Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 05/01 , 2008, and ending 04/30 , 2009

B Check if applicable: Address change; Name change; Initial return; Termination; Amended return; Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization JOHN G. KENEDY, JR. CHARITABLE TRUST

Doing Business As

Number and street (or P O box if mail is not delivered to street address) P O BOX 2950 Room/suite

City or town, state or country, and ZIP + 4 SAN ANTONIO, TX 78299

D Employer identification number 74-6334106

E Telephone number (210) 220-4436

G Gross receipts $ 60,973,231.

F Name and address of principal officer JOHN W. ROBB, FNB CO-TRUSTEE P. O. BOX 2950 SAN ANTONIO, TX 78299

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website ▶ N/A

K Type of organization [ ] Corporation [X] Trust [ ] Association [ ] Other ▶

L Year of formation 1986 **M** State of legal domicile TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities THIS TRUST WAS CREATED TO SUPPORT THE SIX ORGANIZATIONS SPECIFICALLY MENTIONED IN THE WILL OF ELENA S. KENEDY. SEE PAGE TWO AND STATEMENT ONE FOR FURTHER DETAIL.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	2
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	NONE
5	Total number of employees (Part V, line 2a)	5	1
6	Total number of volunteers (estimate if necessary)	6	NONE
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	NONE
b	Net unrelated business taxable income from Form 990-T, line 34	7b	NONE

		Prior Year	Current Year
Revenue			
8	Contribution and grants (Part VIII, line 1h)	NONE	NONE
9	Program service revenue (Part VIII, line 2g)	NONE	NONE
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,340,155.	-1,007,603.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	27,145,588.	27,358,290.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	31,485,743.	26,350,687.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,224,081.	20,187,886.
14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	762,892.	641,263.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
b	Total fundraising expenses, Part IX, column (D), line 25) ▶		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,061,229.	3,709,963.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	24,048,202.	24,539,112.
19	Revenue less expenses Subtract line 18 from line 12	7,437,541.	1,811,575.

		Beginning of Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	105,373,109.	107,184,684.
21	Total liabilities (Part X, line 26)		
22	Net assets or fund balances Subtract line 21 from line 20	105,373,109.	107,184,684.

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Part II Signature Block

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

Sign Here

▶ John W Robb EVP Signature of officer — Date 12-14-2009

▶ John W. Robb EVP CO-TRUSTEE 12-14-2009 Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Stewart Hordan CPA Date 29 Oct 2009 Check if self-employed ▶ [ ] Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ ERNST & YOUNG U.S. LLP P. O. BOX 2938 SAN ANTONIO, TX 78299-2938 EIN ▶ 34-6565596 Phone no ▶ 210-228-9696

May the IRS discuss this return with the preparer shown above? (See instructions) [X] Yes [ ] No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2008)

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ENVELOPE POSTMARK DATE DEC 15 2009

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Part III **Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission.

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes" describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ______) (Expenses $ 3,614,674. including grants of $ 3,614,674.) (Revenue $ ______)

OUR LADY OF THE LAKE UNIVERSITY

4b (Code. ______) (Expenses $ 3,614,673. including grants of $ 3,614,673) (Revenue $ ______)

SPOHN HOSPITAL

4c (Code ______) (Expenses $ 4,819,564. including grants of $ 4,819,564.) (Revenue $ ______)

CORPUS CHRISTI DIOCESE

4d Other program services (Describe in Schedule O) SEE STATEMENT 2

(Expenses $ 8,138,975. including grants of $ 8,138,975) (Revenue $ ______)

4e Total program service expenses ▶ $ 20,187,886. *(Must equal Part IX, Line 25, column (B))*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U S.?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U.S ? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5,? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X

Part IV **Checklist of Required Schedules** *(continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	13			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	13			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c		
6a	Did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		X
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		X
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				

Part VI **Governance, Management, and Disclosure** *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O See instructions

			Yes	No
1a	Enter the number of voting members of the governing body . . . 1a: 2			
b	Enter the number of voting members that are independent . . . 1b: NONE			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a		X
b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	15b		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶FROST FINANCIAL MGMT GROUP P. O. BOX 2950 SAN ANTONIO, TX 78299 (210) 220-4436

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
PABLO B. SUESS CO-TRUSTEE	12.	X						882,788.	NONE	NONE
FROST NATIONAL BANK, CO-TRUSTEE JOHN W. ROBB, ADMINISTRATOR	40.		X					1,515,575.	NONE	NONE

