

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation TOPFER FAMILY FOUNDATION		A Employer identification number 74-2961304	
Number and street (or P.O. box number if mail is not delivered to street address) 3600 N CAPITAL OF TEXAS HWY NO 32		Room/suite	B Telephone number (see instructions) (512) 329-6600
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78746		C If exemption application is pending, check here ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 30,718,006	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	108,475			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	1,226,976	1,226,976		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	889,625			
	b Gross sales price for all assets on line 6a 4,834,006				
	7 Capital gain net income (from Part IV, line 2) . . .		889,625		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-1,555	-35,024		
	12 Total. Add lines 1 through 11	2,223,521	2,081,577		
	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages	103,060	0		103,060
	15 Pension plans, employee benefits	18,491	0		18,491
	16a Legal fees (attach schedule)	1,008	1,008		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	128,059	128,059		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	26,221	0		0
	19 Depreciation (attach schedule) and depletion . . .	1,882	0		
	20 Occupancy	68,320	0		68,320
	21 Travel, conferences, and meetings	23,571	0		23,571
	22 Printing and publications				
	23 Other expenses (attach schedule)	333,930	309,693		24,237
	24 Total operating and administrative expenses. Add lines 13 through 23	704,542	438,760		237,679
	25 Contributions, gifts, grants paid	2,296,607			2,296,607
	26 Total expenses and disbursements. Add lines 24 and 25	3,001,149	438,760		2,534,286
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-777,628			
	b Net investment income (if negative, enter -0-)		1,642,817		
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	81,055	225,974	225,974
	2 Savings and temporary cash investments	395,294	156,544	156,544
	3 Accounts receivable ▶ <u>176,236</u>			
	Less: allowance for doubtful accounts ▶ _____	520,630	176,236	176,236
	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) ▶ <u>41,750</u>			
	Less: allowance for doubtful accounts ▶ <u>0</u>	0	41,750	41,750
	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)	11,733,512	10,437,956	12,989,973
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____			
Less: accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶ <u>91,425</u>				
Less: accumulated depreciation (attach schedule) ▶ <u>58,894</u>	34,409	32,531	32,531	
15 Other assets (describe ▶ _____)	17,208,417	16,976,285	17,094,998	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	29,973,317	28,047,276	30,718,006	
Liabilities	17 Accounts payable and accrued expenses	4,460	30,240	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	4,460	30,240	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	45,676,225	45,676,225	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	-15,707,368	-17,659,189	
	29 Total net assets or fund balances (see instructions)	29,968,857	28,017,036	
30 Total liabilities and net assets/fund balances (see instructions) .	29,973,317	28,047,276		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	29,968,857
2 Enter amount from Part I, line 27a	2	-777,628
3 Other increases not included in line 2 (itemize) ▶ _____	3	24,993
4 Add lines 1, 2, and 3	4	29,216,222
5 Decreases not included in line 2 (itemize) ▶ _____	5	1,199,186
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	28,017,036

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	889,625
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))
2018	2,600,470	33,996,090	0.076493
2017	3,049,012	35,245,581	0.086508
2016	3,543,785	36,499,044	0.097093
2015	3,499,033	36,868,000	0.094907
2014	3,703,049	41,979,256	0.088211
2 Total of line 1, column (d)			2 0.443212
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.088642
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 32,989,018
5 Multiply line 4 by line 3			5 2,924,213
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,428
7 Add lines 5 and 6			7 2,940,641
8 Enter qualifying distributions from Part XII, line 4			8 2,534,286

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	32,856
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	32,856
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	32,856
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	29,300
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	29,300
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	1,245
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	4,801
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 2020 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 2019 or the taxable year beginning in 2019? See the 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 ► <u>WWW.TOPFERFOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>ALAN TOPFER</u> Telephone no. ► <u>(512) 329-6600</u>			

Located at ► 3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN TXZIP+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 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ 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 2019 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 2019.)	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 2019?	4b	No

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

		Yes	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		5b
	Organizations relying on a current notice regarding disaster assistance check here.	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b
	If "Yes" to 6b, file Form 8870.		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELANIE CAZIER	PROGRAM OFFICER	55,167	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320	25.00			
AUSTIN, TX 78746				
Total number of other employees paid over \$50,000.				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDELITY	INVESTMENT ADVISORY FEES	123,336
499 WASHINGTON BLVD		
JERSEY CITY, NJ 07310		
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.

1	Expenses

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	
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	32,782,219
b	Average of monthly cash balances.	1b	709,170
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	33,491,389
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	33,491,389
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	502,371
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,989,018
6	Minimum investment return. Enter 5% of line 5.	6	1,649,451

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	1,649,451
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	32,856
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	32,856
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,616,595
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,616,595
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	1,616,595

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	2,534,286
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	2,534,286
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,534,286

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,616,595
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.	1,644,388			
b From 2015.	1,688,203			
c From 2016.	1,773,743			
d From 2017.	1,566,787			
e From 2018.	925,522			
f Total of lines 3a through e.	7,598,643			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 2,534,286				
a Applied to 2018, 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 2019 distributable amount.				1,616,595
e Remaining amount distributed out of corpus	917,691			
5 Excess distributions carryover applied to 2019. (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	8,516,334			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				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 2014 not applied on line 5 or line 7 (see instructions).	1,644,388			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	6,871,946			
10 Analysis of line 9:				
a Excess from 2015.	1,688,203			
b Excess from 2016.	1,773,743			
c Excess from 2017.	1,566,787			
d Excess from 2018.	925,522			
e Excess from 2019.	917,691			

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

PLEASE VISIT THE WEBSITE AT TOPFERF
3600 N CAPITAL OF TX HWY STE B320
AUSTIN, TX 78746
(512) 329-6600
ALAN_TOPFER@CASTLETOP.ORG

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

PLEASE VISIT THE WEBSITE AT TOPFERFAMILYFOUNDATION.ORG FOR DETAILS

c Any submission deadlines:

PLEASE VISIT THE WEBSITE AT TOPFERFAMILYFOUNDATION.ORG FOR DETAILS

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

PLEASE VISIT THE WEBSITE AT TOPFERFAMILYFOUNDATION.ORG FOR DETAILS

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	2,296,607
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

[illegible]

Part XVII

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1)** Cash.
- (2)** Other assets.
- b** Other transactions:
- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2020-11-16	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JEFF ANDERSON		2020-11-16		P00091270
	Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
	Firm's address ▶ 811 BARTON SPRINGS ROAD SUITE 500 AUSTIN, TX 78704				Phone no. (512) 476-0717

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 SEELCT LP	P	2019-01-01	2019-12-31
FIDELITY #8084 - SUMMARY STATEMENT AVAILABLE UPON REQUEST	P	2019-01-01	2019-12-31
FIDELITY #8084 - SUMMARY STATEMENT AVAILABLE UPON REQUEST	P	2019-01-01	2019-12-31
FIDELITY #9320 - SUMMARY STATEMENT AVAILABLE UPON REQUEST	P	2019-01-01	2019-12-31
FIDELITY #9320 - SUMMARY STATEMENT AVAILABLE UPON REQUEST	P	2019-01-01	2019-12-31
ALTAIR FCO II LLC	P	2019-01-01	2019-12-31
ALTAIR FCO III LLC	P	2019-01-01	2019-12-31
ALTAIR MULTI-FAMILY OPP FUND IV	P	2019-01-01	2019-12-31
ALTAIR NET LEASE INCOME FUND	P	2019-01-01	2019-12-31
ALTAIR SPECIAL SITUATIONS FUND II-A	P	2019-01-01	2019-12-31

