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

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

2011

For calendar year 2011 or tax year beginning December 1 , 2011, **and ending** November 30 , 2012

Name of foundation THE LIPNICK FOUNDATION		A Employer identification number 74-6088087
Number and street (or P O box number if mail is not delivered to street address) 1717 St. James Place	Room/suite 245	B Telephone number (see instructions) 713-871-8310
City or town, state, and ZIP code Houston TX 77056		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 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) \$ 1,049,851	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 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	45,023	45,023	45,023	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82,030			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		82,030		
	8 Net short-term capital gain			58,813	
	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)	(8,670)	(8,670)	(8,670)		
12 Total. Add lines 1 through 11	118,383	118,383	95,166		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	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)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	141,400			141,400
26 Total expenses and disbursements. Add lines 24 and 25	141,400	0	0	141,400	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(23,017)				
b Net investment income (if negative, enter -0-)		118,383			
c Adjusted net income (if negative, enter -0-)			95,160		

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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			
	2 Savings and temporary cash investments	25,106	40,674	40,674
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	455,352	742,157	551,287
	c Investments—corporate bonds (attach schedule)	118,954	0	0
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0		
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ <u>partnerships</u>)	805,324	605,278	457,890	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item l)	1,404,736	1,388,109	1,049,851	
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	1,404,736	1,388,109		
31 Total liabilities and net assets/fund balances (see instructions)	1,404,736	1,388,109		

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	1,404,736
2	Enter amount from Part I, line 27a	2	(23,017)
3	Other increases not included in line 2 (itemize) ▶	3	6,390
4	Add lines 1, 2, and 3	4	
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	1,388,109

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 ATTACHED			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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			Long Term	23,217
b			Short Term	58,813
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 82,030
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3 58,813

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 11/11	175,805	1,235,262	14.23
2009 11/10	215,241	1,378,693	15.62
2008 11/09	120,909	1,341,320	9.01
2007 11/08	44,446	1,211,761	3.67
2006 11/07	6,622	65,428	10.12
2	Total of line 1, column (d)		2 52.65
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 10.53
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 1,092,585
5	Multiply line 4 by line 3		5 115,049
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,183
7	Add lines 5 and 6		7 116,232
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 141,400

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,184
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,069
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,069
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,885
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,885 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		N/A
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Elton S. Lipnick Telephone no ▶ 713-871-8310 Located at ▶ 1717 St. James Pl, Ste 245, Houston, TX ZIP+4 ▶ 77056			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> 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"/>	1b	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		X
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 type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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** 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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Elton S. Lipnick 1717 St. James Place, #245 Houston, TX 77056	Trustee as needed	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

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 None	
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 None	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.00

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	1,046,293
b	Average of monthly cash balances	1b	32,145
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,076,438
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,076,438
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	16,147
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,092,585
6	Minimum investment return. Enter 5% of line 5	6	54,629

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	54,629
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	54,629

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	141,400
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	141,400
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	141,400

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				54,629
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	3,351			
b From 2007	0			
c From 2008	53,843			
d From 2009	146,306			
e From 2010	114,968			
f Total of lines 3a through e	318,468			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 141,400				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				54,629
e Remaining amount distributed out of corpus	86,771			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	405,239			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	3,351			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	401,888			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	53,843			
c Excess from 2009	146,306			
d Excess from 2010	114,968			
e Excess from 2011	86,771			

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 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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))

Elton S. Lipnick

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 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)				
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED</p>		Public	Charitable	141,400
Total				▶ 3a 141,400
b <i>Approved for future payment</i>				
Total				▶ 3b

PART 1, LINE 11 SCHEDULE

1. Royalty income		\$3,566	
Severance tax	537		
Depletion	535		
Administration Exp.	<u>72</u>		
		(1,144)	\$2,422
2. Alliance Bernstein			1,056
3. Boardwalk Pipeline			(3,637)
4. Energy Transfer			(380)
5. Legacy Reserves			(1,252)
6. Linn Energy			(2,892)
7. Natural Resource			4,231
8. Penn Va Resource			(590)
9. QR Energy			193
10. Crestwood Pipeline			(7,047)
11. Eagle Rock			<u>(774)</u>
		TOTAL	\$ (8,670)

