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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 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Name of foundation
FRIEDEL FAMILY FOUNDATION

A Employer identification number
86-0938348

Number and street (or P O box number if mail is not delivered to street address) 5327 VALBURN CIRCLE | Room/suite

B Telephone number (see page 10 of the instructions)
(512) 345-1566

City or town, state, and ZIP code
AUSTIN, TX 78731

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,238,759

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	21,240	21,240		
	4	Dividends and interest from securities	87,218	78,448		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	113,845			
	b	Gross sales price for all assets on line 6a 1,284,999				
	7	Capital gain net income (from Part IV, line 2)		113,845		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	222,303	213,533		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,575	1,575		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,626	1,626		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	62	62		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	28,969	28,969		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	32,232	32,232		0
	25	Contributions, gifts, grants paid	225,391			225,391
	26	**Total expenses and disbursements.** Add lines 24 and 25	257,623	32,232		225,391
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-35,320			
	b	**Net investment income** (if negative, enter -0-)		181,301		
	c	**Adjusted net income** (if negative, enter -0-)				

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	-34,871	762	762
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,187,902	3,087,727	3,716,274
	c	Investments—corporate bonds (attach schedule)	380,462	416,243	425,323
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	95,000	95,000	96,400
	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)	3,628,493	3,599,732	4,238,759
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,557,125	1,557,125	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,071,368	2,042,607	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,628,493	3,599,732	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,628,493	3,599,732	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,628,493
2	Enter amount from Part I, line 27a	2	-35,320
3	Other increases not included in line 2 (itemize) ▶	3	6,559
4	Add lines 1, 2, and 3	4	3,599,732
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,599,732

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	113,845
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	211,980	4,192,493	0 050562
2009	188,449	3,649,721	0 051634
2008	217,510	4,852,340	0 044826
2007	267,507	6,016,039	0 044466
2006	288,658	5,642,971	0 051154

2	**Total** of line 1, column (d).	2	0 242642
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 048528
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,477,455
5	Multiply line 4 by line 3.	5	217,282
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,813
7	Add lines 5 and 6.	7	219,095
8	Enter qualifying distributions from Part XII, line 4.	8	225,391

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,813
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	1,813
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,813
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	720		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	720
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,093
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FRIEDEL FAMILY FOUNDATION Telephone no ▶(512) 345-1566

Located at ▶5327 VALBURN CIRCLE AUSTIN TX ZIP+4 ▶78731

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LYNNE F GELLMAN 5327 VALBURN CIRCLE AUSTIN, TX 78731	SECRETARY/TREASURER 2 00	0	0	0
RANDI F SHERMAN 10128 NORTH 119TH PLACE SCOTTSDALE, AZ 85259	PRESIDENT 1 00	0	0	0
STEVE GELLMAN 5327 VALBURN CIRCLE AUSTIN, TX 78731	VICE PRESIDENT 2 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,545,640
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,545,640
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,545,640
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	68,185
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,477,455
6	**Minimum investment return.** Enter 5% of line 5	6	223,873

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	223,873
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,813		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,813
3	Distributable amount before adjustments Subtract line 2c from line 1	3	222,060
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	222,060
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	222,060

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	225,391
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	225,391
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,813
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	223,578

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				222,060
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			15,079	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 225,391				
a Applied to 2010, but not more than line 2a			15,079	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				210,312
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.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				11,748
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the 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. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				225,391
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	21,240	
4 Dividends and interest from securities			14	87,218	
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	113,845	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		222,303	0

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 222,303

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** 2012-05-09 ******

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's Signature TIMOTHY F DOWLING CPAPFS	Date	Check if self-employed ☐	PTIN P00996199
Firm's name WEAVER & TIDWELL LLP		Firm's EIN 75-0786316	
Firm's address 1601 S MOPAC EXPRESSWAY SUITE D250 AUSTIN, TX 78746		Phone no (512) 609-1900	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Additional Data

