



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation TOPFER FAMILY FOUNDATION		A Employer identification number 74-2961304	
Number and street (or P O box number if mail is not delivered to street address) 3600 N CAPITAL OF TX HWY BLDG B NO 320		B Telephone number (see instructions) (512) 329-6600	
City or town, state, and ZIP code AUSTIN, TX 78746		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 42,845,219	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	805,971	805,828		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	226,060			
	b Gross sales price for all assets on line 6a _____ 5,096,410				
	7 Capital gain net income (from Part IV , line 2)		226,060		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 52,926	52,926		
	12 Total. Add lines 1 through 11	1,084,957	1,084,814		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	126,649	0		126,649
	15 Pension plans, employee benefits	25,336	0		25,336
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 6,931	5,198		1,733
	c Other professional fees (attach schedule)	 61,837	61,837		0
	17 Interest	2	2		0
	18 Taxes (attach schedule) (see instructions)	 2,826	2,826		0
	19 Depreciation (attach schedule) and depletion	 6,265	0		
	20 Occupancy	49,895	0		49,895
	21 Travel, conferences, and meetings	3,130	0		3,130
	22 Printing and publications				
	23 Other expenses (attach schedule)	 238,407	191,023		47,384
	24 Total operating and administrative expenses. Add lines 13 through 23	521,278	260,886		254,127
	25 Contributions, gifts, grants paid	3,246,651			3,246,651
	26 Total expenses and disbursements. Add lines 24 and 25	3,767,929	260,886		3,500,778
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,682,972			
	b Net investment income (if negative, enter -0-)		823,928		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Assets	1	Cash—non-interest-bearing	388,780	899,236	899,236
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>208,715</u>			
		Less allowance for doubtful accounts ▶ _____	148,377	208,715	208,715
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	17,052,599	15,136,384	17,070,454
	c	Investments—corporate bonds (attach schedule).			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)			
14		Land, buildings, and equipment basis ▶ <u>164,671</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>117,270</u>	53,660	47,401	47,401
15		Other assets (describe ▶ _____)	11,637,213	10,331,573	24,619,413
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	29,280,629	26,623,309	42,845,219
17		Accounts payable and accrued expenses	880	3,189	
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)	880	3,189	
Net Assets or Fund Balances			Foundations that follow SFAS 117, check here ▶ ☐		
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	45,676,225	45,676,225	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	-16,396,476	-19,056,105		
30	Total net assets or fund balances (see page 17 of the instructions)	29,279,749	26,620,120		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	29,280,629	26,623,309		

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	29,279,749
2	Enter amount from Part I, line 27a	2	-2,682,972
3	Other increases not included in line 2 (itemize) ▶	3	23,343
4	Add lines 1, 2, and 3	4	26,620,120
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,620,120

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	226,060
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	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,403,675	44,173,665	0 077052
2010	3,523,402	44,289,147	0 079555
2009	3,903,231	43,896,654	0 088919
2008	5,144,186	52,989,282	0 097080
2007	5,959,404	58,360,538	0 102114

2 Total of line 1, column (d).	2	0 444720
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 088944
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	42,235,774
5 Multiply line 4 by line 3.	5	3,756,619
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,239
7 Add lines 5 and 6.	7	3,764,858
8 Enter qualifying distributions from Part XII, line 4.	8	3,500,778

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	16,479	
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	16,479	
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	16,479	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,952		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	10,500		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	17,452	
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	168	
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	805	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	805	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW.TOPFERFOUNDATION.ORG				
14	The books are in care of ▶ALAN TOPFERTelephone no ▶(512) 329-6600 Located at ▶3600 N CAPITAL OF TX BLDG B STE 320 AUSTIN TXZIP +4 ▶78746			
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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See Additional Data Table				
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
CYNTHIA RAAB 3600 N CAPITAL OF TX BLDG B STE 320 AUSTIN, TX 78746	PROGRAM OFFICER 40 00	60,032	7,371	0
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.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	42,292,629
b	Average of monthly cash balances.	1b	586,329
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	42,878,958
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	42,878,958
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	643,184
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,235,774
6	Minimum investment return. Enter 5% of line 5.	6	2,111,789

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	2,111,789
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	16,479
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	224
c	Add lines 2a and 2b.	2c	16,703
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,095,086
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,095,086
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,095,086

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	3,500,778
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,500,778
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	3,500,778
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,095,086
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	3,148,461			
b From 2008.	2,501,619			
c From 2009.	1,796,853			
d From 2010.	1,328,355			
e From 2011.	1,203,301			
f Total of lines 3a through e.	9,978,589			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,500,778				
a Applied to 2011, 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 2012 distributable amount.				2,095,086
e Remaining amount distributed out of corpus	1,405,692			
5 Excess distributions carryover applied to 2012 (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	11,384,281			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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 2007 not applied on line 5 or line 7 (see instructions). . .	3,148,461			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	8,235,820			
10 Analysis of line 9				
a Excess from 2008. . . .	2,501,619			
b Excess from 2009. . . .	1,796,853			
c Excess from 2010. . . .	1,328,355			
d Excess from 2011. . . .	1,203,301			
e Excess from 2012. . . .	1,405,692			

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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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))

MORTON TOPFER

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)				
a Paid during the year See Additional Data Table				
Total			3a	3,246,651
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	805,971	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			18	52,926	
8	Gain or (loss) from sales of assets other than inventory			18	226,060	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		1,084,957	0
13	Total. Add line 12, columns (b), (d), and (e).			13		1,084,957

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

* * * * *

2013-11-14

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00628806
	DUNCAN CAMPBELL	DUNCAN CAMPBELL			
	Firm's name ☐	HOWARD LLP		Firm's EIN ☐ 20-2257536	
		8350 MEADOW ROAD SUITE 286			
	Firm's address ☐	DALLAS, TX 75231		Phone no (214) 346-0750	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
LUMINOUS CAPITAL SPECIAL SITS FUND II-A, LP	P		2012-12-31
LUMINOUS CAPITAL SPECIAL SITS FUND, LP	P		2012-12-31
LUMINOUS CAPITAL NET LEASE INCOME FUND, LP	P		2012-12-31
LUMINOUS CAPITAL DISTRESSED CR OPPOR FUND-A, LP	P		2012-12-31
LC - FCO II, LP	P		2012-12-31
LC REAL ESTATE OPPOR FUND, LP	P		2012-12-31
LC SPECIAL OPPORTUNITIES FUND, LP	P		2012-12-31
LC - FCO III, LP	P		2012-12-31
GARRISON OPPORTUNITY FUND, LLC	P		2012-12-31
FORTRESS REAL ESTATE OPPORTUNITIES FUND (B) LP	P		2012-12-31
Q-BLK CO-INVESTMENT FUND II, LP	P		2012-12-31
DISPOSITION OF LC - SCOTTWOOD, LP	P		2012-12-31
DISPOSITION OF LUMINOUS CAPITAL - TRADEWINDS GLOBAL LONG/SHORT FUND, LP	P		2012-12-31
PUBLICLY TRADED SECURITIES	P		2012-12-31
NET LEASE PRIVATE REIT VI-A INC	P		2012-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			893
			5,245
			3,780
			10,543
			4,031
			829
			17,442
			1,695
			-1,336
			1,835
			1,683
1,298			1,298
100			100
5,007,427		4,916,990	90,437
24,753			24,753
62,832			62,832

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			893
			5,245
			3,780
			10,543
			4,031
			829
			17,442
			1,695
			-1,336
			1,835
			1,683
			1,298
			100
			90,437
			24,753
			62,832

