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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013

Name of foundation HOLLOWAY-PRICE FOUNDATION % GLORIA ARECCHI CPA		A Employer identification number 75-2850527	
Number and street (or P O box number if mail is not delivered to street address) C/O GLORIA ARECCHI 130 CROFTON AVE Suite		B Telephone number (see instructions) (210) 223-3030	
C If exemption application is pending, check here <input checked="" type="checkbox"/>			
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,064,946	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	45,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	360,662	360,662		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	104,514			
	b Gross sales price for all assets on line 6a <u>10,347,532</u>				
	7 Capital gain net income (from Part IV, line 2)		104,514		
	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)	420	420		
	12 Total. Add lines 1 through 11	510,596	465,596		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	55,878	16,878		39,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,820	4,820	0	0
	c Other professional fees (attach schedule)	81,369	81,369		
	17 Interest	214	214		
	18 Taxes (attach schedule) (see instructions)	54,244	10,485		2,984
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	26,076	26,076		
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,316	6,578		1,592
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	230,917	146,420	0	43,576
	25 Contributions, gifts, grants paid.	909,000			909,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,139,917	146,420	0	952,576
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-629,321			
	b Net investment income (if negative, enter -0-)		319,176		
	c Adjusted net income (if negative, enter -0-)				

Part III 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
1	Cash—non-interest-bearing	18,818	30,011	30,011
2	Savings and temporary cash investments	2,345,804	2,255,740	2,255,740
3	Accounts receivable ►	11,442		
	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	11,600	32,312	32,312
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	3,182,378	1,393,754	1,557,476
c	Investments—corporate bonds (attach schedule)	2,666,158	1,609,372	1,561,648
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans	440,265	320,333	343,502
13	Investments—other (attach schedule)	5,069,214	7,783,621	8,284,159
14	Land, buildings, and equipment basis ► 979			
	Less accumulated depreciation (attach schedule) ► 881	316,065	98	98
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,061,744	13,425,241	14,064,946
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	11,888,504	11,933,504	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,173,240	1,491,737	
30	Total net assets or fund balances (see page 17 of the instructions)	14,061,744	13,425,241	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,061,744	13,425,241	

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	14,061,744
2	Enter amount from Part I, line 27a	2	-629,321
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	13,432,423
5	Decreases not included in line 2 (itemize) ►	5	7,182
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,425,241

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	SALE OF 220 GROVE PLACE	D	2012-01-30	2013-04-30
c	CAPITAL GAIN DIVIDENDS	P		
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	10,093,709		9,907,474	186,235
b	244,000		335,544	-91,544
c	9,823			9,823
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				186,235
b				-91,544
c				9,823
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	104,514
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	242,543	11,328,891	0 021409
2010	239,148	4,923,168	0 048576
2009	195,148	3,973,428	0 049113
2008	157,808	2,842,547	0 055516
2007	333,612	4,033,616	0 082708
2			2 0 257322
3			3 0 051464
4			4 13,846,400
5			5 712,591
6			6 3,192
7			7 715,783
8			8 952,576

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	3,192
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	3,192
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,192
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,312	
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	32,312	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input checked="" type="checkbox"/>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input checked="" type="checkbox"/>	10	29,120	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 29,120 Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► GLORIA ARECCHI CPA	Telephone no ► (210) 223-3030
	Located at ► 130 CROFTON SAN ANTONIO TX	ZIP+4 ► 782101127

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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?		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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
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 <input checked="" type="checkbox"/> 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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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)

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

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
HIGHMOUNT CAPITAL LLC	INVESTMENT MGMT	62,22
12 E 49TH ST		
NEW YORK, NY 10017		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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 11,714,359
b	Average of monthly cash balances.	1b 2,169,567
c	Fair market value of all other assets (see instructions).	1c 173,333
d	Total (add lines 1a, b, and c).	1d 14,057,259
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 0
3	Subtract line 2 from line 1d.	3 14,057,259
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 210,859
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 13,846,400
6	Minimum investment return. Enter 5% of line 5.	6 692,320

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.	1 692,320
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 3,192
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 3,192
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 689,128
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 689,128
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.	7 689,128

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 952,576
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 952,576
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 3,192
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 949,384

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				689,128
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 2010, 2009, 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 952,576				
a Applied to 2011, but not more than line 2a				
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.				689,128
e Remaining amount distributed out of corpus	263,448			
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:	263,448			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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).				
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	263,448			
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.	263,448			

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.			
2a	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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))