Software ID:	
Software Version:	
EIN:	86-0938348
Name:	FRIEDEL FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 ISHARES INC MSCI AUSTRALIA INDEX FUND		2010-09-16	2011-06-01
1500 ISHARES INC MSCI AUSTRALIA INDEX FUND		2010-11-09	2011-06-01
17 57 FIDELITY SELECT MONEY MARKET		2010-08-31	2011-08-30
8 71 FIDELITY SELECT MONEY MARKET		2010-10-29	2011-08-30
12894 74 FIDELITY SELECT MONEY MARKET		2011-01-28	2011-08-30
6335 93 FIDELITY SELECT MONEY MARKET		2011-02-28	2011-08-30
6203 78 FIDELITY SELECT MONEY MARKET		2011-03-31	2011-08-30
3 86 FIDELITY SELECT MONEY MARKET		2011-04-29	2011-08-30
2900 FIDELITY SELECT MONEY MARKET		2011-04-29	2011-08-30
4 95 FIDELITY SELECT MONEY MARKET		2011-05-16	2011-08-30
23538 04 FIDELITY SELECT MONEY MARKET		2011-05-31	2011-08-30
2500 CORNING		2011-05-13	2011-09-27
500 CORNING		2011-05-13	2011-09-27
200 CORNING		2011-05-13	2011-09-27
300 CORNING		2011-05-13	2011-09-27
400 CORNING		2011-05-13	2011-09-27
100 CORNING		2011-05-13	2011-09-27
46461 96 FIDELITY SELECT MONEY MARKET		2011-05-31	2011-09-30
7 6 FIDELITY SELECT MONEY MARKET		2011-06-30	2011-09-30
70342 05 FIDELITY SELECT MONEY MARKET		2011-06-30	2011-09-30
3 14 FIDELITY SELECT MONEY MARKET		2011-07-29	2011-09-30
400 CITIGROUP		2010-12-14	2011-11-25
100 CITIGROUP		2010-12-14	2011-11-25
80 CITIGROUP		2010-12-14	2011-11-25
20 CITIGROUP		2010-12-14	2011-11-25
4604 64 FIDELITY U S TREAS MONEY MKT FDLXX		2011-09-30	2011-11-30
92700 54 FIDELITY U S TREAS MONEY MKT FDLXX		2011-09-30	2011-12-30
500 GOLDMAN SACHS 6 875% 1-15-2011		2008-10-20	2011-01-18
500 GOODRICH CORP		2007-02-23	2011-02-03
200 GOODRICH CORP		2007-02-23	2011-02-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 GOODRICH CORP		2007-02-23	2011-02-03
1000 AES TR III 6 75% CONV PFD		2006-01-01	2011-02-03
700 JOHNSON & JOHNSON		2008-11-26	2011-02-03
700 JOHNSON & JOHNSON		2009-11-25	2011-02-03
100 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-02-07
100 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-02-07
100 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-02-07
106 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-02-07
194 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-02-07
500 CITI 5 125% 2-14-2011		2008-10-20	2011-02-14
200 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
200 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
179 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
500 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
121 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
79 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
721 AMERICA MOVIL S A B DE C V SPONS ADR REPSTG SER L SHS		2008-01-17	2011-03-04
1 BERKSHIRE HATHAWAY		2006-01-01	2011-05-13
9 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-05-13
449 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-05-13
42 LIBERTY MEDIA CORP CAPITAL		2009-11-24	2011-05-13
0 3 CITIGROUP		2006-01-01	2011-05-18
500 PRUDENTIAL		2010-02-02	2011-06-01
100 ISHARES INC MSCI AUSTRALIA INDEX FUND		2009-11-24	2011-06-01
1500 ISHARES INC MSCI AUSTRALIA INDEX FUND		2009-11-24	2011-06-01
400 ISHARES INC MSCI AUSTRALIA INDEX FUND		2009-11-24	2011-06-01
32062 24 FIDELITY SELECT MONEY MARKET		2010-08-03	2011-08-30
700 SCHWAB CHARLES CORP NEW		2008-01-17	2011-09-27
1000 SCHWAB CHARLES CORP NEW		2008-03-19	2011-09-27
1000 SCHWAB CHARLES CORP NEW		2008-03-19	2011-09-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2300 SCHWAB CHARLES CORP NEW		2008-03-19	2011-09-27
700 SCHWAB CHARLES CORP NEW		2008-03-19	2011-09-27
283 CITIGROUP		2006-01-01	2011-11-25
400 CITIGROUP		2010-04-21	2011-11-25
1900 FORD MOTOR		2010-02-02	2011-11-25
1100 FORD MOTOR		2010-02-02	2011-11-25
1000 FORD MOTOR		2010-02-02	2011-11-25
700 FORD MOTOR		2010-11-09	2011-11-25
1300 FORD MOTOR		2010-11-09	2011-11-25
8 772 VODAPHONE		2006-01-01	2011-12-30
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,088		23,077	3,011
39,131		38,527	604
17		17	0
9		9	0
12,895		12,895	0
6,336		6,336	0
6,204		6,204	0
4		4	0
2,900		2,900	0
5		5	0
23,538		23,538	0
32,749		51,628	-18,879
6,550		10,326	-3,776
2,617		4,130	-1,513
3,925		6,194	-2,269
5,240		8,259	-3,019
1,310		2,065	-755
46,462		46,462	0
8		8	0
70,342		70,342	0
3		3	0
9,749		18,956	-9,207
2,437		4,739	-2,302
1,943		3,791	-1,848
486		956	-470
4,605		4,605	0
92,700		92,700	0
50,000		48,853	1,147
46,281		25,492	20,789
18,504		10,197	8,307

