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 05/01, **2011, and ending** 04/30, 20**12**

Name of foundation
THE CONEWAY FAMILY FOUNDATION

A Employer identification number
13-3188841

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2247 TROON ROAD

B Telephone number (see instructions)
(212) 440-0800

City or town, state, and ZIP code
HOUSTON, TX 77019

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 ▶ [ ]

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

H Check type of organization [X] 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)* ▶ $ 11,937,101.

J Accounting method [X] 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 instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
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	129.	129.		ATCH 1
4	Dividends and interest from securities	187,873.	187,873.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,498,387.			
b	Gross sales price for all assets on line 6a 3,247,016.				
7	Capital gain net income (from Part IV, line 2)		1,498,387.		
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)	2,311.	1,757.		ATCH 3
12	**Total.** Add lines 1 through 11	1,688,700.	1,688,146.	0	
13	Compensation of officers, directors, trustees, etc	84,000.			84,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	31,176.			31,176.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	11,251.	5,250.		6,001.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) **	19,633.			
19	Depreciation (attach schedule) and depletion	1,248.	1,248.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	82,783.	61,484.		21,110.
24	**Total operating and administrative expenses.** Add lines 13 through 23	230,091.	67,982.		142,287.
25	Contributions, gifts, grants paid	338,162.			338,162.
26	**Total expenses and disbursements** Add lines 24 and 25	568,253.	67,982.	0	480,449.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,120,447.			
b	**Net investment income** (if negative, enter -0-)		1,620,164.		
c	**Adjusted net income** (if negative, enter -0-)			0	

Revenue / Operating and Administrative Expenses

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SCANNED JAN 03 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing		10,000.	10,000.
	2	Savings and temporary cash investments	128,609.	78,770.	78,770.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	2,505,068.	3,599,495.	6,847,311.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 1,472.			
		Less accumulated depreciation (attach schedule) ▶ 1,248.	1,472.	224.	224.
	15	Other assets (describe ▶ ATCH 8)	4,909,552.	4,976,658.	5,000,796.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,544,701.	8,665,147.	11,937,101.
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. ▶ X			
	27	Capital stock, trust principal, or current funds	7,544,701.	8,665,147.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,544,701.	8,665,147.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,544,701.	8,665,147.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,544,701.
2	Enter amount from Part I, line 27a	2	1,120,447.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,665,148.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,665,147.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,498,387.
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	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	426,198.	9,624,382.	0.044283
2009	423,471.	8,942,703.	0.047354
2008	447,848.	9,042,302.	0.049528
2007	676,494.	11,571,707.	0.058461
2006	423,766.	11,028,665.	0.038424

2 **Total** of line 1, column (d)	2	0.238050
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	0.047610
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,832,342.
5 Multiply line 4 by line 3	5	515,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,202.
7 Add lines 5 and 6	7	531,930.
8 Enter qualifying distributions from Part XII, line 4	8	480,449.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	32,403.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	32,403.
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	32,403.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 13,600.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 28,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	41,600.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,197.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 9,197. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ (212)440-0800			
	Located at ▶ 77 WATER STREET - 9TH FLOOR NEW YORK, NY ZIP + 4 ▶ 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		N/A
	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		N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ ________, ________, ________, ________			
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 ▶ ________, ________, ________, ________			
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		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))? [ ] Yes [X] No

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) [ ] Yes [X] No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATTACHMENT 10		84,000.	24,750.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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
NONE		NONE

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL	NONE
2 REVENUE CODE SECTION 501(C)(3).	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	

Total. Add lines 1 through 3 . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,979,891.
b	Average of monthly cash balances	1b	82,329.
c	Fair market value of all other assets (see instructions)	1c	4,935,082.
d	**Total** (add lines 1a, b, and c)	1d	10,997,302.
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	10,997,302.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	164,960.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,832,342.
6	**Minimum investment return.** Enter 5% of line 5	6	541,617.

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	541,617.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	32,403.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	32,403.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	509,214.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	509,214.
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	509,214.

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	480,449.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	480,449.
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	480,449.