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)
12,140			12,140
20,366		20,131	235
476,251		477,495	-1,244
2,359,966		2,249,332	110,634
1,222,679		1,184,280	38,399
868			868
3,654			3,654
79,090			79,090
142,082			142,082
484			484

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	
			12,140
			235
			-1,244
			110,634
			38,399
			868
			3,654
			79,090
			142,082
			484

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 SITUATIONS FUND II-A	P	2019-01-01	2019-12-31
ALTAIR OH XIII	P	2019-01-01	2019-12-31
ALTAIR SPECIAL OPP FUND II	P	2019-01-01	2019-12-31
ALTAIR SPECIAL OPP FUND	P	2019-01-01	2019-12-31
FORTRESS CREDIT OPP FUND IV	P	2019-01-01	2019-12-31
FORTRESS CREDIT OPP FUND IV	P	2019-01-01	2019-12-31
FORTRESS REAL ESTATE OPP FUND B LP	P	2019-01-01	2019-12-31
FORTRESS REAL ESTATE OPP FUND II B LP	P	2019-01-01	2019-12-31
GARRISON OPP FUND LLC	P	2019-01-01	2019-12-31
FORTRESS CREDIT OPP FUND V A LP	P	2019-01-01	2019-12-31

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)
4,215			4,215
23,043			23,043
1,186			1,186
757			757
		5,867	-5,867
20,617			20,617
		3,231	-3,231
40,034			40,034
		1,009	-1,009
433			433

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	
			4,215
			23,043
			1,186
			757
			-5,867
			20,617
			-3,231
			40,034
			-1,009
			433

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.)
OVATION ALTERNATIVE INCOME FUND	P	2019-01-01	2019-12-31
OVATION ALTERNATIVE INCOME FUND	P	2019-01-01	2019-12-31
Q-BLK CO-INV FUND II	P	2019-01-01	2019-12-31
NET LEASE REIT X	P	2019-01-01	2019-12-31
NET LEASE IX	P	2019-01-01	2019-12-31

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)
		3,036	-3,036
6,147			6,147
110,679			110,679
306,897			306,897
2,418			2,418

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	
			-3,036
			6,147
			110,679
			306,897
			2,418

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, TREASURER 0.50	0	0	0
3600 N CAPITAL OF TX HWY BLDG B STE 320 AUSTIN, TX 78746				
RICHARD TOPFER	DIRECTOR, SECRETARY 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				

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 801 E MOREHEAD ST STE 308 CHARLOTTE, NC 28202		PC	TO SUPPORT GENERAL OPERATING EXPENSES	103
360 YOUTH SERVICES 1305 W OSWEGO ROAD NAPERVILLE, IL 60540		PC	TO SUPPORT A TRANSITIONAL LIVING PROGRAM FOR HOMELESS YOUTH	40,000
ADVOCATE CHARITABLE FOUNDATION 205 W TOUHY AVE SUITE 125 PARK RIDGE, IL 60540		PC	TO SUPPORT MENTAL HEALTH TREATMENT FOR CHILDREN WHO HAVE BEEN SEXUALLY OR PHYSICALLY ABUSED	35,000
Total ▶ 3a				2,296,607

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 KIDS7 S 721 ROUTE 53 NAPERVILLE, IL 60540		PC	TO SUPPORT GENERAL OPERATING EXPENSES	41,000
ALTERNATIVES INC 4730 NORTH SHERIDAN ROAD CHICAGO, IL 60640		PC	TO SUPPORT A YOUTH LEADERSHIP DEVELOPMENT PROGRAM AND YOUTH ENRICHMENT ACTIVITIES	30,000
ALZHEIMERS ASSOCIATION 225 N MICHIGAN AVE FL 17 CHICAGO, IL 60601		PC	TO SUPPORT GENERAL OPERATING EXPENSES	50
Total ▶ 3a				2,296,607

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>				
ANY BABY CAN FAMILY RESOURCE CENTER 6207 SHERIDAN AVE AUSTIN, TX 78723		PC	TO SUPPORT NURSE FAMILY PARTNERSHIP PROGRAM	25,500
ASSISTANCE LEAGUE OF AUSTIN TEXAS INC 4901 BURNET ROAD AUSTIN, TX 78756		PC	TO SUPPORT OPERATION SCHOOL BELL	26,000
AUSTIN BAPTIST ASSOCIATION 3811 HARMON AVE AUSTIN, TX 78751		PC	TO SUPPORT GENERAL OPERATING EXPENSES	700
Total ▶ 3a				2,296,607

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 CHILD GUIDANCE CENTER 810 W 45TH STREET AUSTIN, TX 78751		PC	TO SUPPORT UNDERSERVED CHILDRENS MENTAL HEALTH PROGRAM	25,000
AUSTIN CHILDREN'S MUSEUM (DBA THINKERY) 1830 SIMOND AVE AUSTIN, TX 78723		PC	TO SUPPORT THINKERY PARTNERSHIP WITH DELL CHILDRENS MEDICAL CENTER	3,500
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR ST BOX 2 AUSTIN, TX 78705		PC	TO SUPPORT AGES THRIVE SOCIAL AND WELLNESS CENTERS	25,000
Total ▶ 3a				2,296,607

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 THEATRE ALLIANCE 713 CONGRESS AVE AUSTIN, TX 78701		PC	TO SUPPORT LITERACY TO LIFE, AN EIGHT-WEEK RESIDENCY PROGRAM FOR THIRD-GRADERS THAT WILL BE DELIVERED TO 900 STUDENTS AT 15 AISD SCHOOLS IN 2019-2020	3,500
AVANCE-AUSTIN745 MANSEL AVE AUSTIN, TX 78701		PC	TO SUPPORT AVANCE-AUSTIN'S TWO-GENERATION APPROACH	7,500
BETH TIKVAH CONGREGATION 300 HILLCREST BLV HOFFMAN ESTATES, IL 60169		PC	TO SUPPORT GENERAL OPERATING EXPENSES	20,000
Total ▶ 3a				2,296,607

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>				
BIG BROTHERS BIG SISTERS OF CENTRAL TEXAS INC 4800 MANOR RD BUILDING K AUSTIN, TX 78723		PC	TO SUPPORT ONE TO ONE MENTORING FOR AT RISK YOUTH	5,000
BIG BROTHER BIG SISTERS OF METROPOLITAN CHICAGO 560 WEST LAKE STREET 5TH FLOOR CHICAGO, IL 60661		PC	TO SUPPORT ONE TO ONE MENTORING FOR AT RISK YOUTH	30,000
BOYS AND GIRLS CLUBS OF THE AUSTIN AREA 6648 ED BLUESTEIN BLV AUSTIN, TX 78723		PC	TO SUPPORT YOUTH DEVELOPMENT PROGRAMMING AT BGCAA	12,500
Total ▶ 3a				2,296,607

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 ST SUITE 350 AUSTIN, TX 78723		PC	TO SUPPORT BREAKTHROUGHS 2020 MIDDLE SCHOOL SUMMER ACADEMY	105,000
BURKE FOUNDATION 20800 FARM ROAD 150 WEST PO BOX 40 DRIFTWOOD, TX 78619		PC	TO SUPPORT GENERAL OPERATING EXPENSES	50
CANDLELIGHT RANCH FOUNDATION 6408 MULESHOE BEND TRAILS MABLE FALLS, TX 78654		PC	TO SUPPORT CHILDREN IN NATURE PROGRAM	3,500
Total ▶ 3a				2,296,607