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
MORTON TOPFER	PRESIDENT 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN,TX 78746				
ALAN TOPFER	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN,TX 78746				
RICHARD TOPFER	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN,TX 78746				
BONNIE TOPFER VOZAR	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN,TX 78746				
JACQUELINE TOPFER HYNEK	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN,TX 78746				
PATRICIA HAYES	DIRECTOR 0 50	0	0	0
1201 W 38TH STREET AUSTIN,TX 78705				
ANNE COHEN DONNELLY	DIRECTOR 0 50	0	0	0
KELLOGG SCHOOL OF MANAGEMENT 2001 SHERIDAN RD EVANSTON,IL 60208				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
360 YOUTH SERVICES 1305 W OSWEGO ROAD NAPERVILLE,IL 60540		501(C)3 EIN 36-29362	TO SUPPORT COUNSELING AND LIFE SKILLS DEVELOPMENT FOR MALE YOUTH IN GROUP HOME AND TRANSITIONAL LIVING SETTINGS	60,000
A GLIMMER OF HOPE FOUNDATION 3600 N CAPITAL OF TEXAS HWY BLDG B 330 AUSTIN,TX 78746		501(C)3 EIN 31-17582	TO SUPPORT THE GENERAL OPERATING EXPENSES	125
ACCESS DUPAGE 511 THORNHILL DRIVE SUITE M CAROL STREAM,IL 60188		501(C)3 EIN 36-44482	TO SUPPORT THE PRESCRIPTION DRUG MANAGEMENT PROGRAM	35,000
ADVOCATE CHARITABLE FOUNDATION 205 WTOUHY AVENUE SUITE 125 PARK RIDGE,IL 60068		501(C)3 EIN 36-32973	TO SUPPORT MENTAL HEALTH COUNSELING AND RELATED SERVICES FOR SEXUALLY ABUSED CHILDREN	15,000
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK,NY 12498		501(C)3 EIN 26-28535	FOR BONNIE VOZAR PROGRAM PARTICIPATION	500
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK,NY 12498		501(C)3 EIN 26-28535	TO SUPPORT THE GENERAL OPERATING EXPENSES	5,000
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK,NY 12498		501(C)3 EIN 26-28535	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK,NY 12498		501(C)3 EIN 26-28535	TO SUPPORT THE GENERAL OPERATING EXPENSES	35
ALLEY CAT ALLIES INC 7920 NORFOLK AVENUE SUITE 600 BETHESDA,MD 20814		501(C)3 EIN 52-17420	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
ALMOST HOME KIDS 7 S 721 ROUTE 53 NAPERVILLE,IL 60540		501(C)3 EIN 36-38220	TO SUPPORT TECHNOLOGY UPGRADES FOR NAPERVILLE AND CHICAGO LOCATIONS	50,000
ALTERNATIVES INCORPORATED 4730 N SHERIDAN ROAD CHICAGO,IL 60640		501(C)3 EIN 36-27206	TO SUPPORT A YOUTH LEADERSHIP DEVELOPMENT PROGRAM AND YOUTH ENRICHMENT ACTIVITIES	50,000
AMERICAN CANCER SOCIETY-PEORIA 4234 N KNOXVILLE AVE PEORIA,IL 61614		501(C)3 EIN 13-17884	EUREKA	2,500
AMERICAN HEART ASSOCIATION INC GREATER MIDWEST AFFILIATE 208 SOUTH LASALLE STREET SUITE 900 CHICAGO,IL 60604		501(C)3 EIN 13-56137	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
AMERICAN HEART ASSOCIATION INC GREATER MIDWEST AFFILIATE 208 SOUTH LASALLE STREET SUITE 900 CHICAGO,IL 60604		501(C)3 EIN 13-56137	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
AMERICAN HEART ASSOCIATION INC GREATER MIDWEST AFFILIATE 208 SOUTH LASALLE STREET SUITE 900 CHICAGO,IL 60604		501(C)3 EIN 13-56137	TO SUPPORT THE GENERAL OPERATING EXPENSES	50