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,257		5,098	4,159
48,471		40,251	8,220
42,634		40,178	2,456
42,634		43,588	-954
7,033		2,352	4,681
7,034		2,345	4,689
7,034		2,346	4,688
7,456		2,488	4,968
13,645		4,555	9,090
50,000		47,309	2,691
11,253		11,246	7
11,253		11,250	3
10,071		10,063	8
28,131		28,110	21
6,807		6,803	4
4,444		4,444	0
40,570		40,556	14
121,320		11,739	109,581
784		211	573
39,117		10,547	28,570
3,659		987	2,672
13		7	6
30,411		25,862	4,549
2,609		2,345	264
39,132		35,052	4,080
10,435		9,348	1,087
32,062		32,062	0
8,305		16,176	-7,871
11,865		19,160	-7,295
11,865		19,162	-7,297

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
27,270		44,072	-16,802
8,303		13,413	-5,110
6,897		6,916	-19
9,749		19,406	-9,657
18,772		21,801	-3,029
10,868		12,616	-1,748
9,877		11,469	-1,592
6,914		11,251	-4,337
12,846		20,895	-8,049
457		457	0
704			704

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,011
			604
			0
			0
			0
			0
			0
			0
			0
			0
			0
			-18,879
			-3,776
			-1,513
			-2,269
			-3,019
			-755
			0
			0
			0
			0
			-9,207
			-2,302
			-1,848
			-470
			0
			0
			1,147
			20,789
			8,307

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,159
			8,220
			2,456
			-954
			4,681
			4,689
			4,688
			4,968
			9,090
			2,691
			7
			3
			8
			21
			4
			0
			14
			109,581
			573
			28,570
			2,672
			6
			4,549
			264
			4,080
			1,087
			0
			-7,871
			-7,295
			-7,297

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-16,802
			-5,110
			-19
			-9,657
			-3,029
			-1,748
			-1,592
			-4,337
			-8,049
			0
			704