Part III, Line 3

Income Tax Overpayment	\$3,069
Adjustment to Broker's Cost	<u>3,321</u>
	<u>\$6,390</u>

PART II - LINE 10b

Equities: Common Stock			
Number of Shares	Holding	Cost	Value
7,552	Apollo Investment Corp.	78,823	61,247
1,000	Cliffs Nat Resources Inc	39,003	28,750
5,000	Commonwealth Reit	89,606	75,650
2,000	Corning Inc	35,485	24,460
1,000	Dow Chemical	36,691	30,190
1,000	Enerplus Corp Cad	24,277	13,280
3,000	Frontier Communications Corp	24,078	14,430
8,000	Penn West Pete Ltd New Cad	130,204	88,320
5,000	Petrobakken Energy Ltd Cl A	73,916	54,045
2,500	Pitney Bowes Inc	49,050	27,975
4,000	Prospect Capital Corp	41,682	42,120
3,000	Tronox Ltd	69,751	46,440
500	W P Carey Inc Reit	24,641	24,260
4,000	Willbros Group Inc	24,950	20,120
	Total	\$742,157	\$551,287

PART II - LINE 15

Equities: Other Equity Investments			
4,500	Alliance Bernstein Hldg LP	116,919	79,110
2,000	Boardwalk Pipeline Partners LP	66,288	51,580
3,000	Crestwood Midstream Partners L	78,540	70,020
2,000	Cross Timbers Royalty Tr	83,375	53,040
3,500	Legacy Reserves LP Unit LTD	107,578	86,100
3,000	Natural Resource Partners LP	89,620	55,890
1,500	Northern Tier Energy LP MLP	34,231	34,950
2,000	Permian Basin Royalty Tr UBI	28,725	27,200
	Total	\$605,278	\$457,890

Realized gain/loss

from 12/01/2011 to 11/30/2012

PART IV - 10/4

	CJSIP	Symbo	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)
AMER INTL GROUP 05.850% 011618 JTD121207 FC071608 MFD TRM NTS	02687QCG0		75,000.00	2/27/2011	74,142.75	02/08/2012	75,935.75	5,793.00
ANADARKO PETROLEUM CORP	032511107	APC	1,000.00	08/21/2012	70,523.24	11/06/2012	72,332.93	1,809.59
ANNALY CAPITAL MANAGEMENT NC REIT	035710409	NLY	1,500.00	1/29/2011	23,955.04	12/14/2011	23,967.47	12.43
ANNALY CAPITAL MANAGEMENT NC REIT	035710409	NLY	1,000.00	1/29/2011	5,970.02	12/27/2011	16,121.87	151.85
ANNALY CAPITAL MANAGEMENT NC REIT	035710409	NLY	500.00	1/29/2011	7,985.01	12/27/2011	8,028.90	43.89
APOLLO GLOBAL MANAGEMENT CORP	03761L106	AINV	1,500.00	1/15/2011	9,545.46	12/05/2011	70,435.65	810.19
APOLLO INVESTMENT CORP	03761L106	AINV	134.00	07/06/2011	1,394.94	07/10/2012	1,042.15	-352.79
APOLLO INVESTMENT CORP	03761L106	AINV	278.00	06/04/2011	2,096.12	07/10/2012	2,162.08	65.96
APOLLO INVESTMENT CORP	03761L106	AINV	319.00	01/04/2012	2,172.93	07/10/2012	2,480.95	308.02
APOLLO INVESTMENT CORP	03761L106	AINV	214.00	04/03/2012	1,613.98	07/10/2012	1,664.33	50.35
APOLLO INVESTMENT CORP	03761L106	AINV	211.00	07/05/2012	1,661.24	07/10/2012	1,641.01	-20.23
BEST BUY CO INC B/E 05.500% 031521 CTD031111 CALL@ MAKE-WHOLE+30BP	086516AL5		25,000.00	01/12/2012	23,553.00	03/06/2012	24,335.75	782.75
BEST BUY CO INC B/E 05.500% 031521 CTD031111 CALL@ MAKE-WHOLE+30BP	086516AL5		46,000.00	04/11/2012	43,245.25	05/08/2012	43,234.75	-10.50
BEST BUY CO INC B/E 05.500% 031521 CTD031111 CALL@ MAKE-WHOLE+30BP	086516AL5		20,000.00	06/22/2012	8,905.25	08/06/2012	18,709.15	1,996.10
CAPSTEAD MTG CORP NEW 2001 REITS	14067E506	CMO	2,500.00	09/01/2011	33,388.32	04/26/2012	33,554.17	165.85
CENTURYLINK INC	156700106	CTL	1,000.00	04/19/2011	39,525.97	07/13/2012	40,003.73	477.76
CENTURYLINK INC	156700106	CTL	1,000.00	04/19/2011	39,656.59	07/13/2012	40,003.73	347.14
CLIFFS NAT. RESOURCES INC	18683K101	CLF	1,000.00	09/27/2012	39,825.51	10/16/2012	42,268.40	2,442.89
COMPUTER SCIENCES CORP 06.500% 031518 DTD031509 FC091509 M/W +50BP	205363AL8		30,000.00	01/18/2012	30,209.25	02/23/2012	31,847.25	1,638.00
COUNTRYWIDE HOME LN INC 06.000% 012418 DTD012403 FC072403 M/W SER K B/E	222371ANG3		20,000.00	1/07/2011	9,405.25	04/25/2012	15,796.75	3,991.50
CREDIT SUISSE NY BR INTS 06.000% 021518 DTD021908 FC081508	22541HCC4		50,000.00	2/07/2011	49,603.75	01/24/2012	51,514.75	1,911.00
DEERE AND CO	244199105	DE	1,000.00	08/29/2012	73,761.26	09/07/2012	77,182.54	3,421.28
DIAMOND OFFSHORE DRILLING INC	25271C102	DO	300.00	02/08/2010	25,934.25	03/16/2012	21,447.74	-5,486.51
DIAMOND OFFSHORE DRILLING INC	25271C102	DO	300.00	04/26/2010	25,726.45	03/16/2012	21,447.74	-4,278.71
EAGLE ROCK ENERGY PARTNERS LTD	26985R104	EROC	2,500.00	05/03/2012	24,551.10	10/05/2012	25,039.49	488.39