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN HUMANE ASSOCIATION 1400 16TH STREET NW WASHINGTON,DC 20036		501(C)3 EIN 84-04329	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
ANGELS IN COWBOY BOOTS 301 S CANYONWOOD DR DRIPPING SPRINGS,TX 78620		501(C)3 EIN 27-18979	TO SUPPORT THE GENERAL OPERATING EXPENSES	5,000
ANIMAL LEGAL DEFENSE FUND 170 E COTATI AVENUE COTATI,CA 94931		501(C)3 EIN 94-26816	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
ANN RICHARDS SCHOOL FOUNDATION 906 BOULDIN AVE AUSTIN,TX 787041614		501(C)3 EIN 26-42311	5TH ANNUAL BIRTHDAY BASH EVENT	250
ANY BABY CAN FAMILY RESOURCE CENTER 1121 EAST 7TH STREET AUSTIN,TX 78702		501(C)3 EIN 74-26843	TO SUPPORT THE NURSE-FAMILY PARTNERSHIP PROGRAM, SERVING LOW-INCOME, FIRST TIME MOTHERS	55,000
ANY BABY CAN FAMILY RESOURCE CENTER 1121 EAST 7TH STREET AUSTIN,TX 78702		501(C)3 EIN 74-26843	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET RD AUSTIN,TX 787562609		501(C)3 EIN 23-73072	TO SUPPORT OPERATION SCHOOL BELL WHICH PROVIDES SCHOOL CLOTHING FOR CHILDREN	18,000
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET RD AUSTIN,TX 787562609		501(C)3 EIN 23-73072	TO SUPPORT THE SCHOLARSHIP PROGRAM	6,000
AUSTIN CHILD GUIDANCE CENTER 810 W 45TH STREET AUSTIN,TX 78751		501(C)3 EIN 74-11667	TO SUPPORT CHILDREN'S MENTAL HEALTH SERVICES	42,000
AUSTIN CHILDREN'S MUSEUM 201 COLORADO STREET AUSTIN,TX 78701		501(C)3 EIN 74-22887	CAPITAL CAMPAIGN	20,000
AUSTIN CHILDREN'S MUSEUM 201 COLORADO STREET AUSTIN,TX 78701		501(C)3 EIN 74-22887	TO SUPPORT A CAPITAL CAMPAIGN FOR A CHILDREN'S MUSEUM	48,168
AUSTIN CHILDREN'S MUSEUM 201 COLORADO STREET AUSTIN,TX 78701		501(C)3 EIN 74-22887	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723		501(C)3 EIN 74-23206	GALA 2012 PUTTING ON THE RITZ FUND A NEED DONATION	500
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723		501(C)3 EIN 74-23206	PUTTING ON THE RITZ EVENT	10,000
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723		501(C)3 EIN 74-23206	TO SUPPORT EMERGENCY SHELTER, TRANSITIONAL LIVING & TEEN MOM PROGRAMS	52,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723		501(C)3 EIN 74-23206	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,250
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723		501(C)3 EIN 74-23206	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
AUSTIN CHRISTIAN FELLOWSHIP 6401 RIVER PLACE BLVD AUSTIN,TX 78730		501(C)3 EIN 74-26632	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,250
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE SUITE 300 AUSTIN,TX 78751		501(C)3 EIN 74-19340	TO SUPPORT SEASON OF CARING FOR VARIOUS AUSTIN BASED NON- PROFITS	60,000
AUSTIN FILM SOCIETY 1901 EAST 51ST STREET AUSTIN,TX 78723		501(C)3 EIN 74-24338	AUSTIN FILM HALL OF FAME	2,500
AUSTIN FILM SOCIETY 1901 E 51ST ST AUSTIN,TX 78723		501(C)3 EIN 74-24338	TO SUPPORT AFTER- SCHOOL DIGITAL MEDIA TECHNOLOGY EDUCATION FOR AT-RISK STUDENTS	5,000
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR STREET BOX 2 AUSTIN,TX 78705		501(C)3 EIN 74-24310	TO SUPPORT ELDERHAVEN ADULT DAY CARE FOR SENIORS	30,000
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR STREET BOX 2 AUSTIN,TX 78705		501(C)3 EIN 74-24310	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR STREET BOX 2 AUSTIN,TX 78705		501(C)3 EIN 74-24310	TO SUPPORT THE GENERAL OPERATING EXPENSES	200
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR STREET BOX 2 AUSTIN,TX 78705		501(C)3 EIN 74-24310	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
AUSTIN PUBLIC LIBRARY FOUNDATION 5335 BURNET ROAD AUSTIN,TX 78756		501(C)3 EIN 74-27784	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE,NY 10580		501(C)3 EIN 13-61284	AVON WALK FOR BREAST CANCER	1,000
BEIT CHAVERIM SYNAGOGUE 85 POST ROAD WEST WESTPORT,CT 06880		501(C)3 EIN 06-12748	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
BENEVOLENT 205 W RANDOLPH STREET SUITE 1220 CHICAGO,IL 60610		501(C)3 EIN 36-37975	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
BIG BROTHERS BIG SISTERS OF CENTRAL TEXAS INC 1400 TILLERY STREET AUSTIN,TX 78721		501(C)3 EIN 74-16785	TO SUPPORT MENTORING FOR AT-RISK YOUTH	15,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS OF METROPOLITAN CHICAGO 10119 WILLFIELD DRIVE AUSTIN,TX 78753		501(C)3 EIN 36-26812	TO SUPPORT SCHOOL-BASED MENTORING AND TUTORING FOR AT-RISK STUDENTS	40,000
BLOOMINGDALE PARKS FOUNDATION 172 S CIRCLE AVENUE BLOOMINGDALE,IL 60108		501(C)3 EIN 36-39329	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000
BLUE SKY INN 3720 N LINCOLN AVENUE CHICAGO,IL 60613		501(C)3 EIN 36-44057	TO SUPPORT A TRANSITIONAL JOBS PROGRAM FOR HOMELESS AND AT-RISK YOUTH	15,000
BORN FREE USA UNITED WITH ANIMAL PROTECTION INSTITUTE 1122 S ST SACRAMENTO,CA 958116525		501(C)3 EIN 94-61876	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
BOY SCOUTS OF AMERICA CAPITAL AREA COUNCIL 12500 N IH 35 AUSTIN,TX 78753		501(C)3 EIN 74-60873	TO SUPPORT THE GENERAL OPERATING EXPENSES	200
BOYS AND GIRLS CLUBS OF THE AUSTIN AREA 12500 N IH 35 AUSTIN,TX 78753		501(C)3 EIN 74-60873	TO SUPPORT THE SOUTHWEST KEY CLUB PROGRAM, PROVIDING ACADEMIC AND SOCIAL SUPPORTS TO AT-RISK YOUTH	8,400
BREAKING FREE INC 120 GALE STREET AURORA,IL 60506		501(C)3 EIN 36-29573	TO SUPPORT PARENTING SKILLS AND FAMILY NURTURING PROGRAMS	7,500
BREAKTHROUGH 1050 EAST 11TH STREET SUITE 350 AUSTIN,TX 78702		501(C)3 EIN 74-29913	TO SUPPORT A SIX-WEEK, FULL-DAY ACADEMIC ENRICHMENT COLLEGE PREPARATION PROGRAM FOR HIGH POTENTIAL, LOW INCOME SEVENTH AND EIGHTH GRADERS	15,200
BREAKTHROUGH 1050 EAST 11TH STREET SUITE 350 AUSTIN,TX 78702		501(C)3 EIN 74-29913	TO SUPPORT A SIX-WEEK, FULL-DAY ACADEMIC ENRICHMENT COLLEGE PREPARATION PROGRAM FOR HIGH POTENTIAL, LOW INCOME SEVENTH AND EIGHTH GRADERS	10,000
BRIGHTON PARK NEIGHBORHOOD COUNCIL 1050 EAST 11TH STREET SUITE 350 AUSTIN,TX 78702		501(C)3 EIN 36-42293	TO SUPPORT YOUTH LEADERSHIP DEVELOPMENT PROGRAM AND YOUTH ENRICHMENT ACTIVITIES	7,500
CAMP FIRE USA BALCONES COUNCIL 1603 E 38 1/2 ST AUSTIN,TX 78722		501(C)3 EIN 74-15527	TO SUPPORT EXPANSION OF AN AFTER SCHOOL LITERACY PROGRAM FOR UNDERSERVED YOUTH	5,000
CAMP FIRE USA BALCONES COUNCIL 1603 E 38 1/2 ST AUSTIN,TX 78722		501(C)3 EIN 74-15527	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
CANDLELIGHT RANCH FOUNDATION PO BOX 26367 AUSTIN,TX 78755		501(C)3 EIN 74-29390	TO SUPPORT A PROGRAM PROVIDING OUTDOOR THERAPEUTIC AND EDUCATIONAL EXPERIENCES TO CHILDREN WITH SPECIAL NEEDS	4,000
CAPITAL AREA FOOD BANK 8201 SOUTH CONGRESS AVE AUSTIN,TX 78745		501(C)3 EIN 74-22173	TO SUPPORT KIDS CAF FOR LOW-INCOME STUDENTS AND HOPE PROGRAM FOR LOW- INCOME SENIORS	40,000
CAPITAL AREA FOOD BANK 8201 SOUTH CONGRESS AVE AUSTIN,TX 78745		501(C)3 EIN 74-22173	TO SUPPORT THE GENERAL OPERATING EXPENSES	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAPITAL IDEA 835 N PLEASANT VALLEY RD AUSTIN,TX 78702		501(C)3 EIN 74-28930	TO SUPPORT EDUCATIONAL SERVICES TO LOW-INCOME ADULT LEARNERS	57,500
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL 2504-B WHITIS AUSTIN,TX 78712		501(C)3 EIN 75-71260	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,875
CARITAS OF AUSTIN 611 NECHES STREET AUSTIN,TX 78701		501(C)3 EIN 74-19096	TO SUPPORT THE EDUCATION PROGRAM, PROVIDING OPPORTUNITIES FOR AT-RISK INDIVIDUALS TO LEARN THE SKILLS THEY NEED TO TRANSITION OUT OF POVERTY AND INTO SELF-SUFFICIENCY	50,000
CARITAS OF AUSTIN 611 NECHES STREET AUSTIN,TX 78701		501(C)3 EIN 74-19096	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
CARITAS OF AUSTIN 611 NECHES STREET AUSTIN,TX 78701		501(C)3 EIN 74-19096	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
CASA OF DUPAGE COUNTY INC 505 N COUNTY FARM ROAD WHEATON,IL 60187		501(C)3 EIN 36-38758	TO SUPPORT ADVOCACY FOR ABUSED AND NEGLECTED CHILDREN WHO ARE IN THE COURT SYSTEM	35,000
CASA OF TRAVIS COUNTY INC 7701 N LAMAR BLVD STE 301 AUSTIN,TX 78752		501(C)3 EIN 74-23691	TO SUPPORT THE SALARIES OF TWO PROFESSIONALS TO OVERSEE RECRUITMENT AND TRAINING OF VOLUNTEER ADVOCATES	40,000
CASA OF TRAVIS COUNTY INC 7701 N LAMAR BLVD STE 301 AUSTIN,TX 78752		501(C)3 EIN 74-23691	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN,TX 78724		501(C)3 EIN 74-25625	TO SUPPORT FORENSIC INTERVIEW AND CRISIS INTERVENTION SERVICES TO CHILDREN WHO ARE VICTIMS OF ABUSE	38,400
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN,TX 78724		501(C)3 EIN 74-25625	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
CENTER FOR PUBLIC POLICY PRIORITIES 900 LYDIA STREET AUSTIN,TX 78702		501(C)3 EIN 74-28981	TO SUPPORT THE GENERAL OPERATING EXPENSES	25
CENTER STAGE TEXAS 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-24999	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,500
CENTER STAGE TEXAS 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-24999	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,500
CENTER STAGE TEXAS 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-24999	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,764
