Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2005

For calendar year 2005, or tax year beginning , 2005, and ending ,

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Silverton Foundation, Inc.
1000 Rio Grande St.
Austin, TX 78701

A Employer identification number: 74-2936881

B Telephone number (see instructions): 512-472-6262

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 14,046,886.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	(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 (att sch).				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	247,752.	247,752.	247,752.	
	4 Dividends and interest from securities	328,283.	328,283.	328,283.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,709,665.			
	b Gross sales price for all assets on line 6a 6,616,479.				
	7 Capital gain net income (from Part IV, line 2)		1,709,665.		
	8 Net short-term capital gain			429,681.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	71,987.	71,987.		
	12 **Total.** Add lines 1 through 11	2,357,687.	2,357,687.	1,005,716.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	67,608.	18,000.		49,608.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	2,940.	1,890.		1,050.
	c Other prof fees (attach sch) See St 3	79,607.	58,100.		21,507.
	17 Interest	180,741.	180,741.		
	18 Taxes (attach schedule) See Stmt 4	37,013.	16,744.		
	19 Depreciation (attach schedule) and depletion	1,509.	1,509.		
	20 Occupancy				
	21 Travel, conferences, and meetings	7,850.	1,250.		6,600.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	62,482.	60,020.		2,462.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	439,750.	338,254.		81,227.
	25 Contributions, gifts, grants paid Part XV	613,437.			613,437.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,053,187.	338,254.	0.	694,664.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,304,500.			
	b **Net investment income** (if negative, enter -0-)		2,019,433.		
	c **Adjusted net income** (if negative, enter -0-)			1,005,716.	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	417,873.	19,653.	19,653.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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) Statement 6	9,942,139.	11,788,098.	14,023,587.
	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 ► 4,523.			
		Less: accumulated depreciation (attach schedule) See Stmt 7 ► 2,388.	3,644.	2,135.	2,135.
	15	Other assets (describe ► See Statement 8)		1,511.	1,511.
	16	**Total assets** (to be completed by all filers — see instructions. Also, see page 1, item I)	10,363,656.	11,811,397.	14,046,886.
Liabilities	17	Accounts payable and accrued expenses	5,238.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► See Statement 9)	4,644.	269.	
	23	**Total liabilities** (add lines 17 through 22)	9,882.	269.	
Net Assets or Fund Balances		**Organizations 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			
		Organizations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund	1,500,000.	1,500,000.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,853,774.	10,311,128.	
	30	**Total net assets or fund balances** (see instructions)	10,353,774.	11,811,128.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,363,656.	11,811,397.	

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	10,353,774.
2	Enter amount from Part I, line 27a	2	1,304,500.
3	Other increases not included in line 2 (itemize) ► See Statement 10	3	152,854.
4	Add lines 1, 2, and 3	4	11,811,128.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	11,811,128.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	See Statement 11			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) **or** Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	1,709,665.
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	429,681.

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If 'Yes,' the organization 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 (column (b) divided by column (c))
2004	524,190.	11,764,307.	0.044558
2003	456,025.	8,597,715.	0.053040
2002	325,262.	7,484,908.	0.043456
2001	238,725.	6,704,291.	0.035608
2000	368,435.	7,061,426.	0.052176

2	**Total** of line 1, column (d)	2	0.228838
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	0.045768
4	Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	13,122,293.
5	Multiply line 4 by line 3	5	600,581.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,194.
7	Add lines 5 and 6	7	620,775.
8	Enter qualifying distributions from Part XII, line 4	8	694,664.

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 letter: ________ (attach copy of ruling letter if necessary — see instructions)			
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	20,194.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	20,194.
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	20,194.
6	Credits/Payments:			
a	2005 estimated tax pmts and 2004 overpayment credited to 2005	6a 20,000.		
b	Exempt foreign organizations — tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d	Backup withholding erroneously withheld	6d 50.		
7	Total credits and payments. Add lines 6a through 6d		7	35,050.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	125.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	14,731.
11	Enter the amount on line 10 to be: **Credited to 2006 estimated tax** ► 14,731. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is 'Yes' to **1a** *or* **1b,** *attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.*			
c	Did the organization file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the organization ► $ 0. **(2)** On organization managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ► $ 0.			
2	Has the organization engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the organization have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the organization have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b	If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If 'No,' attach explanation*	8b	X	
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.* See Statement 12	10	X	
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	

Web site address ► www.silvertonfoundation.org

12 The books are in care of ► Andrew S. White, Executive Dir Telephone no. ► 512-472-6262

Located at ► 1000 Rio Grande St., Austin TX ZIP + 4 ► 78701

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 13 N/A

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 organization (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 organization 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		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the organization 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 2005?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the organization is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3a	Did the organization 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 2005 as a result of **(1)** any purchase by the organization 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 organization had excess business holdings in 2005.)*	3b	N/A	
4a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the organization 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 2005?	4b		X
5a	During the year did the organization pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ 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		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	If the answer is 'Yes' to question 5a(4), does the organization 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). See Statement 13			
6a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If you answered 'Yes' to 6b, also file Form 8870.			

