

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	196,316	195,550	195,550
	2	Savings and temporary cash investments	216,046	3,212,860	3,212,860
	3	Accounts receivable ▶ <u>326,495</u>			
		Less allowance for doubtful accounts ▶ _____	497,286	326,495	326,495
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	11,979,163	9,308,080	12,306,124
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)			
14		Land, buildings, and equipment basis ▶ <u>91,425</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>53,251</u>	40,059	38,174	38,174
15		Other assets (describe ▶ _____)	8,265,585	6,588,060	20,354,832
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,194,455	19,669,219	36,434,035
17		Accounts payable and accrued expenses	74,022	4,737	
18		Grants payable			
Net Assets or Fund Balances	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)	74,022	4,737	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	45,676,225	45,676,225		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	-24,555,792	-26,011,743		
30	Total net assets or fund balances (see instructions)	21,120,433	19,664,482		
31	Total liabilities and net assets/fund balances (see instructions) .	21,194,455	19,669,219		

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	21,120,433
2	Enter amount from Part I, line 27a	2	-1,027,031
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	20,093,402
5	Decreases not included in line 2 (itemize) ▶ _____	5	428,920
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	19,664,482

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	910,357
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 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))
2015	3,499,033	36,868,000	0 094907
2014	3,703,049	41,979,256	0 088211
2013	3,514,176	42,307,561	0 083063
2012	3,500,778	42,235,774	0 082887
2011	3,403,675	44,173,665	0 077052
2 Total of line 1, column (d)			2 0 426120
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 085224
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 36,499,044
5 Multiply line 4 by line 3			5 3,110,595
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,861
7 Add lines 5 and 6			7 3,135,456
8 Enter qualifying distributions from Part XII, line 4			8 3,568,646

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	24,861
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	24,861
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	24,861
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	24,734
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	24,734
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	129
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.TOPFERFOUNDATION.ORG	13	Yes	
14	The books are in care of ALAN TOPFER Telephone no (512) 329-6600			

Located at **3600 N CAPITAL OF TX BLDG B STE 320 AUSTIN TX** ZIP+4 **78746**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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 4945(d)(4)(A)? (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)?	☐ Yes ☒ No	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
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?	☐ Yes ☒ No	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
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?	☐ Yes ☒ No	7b	

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

[illegible][illegible]

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	35,705,364
b	Average of monthly cash balances.	1b	1,349,503
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	37,054,867
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	37,054,867
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	555,823
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	36,499,044
6	Minimum investment return. Enter 5% of line 5.	6	1,824,952

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	1,824,952
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	24,861
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	5,188
c	Add lines 2a and 2b.	2c	30,049
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,794,903
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,794,903
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,794,903

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,568,646
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,568,646
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	24,861
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,543,785

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,794,903
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	1,203,301			
b From 2012.	1,405,692			
c From 2013.	1,453,386			
d From 2014.	1,644,388			
e From 2015.	1,688,203			
f Total of lines 3a through e.	7,394,970			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 3,568,646				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				1,794,903
e Remaining amount distributed out of corpus	1,773,743			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,168,713			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	1,203,301			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	7,965,412			
10 Analysis of line 9				
a Excess from 2012.	1,405,692			
b Excess from 2013.	1,453,386			
c Excess from 2014.	1,644,388			
d Excess from 2015.	1,688,203			
e Excess from 2016.	1,773,743			

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 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

MORTON TOPFER

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,356,417
b <i>Approved for future payment</i>				
Total			3b	0

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	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,648,571	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			18	289,662	
8 Gain or (loss) from sales of assets other than inventory			18	910,357	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		2,848,590	0
13 Total. Add line 12, columns (b), (d), and (e).			13		2,848,590

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

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

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
AG OPPORTUNISTIC WHOLE LOAN SELECT LP	P		2016-12-31
ALTAIR - DISTRESSED CR OPPOR FUND - A, LLC	P		2016-12-31
ALTAIR EUROPEAN REAL ESTATE OPPOR FUND	P		2016-12-31
ALTAIR - FCO II, LLC	P		2016-12-31
ALTAIR - FCO III, LLC	P		2016-12-31
ALTAIR - MARATHON SOF, LLC	P		2016-12-31
ALTAIR - NET LEASE INCOME FUND, LLC	P		2016-12-31
ALTAIR - OH XIII, LLC	P		2016-12-31
ALTAIR - REAL ESTATE OPPOR FUND, LLC	P		2016-12-31
ALTAIR - SPECIAL OPPOR FUND II, LLC	P		2016-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
			4,337
			34,614
			24,740
			2,782
			2,320
			-136,475
			366
			150
			68,087
			1,311

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			4,337
			34,614
			24,740
			2,782
			2,320
			-136,475
			366
			150
			68,087
			1,311

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ALTAIR - SPECIAL OPPOR FUND, LLC	P		2016-12-31
ALTAIR - SPECIAL SITS FUND II-A, LLC	P		2016-12-31
ALTAIR - SPECIAL SITS FUND , LLC	P		2016-12-31
FORTRESS CREDIT OPPORTUNITIES FUND IV (B) LP	P		2016-12-31
FORTRESS REAL ESTATE OPPOR FUND (B) LP	P		2016-12-31
GARRISON OPPORTUNITY FUND LLC	P		2016-12-31
LANDMARK SOUTHPARK APARTMENTS, LP	P		2016-12-31
OVATION ALTERNATIVE INCOME FUND LP	P		2016-12-31
OVATION CREDIT OPPOR FUND LP	P		2016-12-31
Q-BLK CO-INVESTMENT FUND II, LP	P		2016-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
			2,758
			4,199
			28,053
			2,534
			22
			133,062
			393,716
			1,995
			55,247
			16,127

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,758
			4,199
			28,053
			2,534
			22
			133,062
			393,716
			1,995
			55,247
			16,127

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
PUBLICLY TRADED SECURITIES	P		
NET LEASE PRIVATE REIT VI-A INC	P		2016-12-31
NET LEASE PRIVATE REIT VII-A INC	P		2016-12-31
LP INTEREST IN OVATION CREDIT OPPOR FUND	P		2016-12-31
LP INTEREST IN ALTAIR - MARATHON SOF, LLC	P		2016-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,839,128		7,689,588	149,540
56,884			56,884
52,069			52,069
		323	-323
7,310			7,310
4,932			4,932

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			149,540
			56,884
			52,069
			-323
			7,310
			4,932