CHICAGO WOMEN'S HEALTH CENTER INC 3435 N SHEFFIELD AVENUE SUITE 206A CHICAGO,IL 60657		501(C)3 EIN 36-29224	TO SUPPORT OUTREACH AND HEALTH EDUCATION PROGRAMMING FOR AT-RISK GIRLS	35,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDRENS ADVOCACY CENTER 640 ILINOIS BOULEVARD HOFFMAN ESTATES,IL 60169		501(C)3 EIN 36-37112	TO SUPPORT COUNSELING, ASSESSMENTS, SUPPORT GROUPS, AND CASE MANAGEMENT SERVICES FOR CHILDREN WHO'VE BEEN ABUSED	7,500
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN,TX 78723		501(C)3 EIN 20-04680	DELL CHILDREN'S WOMEN'S TRUST ANNUAL GIFT	500
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BLVD AUSTIN,TX 78723		501(C)3 EIN 20-04680	TO SUPPORT THE COST OF CONSTRUCTING A THIRD BED TOWER FOR THE HOSPITAL TO MEET GROWING DEMAND	34,275
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN,TX 78723		501(C)3 EIN 20-04680	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN,TX 78723		501(C)3 EIN 20-04680	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,825
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN,TX 78723		501(C)3 EIN 20-04680	TO SUPPORT THE PURCHASE OF MEDICAL EQUIPMENT FOR THE CHILD TRAUMA SERVICES PROGRAM	14,250
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN,TX 78723		501(C)3 EIN 20-04680	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
COLINS HOPE 3267 BEE CAVE RD STE107 PMB 147 AUSTIN,TX 787466773		501(C)3 EIN 30-05000	GOT SWIM - TRACY ERIKSON	100
COMMUNITIES IN SCHOOLS - CENTRAL TEXAS 3000 S IH-35 SUITE 200 AUSTIN,TX 78704		501(C)3 EIN 74-23690	TO SUPPORT XY ZONE MALE INVOLVEMENT PROGRAM	60,000
COMMUNITIES IN SCHOOLS OF CHICAGO 815 W VAN BUREN STE 300 CHICAGO,IL 60607		501(C)3 EIN 74-23690	TO SUPPORT CCIS PROGRAMS, LINKING COMMUNITY RESOURCES TO AT-RISK CHILDREN AND FAMILIES THROUGH SCHOOL SETTINGS	40,000
CON MI MADRE (MOTHERS AND DAUGHTERS RAISING EXPECTATIONS) 1925 SAN JACINTO BLVD STOP D3500 AUSTIN,TX 787121405		501(C)3 EIN 74-19340	TO SUPPORT A PROGRAM FOR HISPANIC GIRLS FROM GRADES 6-12 TO HELP PREPARE THEM FOR COLLEGE	4,400
COURT APPOINTED SPECIAL ADVOCATES (CASA) OF CENTRAL TEXAS INC 104 MLK DR PO BOX 1267 SAN MARCOS,TX 786671267		501(C)3 EIN 74-24033	TO SUPPORT ADVOCATES FOR ABUSED AND NEGLECTED CHILDREN IN HAYS COUNTY	7,500
CREATIVE ACTION 701 TILLERY STREET BOX 9 AUSTIN,TX 78702		501(C)3 EIN 74-28569	TO SUPPORT THE TRAINING AND EMPLOYING OF HIGH SCHOOL STUDENTS WHOSE LIVES HAVE BEEN AFFECTED BY INTIMATE VIOLENCE TO TRANSFORM THEIR EXPERIENCES INTO COMPELLING, INTERACTIVE, EDUCATIONAL THEATRE	5,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEW YORK,NY 10001		501(C)3 EIN 13-34334	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
DUPAGE COMMUNITY FOUNDATION 104 E ROOSEVELT RD SUITE 204 WHEATON,IL 601874584		501(C)3 EIN 36-39787	TO SUPPORT STRATEGIC PLANNING IMPLEMENTATION AND CAPITAL EXPANSION	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DUPAGE COMMUNITY FOUNDATION 104 E ROOSEVELT RD SUITE 204 WHEATON,IL 601874584		501(C)3 EIN 36-39787	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
DUPAGE SENIOR CITIZENS COUNCIL 1919 S HIGHLAND AVENUE BLDG A SU 210 LOMBARD,IL 60148		501(C)3 EIN 36-29880	TO SUPPORT A HOME MAINTENANCE AND MINOR REPAIR PROGRAM FOR SENIORS	25,000
EANES EDUCATION FOUNDATION 601 CAMPCRAFT ROAD AUSTIN,TX 78746		501(C)3 EIN 74-26185	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,500
EASTER SEALS DUPAGE 830 S ADDISON AVE VILLA PARK,IL 60181		501(C)3 EIN 36-24763	TO SUPPORT A NUTRITION THERAPY PROGRAM FOR UNDERSERVED SPECIAL NEEDS CHILDREN	20,000
EASTER SEALS-CENTRAL TEXAS INC 1611 HEADWAY CIRCLE BUILDING 2 AUSTIN,TX 78754		501(C)3 EIN 75-08088	TO SUPPORT MEDICAL REHABILITATIVE SERVICES FOR LOW-INCOME CHILDREN	5,000
EMANCIPET PO BOX 6396 AUSTIN,TX 78762		501(C)3 EIN 74-29136	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
EMANCIPET PO BOX 6396 AUSTIN,TX 78762		501(C)3 EIN 74-29136	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
EMANCIPET PO BOX 6396 AUSTIN,TX 78762		501(C)3 EIN 74-29136	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000
ERIKSON INSTITUTE 451 LASALLE ST CHICAGO,IL 60654		501(C)3 EIN 36-25935	TO PROVIDE PARENTING SUPPORT AND EDUCATION FOR FAMILIES WITH INFANTS WHO CRY EXCESSIVELY AND ARE DIFFICULT TO CONSOLE	10,000
ESQUINA TANGO CULTURAL SOCIETY OF AUSTIN 209 PEDERNALES ST AUSTIN,TX 78702		501(C)3 EIN 26-10919	TO SUPPORT THE GENERAL OPERATING EXPENSES	75
ETHIOPIA READS 1700 HUMBOLDT ST DENVER,CO 80218		501(C)3 EIN 94-32830	TO SUPPORT THE GENERAL OPERATING EXPENSES	60
FAITH IN PLACE 70 E LAKE STREET SUITE 920 CHICAGO,IL 60601		501(C)3 EIN 36-45407	TO SUPPORT ENVIRONMENTAL ACTIVITIES DURING AFTER-SCHOOL AND SUMMER FOR LOW-INCOME YOUTH	5,000
FAMILY ELDERCARE 1700 RUTHERFORD LANE AUSTIN,TX 78754		501(C)3 EIN 74-22863	TO SUPPORT A COLLABORATION WITH LONE STAR CIRCLE OF CARE TO DEVELOP A SEAMLESS SYSTEM OF CARE BETWEEN THE MEDICAL HOME AND THE HOME OF OLDER LOW-INCOME ADULTS	32,500
FAMILY ELDERCARE 1700 RUTHERFORD LANE AUSTIN,TX 78754		501(C)3 EIN 74-22863	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
FAMILY SHELTER SERVICE INC 605 E ROOSEVELT ROAD WHEATON,IL 60187		501(C)3 EIN 36-28835	TO SUPPORT CHILDREN'S COUNSELING AND PARENTING SKILLS DEVELOPMENT FOR FAMILIES THAT ARE VICTIMS OF DOMESTIC VIOLENCE	20,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST UNITARIAN UNIVERSALIST CHURCH OF AUSTIN 4700 GROVER AVENUE AUSTIN,TX 78756		501(C)3 EIN 74-16125	TO SUPPORT THE GENERAL OPERATING EXPENSES	463
FIRST UNITARIAN UNIVERSALIST CHURCH OF AUSTIN 4700 GROVER AVENUE AUSTIN,TX 78756		501(C)3 EIN 74-16125	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,458
FLORIDA STATE UNIVERSITY FOUNDATION PO BOX 3062739 TALLAHASSEE,FL 32306		501(C)3 EIN 59-61521	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
FLORIDA UNITED METHODIST CHILDRENS HOME INC PO BOX 6299 DELTONA,FL 32728		501(C)3 EIN 59-06384	TO SUPPORT THE GENERAL OPERATING EXPENSES	150
FOUNDATION COMMUNITIES 3036 S 1ST STREET SUITE 200 AUSTIN,TX 78704		501(C)3 EIN 74-25632	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
FOUR POINTS MIDDLE SCHOOL PTA 6500 SITIO DEL RIO BLVD AUSTIN,TX 78730		501(C)3 EIN 74-10544	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
FRESNO REGIONAL FOUNDATION 5250 NORTH PALM AVENUE FRESNO,CA 93704		501(C)3 EIN 77-04780	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
FRIENDS OF ACADIA 43 COTTAGE STREET PO BOX 45 BAR HARBOR,ME 46091		501(C)3 EIN 01-04250	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000
FRONT STEPS INC PO BOX 684519 AUSTIN,TX 78768		501(C)3 EIN 74-28240	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
FRONT STEPS INC PO BOX 684519 AUSTIN,TX 78768		501(C)3 EIN 74-28240	TO SUPPORT THE GENERAL OPERATING EXPENSES	70
FUND FOR ANIMALS INC 200 W 57TH ST STE 705 NEWYORK,NY 100193211		501(C)3 EIN 13-62187	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
GADS HILL CENTER 1919 W CULLERTON STREET CHICAGO,IL 60608		501(C)3 EIN 36-21670	TO SUPPORT ACADEMIC ENRICHMENT ACTIVITIES AND COLLEGE PREPARATION FOR LOW-INCOME TEENS	5,000
GENAUSTIN (GIRLS EMPOWERMENT NETWORK) PO BOX 3122 AUSTIN,TX 78704		501(C)3 EIN 74-28377	TO SUPPORT CLUBGEN, A WEEKLY AFTER-SCHOOL PROGRAM FOR 5TH-8TH GRADE GIRLS	15,000
GILDA'S CLUB CHICAGO 537 NORTH WELLS STREET CHICAGO,IL 60654		501(C)3 EIN 36-41151	TO SUPPORT PSYCHOLOGICAL COUNSELING AND SUPPORT SERVICES FOR CHILDREN LIVING WITH CANCER	20,000
GIRLSTART 1400 WEST ANDERSON LANE AUSTIN,TX 78757		501(C)3 EIN 31-15954	TO SUPPORT AN AFTER-SCHOOL MATH, SCIENCE AND TECHNOLOGY PROGRAM FOR GIRLS IN LOW-INCOME COMMUNITIES	7,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREATER AUSTIN CRIME COMMISSION PO BOX 27016 AUSTIN,TX 78755		501(C)3 EIN 74-27515	15TH ANNIVERSARY GALA	1,250
GREATER AUSTIN CRIME COMMISSION PO BOX 27016 AUSTIN,TX 78755		501(C)3 EIN 74-27515	TO SUPPORT THE GENERAL OPERATING EXPENSES	7,500
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO,IL 60632		501(C)3 EIN 36-29718	TO PROVIDE SENIOR-FRIENDLY PRODUCE AND SHELF-STABLE ITEMS TO LOW-INCOME OLDER ADULTS	60,000
HCS FAMILY SERVICES 19 E CHICAGO AVENUE HINSDALE,IL 60521		501(C)3 EIN 36-21748	TO SUPPORT CASE MANAGEMENT AND SUPPORTIVE SERVICES TO HELP LOW-INCOME ADULTS ACHIEVE SELF-SUFFICIENCY	15,000
HEALTH ALLIANCE FOR AUSTIN MUSICIANS PO BOX 301496 AUSTIN,TX 78703		501(C)3 EIN 74-19340	TO PROVIDE MUSICIANS ACCESS TO CARING, HIGH QUALITY, AFFORDABLE HEALTHCARE	15,000
HEART GIFT 1010 W 40TH ST AUSTIN,TX 78756		EIN 74-2967809	TO SUPPORT THE GENERAL OPERATING EXPENSES	10,000
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK,AR 72202		501(C)3 EIN 35-10194	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
HELPING HAND HOME FOR CHILDREN 611 NECHES STREET AUSTIN,TX 78701		501(C)3 EIN 74-11446	TO SUPPORT CARE AND THERAPEUTIC SERVICES FOR ABUSED AND NEGLECTED CHILDREN	40,000
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN,TX 78751		501(C)3 EIN 74-11446	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
HILL COUNTRY EDUCATION FOUNDATION 2900 N QUINLAN PKWY STE 240 PMB 109 AUSTIN,TX 78732		501(C)3 EIN 26-40370	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
