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 05/01 **, 2012, and ending** 04/30 **, 20**13

Name of foundation THE CONEWAY FAMILY FOUNDATION	**A** Employer identification number 13-3188841
Number and street (or P O box number if mail is not delivered to street address) 2247 TROON ROAD — Room/suite	**B** Telephone number (see instructions) (212) 440-0800
City or town, state, and ZIP code HOUSTON, TX 77019	**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)* ▶ $ 12,357,587.

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 ▶ ☐

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Part I Analysis of Revenue and Expenses

		Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income N/A	**(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	120.	120.		ATCH 1
	4	Dividends and interest from securities	281,061.	281,061.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	266,488.			
	b	Gross sales price for all assets on line 6a 883,257.				
	7	Capital gain net income (from Part IV, line 2)		266,488.		
	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) ATCH 3	-55,501.	-55,407.		
	12	**Total** Add lines 1 through 11	492,168.	492,262.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	108,638.			108,638.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	33,049.			33,049.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	13,354.	5,250.		8,104.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	28,000.			
	19	Depreciation (attach schedule) and depletion	224.	224.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	29,261.	11,644.		17,584.
	24	**Total operating and administrative expenses** Add lines 13 through 23	212,526.	17,118.		167,375.
	25	Contributions, gifts, grants paid	347,000.			347,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	559,526.	17,118.	0	514,375.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-67,358.			
	b	**Net investment income** (if negative, enter -0-)		475,144.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

JSA **For Paperwork Reduction Act Notice, see instructions**
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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	10,000.		
	2	Savings and temporary cash investments	78,770.	315,717.	315,717.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	3,599,495.	3,670,484.	7,399,691.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 1,472. Less accumulated depreciation (attach schedule) ▶ 1,472.	224.	NONE	NONE
	15	Other assets (describe ▶ ATCH 8)	4,976,658.	4,611,587.	4,642,179.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,665,147.	8,597,788.	12,357,587.
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	8,665,147.	8,597,788.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	8,665,147.	8,597,788.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,665,147.	8,597,788.	

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	8,665,147.
2	Enter amount from Part I, line 27a	2	-67,358.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,597,789.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,597,788.

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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 PART IV SCHEDULE			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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				
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	266,488.
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	480,449.	10,832,342.	0.044353
2010	426,198.	9,624,382.	0.044283
2009	423,471.	8,942,703.	0.047354
2008	447,848.	9,042,302.	0.049528
2007	676,494.	11,571,707.	0.058461

2	**Total** of line 1, column (d)	2	0.243979
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	0.048796
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,594,862.
5	Multiply line 4 by line 3	5	565,783.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,751.
7	Add lines 5 and 6	7	570,534.
8	Enter qualifying distributions from Part XII, line 4	8	514,375.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	9,503.
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	9,503.
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	9,503.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,197.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,197.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,694.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,694. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ (212)440-0800

Located at ▶ 77 WATER STREET - 9TH FLOOR NEW YORK, NY ZIP+4 ▶ 10005

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

			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		X
	See the 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 instructions)?	1b	N/A	
	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	N/A	
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 ▶ ____, ____, ____, ____			
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X (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** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		108,638.	24,750.	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		0	0	0

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

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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		NONE
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL	NONE
2 REVENUE CODE SECTION 501(C)(3).	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	
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	6,849,170.
b	Average of monthly cash balances			1b	99,035.
c	Fair market value of all other assets (see instructions)			1c	4,823,228.
d	**Total** (add lines 1a, b, and c)			1d	11,771,433.
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	11,771,433.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	176,571.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	11,594,862.
6	**Minimum investment return.** Enter 5% of line 5			6	579,743.

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	579,743.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,503.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,503.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	570,240.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	570,240.
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	570,240.

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	514,375.
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	514,375.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	514,375.