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MORTON TOPFER	PRESIDENT 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
ALAN TOPFER	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
RICHARD TOPFER	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
BONNIE TOPFER VOZAR	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
JACQUELINE TOPFER HYNEK	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
STEVE HYNEK	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
MELANIE CAZIER	DIRECTOR 0 50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
24 FOUNDATION 500 E MOREHEAD ST SU 218 CHARLOTTE, NC 282022694		501(C)3 EIN 20-37682	TO SUPPORT GENERAL OPERATING EXPENSES	50
360 YOUTH SERVICES 1305 W OSWEGO ROAD NAPERVILLE, IL 60540		501(C)3 EIN 36-29362	TO SUPPORT COUNSELING AND LIFE SKILLS DEVELOPMENT FOR YOUTH IN GROUP HOME AND TRANSITIONAL LIVING SETTINGS	55,000
ADVOCATE CHARITABLE FOUNDATION 205 W TOUHY AVENUE SUITE 125 PARK RIDGE, IL 60068		501(C)3 EIN 36-32973	TO SUPPORT MENTAL HEALTH TREATMENT FOR CHILDREN WHO'VE BEEN SEXUALLY OR PHYSICALLY ABUSED	35,000
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK, NY 12498		501(C)3 EIN 26-28535	TO SUPPORT GENERAL OPERATING EXPENSES	10,000
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK, NY 12498		501(C)3 EIN 26-28535	TO SUPPORT GENERAL OPERATING EXPENSES	12,500
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALMOST HOME KIDS 7 S 721 ROUTE 53 NAPERVILLE, IL 60540		501(C)3 EIN 36-38220	TO SUPPORT TRANSITIONAL CARE TO CHILDREN WITH COMPLICATED HEALTH NEEDS, TRAINING FOR THEIR FAMILIES, AND RESPITE CARE	50,000
ALTERNATIVES INCORPORATED 4730 N SHERIDAN ROAD CHICAGO, IL 60640		501(C)3 EIN 36-27206	TO SUPPORT A YOUTH LEADERSHIP DEVELOPMENT PROGRAM AND YOUTH ENRICHMENT ACTIVITIES	50,000
AMERICAN CAMPING ASSOCIATION INC 775 CAMP ROAD MARBLE FALLS, TX 78654		501(C)3 EIN 35-09624	TO SUPPORT A SUMMER CAMP PROGRAM FOR UNDERPRIVILEGED YOUTH	15,000
ANDREW S RODDICK FOUNDATION INC 8509 FM 969 SU0509 AUSTIN, TX 78724		501(C)3 EIN 20-00145	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
ANY BABY CAN FAMILY RESOURCE CENTER 1121 EAST 7TH STREET AUSTIN, TX 78702		501(C)3 EIN 74-26843	TO SUPPORT THE NURSE-FAMILY PARTNERSHIP PROGRAM, SERVING LOW-INCOME, FIRST TIME MOTHERS	50,000
Total ▶ 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET RD AUSTIN, TX 787562609		501(C)3 EIN 23-73072	TO SUPPORT A PROGRAM PROVIDING SCHOOL CLOTHING FOR UNDERSERVED CHILDREN	20,000
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET RD AUSTIN, TX 787562609		501(C)3 EIN 23-73072	TO SUPPORT THE SCHOLARSHIP PROGRAM	10,000
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET RD AUSTIN, TX 787562609		501(C)3 EIN 23-73072	TO SUPPORT A PROGRAM PROVIDING SCHOOL CLOTHING FOR UNDERSERVED CHILDREN	18,000
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET RD AUSTIN, TX 787562609		501(C)3 EIN 23-73072	TO SUPPORT THE SCHOLARSHIP PROGRAM	8,000
AUSTIN BAPTIST ASSOCIATION 3811 HARMON AVE AUSTIN, TX 78751		501(C)3 EIN 74-12462	TO SUPPORT GENERAL OPERATING EXPENSES	500
Total 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUSTIN BAPTIST ASSOCIATION 3811 HARMON AVE AUSTIN, TX 78751		501(C)3 EIN 74-12462	TO SUPPORT GENERAL OPERATING EXPENSES	200
AUSTIN CHILD GUIDANCE CENTER 810 W 45TH STREET AUSTIN, TX 78751		501(C)3 EIN 74-11667	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
AUSTIN CHILD GUIDANCE CENTER 810 W 45TH STREET AUSTIN, TX 78751		501(C)3 EIN 74-11667	TO SUPPORT CHILDREN'S MENTAL HEALTH SERVICES	50,000
AUSTIN CHILD GUIDANCE CENTER 810 W 45TH STREET AUSTIN, TX 78751		501(C)3 EIN 74-11667	TO SUPPORT UNDERSERVED CHILDREN AND FAMILIES MENTAL HEALTH PROGRAM	42,000
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN, TX 78723		501(C)3 EIN 74-23206	TO SUPPPORT GENERAL OPERATING EXPENSES	3,000
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN, TX 78723		501(C)3 EIN 74-23206	TO SUPPORT KIDS OF HOPE	500
AUSTIN CLASSICAL GUITAR SOCIETY PO BOX 4072 AUSTIN, TX 78765		501(C)3 EIN 74-25958	TO SUPPORT IN-SCHOOL ENSEMBLE-BASED CLASSICAL GUITAR EDUCATION	5,000
AUSTIN CLUBHOUSE INC 4425 RED RIVER ST AUSTIN, TX 78751		501(C)3 EIN 90-05055	TO SUPPORT EXPANSION OF EMPLOYMENT PROGRAM	10,000
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR STREET BOX 2 AUSTIN, TX 78705		501(C)3 EIN 74-24310	TO SUPPORT ADULT DAY SERVICES FOR SENIORS	25,000
AUSTIN PARTNERS IN EDUCATION 8000 CENTRE PARK DR SU 220 AUSTIN, TX 78754		501(C)3 EIN 20-10245	TO SUPPORT ACADEMIC ADVISING AND TUTORING IN READING, WRITING, OR MATH AND COLLEGE READINESS FOR HIGH SCHOOL STUDENTS	5,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	AVON WALK FOR BREAST CANCER	1,000
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	WALK FOR BREAST CANCER	100
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	WALK FOR BREAST CANCER BOSTON	100
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	WALK FOR BREAST CANCER	250
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	AVON WALK FOR THE CURE	1,000
Total ▶ 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	WALK FOR BREAST CANCER	800
AVON PRODUCTS FOUNDATION INC PO BOX 1073 RYE, NY 10580		501(C)3 EIN 13-61284	"WALK FOR BREAST CANCER	250
BARREL OF MONKEYS PRODUCTIONS 4432 N RAVENSWOOD AVE CHICAGO, IL 60640		501(C)3 EIN 36-42833	TO PROVIDE CREATIVE WRITING AND ARTS PROGRAMMING TO LOW-INCOME STUDENTS	5,000
BERNIE'S BOOK BANK 28101 BALLARD DR UNIT A LAKE FOREST, IL 60045		501(C)3 EIN 20-09144	TO SUPPORT THE COLLECTION, PROCESSING AND DISTRIBUTION OF NEW AND USED CHILDREN'S BOOKS TO AT-RISK CHILDREN	30,000
BETH TIKVAH CONGREGATION 300 HILLCREST BLVD HOFFMAN ESTATES, IL 60169		501(C)3 EIN 13-16631	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BETH TIKVAH CONGREGATION 300 HILLCREST BLVD HOFFMAN ESTATES, IL 60169		501(C)3 EIN 13-16631	TO SUPPORT GENERAL OPERATING EXPENSES	15,000
BEYOND BATTEN DISEASE FOUNDATION PO BOX 50221 AUSTIN, TX 787630221		501(C)3 EIN 26-32236	TO SUPPORT GENERAL OPERATING EXPENSES	250
BEYOND BATTEN DISEASE FOUNDATION PO BOX 50221 AUSTIN, TX 787630221		501(C)3 EIN 26-32236	TO SUPPORT GENERAL OPERATING EXPENSES	250
BIG BROTHERS BIG SISTERS OF CENTRAL TEXAS INC 1400 TILLERY ST AUSTIN, TX 78721		501(C)3 EIN 74-16785	TO SUPPORT MENTORING FOR AT-RISK YOUTH	7,500
BIG BROTHERS BIG SISTERS OF METROPOLITAN CHICAGO 560 W LAKE ST 5TH FL CHICAGO, IL 60661		501(C)3 EIN 36-26812	TO SUPPORT MENTORING FOR AT-RISK YOUTH	40,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA CAPITAL AREA COUNCIL 12500 N IH 35 AUSTIN, TX 78753		501(C)3 EIN 74-11430	TO SUPPORT GENERAL OPERATING EXPENSES	100
BOYS AND GIRLS CLUBS OF THE AUSTIN AREA 12500 N IH 35 AUSTIN, TX 78753		501(C)3 EIN 74-60873	TO SUPPORT ACADEMIC AND SOCIAL SUPPORTS TO AT-RISK YOUTH	12,500
BREAKTHROUGH 1050 EAST 11TH STREET SUITE 350 AUSTIN, TX 78702		501(C)3 EIN 74-29913	TO SUPPORT AN EXPANSION CAMPAIGN TO SERVE MORE STUDENTS	5,000
BREAKTHROUGH 1050 EAST 11TH STREET SUITE 350 AUSTIN, TX 78702		501(C)3 EIN 74-29913	TO SUPPORT A SUMMER ACADEMIC ENRICHMENT COLLEGE PREPARATION PROGRAM FOR HIGH POTENTIAL, LOW INCOME MIDDLE SCHOOL STUDENTS	40,000
BREAKTHROUGH 1050 EAST 11TH STREET SUITE 350 AUSTIN, TX 78702		501(C)3 EIN 74-29913	TO SUPPORT AN EXPANSION CAMPAIGN TO SERVE MORE STUDENTS	5,000
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BREAKTHROUGH 1050 EAST 11TH STREET SUITE 350 AUSTIN, TX 78702		501(C)3 EIN 74-29913	TO SUPPORT AN EXPANSION CAMPAIGN TO SERVE MORE STUDENTS	5,000
CANDLELIGHT RANCH FOUNDATION PO BOX 26367 AUSTIN, TX 78755		501(C)3 EIN 74-29390	TO SUPPORT A PROGRAM PROVIDING OUTDOOR THERAPEUTIC AND EDUCATIONAL EXPERIENCES TO CHILDREN WITH SPECIAL NEEDS	5,000
CAPITAL IDEA 835 N PLEASANT VALLEY RD AUSTIN, TX 78702		501(C)3 EIN 74-28930	TO SUPPORT EDUCATION TO EMPLOYMENT PROGRAM FOR LOW-INCOME ADULTS	50,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL 2504-B WHITIS AUSTIN, TX 78712		501(C)3 EIN 75-71260	TO SUPPORT GENERAL OPERATING EXPENSES	75
CARITAS OF AUSTIN 611 NECHES STREET AUSTIN, TX 78701		501(C)3 EIN 74-19096	TO SUPPORT EDUCATION AND EMPLOYMENT SERVICES	35,000
Total 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA OF DUPAGE COUNTY INC 505 N COUNTY FARM ROAD WHEATON, IL 60187		501(C)3 EIN 36-38758	TO SUPPORT ADVOCACY FOR ABUSED AND NEGLECTED CHILDREN WHO ARE IN THE COURT SYSTEM	30,000
CASA OF TRAVIS COUNTY INC 7701 N LAMAR BLVD STE 301 AUSTIN, TX 78752		501(C)3 EIN 74-23691	TO SUPPORT ADVOCATES FOR ABUSED AND NEGLECTED CHILDREN	45,000
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN, TX 78724		501(C)3 EIN 74-25625	TO SUPPORT CASE MANAGEMENT AND COUNSELING TO NON-OFFENDING CAREGIVERS OF VICTIMS OF CHILD ABUSE	40,000
CENTRAL TEXAS FOOD BANK 8201 S CONGRESS AVE AUSTIN, TX 78745		501(C)3 EIN 74-22173	TO SUPPORT CAPITAL CAMPAIGN	12,500
CENTRAL TEXAS FOOD BANK 8201 S CONGRESS AVE AUSTIN, TX 78745		501(C)3 EIN 74-22173	TO SUPPORT CAPITAL CAMPAIGN	12,500
Total ► 3a				3,356,417

