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Form 990-PF

## Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 07-01-2011, and ending 06-30-2012

**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  
PETRELLO FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) 515 WEST GREENS ROAD SUITE 1200 Room/suite

City or town, state, and ZIP code  
HOUSTON, TX 77067

**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) **\$ 4,231,197** **J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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

**A** Employer identification number  
01-0559509

**B** Telephone number (see page 10 of the instructions)  
(281) 775-8035

**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

**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)
1	Contributions, gifts, grants, etc., received (attach schedule)	997,030			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities. . . . .	41,472	41,472	41,472	
5a	Gross rents . . . . .				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a _____				
7	Capital gain net income (from Part IV, line 2) . . .		0		
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	<b>Total.</b> Add lines 1 through 11 . . . . .	1,038,502	41,472	41,472	

Revenue	13 Compensation of officers, directors, trustees, etc	0	0	0	0
Operating and Administrative Expenses	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	16,227	16,227	16,227	0
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	16,227	16,227	16,227	0
	25 Contributions, gifts, grants paid . . . . .	1,588,347			1,588,347
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,604,574	16,227	16,227	1,588,347
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-566,072			
	b Net investment income (if negative, enter -0-) . . .		25,245		
	c Adjusted net income (if negative, enter -0-) . . .			25,245	

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>1</b>	Cash—non-interest-bearing . . . . .	1,115	1	1
<b>2</b>	Savings and temporary cash investments . . . . .			
<b>3</b>	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .			
<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	3,068,438	3,068,438	4,231,196
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .			
<b>14</b>	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>15</b>	Other assets (describe ►) . . . . .			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,069,553	3,068,439	4,231,197
<b>17</b>	Accounts payable and accrued expenses . . . . .			
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .	2,005,927	2,570,885	
<b>22</b>	Other liabilities (describe ►) . . . . .			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	2,005,927	2,570,885	
	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>24</b>	Unrestricted . . . . .			
<b>25</b>	Temporarily restricted . . . . .			
<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
<b>27</b>	Capital stock, trust principal, or current funds . . . . .	0	0	
<b>28</b>	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	-810,497	-1,376,569	
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,063,626	497,554	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,069,553	3,068,439	

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

<b>1</b>	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) . . . . .	<b>1</b>	1,063,626
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-566,072
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	497,554
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	497,554

Part IV Capital Gains and Losses for Tax on Investment Income

**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	1,468,862	4,077,038	0 360277
2009	1,323,935	3,083,755	0 429326
2008	1,355,151	3,054,870	0 443603
2007	1,730,103	5,868,711	0 294801
2006	1,295,907	4,825,904	0 268531
<b>2</b> <b>Total</b> of line 1, column (d).	. . . . .	<b>2</b>	1 796530
<b>3</b> 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	. . . . .	<b>3</b>	0 35930
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	. . . . .	<b>4</b>	4,479,96
<b>5</b> Multiply line 4 by line 3.	. . . . .	<b>5</b>	1,609,68
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	. . . . .	<b>6</b>	25
<b>7</b> Add lines 5 and 6.	. . . . .	<b>7</b>	1,609,93
<b>8</b> Enter qualifying distributions from Part XII, line 4.	. . . . .	<b>8</b>	1,588,34

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 <input type="checkbox"/> and enter "N/A" on line 1	1	505
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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-)		
3	Add lines 1 and 2. . . . .	3	505
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments Add lines 6a through 6d. . . . .	7	0
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>		

**Part VII-A Statements Regarding Activities**

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	Yes	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)? . . . . .			
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2	Yes	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .			
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>			
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? . . . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX, DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .			
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)? <i>If "Yes," complete Part XIV</i> . . . . .	8b	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input checked="" type="checkbox"/>			