HILLEL FOUNDATION 2105 SAN ANTONIO STREET AUSTIN,TX 78705		501(C)3 EIN 52-18448	TO SUPPORT A PAID INTERNSHIP PROGRAM FOR COLLEGE STUDENTS	5,000
HINSDALE HOSPITAL FOUNDATION 120 N OAK STREET HINSDALE,IL 60521		501(C)3 EIN 52-14663	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
HINSDALE SOUTH BOOSTER CLUB 7401 CLARENDON HILLS RD DARIEN,IL 605614288		501(C)3 EIN 27-06493	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN,TX 78759		501(C)3 EIN 74-22005	THE BEAUTY OF LIFE EVENT	1,250
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN,TX 78759		501(C)3 EIN 74-22005	TO SUPPORT IN HOME CRISIS CARE	32,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOWARD AREA COMMUNITY CENTER 7648 N PAULINA STREET CHICAGO,IL 60626		501(C)3 EIN 36-30086	TO SUPPORT COMPREHENSIVE CHILD CARE FOR AT-RISK CHILDREN	7,500
HP BAPTIST SCHOOL FOUNDATION PO BOX 4486 AUSTIN,TX 78765		501(C)3 EIN 51-04702	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000
HUMANE SOCIETY OF AUSTIN & TRAVIS COUNTY INC 124 WEST ANDERSON LANE AUSTIN,TX 78756		501(C)3 EIN 74-60136	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVE CHICAGO,IL 60647		501(C)3 EIN 36-21677	TO SUPPORT PARENT SUPPORT GROUPS FOR LOW-INCOME FAMILIES AT RISK OF DOMESTIC VIOLENCE	30,000
INSPIRATION CORPORATION 4554 N BROADWAY SUITE 207 CHICAGO,IL 60640		501(C)3 EIN 36-36739	TO SUPPORT A MEALS PROGRAM FOR LOW-INCOME INDIVIDUALS	25,000
INTERFAITH ACTION OF CENTRAL TEXAS 2921 E 17TH STREET BLDG D STE 3 AUSTIN,TX 78702		501(C)3 EIN 74-25091	TO SUPPORT HOME REPAIRS FOR LOW-INCOME ELDERLY OR DISABLED HOMEOWNERS	15,000
JEWISH CHILD AND FAMILY SERVICES 216 W JACKSON BLVD SUITE 700 CHICAGO,IL 60606		501(C)3 EIN 36-21677	TO PROVIDE RECREATION AND ENRICHMENT ACTIVITIES TO AT-RISK YOUTH LIVING IN RESIDENTIAL SETTINGS	20,000
JEWISH COMMUNITY ASSOCIATION OF AUSTIN 7300 HART LANE AUSTIN,TX 78731		501(C)3 EIN 74-14694	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
JEWISH FAMILY SERVICE 7300 HART LANE AUSTIN,TX 78731		501(C)3 EIN 74-14694	TO SUPPORT SOCIAL SERVICES TO LOW INCOME SENIORS	20,000
JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST SUITE 100 AUSTIN,TX 787314935		501(C)3 EIN 74-11689	TO SUPPORT THE FOOD IN TUMMIES (FIT) PROGRAM WHICH PROVIDES WEEKEND MEALS TO LOW-INCOME CHILDREN	5,000
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 3420 EXECUTIVE CENTER DRIVE SUITE 108 AUSTIN,TX 787314935		501(C)3 EIN 23-19077	WALK TO CURE DIABETES KAREN AND BOB ANDERSON, PARTICIPANTS	100
JUVENILE PROTECTIVE ASSOCIATION 1707 NORTH HALSTED CHICAGO,IL 60614		501(C)3 EIN 36-21677	TO SUPPORT MENTAL HEALTH COUNSELING FOR LOW-INCOME YOUTH	25,000
KESHET 617 LANDWEHR ROAD NORTHBROOK,IL 60062		501(C)3 EIN 36-34413	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
KIDS IN A NEW GROOVE 3300 BEE CAVES RD STE 650-216 AUSTIN,TX 78746		501(C)3 EIN 83-03807	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,100
KIDS INDIVIDUAL DEDICATION TO SUCCESS 2614 DANTE COURT AUSTIN,TX 78748		501(C)3 EIN 51-05519	TO SUPPORT A COMMUNITY-BASED EDUCATIONAL SUMMER PROGRAM FOR UNDERPRIVILEGED YOUTH	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIPP AUSTIN COLLEGE PREPARATORY SCHOOL INC 8509 FM 969 BUILDING 513 AUSTIN,TX 78724		501(C)3 EIN 01-06396	TO SUPPORT AFTER SCHOOL TUTORING FOR STUDENTS AT KIPP AUSTIN COLLEGE PREPARATORY SCHOOL	17,500
LAWRENCE HALL YOUTH SERVICES 65 E WACKER PL STE 1300 CHICAGO,IL 60601		501(C)3 EIN 36-21677	TO SUPPORT RESIDENTIAL TREATMENT FOR YOUTH WHO HAVE BEEN ABUSED OR NEGLECTED	10,000
LEADERSHIP AUSTIN 1609 SHOAL CREEK BOULEVARD SUITE 202 AUSTIN,TX 78701		501(C)3 EIN 74-29674	TO SUPPORT THE LEADERSHIP AUSTIN ESSENTIALS CLASS, WHICH PROVIDES AN IN-DEPTH EXPLORATION OF THE REGION'S HORIZON ISSUES AND PROVIDES LEADERSHIP TRAINING FOR CIVIC LEADERS	2,500
LIFEWORKS 3700 SOUTH 1ST STREET AUSTIN,TX 78704		501(C)3 EIN 74213718	TO SUPPORT ADULT LITERACY PROGRAMS FOR YOUTH AND ADULTS AND WORKFORCE DEVELOPMENT PROGRAM	60,000
LIFEWORKS 3700 SOUTH 1ST STREET AUSTIN,TX 78704		501(C)3 EIN 74213718	TO SUPPORT THE GENERAL OPERATING EXPENSES	150
LIFEWORKS 3700 SOUTH 1ST STREET AUSTIN,TX 78704		501(C)3 EIN 74213718	TO SUPPORT THE GENERAL OPERATING EXPENSES	300
LITERACY COALITION OF CENTRAL TEXAS 835 N PLEASANT VALLEY RD AUSTIN,TX 78702		501(C)3 EIN 80-00783	TO SUPPORT FUNDING FOR THE DIRECTOR OF COMMUNITY ENGAGEMENT POSITION	7,500
LITERATURE FOR ALL OF US 2010 DEWEY AVENUE EVANSTON,IL 60201		501(C)3 EIN 36-41672	TO SUPPORT PARENTING EDUCATION AND ADULT LITERACY SKILL BUILDING FOR TEEN MOTHERS	7,500
LYNDON BAINES JOHNSON FOUNDATION 2313 RED RIVER ST AUSTIN,TX 78705		501(C)3 EIN 74-17740	TO SUPPORT THE STATE DINNER FUNDRAISING EVENT	25,000
MAINSRING SCHOOLS 1100 WEST LIVE OAK AUSTIN,TX 78704		501(C)3 EIN 74-11430	TO SUPPORT INSTALLATION, FURNISHING AND EQUIPMENT OF TWO NEW PRESCHOOL CLASSROOMS	5,000
MAKE-A-WISH FOUNDATION OF CENTRAL AND SOUTH TEXAS 2224 WALSH TARLTON LANE SUITE 200 AUSTIN,TX 78746		501(C)3 EIN 74-23577	TO SUPPORT THE COST OF RENEWAL AND MAINTENANCE OF PROFESSIONAL DATABASE MANAGEMENT SOFTWARE AND ASSOCIATED IT SERVICES	5,000
MARWEN FOUNDATION 833 N ORLEANS STREET CHICAGO,IL 60610		501(C)3 EIN 36-35236	TO SUPPORT COLLEGE PREPARATORY ACTIVITIES FOR YOUTH PARTICIPATING IN ARTS PROGRAMMING	10,000
MEALS ON WHEELS AND MORE 3227 EAST 5TH STREET AUSTIN,TX 78702		501(C)3 EIN 23-72025	TO PROVIDE NUTRITIOUS MEALS TO HOMEBOUND ELDERLY WHO ARE UNABLE TO PREPARE FOR THEMSELVES	55,000
MEALS ON WHEELS AND MORE 3227 EAST 5TH STREET AUSTIN,TX 78702		501(C)3 EIN 23-72025	TO SUPPORT THE GENERAL OPERATING EXPENSES	400
MISERICORDIA FAMILY ASSOCIATION 6300 N RIDGE AVE CHICAGO,IL 60660		501(C)3 EIN 23-72858	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NAMASTE CHARTER SCHOOL INC 3737 S PAVLINA ST CHICAGO,IL 60609		501(C)3 EIN 20-02857	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
NAPERVILLE ELDERLY HOMES INC 310 WEST MARTIN AVENUE NAPERVILLE,IL 60540		501(C)3 EIN 36-27091	TO PROVIDE SUPPORTIVE SERVICES FOR OLDER ADULTS LIVING IN AFFORDABLE HOUSING	10,000
NATIONAL ANTI-VIVISECTION SOCIETY 53 W JACKSON BLVD STE 1552 CHICAGO,IL 606043782		501(C)3 EIN 36-22295	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
NATIONAL OVARIAN CANCER COALITION INC 2501 OAK LAWN STE 435 DALLAS,TX 75219		501(C)3 EIN 6-506280	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
NEW MOMS INC 2845 W MCLEAN AVE CHICAGO,IL 60647		501(C)3 EIN 36-32658	TO SUPPORT PARENTING SKILLS DEVELOPMENT FOR TEEN MOTHERS AND ENRICHED CHILD CARE	30,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN COURT CHICAGO,IL 60134		501(C)3 EIN 36-32036	TO SUPPORT THE PURCHASE OF FOOD FOR DISTRIBUTION AT EMERGENCY FOOD PANTRIES	33,750
OMNI YOUTH SERVICES INC 1111 W LAKE COOK ROAD BUFFALO GROVE,IL 60089		501(C)3 EIN 36-27770	TO SUPPORT IN-HOME COUNSELING AND SUPPORTIVE SERVICES FOR FAMILIES REFERRED FOR INCIDENTS OF ABUSE OR NEGLECT	10,000
OPEN DOOR PRESCHOOL 3804 CHERRYWOOD RD AUSTIN,TX 78722		501(C)3 EIN 74-18343	TO SUPPORT THE GENERAL OPERATING EXPENSES	75
OPEN DOOR PRESCHOOL 3804 CHERRYWOOD RD AUSTIN,TX 78722		501(C)3 EIN 74-18343	TO SUPPORT THE OPENING OF A NEW (THIRD) LOCATION AS PART OF FOUNDATION COMMUNITIES' AFFORDABLE HOUSING COMMUNITY IN EAST AUSTIN, M STATION	5,000
OUTREACH COMMUNITY MINISTRIES INC 122 W LIBERTY DR WHEATON,IL 60187		501(C)3 EIN 23-72650	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
PARAMOUNT THEATRE FOR THE PERFORMING ARTS INC PO BOX 1566 AUSTIN,TX 78767		501(C)3 EIN 74-17747	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
PEOPLE'S COMMUNITY CLINIC 2909 N IH-35 AUSTIN,TX 78722		501(C)3 EIN 23-70876	TO SUPPORT THE PRENATAL PROGRAM AND EARLY AND PERIODIC SCREENING, DIAGNOSTIC, AND TREATMENT FOR INFANTS	50,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH-35 AUSTIN,TX 78722		501(C)3 EIN 23-70876	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
PEOPLE'S RESOURCE CENTER 201 S NAPERVILLE ROAD WHEATON,IL 60187		501(C)3 EIN 36-31576	TO SUPPORT AN ART ENRICHMENT PROGRAM FOR LOW-INCOME YOUTH	10,000
PEOPLE'S RESOURCE CENTER 201 S NAPERVILLE ROAD WHEATON,IL 60187		501(C)3 EIN 36-31576	TO SUPPORT THE FOOD PANTRY PROGRAM	35,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PILLARS 333 N LAGRANGE ROAD SUITE ONE LAGRANGE PARK,IL 60526		501(C)3 EIN 36416649	TO SUPPORT COUNSELING AND CASE MANAGEMENT SUPPORT SERVICES TO SENIORS WITH MENTAL HEALTH NEEDS	30,000
PLANNED PARENTHOOD OF GREATER TEXAS INC 7424 GREENVILLE AVENUE SUITE 206 DALLAS,TX 75231		501(C)3 EIN 52-12432	TO SUPPORT A HEALTH AND SEXUALITY EDUCATION PROGRAM	25,000
PLANNED PARENTHOOD OF GREATER TEXAS INC 7424 GREENVILLE AVENUE SUITE 206 DALLAS,TX 75231		501(C)3 EIN 52-12432	TO SUPPORT THE GENERAL OPERATING EXPENSES	75
POSITIVE PARENTING DUPAGE 105 S VILLA AVE VILLA PARK,IL 60181		501(C)3 EIN 20-31524	TO INCREASE EFFECTIVE PARENTING BY IMPROVING KNOWLEDGE OF CHILD DEVELOPMENT AND STRENGTHENING SUPPORT SERVICES FOR FAMILIES	100,000
RAWSON-SAUNDERS SCHOOL 2600 EXPOSITION AUSTIN,TX 78703		501(C)3 EIN 74-28207	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