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>				
CANDOR HEALTH EDUCATION 15 SPINNING WHEEL SUITE 410 HINSDALE, IL 78702		PC	TO PROVIDE A SUBSTANCE ABUSE PREVENTION PROGRAM FOR STUDENTS IN COOK AND DUPAGE COUNTIES	45,000
CAPITAL IDEA 835 N PLEASANT VALLEY RD AUSTIN, TX 78702		PC	TO SUPPORT GENERAL OPERATING EXPENSES	50,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL 2504-B WHITIS AUSTIN, TX 78712		PC	TO SUPPORT GENERAL OPERATING EXPENSES	60
Total ▶ 3a				2,296,607

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 ESPERANZA INC DBA HOPE HOUSE OF AUSTIN 8801 S SAGINAW AVE CHICAGO, IL 60617		PC	TO SUPPORT THE PURCHASE OF A HANDICAP VAN WITH RAMP	10,000
CASA OF TRAVIS COUNTY 7600 CHEVY CHASE DR 200 AUSTIN, TX 78752		PC	TO SUPPORT ADVOCACY FOR CHILDREN IN THE FOSTER CARE SYSTEM	35,000
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN, TX 78724		PC	TO SUPPORT FAMILY ADVOCACY PROGRAM	25,000
Total ► 3a				2,296,607

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>				
CENTRAL TEXAS FOOD BANK 6500 METROPOLIS DR AUSTIN, TX 78744		PC	TO SUPPORT HEALTHY OPTIONS PROGRAM FOR THE ELDERLY (HOPE)	67,500
CHAMPIONS OFF THE FIELD PO BOX 13165 AUSTIN, TX 78711		PC	TO SUPPORT GENERAL OPERATING EXPENSES	3,000
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MUELLER BOULEVARD AUSTIN, TX 78723		PC	TO SUPPORT GENERAL OPERATING EXPENSES	8,500
Total ► 3a				2,296,607

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>				
CHRISTOPHER HOUSE 5235 W BLEDEN AVE CHICAGO, IL 60639		PC	TO PROVIDE ARTS-INTEGRATED EDUCATION TO K-8 STUDENTS IN THE BELMONT-CRAGIN NEIGHBORHOOD IN CHICAGO	20,000
COKER UNITED METHODIST CHURCH 231 E NORTH LOOP ROAD SAN ANTONIO, TX 78216		PC	TO SUPPORT GENERAL OPERATING EXPENSES	180
COLLEGE FORWARDPO BOX 142308 AUSTIN, TX 78714		PC	TO SUPPORT AUSTIN COLLEGE ACCESS AND SUCCESS	5,000
Total ▶ 3a				2,296,607

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>				
COMMUNITIES IN SCHOOLS - CENTRAL TEXAS 3000 S IH-35 SUITE 200 AUSTIN, TX 78704		PC	TO SUPPORT GENERAL OPERATING EXPENSES	71,500
COMMUNITIES IN SCHOOLS OF CHICAGO 815 W VAN BUREN STREET SUITE 300 CHICAGO, IL 60607		PC	TO SUPPORT PROGRAMS THAT LINK COMMUNITY RESOURCES TO AT-RISK CHILDREN AND FAMILIES IN SCHOOL SETTINGS	30,000
COURT APPOINTED SPECIAL ADVOCATES (CASA) OF CENTRAL TEXAS INC PO BOX 1267 SAN MARCOS, TX 78666		PC	TO SUPPORT A CASA FOR EVERY ABUSED AND NEGLECTED CHILD (HAYS COUNTY)	5,000
Total ▶ 3a				2,296,607

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>				
CREATIVE ACTION 1023 SPRINGDALE RD BLDG 3 AUSTIN, TX 78721		PC	TO SUPPORT CREATIVE ACTION TEEN PROGRAMS: EMPOWERING YOUTH AS ARTIST-ACTIVISTS	8,500
DANNY DID FOUNDATION 6282 N LEONA AVE CHICAGO, IL 60646		PC	TO SUPPORT GENERAL OPERATING EXPENSES	103
DUPAGE FOUNDATION 3000 WOODCREEK DR SUITE 310 DOWNERS GROVE, IL 60515		PC	TO SUPPORT THE NEXT GENERATION INITIATIVE	100
Total ▶ 3a				2,296,607

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>				
DUPAGE HEALTH COALITION 511 THORNHILL DR SUITE C CAROL STREAM, IL 60188		PC	TO SUPPORT THE DISPENSARY OF HOPE PROJECT WHICH PROVIDES FREE PHARMACEUTICAL SERVICES TO LOW-INCOME INDIVIDUALS	15,000
DUPAGE SENIOR CITIZENS COUNCIL 1990 SPRINGER DRIVE LOMBARD, IL 60148		PC	TO SUPPORT A HOME MAINTENANCE AND MINOR REPAIR PROGRAM FOR SENIORS	20,000
EASTERSEALS DUPAGE & FOX VALLEY 830 SOUTH ADDISON AVE VILLA PARK, IL 60181		PC	TO SUPPORT THE ORGANIZATION'S MISSION AND PROGRAMS	35,053
Total ▶ 3a				2,296,607

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>				
EMANCIPET 7010 EASY WIND DRIVE SUITE 260 AUSTIN, TX 78752		PC	TO SUPPORT GENERAL OPERATING EXPENSES	6,500
ERIKSON INSTITUTE451 N LASALLE ST CHICAGO, IL 60654		PC	TO PROVIDE PARENTING SUPPORT AND EDUCATION FOR FAMILIES WITH INFANTS WHO CRY EXCESSIVELY AND ARE DIFFICULT TO CONSOLE	10,000
EXPLORE AUSTIN1111 W 24TH ST 201 AUSTIN, TX 78705		PC	TO SUPPORT EXPLORE AUSTIN PROGRAM WHICH PROVIDES MENTORS TO AT RISK YOUTH FROM 6TH - 12TH GRADE WITH A FOCUS ON OUTDOOR EXPLORATION	5,000
Total ▶ 3a				2,296,607

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>				
FAMILY ELDERCARE 1700 RUTHERFORD LANE AUSTIN, TX 78754		PC	TO SUPPORT IN-HOME CARE PROGRAM	30,000
FLYING KITES INC103 CENTRAL STREET WELLESLEY, MA 02482		PC	TO SUPPORT GENERAL OPERATING EXPENSES	1,303
FOSTER ANGELS OF CENTRAL TEXAS FOUNDATION PO BOX 152575 AUSTIN, TX 78715		PC	TO SUPPORT CHILDREN AND YOUTH IN CENTRAL TEXAS FOSTER CARE	2,500
Total ▶ 3a				2,296,607

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>				
FOUNDATION COMMUNITIES 3000 S IH-35 SUITE 300 AUSTIN, TX 78704		PC	TO SUPPORT GENERAL OPERATING EXPENSES	50,500
GENERATION SERVE 8711 BURNET RD SUITE B-33 AUSTIN, TX 78757		PC	TO SUPPORT PEER-TO-PEER TEEN SERVICE OPPORTUNITIES	8,000
GIRL SCOUTS OF GREATER CHICAGO AND NORTHWEST INDIANA (GSGCNWI) 7648 NORTH PAULINA STREET CHICAGO, IL 60626		PC	TO SUPPORT A YEAR-ROUND EDUCATION AND ENRICHMENT PROGRAM THAT PROVIDES AT-RISK GIRLS A SAFE, STRUCTURED AND SUPPORTIVE LEARNING ENVIRONMENT DURING THE CRITICAL AFTER SCHOOL HOURS	20,000
Total ▶ 3a				2,296,607