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 Statement 14		67,608.	0.	0.

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

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

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 ►		

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 N/A	
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 N/A	
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	11,988,593.
b	Average of monthly cash balances	1b	1,333,532.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b and c)	1d	13,322,125.
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	13,322,125.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	199,832.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,122,293.
6	**Minimum investment return.** Enter 5% of line 5	6	656,115.

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	656,115.
2a	Tax on investment income for 2005 from Part VI, line 5 — 2a: 20,194.		
b	Income tax for 2005. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	20,194.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	635,921.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	635,921.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	635,921.

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	694,664.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	694,664.
5	Organizations 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	20,194.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	674,470.

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 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				635,921.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000				
b From 2001				
c From 2002				
d From 2003 . . . 23,181.				
e From 2004				
f Total of lines 3a through e	23,181.			
4 Qualifying distributions for 2005 from Part XII, line 4: ► $ 694,664.				
a Applied to 2004, 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 2005 distributable amount				635,921.
e Remaining amount distributed out of corpus	58,743.			
5 Excess distributions carryover applied to 2005 *(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	81,924.			
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 2004. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	81,924.			
10 Analysis of line 9:				
a Excess from 2001				
b Excess from 2002				
c Excess from 2003 . . . 23,181.				
d Excess from 2004				
e Excess from 2005 . . . 58,743.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2005	**(b)** 2004	**(c)** 2003	**(d)** 2002	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** 'Assets' alternative test — enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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).)

See Statement 15

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

None

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

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

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

See Statement 16

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

See Statement 17

c Any submission deadlines:

None

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

See Statement 18

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 19				
Total			► **3a**	613,437.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	247,752.	
4 Dividends and interest from securities			14	328,283.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,709,665.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Income from pass-through			14	71,987.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,357,687.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,357,687.

(See worksheet in the instructions for line 13 to verify calculations.)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(1) Cash	**1a (1)**		X
(2) Other assets	**1a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1b (3)**		X
(4) Reimbursement arrangements	**1b (4)**		X
(5) Loans or loan guarantees	**1b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

► Signature of officer or trustee — Date — ► Title

Paid Preparer's Use Only

Preparer's signature ►	Date	Check if self-employed ► ☐
		Preparer's SSN or PTIN (See instructions): N/A
Firm's name (or yours if self-employed), address, and ZIP code ►	Steve Shook, CPA 221 W. 6th St., Ste 1520 Austin, TX 78701	EIN ► N/A Phone no. ► (512) 481-1936

Form **2220** | Department of the Treasury Internal Revenue Service

Form 990-PF

Underpayment of Estimated Tax by Corporations

► **See separate instructions.**
► **Attach to the corporation's tax return.**

OMB No. 1545-0142

2005

Name	Employer identification number
Silverton Foundation, Inc.	74-2936881

Note: *Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but* **do not** *attach Form 2220.*

Part I Required Annual Payment

1	Total tax (see instructions)		1	20,194.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c	Credit for Federal tax paid on fuels (see instructions)	2c		
d	**Total.** Add lines 2a through 2c		2d	
3	Subtract line 2d from line 1. If the result is less than $500, **do not** complete or file this form. The corporation does not owe the penalty		3	20,194.
4	Enter the tax shown on the corporation's 2004 income tax return (see instructions). **Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5**		4	10,558.
5	**Required Annual Payment.** Enter the **smaller** of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	10,558.

Part II Reasons for Filing — Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220, even if it does not owe a penalty (see instructions).

6 ☐ The corporation is using the adjusted seasonal installment method.
7 ☐ The corporation is using the annualized income installment method.
8 ☒ The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

			(a)	(b)	(c)	(d)
9	**Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th **(Form 990 – PF filers:** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	5/15/05	6/15/05	9/15/05	12/15/05
10	**Required installments.** If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	2,640.	7,458.	5,049.	5,049.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11		3,000.	15,000.	2,000.
	Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column	12				2,853.
13	Add lines 11 and 12	13		3,000.	15,000.	4,853.
14	Add amounts on lines 16 and 17 of the preceding column	14		2,640.	7,098.	
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	0.	360.	7,902.	4,853.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17	**Underpayment.** If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	2,640.	7,098.		196.
18	**Overpayment.** If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18			2,853.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 — no penalty is owed.

Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). **(Form 990-PF and Form 990-T filers:** Use 5th month instead of 3rd month.)	**19**	6/15/05	9/15/05		5/15/06
20 Number of days from due date of installment on line 9 to the date shown on line 19	**20**	31	92		151
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005	**21**	31	92		
22 Underpayment on line 17 x (Number of days on line 21 / 365) x 6%	**22**	13.45	107.35		
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006	**23**				106
24 Underpayment on line 17 x (Number of days on line 23 / 365) x 7%	**24**				3.98
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006	**25**				45
26 Underpayment on line 17 x (Number of days on line 25 / 365) x 0 *%	**26**				
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006	**27**				
28 Underpayment on line 17 x (Number of days on line 27 / 365) x ____*%	**28**				
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007	**29**				
30 Underpayment on line 17 x (Number of days on line 29 / 365) x ____*%	**30**				
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007	**31**				
32 Underpayment on line 17 x (Number of days on line 31 / 365) x ____*%	**32**				
33 Add lines 22, 24, 26, 28, 30, and 32	**33**	13.45	107.35		3.98
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120, line 33; Form 1120-A, line 29; or the comparable line for other income tax returns	**34**				125.

***For underpayments paid after March 31, 2006:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at **www.irs.gov.** You can also call 1-800-829-4933 to get interest rate information.

Statement 1
Form 990-PF, Part I, Line 11
Other Income

Income from pass-through	$ 71,987.
Total	$ 71,987.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation fees	$ 2,940.	$ 1,890.		$ 1,050.
Total	$ 2,940.	$ 1,890.	$ 0.	$ 1,050.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Agency fees	$ 71,892.	$ 58,100.		$ 13,792.
Charitable award expenses	7,715.			7,715.
Total	$ 79,607.	$ 58,100.	$ 0.	$ 21,507.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax on investment income	$ 20,269.			
Foreign Tax Paid (from pass-through)	2,468.	$ 2,468.		
Foreign Tax Paid on Dividends	14,276.	14,276.		
Total	$ 37,013.	$ 16,744.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment expenses (pass-through)	$ 57,515.	$ 57,515.		
Office supplies and expense	2,803.	1,400.		$ 1,403.
Telephone and connection charges	2,164.	1,105.		1,059.
Total	$ 62,482.	$ 60,020.	$ 0.	$ 2,462.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Investments - Merrill Lynch	Cost	$ 198,663.	$ 801,000.
Investments - Salomon Smith Barney	Cost	0.	0.
Investments - Austin Cap. Multi-Strategy	Cost	2,107,182.	2,319,490.
Investments - Waterstreet Invest.	Cost	6,894,351.	8,315,195.
Investments - Ironwood	Cost	1,104,538.	1,104,538.
Investments - Peabody	Cost	1,483,364.	1,483,364.
	Total	$ 11,788,098.	$ 14,023,587.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 4,523.	$ 2,388.	$ 2,135.	$ 2,135.
Total	$ 4,523.	$ 2,388.	$ 2,135.	$ 2,135.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Other receivable	$ 1,511.	$ 1,511.
Total	$ 1,511.	$ 1,511.

Statement 9
Form 990-PF, Part II, Line 22
Other Liabilities

Federal excise tax payable	$ 269.
Total	$ 269.

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

Unrealized appreciation for book on K-1s invest.	$ 152,854.
Total	$ 152,854.

Statement 11
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Short Term Capital Gain from Pass-thru	Purchased	Various	Various
2	Long Term Capital Gain from Pass-thru	Purchased	Various	Various
3	SB, 1,297 sh Thai-Euro Fund, Ltd.	Purchased	12/04/2002	1/04/2005
4	ML, Canada Govt Bd	Purchased	2/25/2004	1/05/2005
5	ML, NOK Norwegian Gov 6.75%	Purchased	2/26/2004	1/06/2005
6	ML, 44,200 sh Newmont Mining Corp.	Purchased	5/04/2000	Various
7	CS, 568 sh IShares MSCI Emg Mkt	Purchased	8/11/2003	Various
8	CS, Acct. 2498 ST (see stmt)	Purchased	Various	Various
9	CS, Acct. 2498 LT (see stmt)	Purchased	Various	Various
10	CS, Acct. 5946 ST (see stmt)	Purchased	Various	Various
11	CS, Acct. 6506 ST (see stmt)	Purchased	Various	Various
12	CS, Acct. 7056 ST (see stmt)	Purchased	Various	Various
13	CS, Acct. 7056 LT (see stmt)	Purchased	Various	Various
14	CS, Acct. 9924 ST (see stmt)	Purchased	Various	Various
15	CS, Acct. 9924 LT (see stmt)	Purchased	Various	Various
16	Capital Gain Distributions	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	22,006.		0.	22,006.				$ 22,006.
2	34,410.		0.	34,410.				34,410.
3	23,173.		10,508.	12,665.				12,665.
4	939,521.		868,181.	71,340.				71,340.
5	943,235.		865,933.	77,302.				77,302.
6	934,307.		317,127.	617,180.				617,180.
7	115,065.		72,034.	43,031.				43,031.
8	396,815.		327,479.	69,336.				69,336.
9	1337223.		944,461.	392,762.				392,762.
10	56,156.		51,047.	5,109.				5,109.
11	146,370.		147,406.	-1,036.				-1,036.
12	535,605.		460,352.	75,253.				75,253.
13	260,013.		185,263.	74,750.				74,750.
14	563,724.		453,353.	110,371.				110,371.
15	286,287.		203,670.	82,617.				82,617.