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				509,214.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			456,926.	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 NONE				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 480,449.				
a Applied to 2010, but not more than line 2a			456,926.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				23,523.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				485,691.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007 NONE				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

PETER R. CONEWAY; 2247 TROON ROAD, HOUSTON, TX 77019

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

NONE

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

Check here ▶ [X] 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:

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 SCHEDULE ATTACHED				338,162.
Total . . . . ▶ **3a**				338,162.
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				

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 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	129.	
4 Dividends and interest from securities			14	187,873.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,498,387.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 11		554.		1,757.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		554.		1,688,146.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,688,700.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

Sign Here

Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Natalie L. Coneway 12/14/2012 ▶ TRUSTEE

Signature of officer or trustee Date 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 ☐ if self-employed	PTIN
JOSEPH BULGER		12/12/12		P01366942
Firm's name ▶ BCRS ASSOCIATES, LLC			Firm's EIN ▶ 13-4078147	
Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005			Phone no 212-440-0800	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,050,762.		1,183,238.					867,524.	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
114,873.		105,326.					9,547.	
		LTCG THRU MBA INV K-1						
9,061.							9,061.	
		LTCG THRU HEDGENERGY K-1						
114,296.							114,296.	
		STCG THRU MBA INV K-1						
822.							822.	
		STCG THRU HEDGENERGY K-1						
453,810.							453,810.	
		GAIN ON PARTIAL REDEMPTION GS INV PTRS					VAR	VAR
503,392.		460,065.					43,327.	
TOTAL GAIN(LOSS)							1,498,387.	

THE CONEWAY FAMILY FOUNDATION **13-3188841**

SUPPLEMENTARY STATEMENT

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

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

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA		128.	128.	
INTEREST ON CREDIT BALANCE		1.	1.	
	TOTAL	129.	129.	

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS THRU BRIDGE ST FD 1996 K-1	1.	1.	
DIVIDENDS THRU MBA INVESTMENT FD K-1	2,801.	2,801.	
DIVIDENDS THRU GS BROKERAGE ACCOUNT	184,052.	184,052.	
DIVIDENDS THRU HEDGENERGY K-1	1,018.	1,018.	
INTEREST THRU HEDGENERGY K-1	1.	1.	
TOTAL	187,873.	187,873.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	554.		
SEC. 988 INC THRU HEDGENERGY K-1	1.	1.	
SECURITIES LITIGATION SETTLEMENT	115.	115.	
MISC INCOME	1,641.	1,641.	
TOTALS	2,311.	1,757.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	10,500.	5,250.		5,250.
UHY ADVISORS	751.			751.
TOTALS	11,251.	5,250.		6,001.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID:				
-BALANCE DUE 990-PF 4/30/2011	6,033.			
-1ST QTR EST 990-PF 4/30/2012	3,100.			
-3RD QTR EST 990-PF 4/30/2012	6,000.			
-4TH QTR EST 990-PF 4/30/2012	4,500.			
TOTALS	19,633.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TELECOMMUNICATIONS - DSL EXP	2,801.			2,801.
OFFICE EXPENSES	9,141.			9,141.
HEALTH INSURANCE	9,168.			9,168.
FOREIGN TAXES WITHHELD - GS	8,332.	8,332.		
FOREIGN TAX THRU BSF 1996 K-1	5.	5.		
FOREIGN TAX THRU BSF K-1-UBTI	189.			
PORT DED THRU MBA INVESTMENT	2,067.	2,067.		
PORT DED THRU HEDGENERGY K1	51,080.	51,080.		
TOTALS	82,783.	61,484.		21,110.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION STATEMENT	2,505,068.	3,599,495.	6,847,311.
TOTALS	2,505,068.	3,599,495.	6,847,311.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HEDGENERGY PARTNERS, L.P.	2,763,381.	3,281,427.	3,123,325.
BRIDGE STREET FUND 1996, L.P.	5,068.	5,429.	1,650.
MBA INVESTMENT FUND, LLC	141,103.	149,868.	193,535.
GS INVESTMENT PARTNERS	2,000,000.	1,539,934.	1,682,286.
TOTALS	4,909,552.	4,976,658.	5,000,796.

ATTACHMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	1.
TOTAL	1.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER R. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0	0	0
LYNN M. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0	0	0
NATALIE CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE	84,000.	24,750.	0
CECILE CONEWAY PUCKETT 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0	0	0
	GRAND TOTALS	84,000	24,750.	0

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

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	523000	554.			
SEC. 988 INC THRU HEDGENERGY K-1			01	1.	
SECURITIES LITIGATION SETTLEMENT			01	115.	
MISC INCOME			01	1,641.	
TOTALS		554		1,757.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust: THE CONEWAY FAMILY FOUNDATION

Employer identification number: 13-3188841

Note: *Form 5227 filers need to complete **only** Parts I and II*

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	464,179.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	464,179.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,034,208.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,034,208.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			464,179.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,034,208.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,498,387.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE CONEWAY FAMILY FOUNDATION

Employer identification number: 13-3188841

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE REALIZED G(L) REPORT ATTACHED			114,873.	105,326.	9,547.
STCG THRU MBA INV K-1			822.		822.
STCG THRU HEDGENERGY K-1			453,810.		453,810.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 464,179.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE REALIZED G(L) REPORT ATTACHED			2,050,762.	1,183,238.	867,524.
LTCG THRU MBA INV K-1			9,061.		9,061.
LTCG THRU HEDGENERGY K-1			114,296.		114,296.
GAIN ON PARTIAL REDEMPTION GS INV PTRS			503,392.	460,065.	43,327.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,034,208.

THE CONEWAY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2012
EIN: 13-3188841

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
5-May-11	ROCKY MOUNTAIN ELK FOUNDATION - JACKSON HOLE CHAPTER	JACKSON, WY	$3,360 00
5-May-11	SANTA FE CHAMBER MUSIC FESTIVAL	SANTA FE, NM	2,500 00
9-May-11	GEORGE W BUSH LIBRARY FOUNDATION	DALLAS, TX	50,000 00
10-May-11	SOUTH MAIN BAPTIST CHURCH	HOUSTON, TX	10,000 00
13-May-11	THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY	HOUSTON, TX	10,000 00
16-May-11	THE TEXAS EXES SCHOLARSHIP ENDOWMENT	HOUSTON, TX	2,500 00
14-Jun-11	PAWS OF JACKSON HOLE	JACKSON, WY	700 00
29-Jul-11	THE MUSEUM OF FINE ARTS HOUSTON	HOUSTON, TX	23,500 00
16-Aug-11	UNIVERSITY OF TEXAS FOUNDATION	AUSTIN, TX	2,500 00
24-Aug-11	RISE ACROSS TEXAS FOUNDATION	AUSTIN, TX	10,000 00
26-Aug-11	PAWS OF JACKSON HOLE	JACKSON, WY	1,500 00
26-Sep-11	CAESAR KLEBERG WILDLIFE RESEARCH INSTITUTE - TEXAS A&M UNIVERSITY	KINGSVILLE, TX	1,000 00
25-Oct-11	RIVER OAKS BAPTIST SCHOOL	HOUSTON, TX	10,000 00
17-Nov-11	THE SANTA FE OPERA	SANTA FE, NM	3,500 00
21-Nov-11	RIVER OAKS BAPTIST SCHOOL	HOUSTON, TX	20,000 00
21-Nov-11	RIVER OAKS FOUNDATION	HOUSTON, TX	2,000 00
29-Nov-11	BRADFORD BRINTON MEMORIAL & MUSEUM	BIG HORN, WY	2,500 00
7-Dec-11	PAWS OF JACKSON HOLE	JACKSON, WY	1,250 00
9-Dec-11	OPEN DOOR MISSION	HOUSTON, TX	2,500 00
20-Dec-11	GOOD SAMARITAN FOUNDATION	HOUSTON, TX	5,000 00
6-Jan-12	UNITED WAY OF THE TEXAS GOLF COAST	HOUSTON, TX	10,000 00
18-Jan-12	PAWS OF JACKSON HOLE	JACKSON, WY	20,000 00
19-Jan-12	THE MUSEUM OF FINE ARTS HOUSTON	HOUSTON, TX	2,500 00
28-Feb-12	THE UNIVERSITY OF TEXAS AT AUSTIN	AUSTIN, TX	54,000 00
15-Mar-12	THE UNIVERSITY OF TEXAS AT AUSTIN	AUSTIN, TX	2,000 00
15-Mar-12	BAYOU BEND COLLECTION & GARDENS - MUSEUM OF FINE ARTS HOUSTON	HOUSTON, TX	2,500 00
15-Mar-12	CHRISTUS FOUNDATION FOR HEALTH CARE/ST JOSEPH HOSPITAL FOUNDATION	HOUSTON, TX	1,000 00
15-Mar-12	UNIVERSITY OF TEXAS FOUNDATION	AUSTIN, TX	2,500 00
20-Mar-12	SOUTH MAIN BAPTIST CHURCH	HOUSTON, TX	10,000 00
22-Mar-12	TEXAS HEART INSTITUTE	HOUSTON, TX	10,000 00
27-Mar-12	THE MUSEUM OF FINE ARTS HOUSTON	HOUSTON, TX	1,000 00
11-Apr-12	SANTA FE CHAMBER MUSIC FESTIVAL	SANTA FE, NM	2,500 00
11-Apr-12	THE HOUSTON SYMPHONY	HOUSTON, TX	2,500 00
12-Apr-12	THE SANTA FE OPERA	SANTA FE, NM	3,500 00
17-Apr-12	PAWS OF JACKSON HOLE	JACKSON, WY	10,000 00
17-Apr-12	LOVING HEARTS CARING HANDS/M D ANDERSEN CANCER CENTER	HOUSTON, TX	1,000 00
18-Apr-12	THE MUSEUM OF FINE ARTS HOUSTON	HOUSTON, TX	23,500 00
19-Apr-12	TEXAS HEART INSTITUTE	HOUSTON, TX	10,000 00
27-Apr-12	CHAMPIONS TO CURE DUCHENNE	CORONA DEL MAR, CA	1,000 00
30-Apr-12	TEXAS EXES HOUSTON CHAPTER SCHOLARSHIP FUND	HOUSTON, TX	2,500 00
	SUBTOTAL CONTRIBUTIONS PAID *		**$336,310.00**
	THROUGH THE MBA INVESTMENT FUND, LLC (EIN 74-2707977)		1,852 00
	TOTAL CONTRIBUTIONS PAID *		**$338,162.00**