NONE

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	909,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.				
5	Net rental income or (loss) from real estate				
a	Debt-financed property.			14	360,662
b	Not debt-financed property.				
6	Net rental income or (loss) from personal property				
7	Other investment income.			01	420
8	Gain or (loss) from sales of assets other than inventory			18	104,514
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).				465,596
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	465,596

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

2012

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization
HOLLOMON-PRICE FOUNDATION**Employer identification number**

75-2850527

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
HOLLOWON-PRICE FOUNDATION

Employer identification number

75-2850527

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WAYNE PRICE 130 CROFTON AVE SAN ANTONIO, TX 78210	\$ 40,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
2	SOUTH TEXAS MONEY MANAGEMENT 100 WOLMOS DR STE 101 SAN ANTONIO, TX 78212	\$ 5,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)

Name of organization HOLLOMON-PRICE FOUNDATION		Employer identification number 75-2850527	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2012 Other Expenses Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	117	117		
MAIL AND DELIVERY CHARGES	677	677		
PO BOX RENTAL	200	200		
WEBSITE	344			344
MISCELLANEOUS	227	227		
OFFICE EXPENSE	1,938	1,938		
PAYROLL PROCESSING FEES	1,248			1,248
INVESTMENT PROPERTY EXPENSES	5,419	5,419		

TY 2012 Accounting Fees Schedule

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BDO USA, LLP	4,820	4,820		

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

TY 2012 Depreciation Schedule

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

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

TY 2012 Expenditure Responsibility Statement

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
WEEDEN FOUNDATION	747 THIRD AVE - 34TH FLOOR NEW YORK, NY 10017	2013-02-28	37,500	SUPPORT THE EFFORT TO MAINTAIN THE WILD IN PATAGONIA	37,500	NO	04/02/2013	2013-04-02	FUNDS WERE EXPENDED FOR THE GRANT'S PURPOSE

TY 2012 Investments Corporate Bonds Schedule

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLSTATE CORP 3.150% 75,000	74,862	72,543
AMERICAN INTERN 4.875% 50,000	51,260	53,659
AMGEN INC 3.625% 50,000	50,188	49,499
AUTOZONE INC 3.700% 100,000	103,615	98,119
BANK OF AMERICA 5.000% 100,000	107,643	106,693
BOSTON PPTYS LP 4.125% 100,000	107,953	103,051
ENTERPRISE PRODS 3.350% 50,000	49,698	47,380
GEN ELEC CAP CP FLT 100,000	99,510	99,681
HEWLETT PACKARD 4.300% 100,000	101,626	96,685
HYATT HOTELS CO 3.375% 100,000	99,879	93,488
MORGAN STANLEY 5.550% 50,000	49,522	55,579
PHILLIPS 66 4.300% 50,000	55,588	51,173
PITNEY BOWES 5.600% 100,000	102,795	109,121
CHICAGO ILL 6.050% 100,000	112,260	101,869
FORT LAUDERDALE 4.324% 75,000	75,516	73,251
MARYLAND ST 4.000% 95,000	99,379	96,333
NEW YORK ST 2.745% 85,000	85,014	79,424
SOUTH DAKOTA CO 2.533% 75,000	75,013	71,204
YPSILANTI MICH 6.200% 100,000	108,051	102,896

**TY 2012 Investments Corporate
Stock Schedule**

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANADARKO PETROLEUM CORP 145	10,144	13,483
APPLE INC 190	94,860	90,583
ARES CAPITAL CORP 11,825	204,764	204,454
BRISTOL-MYERS SQUIBB CO 795	26,142	36,793
COCA COLA COMPANY 650	25,041	24,622
COGNIZANT TECH SOL CL A 190	12,171	15,603
E M C CORP MASS 635	16,721	16,231
FLUOR CORPORATION NEW 400	24,931	28,384
FRESENIUS MED CARE ADR F 425	14,903	13,762
HOME DEPOT INC 250	13,899	18,963
INVESCO LTD 475	14,901	15,153
JP MORGAN CHASE & CO 610	22,633	31,531
KAYNE ANDERSON MLP INV 3,775	108,127	135,334
MICROSOFT CORP 925	27,601	30,784
MONSANTO CO NEW DEL 170	14,999	17,743
OCCIDENTAL PETE CORP 520	48,061	48,641
ORACLE CORPORATION 887	26,706	29,421
PEPSICO INCORPORATED 270	19,702	21,465
PFIZER INCORPORATED 1,250	30,966	35,906
PINNACLE FOODS INC 1,100	28,057	29,117
PROCTER & GAMBLE 225	15,059	17,007
QUALCOMM INC 471	28,262	31,707
REPUBLIC SERVICES INC 475	14,700	15,846
SCHLUMBERGER LTD 470	37,759	41,529
TARGET CORPORATION 235	15,018	15,035
TORTOISE EQY INFRASTRUCT 2,800	106,377	128,520
UNITED TECHNOLOGIES CORP 230	18,080	24,799
ZOETIS INC 710	19,402	22,095
AT&T INC NEW 764	21,564	25,838
BAYER A G SPONSORED ADRF 48	2,938	5,661