Statement 11 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
16	22,569.		0.	22,569.				$ 22,569.
							Total	$ 1709665.

Statement 12
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
William Wood and Pamela Ryan	1000 Rio Grande St. Austin, TX 78701
Silverton Partners, L.P. (Wm. Wood,	1000 Rio Grande St. Austin, Tx 78701

Statement 13
Form 990-PF, Part VII-B, Line 5c
Exemption from Tax on Taxable Expenditures

See Information Statements with respect to Expenditure Responsibility Grants at Statement .

Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Andrew S. White 1000 Rio Grande St. Austin, TX 78701	Secretary 20	$ 67,608.	$ 0.	$ 0.
William P. Wood 1000 Rio Grande St. Austin, TX 78701	President 1	0.	0.	0.
Pamela M. Ryan 1000 Rio Grande St. Austin, TX 78701	Chairman 1	0.	0.	0.
	Total	$ 67,608.	$ 0.	$ 0.

Statement 15
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

William P. Wood
Pamela M. Ryan

Statement 16
Form 990-PF, Part XV, Line 2a
Name and Address of Person to Whom Applicants Should be Addressed

Silverton Foundation, Inc. Telephone: 512-472-6262
C/O Andrew S. White, Executive Director
1000 Rio Grande St.
Austin, TX 78701

Statement 17
Form 990-PF, Part XV, Line 2b
The Form in Which Applications should be Submitted

The Foundation has no formal application form for submission of requests. Letters of inquiry, with a brief description of the project and range of financial support needed, are acceptable for initial contact. More specific information on the Foundation's application guidelines are available on its website at www.silvertonfoundation.org.

Statement 18
Form 990-PF, Part XV, Line 2d
Any Restrictions or Limitations on Awards

The Foundation works primarily with organizations and programs that serve residents of the metropolitan Austin area and surrounding Travis, Williamson and Hays counties. The Foundation strives to empower disadvantaged people by funding initiatives in the areas of health, education, social services and economic development. Internationally, the Foundation operates primarily through Australia based non-governmental organizations which conduct programs of special merit in the Foundation's areas of interest.

The Foundation makes grants only to qualified tax-exempt organizations pursuant to Section 501(c)(3) of the U.S. Internal Revenue Code; for international grants, the recipient organization must be the "equivalent" of a U.S. public charity, or a situation where the Foundation can exercise appropriate "expenditure responsibility" in connection with the award of the grant.

Statement 19
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Children's Hospital Foundatio 1206 W. 38th St., Ste. 4101 Austin, Tx 78705	None	Public	Support of Austin Safe Kids Coalition program	$ 2,500.
Austin Community Foundation P.O. Box 5159 Austin, TX 78763	None	Public	Promote & facilitate philanthropy in central Texas	197,500.
Breakthrough Univ. of Texas, Gebauer 4.208 Austin, TX 78712	None	Public	Education program for at-risk middle school and high school students	12,360.
Youth & Family Alliance 1211 West Ben White #108A Austin, TX 78704	None	Public	GED program services	15,000.
Greater Dripping Spr. Comm. F P.O. Box 1684 Dripping Springs, Tx 78620	None	Public	Promote and facilitate philanthropy in ctl Texas	10,000.
Dripping Springs Community Li P.O. Box 279 Dripping Springs, Tx 78620	None	Public	Early childhood literacy program	1,500.
Austin Lyric Opera P.O. Box 984 Austin, TX 78767	None	Public	Music program for disabled adults	1,200.
Capital IDEA P.O. Box 1784 Austin, Tx 78767	None	Public	Vocational training program	30,000.
Forum Comunicacoes Juventude Jln. Colegio das Madras Balide, Dili, East Timor,	None	Public	Children's shelter program	5,450.
Foundation Communities, Inc. 3036 South First St., Ste. 20 Austin, Tx 78704	None	Public	Tax assistance for working poor families; promote philanthrophy in central TX; Provide housing assistance for Hurricane evacuees	105,000.