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				
CENTRAL TEXAS FOOD BANK 8201 S CONGRESS AVE AUSTIN, TX 78745		501(C)3 EIN 74-22173	TO SUPPORT A CAPITAL CAMPAIGN FOR A NEW FACILITY	2,362
CENTRAL TEXAS FOOD BANK 8201 S CONGRESS AVE AUSTIN, TX 78745		501(C)3 EIN 74-22173	TO SUPPORT THE HOPE PROGRAM FOR LOW-INCOME SENIORS	50,000
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN, TX 78723		501(C)3 EIN 20-04680	TO SUPPORT UPGRADING THE HOSPITAL'S CARDIAC CATHETERIZATION "CATH" LAB, AND WORKING TOWARDS BECOMING A RECOGNIZED REGIONAL HEART CENTER	25,000
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BLVD AUSTIN, TX 78723		501(C)3 EIN 20-04680	FUND THE VISION	5,000
CHISHOLM TRAIL COMMUNITIES FOUNDATION 116 W 8TH STREET GEORGETOSN, TX 786265800		501(C)3 EIN 74-27867	SEEDS OF STRENGTH FUND	263
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COKER EARLY LEARNING CENTER 231 E NORTH LOOP RD SAN ANTONIO, TX 78216		501(C)3 EIN 74-13675	TO SUPPORT GENERAL OPERATING EXPENSES	100
COLLEGE FORWARD PO BOX 142308 AUSTIN, TX 78714		501(C)3 EIN 43-20035	TO SUPPORT COLLEGE ACCESS AND COLLEGE PERSISTENCE SERVICES TO MOTIVATED, ECONOMICALLY DISADVANTAGED STUDENTS	10,000
COMMUNITIES IN SCHOOLS - CENTRAL TEXAS 3000 S IH-35 SUITE 200 AUSTIN, TX 78704		501(C)3 EIN 74-23690	TO SUPPORT PROGRAMS LINKING COMMUNITY RESOURCES TO AT-RISK CHILDREN AND FAMILIES THROUGH SCHOOL SETTINGS	60,000
COMMUNITIES IN SCHOOLS OF CHICAGO 815 W VAN BUREN STE 300 CHICAGO, IL 60607		501(C)3 EIN 74-23690	TO SUPPORT CCIS PROGRAMS, LINKING COMMUNITY RESOURCES TO AT-RISK CHILDREN AND FAMILIES THROUGH SCHOOL SETTINGS	40,000
CON MI MADRE (MOTHERS AND DAUGHTERS RAISING EXPECTATIONS) 1925 SAN JACINTO BLVD STOP 3500 AUSTIN, TX 78712		501(C)3 EIN 74-19340	TO SUPPORT A COLLEGE PREP AND PERSISTENCE PROGRAM FOR HISPANIC GIRLS	10,000
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COURT APPOINTED SPECIAL ADVOCATES (CASA) OF CENTRAL TEXAS INC 104 MLK DR PO BOX 1267 SAN MARCOS, TX 786671267		501(C)3 EIN 74-24033	TO SUPPORT ADVOCATES FOR ABUSED AND NEGLECTED CHILDREN IN HAYS COUNTY	7,500
CREATIVE ACTION 701 TILLERY STREET BOX 9 AUSTIN, TX 78702		501(C)3 EIN 74-28569	TO SUPPORT ACADEMIC, SOCIAL AND EMOTIONAL DEVELOPMENT OF TEENS THROUGH AFTER SCHOOL ARTS ENRICHMENT PROGRAMS	10,000
DANNY DID FOUNDATION 6282 N LEONA AVE CHICAGO, IL 60646		501(C)3 EIN 27-16422	TO SUPPORT GENERAL OPERATING EXPENSES	50
DAYONE PACT 750 WARRENVILLE ROAD SUITE 300 LISLE, IL 60532		501(C)3 EIN 36-31252	TO PROVIDE SUPPORT, INFORMATION AND RESOURCES FOR PARENTS OF CHILDREN WITH DISABILITIES THROUGH THE PARENT SUPPORT PROJECT	5,000
DOWN SYNDROME FAMILY SUPPORT & ADVOCACY GROUP 4235 LANDINGS LN ST JOSEPH, MO 49085		501(C)3 EIN 35-18132	TO SUPPORT GENERAL OPERATING EXPENSES	50
Total 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DRIVE A SENIOR NETWORK 2498 E PALM VALLEY BLVD ROUND ROCK, TX 78665		501(C)3 EIN 46-52041	TO SUPPORT FREE TRANSPORTATION AND ENHANCE INDEPENDENCE FOR OLDER ADULTS	5,000
DUPAGE CHILDREN'S MUSEUM 301 N WASHINGTON STREET NAPERVILLE, IL 60540		501(C)3 EIN 36-35650	TO SUPPORT AN EARLY CHILDHOOD LEARNING PROGRAM FOR UNDERPRIVILEGED CHILDREN	20,000
DUPAGE SENIOR CITIZENS COUNCIL 1919 S HIGHLAND AVENUE BLDG A SU 210 LOMBARD, IL 60148		501(C)3 EIN 36-29880	TO SUPPORT A HOME MAINTENANCE AND MINOR REPAIR PROGRAM FOR SENIORS	25,000
EASTER SEALS DUPAGE FOX VALLEY 830 S ADDISON AVENUE VILLA PARK, IL 60181		501(C)3 EIN 36-24763	TO SUPPORT A NUTRITION THERAPY PROGRAM FOR UNDERSERVED SPECIAL NEEDS CHILDREN	25,000
EASTER SEALS DUPAGE FOX VALLEY 830 S ADDISON AVENUE VILLA PARK, IL 60181		501(C)3 EIN 36-24763	TO SUPPORT THE EXPANSION OF AN OUTPATIENT MEDICAL REHABILITATION CENTER FOR CHILDREN AND ADULTS WITH DISABILITIES	79,720
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTER SEALS-CENTRAL TEXAS INC 1611 HEADWAY CIRCLE BLDG 2 AUSTIN, TX 78754		501(C)3 EIN 75-08088	TO SUPPORT THE RESPITE PROGRAM, PROVIDING CHILDREN WITH SPECIAL NEEDS REGULARLY SCHEDULED CHILD DEVELOPMENT SESSIONS WITHOUT THEIR PARENTS	7,500
EMANCIPET PO BOX 6396 AUSTIN, TX 78762		501(C)3 EIN 74-29136	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
EMANCIPET PO BOX 6396 AUSTIN, TX 78762		501(C)3 EIN 74-29136	TO SUPPORT GENERAL OPERATING EXPENSES	1,500
EMANCIPET PO BOX 6396 AUSTIN, TX 78762		501(C)3 EIN 74-29136	TO SUPPORT GENERAL OPERATING EXPENSES	1,000
EQUAL JUSTICE AMERICA INC 13540 E BOUNDARY ROAD BLDG 2 MIDLOTHIAN, VA 231123943		501(C)3 EIN 13-37085	TO SUPPORT GENERAL OPERATING EXPENSES	100
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ERIKSON INSTITUTE 451 LASALLE ST CHICAGO, IL 60654		501(C)3 EIN 36-25935	TO PROVIDE PARENTING SUPPORT AND EDUCATION FOR FAMILIES WITH INFANTS WHO CRY EXCESSIVELY AND ARE DIFFICULT TO CONSOLE	10,000
EXPLORE AUSTIN 2121 E CESAR CHAVEZ AUSTIN, TX 78702		501(C)3 EIN 20-54964	TO SUPPORT A PROGRAM PROVIDING UNDERPRIVILEGED TEENS WITH LEADERSHIP SKILLS AND LONG TERM MENTORING THROUGH OUTDOOR ADVENTURE ACTIVITIES	20,000
FAMILY ELDERCARE 1700 RUTHERFORD LANE AU, TX 78754		501(C)3 EIN 74-22863	TO SUPPORT IN-HOME CARE FOR LOW-INCOME SENIORS AND RESPITE FOR CAREGIVERS	35,000
FAMILY SHELTER SERVICE INC 605 E ROOSEVELT ROAD WHEATON, IL 60187		501(C)3 EIN 36-28835	TO SUPPORT RESIDENTIAL AND COUNSELING SERVICES FOR CHILD VICTIMS OF DOMESTIC VIOLENCE	20,000
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS, MN 554335822		501(C)3 EIN 41-16014	TO SUPPORT GENERAL OPERATING EXPENSES	500
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FLORIDA STATE UNIVERSITY FOUNDATION PO BOX 3062739 TALAHASSEE, FL 323062739		501(C)3 EIN 59-61521	UNCONQUERED SCHOLARS SUPPORT FUND	2,500
FOSTER ANGELS OF CENTRAL TEXAS FOUNDATION PO BOX 152575 AUSTIN, TX 78715		501(C)3 EIN 27-10244	TO SUPPORT A PROGRAM TO PROVIDE CHILDREN IN FOSTER CARE WITH BASIC NEEDS AND LIFE-ENHANCING EXPERIENCES	5,000
FOUNDATION COMMUNITIES 3036 S 1ST STREET SUITE 200 AUSTIN, TX 78704		501(C)3 EIN 74-25632	TO SUPPORT THE CONSTRUCTION OF 5 AFFORDABLE/SUPPORTIVE HOUSING APARTMENT COMPLEXES IN NORTH, CENTRAL & SOUTH AUSTIN	19,029
FRONT ROW FOUNDATION CORP 167 HIDDEN DRIVE BLACKWOOD, NH 08012		501(C)3 EIN 20-33181	CREATING EXPERIENCES FOR RECIPIENTS WHO ARE BATTLING LIFE THREATENING ILLNESSES BY BRINGING THEM TO THE LIVE EVENT OF THEIR DREAMS	15,000
GIANT STEPS ILLINOIS INC 2500 CABOT DRIVE LISLE, IL 60532		501(C)3 EIN 36-41112	TO SUPPORT EDUCATIONAL PROGRAMS FOR CHILDREN WITH AUTISM	10,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GILDA'S CLUB CHICAGO 537 NORTH WELLS STREET CHICAGO, IL 60654		501(C)3 EIN 36-41151	TO SUPPORT PSYCHOLOGICAL COUNSELING AND SUPPORT SERVICES FOR CHILDREN LIVING WITH CANCER	20,000