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BUSINESS DEVELOPMENT CO 31,447	315,000	349,067
REED ELSEVIER NEW ADR F 121	2,754	4,852
TRAVELERS COMPANIES INC 207	11,512	17,547

TY 2012 Investments - Other Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DRIEHAUS ACTIVE INCM FD 6,296	AT COST	68,000	67,307
FIDELITY ADV FLOATING 8,516	AT COST	83,149	84,481
FIDELITY FOCUSED HIGH 16,532	AT COST	150,000	149,785
AQR MGD FUTURES STRAT FD 8,377	AT COST	85,000	83,442
CALAMOS MARKET NEUTRAL 10,654	AT COST	136,000	136,270
CHAMPLAIN MID CAP FD 12,900	AT COST	150,000	188,084
FMI INTL FD 4,500	AT COST	111,600	118,530
GATEWAY FUND CL Y 2,989	AT COST	82,000	84,073
HSBC TOTAL RETURN CL I 13,178	AT COST	135,000	131,919
LONGLEAF PARTNERS INTL 7,640	AT COST	111,600	128,588
MAINSTAY MARKETFIELD FD 7,021	AT COST	119,000	126,534
MERGER FUND 4,334	AT COST	69,000	70,127
OAKMARK INTL FD CLASS I 4,975	AT COST	111,600	128,815
ROBECO BOSTON PARTNERS 4,706	AT COST	102,000	98,702
ISHARES MSCI ALL COUNTRY 2,500	AT COST	135,881	145,700
ISHARES RESIDENTIAL REAL 2,350	AT COST	107,653	112,730
ISHARES TR RUSSELL 2000 1,265	AT COST	140,812	159,188
POWERSHS EXCH TRAD FD TR 2,900	AT COST	55,135	69,339
S P D R S&P 500 ETF TR 3,246	AT COST	454,103	545,360
SPDR S&P MIDCAP 400 ETF 875	AT COST	150,398	198,039
VANGUARD FTSE EMERGING 2,300	AT COST	95,112	92,311
WISDOMTREE EUROPE ETF 3,825	AT COST	204,006	203,299
ALLIANCEBERNSTEIN HIGH 74,563	AT COST	703,358	698,660
TEMPLETON GLOBAL BOND 39,294	AT COST	515,050	509,262
BLACKROCK EQTY DIVIDEND 3,871	AT COST	76,066	86,441
CAMBIAR SMALL CAP FD 11,705	AT COST	227,966	267,117
MATTHEWS ASIA DIVIDEND 18,367	AT COST	288,599	290,030
OAKMARK FUND 5,000	AT COST	300,000	298,700
OPPENHEIMER DEVELOPING 7,836	AT COST	285,800	289,179
OPPENHEIMER STEELPATH 12,232	AT COST	131,177	145,317

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WASATCH EMRG MKT SLCT 26,555	AT COST	285,000	253,874
WASATCH LONG SHORT FD 22,569	AT COST	339,113	357,050
AMERICAN RLTY CAP TR V 20,541	AT COST	477,600	513,548
ISHARES CORE S&P ETF 2,346	AT COST	170,547	234,131
ISHARES RUSSELL ETF 3,580	AT COST	459,892	497,885
ISHARES TR RUSSELL 1000 3,525	AT COST	247,669	275,690
VANGUARD WHITEHALL FUNDS 5,994	AT COST	318,735	344,652
FLOWBELOW AERO INC	AT COST	100,000	100,000

TY 2012 Land, Etc. Schedule**Name:** HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

TY 2012 Other Decreases Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Description	Amount
PRIOR PERIOD ADJUSTMENT	7,182

TY 2012 Other Income Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OPTION FEES	420	420	

TY 2012 Other Liabilities Schedule

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYABLE TO INTERNAL REVENUE SE		