Realized gain/loss - from 12/01/2011 to 11/30/2012 (continued)

2 of 4

	CJSIP	Symbo	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)
EAGLE ROCK ENERGY PARTNERS LTD	26985R104	EROC	2,500.00	07/17/2012	24,149.43	10/05/2012	25,039.49	890.06
EL PASO PIPELINE PARTNERS LP UNITS REPSTG LTD PARTNER INTS	283702108	EPE	2,500.00	09/11/2012	85,423.32	09/14/2012	87,969.85	1,546.53
ENERGY TRANSFER PARTNERS LP MLP	29273R109	ETP	1,000.00	06/02/2011	47,706.59	01/26/2012	48,981.45	1,274.86
ENERGY TRANSFER PARTNERS LP MLP	29273R109	ETP	500.00	08/02/2011	24,229.87	01/26/2012	24,490.72	260.85
ENERPLUS CORP CAD	29276E102	ERF	2,000.00	08/24/2012	31,710.65	11/02/2012	32,162.02	451.37
GENWORTH FINANCIAL INC 07.200% 021521 DTD112210 FC021511	37247DAN6		50,000.00	03/28/2011	50,178.25	09/08/2012	49,147.81	-1,030.44
GENWORTH FINANCIAL INC 07.200% 021521 DTD112210 FC021511	37247DAN6		21,000.00	01/24/2012	20,522.25	09/08/2012	20,642.08	119.83
GENWORTH FINANCIAL INC 07.200% 021521 DTD112210 FC021511	37247DAN6		29,000.00	01/24/2012	28,369.25	09/08/2012	28,505.73	136.48
GENWORTH FINANCIAL INC 07.200% 021521 DTD112210 FC021511	37247DAN6		20,000.00	04/25/2012	19,705.25	09/08/2012	19,689.13	-16.12
GENWORTH FINANCIAL INC 07.700% 061520 DTD062410 CALL @ MW 1658P	37247DAM8		50,000.00	07/22/2011	49,370.25	05/02/2012	50,994.75	1,624.50
GEORGIA GULF CORP NEW *NAME CHANGE: D1/2013*	37320C302		1,000.00	06/28/2011	24,332.91	01/11/2012	22,463.02	-1,869.89
GOLDMAN SACHS GROUP INC	38141C104	GS	300.00	1/18/2011	27,711.25	12/02/2011	29,174.18	1,462.93
GOLDMAN SACHS GROUP INC 05.250% 072721 DTD072711 FC012712 BE	38141GFCQ1		50,000.00	04/11/2012	49,315.75	04/30/2012	50,583.25	1,267.50
JEFFRIES GROUP NC B/E 6.875% 041521 DTD052810 CALL @ MW +50BP	472319AH5		50,000.00	05/08/2012	51,305.25	07/24/2012	51,819.75	514.50
JEFFRIES GROUP INC 05.125% 041318 DTD041311 CALL @ MW T-303P	472319A<8		60,000.00	06/26/2012	59,075.25	05/29/2012	61,016.85	1,941.60
JEFFRIES GROUP INC 05.125% 041318 DTD041311 CALL @ MW T-303P	472319A<8		40,000.00	07/17/2012	39,505.25	05/29/2012	40,677.90	872.65
LASALLE FUNDING NTS 05.250% 091519 DTD092704 FC031505 CALLABLE	51803XGC7		75,000.00	02/08/2012	70,767.75	03/06/2012	74,994.75	4,227.00
LEXMARK INTL INC	529771107	LX<	1,500.00	08/27/2012	29,500.05	08/28/2012	31,386.34	1,786.29
LINN ENERGY LLC UNITS REPSTG LTD LIABILITY CO INTS	53602C100	LNE	1,000.00	03/01/2011	39,111.28	07/13/2012	39,276.78	165.50
LINN ENERGY LLC UNITS REPSTG LTD LIABILITY CO INTS	53602C100	LNE	1,000.00	04/20/2011	39,367.44	07/13/2012	39,270.78	-96.66
MEDICAL PROPERTIES TRUST INC REIT	58463.304	MPW	4,000.00	2/2/2011	38,558.55	12/27/2011	39,444.93	586.38
MORGAN STANLEY 05.625% 092319 DTD092309 FC032310 MW+35BP	61747YCJ2		100,000.00	03/06/2012	99,733.25	06/21/2012	99,419.75	313.50

Realized gain/loss - from 12/01/2011 to 11/30/2012 (continued)

