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
FRIEDEL FAMILY FOUNDATION

A Employer identification number
86-0938348

Number and street (or P O box number if mail is not delivered to street address) 5327 VALBURN CIRCLE | Room/suite

B Telephone number (see instructions)
(512) 345-1566

City or town, state, and ZIP code
AUSTIN, TX 78731

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)* ▶$ 4,527,305

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))

	Line	Description	(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	19,565	19,565		
	4	Dividends and interest from securities	108,213	99,560		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	218,129			
	b	Gross sales price for all assets on line 6a 1,634,615				
	7	Capital gain net income (from Part IV, line 2)		218,129		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	345,907	337,254		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,575	1,575		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,950	3,950		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	29,290	29,290		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,815	34,815		0
	25	Contributions, gifts, grants paid	237,288			237,288
	26	**Total expenses and disbursements.** Add lines 24 and 25	272,103	34,815		237,288
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	73,804			
	b	**Net investment income** (if negative, enter -0-)		302,439		
	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	762	38,078	38,078
	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)			
	b Investments—corporate stock (attach schedule)	3,087,727	2,763,181	3,567,308
	c Investments—corporate bonds (attach schedule)	416,243	732,537	766,732
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	95,000	144,677	155,187
	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)	3,599,732	3,678,473	4,527,305
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	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	1,557,125	1,557,125	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	2,042,607	2,121,348	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,599,732	3,678,473	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,599,732	3,678,473	

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	3,599,732
2	Enter amount from Part I, line 27a	2	73,804
3	Other increases not included in line 2 (itemize) ▶	3	4,937
4	Add lines 1, 2, and 3	4	3,678,473
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	3,678,473

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
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	218,129
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	223,578	4,477,455	0 049934
2010	211,980	4,192,493	0 050562
2009	188,449	3,649,721	0 051634
2008	217,510	4,852,340	0 044826
2007	267,507	6,016,039	0 044466

2	**Total** of line 1, column (d).	2	0 241422
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 048284
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,459,185
5	Multiply line 4 by line 3.	5	215,307
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,024
7	Add lines 5 and 6.	7	218,331
8	Enter qualifying distributions from Part XII, line 4.	8	237,288

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 ▶ ☐ 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	3,024
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	3,024
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	3,024
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,840		
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	1,840
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,184
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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		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? *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) ▶AZ			
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)*

		Line	Yes	No
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 ▶N/A

14 The books are in care of ▶FRIEDEL FAMILY FOUNDATION Telephone no ▶(512) 345-1566

Located at ▶5327 VALBURN CIRCLE AUSTIN TX ZIP+4 ▶78731

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 | |

		Line	Yes	No
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		
	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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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
LYNNE F GELLMAN 5327 VALBURN CIRCLE AUSTIN,TX 78731	SECRETARY/TREASURER 2 00	0	0	0
RANDI F JABLIN 10128 NORTH 119TH PLACE SCOTTSDALE,AZ 85259	PRESIDENT 1 00	0	0	0
STEVE GELLMAN 5327 VALBURN CIRCLE AUSTIN,TX 78731	VICE PRESIDENT 2 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	4,527,091
b	Average of monthly cash balances		1b	0
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	4,527,091
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	4,527,091
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	67,906
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,459,185
6	**Minimum investment return.** Enter 5% of line 5		6	222,959

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	222,959
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,024		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,024
3	Distributable amount before adjustments Subtract line 2c from line 1		3	219,935
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	219,935
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	219,935

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	237,288
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	237,288
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	3,024
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	234,264

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				219,935
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			11,748	
b Total for prior years 20___ , 20___ , 20___		0		
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.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 237,288				
a Applied to 2011, but not more than line 2a			11,748	
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.				219,935
e Remaining amount distributed out of corpus	5,605			
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	5,605			
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) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,605			
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. . . . 5,605				

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)

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

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

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 Name and address (home or business)	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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ► **3a**				237,288
b *Approved for future payment*				
Total . . . . ► **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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			14	19,565	
4 Dividends and interest from securities. . . .			14	108,213	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	218,129	
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		345,907	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 345,907

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization 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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

******	2013-05-10	******
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

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
TIMOTHY F DOWLING CPAPFS	TIMOTHY F DOWLING CPAPFS			P00996199

Firm's name ▶ WEAVER AND TIDWELL LLP — Firm's EIN ▶ 75-0786316

Firm's address ▶ 1601 S MOPAC EXPY STE D250 AUSTIN, TX 78746 — Phone no (512) 609-1900