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADL- CT REGIONAL OFFICE1952 WHITNEY AVENUE HAMDEN,CT 06517			TO FUND DAILY OPERATIONS	64,000
ADL- ARIZONA REGIONC/O 605 THIRD AVE NY,NY 10158			TO FUND DAILY OPERATIONS	100
ALPHA EPSILON PHI FOUNDATION111 PROSPECT ST 2ND FLOOR STAMFORD,CT 06901			TO FUND DAILY OPERATIONS	200
ALZHEIMER'S ASSOC HOUSTON & SECHAPTER2242 W HOLCOMBE BLVD HOUSTON,TX 77030			TO FUND DAILY OPERATIONS	50
AMERICAN CANCER SOCIETYPO BOX 149275 AUSTIN,TX 787149275			TO FUND DAILY OPERATIONS	125
AMERICAN FRIENDS OF LEKET ISRAEL1402 TEANECK RD 223 TEANECK,NJ 07666			TO FUND DAILY OPERATIONS	360
AMERICAN RED CROSSPO BOX 4002018 DES MOINES,IA 50340			TO FUND DAILY OPERATIONS	250
ARIZONA JEWISH HISTORICAL SOCIETY4710 NORTH 16TH ST 201 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	50
ARIZONA JEWISH THEATRE444 W CAMELBACK RD 208 PHOENIX,AZ 85013			TO FUND DAILY OPERATIONS	1,000
ARIZONA SCIENCE CENTER600 E WASHINGTON ST PHOENIX,AZ 85004			TO FUND DAILY OPERATIONS	100
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723			TO FUND DAILY OPERATIONS	750
AUSTIN HABITAT FOR HUMANITY 310 COMAL 100 AUSTIN,TX 78702			TO FUND DAILY OPERATIONS	750
AUSTIN HUMANE SOCIETY124 WANDERSON LN AUSTIN,TX 78752			TO FUND DAILY OPERATIONS	100
AUSTIN JEWISH FILM FESTIVAL C/O CINDY PINTO 4323 PALLADIO DR AUSTIN,TX 78731			TO STAGE FILM FESTIVAL	125
AUSTIN THEATRE ALLIANCEPO BOX 1566 AUSTIN,TX 787679927			TO FUND DAILY OPERATIONS	250
BETH YESHURON4525 BEECHNUT ST HOUSTON,TX 77096			MEMORIAL DONATION	36
BIRMINGHAM JEWISH FEDERATION3966 MONTCLAIR ROAD BIRMINGHAM,AL 352132413			TO FUND DAILY OPERATIONS	100
BRANDEIS NATIONAL COMMITTEE415 SOUTH ST WALTHAM,MA 02453			TO FUND DAILY OPERATIONS	60
BUREAU OF JEWISH EDUCATION-GREATER PHOENIX12701 NO SCOTTSDALE RD 206 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	380
CAPITAL AREA FOOD BANK8201 S CONGRESS AVE AUSTIN,TX 787457305			TO FUND DAILY OPERATIONS	750
CARITAS OF AUSTINPO BOX 1947 AUSTIN,TX 787671947			TO FUND DAILY OPERATIONS	250
CENTRAL TEXAS WILDFIRE FUND (ACF)4315 GUADALUPE 300 AUSTIN,TX 787513644			TO HELP FIRE VICTIMS	250
CHRONS AND COLITIS FOUNDATION OF AMERICA386 PARK AVENUE SO17TH FL NEWYORK,NY 10016			TO FUND DAILY OPERATIONS	25
CONGREGATION BETH ISRAEL (INCL GELLMAN FUND)3901 SHOAL CREEK AUSTIN,TX 78756			TO FUND DAILY OPERATIONS	600
COUNCIL FOR JEWS WITH SPECIAL NEEDS12701 N SCOTTSDALE RD 205 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	230
DESERT MOUNTAIN PTO12575 E VIA LINDA SCOTTSDALE,AZ 85259			TO FUND DAILY OPERATIONS	100
FAMILY ELDERCARE2210 HANCOCK DR AUSTIN,TX 78705			TO FUND DAILY OPERATIONS	750
FIRST TEE OF AUSTIN5501 ED BLUESTEIN BOULEVARD AUSTIN,TX 78723			TO FUND DAILY OPERATIONS	100
FRIEDEL JEWISH ACADEMY335 SO 132 ST OMAHA,NE 681542106			TO FUND DAILY OPERATIONS	21,360
FRIENDS OF AMERICAN TECHNION SOCIETY55 E 59TH ST NEW YORK,NY 10022			TO FUND DAILY OPERATIONS	5,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FRIENDS OF CHANNEL 8PO BOX 871405 TEMPE,AZ 852871405			TO FUND DAILY OPERATIONS	40