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>				
GIRLS EMPOWERMENT NETWORK 2801 S I-35 SUITE 110 AUSTIN, TX 78741		PC	TO SUPPORT GIRLS CONNECT	15,000
GIRLSTART1400 W ANDERSON LANE AUSTIN, TX 78757		PC	TO SUPPORT GIRLSTART AFTER SCHOOL: STEM EDUCATION FOR HIGH-NEED GIRLS	5,000
GLEN ELLYN CHILDREN'S RESOURCE CENTER 346 TAFT AVE SUITE 205 GLEN ELLYN, IL 60137		PC	TO SUPPORT AN AFTER SCHOOL AND SUMMER LITERACY PROGRAM FOR LOW-INCOME CHILDREN	10,000
Total ▶ 3a				2,296,607

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>				
GOLD COAST DOWN SYNDROME ORGANIZATION 2255 GLADES ROAD 342W BOCA RATON, FL 33431		PC	TO SUPPORT GENERAL OPERATING EXPENSES	262
GOLD RIBBON RESCUEPO BOX 1267 AUSTIN, TX 78767		PC	TO SUPPORT CHINA PROJECT	4,750
HAND TO HOLD 13492 RESEARCH BLVD SUITE 120 AUSTIN, TX 78750		PC	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
Total ▶ 3a				2,296,607

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 3800 SOUTH LAMAR BLV SUITE C AUSTIN, TX 78704		PC	TO SUPPORT AUSTIN'S LOW INCOME, WORKING MUSICIANS WITH ACCESS TO AFFORDABLE HEALTHCARE SERVICES	23,500
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN, TX 78751		PC	TO SUPPORT THERAPEUTIC RESIDENTIAL TREATMENT FOR ABUSED AND NEGLECTED CHILDREN	41,000
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN, TX 78759		PC	TO SUPPORT GENERAL OPERATING EXPENSES	34,000
Total ▶ 3a				2,296,607

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>				
HUEBNER PTA16311 HUEBNER ROAD SAN ANTONIO, TX 78248		PC	TO SUPPORT GENERAL OPERATING EXPENSES	100
HUMANE SOCIETY OF AUSTIN & TRAVIS COUNTY INC 124 WEST ANDERSON LANE AUSTIN, TX 78756		PC	TO SUPPORT GENERAL OPERATING EXPENSES	200
I GROW CHICAGO NFP 818 E 63RD ST SUITE 818 274 CHICAGO, IL 60637		PC	TO SUPPORT GENERAL OPERATING EXPENSES	105,000
Total ▶ 3a				2,296,607

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>				
I LIVE HERE I GIVE HERE 1310 S 1ST STREET 210 AUSTIN, TX 78751		PC	TO SUPPORT BOARD INTERNSHIP PROGRAM TO HELP GENERATE THE NEXT GENERATION OF BOARD LEADERSHIP IN CENTRAL TEXAS	5,000
INFANT WELFARE SOCIETY OF CHICAGO 3600 WEST FULLERSON AVE CHICAGO, IL 60647		PC	TO SUPPORT CHILD DEVELOPMENT AND SUPPORT SERVICES FOR LOW-INCOME FAMILIES	30,000
INNER-CITY COMPUTER STARS FOUNDATION 415 N DEARBORN SUITE 300 CHICAGO, IL 60654		PC	TO SUPPORT A PROGRAM WHICH PREPARES LOW-INCOME, INNER-CITY YOUNG ADULTS FOR CAREERS IN TECHNOLOGY	10,000
Total ▶ 3a				2,296,607

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>				
INTERROBANG THEATRE PROJECT INC 5315 N CLARK ST STE 142 CHICAGO, IL 60640		PC	TO SUPPORT GENERAL OPERATING EXPENSES	100
JCC CHICAGO300 REVERE DRIVE NORTHBROOK, IL 60062		PC	TO SUPPORT POSITIVE DISCIPLINE CERTIFICATION TRAINING FOR JCC SCHOOL STAFF.	15,000
JEREMIAH PROGRAM AUSTIN 1200 PAUL TERESA SALDANA STREET AUSTIN, TX 78702		PC	TO SUPPORT BREAKING THE CYCLE OF POVERTY, TWO GENERATIONS AT A TIME THROUGH HOUSING AND EDUCATION FOR SINGLE MOMS	26,500
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH FAMILY SERVICE 11940 JOLLYVILLE ROAD SUITE 110 AUSTIN, TX 78759		PC	TO SUPPORT GERIATRIC CARE MANAGEMENT SERVICES	12,500
JOURNEYCARE FOUNDATION INC 2050 CLAIRE COURT GLENVIEW, IL 60025		PC	TO SUPPORT HOSPICE AND PALLIATIVE CARE FOR MEDICALLY-FRAGILE CHILDREN	21,000
JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST DRIVE SUITE 100 AUSTIN, TX 78731		PC	TO SUPPORT FOOD IN TUMMIES PROGRAM	3,500
Total ▶ 3a				2,296,607

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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>				
KESHET600 ACADEMY DR SUITE 130 NAPERVILLE, IL 60062		PC	TO SUPPORT PROGRAMS FOR CHILDREN AND ADULTS WITH SPECIAL NEEDS	67,500
KIPP CHICAGO SCHOOLS 2007 S HALSTED STREET CHICAGO, IL 60608		PC	TO SUPPORT KIPP THROUGH COLLEGE, A PROGRAM SUPPORTING STUDENTS AS THEY TRANSITION INTO HIGH SCHOOL AND COLLEGE	25,000
L'ARCHE PORTLAND435 SE 82TH AVE PORTLAND, OR 97216		PC	TO SUPPORT GENERAL OPERATING EXPENSES	52
Total ▶ 3a				2,296,607

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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>				
LAWRENCE HALL4833 N FANCISCO AVE CHICAGO, IL 60625		PC	TO SUPPORT RESIDENTIAL TREATMENT FOR YOUTH WHO HAVE BEEN ABUSED OR NEGLECTED	25,000
LIFEWORXS3700 S 1ST STREET AUSTIN, TX 78704		PC	TO SUPPORT SEAMLESS EDUCATION AND WORKFORCE SERVICES (SEWS)	51,050
LITERACY COALITION OF CENTRAL TEXAS 724 EBERHART LANE SUITE 500 AUSTIN, TX 78745		PC	TO SUPPORT THE PALS SCHOOL READINESS & PARENTING PROGRAM	5,000
Total ▶ 3a				2,296,607

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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>				
LITTLE FRIENDS INC140 N WRIGHT ST NAPERVILLE, IL 60540		PC	TO SUPPORT A RESPITE PROGRAM FOR FAMILIES OF CHILDREN WITH SPECIAL NEEDS	2,500
MARCH OF DIMES 11044 RESEARCH BLVD SUITE A-210 AUSTIN, TX 78759		PC	TO SUPPORT GENERAL OPERATING EXPENSES	3,900
MARKLUND1S450 WYATT DR GENEVA, IL 60134		PC	TO PROVIDE SPECIALIZED, COMPREHENSIVE CARE FOR CHILDREN WITH SEVERE DISABILITIES AND MEDICAL COMPLEXITIES	25,000
Total ▶ 3a				2,296,607