GIRLS EMPOWERMENT NETWORK 3000 SOUTH IH 35 AUSTIN, TX 78704		501(C)3 EIN 74-28677	TO SUPPORT A WEEKLY AFTER- SCHOOL PROGRAM FOR 3RD- 8TH GRADE GIRLS	15,000
GIRLSTART 1400 WEST ANDERSON LANE AUSTIN, TX 78757		501(C)3 EIN 31-15954	TO SUPPORT AN AFTER-SCHOOL MATH, SCIENCE AND TECHNOLOGY PROGRAM FOR GIRLS IN LOW-INCOME COMMUNITIES	7,500
GLEN ELLYN CHILDREN'S RESOURCE CENTER 346 TAFT AVENUE SUITE 205 GLEN ELLYN, IL 60137		501(C)3 EIN 20-06280	TO SUPPORT AN AFTER SCHOOL AND SUMMER LITERACY PROGRAM FOR LOW-INCOME CHILDREN	10,000
HAND TO HOLD 13492 RESEARCH BLVD SUITE 120 AUSTIN, TX 787502254		501(C)3 EIN 27-38029	TO SUPPORT PARENTS OF MEDICALLY FRAGILE BABIES	5,000
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEALTH ALLIANCE FOR AUSTIN MUSICIANS PO BOX 301496 AUSTIN, TX 78703		501(C)3 EIN 74-19340	TO PROVIDE MUSICIANS ACCESS TO CARING, HIGH QUALITY, AFFORDABLE HEALTHCARE	15,000
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN, TX 78751		501(C)3 EIN 74-11446	TO SUPPORT THERAPEUTIC HEALING OF SEVERELY ABUSED AND NEGLECTED CHILDREN	45,000
HILL COUNTRY CONSERVANCY INC PO BOX 163125 AUSTIN, TX 787163125		501(C)3 EIN 74-29481	VIOLET CROWN TRAIL	7,500
HILL COUNTRY CONSERVANCY INC PO BOX 163125 AUSTIN, TX 787163125		501(C)3 EIN 74-29481	VIOLET CROWN TRAIL	5,000
HILL COUNTRY CONSERVANCY INC PO BOX 163125 AUSTIN, TX 787163125		501(C)3 EIN 74-29481	VIOLET CROWN TRAIL	7,500
Total 				3,356,417
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HILL COUNTRY CONSERVANCY INC PO BOX 163125 AUSTIN, TX 787163125		501(C)3 EIN 74-29481	VIOLET CROWN TRAIL	5,000
HILL COUNTRY RALLY FOR KIDS INC 720 BRAZOS ST SU 700 AUSTIN, TX 787012531		501(C)3 EIN 46-18137	TO SUPPORT GENERAL OPERATING EXPENSES	100
HILL COUNTRY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 2981 S STATE HWY 16 FREDERICKSBURG, TX 786249403		501(C)3 EIN 74-28560	TO SUPPORT GENERAL OPERATING EXPENSES	150
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN, TX 78759		501(C)3 EIN 74-22005	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN, TX 78759		501(C)3 EIN 74-22005	TO SUPPORT HOSPICE AUSTIN'S CHARITY AND UNCOMPENSATED CARE PROGRAM	35,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HYDE PARK BAPTIST SCHOOL INC 3901 SPEEDWAY AUSTIN, TX 78751		501(C)3 EIN 26-30352	TO SUPPORT THE ANNUAL FUND	5,000
I GROW CHICAGO NFP 6402 S HONORE CHICAGO, IL 60636		501(C)3 EIN 46-12002	TO SUPPORT A JOB TRAINING AND LIFE SKILLS PROGRAM FOR RESIDENTS OF THE ENGLEWOOD NEIGHBORHOOD	7,500
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVE CHICAGO, IL 60647		501(C)3 EIN 36-21677	TO SUPPORT CHILD DEVELOPMENT AND SUPPORT SERVICES FOR LOW-INCOME FAMILIES	30,000
INNER-CITY COMPUTER STARS FOUNDATION 415 N DEARBORN 3RD FLOOR CHICAGO, IL 60654		501(C)3 EIN 36-42534	TO SUPPORT A PROGRAM WHICH PREPARES LOW-INCOME, INNER- CITY, YOUNG ADULTS FOR CAREERS IN TECHNOLOGY	7,500
INTERFAITH ACTION OF CENTRAL TEXAS 2921 E 17TH STREET BLDG D STE 3 AUSTIN, TX 78702		501(C)3 EIN 74-25091	TO SUPPORT HANDS ON HOUSING PROGRAM	5,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JEREMIAH PROGRAM PO BOX 50590 AUSTIN, TX 78763		501(C)3 EIN 41-18018	TO SUPPORT LIFE AFFORDABLE HOUSING, EDUCATION, LIFE SKILLS, AND CAREER TRACK EMPLOYMENT FOR LOW-INCOME SINGLE MOTHERS	15,000
JEWISH FAMILY SERVICE 11940 JOLLYVILLE RD SUITE 110 S AUSTIN, TX 78759		501(C)3 EIN 74-14694	TO SUPPORT GERIATRIC CARE MANAGEMENT AND MENTAL HEALTH SERVICES TO JEWISH COLLEGE STUDENTS IN PARTNERSHIP WITH TEXAS HILLEL	15,000
JOURNEYCARE FOUNDATION INC 405 LAKE ZURICH ROAD BARRINGTON, IL 60010		501(C)3 EIN 36-38209	TO SUPPORT HOSPICE AND PALLIATIVE CARE FOR MEDICALLY-FRAGILE CHILDREN	20,000
JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST SUITE 100 AUSTIN, TX 78731		501(C)3 EIN 74-11689	TO SUPPORT THE FOOD IN TUMMIES (FIT) PROGRAM WHICH PROVIDES WEEKEND MEALS TO LOW-INCOME CHILDREN	5,000
JUVENILE PROTECTIVE ASSOCIATION 1707 NORTH HALSTED CHICAGO, IL 60614		501(C)3 EIN 36-21677	TO SUPPORT MENTAL HEALTH COUNSELING FOR LOW-INCOME YOUTH	25,000
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KEEP ON KEEPING ON FOUNDATION 7061 W TOUHY AVE UNIT 601 NILES, IL 60714		501(C)3 EIN 26-02325	TO SUPPORT GENERAL OPERATING EXPENSES	25
KESHET 617 LANDWEHR ROAD NORTHBROOK, IL 60062		501(C)3 EIN 36-34413	TO SUPPORT A SUMMER CAMP PROGRAM FOR YOUTH WITH SPECIAL NEEDS	35,000
KIDS ACTING FOUNDATION 2826 REAL ST AU, TX 78722		501(C)3 EIN 74-24999	TO SUPPORT AUTISM PROGRAM	2,500
KIDS ACTING FOUNDATION 2826 REAL ST AU, TX 78722		501(C)3 EIN 74-24999	TO SUPPORT AUTISM PROGRAM	2,500
KIDS ACTING FOUNDATION 2826 REAL ST AU, TX 78722		501(C)3 EIN 74-24999	TO SUPPORT CREATIVE PATHWAYS AND HORIZONS AFTER-SCHOOL ARTS PROGRAMMING	5,000
Total 				3,356,417
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIDS FOR PEACE INC 3303 JAMES DR CARLSBAD, CA 92008		501(C)3 EIN 26-15643	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
KIPP AUSTIN COLLEGE PREPARATORY SCHOOL INC 8509 FM 969 BUILDING 513 AUSTIN, TX 78724		501(C)3 EIN 01-06396	TO SUPPORT KIPP THROUGH COLLEGE, A PROGRAM SUPPORTING STUDENTS AS THEY TRANSITION INTO HIGH SCHOOL AND COLLEGE	25,000
LAUNCH U CHICAGO PROFESSIONALS FOR YOUTH FOUNDATION INC 416 W ONTARIO UNIT C-2 CHICAGO, IL 60654		501(C)3 EIN 20-33755	TO SUPPORT COLLEGE PREPARATION MENTORSHIP FOR UNDERSERVED YOUTH	10,000
LAWRENCE HALL YOUTH SERVICES 65 E WACKER PL STE 1300 CHICAGO, IL 60601		501(C)3 EIN 36-21677	TO SUPPORT RESIDENTIAL TREATMENT FOR YOUTH WHO HAVE BEEN ABUSED OR NEGLECTED	25,000
LIFEWORX 3700 SOUTH 1ST STREET AUSTIN, TX 78704		501(C)3 EIN 74-21371	TO SUPPORT YOUTH AND ADULT BASIC EDUCATION AND LITERACY	50,000
Total ▶ 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LITERACY COALITION OF CENTRAL TEXAS 835 N PLEASANT VALLEY RD AUSTIN, TX 78702		501(C)3 EIN 80-00783	TO SUPPORT PALS PARENTING PROGRAM	20,000
LITTLE HELPING HANDS 3502 CROWNCREST DR AUSTIN, TX 78759		501(C)3 EIN 27-04522	TO SUPPORT GENERAL OPERATING EXPENSES	360
LITTLE HELPING HANDS 3502 CROWNCREST DR AUSTIN, TX 78759		501(C)3 EIN 27-04522	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
LITTLE HELPING HANDS 3502 CROWNCREST DR AUSTIN, TX 78759		501(C)3 EIN 27-04522	TO SUPPORT A VOLUNTEER PROGRAM FOR YOUTH AND THEIR FAMILIES	7,500
LYDIA HOME ASSOCIATION 4300 WEST IRVING PARK ROAD CHICAGO, IL 60641		501(C)3 EIN 36-14128	TO SUPPORT A PROGRAM WHICH HELPS TO PREVENT CHILD ABUSE AND NEGLECT IN FAMILIES EXPERIENCING CRISIS SITUATIONS BY PROVIDING SAFE, TEMPORARY HOMES FOR CHILDREN AND SUPPORT SERVICES FOR PARENTS	15,000
Total 3a				3,356,417