TY 2012 Taxes Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	98	98		
PAYROLL TAXES	2,984			2,984
PROPERTY TAXES	10,387	10,387		
EXCISE TAXES	40,775			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
a Paid during the year				
OCEAN CONSERVANCY 1300 19TH STREET NW 8TH FL WASHINGTON, DC 20036		PUBLIC CHARITY	SUPPORT OC'S WORK IN ADDRESSING AND REDUCING OCEAN TRASH THROUGH THE TRASH FREE SEAS ALLIANCE AND SUPPLIES FOR THE ANNUAL INT'L COASTAL CLEANUP	250,000
NATURAL RESOURCE DEFENSE COUNCIL 1152 15TH ST NW WASHINGTON, DC 20005		PUBLIC CHARITY	SUPPORT NRDC'S EFFORTS RELATED TO THE CLOUD OF COMMITMENTS	250,000
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY STE 460 BERKELEY, CA 94704		PUBLIC CHARITY	FUND PUBLIC EDUCATION AND ADVOCACY EFFORTS TO ADJUST TRAFFIC LANES AND AVOID CRITICAL BLUE WHALE FEEDING GROUND	27,500
PRIDE ROCK WILDLIFE REFUGE PO BOX 1594 TERRELL, TX 75160		PUBLIC CHARITY	BUILD A FACILITY TO PREPARE FOOD FOR THE ANIMALS AND EMERGENCY VET CARE	10,000
TEXAS CONSERVATION ALLIANCE PO BOX 822554 DALLAS, TX 75382		PUBLIC CHARITY	ASSIST WITH ADDITIONAL LAND ACQUISITION FOR THE NECHES RIVER REFUGE	25,000
NATURAL RESOURCE DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011		PUBLIC CHARITY	BUILD WELLS AND LATRINES IN AN EFFORT TO BRING CLEAN WATER AND SANITATION TO PEOPLE LIVING IN UNDER DEVELOPED COMMUNITIES	12,500
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY STE 460 BERKELEY, CA 94704		PUBLIC CHARITY	SUPPORT PLASTIC FREE CAMPUSES AND THINK BEYOND PLASTIC	20,000
GREEN SPACES ALLIANCE OF SOUTH TEXAS PO BOX 6250 SAN ANTONIO, TX 78209		PUBLIC CHARITY	CONTINUED OPERATING COSTS ASSOCIATED WITH SUSTAINING THE NATURAL ENVIRONMENT AND ENHANCING URBAN SPACES THROUGH LAND CONSERVATION, COMMUNITY ENGAGEMENT, AND EDUCATION	17,500
FLORIDA KEYS WILD BOARD CENTER 93600 OVERSEAS HWY MM936 TAVERNIER, FL 33070		PUBLIC CHARITY	ASSIST WITH SUPPORTING THE CENTER'S INTERNSHIP PROGRAM AND TO ASSIST IN PAYING FOR THE CONSTRUCTION OF A FLIGHT CAGE	37,500
WILDLIFE REHABILITATION AND RESCUE PO BOX 369 KERRVILLE, TX 78027		PUBLIC CHARITY	IMPROVE APPRENTICE/INTERN TRAINING AND TO ASSIST WITH THE IMPLEMENTATION OF "KEEPING TRACK", AN EDUCATIONAL OUTREACH PROGRAM	27,500
SEA TURTLES 7727 SW LINETTE WAY BEAVERTON, OR 97007		PUBLIC CHARITY	TO SUPPORT COMMUNITY BASED CONSERVATION PROJECTS THAT PROTECT ENDANGERED ANIMALS IN EL SALVADOR, NICARAGUA, COSTA RICA, AND MEXICO	10,000
LAST CHANCE FOREVER PO BOX 460993 SAN ANTONIO, TX 78246		PUBLIC CHARITY	SUPPORT BIRDS OF PREY RESCUE EFFORTS, INCLUDING THE RETURN OF INJURED BIRDS TO THE WILD	29,500
THERAPET PO BOX 130118 TYLER, TX 75713		PUBLIC CHARITY	HELP RECRUIT VOLUNTEERS AND SUPPORT VOLUNTEER/ANIMAL TEAM TRAINING IN THE THERAPET SKILLS CLASS	8,000
WEEDEN FOUNDATION 747 THIRD AVE 34TH FL NEW YORK, NY 10017		PRIVATE FOUNDATION	SUPPORT THE EFFORT TO MAINTAIN THE WILD IN PATAGONIA	37,500
SAN ANTONIO BOTANICAL SOCIETY PO BOX 6569 SAN ANTONIO, TX 78209		PUBLIC CHARITY	CONTINUE FUNDING A PLANT RESEARCH INTERN POSITION FOR THE PLANTS IN THE CENTER FOR PLANT CONSERVATION PROJECT AND CONTINUE RESEARCH ON THESE ENDANGERED SPECIES	14,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAN ANTONIO RIVER FOUNDATION PO BOX 830045 SAN ANTONIO, TX 78283		PUBLIC CHARITY	DEVELOPMENT OF CONFLUENCE PARK, THAT WILL INCLUDE A LEARNING CENTER, AS WELL AS EASY ACCESS TO OUTDOOR RECREATION AND THAT IS OTHERWISE NOT AVAILABLE IN THAT LOWER INCOME URBAN AREA	20,000
OPEN SPACES INSTITUTE 1350 BROADWAY STE 201 NEW YORK, NY 10018		PUBLIC CHARITY	FUND STAFF MEMBERS WHO WORK IN THE CATSKILLS FARMING PROJECTS, MERIDALE GRASSFED BEEF PROJECT, CENTER FOR DISCOVERY PARTNERSHIP, AND DIVERSIFIED INCUBATOR FARM MODELS	37,500
COASTAL BEND BAYS & ESTUARIES PROGRAM 1305 N SHORELINE BLVD STE 205 CORPUS CHRISTI, TX 78401		PUBLIC CHARITY	INCREASE PUBLIC AWARENESS OF NESTING BIRDS INCLUDING THE INSTALLATION OF "NEST CAMS" ON NESTING ISLAND, PUBLIC EDUCATION, AND PREDATOR MANAGEMENT	25,000
COASTAL BEND BAYS & ESTUARIES PROGRAM 1305 N SHORELINE BLVD STE 205 CORPUS CHRISTI, TX 78401		PUBLIC CHARITY	SUPPORTING SAVING DIAMONDBACK TERRAPINS FROM DEATH IN CRAB TRAPS (DEVELOPMENT AND STUDY OF MODIFIED CRAB TRAPS THAT REDUCE MORTALITY)	12,500
CADDY LAKE INSTITUTE 707 RIO GRANDE STE 200 AUSTIN, TX 78701		PUBLIC CHARITY	SUPPORT HEALTHY WATERSHED WORK, REINTRODUCE PADDLEFISH AND RECOVER OTHER ENDANGERED FISH SPECIES, CONTROL INVASIVE PLANTS THAT THREATEN FISH HABITAT, RECREATION, AND LOCAL ECONOMY	37,500
Total			► 3a	909,000