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ► <u>NO ONE</u>				
14	The books are in care of ► <u>ANTHONY G PETRELLO</u> Telephone no ► <u>(281) 775-8035</u> Located at ► <u>515 W GREENS RD SUITE 1200 HOUSTON TX</u> ZIP +4 ► <u>770674531</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. . . . . ► <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .	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? . . . . . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>20____, 20____, 20____, 20____</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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 ► <u>20____, 20____, 20____, 20____</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011). . . . .	3b	
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANTHONY G PETRELLO 515 WEST GREENS RD SUITE 1200 HOUSTON, TX 77067	DIRECTOR 0 00	0	0	0
CYNTHIA A PETRELLO 515 WEST GREENS RD SUITE 1200 HOUSTON, TX 77067	DIRECTOR 0 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				
<b>Total number of other employees paid over \$50,000.</b>			<input checked="" type="checkbox"/>	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		

## **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.

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

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	
<b>Total</b> 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	4,548,187
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	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	4,548,187
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	4,548,187
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	68,223
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,479,964
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	223,998

**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	223,998
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	505
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	505
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	223,493
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	223,493
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	223,493

**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	1,588,347
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,588,347
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	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	1,588,347

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				223,493
<b>2</b> Undistributed income, if any, as of the end of 2011			0	
<b>a</b> Enter amount for 2010 only. . . . .		0		
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .	1,054,612			
<b>b</b> From 2007. . . . .	1,436,667			
<b>c</b> From 2008. . . . .	1,202,407			
<b>d</b> From 2009. . . . .	1,169,767			
<b>e</b> From 2010. . . . .	1,265,010			
<b>f Total</b> of lines 3a through e. . . . .	6,128,463			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 1,588,347			0	
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
<b>d</b> Applied to 2011 distributable amount. . . . .			223,493	
<b>e</b> Remaining amount distributed out of corpus	1,364,854			0
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
<b>6</b> Enter the net total of each column as indicated below:	7,493,317			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	1,054,612			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	6,438,705			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .	1,436,667			
<b>b</b> Excess from 2008. . . . .	1,202,407			
<b>c</b> Excess from 2009. . . . .	1,169,767			
<b>d</b> Excess from 2010. . . . .	1,265,010			
<b>e</b> Excess from 2011. . . . .	1,364,854			

**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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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) )

See Additional Data Table

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	1,588,347
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . . .					
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .			0	41,472	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .				41,472	41,472
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or**

## **b** Other transactions

- (1) Sales of assets to a noncharitable exempt organization. . . . .
- (2) Purchases of assets from a noncharitable exempt organization. . . . .
- (3) Rental of facilities, equipment, or other assets. . . . .
- (4) Reimbursement arrangements. . . . .
- (5) Loans or loan guarantees. . . . .
- (6) Performance of services or membership or fundraising solicitations. . . . .

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.**

**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.

**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
<p>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</p>		
<p>***** Signature of officer or trustee</p>	<p>2012-09-22 Date</p>	<p>***** Title</p>
<p><b>Sign Here</b>  <b>Paid Preparer's Use Only</b></p>	<p>Preparer's Signature GREGORY O BRATCHER</p>	<p>Date Check if self-employed PTIN P01058294</p>
	<p>Firm's name BENTLEY BRATCHER &amp; ASSOCIATES PC 515 WEST GREENS ROAD SUITE 710</p>	<p>Firm's EIN 20-2733640</p>
	<p>Firm's address HOUSTON, TX 770674525</p>	<p>Phone no (281) 875-8181</p>

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

2011

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

**Name of organization**

PETRELLO FAMILY FOUNDATION

**Employer identification number**

01-0559509

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule—**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33<sup>1/3</sup>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year . . . . . ► \$ \_\_\_\_\_

**Caution.** An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**  
 PETRELLO FAMILY FOUNDATION
**Employer identification number**

01-0559509

**Part I** **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANTHONY G PETRELLO 515 W GREENS RD SUITE 1200  HOUSTON, TX 77067	\$ <u>996,595</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u>                  </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u>                  </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u>                  </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u>                  </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ <u>                  </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution )



**Name of organization**  
PETRELLO FAMILY FOUNDATION

**Employer identification number**

01-0559509

<b>Part III</b> <i>Exclusivel/y religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry )</i> For organizations completing Part III, enter the total of <i>exclusivel/y religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions ) ► \$ Use duplicate copies of Part III if additional space is needed			
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<hr/> <hr/> <hr/>			
<b>(e)</b> <b>Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<hr/> <hr/>		<hr/> <hr/>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<hr/> <hr/> <hr/>			
<b>(e)</b> <b>Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<hr/> <hr/>		<hr/> <hr/>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<hr/> <hr/> <hr/>			
<b>(e)</b> <b>Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<hr/> <hr/>		<hr/> <hr/>	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
<hr/> <hr/> <hr/>			
<b>(e)</b> <b>Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
<hr/> <hr/>		<hr/> <hr/>	

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 01-0559509

**Name:** PETRELLO FAMILY FOUNDATION

### Form 990PF - Special Condition Description:

**Special Condition Description**

**Form 990PF Part XV Line 1a - 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).**

ANTHONY G PETRELLO

CYNTHIA A PETRELLO

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ADL ANTI DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE		FOR SUPPORT OF THE FIGHT AGAINST BIGOTRY	5,000
AID TO VICTIMS OF DOMESTIC ABUSE 1001 TEXAS AVE 600 HOUSTON, TX 77002	NONE		FOR AID TO VICTIMS OF DOMESTIC ABUSE	3,500
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	30,000
AMERICAN CANCER SOCIETY 250 WILLIAMS ST ATLANTA, GA 30303	NONE		FOR SUPPORT OF FIGHTING CANCER	71
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD ST ALEXANDRIA, LA 22311	NONE		FOR SUPPORT OF FIGHTING DIABETES	500
AMERICAN FILM FESTIVAL 2021 NORTH WESTERN AVE LOS ANGELES, CA 90027	NONE		FOR SUPPORT OF FILM FESTIVAL	3,800
ARROW CHILD & FAMILY MINISTRIES 2929 FM 2920 SPRING, TX 77388	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	15
ASIA SOCIETY 1370 SOUTHMORE BLVD HOUSTON, TX 77080	NONE		TO PROMOTE ASIAN CULTURE	5,000
BAYLOR COLLEGE OF MEDICINE 1 BAYLOR PLZ HOUSTON, TX 77030	NONE		TO AID MEDICAL SCHOOL	4,100
BOYS AND GIRLS CLUB 1275 PEACHTREE ST NE ATLANTA, GA 30309	NONE		TO HELP YOUTH CREATE ASPIRATIONS FOR THE FUTURE	1,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS RD HOCKLEY, TX 77447	NONE		TO HELP NEGLECTED CHILDREN	2,500
BRILLIANT LECTURE SERIES 2400 AUGUST DR HOUSTON, TX 77057	NONE		TO EDUCATE AND INSPIRE	9,800
BROOKWOOD COMMUNITY 1752 FM 1489 BRROKSHIRE, TX 77423	NONE		FOR SUPPORT OF THOSE WITH DISABILITIES	3,000
CAMH 5216 MONTROSE BLVD HOUSTON, TX 77006	NONE		TO SUPPORT CONTEMPORARY ARTS MUSEUM	875
CHILDREN AT RISK 2900 WESLAYAN 400 HOUSTON, TX 77027	NONE		TO DRIVE CHANGE FOR CHILDREN	3,500
CLAYTON DOBNEY FOUNDATION 6500 GREENVILLE AVE 342 DALLAS, TX 75206	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	1,000
CRISIS INTERVENTION OF HOUSTON INC 3701 KIRBY DRIVE SUITE 540 HOUSTON, TX 77098	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	5,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY ST HOUSTON, TX 77010	NONE		TO HELP MAINTAIN URBAN PARK	12,500