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)
7477 567 FIDELITY CONSERVATIV INCOME BOND FUND		2012-09-14	2012-12-21
KINDER MORGAN MGMT LLC		2012-12-31	2012-12-31
402 274 MERGER FUND		2011-12-29	2012-10-31
6500 ABB LTD		2008-06-12	2012-05-29
1000 ABBOTT LABORATORIES		2009-04-24	2012-10-31
500 ABBOTT LABORATORIES		2009-07-10	2012-10-31
900 AGRIUM INC		2008-11-26	2012-05-29
2000 ALEXANDRIA REAL ESTATE EQUITIES		2007-12-04	2012-04-13
50 APPLE INC		2010-05-27	2012-05-29
100 APPLE INC		2010-05-27	2012-10-31
1000 COMCAST CORP		2007-12-04	2012-02-27
1000 COMCAST CORP		2007-12-04	2012-04-20
1000 CONOCOPHILIPS		2010-09-16	2012-10-31
5000 ERISSON ADR		2009-06-03	2012-10-31
5000 ERISSON ADR		2010-09-16	2012-10-31
4000 INTEL CORP		2010-05-27	2012-10-31
200 ISHARES TR DOW JONES US REAL ESTATE		2008-12-24	2012-01-27
200 ISHARES TR DOW JONES US REAL ESTATE		2009-01-05	2012-01-27
425 ISHARES TR DOW JONES US REAL ESTATE		2009-02-18	2012-01-27
925 KINDER MORGAN MGMT LLC		2008-11-26	2012-01-27
410 LIBERTY MEDIA CORP		2009-11-19	2012-05-29
300 LIBERTY MEDIA CORP		2009-11-19	2012-10-31
200 LIBERTY MEDIA CORP		2010-02-02	2012-10-31
100 MASTERCARD INC		2010-09-16	2012-05-29
50 MASTERCARD INC		2010-09-16	2012-10-31
13867 505 MERGER FUND		2010-09-16	2012-12-31
500 PEABODY ENERGY CORP		2006-06-19	2012-04-17
1500 PEABODY ENERGY CORP		2007-02-23	2012-04-17
700 PEPSICO INC		2008-11-26	2012-01-27
700 PEPSICO INC		2009-11-20	2012-01-27

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)
500 PHILIPS 66		2010-09-16	2012-10-31
700 PROCTER & GAMBLE CO		2009-02-26	2012-04-17
300 PROCTER & GAMBLE CO		2010-09-16	2012-04-17
25000 QUAKER OATS CO		2008-11-28	2012-06-15
1400 SUNCOR ENERGY COM		2007-10-01	2012-05-29
700 SUNCOR ENERGY COM		2010-11-09	2012-05-29
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)
75,000		75,075	-75
95			95
6,348		6,242	106
106,798		184,990	-78,192
65,753		37,002	28,751
32,877		18,501	14,376
71,888		24,873	47,015
50,000		50,108	-108
28,533		12,606	15,927
58,891		25,211	33,680
25,000		23,404	1,596
25,000		23,404	1,596
57,693		42,895	14,798
43,945		45,183	-1,238
43,945		53,993	-10,048
87,413		86,925	488
12,092		7,032	5,060
12,092		7,214	4,878
25,695		11,969	13,726
70,894		36,518	34,376
51,099		14,093	37,006
33,369		7,047	26,322
22,246		5,652	16,594
41,421		21,189	20,232
22,982		10,594	12,388
217,499		215,174	2,325
14,469		23,105	-8,636
43,412		61,750	-18,338
46,160		37,506	8,654
46,160		43,491	2,669

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)
23,932		12,431	11,501
47,015		34,669	12,346
20,149		18,292	1,857
25,000		27,761	-2,761
59,616		89,022	-29,406
19,870		21,565	-1,695
264			264

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	
			-75
			95
			106
			-78,192
			28,751
			14,376
			47,015
			-108
			15,927
			33,680
			1,596
			1,596
			14,798
			-1,238
			-10,048
			488
			5,060
			4,878
			13,726
			34,376
			37,006
			26,322
			16,594
			20,232
			12,388
			2,325
			-8,636
			-18,338
			8,654
			2,669

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	
			11,501
			12,346
			1,857
			-2,761
			-29,406
			-1,695
			264