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>				
MARWEN FOUNDATION 833 N ORLEANS STREET CHICAGO, IL 60610		PC	TO SUPPORT COLLEGE PREPARATORY ACTIVITIES FOR YOUTH PARTICIPATING IN ARTS PROGRAMMING	20,000
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030		PC	THE MORT TOPFER CHAIR IN HONOR OF DR. JEAN NICOLAS VAUTHEY	110,000
MEALS ON WHEELS AND MORE 3227 E 5TH STREET AUSTIN, TX 78702		PC	TO SUPPORT GENERAL OPERATING EXPENSES	52,750
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
NAMI DUPAGE 115 N COUNTY FARM ROAD WHEATON, IL 60187		PC	TO SUPPORT AN INTERVENTION PROGRAM THAT IDENTIFIES AND ADDRESSES CHILDREN AT RISK OF SERIOUS MENTAL ILLNESS IN MIDDLE AND HIGH SCHOOLS	10,000
NAPERVILLE ELDERLY HOMES INC 310 WEST MARTIN AVENUE NAPERVILLE, IL 60540		PC	TO PROVIDE SUPPORTIVE SERVICES FOR OLDER ADULTS LIVING IN AFFORDABLE HOUSING	15,000
NEW MOMS INC 5317 W CHICAGO AVENUE CHICAGO, IL 60651		PC	TO SUPPORT PARENTING SKILLS DEVELOPMENT AND HOUSING FOR HOMELESS AND AT-RISK ADOLESCENT MOTHERS AND THEIR CHILDREN	30,000
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
NOVANT HEALTH INC 2085 FRONTIS PLAZA BLVD WINSTON SALEM, NC 27103		PC	TO SUPPORT GENERAL OPERATING EXPENSES	100
OPEN DOOR PRESCHOOLS 3804 CHERRYWOOD RD AUSTIN, TX 78722		PC	TO SUPPORT CAMP CHEF KIDS	3,500
OUTREACH COMMUNITY MINISTRIES INC 373 S SCHMALE ROAD SUITE 102 CAROL STREAM, IL 60188		PC	TO SUPPORT OUTREACH AND PROGRAMMING FOR OLDER ADULTS	25,000
Total ▶ 3a				2,296,607

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
PARTNERSHIPS FOR CHILDREN 14000 SUMMIT DR AUSTIN, TX 78728		PC	TO SUPPORT YES MENTORING PROGRAM FOR CHILDREN IN FOSTER CARE	7,500
PEOPLE'S RESOURCE CENTER 201 S NAPERVILLE ROAD WHEATON, IL 60187		PC	TO SUPPORT THE FOOD PANTRY PROGRAM	25,000
PORCHLIGHT MUSIC THEATRE CHICAGO 4200 WEST DIVERSEY CHICAGO, IL 60639		PC	TO SUPPORT THE YOUTH TICKET SUBSIDY PROGRAM	5,000
Total ▶ 3a				2,296,607

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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>				
RONALD MCDONALD HOUSE CHARITIES - CHICAGOLAND AND NORTHWEST INDIANA CHAPTER 1301 W 22ND ST SUITE 905 OAK BROOK, IL 60523		PC	TO SUPPORT GENERAL OPERATING EXPENSES	2,550
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL INDIANA INC 435 LIMESTONE ST INDIANAPOLIS, IL 46202		PC	TO SUPPORT GENERAL OPERATING EXPENSES	1,000
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL TEXAS 1315 BARBARA JORDAN BOULEVARD AUSTIN, TX 78723		PC	TO SUPPORT TEMPORARY LODGING AND SUPPORT SERVICES TO FAMILIES WITH CRITICALLY ILL OR INJURED CHILDREN	10,000
Total ▶ 3a				2,296,607

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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>				
SAFE FAMILIES FOR CHILDREN 4300 W IRVING PARK RD CHICAGO, IL 60641		PC	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	30,000
SAINT LOUISE HOUSEPO BOX 150637 AUSTIN, TX 78715		PC	TO SUPPORT SUPPORTIVE HOUSING FOR WOMEN AND CHILDREN	22,000
SAMARITAN CENTER 8956 RESEARCH BLVD BLDG 2 AUSTIN, TX 78758		PC	TO SUPPORT MENTAL HEALTH SERVICES FOR CHILDREN AND WHOLE FAMILIES	5,000
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
SERVICE DOGS 4925 BELL SPRINGS ROAD DRIPPING SPRINGS, TX 78620		PC	TO SUPPORT GENERAL OPERATING EXPENSES	53
SHARING CONNECTIONS FURNITURE BANK 5111 CHASE AVENUE DOWNERS GROVE, TX 78620		PC	TO PROVIDE FURNITURE AND OTHER BASIC NEEDS TO LOW-INCOME FAMILIES	25,000
SMS RESEARCH FOUNDATION PO BOX 661 GEORGETOWN, CT 06829		PC	TO SUPPORT GENERAL OPERATING EXPENSES	100
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
ST GABRIEL'S CATHOLIC SCHOOL 2500 WIMBERLY LANE AUSTIN, TX 78735		PC	TO SUPPORT GENERAL OPERATING EXPENSES	1,000
ST MICHAEL'S CATHOLIC ACADEMY 3000 BARTON CREEK BLVD AUSTIN, TX 78735		PC	TO SUPPORT GENERAL OPERATING EXPENSES	30,000
TEXAS BOOK FESTIVAL 1023 SPRINGDALE RD AUSTIN, TX 78721		PC	TO SUPPORT REAL READS WHICH PROVIDES FOR BREAKTHROUGH STUDENTS	2,500
Total ▶ 3a				2,296,607

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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 AUSTIN CENTER FOR GRIEF AND LOSS 2413 GREENLAWN PARKWAY AUSTIN, TX 78757		PC	TO SUPPORT PROGRAMS FOR GRIEVING CHILDREN	3,500
THE AUSTIN YOUNG MEN'S BUSINESS LEAGUE SUNSHINE CAMPS PO BOX 161270 AUSTIN, TX 78716		PC	TO SUPPORT SHINE YOUTH LEADERSHIP PROGRAMS	12,552
THE COMMUNITY HOUSE 415 WEST EIGHT STREET HINSDALE, IL 60521		PC	TO SUPPORT AFTER-SCHOOL AND SUMMER PROGRAMS FOR THE WILLOWBROOK CORNER NEIGHBORHOOD	45,000
Total ▶ 3a				2,296,607

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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 REFUGE FOR DMST (DOMESTIC MINOR SEX TRAFFICKING) 500 E ST JOHNS AVE SUITE 2 680 AUSTIN, TX 78759		PC	TO SUPPORT EQUINE THERAPY FOR THE REFUGE FOR DMST	3,000
THE SADIE MCCANN FUND 115 E FALL CREEK PARKWAY SOUTH DR INDIANAPOLIS, IN 46202		PC	TO SUPPORT GENERAL OPERATING EXPENSES	1,036
THE SAFE ALLIANCE (SAFE STOP ABUSE FOR EVERYONE) PO BOX 19454 AUSTIN, TX 78741		PC	TO SUPPORT GENERAL OPERATING EXPENSES	51,000
Total ▶ 3a				2,296,607

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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 SETON FUND 1201 WEST 38TH STREET AUSTIN, TX 78705		PC	TO SUPPORT GENERAL OPERATING EXPENSES	2,500
THE SETTLEMENT HOME FOR CHILDREN (THE HOME) 1600 PAYTON GIN ROAD AUSTIN, TX 78758		PC	TO SUPPORT SUCCESS IN SCHOOL PROGRAM	36,000
THE UNIVERSITY OF TEXAS FOUNDATION FOR THE BENEFIT OF LITERACY FIRST PO BOX 250 AUSTIN, TX 78767		PC	TO SUPPORT LITERACY FIRST: EARLY LITERACY INTERVENTION PROGRAM	12,500
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
THE WARRIOR NATIONAL FOUNDATION 3004 MARAVILLAS LOOP AUSTIN, TX 78735		PC	TO SUPPORT GENERAL OPERATING EXPENSES	5,000
THE WELL OF MERCY 6339 N FAIRFIELD AVE CHICAGO, IL 60659		PC	TO SUPPORT GENERAL OPERATING EXPENSES	100
TRAVIS AUDOBON SOCIETY 3710 CEDAR ST 223 AUSTIN, TX 78705		PC	TO SUPPORT GENERAL OPERATING EXPENSES	100
Total ▶ 3a				2,296,607