EASTER SEALS DISABILITY SERVICES 4500 BISSONNET STE 340 BELLAIRE, TX 77401	NONE		FOR SUPPORT OF THOSE WITH DISABILITIES	7,500
ERJCC 5601 S BRAESWOOD HOUSTON, TX 77096	NONE		TO INCREASE FITNESS	5,000
FOTO FAST 2100 ELEVEN GREEN PLAZA HOUSTON, TX 77046	NONE		TO PROMOTE PHOTOGRAPHY	3,000
FRANCISCAN LIFE CENTER 271 FINCH AVE MERIDEN, CT 06451 2715	NONE		FOR SUPPORT OF CHILDREN, FAMILIES & INDIVIDUALS IN C	9,460
GIRLS INC OF GREATER HOUSTON 1235 NORTH LOOP WEST HOUSTON, TX 77008	NONE		TO HELP GIRLS BUILD CAPABILITIES	2,500
GLASSTINE FRESH ARTS COALITION PO BOX 66494 HOUSTON, TX 77266	NONE		TO PROMOTE THE ARTS	2,500
HARVARD LAW SCHOOL FUND 1563 MASSACHUSETTS AVE CAMBRIDGE, MA 02138	NONE		TO AID HARVARD LAW SCHOOL	1,000
HCHD FDN 2525 HOLLY HALL 292 HOUSTON, TX 77054	NONE		TO SUPPORT THE HARRIS HEALTH SYSTEM	500
HERMAN PARK CONSERVANCY 6201-A GOLF COURSE DRIVE HOUSTON, TX 77030	NONE		FOR SUPPORT OF EDUCATION & CONSERVATION	4,955
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 77004	NONE		TO SUPPORT THE HOLOCAUST MUSEUM	11,000
HOSPITAL FOR SPECIAL SURGERY 535 E 70TH ST NEW YORK, NY 10065	NONE		TO SUPPORT THE HOSPITAL FOR SPECIAL SURGERY	5,000
HOUSTON A PLUS CHALLENGE 2700 SOUTHWEST FREEWAY HOUSTON, TX 77098	NONE		TO CHANGE PUBLIC SCHOOLS	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
HOUSTON ACHIEVEMENT PLACE 236 WEST 17TH ST HOUSTON, TX 77008	NONE		TO HELP CHILDREN AND FAMILIES	3,000
HOUSTON BALLET 1921 W BELL HOUSTON, TX 77019	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	10,000
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN ST HOUSTON, TX 77002	NONE		TO ADVANCE EDUCATION OF CRAFT	10,000
HOUSTON CINEMA ARTS SOCIETY 4409 MONTROSE BLVD STE 150 HOUSTON, TX 77006	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	3,730
HOUSTON FOOD BANK 535 PORTWALL HOUSTON, TX 77029	NONE		TO FEED HUNGRY	4,977
HOUSTON GRAND OPERA 510 PRESTON STREET HOUSTON, TX 770021594	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	142,854
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	NONE		TO AID PATIENTS	2,500
HOUSTON RONALD MCDOLAND HOUSE 1907 HOLCOMBE BLVD HOUSTON, TX 77030	NONE		TO OFFER FAMILIES SUPPORT	5,000
HOUSTON SYMPHONY 615 LOUISIANA STREET SUITE 100 HOUSTON, TX 77002	NONE		TO SUPPORT THE HOUSTON SYMPHONY	12,500
HUMAN RIGHTS WATCH 350 FIFTH AVE NEW YORK, NY 10118	NONE		TO PROTECT HUMAN RIGHTS	1,000
I AM WATERS FOUNDATION 3262 WESTHEIMER RD BOX 229 HOUSTON, TX 77098	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	5,000
ICAA TEXAS PO BOX 600211 DALLAS, TX 75360	NONE		TO ADVANCE CLASSICAL TRADITION	2,500
INPRINT 1520 WEST MAIN HOUSTON, TX 77006	NONE		TO PROMOTE LITERARY ARTS	5,000
INSPIRE WOMEN 1415 SOUTH VOSS HOUSTON, TX 77057	NONE		TO INVEST IN WOMEN TO CHANGE THE WORLD	4,960
INTERFAITH MINISTRIES FOR GREATER HOUSTON 3217 MONTROSE BLVD HOUSTON, TX 77006	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	14,500
KIPP INC 10711 KIPP WAY HOUSTON, TX 77099	NONE		TO SUPPORT THE KIPP SCHOOL	4,800
LEGACY COMMUNITY HEALTH SERVICES 215 WESTHEIMER HOUSTON, TX 77006	NONE		FOR SUPPORT OF HEALTH SERVICES	2,500
LEMONADE DAY 1245 MAIN ST HOUSTON, TX 77099	NONE		TO SUPPORT EXPERIMENTAL LEARNING PROGRAM	1,000
MARCH OF DIMES 3000 WESLAYAN SUITE 100 HOUSTON, TX 77027	NONE		FOR SUPPORT OF HEALTH & RESEARCH	5,000
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL DR HOUSTON, TX 77007	NONE		TO SUPPORT MEMORIAL PARK	25,000