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	CJSIP	Symbo	Quantity	Purchase date	Purchase amount (\$)	Sale date	Sale amount (\$)	Realized gain/(loss) (\$)
MORGAN STANLEY MVV+150P05.375% 101535 DTD102105 FC041506 NTS	517465BR9		30,000.00	2/27/2011	29,575.65	01/20/2012	30,309.75	734.10
NORTHERN TIER ENERGY LP MLP	665826103	NT	2,000.00	01/12/2012	40,471.19	11/06/2012	46,857.45	6,386.26
NORTHERN TIER ENERGY LP MLP	665826103	NT	1,500.00	11/14/2012	34,231.39	11/29/2012	34,222.15	-9.24
NYSE EURONEXT	629491101	NYX	1,000.00	04/30/2012	25,140.32	06/29/2012	25,200.60	-939.72
PENN VA RESOURCE PARTNERS L P *NAME CHANGE 08/2012* MLP	707884102		685.00	01/31/2011	8,585.81	04/11/2012	17,080.17	8,505.54
PENN VA RESOURCE PARTNERS L P *NAME CHANGE 08/2012* MLP	707884102		1,274.00	01/31/2011	34,114.95	04/11/2012	31,720.31	-2,394.64
PENN VA RESOURCE PARTNERS L P *NAME CHANGE 08/2012* MLP	707884102		1,420.00	03/09/2011	37,446.61	04/11/2012	35,905.76	-1,540.85
PENN VA RESOURCE PARTNERS L P *NAME CHANGE 08/2012* MLP	707884102		540.00	03/09/2011	4,240.27	04/11/2012	13,445.03	-795.24
PENN VA RESOURCE PARTNERS L P *NAME CHANGE 08/2012* MLP	707884102		1,080.00	04/28/2011	30,705.95	04/11/2012	27,308.60	-3,401.35
PENN WEST PETE LTD NEW CAD	707887105	PWE	500.00	04/26/2011	2,524.57	12/27/2011	10,066.15	-2,758.42
PENN WEST PETE LTD NEW CAD	707887105	PWE	1,500.00	09/20/2011	27,192.76	12/27/2011	30,198.43	3,005.67
PENN WEST PETE LTD NEW CAD	707887105	PWE	1,000.00	2/13/2011	8,584.25	12/27/2011	20,132.29	1,248.04
PETROBANKEN ENERGY LTD *MERGER EFF 01/2013* CL A CAD	716456109		3,000.00	07/17/2012	33,547.75	10/09/2012	42,705.72	8,357.37
PETROLOGISTICS LP MLP	71672L101	PDI	3,000.00	07/23/2012	33,455.09	07/31/2012	35,907.34	2,452.25
PETROLOGISTICS LP MLP	71672L101	PDI	2,000.00	07/25/2012	22,483.17	07/31/2012	23,938.22	1,455.05
POTASH CORP SASK INC CANADA CAD	73755L107	POT	1,000.00	2/5/2011	43,420.77	01/18/2012	45,085.63	1,664.86
QR ENERGY LP MLP	74734R108	QRE	2,000.00	03/08/2011	45,014.35	03/14/2012	46,676.07	661.72
REGENCY ENRGY PARTNERS LP UNITS REPSTG LTD PARTNER INT	758E5Y107	RGF	1,000.00	01/13/2010	25,251.54	12/01/2011	23,708.95	-1,542.59
