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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 The Tapeats Fund		A Employer identification number 76-0412011	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 55 Walls Drive Ro		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Fairfield, CT 06824		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 13,309,166	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	218,240	218,240		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	335,095			
	b Gross sales price for all assets on line 6a _____ 1,936,479				
	7 Capital gain net income (from Part IV , line 2)		335,095		
	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)	75,576	75,575		
	12 Total. Add lines 1 through 11	628,911	628,910		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,731			1,731
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	64,720	38,486		26,234
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,468			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	23,789			23,789
	21 Travel, conferences, and meetings	10,335			10,335
	22 Printing and publications				
	23 Other expenses (attach schedule)	104,245	37,934		66,311
	24 Total operating and administrative expenses. Add lines 13 through 23	229,288	76,420		128,400
	25 Contributions, gifts, grants paid	599,500			599,500
	26 Total expenses and disbursements. Add lines 24 and 25	828,788	76,420		727,900
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-199,877			
	b Net investment income (if negative, enter -0-)		552,490		
	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)	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	1,057,130	1,145,469	1,145,469
	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 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)	1,162,533	955,428	1,022,848
	b	Investments—corporate stock (attach schedule)	3,586,425 <input checked="" type="checkbox"/>	3,978,853	4,501,598
	c	Investments—corporate bonds (attach schedule).	2,454,531 <input checked="" type="checkbox"/>	1,753,745	1,836,530
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,001,468 <input checked="" type="checkbox"/>	4,228,715	4,802,721
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,262,087	12,062,210	13,309,166	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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 checked="" 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	12,262,087	12,062,210	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,262,087	12,062,210	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,262,087	12,062,210	

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 12,262,087
2	Enter amount from Part I, line 27a	2 -199,877
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 12,062,210
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 12,062,210

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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 1,936,479		1,790,988	145,491
b			189,604
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			145,491
b			189,604
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	335,095
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	708,644	13,215,439	000 053622
2010	709,150	12,791,673	000 055438
2009	841,974	11,987,734	000 070236
2008	788,246	14,713,582	000 053573
2007	718,699	16,435,827	000 043728

2	Total of line 1, column (d).	2	000 276597
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	000 055319
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,312,299
5	Multiply line 4 by line 3.	5	736,423
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,525
7	Add lines 5 and 6.	7	741,948
8	Enter qualifying distributions from Part XII, line 4.	8	727,900

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,050
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	11,050
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	11,050
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,400	
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	11,400
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	350
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 350	Refunded	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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 \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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				
14	The books are in care of	co Foundation Source	Telephone no	(800) 839-1754
	Located at	55 Walls Drive	Fairfield	CT
			ZIP +4	06824
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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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
Foundation Source	Administrative	60,456
55 Walls Drive suite 302 Fairfield,CT 06824		
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	
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.	

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	7,674,004
b	Average of monthly cash balances.	1b	1,038,299
c	Fair market value of all other assets (see instructions).	1c	4,802,721
d	Total (add lines 1a, b, and c).	1d	13,515,024
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	13,515,024
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 5	4	202,725
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,312,299
6	Minimum investment return. Enter 5% of line 5.	6	665,615

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	665,615
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	11,050
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,050
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	654,565
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	654,565
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	654,565

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 5	1a	727,900
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	727,900
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	727,900
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				654,565
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			321,472	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 727,900				
a Applied to 2011, but not more than line 2a			321,472	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				406,428
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				248,137
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2Information 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 or e-mail of the person to whom applications should be addressed

Margaret Worden
c/o Foundation Source 55 Walls Dr
Fairfield,CT 06824
(800) 839-1754

b

The form in which applications should be submitted and information and materials they should include

See www.fsrequests.com/tapeats

c

Any submission deadlines

See www.fsrequests.com/tapeats

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

See www.fsrequests.com/tapeats

Form 990-PF (2012)

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	599,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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.			

