WAY

City

HOUSTON

State

TX

Zip Code

77099

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

LOCAL INFANT FORMULA FOR EMERGENCIES INC

Street

2002 S WAYSIDE STE 113

City

HOUSTON

State

TX

Zip Code

77023

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

MEDICAL BRIDGES INC

Street

PO BOX 300245

City

HOUSTON

State

TX

Zip Code

77230

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

MGVP INC

Street

1876 RESEARCH PARK DR

City

BALTIMORE

State

MD

Zip Code

21217

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

NATIONAL WILDLIFE FEDERATION

Street

11100 WILDLIFE CENTER DR

City

RESTON

State

VA

Zip Code

20190

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Retirement of the Wapiti Grazing Allotment on the Gallatin National Forest

Amount

20,000

Name

NO MORE VICTIMS INC

Street

9688 MESA DR

City

HOUSTON

State

TX

Zip Code

77078

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

OPEN DOOR MISSION FOUNDATION

Street

PO BOX 9356

City

HOUSTON

State

TX

Zip Code

77261

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

PEREGRINE FUND INC

Street

5668 W FLYING HAWK LN

City

BOISE

State

ID

Zip Code

83709

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

PERIWINKLE FOUNDATION

Street

3000 RICHMOND AVE STE 340

City

HOUSTON

State

TX

Zip Code

77098

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

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

Recipient(s) paid during the year

Name

PRISON ENTREPRENEURSHIP PROGRAM

Street

4140 DIRECTORS ROW STE B

City

HOUSTON

State

TX

Zip Code

77092

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

RANCH HANDS RESCUE

Street

8827 HWY 377

City

ARGYLE

State

TX

Zip Code

76226

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

SCENIC TEXAS INC

Street

3015 RICHMOND AVE STE 220

City

HOUSTON

State

TX

Zip Code

77098

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,450

Name

SMALL STEPS NURTURING CENTER

Street

1709 DEPELCHIN ST

City

HOUSTON

State

TX

Zip Code

77007

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

SNOWDROP FOUNDATION INC

Street

2310 UPLAND PARK DR

City

SUGAR LAND

State

TX

Zip Code

77479

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

SPARK

Street

PO BOX 1562

City

HOUSTON

State

TX

Zip Code

77251

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

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

Recipient(s) paid during the year

Name

SPAY-NEUTER ASSISTANCE PROGRAM INC

Street

PO BOX 70286

City

HOUSTON

State

TX

Zip Code

77270

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Houston Mobile Clinic

Amount

10,000

Name

ST JOHNS SCHOOL

Street

2401 CLAREMONT LN

City

HOUSTON

State

TX

Zip Code

77019

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

STAR OF HOPE MISSION

Street

6897 ARDMORE ST

City

HOUSTON

State

TX

Zip Code

77054

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

STUDENT CONSERVATION ASSOCIATION INC.

Street

P.O. BOX 550

City

CHARLESTOWN

State

NH

Zip Code

03603

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

SUNSHINE KIDS FOUNDATION

Street

2814 VIRGINIA ST

City

HOUSTON

State

TX

Zip Code

77098

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

TEACH FOR AMERICA HOUSTON

Street

4669 SW FREEWAY STE 600

City

HOUSTON

State

TX

Zip Code

77027

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

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

Recipient(s) paid during the year

Name

TEAM RUBICON

Street

1030 W HILLCREST BLVD

City

INGLEWOOD

State

CA

Zip Code

90301

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

TEXAS EQUUSEARCH

Street

PO BOX 395

City

DICKINSON

State

TX

Zip Code

77539

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

8,000

Name

THE ARBOR SCHOOL

Street

1635 BLALOCK RD

City

HOUSTON

State

TX

Zip Code

77080

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

THE FORGE FOR FAMILIES INC

Street

3435 DIXIE DR

City

HOUSTON

State

TX

Zip Code

77021

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

THE MONARCH SCHOOL INC

Street

2815 ROSEFIELD DR

City

HOUSTON

State

TX

Zip Code

77080

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

TREES FOR HOUSTON

Street

PO BOX 270477

City

HOUSTON

State

TX

Zip Code

77277

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

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

Recipient(s) paid during the year

Name

UNITED STATES CONFERENCE OF CATHOLIC BISHOPS

Street

3211 4TH ST NE

City

WASHINGTON

State

DC

Zip Code

20017

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

WILD SKIES RAPTOR CENTER

Street

PO BOX 3676

City

MISSOULA

State

MT

Zip Code

59806

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Development, Rehabilitation, Education Project

Amount

7,500

Name

WILDLIFE CONSERVATION NETWORK INC

Street

25745 BASSETT LN

City

LOS ALTOS

State

CA

Zip Code

94022

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

77,500

Name

WILDLIFE CONSERVATION SOCIETY

Street

2300 SOUTHERN BLVD

City

BRONX

State

NY

Zip Code

10460

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

YELLOWSTONE ACADEMY INC

Street

3000 TRULLEY ST

City

HOUSTON

State

TX

Zip Code

77004

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

YELLOWSTONE PARK FOUNDATION INC

Street

222 E MAIN ST STE 301

City

BOZEMAN

State

MT

Zip Code

59715

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

65,000

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

Recipient(s) paid during the year

Name

YES PREP PUBLIC SCHOOLS INC

Street

6201 BONHOMME RD STE 168N

City

HOUSTON

State

TX

Zip Code

77036

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

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Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0