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
(JCAA) JEWISH COMMUNITY ASSOCIATION OF AUSTIN 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	14,840
ADL- ARIZONA REGION C/O 605 THIRD AVE NY,NY 10158			TO FUND DAILY OPERATIONS	100
ADL- AUSTIN CHAPTER 4635 SOUTHWEST FREEWAY HOUSTON,TX 77027			TO FUND DAILY OPERATIONS	1,500
ALZHEIMER'S ASSOC HOUSTON & SECHAPTER 2242 W HOLCOMBE BLVD HOUSTON,TX 77030			TO FUND DAILY OPERATIONS	100
AMERICAN COMMITTEE FOR SHAARE ZEDEK 8671 WILSHIRE BLVD SUITE 712 BEVERLY HILLS,CA 90211			TO FUND DAILY OPERATIONS	100
AMERICAN COMMITTEE FOR WEIZMANN INST OF SCIENCE 633 THIRD AVE NEW YORK,NY 100176778			TO FUND DAILY OPERATIONS	50
AMERICAN FRIENDS OF LEKET ISRAEL 1402 TEANECK RD 223 TEANECK,NJ 07666			TO FUND DAILY OPERATIONS	500
(AMERICAN FRIENDS OF) MEIR PANIM 5314 NEW UTRECHT AVE BROOKLYN,NY 11219			TO FUND DAILY OPERATIONS	100
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS,TX 75231			TO FUND DAILY OPERATIONS	50
AMERICAN RED CROSS PO BOX 4002018 DES MOINES,IA 50340			TO FUND DAILY OPERATIONS	1,000
AMERICAN JEWISH COMMITTEE 6245 N 24TH PKWY 208 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	100
ANSHAI TORAH 5501 W PARKER RD PLANO,TX 75093			TO FUND DAILY OPERATIONS	36
ARIZONA JEWISH HISTORICAL SOCIETY 4710 NORTH 16TH ST 201 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	50
ARMDI (AMER RED MAGEN DAVID FOR ISRAEL) 10645 N TATUM BLVD 200 PHOENIX,TX 75093			TO FUND DAILY OPERATIONS	500
AMERICAN JEWISH WORLD SERVICE 131 STEUART ST 200 SAN FRANCISCO,CA 94105			TO FUND DAILY OPERATIONS	100

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
ARIZONA SCIENCE CENTER 600 E WASHINGTON ST PHOENIX,AZ 85004			TO FUND DAILY OPERATIONS	100
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN,TX 78723			TO FUND DAILY OPERATIONS	1,000
AUSTIN HABITAT FOR HUMANITY 310 COMAL 100 AUSTIN,TX 78702			TO FUND DAILY OPERATIONS	1,000
AUSTIN HUMANE SOCIETY 124 WANDERSON LN AUSTIN,TX 78752			TO FUND DAILY OPERATIONS	100
AUSTIN THEATRE ALLIANCE PO BOX 1566 AUSTIN,TX 787679927			TO FUND DAILY OPERATIONS	500
BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD ST 7TH FLOOR NEW YORK,NY 10016			TO FUND DAILY OPERATIONS	5,000
BRANDEIS NATIONAL COMMITTEE 415 SOUTH ST WALTHAM,MA 02453			TO FUND DAILY OPERATIONS	60
BUREAU OF JEWISH EDUCATION-GREATER PHOENIX 12701 NO SCOTTSDALE RD 206 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	3,280
CAMP SWIFT 7950 EAST ACOMA DR 106 SCOTTSDALE,AZ 85260			TO FUND DAILY OPERATIONS	500
CAPITAL AREA FOOD BANK 8201 S CONGRESS AVE AUSTIN,TX 787457305			TO FUND DAILY OPERATIONS	750
CARITAS OF AUSTIN PO BOX 1947 AUSTIN,TX 787671947			TO FUND DAILY OPERATIONS	250
CHARITY NAVUGATOR 139 HARRISTOWN R 201 GLEN ROCK,NJ 07452			TO FUND DAILY OPERATIONS	100
CLAL 440 PARK AVENUE SO NEW YORK,NY 10016			TO FUND DAILY OPERATIONS	100
CONGREGATION AGUDAS ACHIM 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	180
CONGREGATION BETH ISRAEL (INCL GELLMAN FUND) 3901 SHOAL CREEK AUSTIN,TX 78756			TO FUND DAILY OPERATIONS	600

