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Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning 12/01/11, and ending 11/30/12

Name of foundation CONELY FOUNDATION		A Employer identification number 27-1555970
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 131053	Room/suite	B Telephone number (see instructions) 713-409-5005
City or town, state, and ZIP code HOUSTON TX 77219-1053		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 922,761	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, 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	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,479	18,474		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,678			
	b Gross sales price for all assets on line 6a 866,046				
	7 Capital gain net income (from Part IV, line 2)		23,678		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	225	225			
12 Total. Add lines 1 through 11	42,382	42,377	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 2	875	438		437
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 3	9,262	4,631		4,631
	24 Total operating and administrative expenses. Add lines 13 through 23	10,137	5,069	0	5,068
25 Contributions, gifts, grants paid	26,800			26,800	
26 Total expenses and disbursements. Add lines 24 and 25	36,937	5,069	0	31,868	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,445				
b Net investment income (if negative, enter -0-)		37,308			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14,964	30,344	30,344
	2	Savings and temporary cash investments			
	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 ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 4	679,416	574,592	582,830
	c	Investments—corporate bonds (attach schedule) See Stmt 5		100,239	104,285
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 6	209,356	204,006	205,302
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	903,736	909,181	922,761	
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. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	903,736	909,181		
30	Total net assets or fund balances (see instructions)	903,736	909,181		
31	Total liabilities and net assets/fund balances (see instructions)	903,736	909,181		

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)	1 903,736
2	Enter amount from Part I, line 27a	2 5,445
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 909,181
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 909,181

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 Worksheet				
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				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
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 23,678
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 -6,935

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	45,303	564,108	0.080309
2009	12,512	313,675	0.039888
2008			
2007			
2006			
2 Total of line 1, column (d)			2 0.120197
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 0.060099
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 895,385
5 Multiply line 4 by line 3			5 53,812
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 373
7 Add lines 5 and 6			7 54,185
8 Enter qualifying distributions from Part XII, line 4			8 31,868
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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	746
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	746
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	746
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	490
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	490
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	256
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	N/A	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	N/A	
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) <input type="checkbox"/> 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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MARK CONELY P.O. BOX 131053 Located at ▶ HOUSTON TX Telephone no ▶ 713-409-5005 ZIP+4 ▶ 77219-1053			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK CONELY HOUSTON TX 77219 PO BOX 131053	PRESIDENT, T 1.00	0	0	0
LAURA DEVRIES-CONELY HOUSTON TX 77219 PO BOX 131053	VICE-PRESIDE 1.00	0	0	0
LAURA BODENHEIMER HOUSTON TX 77219 PO BOX 131053	DIRECTOR 1.00	0	0	0
IAN CAIN HOUSTON TX 77219 PO BOX 131053	DIRECTOR 1.00	0	0	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				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	869,023
b	Average of monthly cash balances	1b	39,997
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	909,020
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	909,020
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	13,635
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	895,385
6	Minimum investment return. Enter 5% of line 5	6	44,769

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	44,769
2a	Tax on investment income for 2011 from Part VI, line 5	2a	746
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	746
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,023
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	44,023
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	44,023

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	31,868
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	31,868
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	31,868

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				44,023
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				15,051
f Total of lines 3a through e	15,051			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 31,868				
a Applied to 2010, but not more than line 2a				
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				31,868
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))	12,155			12,155
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,896			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
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	2,896			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				2,896
e Excess from 2011				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				
b	Check box to indicate whether the foundation 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				(e) Total
	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))
N/A
- 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
N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number of the person to whom applications should be addressed
N/A
- b** The form in which applications should be submitted and information and materials they should include
N/A
- c** Any submission deadlines
N/A
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 7				26,800
Total			▶ 3a	26,800
b Approved for future payment N/A				
Total			▶ 3b	

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2011

For calendar year 2011, or tax year beginning **12/01/11**, and ending **11/30/12**