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2013-11-12		
	Firm's name <input type="checkbox"/>	Foundation Source		Firm's EIN <input type="checkbox"/>	
		One Hollow Lane Suite 212			
	Firm's address <input type="checkbox"/>	Lake Success, NY 11042		Phone no (800) 839-1754	

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Software Version: 12.19.1011.1[illegible]

TY 2012 General Explanation Attachment**Name:** The Tapeats Fund**EIN:** 76-0412011**Software ID:** 12000057**Software Version:** 12.19.1011.1

TY 2012 Investments Corporate Bonds Schedule

Name: The Tapeats Fund

EIN: 76-0412011

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY FIN CORP - 5.400 - 05/15/2018	159,585	180,443
BP CAP MKTS - 5.250 - 11/07/2013	162,911	156,091
CATERPILLAR INC NT - 5.700 - 08/15/2016	103,836	116,010
CONOCOPHILLIPS GTD - 4.600 - 01/15/2015	167,166	162,035
DU PONT E I DE NEMOURS - 6.000 - 07/15/2018	179,025	185,120
EI DU PONT DE NUMOUR BONDS - 05.000 - 07/15/2013	103,360	102,480
GOLDMAN SACHS GRP INC - 5.125 - 01/15/2015	106,896	112,810
MERRILL LYNCH CO NOTES - 5.000 - 01/15/2015	47,437	53,415
ORACLE CORP - 5.250 - 01/15/2016	98,705	113,161
PEPSICO INC SR NT - 4.650 - 02/15/2013	107,223	100,486
PFIZER INC - 4.500 - 02/15/2014	159,983	156,774
UNITED TECHNLGS CORP BOND 05.37500 12/15/2017 CALL MAKE WHOLE	158,854	178,292
UPS - 4.500 - 01/15/2013	100,819	100,143
WELLS FARGO COMPANY BOND 05.62500 12/11/2017	97,945	119,270

TY 2012 Investments Corporate
 Stock Schedule

Name: The Tapeats Fund
 EIN: 76-0412011
 Software ID: 12000057
 Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
605 shares of AETNA INC	19,946	28,018
78 shares of ALLIANCE DATA SYSTEM CORP	4,402	11,291
375 shares of ANADARKO PETROLEUM CORP	23,994	27,866
243 shares of APACHE CORPORATION	21,192	19,076
103 shares of APPLE INC.	37,138	54,814
485 shares of AUTOMATIC DATA PROCESSING INC.	16,395	27,611
325 shares of B M C SOFTWARE	15,081	12,877
1043 shares of BANK OF AMERICA CORP	10,080	12,109
63 shares of BLACKROCK INC	10,182	13,023
346 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	15,725	16,483
1295 shares of CISCO SYSTEMS INC	23,868	25,445
505 shares of CITIGROUP INC	22,336	19,978
190 shares of CME GROUP, INC	10,158	9,627
574 shares of COMCAST CORP CL A	9,971	21,445
380 shares of COVIDIEN LTD	17,757	21,941
505 shares of CROWN HOLDINGS INC	17,547	18,589
375 shares of CVS CAREMARK CORP	14,669	18,131
440 shares of DANAHER CORP	16,458	24,596
29463 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN	406,275	451,965
710 shares of EMC CORP-MASS	17,070	17,963
20086 shares of EPOCH GLOBAL EQUITY SHAREHOLDER YIELD FUND CLASS I	306,860	327,204
178 shares of EQT CORPORATION	5,111	10,498
562 shares of EXPRESS SCRIPTS HOLDING CO.	22,038	30,348
332 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	8,509	11,557
277 shares of FISERV INC	11,116	21,891
1050 shares of FORD MOTOR COMPANY	15,163	13,598
159326 shares of FRANKLIN HIGH INCOME FUND ADVISOR CLASS	318,856	332,991
430 shares of FREEPORT-MCMORAN COPPER GOLD INC.	14,952	14,706
1470 shares of GENERAL ELECTRIC CO	42,726	30,855
43 shares of GOOGLE INC CL A	23,895	30,417

Name of Stock	End of Year Book Value	End of Year Fair Market Value
490 shares of H.J. HEINZ COMPANY	18,467	28,263
255 shares of JOHNSON JOHNSON	17,378	17,876
635 shares of JP MORGAN CHASE CO	21,472	27,920
595 shares of KINDER MORGAN INC	19,944	21,021
18666 shares of MATTHEWS PACIFIC TIGER FUND I	296,144	455,639
280 shares of MCDONALDS CORP	21,814	24,699
513 shares of MERCK CO INC.	14,203	21,002
1045 shares of MICROSOFT CORPORATION	26,391	27,912
290 shares of NETAPP, INC.	10,818	9,730
210 shares of NIKE INC-CL B	4,215	10,836
1040 shares of ORACLE CORP	15,693	34,653
237 shares of PEPSICO INC	15,149	16,218
362 shares of PG E CORP	15,201	14,545
61219 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND	444,285	406,497
39587 shares of POLEN GROWTH FUND INSTITUTIONAL CLASS	492,238	532,447
250 shares of PRAXAIR INC.	16,335	27,363
776 shares of QEP RESOURCES INC	21,006	23,490
730 shares of REPUBLIC SVCS INC.	20,195	21,411
510 shares of SPECTRA ENERGY CORP	11,968	13,964
320 shares of STRYKER CORPORATION	15,369	17,542
453 shares of TARGET CORPORATION	23,739	26,804
254 shares of TJX COMPANIES INC	6,214	10,782
75 shares of UNION PACIFIC	8,295	9,429
325 shares of UNITED TECHNOLOGIES CORP	17,948	26,653
490 shares of UNITEDHEALTH GROUP INC.	10,989	26,578
350 shares of US BANCORP DEL	11,667	11,179
118 shares of V F CORP	10,179	17,814
29268 shares of VIRTUS EMERGING MARKETS OPPTS CL I	300,000	301,756
100 shares of VISA INC	7,307	15,158
570 shares of WALGREEN CO	17,505	21,096