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
COUNCIL FOR JEWS WITH SPECIAL NEEDS 12701 N SCOTTSDALE RD 205 SCOTTSDALE, AZ 85254			TO FUND DAILY OPERATIONS	3,180
FAMILY ELDERCARE 2210 HANCOCK DR AUSTIN, TX 78705			TO FUND DAILY OPERATIONS	1,000
FRIEDEL JEWISH ACADEMY 335 SO 132 ST OMAHA, NE 681542106			TO FUND DAILY OPERATIONS	11,000
FRIENDS OF AMERICAN TECHNION SOCIETY 55 E 59TH ST NEW YORK, NY 10022			TO FUND DAILY OPERATIONS	5,000
FRIENDS OF CHANNEL 8 PO BOX 871405 TEMPE, AZ 852871405			TO FUND DAILY OPERATIONS	90
HEBREW FREE LOANS OF AUSTIN 3571 FAR WEST 233 AUSTIN, TX 78731			TO FUND DAILY OPERATIONS	360
HILLEL AT ASU 1012 SO MILL AVE TEMPE, AZ 85281			TO FUND DAILY OPERATIONS	6,100
HILLEL OF SAN DIEGO 5717 LINDO PASEO SAN DIEGO, CA 92115			TO FUND DAILY OPERATIONS	50
HOSPICE AUSTIN 4107 SPICEWOOD SPGS RD 100 AUSTIN, TX 78759			TO FUND DAILY OPERATIONS	1,100
JDC WALL STREET STATION PO BOX 157 NEW YORK, NY 10268			TO FUND DAILY OPERATIONS	10,000
JEWISH CHILDREN YOUTH SERVICE 180 W WASHINGTON ST 1100 CHICAGO, IL 60602			TO FUND DAILY OPERATIONS	50
JEWISH COMMUNITY FOUNDATION 12701 N SCOTTSDALE ROAD 202 SCOTTSDALE, AZ 85254			TO FUND DAILY OPERATIONS	5,000
JEWISH FAMILY AND CHILDREN'S SERVICE 4747 N 7TH ST SUITE 100 PHOENIX, AZ 85014			TO FUND DAILY OPERATIONS	2,500
JEWISH FAMILY SERVICE 11940 JOLLYVILLE RD STE 110S AUTIN, TX 78759			TO FUND DAILY OPERATIONS	250
JEWISH FEDERATIONS OF NORTH AMERICA WALL STREET STATION PO BOX 157 NEW YORK, NY 10268			TO FUND DAILY OPERATIONS	180

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
JEWISH FEDERATION UNITED JEWISH FUND 6505 WILSHIRE BLVD 6TH FL LA,CA 90048			TO FUND DAILY OPERATIONS	10,000
JEWISH FREE LOAN 6505 WILSHIRE BOULEVARD SUITE 715 LA,CA 90048			TO FUND DAILY OPERATIONS	2,500
JCA 12701 NO SCOTTSDALE RD201 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	21,000
JEWISH GENETIC DISEASE CENTER OF GREATER PHOENIX 12701 NO SCOTTSDALE RD201 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	3,000
JEWISH NATIONAL FUND 1645 E MISSOURI AVE 110 PHOENIX,AZ 85016			TO FUND DAILY OPERATIONS	5,400
KOMEN AUSTIN PO BOX 2164 AUSTIN,TX 78768			TO FUND DAILY OPERATIONS	1,000
LAURIE SIMONS MISLE SEED GRANT FUND C/O U OF NEBR FOUNDATION 2285 SO 67 ST 100 OMAHA,NE 68106			FOR LEUKEMIA RESEARCH	750
MADD PO BOX 758521 TOPEKA,KS 666758521			TO FUND DAILY OPERATIONS	25
MAKE A WISH FOUND OF CENTRAL & SO TX 2224 WALSH TARLTON LN 200 AUSTIN,TX 78746			TO FUND DAILY OPERATIONS	500
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS,NY 10605			TO FUND DAILY OPERATIONS	50
MARINE TOYS FOR TOTS FUND 18251 QUANTICO GATEWAY DR TRIANGLE,VA 22172			TO FUND DAILY OPERATIONS	50
MAZON 1990 SO BUNDY DR SUITE 260 LA,CA 90025			TO FUND DAILY OPERATIONS	100
MEALS ON WHEELS AND MORE 3227 E 5TH ST AUSTIN,TX 78702			TO FUND DAILY OPERATIONS	500
MOBILE LOAVES & FISHES 903 S CAPITAL OF TEXAS HWY AUSTIN,TX 78746			TO FUND DAILY OPERATIONS	250
MOVEMBER PO BOX 2726 VENICE,CA 90294			TO FUND DAILY OPERATIONS	25