REGENCY ENERGY PARTNERS LP UNITS REPSTG LTD PARTNER INT	758E5Y107	RGF	1,000.00	09/19/2011	22,207.99	12/01/2011	23,708.95	1,410.96
TENNECO INC	88034E105	TEA	1,000.00	04/30/2012	31,325.41	05/21/2012	31,477.40	151.99
TEPEX CORP DELA NEW	88077E103	TEX	1,000.00	05/17/2012	7,100.19	06/06/2012	17,538.21	438.02
TOTAL S A FRANCE SPON ADR	89151E109	TOT	500.00	06/12/2012	22,027.03	06/19/2012	22,061.77	34.74
WEINARTEN REALTY INVESTORS RBIT	948741103	WR	1,000.00	1/28/2011	20,401.06	12/07/2011	20,660.38	259.32
WHITING PETROLEUM CORP NEW	966387102	WLL	1,000.00	08/21/2012	45,430.85	09/05/2012	46,359.64	928.79
TOTAL REALIZED GAIN/(LOSS):					2,348,373.94		2,389,021.31	40,647.37

Report created on February 15, 2013

STG
LTK
TO P.4

58,883
18,166
40,647

Pag

FROM PAGE 3

\$40,647

ADDITIONAL LONG TERM GAINS DUE TO TAX BASIS
BEING LESS THAN BROKER COST BASIS

Eagle Rock	\$ 984	
Energy	7,964	
Linn	7,057	
PV	20,723	
QR	<u>4,655</u>	<u>41,383</u>
		<u>\$82,030</u>
	ST	58,813
	LT	<u>23,217</u>
		<u>\$82,030</u>

Attachment
Part XV
Supplementary Information
Page 1 of 4

Organization	Amount	Address (All addresses Houston unless otherwise indicated)
American Diabetes Association	500	2400 Augusta Dr.
American Friends of Magen David	300	352 Seventh Avenue, Suite 400 New York, NY 10001
American Heart Association	750	Box 9044, Toronto, OH 43964
American Jewish Committee	550	3355 W Alabama St.
American Printing House for the Blind	1,100	1839 Frankfort Ave Louisville, KY 40206
American Red Cross	1,700	P. O. Box 96454 Washington, DC 20090-6454
Anti-Defamation League	400	4635 Southwest Fwy
BRAC USA	1,200	11 East 44 th - 1600 New York, New York 10017
Braeburn Elementary School	100	7707 Rampart
Care	1,300	151 Ellis Street, NE Atlanta, GA 30303
Cherish Our Children International	200	Box 54007, 77254
Congregation K'Nesseth Israel	500	P. O. Box 702 Baytown, TX 77521
Congregation Beth Jacob	2,700	2401 Avenue K Galveston, Texas 77550
Congregation Beth Yeshurun	100	4525 Beechnut Street
Congregation B'nai Israel	16,750	3008 Avenue O Galveston, TX 77550
Congregation Emanu El	1,850	1500 Sunset
Count Me In	100	240 Central Park South Suite & 7GH New York, New York 10019
Feeding America	2,500	Box 9674 Washington, D.C. 20090-6749