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				
MAINSRING SCHOOLS 1100 WEST LIVE OAK AUSTIN, TX 78704		501(C)3 EIN 74-11430	TO SUPPORT AN EDUCATION AND SUPPORT PROGRAM FOR PARENTS OF AT-RISK PRE-SCHOOL STUDENTS	5,000
MAKE-A-WISH FOUNDATION OF CENTRAL AND SOUTH TEXAS 2224 WALSH TARLTON LANE SUITE 200 AUSTIN, TX 78746		501(C)3 EIN 74-23577	TO SUPPORT THE COST OF RENEWAL AND MAINTENANCE OF PROFESSIONAL DATABASE MANAGEMENT SOFTWARE AND ASSOCIATED IT SERVICES	5,000
MARKLUND 1S450 WYATT DRIVE GENEVA, IL 60134		501(C)3 EIN 36-26525	TO SUPPORT CAPITAL EXPANSION OF A DAY SCHOOL FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES	50,000
MARWEN FOUNDATION 833 N ORLEANS STREET CHICAGO, IL 60610		501(C)3 EIN 36-35236	TO SUPPORT COLLEGE PREPARATORY ACTIVITIES FOR YOUTH PARTICIPATING IN ARTS PROGRAMMING	15,000
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210		501(C)3 EIN 74-15874	TO SUPPORT THE NEURODEGENERATION CONSORTIUM	200,000
Total 				3,356,417
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEALS ON WHEELS AND MORE 3225 E 5TH ST AUSTIN, TX 78702		501(C)3 EIN 23-72025	TO PROVIDE NUTRITIOUS MEALS TO HOMEBOUND ELDERLY WHO ARE UNABLE TO PREPARE FOR THEMSELVES	50,000
MEALS ON WHEELS AND MORE 3225 E 5TH ST AUSTIN, TX 78702		501(C)3 EIN 23-72025	TO PROVIDE NUTRITIOUS MEALS TO HOMEBOUND ELDERLY WHO ARE UNABLE TO PREPARE FOR THEMSELVES	40,000
METROPOLITAN FAMILY SERVICES DUPAGE 222 EAST WILLOW AVENUE WHEATON, IL 60187		501(C)3 EIN 36-21670	TO SUPPORT AN IN-HOME SENIOR RESPITE PROGRAM	15,000
MOBILE LOAVES & FISHES INC 903 C CAPITAL OF TX HWY AUSTIN, TX 78746		501(C)3 EIN 74-29560	TO SUPPORT CAPITAL CAMPAIGN	6,250
MOBILE LOAVES & FISHES INC 903 C CAPITAL OF TX HWY AUSTIN, TX 78746		501(C)3 EIN 74-29560	TO SUPPORT CAPITAL CAMPAIGN	6,250
Total ▶ 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NAMASTE CHARTER SCHOOL INC 3737 S PAULINA ST CHICAGO, IL 60609		501(C)3 EIN 20-02857	TO SUPPORT A FITNESS AND NUTRITION PROGRAM FOR STUDENTS AND THEIR FAMILIES' TO PROMOTE HEALTHY LIFESTYLES	35,000
NAMI OF DUPAGE COUNTY ILLINOIS 115 N COUNTY FARM ROAD WHEATON, IL 60187		501(C)3 EIN 36-34120	TO SUPPORT AN INTERVENTION PROGRAM THAT IDENTIFIES AND ADDRESSES CHILDREN AT RISK OF SERIOUS MENTAL ILLNESS IN MIDDLE AND HIGH SCHOOLS	7,500
NAPERVILLE ELDERLY HOMES INC 310 WEST MARTIN AVENUE NAPERVILLE, IL 60540		501(C)3 EIN 36-27091	TO PROVIDE SUPPORTIVE SERVICES FOR OLDER ADULTS LIVING IN AFFORDABLE HOUSING	15,000
NEW MOMS INC 2845 W MCLEAN AVE CHICAGO, IL 60647		501(C)3 EIN 36-32658	TO COMPLETE CONSTRUCTION OF A PLAYGROUND FOR CHILDREN RESIDING IN HOUSING FOR HOMELESS TEEN MOTHERS	5,000
NEW MOMS INC 2845 W MCLEAN AVE CHICAGO, IL 60647		501(C)3 EIN 36-32658	TO SUPPORT PARENTING SKILLS DEVELOPMENT FOR TEEN MOTHERS	30,000
Total 				3,356,417
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORMAL MOMENTS INC 1318 BAYLOR CT NAPERVILLE, IL 60585		501(C)3 EIN 20-86051	TO SUPPORT GENERAL OPERATING EXPENSES	50
NORTHWESTERN MEMORIAL FOUNDATION 0S050 WINFIELD RD SU 200 WINFIELD, IL 60190		501(C)3 EIN 36-44012	TO SUPPORT THE CAPITAL CAMPAIGN TO BUILD A RONALD MCDONALD HOUSE, PROVIDING LODGING AND MEALS TO FAMILIES WITH CRITICALLY ILL OR INJURED CHILDREN WHO ARE STAYING AT LOCAL HOSPITALS	5,000
NORTHWESTERN MEMORIAL FOUNDATION 0S050 WINFIELD RD SU 200 WINFIELD, IL 60190		501(C)3 EIN 36-44012	TO SUPPORT THE CAPITAL CAMPAIGN TO BUILD A RONALD MCDONALD HOUSE, PROVIDING LODGING AND MEALS TO FAMILIES WITH CRITICALLY ILL OR INJURED CHILDREN WHO ARE STAYING AT LOCAL HOSPITALS	120,000
NORTHWESTERN MEMORIAL FOUNDATION 0S050 WINFIELD RD SU 200 WINFIELD, IL 60190		501(C)3 EIN 36-44012	TO SUPPORT THE CAPITAL CAMPAIGN TO BUILD A RONALD MCDONALD HOUSE, PROVIDING LODGING AND MEALS TO FAMILIES WITH CRITICALLY ILL OR INJURED CHILDREN WHO ARE STAYING AT LOCAL HOSPITALS	70,500
OPEN DOOR PRESCHOOL 3804 CHERRYWOOD RD AUSTIN, TX 78722		501(C)3 EIN 74-18343	TO SUPPORT A SUMMER ENRICHMENT PROGRAM FOR ELEMENTARY SCHOOL CHILDREN	7,500
Total ▶ 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OUTREACH COMMUNITY MINISTRIES INC 122 W LIBERTY DR WHEATON, IL 60187		501(C)3 EIN 23-72650	TO SUPPORT OUTREACH AND PROGRAMMING FOR OLDER ADULTS	31,780
PARTNERSHIPS FOR CHILDREN PO BOX 204444 AUSTIN, TX 78720		501(C)3 EIN 43-20047	TO SUPPORT MENTORING, TRAINING AND FINANCIAL LITERACY SUPPORT FOR YOUTH AGING OUT OF CPS CARE	5,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH-35 AUSTIN, TX 78722		501(C)3 EIN 23-70876	TO SUPPORT EXPANDED OPERATIONS OF CHILDREN'S HEALTH PROGRAMS AND INITIATIVES	25,000
PEOPLE'S RESOURCE CENTER 201 S NAPERVILLE ROAD WHEATON, IL 60187		501(C)3 EIN 36-31576	TO SUPPORT AN ART ENRICHMENT PROGRAM FOR LOW-INCOME YOUTH	10,000
PEOPLE'S RESOURCE CENTER 201 S NAPERVILLE ROAD WHEATON, IL 60187		501(C)3 EIN 36-31576	TO SUPPORT THE FOOD PANTRY PROGRAM	35,000
Total 				3,356,417
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PILLARS 333 N LAGRANGE ROAD SUITE ONE LAGRANGE PARK, IL 60526		501(C)3 EIN 36-41664	TO SUPPORT COUNSELING AND CASE MANAGEMENT SUPPORT SERVICES TO SENIORS WITH MENTAL HEALTH NEEDS	20,000
QUALITY OF LIFE FOUNDATION OF AUSTIN INC 535 E 5TH ST AUSTIN, TX 78701		501(C)3 EIN 74-23948	TO SUPPORT GENERAL OPERATING EXPENSES	4,080
QUALITY OF LIFE FOUNDATION OF AUSTIN INC 535 E 5TH ST AUSTIN, TX 78701		501(C)3 EIN 74-23948	TO SUPPORT GENERAL OPERATING EXPENSES	4,080
RED WHITE AND BLUES 512 - AUSTIN COMMUNITY FOUNDATION 3112A WINDSOR RD 516 AUSTIN, TX 78703		501(C)3 EIN 74-19340	TO SUPPORT SUPPORT AUSTIN'S HOMELESS VETERANS	5,000
RISE SCHOOL OF AUSTIN 4220 MONTEREY OAKS BLVD AUSTIN, TX 78749		501(C)3 EIN 74-29743	TO SUPPORT GENERAL OPERATING EXPENSES	500
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RISE SCHOOL OF AUSTIN 4220 MONTEREY OAKS BLVD AUSTIN, TX 78749		501(C)3 EIN 74-29743	TO SUPPORT GENERAL OPERATING EXPENSES	500
ROBERT CROWN CENTER FOR HEALTH EDUCATION 21 SALT CREEK LANE HINSDALE, IL 60521		501(C)3 EIN 36-26087	TO PROVIDE A SUBSTANCE ABUSE PREVENTION PROGRAM TO MIDDLE- AND HIGH-SCHOOL STUDENTS	50,000
RONALD MCDONALD HOUSE CHARITIES OF AUSTIN AND CENTRAL TEXAS 1315 BARBARA JORDAN BLVD AUSTIN, TX 78723		501(C)3 EIN 74-22776	TO SUPPORT THE CONVERSION OF A PORTION OF THE ST DAVID'S FAMILY ROOM TO A LAUNDRY FACILITY	10,000
SAFEPLACE 1515 A GROVE BOULEVARD AUSTIN, TX 78741		501(C)3 EIN 74-19778	TO SUPPORT THE FAMILY SHELTER AT SAFEPLACE	50,000
SEAL LEGACY FOUNDATION 1401 MCKINNEY ST SU 2222 HOUSTON, TX 77010		501(C)3 EIN 45-31177	TO SUPPORT SEAL LEGACY FOUNDATION EVENT	2,500
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEAL LEGACY FOUNDATION 1401 MCKINNEY ST SU 2222 HOUSTON, TX 77010		501(C)3 EIN 45-31177	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
SHARING CONNECTIONS FURNITURE BANK 5111 CHASE AVE DOWNERS GROVE, IL 60515		501(C)3 EIN 36-43631	TO PROVIDE FURNITURE AND OTHER BASIC NEEDS FOR LOW- INCOME FAMILIES	30,000
ST ANDREWS EPISCOPAL SCHOOL INC 1112 W 31 ST AUSTIN, TX 78705		501(C)3 EIN 74-60036	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
ST ANDREWS EPISCOPAL SCHOOL INC 1112 W 31 ST AUSTIN, TX 78705		501(C)3 EIN 74-60036	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
ST GABRIEL'S CATHOLIC SCHOOL 2500 WIMBERLY LANE AUSTIN, TX 78735		501(C)3 EIN 74-27730	TO SUPPORT GENERAL OPERATING EXPENSES	8,334
Total ▶ 3a				3,356,417