RAWSON-SAUNDERS SCHOOL 2600 EXPOSITION AUSTIN,TX 78703		501(C)3 EIN 74-28207	TO SUPPORT THE GENERAL OPERATING EXPENSES	10,000
RAWSON-SAUNDERS SCHOOL 2600 EXPOSITION AUSTIN,TX 78703		501(C)3 EIN 74-28207	TO SUPPORT THE GENERAL OPERATING EXPENSES	5,000
RAWSON-SAUNDERS SCHOOL 2600 EXPOSITION AUSTIN,TX 78703		501(C)3 EIN 74-28207	TO SUPPORT THE GENERAL OPERATING EXPENSES	1,000
RAWSON-SAUNDERS SCHOOL 2600 EXPOSITION AUSTIN,TX 78703		501(C)3 EIN 74-28207	TO SUPPORT THE GENERAL OPERATING EXPENSES	3,000
AUSTIN COMMUNITY FOUNDATION PO BOX 5159 AUSTIN,TX 78763		501(C)3 EIN 74-19340	RECA ROCKS FOR HAAM CHARITY CONCERT	5,000
RESPIRE CARE OF SAN ANTONIO INCORPORATED PO BOX 12633 SAN ANTONIO,TX 78212		501(C)3 EIN 74246777	TO SUPPORT THE GENERAL OPERATING EXPENSES	150
RISE SCHOOL OF AUSTIN 4220 MONTEREY OAKS BLVD AUSTIN,TX 78749		501(C)3 EIN 74-29743	RISE ACROSS TEXAS FOUNDATION FRIENDS OF MACK	5,000
RIVER PLACE ELEMENTARY PTA 6500 SITIO DEL RIO BLVD AUSTIN,TX 78730		501(C)3 EIN 74-10544	TO SUPPORT THE GENERAL OPERATING EXPENSES	75
ROBERT CROWN CENTER FOR HEALTH EDUCATION 21 SALT CREEK LANE HINSDALE,IL 60521		501(C)3 EIN 36-26087	TO SUPPORT A HEALTH EDUCATION PROGRAM FOR LOW-INCOME STUDENTS	25,000
ROBERT CROWN CENTER FOR HEALTH EDUCATION 21 SALT CREEK LANE HINSDALE,IL 60521		501(C)3 EIN 36-26087	TO SUPPORT A SCHOOL-BASED HEROIN PREVENTION PROGRAM	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE CHARITIES OF AUSTIN AND CENTRAL TEXAS 1315 BARBARA JORDAN BLVD AUSTIN,TX 78723		501(C)3 EIN 74-22776	TO SUPPORT THE GENERAL OPERATING EXPENSES	950
RPE THEATER BOOSTER CLUB 7301 RANCH RD 620 N STE 155 AUSTIN,TX 78726		501(C)3 EIN 80-02626	TO SUPPORT THE GENERAL OPERATING EXPENSES	75
SAFEPLACE 1515 A GROVE BOULEVARD AUSTIN,TX 78741		501(C)3 EIN 74-19778	TO SUPPORT THE COUNSELING SERVICES PROGRAM WHICH ADDRESSES THE NEEDS OF SEXUAL AND DOMESTIC VIOLENCE SURVIVORS	40,000
SAFEPLACE 1515 A GROVE BOULEVARD AUSTIN,TX 78741		501(C)3 EIN 74-19778	TO SUPPORT THE GENERAL OPERATING EXPENSES	200
SCOTT & WHITE HEALTHCARE FOUNDATION 2401 S 31ST ST TEMPLE,TX 76508		501(C)3 EIN 27-35131	TO SUPPORT THE GENERAL OPERATING EXPENSES	50
SEEDLING FOUNDATION 221 WEST SIXTH STREET STE 2000 AUSTIN,TX 78701		501(C)3 EIN 74-28417	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
SENIOR HOME SHARING INC 711 EAST ROOSEVELT ROAD WHEATON,IL 60187		501(C)3 EIN 36-32466	TO SUPPORT AFFORDABLE HOUSING FOR LOW-INCOME SENIORS	35,000
SHARING CONNECTIONS FURNITURE BANK 5111 CHASE AVE DOWNERS GROVE,IL 60515		501(C)3 EIN 36-43631	TO PROVIDE FURNITURE AND OTHER BASIC NEEDS FOR LOW-INCOME FAMILIES	40,000
SPECIAL OLYMPICS ILLINOIS 605 EAST WILLOW STREET NORMAL,IL 61761		501(C)3 EIN 36-29228	"CHICAGO MEDFEST TO SUPPORT FACILITATION OF SPORTS PHYSICALS REQUIRED FOR CURRENT AND PROSPECTIVE	10,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST JUDE PLACE MEMPHIS,TN 38105		501(C)3 EIN 62-06460	TO SUPPORT THE GENERAL OPERATING EXPENSES	180
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST JUDE PLACE MEMPHIS,TN 38105		501(C)3 EIN 62-06460	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
ST LOUISE HOUSE 2026 GUADALUPE STREET AUSTIN,TX 78705		501(C)3 EIN 74-29681	TO SUPPORT LIFE SKILLS AND SUPPORTIVE SERVICES AT ST LOUISE HOUSE FOR HOMELESS WOMEN WITH CHILDREN	25,000
STREET-LEVEL YOUTH MEDIA 1637 N ASHLAND AVE CHICAGO,IL 60622		501(C)3 EIN 36-40395	TO SUPPORT MEDIA ARTS ACTIVITIES AND LEADERSHIP DEVELOPMENT FOR LOW-INCOME YOUTH	7,500
SUSTAINABLE FOOD CENTER INC 1106 CLAYTON LANE SUITE 480W AUSTIN,TX 78723		501(C)3 EIN 74-24414	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
TEEN PARENT CONNECTION 739 ROOSEVELT ROAD BLDG 8 STE 100 GLEN ELLYN,IL 60137		501(C)3 EIN 36-33870	TO SUPPORT PARENT EDUCATION AND SUPPORT SERVICES FOR ADOLESCENT PARENTS AND PEER EDUCATION PREGNANCY PREVENTION PROGRAMS	65,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS HEART INSTITUTE PO BOX 20345 MC 3-117 HOUSTON,TX 77225		501(C)3 EIN 74-60532	UNRESTRICTED	250,000
THE ANTI-DEFAMATION LEAGUE 7300 HART LANE AUSTIN,TX 78731		501(C)3 EIN 74-14694	TO SUPPORT THE GENERAL OPERATING EXPENSES	6,250
THE ARC OF THE CAPITAL AREA 2818 SAN GABRIEL AUSTIN,TX 78705		501(C)3 EIN 74-12944	TO SUPPORT THE ARC FOR THE ARTS WHICH PROVIDES YOUTH AND ADULTS WITH DEVELOPMENTAL DISABILITIES, EDUCATION AND TRAINING TO INCREASE THEIR SELF-SUFFICIENCY	16,000
THE AUSTIN YOUNG MEN'S BUSINESS LEAGUE SUNSHINE CAMPS PO BOX 684980 AUSTIN,TX 787684980		501(C)3 EIN 74-60231	TO SUPPORT CONSTRUCTION OF NEW SUNSHINE CAMP FOR ECONOMICALLY UNDERPRIVILEGED CHILDREN	20,000
THE CARE COMMUNITIES 4315 GUADALUPE ST STE 303 AUSTIN,TX 78751		501(C)3 EIN 74-28456	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
THE CHICAGO LIGHTHOUSE FOR PEOPLE WHO ARE BLIND OR VISUALLY IMPAIRED 1850 WEST ROOSEVELT ROAD CHICAGO,IL 606081288		501(C)3 EIN 36-21691	TO SUPPORT IN-HOME THERAPY AND PARENT COUNSELING, EDUCATION AND SUPPORT FOR FAMILIES WITH CHILDREN WHO ARE BLIND OR VISUALLY IMPAIRED	13,750
THE COLLEGE OF SAINT ROSE 432 WESTERN AVE ALBANY,NY 12203		501(C)3 EIN 14-13383	TO SUPPORT THE GENERAL OPERATING EXPENSES	500
THE COMMUNITY HOUSE 415 W EIGHTH STREET HINSDALE,IL 60521		501(C)3 EIN 36-21677	TO SUPPORT AFTER-SCHOOL AND SUMMER PROGRAMS FOR THE WILLOWBROOK CORNER NEIGHBORHOOD	75,000
THE HUMANE FARMING ASSOCIATION PO BOX 3577 SAN RAFAEL,CA 94912		501(C)3 EIN 68-00879	TO SUPPORT THE GENERAL OPERATING EXPENSES	10
THE KHABELE SCHOOL 801 RIO GRANDE STREET AUSTIN,TX 78701		501(C)3 EIN 74-30202	TO SUPPORT THE GENERAL OPERATING EXPENSES	250
THE SETON COVE 3708 CRAWFORD STREET AUSTIN,TX 78701		501(C)3 EIN 74-27275	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
THE SETON FUND 1201 WEST 38TH STREET AUSTIN,TX 78705		501(C)3 EIN 74-22129	FOUR SEASONS HOTEL GINGEBREAD HOUSE	263
THE SETTLEMENT HOME 1600 PAYTON GIN ROAD AUSTIN,TX 78758		501(C)3 EIN 74-12001	TO SUPPORT EDUCATIONAL SUPERVISOR AT THE ON-SITE CHARTER SCHOOL	40,000
THE UNIVERSITY OF TEXAS FOUNDATION POST OFFICE BOX 250 AUSTIN,TX 78767		501(C)3 EIN 74-15874	TO SUPPORT THE ACE PROGRAM WHICH PROVIDES HIGH QUALITY, RESEARCH-BASED EARLY LITERACY TUTORING AND EDUCATIONAL SUPPORT FOR BILINGUAL STUDENTS	7,560
UMOJA STUDENT DEVELOPMENT CORPORATION 954 WEST WASHINGTON BLVD SUITE 225 CHICAGO,IL 60607		501(C)3 EIN 36-42636	TO SUPPORT A SCHOOL-WIDE PREVENTION, INTERVENTION, AND RESTORATION PROGRAM TO REDUCE TEEN VIOLENCE	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK,NY 10038		501(C)3 EIN 13-17601	TO SUPPORT THE GENERAL OPERATING EXPENSES	150
VOLUNTEER HEALTHCARE CLINIC 4215 MEDICAL PARKWAY AUSTIN,TX 78756		501(C)3 EIN 74-60824	TO SUPPORT NON-EMERGENCY, WALK-IN, FREE, MEDICAL CLINIC SERVICES TO CHILDREN WHO ARE UNINSURED AND/OR LACK ACCESS TO HEALTHCARE	5,000
WEST SUBURBAN COMMUNITY PANTRY 6809 HOBSON VALLEY DR 118 WOODRIDGE,IL 60517		501(C)3 EIN 36-38570	TO SUPPORT A PROGRAM PROVIDING HEALTHY, NUTRITIOUS FOOD TO LOW-INCOME FAMILIES	15,000
WESTERN DUPAGE SPECIAL RECREATION ASSOCIATION FOUNDATION 116 N SCHMALE ROAD CAROL STREAM,IL 60188		501(C)3 EIN 36-39329	TO SUPPORT A RECREATIONAL PROGRAM FOR STUDENTS WHO ARE ENROLLED IN ALTERNATIVE SCHOOLS	5,000
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN,TX 78758		501(C)3 EIN 74-30129	TO SUPPORT A PROGRAM THAT HELPS CHILDREN COPE WITH LIFE-THREATENING ILLNESSES OF A PARENT OR LOVED-ONE	5,000
WOUNDED WARRIOR MENTOR PROGRAM SAN ANTONIO PO BOX 160006 SAN ANTONIO,TX 78280		501(C)3 EIN 27205401	TO SUPPORT THE GENERAL OPERATING EXPENSES	2,500
WOUNDED WARRIOR PROJECT INC 4899 BELFORT RD STE JACKSONVILLE,FL 322566033		501(C)3 EIN 20-23709	DONATION IN MEMORY OF RONNIE ROPER	100
WOUNDED WARRIOR PROJECT INC 4899 BELFORT RD STE JACKSONVILLE,FL 322566033		501(C)3 EIN 20-23709	TO SUPPORT THE GENERAL OPERATING EXPENSES	100
YOUNG WOMEN'S CHRISTIAN ASSOC OF METROPOLITAN CHICAGO ONE NORTH LASALLE STREET SUITE 1150 CHICAGO,IL 60602		501(C)3 EIN 36-21797	TO SUPPORT MENTAL HEALTH COUNSELING FOR CHILDREN WHO'VE BEEN SEXUALLY ABUSED	7,500
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	ANNUAL GIFT	1,900
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	BENCHES	12,500
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	CAPITAL CAMPAIGN	9,450
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	FRIENDS OF ANTON NEL FUND FOR THE ZACH THEATRE ANNUAL FUND	1,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	FUND THE MISSION	5,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	SEAT CAMPAIGN	7,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	TO SUPPORT THE CONSTRUCTION OF A PUBLIC PLAZA HONORING RAY BENSON AT THE ZACH TOPFER THEATRE	25,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	TO SUPPORT THE CONSTRUCTION OF THE TOPFER THEATRE PERFORMING ARTS VENUE	50,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	TOPFER THEATRE OPENING GALA WEEKEND	25,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	TO SUPPORT THE GENERAL OPERATING EXPENSES	6,775
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704		501(C)3 EIN 74-13694	TO SUPPORT THE GENERAL OPERATING EXPENSES	3,125
Total			3a	3,246,651