Name of Stock	End of Year Book Value	End of Year Fair Market Value
859 shares of WELLS FARGO CO.	22,943	29,361
1070 shares of WILLIAMS COS	24,692	35,032
26317 shares of YACKTMAN FOCUSED FUND	499,620	540,015

TY 2012 Investments - Other Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COUGAR INVESTMENT FUND LLC.		140,358	169,601
LIGHTHOUSE DIVERSIFIED FD LTD		750,000	807,401
MBA INVESTMENT FUND, LLC GROWTH		2,117,618	2,545,792
MBA INVESTMENT FUND, LLC VALUE		687,041	746,994
MBA INVESTMENTS, LLC ENDOWMENT		33,698	34,473
PRISMA SPECTRUM FUND LTD.		500,000	498,460

TY 2012 Legal Fees Schedule

Name: The Tapeats Fund

EIN: 76-0412011

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	1,731			1,731

TY 2012 Other Expenses Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	60,456			60,456
Bank Charges	2	2		
Foundation Dues Memberships	2,695			2,695
K-1 Exp COUGAR INVESTMENT FUND LLC	1,284	1,284		
K-1 Exp MBA INVESTMENT FUND, LLC GROWTH	28,167	28,167		
K-1 Exp MBA INVESTMENT FUND, LLC VALUE	8,099	8,099		
K-1 Exp MBA INVESTMENTS, LLC ENDOWMENT	382	382		
Premium Payment for Indemnification Insurance	3,160			3,160

TY 2012 Other Income Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss COUGAR INVESTMENT FUND LLC	4,296	4,296	
K-1 Inc/Loss MBA INVESTMENT FUND, LLC GROWTH	51,492	51,492	
K-1 Inc/Loss MBA INVESTMENT FUND, LLC VALUE	18,865	18,865	
K-1 Inc/Loss MBA INVESTMENTS, LLC ENDOWMENT	922	922	
2010 Federal Tax Refund	1		

TY 2012 Other Professional Fees Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	38,486	38,486		
Professional Management Services	26,234			26,234

TY 2012 Taxes Schedule**Name:** The Tapeats Fund**EIN:** 76-0412011**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	11,400			
Excise Tax for 2011	525			
IRS Excise Tax Payment with 1st ext 990-PF	9,774			
IRS Excise Tax Payment with 2nd ext 990-PF	2,769			

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
David R Graham	Trustee 001 00	0		
Foundation Source 55 Walls Drive Fairfield, CT 06824				
Laurel A Graham	Executive VP / Trustee 001 00	0		
Foundation Source 55 Walls Drive Fairfield, CT 06824				
Robert H Graham	Pres / Treas / Trustee 001 00	0		
Foundation Source 55 Walls Drive Fairfield, CT 06824				
Spencer R Graham	Trustee 001 00	0		
Foundation Source 55 Walls Drive Fairfield, CT 06824				
Whitney G Mixon	Trustee 001 00	0		
Foundation Source 55 Walls Drive Fairfield, CT 06824				
Margaret Worden	Executive Dir / Sec 001 00	0		
Foundation Source 55 Walls Drive Fairfield, CT 06824				