Statement 19 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Girlstart 608 West 22nd Street Austin, TX 78705	None	Public	Education program services	$ 6,500.
Greenlights for Non Profit Su P.O. Box 5809 Austin, Tx 78763	None	Public	Education & organizational capacity building services for non-profits	8,670.
Hackham West Comm. Centre P.O. Box 402, Noralunga Centr 5118 South Australia, Austral	None	Public	Education program and battered women support group	15,192.
Hays Community Action Network 14034 Robins Run Austin, TX 78737	None	Public	Environmental education programs	5,000.
International Ctr. for Eyecar Lev.4, Rupert Meyers Bldg, Un South Wales, NSW Sydney 2052	None	Public	Health service program	31,728.
Latina Mami 5812 Berkman Drive Austin, Tx 78752	None	Public	Education and support programs for hispanic families	8,000.
AIDS Services of Austin P.O. Box 4874 Austin, Tx 78765	None	Public	Expand dental clinic service capacity	12,000.
Any Baby Can 1121 E. 7th St. Austin, Tx 78702	None	Public	Medical case mgmt. & support for families with special needs children	13,000.
Austin Area School for Dyslex 2600 Exposition Blvd. Austin, Tx 78703	None	Public	School for dyslexic children	2,500.
Badgerdog Literary Publishing P.O. Box 301209 Austin, Tx 78703	None	Public	Creative writing education for disadvantaged children	8,500.

Statement 19 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Capital Area Food Bank 8201 South Congress Ave. Austin, Tx 78745	None	Public	Increase food bank supplies for area hurricane evacuees	$ 5,000.
Capital Area Mental Health Ct 1106 Clayton Lane, Ste. 105W Austin, Tx 78723	None	Public	Mental health counseling for the working poor	500.
Catholic Charities of Ctrl Tx 1625 Rutherford Ln., Bldg D Austin, Tx 78754	None	Public	Food/clothing for central Tx. hurricane evacuees	5,000.
Council on Foundations 1828 L Street, NW, Ste. 300 Washington, DC 20036	None	Public	Promote and facilitate philanthropy	2,890.
Dripping Springs Helping Hand P.O. Box 804 Dripping Springs, Tx 78620	None	Public	Increase capacity of food pantry	3,685.
Easter Seals - Central Texas 919 West 28 1/2 St. Austin, Tx 78705	None	Public	Expand medical rehab program for disabled	10,000.
Family Connections 825 E. 53rd 1/2 St., Ste. E10 Austin, Tx 78751	None	Public	Underwrite workshops on parenting & family literacy	15,000.
Family Eldercare 2210 Hancock Dr. Austin, Tx 78756	None	Public	Financial case mgmt. for central Texas hurricane evacuees	5,000.
Meals on Wheels and More 3227 East 5th St. Austin, Tx 78702	None	Public	Nutrition education program	15,800.
Mobile Loaves & Fishes 903 South Capital of Tx Hwy. Austin, Tx 78746	None	Public	Meals for the homeless	5,000.
Open Door Preschool 3804 Cherrywood Rd. Austin, Tx 78722	None	Public	Early childhood education program	6,000.

Statement 19 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Reading is Fundamental P.O. Box 15989 Austin, Tx 78761	None	Public	Family literacy program activities	$ 10,000.
Taylor Public Library 400 Porter St. Taylor, Tx 76574	None	Public	Early childhood literacy program	2,237.
Texas Rio Grande Legal Aid 2201 Post Road, Ste. 104 Austin, Tx 78704	None	Public	Case mgmt. assistance for central Texas hurricane evacuees	5,000.
Volunteering SA, Inc. 220 Victoria Square, Adelaide 5000 South Australia,	None	Public	Community literacy programs	3,800.
Waterloo Counseling Center 3000 S. IH 35, Ste. 315 Austin, Tx 78704	None	Public	Mental Health Counseling program for uninsured working poor	3,000.
Worksource 6505 Airport Blvd., Ste. 101E Austin, Tx 78752	None	Public	Child care and job assistance for hurricane evacuees	5,000.
World Vision USA 4404 W. William Cannon #P-105 Austin, Tx 78749	None	Public	Vocational training program	18,925.
			Total	$ 613,437.