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
a <i>Paid during the year</i>				
UMOJA STUDENT DEVELOPMENT CORP 910 W VAN BUREN ST SUITE 710 CHICAGO, IL 60607		PC	TO SUPPORT A SCHOOL-BASED PREVENTION, INTERVENTION, AND RESTORATION PROGRAM TO REDUCE TEEN VIOLENCE	15,000
UNITED STATES NAVAL ACADEMY FOUNDATION INC 247 KING GEORGE ST ANNAPOLIS, MD 21402		PC	TO SUPPORT GENERAL OPERATING EXPENSES	25,000
VOLUNTEER HEALTHCARE CLINIC 4215 MEDICAL PARKWAY AUSTIN, TX 78756		PC	TO SUPPORT CHILDRENS MEDICAL SERVICES PROGRAM	5,500
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
WESTERN DUPAGE SPECIAL RECREATION ASSOCIATION FOUNDATION 116 N SCHMALE ROAD CAROL STREAM, IL 60188		PC	TO SUPPORT RECREATIONAL PROGRAMMING FOR INDIVIDUALS WITH SPECIAL NEEDS	12,500
WONDERS & WORRIES 9101 BURNET ROAD STE 205 AUSTIN, TX 78758		PC	TO SUPPORT ILLNESS EDUCATION AND COPING SUPPORT FOR UNDERSERVED CHILDREN FACING A SERIOUS PARENTAL ILLNESS	3,500
WOUNDED WARRIOR PROJECT INC 4899 BELFORT RD STE 300 JACKSONVILLE, FL 32256		PC	TO SUPPORT GENERAL OPERATING EXPENSES	50
Total ▶ 3a				2,296,607

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Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA OF AUSTIN 3208 RED RIVER ST STE 200 AUSTIN, TX 78705		PC	TO SUPPORT THE DEVELOPMENT AND CONSTRUCTION OF CAMP CYPRESS	12,500
YWCA METROPOLITAN CHICAGO 1815 W DIEHL ROAD SUITE 900 AUSTIN, TX 60563		PC	TO SUPPORT A PARENT MENTORING AND EDUCATION PROGRAM TO HELP PREVENT CHILD ABUSE AND NEGLECT	20,100
Total ▶ 3a				2,296,607

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue:					
a BANK OF AMERICA #4142 - OTHER INVESTMENT INCOME			18	2,059	
b 2017 SUMMIT PARK LP - NET RENTAL REAL ESTATE INCOME			18	5,860	
c AG OPPORTUNISTIC WHOLE LOAN SELECT LP - OTHER PORTFOLIO INCOME			18	14,838	
d ALTAIR REAL ESTATE OPP FUND - NET RENTAL REAL ESTATE INCOME			18	154	
e AUSTIN 03-17 JV LLC - NET RENTAL REAL ESTATE INCOME			18	-18,125	
f AWA FUND 3 LLC - NET RENTAL REAL ESTATE INCOME			18	-85,527	
g FORTRESS CREDIT OPP FUND V A LP - NET RENTAL REAL ESTATE INCOME			18	3,055	
h HEATHERWILDE - NET RENTAL REAL ESTATE INCOME			18	-10,702	
i LANDMARK CONSERVANCY APTS LP - NET RENTAL REAL ESTATE INCOME			18	-9,219	
j OH BULVERDE - NET RENTAL REAL ESTATE INCOME			18	-88,339	
k OH ELMONT - NET RENTAL REAL ESTATE INCOME			18	-3,286	
l OH LENOX SPRINGS - NET RENTAL REAL ESTATE INCOME			18	-80	
m OH WEST 5TH INVESTMENTS - NET RENTAL REAL ESTATE INCOME			18	-132,387	
n OVATION ALTERNATIVE INCOME FUND - NET RENTAL REAL ESTATE INCOME			18	-1,175	
o ALTAIR FCO II LLC - OTHER INCOME			18	2,406	
p ALTAIR FCO III LLC - OTHER INCOME			18	1,847	
q ALTAIR MULTI-FAMILY OPP FUND IV - OTHER INCOME			18	15	
r ALTAIR NET LEASE INCOME FUND - OTHER INCOME			18	-168	
s ALTAIR SPECIAL SITUATIONS FUND II-A - OTHER INCOME			18	742	
t ALTAIR SPECIAL SITUATIONS FUND II-A - SUBCHAPTER F INCOME			18	11,101	

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

TY 2019 Depreciation Schedule

Name: TOPFER FAMILY FOUNDATION

EIN: 74-2961304

Depreciation Schedule

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 EQUIPMENT	2015-08-05	3,249	2,221	SL	5.00000000000000	650	0		
LEASEHOLD IMPROVEMENTS	2007-06-30	48,067	14,682	SL	39.00000000000000	1,232	0		
FURNITURE	2007-06-30	20,138	20,138	SL	7.00000000000000	0	0		
COMPUTER EQUIPMENT	2004-06-30	1,210	1,210	SL	5.00000000000000	0	0		
COMPUTER EQUIPMENT	2008-06-30	3,725	3,725	SL	5.00000000000000	0	0		
COMPUTER EQUIPMENT	2010-04-15	6,968	6,968	SL	5.00000000000000	0	0		
COMPUTER SOFTWARE	2004-06-30	8,068	8,068	SL	3.00000000000000	0	0		

TY 2019 Investments Corporate Stock Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LUMINOUS BROKERAGE	10,437,956	12,989,973

TY 2019 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 EQUIPMENT	3,249	2,871	378	378
LEASEHOLD IMPROVEMENTS	48,067	15,914	32,153	32,153
FURNITURE	20,138	20,138	0	0
COMPUTER EQUIPMENT	1,210	1,210	0	0
COMPUTER EQUIPMENT	3,725	3,725	0	0
COMPUTER EQUIPMENT	6,968	6,968	0	0
COMPUTER SOFTWARE	8,068	8,068	0	0

TY 2019 Legal Fees Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,008	1,008		0