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
NEBRASKA JEWISH HISTORICAL SOCIETY 333 SO 132 ST OMAHA, NE 681542198			TO FUND DAILY OPERATIONS	50
NFTY 1555 RAMONA AVE SALT LAKE CITY, UT 84105			TO FUND DAILY OPERATIONS	500
OPERATION BLUE SANTA-AUSTIN POLICE DEPT PO BOX 689001 AUSTIN, TX 787689001			TO FUND DAILY OPERATIONS	1,000
PARDES JEWISH DAY SCHOOL 3916 E PARADISE LANE PHOENIX, AZ 850323232			TO FUND DAILY OPERATIONS	12,000
PENN HILLEL 215 S 39TH STREET PHILADELPHIA, PA 19104			TO FUND DAILY OPERATIONS	100
PLANNED PARENTHOOD (PPFA) 434 W 33RD ST NEW YORK, NY 10001			TO FUND DAILY OPERATIONS	300
PLANNED PARENTHOOD OF CENTRL NO AZ 5651 NO SEVENTH ST PHOENIX, AZ 85014			TO FUND DAILY OPERATIONS	25
POLICE OFFICERS OF SCOTTSDALE ASSOC 7229 E 1ST AVE STE 203 SCOTTSDALE, AZ 85251			TO FUND DAILY OPERATIONS	25
ROZE ROOM HOSPICE 5455 WILSHIRE BLVD 810 LA, CA 90036			TO FUND DAILY OPERATIONS	100
SCOTTSDALE HEALTHCARE FOUNDATION 10001 NO M92ND 121 SCOTTSDALE, AZ 85258			TO FUND DAILY OPERATIONS	500
SEASON FOR CARING FUND(CO AUS AM STATESMAN) PO BOX 50066 AUSTIN, TX 787630066			TO FUND DAILY OPERATIONS	1,000
SEASON FOR SHARING PO BOX 1950 PHOENIX, AZ 850011950			TO FUND DAILY OPERATIONS	100
SETON FUND 1201 WEST 38TH STREET AUSTIN, TX 78705			TO FUND DAILY OPERATIONS	1,000
SIMON WIESENTHAL CENTER 9786 WEST PICO BLVD LA, CA 90035			TO FUND DAILY OPERATIONS	100
SOCIETY OF ST VINCENT DE PAUL PO BOX 13600 PHOENIX, AZ 85002			TO FUND DAILY OPERATIONS	25

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104			TO FUND DAILY OPERATIONS	50
TEMPLE BETH SHALOM 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	7,268
TEMPLE BETH SHALOM BROTHERHOOD 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	50
TEMPLE BETH SHALOM BUILDING FUND 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	66,409
TEMPLE BETH SHALOM SISTERHOOD 7300 HART LANE AUSTIN,TX 78731			TO FUND DAILY OPERATIONS	72
TEMPLE CHAI 4645 E MARILYN RD PHOENIX,AZ 85032			TO FUND DAILY OPERATIONS	12,718
TEXAS EXES PO BOX 142522 AUSTIN,TX 787149703			TO FUND DAILY OPERATIONS	100
TEXAS HILLEL 2105 SAN ANTONIO ST AUSTIN,TX 78705			TO FUND DAILY OPERATIONS	100
THE NEW SHUL 7825 E PARADISE LN SCOTTSDALE,AZ 85260			TO FUND DAILY OPERATIONS	1,000
THE PENN FUND- UNIVERSITY OF PENNSYLVANIA UNIV OF PA FRANKLIN BLDG 3451 WALNUT ST ROOM 433 PHILADELPHIA,PA 191046205			TO FUND DAILY OPERATIONS	100
US HOLOCAUST MEMORIAL MUSEUM PO BOX 90988 WASHINGTON,DC 200900988			TO FUND DAILY OPERATIONS	50
UNITED WAY OF PHOENIX 1515 EAST OSBORN PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	100
UNIVERSITY OF ARIZONA FOUNDATION PO BOX 210109 TUCSON,AZ 857210109			TO FUND DAILY OPERATIONS	250
VALLEY BEIT MIDRASH 4645 EAST MARILYN PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	5,000
VALLEY OF THE SUN JCC 12701 NO SCOTTSDALE RD203 SCOTTSDALE,AZ 85254			TO FUND DAILY OPERATIONS	2,890