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				
ST GABRIEL'S CATHOLIC SCHOOL 2500 WIMBERLY LANE AUSTIN, TX 78735		501(C)3 EIN 74-27730	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
ST GABRIEL'S CATHOLIC SCHOOL 2500 WIMBERLY LANE AUSTIN, TX 78735		501(C)3 EIN 74-27730	TO SUPPORT GENERAL OPERATING EXPENSES	8,334
ST GABRIEL'S CATHOLIC SCHOOL 2500 WIMBERLY LANE AUSTIN, TX 78735		501(C)3 EIN 74-27730	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
ST LOUISE HOUSE 2026 GUADALUPE STREET AUSTIN, TX 78705		501(C)3 EIN 74-29681	TO SUPPORT LIFE SKILLS AND SUPPORTIVE SERVICES AT ST LOUISE HOUSE FOR HOMELESS WOMEN WITH CHILDREN	25,000
SUSTAINABLE FOOD CENTER INC 2921 E 17TH ST BLDG C AUSTIN, TX 78702		501(C)3 EIN 74-24414	TO SUPPORT A PROGRAM ADDRESSING FOOD INSECURITY, CHILDHOOD OBESITY, AND HEALTHY FOOD SYSTEMS TO BUILD SELF CONFIDENCE AND PROMOTE POSITIVE DEVELOPMENT	5,000
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEEN PARENT CONNECTION 739 ROOSEVELT ROAD 8-100 GLEN ELLYN, IL 60137		501(C)3 EIN 36-33870	TO SUPPORT PARENT EDUCATION AND SUPPORT SERVICES FOR ADOLESCENT PARENTS AND PEER EDUCATION PREGNANCY PREVENTION PROGRAMS	25,000
THE ANTI-DEFAMATION LEAGUE 7300 HART LANE AUSTIN, TX 78759		501(C)3 EIN 74-14694	TO SUPPORT GENERAL OPERATING EXPENSES	100
THE ARC OF THE CAPITAL AREA 2818 SAN GABRIEL AUSTIN, TX 78705		501(C)3 EIN 74-12944	TO SUPPORT THE ARC FOR THE ARTS WHICH PROVIDES YOUTH AND ADULTS WITH DEVELOPMENTAL DISABILITIES, EDUCATION AND TRAINING TO INCREASE THEIR SELF-SUFFICIENCY	10,000
THE AUSTIN YOUNG MEN'S BUSINESS LEAGUE SUNSHINE CAMPS 2225 ANDREW ZILKER ROAD AUSTIN, TX 78746		501(C)3 EIN 74-60231	TO SUPPORT GENERAL OPERATING EXPENSES	50
THE AUSTIN YOUNG MEN'S BUSINESS LEAGUE SUNSHINE CAMPS 2225 ANDREW ZILKER ROAD AUSTIN, TX 78746		501(C)3 EIN 74-60231	TO SUPPORT AFTER SCHOOL CAMP FOR ECONOMICALLY UNDERPRIVILEGED STUDENTS	10,000
Total ▶ 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CHICAGO LIGHTHOUSE FOR PEOPLE WHO ARE BLIND OR VISUALLY IMPAIRED 1850 WEST ROOSEVELT ROAD CHICAGO, IL 60608		501(C)3 EIN 36-21691	TO SUPPORT IN-HOME THERAPY AND PARENT COUNSELING, EDUCATION AND SUPPORT FOR FAMILIES WITH CHILDREN WHO ARE BLIND OR VISUALLY IMPAIRED	18,000
THE COMMUNITY HOUSE 415 W EIGHTH STREET HINSDALE, IL 60521		501(C)3 EIN 36-21677	TO SUPPORT AFTER-SCHOOL AND SUMMER PROGRAMS FOR THE WILLOWBROOK CORNER NEIGHBORHOOD	50,000
THE LEUKEMIA & LYMPHOMA SOCIETY 651 W WASHINGTON BLVD SUITE 400 CHICAGO, IL 60661		501(C)3 EIN 13-56449	TO SUPPORT GENERAL OPERATING EXPENSES	100
THE SADIE MCCANN FUND VIA CHARITYSMITH C/O CHARITYSMITH 13100 FILLY LANE TRUCKEE, CA 96161		501(C)3 EIN 87-06364	TO SUPPORT GENERAL OPERATING EXPENSES	250
THE SADIE MCCANN FUND VIA CHARITYSMITH C/O CHARITYSMITH 13100 FILLY LANE TRUCKEE, CA 96161		501(C)3 EIN 87-06364	TO SUPPORT GENERAL OPERATING EXPENSES	250
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE SADIE MCCANN FUND VIA CHARITYSMITH C/O CHARITYSMITH 13100 FILLY LANE TRUCKEE, CA 96161		501(C)3 EIN 87-06364	TO SUPPORT GENERAL OPERATING EXPENSES	500
THE SETON COVE 3708 CRAWFORD ST AUSTIN, TX 78731		501(C)3 EIN 74-27275	TO SUPPORT GENERAL OPERATING EXPENSES	75
THE SETTLEMENT HOME 1600 PAYTON GIN ROAD AUSTIN, TX 78758		501(C)3 EIN 74-12001	TO SUPPORT EDUCATIONAL SUPERVISOR AT THE ON-SITE CHARTER SCHOOL	40,000
THE THINKERY 1830 SIMOND AVENUE AUSTIN, TX 78723		501(C)3 EIN 74-22887	TO SUPPORT STEM SUMMER CAMP FOR UNDERPRIVILEGED YOUTH	5,000
UMOJA STUDENT DEVELOPMENT CORPORATION 954 W WASHINGTON BLVD SUITE 225 CHICAGO, IL 60607		501(C)3 EIN 36-42636	TO SUPPORT A SCHOOL-WIDE PREVENTION, INTERVENTION, AND RESTORATION PROGRAM TO REDUCE TEEN VIOLENCE	25,000
Total 				3,356,417
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767		501(C)3 EIN 74-15874	TO SUPPORT A YOUTH MENTORING, TUTORING AND COLLEGE READINESS FOR UNDERPRIVILEGED YOUTH	10,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767		501(C)3 EIN 74-15874	TO SUPPORT KUT	50
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767		501(C)3 EIN 74-15874	TO SUPPORT A STEM SUMMER CAMP FOR UNDERSERVED MIDDLE SCHOOL STUDENTS	5,000
VOLUNTEER COUNCIL OF BLOOMINGDALE TOWNSHIP 123 N ROSEDALE RD BLOOMINGDALE, IL 60108		501(C)3 EIN 36-24719	TO SUPPORT THE HOLIDAY SHARING PROGRAM	5,000
VOLUNTEER HEALTHCARE CLINIC 4215 MEDICAL PARKWAY AUSTIN, TX 78756		501(C)3 EIN 74-60824	TO SUPPORT NON-EMERGENCY, WALK-IN, FREE, MEDICAL CLINIC SERVICES TO CHILDREN WHO ARE UNINSURED AND/OR LACK ACCESS TO HEALTHCARE	5,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST SUBURBAN COMMUNITY PANTRY 6809 HOBSON VALLEY DRIVE 118 WOODRIDGE, IL 60517		501(C)3 EIN 36-38570	TO SUPPORT A PROGRAM PROVIDING HEALTHY, NUTRITIOUS FOOD TO LOW-INCOME FAMILIES	15,000
WESTERN DUPAGE SPECIAL RECREATION ASSOCIATION FOUNDATION 116 N SCHMALE ROAD CAROL STREAM, IN 60188		501(C)3 EIN 36-39329	TO SUPPORT RECREATIONAL PROGRAMMING FOR YOUTH WITH SPECIAL NEEDS	12,500
WOMENS GUILD CEDARS SINAI MEDICIAL CENTER 8700 BEVERLY BLVD NO 2416 LOS ANGELES, CA 900481804		501(C)3 EIN 95-60979	TO SUPPORT GENERAL OPERATING EXPENSES	250
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN, TX 78758		501(C)3 EIN 74-30129	TO SUPPORT A PROGRAM THAT HELPS CHILDREN COPE WITH LIFE-THREATENING ILLNESSES OF A PARENT OR LOVED-ONE	5,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	FUND THE VISION	10,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	FUND THE VISION	2,500
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	FUND THE VISION	2,500
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	DREAM FUND	30,000
Total ► 3a				3,356,417