Name

Employer Identification Number

CONELY FOUNDATION

27-1555970

(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.)
(1) 497.68 SHS TEMPLETON FOREIGN FD-ADV	P	02/13/12	02/16/12
(2) 72 SHS SPDR DJ WILSHIRE INTERNATIONAL	P	02/09/12	02/16/12
(3) 793.15 SHS T ROWE PRICE BLUE CHIP GR	P	02/13/12	02/16/12
(4) 499.82 SHS AIM INTERNATIONAL GROWTH-Y	P	02/13/12	02/21/12
(5) 30 SHS MEDCO HEALTH SOLUTIONS INC	P	02/16/12	02/29/12
(6) 12 SHS AMAZON COM INC	P	02/16/12	02/29/12
(7) 21.91 SHS WF ADV INDEX FUND-ADMIN88	P	02/13/12	03/01/12
(8) 9768.94 SHS TEMPLETON FOREIGN FD - A	P	02/13/12	03/01/12
(9) 860.34 SHS T ROWE PRICE BLUE CHIP GR	P	02/13/12	03/01/12
(10) 1939.13 SHS AIM INTERNATIONAL GROWTH	P	02/13/12	03/01/12
(11) 23 SHS SANDISK CORP COM	P	02/29/12	05/03/12
(12) 1 SHS CEF ISHARES S&P SMALL CAP 600	P	02/16/12	05/03/12
(13) 100 SHS ISHARES TR SMALLCAP 600 INDE	P	03/01/12	05/03/12
(14) 60 SHS ISHARES TR SMALLCAP 600 INDEX	P	02/16/12	05/03/12
(15) 30 SHS SANDISK CORP COM	P	03/01/12	05/03/12

(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)
(1) 3,220		3,210	10
(2) 2,564		2,600	-36
(3) 34,272		34,177	95
(4) 13,730		13,570	160
(5) 2,022		1,895	127
(6) 2,169		2,127	42
(7) 1,018		1,000	18
(8) 64,866		63,010	1,856
(9) 37,958		37,072	886
(10) 54,102		52,648	1,454
(11) 848		1,162	-314
(12) 82		81	1
(13) 7,538		7,520	18
(14) 4,523		4,512	11
(15) 1,106		1,505	-399

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))
(1)			10
(2)			-36
(3)			95
(4)			160
(5)			127
(6)			42
(7)			18
(8)			1,856
(9)			886
(10)			1,454
(11)			-314
(12)			1
(13)			18
(14)			11
(15)			-399

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2011

For calendar year 2011, or tax year beginning **12/01/11**, and ending **11/30/12**

Name

Employer Identification Number

CONELY FOUNDATION

27-1555970

(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.)
(1) 20 SHS WATERS CORP	P	02/16/12	05/29/12
(2) 20 SHS WATERS CORP	P	03/01/12	05/29/12
(3) 40 SHS COOPER INDUSTRIES PLC NEW IRE	P	02/16/12	05/29/12
(4) 50 SHS COOPER INDUSTRIES PLC NEW IRE	P	03/01/12	05/29/12
(5) .18 SHS COMPANHIA DE BEBIDAS-BRF ADR	P	02/16/12	06/21/12
(6) .22 SHS COMPANHIA DE BEBIDAS-PRF ADR	P	03/01/12	06/21/12
(7) 65 SHS FMC TECHNOLOGIES INC	P	02/16/12	08/15/12
(8) 85 SHS FMC TECHNOLOGIES INC 030112	P	03/01/12	08/15/12
(9) 35 SHS MCDONALDS CORP	P	02/16/12	08/24/12
(10) 50 SHS MCDONALDS CORP	P	03/01/12	08/24/12
(11) 20 SHS GOLDMAN SACHS GROUP INC	P	02/16/12	10/01/12
(12) 20 SHS GOLDMAN SACHS GROUP INC	P	03/01/12	10/01/12
(13) 45 SHS NETAPP INC	P	02/16/12	10/01/12
(14) 60 SHS NETAPP INC	P	03/01/12	10/01/12
(15) 25 SHS SCHLUMBERGER LTD	P	02/16/12	03/30/12

(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)
(1) 1,649		1,758	-109
(2) 1,649		1,806	-157
(3) 2,850		2,426	424
(4) 3,562		3,076	486
(5) 1			1
(6) 1			1
(7) 3,072		3,288	-216
(8) 4,017		4,338	-321
(9) 3,107		3,469	-362
(10) 4,439		4,974	-535
(11) 2,359		2,246	113
(12) 2,359		2,395	-36
(13) 1,514		1,921	-407
(14) 2,019		2,594	-575
(15) 1,735		1,735	