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

Laurel A Graham
Robert H Graham

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>				
AMATEUR ATHLETIC UNION OF THE US 11522 SAGEWILLOW LN HOUSTON,TX 77089	N/A	509a1	Club South Volleyball Division	8,000
BAYOU PRESERVATION ASSOCIATION INC PO BOX 131563 HOUSTON,TX 77219	N/A	509a2	Bayou Restoration and Advocacy Program	5,000
BOS PLACE 10050 BUFF SPDWY HOUSTON,TX 77054	N/A	509a1	General Unrestricted	10,000
BRIARWOOD-BROOKWOOD INC 1752 FM 1489 RD BROOKSHIRE,TX 77423	N/A	509a1	Brookwood Horticulture Program	5,000
BRIGHTER DAYS HORSE REFUGE INC 682 KRAUSE RD PIPE CREEK,TX 78063	N/A	509a1	General Unrestricted	5,000
CAMP ARANZAZU INC 5420 FM 1781 ROCKPORT,TX 78382	N/A	509a1	General Unrestricted	5,000
CAMP FOR ALL FOUNDATION 10500 NW FWY STE 220 HOUSTON,TX 77092	N/A	509a1	Care of Spot	5,000
CAREER GEAR HOUSTON 750 SHARPSTOWN CTR HOUSTON,TX 77036	N/A	509a1	General Unrestricted	2,500
CASA DE ESPERANZA DE LOS NINOS INC PO BOX 66581 HOUSTON,TX 77266	N/A	509a1	Residential Program	5,000
CHILDHOOD CANCER FAMILY ALLIANCE INC 8323 SW FWY STE 435 HOUSTON,TX 77074	N/A	509a1	Parent Consultant Program	5,000
CHINQUAPIN PREPARATORY SCHOOL 2615 E WALLISVILLE RD HIGHLANDS,TX 77562	N/A	509a1	Celebration of Reading	10,000
COLLABORATIVE FOR CHILDREN 1111 N LOOP WSTE 600 HOUSTON,TX 77008	N/A	509a2	General Unrestricted	10,000
CORNELL UNIVERSITY 130 E SENECA ST STE 400 ITHACA,NY 14850	N/A	509a1	Cornell Conservation Medicine Program	25,000
CRISTO REY JESUIT HIGH SCHOOL OF HOUSTON INC 6700 MOUNT CARMEL ST HOUSTON,TX 77087	N/A	509a1	General Unrestricted	10,000
DEFY VENTURES INC 5 PENN PLZ 19TH FLR NEW YORK,NY 10001	N/A	509a1	Entrepreneurship Training Program	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>				
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE ST HOUSTON,TX 77098	N/A	509a1	Thumbs Up Program	5,000
FRIENDS OF MANDELL PARK PO BOX 66551 HOUSTON,TX 77266	N/A	509a1	Planting for the Future Campaign	2,500
GEORGETOWN PROJECT PO BOX 957 GEORGETOWN,TX 78627	N/A	509a1	General Unrestricted	8,000
HEIFER INTERNATIONAL FOUNDATION 1 WORLD AVE LITTLE ROCK,AR 72202	N/A	509a1	General Unrestricted	8,000
HOUSTON ACHIEVEMENT PLACE 245 W 17TH ST HOUSTON,TX 77008	N/A	509a1	Project CLASS	5,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON,TX 77024	N/A	509a1	Operational Grant to Continue Efforts in Education and Conservation	5,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON,TX 77029	N/A	509a1	General Unrestricted	10,000
HOUSTON HABITAT FOR HUMANITY INC 3750 N MCCARTY ST HOUSTON,TX 77029	N/A	509a1	25 for 25 Program	15,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON,TX 77024	N/A	509a1	General Unrestricted	5,000
HOUSTON WILDERNESS INC 550 WESTCOTT ST STE 305 HOUSTON,TX 77007	N/A	509a1	General Unrestricted	5,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON,TX 77030	N/A	509a2	Call of the Wild Lecture Series	20,000
JUSTIN J WATT FOUNDATION PO BOX 530 PEWAUKEE,WI 53072	N/A	509a1	Houston Division	5,000
KIPP INC 10711 KIPP WAY HOUSTON,TX 77099	N/A	509a1	General Unrestricted	15,000
MEDICAL BRIDGES INC PO BOX 300245 HOUSTON,TX 77230	N/A	509a1	General Unrestricted	10,000
MGVP INC DRUID HILL PARK BALTIMORE,MD 21217	N/A	509a1	Gorilla Doctors Division	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>				