TY 2012 Accounting Fees Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,931	5,198		1,733

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE	2001-06-30	1,664	1,664	SL	7 0000000000000	0	0		
COMPUTER SOFTWARE	2001-06-30	511	511	SL	3 0000000000000	0	0		
COMPUTER EQUIPMENT	2001-06-30	5,684	5,684	SL	5 0000000000000	0	0		
FURNITURE	2002-06-30	537	537	SL	7 0000000000000	0	0		
COMPUTER SOFTWARE	2002-06-30	54,828	54,828	SL	3 0000000000000	0	0		
COMPUTER EQUIPMENT	2002-06-30	12,319	12,319	SL	5 0000000000000	0	0		
COMPUTER SOFTWARE	2004-06-30	8,068	8,068	SL	3 0000000000000	0	0		
COMPUTER EQUIPMENT	2004-06-30	1,210	1,210	SL	5 0000000000000	0	0		
FURNITURE	2007-06-30	20,138	14,144	SL	7 0000000000000	2,877	0		
LEASEHOLD IMPROVEMENTS	2007-06-30	48,067	6,058	SL	39 0000000000000	1,232	0		
COMPUTER EQUIPMENT	2007-06-30	952	935	SL	5 0000000000000	17	0		
COMPUTER EQUIPMENT	2008-06-30	3,725	2,608	SL	5 0000000000000	745	0		
COMPUTER EQUIPMENT	2010-04-15	6,968	2,439	SL	5 0000000000000	1,394	0		