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					570,240.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				485,691.	
b	Total for prior years 20____,20_____,20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e					
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 514,375.					
a	Applied to 2011, but not more than line 2a				485,691.	
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					28,684.
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				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					541,556.
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		0			
10	Analysis of line 9					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation 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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

PETER R. CONEWAY; 2247 TROON ROAD, HOUSTON, TX 77019

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

NONE

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 or e-mail 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 SCHEDULE ATTACHED				347,000.
Total ▶ 3a				347,000.
b *Approved for future payment*				
Total ▶ 3b				

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	120.	
4 Dividends and interest from securities			14	281,061.	
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	266,488.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11		-94.		-55,407.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-94.		492,262.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 492,168.

(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)
	NOT APPLICABLE

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
	N/A	

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) is based on all information of which preparer has any knowledge

Natalie L Coneway | 11/11/2013 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name JOSEPH BULGER	Preparer's signature	Date 11/5/13	Check ☐ if self-employed	PTIN P01366942
Firm's name ▶ BCRS ASSOCIATES, LLC			Firm's EIN ▶ 13-4078147	
Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005			Phone no 212-440-0800	

Form **990-PF** (2012)

THE CONEWAY FAMILY FOUNDATION 13-3188841

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
394,105.		249,580.					144,525.	
		GAIN ON PARTIAL REDEMPTION GS INV PTRS PROPERTY TYPE: SECURITIES				P	01/01/2008	VARIOUS
443,294.		352,776.					90,518.	
		LTCG(L) THRU BSF 1996 LP K-1						
		2,451.					-2,451.	
		LTCG(L) THRU MBA INVESTMENT FUND LLC K-1						
4,651.							4,651.	
		LTCG(L) THRU HEDGENERGY PARTNERS LP K-1						
		11,962.					-11,962.	
		STCG(L) THRU MBA INVESTMENT FUND LLC K-1						
7,092.							7,092.	
		STCG(L) THRU HEDGENERGY PARTNERS LP K-1						
34,115.							34,115.	
TOTAL GAIN(LOSS)		....					266,488.	

THE CONEWAY FAMILY FOUNDATION **13-3188841**

SUPPLEMENTARY STATEMENT

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA		120.	120.	
	TOTAL	120.	120.	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS THRU GS BROKERAGE ACCOUNT	261,779.	261,779.	
DIVIDENDS THRU MBA INVESTMENT FD K-1	4,034.	4,034.	
DIVIDENDS THRU HEDGENERGY K-1	13,178.	13,178.	
INTEREST THRU HEDGENERGY K-1	2,070.	2,070.	
TOTAL	281,061.	281,061.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	-94.		
ORD INC HEDGENERGY PARTNERS LP K-1	-55,801.	-55,801.	
MISC INCOME	394.	394.	
TOTALS	-55,501.	-55,407.	

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	10,500.	5,250.		5,250.
UHY ADVISORS	2,854.			2,854.
TOTALS	13,354.	5,250.		8,104.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID: BAL DUE W/ EXTENSION 990-PF FYE 4/30/12	28,000.			
TOTALS	28,000.			

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	8,631.			8,631.
HEALTH INSURANCE	8,832.			8,832.
FOREIGN TAXES WITHHELD - GS	4,550.	4,550.		
FOREIGN TAX THRU BSF K-1-UBTI	33.			
PORT DED THRU MBA INVESTMENT	2,208.	2,208.		
INT EXPENSE THRU HEDGENERGY K1	4,886.	4,886.		
BANK CHARGES	121.			121.
TOTALS	29,261.	11,644.		17,584.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION STATEMENT	3,599,495.	3,670,484.	7,399,691.
TOTALS	3,599,495.	3,670,484.	7,399,691.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HEDGENERGY PARTNERS, L.P.	3,281,427.	3,258,141.	3,179,877.
BRIDGE STREET FUND 1996, L.P.	5,429.	2,851.	1,200.
MBA INVESTMENT FUND, LLC	149,868.	163,437.	207,104.
GS INVESTMENT PARTNERS	1,539,934.	1,187,158.	1,253,998.
TOTALS	4,976,658.	4,611,587.	4,642,179.

ATTACHMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	1.
TOTAL	1.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER R. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0	0	0
LYNN M. CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0	0	0
NATALIE CONEWAY 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE	108,638.	24,750.	0
CECILE CONEWAY PUCKETT 2130 PELHAM DRIVE HOUSTON, TX 77019	TRUSTEE/PARTTIME	0	0	0
	GRAND TOTALS	108,638.	24,750.	0

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORD INC BRIDGE STREET FD 1996 K-1-UBTI	523000	-94.			
ORD INC HEDGENERGY PARTNERS LP K-1			01	-55,801.	
MISC INCOME			01	394.	
TOTALS		-94.		-55,407.	

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at** ***www.irs.gov/form1041.***

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
THE CONEWAY FAMILY FOUNDATION	13-3188841

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	41,207.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	41,207.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	225,281.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	225,281.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			41,207.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			225,281.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			266,488.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 | 16 | ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Schedule D (Form 1041) 2012

JSA
2F1220 2 000

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust
THE CONEWAY FAMILY FOUNDATION

Employer identification number
13-3188841

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
1a STCG(L) THRU MBA INVESTMENT FUND LLC K-1			7,092.		7,092.
STCG(L) THRU HEDGENERGY PARTNERS LP K-1			34,115.		34,115.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 41,207.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE REALIZED G(L) REPORT ATTACHED	VARIOUS	VARIOUS	394,105.	249,580.	144,525.
	GAIN ON PARTIAL REDEMPTION GS INV PTRS	01/01/2008	VARIOUS	443,294.	352,776.	90,518.
	LTCG(L) THRU BSF 1996 LP K-1				2,451.	-2,451.
	LTCG(L) THRU MBA INVESTMENT FUND LLC K-1			4,651.		4,651.
	LTCG(L) THRU HEDGENERGY PARTNERS LP K-1				11,962.	-11,962.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 225,281.

Schedule D-1 (Form 1041) 2012

THE CONEWAY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2013
EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
2-May-12	THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY HOUSTON, TEXAS	$ 10,000 00
29-May-12	TEACH FOR AMERICA HOUSTON, TEXAS	$ 2,500.00
3-May-12	THE NATIONAL MULTIPLE SCLEROSIS SOCIETY HOUSTON, TEXAS	$ 1,000.00
3-Jul-12	RISE ACROSS TEXAS FOUNDATION AUSTIN, TEXAS	$ 25,000.00
5-Sep-12	ANIMAL HUMANE ASSOCIATION OF STAR VALLEY THAYNE, WYOMING	$ 2,000.00
28-Aug-12	COMMUNITY FOUNDATION OF JACKSON HOLE - PAWS OF JACKSON HOLE JACKSON, WYOMING	$ 10,000.00
25-Sep-12	GREATER HOUSTON COMMUNITY FOUNDATION - BAKER PRODUCTION FUND HOUSTON, TEXAS	$ 25,000.00
29-Oct-12	CAESAR KLEBERG WILDLIFE RESEARCH INSTITUTE KINGSVILLE, TEXAS	$ 1,000.00
20-Dec-12	OPEN DOOR MISSION HOUSTON, TEXAS	$ 2,500.00
19-Dec-12	RIVER OAKS BAPTIST SCHOOL HOUSTON, TEXAS	$ 10,000.00
19-Dec-12	RIVER OAKS BAPTIST SCHOOL HOUSTON, TEXAS	$ 10,000 00
11-Feb-13	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TEXAS	$ 54,000 00
4-Apr-13	GREATER HOUSTON COMMUNITY FOUNDATION - BAKER PRODUCTION FUND HOUSTON, TEXAS	$ 25,000.00
16-Apr-13	SOUTH MAIN BAPTIST CHURCH HOUSTON, TEXAS	$ 10,000 00
17-Apr-13	THE WOODROW WILSON CENTER HOUSTON, TEXAS	$ 15,000 00