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))
(1)			-109
(2)			-157
(3)			424
(4)			486
(5)			1
(6)			1
(7)			-216
(8)			-321
(9)			-362
(10)			-535
(11)			113
(12)			-36
(13)			-407
(14)			-575
(15)			

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
For calendar year 2011, or tax year beginning 12/01/11 , and ending 11/30/12		

Name **CONELY FOUNDATION** Employer Identification Number **27-1555970**

(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.)
(1) 135 SHS TCW SMALL CAP GROWTH FUND-I4	P	07/08/12	02/09/12
(2) 697.26 SHS WF ADV CAPITAL GROWTH FUN	P	03/10/11	02/09/12
(3) 3352.17 SHS WELLS FARGO ADV DIV INTL	P	03/10/11	02/09/12
(4) 4594.17 SHS WELLS FARGO ADV DI	P	07/08/11	02/09/12
(5) 1286.9 SHS WF ADV CAPITAL GROWTH FUN	P	07/08/11	02/09/12
(6) 135 SHS KEELEY SMALL CAP CAL FD CL 1	P	07/08/11	02/09/12
(7) 487 SHS WF ADV SHORT TERM BOND FUND-	P	07/08/11	02/09/12
(8) 65 SHS GOLDMAN SACHS GRTH OPP FD-I 1	P	07/08/11	02/09/12
(9) 28.17 SHS TCW SMALL CAP GROWTH FUND-	P	03/10/11	02/16/12
(10) 25.17 SHS KEELEY SMALL CAP CAL FD CL	P	03/10/11	02/16/12
(11) 58.54 SHS JP MORGAN MID CAP VALUE-I	P	03/10/11	02/16/12
(12) 178.26 SHS WELLS FARGO ADV EMG MK E-	P	03/10/11	02/16/12
(13) 488.85 SHS WF ADV C&B LARGE CAP VAL-	P	03/10/11	02/16/12
(14) 93.56 SHS WF ADV INDEX FUND-ADMIN 88	P	03/10/11	02/16/12
(15) 300 SHS SPDR DJ WILSHIRE INTERNATION	P	03/08/11	02/16/12

(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)
(1) 4,018		4,339	-321
(2) 12,090		11,700	390
(3) 33,857		35,600	-1,743
(4) 46,401		50,536	-4,135
(5) 22,315		22,907	-592
(6) 3,522		3,704	-182
(7) 4,261		4,281	-20
(8) 1,609		1,682	-73
(9) 850		866	-16
(10) 661		648	13
(11) 1,498		1,414	84
(12) 4,036		4,125	-89
(13) 4,141		4,087	54
(14) 4,292		4,259	33
(15) 10,684		11,873	-1,189

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-321
(2)			390
(3)			-1,743
(4)			-4,135
(5)			-592
(6)			-182
(7)			-20
(8)			-73
(9)			-16
(10)			13
(11)			84
(12)			-89
(13)			54
(14)			33
(15)			-1,189

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
For calendar year 2011, or tax year beginning 12/01/11 , and ending 11/30/12		

Name CONELY FOUNDATION	Employer Identification Number 27-1555970
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(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.)
(1) 615 SHS SPDR DJ WILSHIRE INTERNATIONAL	P	07/08/11	02/16/12
(2) 2009.14 SHS WF ADV C & B LARGE CAP V	P	07/08/11	03/01/12
(3) 185.44 SHS WF ADV INDEX FUND-ADMIN 8	P	03/10/11	03/01/12
(4) 249.33 SHS WF ADV INDEX FUND-ADMIN 8	P	07/08/11	03/01/12
(5) 2178.62 SHS WF ADV C & B LARGE CAP C	P	03/10/11	03/01/12
(6) 68.62 SHS WELLS FARGO ADV EMG MK E-I	P	08/11/11	03/01/12
(7) 785.79 SHS WELLS FARGO ADV EMG MK E-	P	07/08/11	03/01/12
(8) 444.04 SHS WELLS FARGO ADV EMG MK E-	P	03/10/11	03/01/12
(9) 230.08 SHS TCW SMALL CAP GROWTH FUND	P	08/11/11	03/01/12
(10) 187.6 SHS TCW SMALL CAP GROWTH FUND-	P	07/08/11	03/01/12
(11) 196.33 SHS TCW SMALL CAP GROWTH FUND	P	03/10/11	03/01/12
(12) 231.12 SHS KEELEY SMALL CAP VAL FD C	P	08/11/11	03/01/12
(13) 222.72 SHS KEELEY SMALL CAP VAL FD C	P	07/08/11	03/01/12
(14) 231.24 SHS KEELEY SMALL CAP VAL FD C	P	03/10/11	03/01/12
(15) 198.06 SHS JP MORGAN MID CAP VALUE-I	P	08/11/11	03/01/12