MILLER THEATRE ADVISORY BOARD 6000 HERMANN PARK DR HOUSTON, TX 77030	NONE		TO SUPPORT MILLER OUTDOOR THEATRE	1,750
NEWARK ACADEMY 91 SOUTH ORANGE AVENUE LIVINGSTON, NJ 070394989	NONE		FOR SUPPORT OF EDUCATION	1,000
PARKSIDE SCHOOL 48 WEST 74 TH ST NEW YORK, NY 10023	NONE		TO SUPPORT THE PARKSIDE SCHOOL	8,500
PINK RIBBONS PROJECT 2449 SOUTH BLVD 100 HOUSTON, TX 77098	NONE		TO PROMOTE BREAST CANCER AWARENESS	1,000
POINTS OF LIGHT INSTITUTE 600 MEANS STREET NW SUITE 210 ATLANTA, GA 30318	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	25,000
RFS5561 MEMORIAL DR STONE MOUNTAIN, GA 30083	NONE		TO AID REFUGEES	2,500
RUTH MILD MEMORIAL 3421 MAIN ST HOUSTON, TX 77027	NONE		TO PROMOTE MEMORY OF RUTH MILD	5,000
SEARCH 2515 FANNIN HOUSTON, TX 77002	NONE		TO SUPPORT THE HOMELESS	2,400
SIGHT INTO SOUND 3935 ESSEX LANE HOUSTON, TX 77027	NONE		TO SUPPORT THE BLIND	3,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA STREET SUITE 100 HOUSTON, TX 77002	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	7,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SOS FIRE DONATION1001 CONNECTICUT WASHINGTON, DC 20036	NONE		TO AID CHILDREN	1,000
SOUTHAMPTON TOWN CIVIC CLUB 1333 MAIN ST HOUSTON, TX 77003	NONE		TO MAINTAIN SOUTHAMPTON DISTRICT IN HOUSTON, TEXAS	500
SPECIAL OLYMPICS10700 NORTHWEST FREEWAY HOUSTON, TX 77092	NONE		FOR SUPPORT OF SPECIAL OLYMPICS	1,500
ST LUKES EPISCOPAL2505 FANNIN HOUSTON, TX 77002	NONE		TO PROVIDE HOMELESS CARE	4,450
TAMMY PILLIS MEMORIAL POKER RUN3424 MAIN ST HOUSTON, TX 77002	NONE		TO AID IN CHARITY TOURNAMENT	5,000
TEXAS CHILDREN'S HOSPITALPO BOX 300630 HOUSTON, TX 772300630	NONE		FOR SUPPORT OF HEALTH & RESEARCH	1,015,000
TEXAS LYCEUM6046 AZALEA LANE DALLAS, TX 75230	NONE		TO DEVELOP NEXT GENERATION OF LEADERSHIP	1,000
THE ARBOR SCHOOL1635 BLALOCK HOUSTON, TX 77002	NONE		TO AID SCHOOL	15,000
THE ASPEN INSTITUTE1 DUPONT CIRCLE WASHINGTON, DC 20036	NONE		TO ENLIGHTEN LEADERSHIP	5,000
THE BLUE BIRD CIRCLE615 WEST ALABAMA HOUSTON, TX 77006	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	12,000
THE CENTER FOUNDATION3550 WEST DALLAS HOUSTON, TX 77019	NONE		TO AID DEVELOPMENT DISABLED PEOPLE	5,000
THE CITY PARKS FOUNDATION830 5TH AVE NEW YORK, NY 10065	NONE		TO IMPROVE PARKS	1,000
THE COUNCIL ON ALCOHOL AND DRUGSPO BOX 2768 HOUSTON, TX 77252	NONE		FOR SUPPORT OF EDUCATION & THOSE IN CRISIS	10,000
THE JUNG CENTER5200 MONTROSE HOUSTON, TX 77006	NONE		FOR SUPPORT OF EDUCATION	1,000
THE MENIL FOUNDATION INC1515 BRANARD HOUSTON, TX 77006	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	750
THE METHODIST HOSPITAL FOUNDATION6565 FANNIN ST HOUSTON, TX 77030	NONE		TO AID METHODIST HOSPITAL	4,600
THE MUSEUM OFFINE ARTS HOUSTON1001 BISSONNET HOUSTON, TX 77005	NONE		FOR SUPPORT OF ARTISTIC ENDEAVORS	6,800
THE PERIWINKLE FOUNDATION 3000 RICHMOND AVENUE SUITE 340 HOUSTON, TX 77098	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	10,000
THE SALVATION ARMY1500 AUSTIN STREET HOUSTON, TX 77002	NONE		FOR SUPPORT OF CHILDREN & FAMILIES IN CRISIS	2,500
THEATRE UNDER THE STARS800 BAGBY ST HOUSTON, TX 77002	NONE		TO AID THEATRE	2,000
TREES OF HOPE3330 AUDLEY HOUSTON, TX 77098	NONE		TO AID HOUSTON HOMELESS	2,500
WPDP1801 LOUISVILLE RD FRANKFORT, KY 40601	NONE		TO AID PEOPLE ENTERING WORKFORCE	2,500
YOUTH DEVELOPMENT CENTER 7725 SANDRA STREET HOUSTON, TX 77016	NONE		FOR SUPPORT OF CHILDREN'S ACTIVITIES	9,700
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,588,347</b>