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	DREAM FUND	17,016
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	TO SUPPORT GENERAL OPERATING EXPENSES	4,400
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	TO SUPPORT QUALITY, CREATIVE THEATRE-BASED INSTRUCTION FOR BOTH STUDENTS AND TEACHERS IN THE CLASSROOM	10,000
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	DREAM FUND	52,984
Total ► 3a				3,356,417

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZACHARY SCOTT THEATRE CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704		501(C)3 EIN 74-13694	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
Total 				3,356,417
3a				

TY 2016 Accounting Fees Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,432	10,074		3,358

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

TY 2016 Depreciation Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER SOFTWARE	2004-06-30	8,068	8,068	SL	3 0000000000000	0	0		
COMPUTER EQUIPMENT	2004-06-30	1,210	1,210	SL	5 0000000000000	0	0		
FURNITURE	2007-06-30	20,138	20,138	SL	7 0000000000000	0	0		
LEASEHOLD IMPROVEMENTS	2007-06-30	48,067	10,986	SL	39 0000000000000	1,232	0		
COMPUTER EQUIPMENT	2008-06-30	3,725	3,725	SL	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2010-04-15	6,968	6,968	SL	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2015-08-05	3,249	271	SL	5 0000000000000	650	0		

TY 2016 General Explanation Attachment**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FORM 8621	FORM 8621	THE TAXPAYER HEREBY ELECTS UNDER TREASURY REGULATION SECTION 1.1411-10(G) TO APPLY THE RULES IN SECTION 1.1411-10(G) TO THE CONTROLLED FOREIGN CORPORATIONS ("CFC") AND PASSIVE FOREIGN INVESTMENT CORPORATIONS ("PFICs") LISTED BELOW THAT HAVE ELECTED TO BE QUALIFIED ELECTING FUNDS IN WHICH THE TAXPAYER HAS MADE AN INDIRECT INVESTMENT IN DURING THE YEAR NAME AG OPPORTUNISTIC WHOLE LOAN SELECT, LPEIN 47-2260087

TY 2016 Investments Corporate Stock Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LUMINOUS BROKERAGE	6,910,741	7,306,833
JP MORGAN BROKERAGE	1,347,338	3,560,574
UBS	1,050,001	1,438,717

**TY 2016 Land, Etc.
Schedule****Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER SOFTWARE	8,068	8,068	0	
COMPUTER EQUIPMENT	1,210	1,210	0	
FURNITURE	20,138	20,138	0	
LEASEHOLD IMPROVEMENTS	48,067	12,218	35,849	
COMPUTER EQUIPMENT	3,725	3,725	0	
COMPUTER EQUIPMENT	6,968	6,968	0	
COMPUTER EQUIPMENT	3,249	921	2,328	

TY 2016 Other Assets Schedule

Name: TOPFER FAMILY FOUNDATION
EIN: 74-2961304

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OH LENOX SPRINGS INVESTMENTS, LP	0	100,000	100,000
OH ELMONT LP	397,830	397,830	397,830
LANDMARK CONSERVANCY LLC	167,922	102,796	102,796
LANDMARK SOUTHPARK APARTMENTS, LP	263,709	16,341	16,341
OVATION CREDIT OPPOR FUND,LP	43,852	0	0
OVATION ALTERNATIVE INCOME FUND, LP	0	504,199	504,199
ALTAIR - DIRECT LENDING OPPOR FUND, LP	1,030,449	1,297,593	1,288,618
ALTAIR - MARATHON SOF LLC	539,397	0	0
ALTAIR OH XIII LLC	251,090	123,181	227,190
ALTAIR - COMMERCIAL REAL ESTATE LENDING FUND II (PRIME) LLC	0	290,509	297,387
ALTAIR - COMMERCIAL REAL ESTATE LENDING LLC	472,857	1,058,006	1,065,766
ALTAIR - EUROPEAN NPL FUND, LTD	340,036	236,060	234,920
ALTAIR SPECIAL OPPOR FUND III (C5) LLC	578,195	604,997	636,506
ALTAIR EUROPEAN REAL ESTATE OPPPORTUNITY FUND	372,406	330,203	364,747
GOLUB CAPITAL PARTNERS INT'L 10	0	610,023	639,977
ALTAIR - DSO, LLC	1,216,777	1,200,188	1,991,050
ALTAIR - SPECIAL SITS FUND II-A, LLC	1,130,461	1,146,533	1,165,945
ALTAIR - SPECIAL SITS FUND, LLC	247,591	199,313	228,041
ALTAIR - NET LEASE INCOME FUND, LLC	267,461	246,573	317,700
ALTAIR DISTRESSED CR OPPOR FUND - A, LLC	449,043	356,738	95,856
BRIDGE MULTIFAMILY & COMMERCIAL OFFICT INT'L-A FUND III LP	0	499,063	492,458
ALTAIR SPECIAL OPPOR FUND II, LLC	226,395	169,227	164,271
ALTAIR - MULTI-FAMILY FUND IV (GRAYSTAR) LLC	526,484	586,992	737,101
ALTAIR - GOLUB CAP VIII, LLC	420,854	420,813	445,649
ALTAIR - FCO II, LLC	110,634	104,012	133,267
ALTAIR - GOF III, LLC	311,068	294,478	91,128
ALTAIR - REAL ESTATE OPPOR FUND, LLC	376,875	177,473	177,080
ALTAIR SPECIAL OPPORS FUND, LLC	201,635	149,740	146,654
ALTAIR - FCO III, LLC	389,185	337,989	345,172
ALTAIR - GOLUB CAP VII, LLC	801,932	802,924	870,276