(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)
(1) 21,902		24,705	-2,803
(2) 17,138		17,540	-402
(3) 8,617		8,441	176
(4) 12,981		13,271	-290
(5) 18,584		18,213	371
(6) 1,580		1,504	76
(7) 18,089		19,063	-974
(8) 10,222		10,275	-53
(9) 6,831		5,934	897
(10) 5,570		6,030	-460
(11) 5,826		6,034	-208
(12) 6,041		5,184	857
(13) 5,822		6,111	-289
(14) 6,045		5,952	93
(15) 5,094		4,343	751

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-2,803
(2)			-402
(3)			176
(4)			-290
(5)			371
(6)			76
(7)			-974
(8)			-53
(9)			897
(10)			-460
(11)			-208
(12)			857
(13)			-289
(14)			93
(15)			751

Capital Gains and Losses for Tax on Investment Income

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2011

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Name

Employer Identification Number

CONELY FOUNDATION

27-1555970

(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.)
(1) 226.84 SHS JP MORGAN MID CAP VALUE-I	P	07/08/11	03/01/12
(2) 301.71 SHS JP MORGAN MID CAP VALUE-I	P	03/10/11	03/01/12
(3) 210.41 SHS GOLDMAN SACHS GRTH OPP FD	P	08/11/11	03/01/12
(4) 128 SHS VANGUARD EMERGIN MERKETS ETF	P	03/08/11	03/01/12
(5) 233.87 SHS GOLDMAN SACHS GRTH OPP FD	P	03/10/11	03/01/12
(6) 319.68 SHS SACHS GRTH OPP FD-I 11	P	07/08/11	03/01/12
(7) 20 SHS WELLS FARGO ADV EMG MK E-INS	P	11/16/10	03/01/12
(8) 29.07 SHS WELLS FARGO ADV EMG MK E-I	P	01/09/11	03/01/12
(9) 2525.11 SHS WELLS FARGO ADV DIV INTL	P	07/12/10	02/09/12
(10) 75 SHS VANGUARD REIT VIPER	P	01/12/11	02/09/12
(11) 647.44 SHS WF ADV CAPITAL GROWTH FU-	P	01/12/11	02/09/12
(12) 1827.53 SHS WF ADV CAPITAL GROWTH FU	P	07/12/10	02/09/12
(13) 1958.57 SHS WELLS FARGO ADV DIV INTL	P	01/12/11	02/09/12
(14) 471 SHS WELLS FARGO ADV DIV INTL FD-	P	11/19/10	02/09/12
(15) 340.97 SHS TCW SMALL CAP GROWTH FUND	P	07/12/10	02/16/12

(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)
(1) 5,834		5,812	22
(2) 7,760		7,286	474
(3) 5,323		4,598	725
(4) 5,764		6,045	-281
(5) 5,917		5,800	117
(6) 8,088		8,273	-185
(7) 460		454	6
(8) 669		699	-30
(9) 25,504		22,473	3,031
(10) 4,692		4,126	566
(11) 11,227		11,000	227
(12) 31,689		24,177	7,512
(13) 19,782		20,800	-1,018
(14) 4,757		4,898	-141
(15) 10,284		7,921	2,363

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))
(1)			22
(2)			474
(3)			725
(4)			-281
(5)			117
(6)			-185
(7)			6
(8)			-30
(9)			3,031
(10)			566
(11)			227
(12)			7,512
(13)			-1,018
(14)			-141
(15)			2,363