TY 2019 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
2017 SUMMIT PARK LP	114,689	116,005	116,005
AG OPPORTUNITY WHOLE LOAN SELECT LP	244,026	199,422	143,902
AJ CAPITAL REAL ESTATE FUND II	895,223	967,857	937,413
ALTAIR - COMMERCIAL REAL ESTATE LENDING FUND II (PRIME) LLC	854,069	488,596	441,789
ALTAIR - DIRECT LENDING OPPORTUNITY FUND, LP	754,488	504,512	498,194
ALTAIR - DSO, LLC	74,132	60,790	338,400
ALTAIR - FCO II, LLC	76,822	74,843	68,384
ALTAIR - FCO III, LLC	185,643	146,703	131,865
ALTAIR - GOF III, LLC	277,048	284,889	62,557
ALTAIR - MULTI-FAMILY FUND IV (GRAYSTAR) LLC	483,760	435,892	488,188
ALTAIR - NET LEASE INCOME FUND, LLC	185,453	44,091	26,200
ALTAIR - OH XIII LLC	31,882	16,029	1,473
ALTAIR - REAL ESTATE OPPOR FUND, LLC	39,651	37,468	26,632
ALTAIR - SPECIAL SITUATIONS FUND II-A, LLC	1,024,125	1,011,051	643,957
ALTAIR EUROPEAN REAL ESTATE OPPORTUNITY FUND	355,942	395,468	316,557
ALTAIR SPECIAL OPPORTUNITIES FUND II, LLC	110,899	88,355	77,993
ALTAIR SPECIAL OPPORTUNITIES FUND III, LLC	605,697	601,782	341,981
ALTAIR SPECIAL OPPOTUNITIES FUND, LLC	81,492	34,855	8,970
AUSTIN 03-17 JV LLC	353,058	299,954	299,954
AWA FUND 3 LLC	386,202	244,438	430,087
BRIDGE MULTIFAMILY & COMMERCIAL OFFICE INT'L-A FUND III LP	774,458	354,596	920,181
BRIDGE SENIOR HOUSING CO-INVESTMENT FUND II	580,739	553,655	596,939
FORTRESS CREDIT OPPOR FUND V (A) LP	0	392,890	405,583
FORTRESS CREDIT OPPORTUNITIES FUND IV (B) LP	545,365	620,759	610,597
FORTRESS LENDING FUND TE LP	0	572,898	572,898
FORTRESS REAL ESTATE OPPOR FUND (B) LP	45,499	32,680	30,744
FORTRESS REAL ESTATE OPPOR FUND II (B) LP	425,133	373,493	425,842
FORTRESS REAL ESTATE OPPOR FUND III (B) LP	0	224,594	224,290
GARRISON OPPORTUNITY FUND LLC	37,767	35,088	1,239
GOLUB CAPITAL PARTNERS INT'L 10	685,737	600,928	809,845

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GOLUB CAPITAL PARTNERS INT'L 11	171,383	410,670	417,904
GOLUB CAPITAL PARTNERS INT'L 9 LP	652,469	562,966	638,832
GRADUATE HOTELS REAL ESTATE FUND III	255,970	597,836	598,911
HARBERT SENIORS HOUSING FUND II LP	0	38,185	33,644
HEATHERWILDE 45 2017 LP	224,238	206,022	206,022
HENDERSON PARK REAL ESTATE FUND I TE LP	0	633,640	603,335
JP MORGAN OTHER INVESTMENTS	-747,210	-1,050,922	-1,050,922
LANDMARK CONSERVANCY LLC	23,148	-8,046	-8,046
NET LEASE PRIVATE REIT IX	1,000,000	0	0
NET LEASE PRIVATE REIT X	757,273	0	0
NET LEASE PRIVATE REIT XI	14,000	122,500	122,500
OH BULVERDE LP	500,000	477,351	477,351
OH ELMONT LP	334,966	252,120	252,120
OH FOREMOST LP	350,000	350,000	350,000
OH LENOX SPRINGS INVESTMENTS LP	100,000	71,230	71,230
OH MAPLEWOOD LP	0	250,000	250,000
OH MIDDLEBROOK LP	300,000	287,342	287,342
OH WE4ST 5TH INVESTMENTS LLC	300,003	167,659	167,659
OHNP INVESTMENTS LLC	0	250,000	250,000
OVATION ALTERNATIVE INCOME FUND LP	1,279,057	1,264,234	1,213,834
Q-BLK CO INV FUND II	238,593	361,241	245,758
SENIOR HOUSING ROC MAIN FUND	572,867	564,270	614,594
SPC OPPORTUNITIES PARALLEL FEEDER FUND LP	321,083	844,072	844,072
STONEHILL STRATEGIC HOTEL CREDIT OPPOR FUND	331,578	509,334	510,199

TY 2019 Other Decreases Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Description	Amount
NON DEDUCTIBLE EXPENSES	916
BOOK TO TAX DIFF	1,198,270

TY 2019 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
AJ CAPITAL REAL ESTATE FUND II LP - PORTFOLIO DEDUCTIONS	1,548	1,548		0
AJ CAPITAL REAL ESTATE FUND II LP - CHARITABLE CONTRIBUTIONS	49	49		0
ALTAIR COMMERCIAL REAL ESTATE LENDING FUND - PORTFOLIO DEDUCTIONS	8,558	8,558		0
ALTAIR DIRECT LENDING FUND - PORTFOLIO DEDUCTIONS	6,023	6,023		0
ALTAIR FCO II LLC - PORTFOLIO DEDUCTIONS	2,567	2,567		0
ALTAIR DSO - PORTFOLIO DEDUCTIONS	4,212	4,212		0
ALTAIR FCO III LLC - PORTFOLIO DEDUCTIONS	5,420	5,420		0
ALTAIR GOF III LLC - PORTFOLIO DEDUCTIONS	1,579	1,579		0
ALTAIR MULTI-FAMILY OPP FUND IV - PORTFOLIO DEDUCTIONS	7,367	7,367		0
ALTAIR NET LEASE INCOME FUND - PORTFOLIO DEDUCTIONS	4,946	4,946		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALTAIR REAL ESTATE OPP FUND - PORTFOLIO DEDUCTIONS	2,350	2,350		0
ALTAIR SPECIAL SITUATIONS FUND II-A - PORTFOLIO DEDUCTIONS	3,164	3,164		0
ALTAIR OH XIII - PORTFOLIO DEDUCTIONS	1,827	1,827		0
ALTAIR SPECIAL OPP FUND II - PORTFOLIO DEDUCTIONS	2,547	2,547		0
ALTAIR SPECIAL OPP FUND III - PORTFOLIO DEDUCTIONS	4,697	4,697		0
ALTAIR SPECIAL OPP FUND - PORTFOLIO DEDUCTIONS	1,406	1,406		0
FORTRESS CREDIT OPP FUND IV - PORTFOLIO DEDUCTIONS	5,511	5,511		0
FORTRESS REAL ESTATE OPP FUND B LP - PORTFOLIO DEDUCTIONS	2,441	2,441		0
FORTRESS REAL ESTATE OPP FUND II B LP - PORTFOLIO DEDUCTIONS	8,170	8,170		0
GARRISON OPP FUND LLC - PORTFOLIO DEDUCTIONS	873	873		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORTRESS OPP FUND III LLC - PORTFOLIO DEDUCTIONS	8,549	8,549		0
FORTRESS CREDIT OPP FUND V A LP - PORTFOLIO DEDUCTIONS	6,345	6,345		0
FORTRESS LENDING FUND TE LP - PORTFOLIO DEDUCTIONS	96	96		0
GRADUATE HOTELS REAL ESTATE FUND III - PORTFOLIO DEDUCTIONS	2,906	2,906		0
HARBERT SENIORS HOUSING FUND II - PORTFOLIO DEDUCTIONS	6,853	6,853		0
Q-BLK CO-INV FUND II - PORTFOLIO DEDUCTIONS	5,878	5,878		0
FIDELITY #9320 - INTEREST EXPENSE	39	39		0
ALTAIR FCO II LLC - INVESTMENT EXPENSE	4	4		0
ALTAIR FCO III LLC - INVESTMENT EXPENSE	25	25		0
ALTAIR SPECIAL SITUATIONS FUND II-A - INVESTMENT EXPENSE	10	10		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALTAIR SPECIAL SITUATIONS FUND II-A - OTHER EXPENSE	13,729	13,729		0
ALTAIR SPECIAL OPP FUND II - INVESTMENT EXPENSE	33	33		0
ALTAIR SPECIAL OPP FUND - INVESTMENT EXPENSE	3	3		0
FORTRESS CREDIT OPP FUND IV - INVESTMENT EXPENSE	1,061	1,061		0
FORTRESS REAL ESTATE OPP FUND II B LP - INVESTMENT EXPENSE	1,890	1,890		0
FORTRESS OPP FUND III LLC - INVESTMENT EXPENSE	6,504	6,504		0
FORTRESS CREDIT OPP FUND V A LP - INVESTMENT EXPENSE	22	22		0
HEATHERWILDE 45-2017 LP - OTHER EXPENSE	7,514	7,514		0
HARBERT SENIORS HOUSING FUND II - INVESTMENT EXPENSE	114	114		0
HENDERSON PARK RE FUND - INVESTMENT EXPENSE	88,856	88,856		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OVATION ALTERNATIVE INCOME FUND - INVESTMENT EXPENSE	8,381	8,381		0
OVATION ALTERNATIVE INCOME FUND - OTHER EXPENSE	8,958	8,958		0
OVATION ALTERNATIVE INCOME FUND - PORTFOLIO DEDUCTIONS	33,945	33,945		0
Q-BLK CO-INV FUND II - INVESTMENT EXPENSE	7	7		0
STONEHILL STRATEGIC HOTEL CREDIT OPP - INVESTMENT EXPENSE	23,294	23,294		0
STONEHILL STRATEGIC HOTEL CREDIT OPP - OTHER EXPENSE	9,040	9,040		0
STONEHILL TRATEGIC HOTEL CREDIT OPP - FOREIGN TAX	382	382		0
TELEPHONE	960	0		960
OFFICE SUPPLIES	2,864	0		2,864
COMPUTER SERVICES	1,994	0		1,994