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ALTAIR - ANGELO GORDON MVP, LLC	1,534,550	1,778,545	1,938,579
GARRISON OPPORTUNITY FUND LLC	168,217	71,864	29,250
FORTRESS REAL ESTATE OPPOR FUND (B) LP	291,742	123,020	131,690
FORTRESS REAL ESTATE OPPOR FUND II (B) LP	333,286	551,551	588,923
FORTRESS CREDIT OPPORTUNITIES FUND IV (B) LP	128,632	250,999	258,468
GOLUB CAPITAL PARTNERS INT'L 9 LP	833,671	774,930	850,796
SENIOR HOUSING ROC MAIN FUND	311,923	516,940	567,265
AG OPPORTUNITY WHOLE LOAN SELECT LP	386,343	448,676	394,858
QUELLOS PRIVATE CAPITAL 2002	-9,373,146	-12,306,876	60,343
Q-BLK CO INV FUND II	648,906	608,062	781,974
HOT CREEK VENTURES 2, LP	-20,089	-20,088	26,761
NET LEASE PRIVATE REIT VI	488,875	0	0
NET LEASE PRIVATE REIT VII-A	179,894	0	0
NET LEASE PRIVATE REIT IX	978,643	978,643	1,000,000
NET LEASE PRIVATE REIT X	240,000	448,000	448,000

TY 2016 Other Decreases Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Description	Amount
BOOK-TAX DIFFERENCES	420,555
FEDERAL INCOME TAXES	8,365

TY 2016 Other Expenses Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	1,568	0		1,568
OFFICE SUPPLIES	1,929	0		1,929
COMPUTER SERVICES	4,040	0		4,040
INSURANCE	8,129	0		8,129
POSTAGE AND DELIVERY	351	0		351
SUBSCRIPTIONS	234	0		234
MEMBERSHIP DUES	1,040	0		1,040
EQUIPMENT EXPENSES	13,765	0		13,765
PORTFOLIO DEDUCTIONS - AG OPPORTUNISTIC WHOLE LOAN SELECT LP	43	43		0
PORTFOLIO DEDUCTIONS - ALTAIR - ANGELO GORDON MVP, LLC	21,278	21,278		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - ALTAIR - COMMERCIAL REAL ESTATE LENDING FUND II, LLC	2,671	2,671		0
PORTFOLIO DEDUCTIONS - ALTAIR - COMMERCIAL REAL ESTATE LENDING FUND, LLC	8,695	8,695		0
PORTFOLIO DEDUCTIONS - ALTAIR - DIRECT LENDING FUND, LLC	15,688	15,688		0
PORTFOLIO DEDUCTIONS - ALTAIR - DISTRESSED CR OPPOR FUND - A, LLC	4,115	4,115		0
PORTFOLIO DEDUCTIONS - ALTAIR - DSO, LLC	16,578	16,578		0
PORTFOLIO DEDUCTIONS - ALTAIR - FCO II, LLC	3,287	3,287		0
PORTFOLIO DEDUCTIONS - ALTAIR - FCO III, LLC	10,053	10,053		0
PORTFOLIO DEDUCTIONS - ALTAIR - GOF III, LLC	2,045	2,045		0
PORTFOLIO DEDUCTIONS - ALTAIR - GOLUB CAP VII, LLC	10,890	10,890		0
PORTFOLIO DEDUCTIONS - ALTAIR - GOLUB CAP VIII, LLC	5,247	5,247		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - ALTAIR - MARATHON SOF LLC	2,929	2,929		0
PORTFOLIO DEDUCTIONS - ALTAIR - MULTI-FAMILY OPPOR FUND IV (GREYSTAR), LLC	8,347	8,347		0
PORTFOLIO DEDUCTIONS - ALTAIR - NET LEASE INCOME FUND, LLC	5,656	5,656		0
PORTFOLIO DEDUCTIONS - ALTAIR - OH XIII, LLC	9,522	9,522		0
PORTFOLIO DEDUCTIONS - ALTAIR - REAL ESTATE OPPOR FUND, LLC	6,557	6,557		0
PORTFOLIO DEDUCTIONS - ALTAIR - SPECIAL OPPOR FUND II, LLC	5,509	5,509		0
PORTFOLIO DEDUCTIONS - ALTAIR - SPECIAL OPPOR FUND, LLC	6,213	6,213		0
PORTFOLIO DEDUCTIONS - ALTAIR - SPECIAL OPPOR FUND III (C5), LLC	8,568	8,568		0
PORTFOLIO DEDUCTIONS - ALTAIR - SPECIAL SITS FUND II-A, LLC	23,325	23,325		0
PORTFOLIO DEDUCTIONS - ALTAIR - SPECIAL SITS FUND, LLC	13,193	13,193		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - FORTRESS CREDIT OPPORTUNITIES FUND IV (B) LP	4,530	4,530		0
PORTFOLIO DEDUCTIONS - FORTRESS REAL ESTATE OPPOR FUND (B) LP	4,177	4,177		0
PORTFOLIO DEDUCTIONS - FORTRESS REAL ESTATE OPPOR FUND II (B) LP	13,405	13,405		0
PORTFOLIO DEDUCTIONS - GARRISON OPPORTUNITY FUND LLC	2,502	2,502		0
PORTFOLIO DEDUCTIONS - OVATION ALTERNATIVE INCOME FUND LP	11,818	11,818		0
PORTFOLIO DEDUCTIONS - OVATION CREDIT OPPOR FUND LP	5,048	5,048		0
PORTFOLIO DEDUCTIONS - Q-BLK CO-INVESTMENT FUND II, LP	14,692	14,692		0
OTHER DEDUCTIONS - ALTAIR DISTRESSED CR OPPOR FUND A LLC	161	161		0
OTHER DEDUCTIONS - ALTAIR - SPECIAL OPPOR FUND II, LLC	238	238		0
OTHER DEDUCTIONS - GARRISON OPPORTUNITY FUND LLC	237	237		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARITABLE CONTRIBUTION - ALTAIR DISTRESSED CR OPPOR FUND A LLC	7	7		0
CHARITABLE CONTRIBUTION - ALTAIR SPECIAL SITS FUND LLC	1	1		0
CHARITABLE CONTRIBUTION - GARRISON OPPOR FUND LLC	3	3		0
CHARITABLE CONTRIBUTION - Q-BLK CO- INVESTMENT FUND II LP	1	1		0
ROYALTY DEDUCTIONS - ALTAIR SPECIAL SITS FUND II-A, LLC	104	104		0

TY 2016 Other Income Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AG OPPORTUNISTIC WHOLE LOAN SELECT LP	17,662	17,662	17,662
ALTAIR DISTRESSED CR OPPOR FUND - A, LLC	18,591	18,373	18,591
ALTAIR - EUROPEAN NPL FUND LTD	13,815	13,815	13,815
ALTAIR - FCO II, LLC	8,783	8,745	8,783
ALTAIR - FCO III, LLC	10,065	10,063	10,065
ALTAIR - NET LEASE INCOME FUND LLC	-310	-310	-310
ALTAIR - REAL ESTATE OPPOR FUND, LLC	1,026	484	1,026
ALTAIR - SPECIAL OPPOR FUND II, LLC	5,163	5,163	5,163
ALTAIR - SPECIAL OPPOR FUND, LLC	128	128	128
ALTAIR - SPECIAL SITS FUND II-A, LLC	15,211	15,211	15,211
ALTAIR - SPECIAL SITS FUND, LLC	12,002	11,493	12,002
FORTRESS CREDIT OPPORTUNITIES FUND IV (B) LP	289	-22	289
FORTRESS REAL ESTATE OPPOR FUND (B) LP	14,382	2,146	14,382
FORTRESS REAL ESTATE OPPOR FUND II (B) LP	13,128	13,128	13,128
GARRISON OPPORTUNITY FUND LLC	-2,468	-2,019	-2,468
LANDMARK CONSERVANCY APARTMENTS LP	-39,465	-39,465	-39,465
LANDMARK SOUTHPARK APARTMENTS, LP	190,333	190,333	190,333
OVATION ALTERNATIVE INCOME FUNC	6,235	1,979	6,235
Q-BLK CO-INVESTMENT FUND II, LP	5,092	-12,832	5,092

TY 2016 Other Professional Fees Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	67,159	67,159		0

TY 2016 Taxes Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,297	2,297		0