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2011

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Name

Employer Identification Number

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27-1555970

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(1) 149.14 SHS KEELEY SMALL CAP VAL FD C	P	01/12/11	02/16/12
(2) 413.81 SHS KEELEY SMALL CAP VAL FD C	P	07/12/10	02/16/12
(3) 152.03 SHS JP MORGAN MID CAP VALUE-I	P	01/12/11	02/16/12
(4) 382.17 SHS JP MORGAN MID CAP VALUE-I	P	07/12/10	02/16/12
(5) 37.42 SHS GOLDMAN SACHS GRTH OPP FD-	P	01/12/11	02/16/12
(6) 454.83 SHS GOLDMAN SACHS GRTH OPP FD	P	07/12/10	02/16/12
(7) 120.92 SHS TCW SMALL CAP GROWTH FUN-	P	01/12/11	02/16/12
(8) 37 SHS SPDR DJ WILSHIRE INTERNATIONA	P	01/12/11	02/16/12
(9) 153.1 SHS WF ADV INDEX FUND-ADMIN 88	P	01/12/11	02/16/12
(10) 247.9 SHS WF ADV INDEX FUND-ADMIN 88	P	07/12/10	02/16/12
(11) 1061.52 WF ADV C&B LARGE CAP VAL-I 1	P	01/12/11	02/16/12
(12) 2693.79 SHS WF ADV C&B LARGE CAP VAL	P	07/12/10	02/16/12
(13) 688 SHS WELLS FARGO ADV EMG MK E-INS	P	10/08/10	02/16/12
(14) 136.32 SHS GOLDMAN SACHS GRTH OPP FD	P	01/12/11	03/01/12
(15) 158 SHS VANGUARD EMERGING MARKETS E	P	01/12/11	03/01/12

(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)
(1) 3,915		3,800	115
(2) 10,862		8,020	2,842
(3) 3,892		3,600	292
(4) 9,784		7,571	2,213
(5) 942		926	16
(6) 11,448		9,229	2,219
(7) 3,647		3,700	-53
(8) 1,318		1,442	-124
(9) 7,024		6,900	124
(10) 11,374		9,842	1,532
(11) 8,991		8,800	191
(12) 22,816		19,044	3,772
(13) 15,576		15,576	
(14) 3,449		3,374	75
(15) 7,115		7,690	-575

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))
(1)			115
(2)			2,842
(3)			292
(4)			2,213
(5)			16
(6)			2,219
(7)			-53
(8)			-124
(9)			124
(10)			1,532
(11)			191
(12)			3,772
(13)			
(14)			75
(15)			-575

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2011

For calendar year 2011, or tax year beginning **12/01/11**, and ending **11/30/12**

Name

Employer Identification Number

CONELY FOUNDATION

27-1555970

(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.)
(1) 15 SHS VANGUARD EMERGIN MARKETS E VW	P	11/19/10	03/01/12
(2) 329 SHS VANGUARD EMERGIN MARKETS E V	P	07/12/10	03/01/12
(3) 305.79 SHS WELLS FARGO ADV EMG MK E-	P	01/12/11	02/16/12
(4) 20 SHS WELLS FARGO ADV EMG MK E-INS	P	11/19/10	02/16/12
(5) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	02/29/12
(6) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	03/30/12
(7) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	04/30/12
(8) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	05/31/12
(9) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	06/29/12
(10) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	07/31/12
(11) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	08/31/12
(12) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	09/28/12
(13) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	10/31/12
(14) 1000 SHS ISHARES GOLD TRUST	P	01/02/12	11/30/12
(15) WELLS FARGO IMA ACCOUNT			

(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)
(1) 675		705	-30
(2) 14,815		13,213	1,602
(3) 6,923		7,355	-432
(4) 453		453	
(5) 3		3	
(6) 3		3	
(7) 3		3	
(8) 3		3	
(9) 3		3	
(10) 3		3	
(11) 3		3	
(12) 3		3	
(13) 4		3	1
(14) 3		3	
(15) 4,318			4,318