HILLEL AT ASU1012 SO MILL AVE TEMPE,AZ 85281			TO FUND DAILY OPERATIONS	180
HILLEL OF SAN DIEGO5717 LINDO PASEO SAN DIEGO,CA 92115			TO FUND DAILY OPERATIONS	50
HOSPICE AUSTIN4107 SPICEWOOD SPGS RD 100 AUSTIN,TX 78759			TO FUND DAILY OPERATIONS	750
JESS SCHWARTZ JEWISH COMMUNITY DAY SCHOOL12753 N SCOTTSDALE ROAD SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	2,000
(JCAA) JEWISH COMMUNITY ASSOCIATION OF AUSTIN7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	11,530
JEWISH COMMUNITY FOUNDATION12701 N SCOTTSDALE ROAD 202 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	54
JEWISH FAMILY AND CHILDREN'S SERVICE4747 N 7TH ST SUITE 100 PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	1,000
JEWISH FAMILY SERVICE11940 JOLLYVILLE RD STE 110S AUTIN,TX 78759			TO FUND DAILY OPERATIONS	180
JEWISH FEDERATION OF GREATER AUSTIN(UJC)7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	200
JEWISH FEDERATION OF GREATER PHOENIX12701 NO SCOTTSDALE RD201 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	19,100
JEWISH GENETIC DISEASE CENTER OF GREATER PHOENIX 12701 NO SCOTTSDALE RD201 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	18,000
JEWISH NATIONAL FUND1645 E MISSOURI AVE 110 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	6,770
KOMEN AUSTINPO BOX 2164 AUSTIN,TX 78768			TO FUND DAILY OPERATIONS	750
LAURIE SIMONS MISLE SEED GRANT FUNDC/O U OF NEBR FOUNDATION 2285 SO 67 ST 100 OMAHA,NE 68106			FOR LEUKEMIA RESEARCH	750
MADDPO BOX 758521 TOPEKA,KS 666758521			TO FUND DAILY OPERATIONS	25
MAKE A WISH FOUND OF CENTRAL & SO TX2224 WALSH TARLTON LN 200 AUSTIN,TX 78746			TO FUND DAILY OPERATIONS	250
MARINE TOYS FOR TOTS FUND 18251 QUANTICO GATEWAY DR TRIANGLE,VA 22172			TO FUND DAILY OPERATIONS	25
MEALS ON WHEELS AND MORE 3227 E 5TH ST AUSTIN,TX 78702			TO FUND DAILY OPERATIONS	500
MOBILE LOAVES & FISHES903 S CAPITAL OF TEXAS HWY AUSTIN,TX 78746			TO FUND DAILY OPERATIONS	250
NEBRASKA JEWISH HISTORICAL SOCIETY333 SO 132 ST OMAHA,NE 681542198			TO FUND DAILY OPERATIONS	25
OPERATION BLUE SANTA-AUSTIN POLICE DEPTPO BOX 689001 AUSTIN,TX 787689001			TO FUND DAILY OPERATIONS	750
PARDES JEWISH DAY SCHOOL 3916 E PARADISE LANE PHOENIX,AZ 850323232			TO FUND DAILY OPERATIONS	1,000
PARALYZED VETERANS OF AMERICA801 18TH ST NW WASHINGTON,DC 20006			TO FUND DAILY OPERATIONS	25
THE PENN FUND- UNIVERSITY OF PENNSYLVANIAUNIV OF PA FRANKLIN BLDG 3451 WALNUT ST ROOM 433 PHILADELPHIA,PA 191046205			TO FUND DAILY OPERATIONS	100
PENN HILLEL215 S 39TH STREET PHILADELPHIA,PA 19104			TO FUND DAILY OPERATIONS	100
PLANNED PARENTHOOD (PPFA) 434 W 33RD ST NEW YORK,NY 10001			TO FUND DAILY OPERATIONS	25
POLICE OFFICERS OF SCOTTSDALE ASSOC7229 E 1ST AVE STE 203 SCOTTSDALE,AZ 85251			TO FUND DAILY OPERATIONS	25
RONALD MCDONALD HOUSE CHARITIES AUSTINCENTEX1315 BARBARA JORDAN BLVD AUSTIN,TX 78723			TO FUND DAILY OPERATIONS	150
SAVE THE CHILDREN2000 M ST NW 500 WASHINGTON,DC 20036			TO FUND DAILY OPERATIONS	25