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

The Coneway Family Foundation
From 01-May-2011 To 30-Apr-2012

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
SMC CMN	5-Feb-04	11-Aug-11	750	115,897 88	81,446 78	34,451 10	Long-Term
KINDER MORGAN MANAGEMENT, LLC CMN	9-Apr-03	21-Feb-12	9,574	766,847 30	170,245 59	596,601 71	Long-Term
KINDER MORGAN MANAGEMENT, LLC CMN	10-Oct-06	21-Feb-12	7,204	577,017 75	200,108 16	376,909 59	Long-Term
GLAXOSMITHKLINE PLC SPONSORED ADR CMN	4-Feb-04	21-Feb-12	2,500	111,797 98	112,225 00	(427 02)	Long-Term
SMC CMN	5-Feb-04	22-Feb-12	150	25,838 11	16,289 36	9,548 75	Long-Term
AUTOMATIC DATA PROCESSING INC CMN	31-Jul-02	8-Mar-12	185	10,098 96	6,179 75	3,919 21	Long-Term
WAL MART STORES INC CMN	9-Sep-92	9-Mar-12	170	10,184 51	2,474 41	7,710 10	Long-Term
PFIZER INC CMN	4-Feb-04	3-Apr-12	5,475	123,016 65	208,269 00	(85 252 35)	Long-Term
NUCOR CORPORATION CMN	3-Oct-06	3-Apr-12	1,300	55,860 78	64,090 00	(8 229 22)	Long-Term
GENERAL ELECTRIC CO CMN	7-Jan-08	3-Apr-12	2,700	53,647 79	98,091 00	(44,443 21)	Long-Term
SUMITOMO MITSUI FIN GROUP, INC CMN	5-Feb-04	4-Apr-12	2,000	65,755 57	100,463 90	(34 708 33)	Long-Term
SUMITOMO MITSUI FIN GROUP, INC CMN	17-Aug-10	4-Apr-12	4,100	134,798 92	123,355 59	11,443 33	Long-Term
Long-Term Total				2,050,762 20	1,183,238 54	867,523 66	
PFIZER INC CMN	21-Feb-12	3-Apr-12	2,625	58,980 58	56,201 25	2,779 33	Short-Term
SUMITOMO MITSUI FIN GROUP, INC CMN	11-Aug-11	4-Apr-12	1,700	55,892 23	49,124 67	6,767 56	Short-Term
Short-Term Total				114,872 81	105,325 92	9,546 89	
Grand Total				2,165,635 01	1,288,564 46	877,070 55	