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))
(1)			-30
(2)			1,602
(3)			-432
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			1
(14)			
(15)			4,318

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
JP MORGAN ALERIAN INDEX	\$ 225	\$ 225	\$
Total	\$ 225	\$ 225	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX WITHHELD	\$ 875	\$ 438	\$	\$ 437
Total	\$ 875	\$ 438	\$ 0	\$ 437

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
BANK CHARGES	20	10	\$	10
MISCELLANEOUS	196	98		98
INVESTMENT MANAGEMENT FEES	8,094	4,047		4,047
OTHER FEES	952	476		476
Total	\$ 9,262	\$ 4,631	\$ 0	\$ 4,631

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STOCKS	\$	\$ 271,763	Cost	\$ 281,078
STOCKS MUTUAL FUNDS		302,829	Cost	301,752
DOMESTIC MUTUAL FUNDS	527,098			
INTERNATIONAL MUTUAL FUNDS	152,318			
Total	\$ 679,416	\$ 574,592		\$ 582,830

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FIXED INCOME MUTUAL FUNDS	\$	\$ 100,239	Cost	\$ 104,285
Total	\$ 0	\$ 100,239		\$ 104,285

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
REAL ASSET FUNDS	\$ 127,496	\$ 115,514	Cost	\$ 116,396
COMPLEMENTARY STRATEGIES FUNDS	81,860	88,492	Cost	88,906
Total	\$ 209,356	\$ 204,006		\$ 205,302

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
EQUALITY OF TEXAS FOUNDATION	AUSTIN TX 78768	NONE	PUBLIC	GENERAL FUNDS	1,200
KUHF HOUSTON PUBLIC RADIO	HOUSTON TX 77204	NONE	PUBLIC	GENERAL FUNDS	1,000
NATIONAL MS SOCIETY	NEW YORK NY 10017	NONE	PUBLIC	GENERAL FUNDS	250
RONALD MCDONALD HOUSE	HOUSTON TX 77030	NONE	PUBLIC	GENERAL FUNDS	6,000
UNIVERSITY OF ST THOMAS	HOUSTON TX 77006	NONE	PUBLIC	SCHOLARSHIPS	10,000
CARES FOUNDATION	UNION NJ 07083	NONE	PUBLIC	GENERAL FUNDS	1,000
ALZHEIMER'S ASSOCIATION	HOUSTON TX 77030	NONE	PUBLIC	GENERAL FUNDS	500
JDRF	HOUSTON TX 77057	NONE	PUBLIC	GENERAL FUNDS	200
CLIMB FOR CANCER	HOUSTON TX 77030	NONE	PUBLIC	GENERAL FUNDS	500
U OF HOUSTON COUGAR PRIDE	HOUSTON TX 77204-6002	NONE	PUBLIC	GENERAL FUNDS	150
THE SALVATION ARMY	HOUSTON TX 77080	NONE	PUBLIC	GENERAL FUNDS	1,000
AVENUE CDC	HOUSTON TX 77007	NONE	PUBLIC	GENERAL FUNDS	5,000
Total					<u>26,800</u>

Federal Statements

Tax-Exempt Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>InState Muni (\$ or %)</u>
	\$ 5		14		
Total	\$ 5				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
GROSS DIVIDENDS	\$ 18,474			14 TX	
Total	\$ 18,474				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. CONELY FOUNDATION C/O MARK CONELY	Employer identification number (EIN) or <input checked="" type="checkbox"/> 27-1555970
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 131053	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77219-1053	

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

MARK CONELY

- The books are in the care of ▶ **P.O BOX 131053 - HOUSTON, TX 77219**
Telephone No. ▶ **713-409-5005** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year _____ or
▶ tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**.

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

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

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

• 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 CONELY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 27-1555970
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 131053	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON TX 77219-1053	

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 **MARK CONELY** P.O. BOX 131053, HOUSTON TX 77219-1053
 Telephone No **713-522-8323** FAX No

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

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

- 4 I request an additional 3-month extension of time until **10/15/13**
- 5 For calendar year _____, or other tax year beginning **12/01/11**, and ending **11/30/12**
- 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
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	490
8b 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	\$	
8c 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	\$	490

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 **07/09/13**