THE CONEWAY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2013
EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
11-Apr-13	THE LENSIC PERFORMING ARTS CENTER SANTA FE, NEW MEXICO	$ 1,500.00
10-Apr-13	SANTA FE CHAMBER MUSIC FESTIVAL SANTA FE, NEW MEXICO	$ 2,500 00
8-Apr-13	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TEXAS	$ 2,000 00
5-Apr-13	THE UNIVERSITY OF TEXAS AT AUSTIN SAN ANTONIO, TEXAS	$ 2,500.00
9-Apr-13	GEORGIA O'KEEFFE MUSEUM SANTA FE, NEW MEXICO	$ 5,000.00
10-Apr-13	UNITED WAY OF GREATER HOUSTON HOUSTON, TEXAS	$ 15,000 00
10-Apr-13	THE MUSEUM OF FINE ARTS, HOUSTON HOUSTON, TEXAS	$ 26,000.00
15-Apr-13	THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY HOUSTON, TEXAS	$ 10,000.00
10-Apr-13	TEXAS HEART INSTITUTE HOUSTON, TEXAS	$ 10,000 00
4-Apr-13	THE HOUSTON SYMPHONY HOUSTON, TEXAS	$ 5,000.00
9-Apr-13	THE SANTA FE OPERA SANTA FE, NEW MEXICO	$ 3,500 00
9-Apr-13	THE MISSION CONTINUES (CENTER FOR CITIZEN LEADERSHIP) ST. LOUIS, MISSOURI	$ 2,500.00
7-Mar-13	SIRE UNDER THE STARS HOUSTON, TEXAS	$ 5,000 00
16-Apr-13	THE NATIONAL MULTIPLE SCLEROSIS SOCIETY HOUSTON, TEXAS	$ 1,000.00
18-Apr-13	BAYOU BEND COLLECTION & GARDENS (MUSEUM OF FINE ARTS, HOUSTON) HOUSTON, TEXAS	$ 1,500 00

THE CONEWAY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2013
EIN: 13-3188841

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
29-Apr-13	ST JOHN'S MEDICAL CENTER FOUNDATION JACKSON, WYOMING	$ 10,000 00
29-Apr-13	PAWS OF JACKSON HOLE JACKSON, WYOMING	$ 10,000.00
22-Apr-13	M.D. ANDERSON CANCER CENTER HOUSTON, TEXAS	$ 10,000 00
24-Apr-13	SCOTT & WHITE HEALTHCARE FOUNDATION TEMPLE, TEXAS	$ 10,000.00
29-Apr-13	PHI BETA KAPPA ALUMNI ASSOCIATION OF GREATER HOUSTON HOUSTON, TEXAS	$ 3,000 00
26-Apr-13	THE UNIVERSITY OF TEXAS AT AUSTIN AUSTIN, TEXAS	$ 3,000 00
25-Apr-13	BOSTON COLLEGE CHESTNUT HILL, MA	$ 5,000.00
	TOTAL CONTRIBUTIONS PAID *	**$ 347,000.00**

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE*

The Coneway Family Foundation
From 01-May-2012 To 30-Apr-2013

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A	16-Aug-10	14-Jan-13	700	48,460 40	38,815 56	9,644.84	Long-Term
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A	7-Mar-91	14-Jan-13	2,200	152,304 12	45,587 35	106,716.77	Long-Term
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A	5-Apr-10	14-Jan-13	2,500	173,072 87	149,096.50	23,976.37	Long-Term
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A	16-Aug-10	17-Jan-13	290	20,267.64	16,080.73	4,186.91	Long-Term
TOTAL				394,105.03	249,580 14	144,524.89	