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEASON FOR CARING FUND(CO AUS AM STATESMAN)PO BOX 50066 AUSTIN,TX 787630066			TO FUND DAILY OPERATIONS	750
SEASON FOR SHARINGPO BOX 1950 PHOENIX,AZ 850011950			TO FUND DAILY OPERATIONS	50
SETON FUND1201 WEST 38TH STREET AUSTIN,TX 78705			TO FUND DAILY OPERATIONS	100
SIMON WIESENTHAL CENTER9786 WEST PICO BLVD LA,CA 90035			TO FUND DAILY OPERATIONS	50
ST MARY'S FOOD BANK ALLIANCE 3003 W THOMAS RD PHOENIX,AZ 85009			TO FUND DAILY OPERATIONS	100
TEMPLE BETH SHALOM7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	7,086
TEMPLE BETH SHALOM BROTHERHOOD7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	30
TEMPLE BETH SHALOM BUILDING FUND7300 HART LANE AUSTIN,TX 78731			TO BUILD A PERMANENT HOME	28,216
TEMPLE BETH SHALOM SISTERHOOD7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	82
TEMPLE CHAI4645 E MARILYN RD PHOENIX,AZ 85032			TO FUND DAILY OPERATIONS	19,323
TEMPLE EMANUEL OF BEVERLY HILLS8844 BURTON WAY BEVERLY HILLS,CA 90211			TO FUND DAILY OPERATIONS	3,758
TEMPLE KOL AMI1200 NO LA BREA AVE WEST HOLLYWOOD,CA 911381204			MEMORIAL DONATION	36
TEMPLE SINAI73-251 HOVLEY LANE WEST PALM DESERT,CA 92260			MEMORIAL DONATION	100
TEXAS EXESPO BOX 142522 AUSTIN,TX 787149703			TO FUND DAILY OPERATIONS	150
TEXAS HILLEL2105 SAN ANTONIO ST AUSTIN,TX 78705			TO FUND DAILY OPERATIONS	100
THE ISRAEL PROJECT2020 K STREET NW 7600 WASHINGTON,DC 20006			TO FUND DAILY OPERATIONS	500
US HOLOCAUST MEMORIAL MUSEUMPO BOX 90988 WASHINGTON,DC 200900988			TO FUND DAILY OPERATIONS	100
UNION FOR REFORM JUDAISM (URJ)633 THIRD AVE NY,NY 100176778			TO FUND DAILY OPERATIONS	100
UNIVERSITY OF ARIZONA FOUNDATIONPO BOX 210109 TUCSON,AZ 857210109			TO FUND DAILY OPERATIONS	250
VALLEY OF THE SUN JCC12701 NO SCOTTSDALE RD203 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	1,280
VALLEY OF THE SUN UNITED WAY 1515 E OSBORN RD PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	50
WESTSIDE FOUNDATION1101 SO 90TH OMAHA,NE 68124			TO FUND DAILY OPERATIONS	100
ZACHARY SCOTT THEATRE1510 TOOMEY RD AUSTIN,TX 787041078			TO FUND DAILY OPERATIONS	250
Total . . . . ▶ **3a**				225,391