TY 2012 Investments Corporate Stock Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LUMINOUS BROKERAGE	7,062,018	7,416,203
JP MORGAN	7,024,516	8,428,476
UBS	1,049,850	1,225,775

TY 2012 Land, Etc. Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE	1,664	1,664	0	
COMPUTER SOFTWARE	511	511	0	
COMPUTER EQUIPMENT	5,684	5,684	0	
FURNITURE	537	537	0	
COMPUTER SOFTWARE	54,828	54,828	0	
COMPUTER EQUIPMENT	12,319	12,319	0	
COMPUTER SOFTWARE	8,068	8,068	0	
COMPUTER EQUIPMENT	1,210	1,210	0	
FURNITURE	20,138	17,021	3,117	
LEASEHOLD IMPROVEMENTS	48,067	7,290	40,777	
COMPUTER EQUIPMENT	952	952	0	
COMPUTER EQUIPMENT	3,725	3,353	372	
COMPUTER EQUIPMENT	6,968	3,833	3,135	

TY 2012 Other Assets Schedule

Name: TOPFER FAMILY FOUNDATION
 EIN: 74-2961304

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
QUELLOS PRIVATE CAPITAL 2002	-321,294	-2,914,287	8,776,788
NET LEASE PRIVATE REIT V	1,405,163	1,190,157	399,994
NET LEASE PRIVATE REIT VI	1,341,819	488,875	1,223,267
NET LEASE PRIVATE REIT VII-A	1,607,248	878,326	1,139,749
HOT CREEK VENTURES 2, LP	64,543	64,543	56,886
LC - FCO II LP	242,942	232,147	255,988
LC - RIMROCK LP	1,182,646	1,171,480	1,536,795
LC - SCOTTWOOD LP	43,600	0	0
LUMINOUS CAPITAL NET LEASE INCOME FUND LP	623,098	876,109	955,625
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	1,305,049	595,716	1,642,023
LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP	667,833	702,295	801,915
GARRISON OPPORTUNITY FUND LLC	658,028	485,389	616,626
Q-BLK CO INV FUND II	1,279,850	1,176,521	1,358,661
LCDBSO, LP	1,280,323	1,267,373	1,586,373
LC SPECIAL OPPORTUNITIES FUND, LP	224,010	499,073	539,034
LC REAL ESTATE OPPORTUNITY FUND, LP	32,355	297,689	307,427
LC - DIRECT LENDING OPPOR FUND, LP	0	719,383	724,536
LUMINOUS CAPITAL SPECIAL SITUATIONS FUND II A, LP	0	266,331	268,448
LC - GOLUB CAPITAL VIII B, LP	0	241,364	257,692
LC - GOF III, LP	0	45,986	47,350
LC - FCO III CL B, LP	0	174,014	183,703
LC - GOLUB CAPITAL VII, LP	0	804,949	870,590
LC - FORTRESS REAL ESTATE OPPOR FUND, LP	0	100,619	101,294
LANDMARK SOUTHPARK APARTMENTS, LP	0	250,000	250,000
NOTE RECEIVABLE - HUNTER KELSEY (CASEY LENDING)	0	500,000	500,000
OVATION CREDIT OPPOR FUND,LP	0	61,023	58,649
NET LEASE PRIVATE REIT IX	0	156,498	160,000

TY 2012 Other Expenses Schedule

Name: TOPFER FAMILY FOUNDATION
EIN: 74-2961304

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	3,154	0		3,154
OFFICE SUPPLIES	1,706	0		1,706
COMPUTER SERVICES	4,245	0		4,245
INSURANCE	8,841	0		8,841
BANK FEES	28	28		0
POSTAGE AND DELIVERY	207	0		207
SUBSCRIPTIONS	307	0		307
MEMBERSHIP DUES	10,500	0		10,500
EQUIPMENT EXPENSES	18,424	0		18,424
PORTFOLIO DEDUCTIONS - LC - DIRECT LENDING FUND, LP	2,291	2,291		0
PORTFOLIO DEDUCTIONS - LCDBSO , LP	12,964	12,964		0
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL SPECIAL SITS FUND II-A, LP	8,522	8,522		0
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL SPECIAL SITS FUND, LP	25,333	25,333		0
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL NET LEASE INCOME FUND, LP	25,456	25,456		0
PORTFOLIO DEDUCTIONS - LUMINOUS CAPITAL DISTRESSED CR OPPOR FUND-A, LP	19,382	19,382		0
PORTFOLIO DEDUCTIONS - LC - FCO II LP	5,490	5,490		0
PORTFOLIO DEDUCTIONS - LC - GOF III, LP	765	765		0
PORTFOLIO DEDUCTIONS - LC REAL ESTATE OPPORTUNITY FUND, LP	5,842	5,842		0
PORTFOLIO DEDUCTIONS - LC - RIMROCK LP	11,168	11,168		0
PORTFOLIO DEDUCTIONS - LC SPECIAL OPPORTUNITIES FUND, LP	25,185	25,185		0
PORTFOLIO DEDUCTIONS - LC - FCO III, LP	4,449	4,449		0
PORTFOLIO DEDUCTIONS - LC - GOLUB CAPITAL VII, LP	7,705	7,705		0
PORTFOLIO DEDUCTIONS - GARRISON OPPORTUNITY FUND, LLC	7,145	7,145		0
PORTFOLIO DEDUCTIONS - FORTRESS REAL ESTATE OPPORTUNITIES FUND (B) LP	2,512	2,512		0
PORTFOLIO DEDUCTIONS - Q-BLK CO-INVESTMENT FUND II, LP	19,830	19,830		0
SECTION 179 DEDUCTION - LUMINOUS CAPITAL SPECIAL SITS FUND, LP	1	1		0
OTHER DEDUCTIONS - LUMINOUS CAPITAL SPECIAL SITUATIONS FUND LP	518	518		0
CHARITABLE CONTRIBUTION - LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP	21	21		0
OTHER DEDUCTIONS - LUMINOUS DISTRESSED CREDIT OPPORTUNITIES FUND A LP	590	590		0
OTHER DEDUCTIONS - LC - GOLUB CAPITAL VIII, LP	2,662	2,662		0
SECTION 179 DEDUCTION - GARRISON OPPORTUNITY FUND, LLC	8	8		0
CHARITABLE CONTRIBUTION - GARRISON OPPORTUNITY FUND, LLC	2	2		0
OTHER DEDUCTIONS - GARRISON OPPORTUNITY FUND, LLC	2,806	2,806		0
CHARITABLE OCNTRIBUTION - Q- BLK CO-INVESTMENT FUND II, LP	80	80		0
OTHER DEDUCTIONS - Q-BLK CO - INVESTMENT FUND II, LP	268	268		0

TY 2012 Other Income Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OVATION CREDIT OPPORTUNITY FUND, LP	-1,477	-1,477	-1,477
LUMINOUS CAPITAL SPECIAL SITS FUND II-A, LP	899	899	899
LUMINOUS CAPITAL SPECIAL SITS FUND, LP	21,598	21,598	21,598
LUMINOUS CAPITAL NET LEASE INCOME FUND, LP	34	34	34
LUMINOUS CAPITAL DISTRESSED CR OPPOR FUND-A, LP	11,585	11,585	11,585
LC - FCO II LP	15,444	15,444	15,444
LC SPECIAL OPPORTUNITIES FUND, LP	78	78	78
LC - FCO III, LP	1,813	1,813	1,813
GARRISON OPPORTUNITY FUND, LLC	-8,505	-8,505	-8,505
FORTRESS REAL ESTATE OPPORTUNITIES FUND (B) LP	2,434	2,434	2,434
Q-BLK CO-INVESTMENT FUND II, LP	9,023	9,023	9,023

TY 2012 Other Increases Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Description	Amount
BOOK-TAX DIFFERENCES	70
FEDERAL INCOME TAX REFUND	23,273

TY 2012 Other Professional Fees Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	61,837	61,837		0

TY 2012 Taxes Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,826	2,826		0