Goldman Sachs

Statement Detail

THE CONEWAY FAMILY FOUNDATION

Holdings

Period Ended April 30, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
ALTRIA GROUP, INC CMN (MO)	15,000 00	36 5100	547,650 00	4 0084	60,126 01	487,523 99	4 8206	26,400 00
AUTOMATIC DATA PROCESSING INC CMN (ADP)	915 00	67 3400	61,616 10	33 4040	30,564 69	31,051 41	2 5839	1,592 10
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	275 00	25 1800	6,924 50	14 3039	3,933 56	2,990 94	2 8594	198 00
COBALT INTERNATIONAL ENERGY CMN (CIE)	4,500 00	27 9400	125,730 00	13 1153	59,018 85	66,711 15		
COCA-COLA COMPANY (THE) CMN (KO)	17,400 00	42 3300	736,542 00	7 9168	137,753 04	598,788 96	2 6459	19,488 00
INTL BUSINESS MACHINES CORP CMN (IBM)	600 00	202 5400	121,524 00	79 1800	47,508 00	74,016 00	1 8762	2,280 00
KINDER MORGAN INC CMN CLASS P (KMI)	59,908 00	39 1000	2,342,402 80 22,765 04	31 0381	1,859,433 40	482,969 40	3 8875	91,060 16
KRAFT FOODS GROUP, INC CMN (KRFT)	3,460 00	51 4900	178,155 40	6 2581	21,652 87	156,502 53	3 8842	6,920 00
MICROSOFT CORPORATION CMN (MSFT)	1,200 00	33 1000	39,720 00	23 5683	28,282 00	11,438 00	2 7795	1,104 00
MONDELEZ INTERNATIONAL, INC CMN (MDLZ)	10,380 00	31 4500	326,451 00	3 8587	40,053 80	286,397 20		
PHILIP MORRIS INTL INC CMN (PM)	15,000 00	95 5900	1,433,850 00	9 1339	137,008 46	1,296,841 54	3 5569	51,000 00
THE TRAVELERS COMPANIES, INC CMN (TRV)	1,297 00	85 4100	110,776 77	12 9300	16,770 16	94,006 61	2 3416	2,594 00

THE CONEWAY FAMILY FOUNDATION

Holdings (Continued)

Period Ended April 30, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
WAL MART STORES INC CMN (WMT)	830 00	77 7200	64,507 60	30 9865	25,718 80	38,788 80	2 4189	1,560 40
TOTAL US STOCKS			6,095,850 17 22,765.04		2,467,823 64	3,628,026 53	3 6182	204,196 66
NON-US EQUITY								
NON-US STOCKS								
ENI ORDINARY SHARES CMN (*E)	26,990 00	23 9022	645,120 16	21 9789	593,209 34	51,910 82		
EVERGRANDE REAL ESTATE GROUP L CMN 144A / REG S (HK3333)	162,900 00	0 4085	66,543 77	0 5931	96,613 45	(30,069 68)		
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	3,710 00	67 9700	252,168 70	65 8647	244,358 01	7,810 69	4 5020	11,352 60
SEVEN & I HOLDINGS CO , LTD CMN (J3382)	1,600 00	38 3559	61,369 39 502 80	27 8274	44,523 83	16,845 56		
SUMITOMO MITSUI FIN GROUP, INC CMN (J8316)	5,900 00	47 2269	278,638 96 3,932 85	37 9586	223,956 03	54,682 93		
TOTAL NON-US STOCKS			1,303,840 98 4,435 65		1,202,660 66	101,180 32	4 5020	11,352 60
TOTAL PUBLIC EQUITY			**7,399,691.15** **27,200.69**		**3,670,484.30**	**3,729,206.85**	**3.6560**	**215,549.26**

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. CONEWAY FAMILY FOUNDATION	Employer identification number (EIN) or 13-3188841
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) N/A
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶N/A

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 16 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning MAY 1 , 20 12 , and ending APRIL 30 , 20 13 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 12,197.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 9,197.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 3,000.00

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

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