**TY 2011 Investments Corporate  
Stock Schedule****Name:** PETRELLO FAMILY FOUNDATION**EIN:** 01-0559509

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
PLAINS EXPLORATION & PRODUCTION CO	844,292	879,500
WEATHERFORD INTL LTD NEW	311,445	252,600
ENSCO INTERNATIONAL, INC	565,704	422,730
NATIONAL OILWELL VARCO, INC.	775,508	2,114,599
EXXON MOBILE CORP	571,489	561,767

## TY 2011 Mortgages and Notes Payable Schedule

**Name:** PETRELLO FAMILY FOUNDATION

**EIN:** 01-0559509

### Total Mortgage Amount:

<b>Item No.</b>	1
<b>Lender's Name</b>	MORGAN STANLEY PRIVATE WEALTH MANAGEMENT
<b>Lender's Title</b>	
<b>Relationship to Insider</b>	NONE
<b>Original Amount of Loan</b>	
<b>Balance Due</b>	2570885
<b>Date of Note</b>	
<b>Maturity Date</b>	
<b>Repayment Terms</b>	
<b>Interest Rate</b>	0.700000000000
<b>Security Provided by Borrower</b>	STOCKS
<b>Purpose of Loan</b>	MARGIN LOAN
<b>Description of Lender Consideration</b>	STOCKS & BONDS
<b>Consideration FMV</b>	

## TY 2011 Substantial Contributors Schedule

**Name:** PETRELLO FAMILY FOUNDATION

**EIN:** 01-0559509

Name	Address
ANTHONY G CYNTHIA A PETRELLO	515 WEST GREENS RD SUITE 1200 HOUSTON, TX 77067