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
VALLEY OF THE SUN UNITED WAY 1515 E OSBORN RD PHOENIX,AZ 85014			TO FUND DAILY OPERATIONS	50
WESTSIDE FOUNDATION 1101 SO 90TH OMAHA,NE 68124			TO FUND DAILY OPERATIONS	100
ZACHARY SCOTT THEATRE 1510 TOOMEY RD AUSTIN,TX 787041078			TO FUND DAILY OPERATIONS	500
Total . . . . ▶ **3a**				237,288

TY 2012 Accounting Fees Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,575	1,575		0

TY 2012 Investments Corporate Bonds Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EMERSON 5.625% 11-15-2013	48,465	47,020
ENTERPRISE PROD 7.034% 1-15-2068	79,388	85,875
GE 5% 2-1-2013	24,520	25,095
PEPSI 4.65% 2-5-2013	25,412	25,137
PHILLIP MORRIS 6.875%	53,983	53,838
PNC FINL SVCS GROUP INC 6.125% 12/31/2049	100,818	110,960
SEASPAN CORPORATION 09.50% 01/30/2016 PFD	80,254	82,650
SHELL 4.0% 3-21-2014	51,542	52,201
SCHWAB PERPETUAL BOND	105,313	114,446
WAL MART 4.5% 7-15-2015	52,617	54,760
WELL FARGO BOND PERPETUAL	110,225	114,750

TY 2012 Investments Corporate Stock Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	39,884	58,950
ABBVIE	15,383	0
ACORN ENERGY INC COM	29,198	27,335
AES TR III 6.75% CONV	60,377	74,475
ALLERGAN INC	71,478	73,384
ALPS ETF TR ALERIAN MLP ETF	58,102	55,825
APPLE INC	67,004	133,043
BERKSHIRE HATHAWAY	11,739	134,060
BLACKROCK PFD & EQUITY	57,228	82,380
CALAMOS CONV OPPORTU N	104,907	126,564
DIRECTV COM CL A	72,645	155,496
EMC CORP	71,370	151,800
FIDELITY CONSERVATIVE INCOME BOND FUND	45,158	45,113
GOOGLE INC CL A	113,123	176,845
GUGGENHEIM SPINOFF ETF	82,088	112,632
HERTZ GLOBAL HLDGS INC	102,563	113,890
INTL BUSINESS MACH	90,847	90,986
INTUIT INC	71,084	71,370
ISHARES MSCI EMERGING	54,499	95,353
ISHARES TR DOW JONES U	26,848	53,353
KINDER MORGAN INC DELAWARE COM USD0.01	133,720	148,386
KINDER MORGAN MGT LLC	25,723	75,913
JPMORGAN CHASE & CO	93,533	109,923
LIBERTY MEDIA CORP LIBERTY STARZ	2,287	5,784
LIBERTY NEW LIBERTY CAPITAL SER A	23,144	104,409
LOCKHEED MARTIN CORP	112,726	129,206
LKQ CORP	73,033	73,850
MASTERCARD INC CL A	31,783	73,692
NEW MOUNTAIN FINANCE CORPORATION COM USD0.01	74,822	74,500
NYSE EURONEXT	68,290	75,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POTASH	74,528	61,035
POWERSHARES DB COMMODITY	50,481	61,116
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC	74,528	74,940
SCHLUMBERGER LTD ISIN	137,373	90,088
SPDR SER TR BARCLAYS	100,826	101,775
TIME WARNER INC NEW COM NEW	79,443	105,226
UNITED PARCEL SVC INC CL B	84,004	88,476
VODAPHONE	75,187	68,643
WELLS FARGO COMMON	77,907	78,614
XYLEM INC COM USD0.01	74,150	84,010
ZIONS BANCORPORATION DEPOSITARY SHS REPST 1/40TH PERP PFD SER C	50,168	49,172

TY 2012 Investments - Other Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES BARCLAYS 1-3	AT COST	91,009	92,295
POWERSHARES GLOBAL EXC	AT COST	53,668	62,892

TY 2012 Other Expenses Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	29,133	29,133		0
MISCELLANEOUS - BUSINESS	157	157		0

TY 2012 Other Increases Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Description	Amount
TIMING RECONCILIATIONS	4,937

TY 2012 Taxes Schedule

Name: FRIEDEL FAMILY FOUNDATION

EIN: 86-0938348

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,007	1,007		0
STATE TAX	10	10		0
INCOME TAX	2,933	2,933		0