Attachment
Part XV
Supplementary Information
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Organization	Amount	Address (All addresses Houston unless otherwise indicated)
Fisher House Foundation	2,500	111 Rockville Pike #420 Rockville, MD 20850
Grand 1894 Opera House	500	2020 Post Office St Galveston, TX 77550
Hadassah	1,200	50 West 58 Street New York NY 10019
Hall Cemetery	200	Box 87 Oldfield, MO 65720
Houston Area Parkinson Society	100	1475 W Gray St.
Houston Bar Foundation	500	1001 Fannin, Suite 1300
Houston Congregation for Reform Judaism	100	801 Bering Dr.
Houston Food Bank	900	3811 Eastex Freeway
Houston Hillel	15,200	1700 Bissonnet
Houston Holocaust Museum	250	5401 Caroline Street
Houston Humane Society	900	P. O. Box 450528
Houston Parks Board	100	300 North Post Oak Lane
Houston SPCA	900	900 Portway Drive
HSPVA Friends	100	4119 Montrose
Jewish Braille Institute International	1,200	110 East 30th Street New York, NY 10016
Jewish Children's Regional Service	12,000	P. O. Box 7368 Metairie, LA 70010-7368
Jewish Community Center	35,700	5601 S. Braeswood
Jewish Family Service	1,250	4131 S. Braeswood
Jewish Federation of Greater Houston	5,100	5603 S. Braeswood

Attachment
Part XV
Supplementary Information
Page 3 of 4

Organization	Amount	Address (All addresses Houston unless otherwise indicated)
Jewish Guild for the Blind	1,100	15 W 65th St. New York, NY 10023
Julie Rogers Gift of Life Program	2,500	148 S. Dowlen Road Beaumont, TX
Juvenile Diabetes Foundation	500	1400 Post Oak Blvd.
KUHF	500	Box 4878
MFAH	1,000	Box 4606
North American Conference on Ethiopian Jewry (NACOEJ)	300	P. O. Box 11377 Milwaukee, WI 53211-9941
Pediatric Rbd Foundation	200	100 Franklin St. - 801 Boston, MA 02110
Salvation Army	700	2118 Washington
Seven Acres	800	6200 N. Braeswood
Shriner's Hospital	2,600	815 Market Galveston, TX 77550
South Texas College of Law	5,000	2505 Fannin
St. Jude Children's Research Hospital	300	P. O. Box 50 Memphis, TN 38101
Stehlin Foundation	2,000	10301 Stella Link, Suite A
Temple Beth Torah	100	320 Shallow Dr. Humble, TX 77338
The Fistula Foundation	1,200	1900 The Alameda, 500 San Jose, California 95126
Torch	300	10101 Fondren Road, Suite 515
Unicef	1,300	P. O. Box 96383 Washington, DC 20090-6383
Union of Councils for Jews	700	PO Box 11676 Washington, DC 20008
United Way	1,200	2200 North Loop West

Attachment
Part XV
Supplementary Information
Page 4 of 4

Organization	Amount	Address (All addresses Houston unless otherwise indicated)
University of Texas School of Dentistry	1,000	7500 Cambridge St.
USO	4,000	2111 Wilson Blvd., Suite 1200 Arlington, VA 22201
Washington & Lee University	200	204 W Washington St. Lexington, VA 24450
West Texas Boys Ranch	100	10223 Boys Ranch Rd. San Angelo, TX 76904
YMCA	2,500	101 N Wacker Drive Chicago, IL 60606
TOTAL	<u>\$141,400</u>	