MONTANA LAND RELIANCE PO BOX 355 HELENA,MT 59624	N/A	509a1	Land Protection Fund	5,000
NATIONAL ARBOR DAY FOUNDATION 211 N 12TH ST STE 501 LINCOLN,NE 68508	N/A	509a1	Lost Pines Forest Recovery Campaign	10,000
NATIONAL WILDLIFE FEDERATION 11100 WILDFIRE CENTER DR RESTON,VA 20190	N/A	509a2	Wildlife Conflict Resolution Program	25,000
OPEN DOOR MISSION FOUNDATION PO BOX 9356 HOUSTON,TX 77261	N/A	509a1	GED Program	5,000
PATHWAYS FOR LITTLE FEET 8 GREENWAY PLZ STE 1000 HOUSTON,TX 77046	N/A	509a1	Perpetual Family Fund	5,000
PERIWINKLE FOUNDATION 3400 BISSONNET ST STE 185 HOUSTON,TX 77005	N/A	509a1	Camp Periwinkle Program	2,500
POSITIVE COACHING ALLIANCE 1001 N RENGSTORFF AVE STE 100 MOUNTAIN VIEW,CA 94043	N/A	509a1	General Unrestricted	5,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW STE B HOUSTON,TX 77092	N/A	509a1	General Unrestricted	15,000
PRO-VISION INC 4590 WILMINGTON ST HOUSTON,TX 77051	N/A	509a1	Project 180	5,000
RANCH HANDS RESCUE 8827 HWY 377 ARGYLE,TX 76226	N/A	509a1	General Operations and Farm Management Program	10,000
SMALL STEPS NURTURING CENTER 1709 DEPELCHIN ST HOUSTON,TX 77007	N/A	509a1	Small Steps Nutrition Program	10,000
SPARK PO BOX 1562 HOUSTON,TX 77251	N/A	509a1	Park Construction Program	2,500
SPAY-NEUTER ASSISTANCE PROGRAM INC PO BOX 70286 HOUSTON,TX 77270	N/A	509a1	Mobile Spay/Neuter Clinic Program	10,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON,TX 77019	N/A	509a1	Breakthrough Houston Program	10,000
STUDENT CONSERVATION ASSOCIATION INC PO BOX 550 CHARLESTOWN,NH 03603	N/A	509a1	Youth Development and Conservation Program	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 Paid during the year				
SUNSHINE KIDS FOUNDATION 2814 VIRGINIA ST HOUSTON,TX 77098	N/A	509a1	Sunshine Kids Teen Lake Escape Program	2,500
TEACH FOR AMERICA HOUSTON 4669 SW FREEWAY STE 600 HOUSTON,TX 77027	N/A	509a1	General Unrestricted	20,000
TEAM RUBICON 1030 W HILLCREST BLVD INGLEWOOD,CA 90301	N/A	509a1	General Unrestricted	5,000
TEXAS EQUUSEARCH PO BOX 395 DICKINSON,TX 77539	N/A	509a1	General Unrestricted	8,000
THE MONARCH SCHOOL INC 2815 ROSEFIELD DR HOUSTON,TX 77080	N/A	509a1	Scholarship Assistance Program	5,000
TREES FOR HOUSTON PO BOX 270477 HOUSTON,TX 77277	N/A	509a2	General Unrestricted	10,000
W OSCAR NEUHAUS MEMORIAL FOUNDATION 4433 BISSONNET ST BELLAIRE,TX 77401	N/A	509a1	Comprehensive Literacy of Houston Corps Members and Alumni of the Teach for America	10,000
WILD SKIES RAPTOR CENTER PO BOX 3676 MISSOULA,MT 59806	N/A	509a1	Construction and Building of an Eagle Flight Enclosure	7,500
WILDLIFE CONSERVATION NETWORK INC 25745 BASSETT LN LOS ALTOS HLS,CA 94022	N/A	509a1	Conserv of Painted Dog, Cheetah, Ethiopian Wolf, Snow Leopard, Andean Small Cat, and Niassa Lion	77,500
WILLOWRIDGE HIGH SCHOOL 16301 CHIMNEY ROCK HOUSTON,TX 77053	N/A	509a1	Activity Fund	5,000
YELLOWSTONE ACADEMY INC 3000 TRULLEY ST HOUSTON,TX 77004	N/A	509a1	General Unrestricted	5,000
YELLOWSTONE PARK FOUNDATION INC 222 E MAIN ST STE 301 BOZEMAN,MT 59715	N/A	509a1	Annual Fund	20,000
YELLOWSTONE PARK FOUNDATION INC 222 E MAIN ST STE 301 BOZEMAN,MT 59715	N/A	509a1	Yellowstone Wolf Education Project	20,000
YES PREP PUBLIC SCHOOLS INC 6201 BONHOMME RD STE 168N HOUSTON,TX 77036	N/A	509a1	3rd Installment of Pledge	25,000
Total  3a				599,500