TY 2011 Accounting Fees Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,575	1,575		0

TY 2011 Investments Corporate Bonds Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CITI 5.125% 2-14-2011	0	0
EMERSON 5.625% 11-15-2013	48,465	48,777
ENTERPRISE PROD 7.034% 1-15-2068	79,388	78,000
GE 5% 2-1-2013	24,520	26,053
GOLDMAN SACHS 6.875%	0	0
PEPSI 4.65% 2-5-2013	25,412	26,156
PHILLIP MORRIS 6.875%	53,983	56,252
QUAKER OATS 7.38% 6-15	27,761	25,749
SEASPAN CORPORATION 09.50% 01/30/2016 PFD	52,556	54,600
SHELL 4.0% 3-21-2014	51,542	53,742
WAL MART 4.5% 7-15-2015	52,616	55,994

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TY 2011 Investments Corporate Stock Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD SPONSORED ADR	184,990	122,395
ABBOTT LABORATORIES	110,770	134,952
AES TR III 6.75% CONV	60,377	73,635
AGRIUM INC.	24,873	60,399
ALEXANDRIA REAL ESTATE	50,108	52,960
AMERICA MOVIL S.A.B. DE	0	0
APPLE INC	104,820	162,000
BERKSHIRE HATHAWAY	11,739	114,755
BLACKROCK PFD & EQUITY	57,228	72,900
CALAMOS CONV OPPORTU N	104,907	119,356
CITIGROUP	0	0
CLAYMORE EXCHANGE TRADE	82,088	89,376
COMCAST PDF B 7%	46,808	51,180
CONOCOPHILLIPS	55,326	72,870
DIRECTV COM CL A	21,608	85,520
EMC CORP	71,370	129,240
ERICSSON L M TEL CO AD	99,176	101,300
FIDELITY SELECT MONEY	0	0
FIDELITY U S TREAS MONEY MKT FDLXX	66,649	66,649
FORD MOTOR	0	0
GOODRICH CORP	0	0
GOOGLE INC CL A	113,123	161,475
HERTZ GLOBAL HLDGS INC	102,563	82,040
INTEL CORP	86,925	97,000
ISHARES INC MSCI AUSTR	0	0
ISHARES MSCI EMERGING	54,499	81,571
ISHARES TR DOW JONES U	53,063	93,736
JOHNSON & JOHNSON	0	0
KINDER MORGAN INC DELAWARE COM USD0.01	39,890	45,038
KINDER MORGAN MGT LLC	62,241	145,890

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIBERTY MEDIA CORP CA	52,224	156,100
LOCKHEED MARTIN CORP	112,726	113,260
MASTERCARD INC CL A	63,567	111,846
MERGER FUND	221,415	222,466
NYSE EURONEXT	68,290	62,640
PEABODY	84,855	66,220
PEPSICO INC	80,997	92,890
POTASH	74,534	61,920
POWERSHARES DB COMMODITY	50,481	59,048
PROCTER & GAMBLE CO	52,961	66,710
PRUDENTIAL	0	0
SCHLUMBERGER LTD ISIN	137,373	88,803
SCHWAB CHARLES CORP NEW	0	0
SPDR SER TR BARCLAYS	100,826	96,125
SUNCOR ENERGY	110,587	80,724
TIME WARNER INC NEW COM NEW	79,443	79,508
UNITED PARCEL SVC INC CL B	84,004	87,828
VODAPHONE	0	0
XYLEM INC COM USD0.01	48,303	53,949

TY 2011 Investments - Other Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES BARCLAYS 1-3	AT COST	41,332	41,680
POWERSHARES GLOBAL EXC	AT COST	53,668	54,720

TY 2011 Other Expenses Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	28,925	28,925		0
MISCELLANEOUS - BUSINESS	44	44		0

TY 2011 Other Increases Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Description	Amount
TIMING RECONCILIATIONS	6,559

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TY 2011 Taxes Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,070	1,070		0
STATE TAX	10	10		0
INCOME TAX	546	546		0