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RENTAL EQUIPMENT	2,117	0		2,117
SOFTWARE EXPENSE	7,500	0		7,500
INSURANCE	8,359	0		8,359
POSTAGE AND DELIVERY	12	0		12
SUBSCRIPTIONS	391	0		391
MEMBERSHIP DUE	40	0		40

TY 2019 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
OTHER PARTNERSHIP INCOME	32,019	-1,450	32,019
BANK OF AMERICA #4142 - OTHER INVESTMENT INCOME	2,059	2,059	2,059
2017 SUMMIT PARK LP - NET RENTAL REAL ESTATE INCOME	5,860	5,860	5,860
AG OPPORTUNISTIC WHOLE LOAN SELECT LP - OTHER PORTFOLIO INCOME	14,838	14,838	14,838
ALTAIR REAL ESTATE OPP FUND - NET RENTAL REAL ESTATE INCOME	154	154	154
AUSTIN 03-17 JV LLC - NET RENTAL REAL ESTATE INCOME	-18,125	-18,125	-18,125
AWA FUND 3 LLC - NET RENTAL REAL ESTATE INCOME	-85,527	-85,527	-85,527
FORTRESS CREDIT OPP FUND V A LP - NET RENTAL REAL ESTATE INCOME	3,055	3,055	3,055
HEATHERWILDE - NET RENTAL REAL ESTATE INCOME	-10,702	-10,702	-10,702
LANDMARK CONSERVANCY APTS LP - NET RENTAL REAL ESTATE INCOME	-9,219	-9,219	-9,219
OH BULVERDE - NET RENTAL REAL ESTATE INCOME	-88,339	-88,339	-88,339
OH ELMONT - NET RENTAL REAL ESTATE INCOME	-3,286	-3,286	-3,286
OH LENOX SPRINGS - NET RENTAL REAL ESTATE INCOME	-80	-80	-80
OH WEST 5TH INVESTMENTS - NET RENTAL REAL ESTATE INCOME	-132,387	-132,387	-132,387
OVATION ALTERNATIVE INCOME FUND - NET RENTAL REAL ESTATE INCOME	-1,175	-1,175	-1,175
ALTAIR FCO II LLC - OTHER INCOME	2,406	2,406	2,406
ALTAIR FCO III LLC - OTHER INCOME	1,847	1,847	1,847
ALTAIR MULTI-FAMILY OPP FUND IV - OTHER INCOME	15	15	15
ALTAIR NET LEASE INCOME FUND - OTHER INCOME	-168	-168	-168
ALTAIR SPECIAL SITUATIONS FUND II-A - OTHER INCOME	742	742	742

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALTAIR SPECIAL SITUATIONS FUND II-A - SUBCHAPTER F INCOME	11,101	11,101	11,101
ALTAIR SPECIAL OPP FUND II - OTHER INCOME	2,276	2,276	2,276
FORTRESS CREDIT OPP FUND IV - OTHER INCOME	16,437	16,437	16,437
FORTRESS REAL ESTATE OPP FUND B LP - OTHER INCOME	543	543	543
FORTRESS REAL ESTATE OPP FUND II B - OTHER INCOME	-14	-14	-14
GARRISON OPP FUND LLC - OTHER INCOME	3	3	3
FORTRESS OPP FUND III LLC - OTHER INCOME	5,491	5,491	5,491
FORTRESS OPP FUND V A LP - OTHER INCOME	2,904	2,904	2,904
FORTRESS LENDING FUND TE LP - OTHER INCOME	15,494	15,494	15,494
HENDERSON PARK RE FUND - OTHER INCOME	-1,623	-1,623	-1,623
OVATION ALTERNATIVE INCOME FUND - OTHER INCOME	13,085	13,085	0
AWA FUND 3 LLC - 1231 GAIN	13,121	13,121	13,121
OH BULVERDE - 1231 GAIN	10,530	10,530	10,530
OVATION - 1231 GAIN	-565	-565	-565
Q-BLK CO INV FUND II - 1231 GAIN	25	25	25
ALTAIR MULTI-FAMILY OPP FUND IV - 1231 GAIN	124,259	124,259	124,259
ALTAIR NET LEASE INCOME FUND - 1231 GAIN	65,851	65,851	65,851
FORTRESS CREDIT OPP FUND IV - 1231 GAIN	126	126	126
FORTRESS REAL ESTATE OPP FUND II B LP - 1231 GAIN	5,414	5,414	5,414

TY 2019 Other Increases Schedule

Name: TOPFER FAMILY FOUNDATION
EIN: 74-2961304

Description	Amount
ADJUSTMENT TO BALANCE INVESTMENTS	24,993

TY 2019 Other Professional Fees Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	128,059	128,059		0

TY 2019 Taxes Schedule**Name:** TOPFER FAMILY FOUNDATION**EIN:** 74-2961304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	26,221	0		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491321069070	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.			OMB No. 1545-0047
					2019
Name of the organization TOPFER FAMILY FOUNDATION				Employer identification number 74-2961304	

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization TOPFER FAMILY FOUNDATION	Employer identification number 74-2961304
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Part I**Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN TOPFER 3600 N CAPITAL OF TX HWY STE B320 AUSTIN, TX 78746	\$ 41,750	☐ Person ☐ Payroll ☒ Noncash (Complete Part II for noncash contributions.)
2	RICHARD TOPFER 3600 N CAPITAL OF TX HWY STE B320 AUSTIN, TX 78746	\$ 6,250	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
.		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization TOPFER FAMILY FOUNDATION	Employer identification number 74-2961304
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given (see instructions). Use duplicate copies of Part II if additional space is needed.	(c) FMV (or estimate) (See instructions)	(d) Date received
1	202 SHS. SPY	\$ 60,475	2019-10-17
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

74-2961304

Use duplicate copies of Part III if additional space is needed.

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)