Statement Detail

THE CONEWAY FAMILY FOUNDATION

Holdings

Period Ended April 30, 2012

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
ALTRIA GROUP, INC CMN (MO)	15 000 00	32 2100	483 150 00	4 0084	60 126 01	423,023 99	5 0916	24,600 00
AUTOMATIC DATA PROCESSING INC CMN (ADP)	915 00	55 6200	50 892 30	33 4040	30 564 69	20 327 61	2 8407	1,445 70
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	275 00	23 2100	6 382 75	14 3039	3 933 56	2,449 19	2 7574	176 00
COBALT INTERNATIONAL ENERGY CMN (CIE)	4,500 00	26 7600	120,420 00	13 1153	59,018 85	61,401 15		
COCA-COLA COMPANY (THE) CMN (KO)	8,700 00	76 3200	663 984 00	15 8337	137,753 04	526 230 96	2 6730	17 748 00
INTL BUSINESS MACHINES CORP CMN (IBM)	600 00	207 0800	124 248 00	79 1800	47,508 00	76,740 00	1 6419	2 040 00
KINDER MORGAN INC CMN CLASS P (KMI)	59,908 00	35 9000	2 150 697 20 19 170 56	31 0381	1,859,433 40	291,263 80	3 5655	76,682 24
KRAFT FOODS INC CMN CLASS A (KFT)	10,380 00	39 8700	413 850 60	5 9448	61,706 67	352,143 93	2 9095	12,040 80
MICROSOFT CORPORATION CMN (MSFT)	1,200 00	32 0150	38 418 00	23 5683	28,282 00	10,136 00	2 4988	960 00
NUCOR CORPORATION CMN (NUE)	0 00	39 2100	0 00 474 50				3 7235	
PHILIP MORRIS INTL INC CMN (PM)	15,000 00	89 5100	1,342 650 00	9 1339	137,008 46	1,205 641 54	3 4410	46 200 00
THE TRAVELERS COMPANIES INC CMN (TRV)	1,297 00	64 3200	83,423 04	12 9300	16 770 16	66 652 88	2 8607	2 386 48
WAL MART STORES INC CMN (WMT)	830 00	58 9100	48 895 30	30 9865	25 718 80	23 176 50	2 6990	1,319 70
TOTAL US STOCKS			5,527 011 19 19,645 06		2 467 823 64	3,059,187 55	3 4328	185 598 92

Statement Detail

THE CONEWAY FAMILY FOUNDATION

Holdings (Continued)

Period Ended April 30, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
NON US STOCKS								
ENI ORDINARY SHARES CMN (*E)	26 990 00	22 2025	599 244 77	21 9789	593 209 34	6 035 43		
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	9 400 00	71 5400	672 476 00	52 5466	493 938 15	178,537 85	4 0872	27 485 60
SEVEN & I HOLDINGS CO , LTD CMN (J3382)	1 600 00	30 3618	48 578 84 615 31	27 8274	44,523 83	4 055 01		
SUMITOMO MITSUI FIN GROUP, INC CMN (J8316)	0 00	32 3792	0 00 4,544 87					
TOTAL NON-US STOCKS			1 320 299 61 5 160 18		1 131,671 32	188,628 29	4 0872	27,485 60
TOTAL PUBLIC EQUITY			**6,847,310 80** **24,805 24**		**3,599,494 96**	**3,247,815 84**	**3 5052**	**213,084 52**
TOTAL PORTFOLIO			6 847 310 80		3 599 494 96	3 247,815 84		

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CONEWAY FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 13-3188841
	Number, street, and room or suite no. If a P.O. box, see instructions c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 17 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning MAY 1 , 20 11 , and ending APRIL 30 , 20 12 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 41,600.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 13,600.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 28,000.00

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CONEWAY FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 13-3188841
	Number, street, and room or suite no If a P.O box, see instructions. c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MARCH 15 , 20 13 .

5 For calendar year ____ , or other tax year beginning MAY 1 , 20 11 , and ending APRIL 30 , 20 12 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 41,600.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 41,600.00
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 12/17/2012