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THADDEUS HOLLOWAN	DIRECTOR/VICE PRESIDENT 50	0	0	0
30 ST LAURENT PLACE DALLAS, TX 75225				
JOHN BELLETT	EXECUTIVE DIRECTOR 100	39,000	0	0
18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258				
RITA BRAEUTIGAM	DIRECTOR 20	0	0	0
18126 LISCUM HILL SAN ANTONIO, TX 78258				
JOHN R BAUER	DIRECTOR/SECRETARY 20	0	0	0
3333 LEE PARKWAY TENTH FLOOR DALLAS, TX 75219				
NANCY BELLETT	DIRECTOR 20	0	0	0
18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258				
MICHAEL CASEY	DIRECTOR/PRESIDENT 20	0	0	0
1202 SOUTH ALAMO SAN ANTONIO, TX 78210				
ANN EDWARDS	DIRECTOR 20	0	0	0
7051 HELSEM WAY DALLAS, TX 75230				
JACK MURRAY	DIRECTOR 20	0	0	0
C/O NRDC 40 WEST 20TH STREET NEW YORK, NY 10011				
GLORIA P ARECCHI	DIRECTOR/TREASURER 50	16,878	0	0
130 CROFTON AVENUE SAN ANTONIO, TX 78210				
MICHAEL JON DEPPE	DIRECTOR 20	0	0	0
2600 N CENTRAL EXPRESSWAY STE 550 RICHARDSON, TX 75080				
WAYNE BELLETT	DIRECTOR 20	0	0	0
18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258				
ROBERT WERNER	DIRECTOR 20	0	0	0
310 FAWN DRIVE SAN ANTONIO, TX 78231				
JACOB SCHERR	DIRECTOR 20	0	0	0
C/O NRDC 1152 15TH ST NW WASHINGTON, DC 20005				