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total ▶								2,398,363.	NONE	NONE

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 1

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ NONE

Part VIII Statement of Revenue

74-6334106

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts						
1a	Federated campaigns	1a NONE				
b	Membership dues	1b NONE				
c	Fundraising events	1c NONE				
d	Related organizations	1d NONE				
e	Government grants (contributions)	1e NONE				
f	All other contributions, gifts, grants, and similar amounts not included above	1f NONE				
g	Noncash contributions included in lines 1a-1f $ NONE					
h	**Total.** Add lines 1a-1f ▶		NONE			
Program Service Revenue		Business Code				
2a						
b						
c						
d						
e						
f	All other program service revenue					
g	**Total.** Add lines 2a-2f ▶		NONE			
3	Investment income (including dividends, interest, and other similar amounts) ▶		2,297,023.			2,299,377.
4	Income from investment of tax-exempt bond proceeds ▶		NONE			
5	Royalties ▶		25,885,637			25,885,637
		(i) Real / (ii) Personal				
6a	Gross Rents	1,044,246 /				
b	Less rental expenses	388,997. /				
c	Rental income or (loss)	655,249. /				
d	Net rental income or (loss) ▶		655,249			655,249.
		(i) Securities / (ii) Other				
7a	Gross amount from sales of assets other than inventory	30,910,784. / 18,137.				
b	Less cost or other basis and sales expenses	34,233,547 / NONE				
c	Gain or (loss)	-3,322,763 / 18,137.				
d	Net gain or (loss) ▶		-3,304,626.			-3,304,626.
Other Revenue						
8a	Gross income from fundraising events (not including $ ____ of contributions reported on line 1c) See Part IV, line 18	a				
b	Less direct expenses	b				
c	Net income or (loss) from fundraising events ▶		NONE			
9a	Gross income from gaming activities See Part IV, line 19.	a				
b	Less direct expenses	b				
c	Net income or (loss) from gaming activities ▶		NONE			
10a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory ▶		NONE			
	Miscellaneous Revenue	Business Code				
11a	LEASE BONUS	211110	551,650			551,650
b	DELAY RENTAL	211110	-12,500			-12,500.
c	EASEMENT INCOME	211110	6,459.			6,459.
d	All other revenue	211110	271,795.			271,795.
e	**Total.** Add lines 11a-11d ▶		817,404			
12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶		26,350,687			26,353,041

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	20,187,886.	20,187,886.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	641,263.		641,263.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	NONE			
7 Other salaries and wages	NONE			
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions)	NONE			
9 Other employee benefits	NONE			
10 Payroll taxes	NONE			
11 Fees for services (non-employees)				
a Management	NONE			
b Legal	234,069.		234,069.	
c Accounting	6,125.		6,125.	
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	NONE			
12 Advertising and promotion	NONE			
13 Office expenses	NONE			
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	NONE			
23 Insurance	NONE			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a OIL AND GAS ROYALTY FEES	1,942,571.		1,942,571.	
b PRODUCTION TAXES	663,371.		663,371.	
c AD VALOREM TAXES	509,488.		509,488.	
d INTANGIBLE DRILLING COSTS	307,842.		307,842.	
e FOREIGN TAXES PAID	608.		608.	
f All other expenses	45,889.		45,889.	
25 **Total functional expenses.** Add lines 1 through 24f	24,539,112.	20,187,886.	4,351,226.	
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	NONE	1	1,660.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sales or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost basis 10a 22,488,988.			
	b	Less accumulated depreciation Complete Part VI of Schedule D. 10b	22,488,987.	10c	22,488,988.
	11	Investments - publicly traded securities STMT 3	82,866,018.	11	84,675,930.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	18,104.	15	18,106.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	105,373,109.	16	107,184,684.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25		26	
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [ ] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [X] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	105,373,109.	30	107,184,684.
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	105,373,109.	33	107,184,684.
	34	Total liabilities and net assets/fund balances	105,373,109.	34	107,184,684.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [X] Cash [ ] Accrual [ ] Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits?	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number
74-6334106

Part I **Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is (Please check only one organization.)

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state ______

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 [ ] An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 [X] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I b [ ] Type II c [ ] Type III - Functionally Integrated d [X] Type III - Other

e [X] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . . . . . [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		X
(ii) A family member of a person described in (i) above?	11g(ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		X

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the US? Yes	(vi) No	(vii) Amount of support
SEE STATEMENT	4								
Total									20,187,886.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (See instructions.) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . . 14 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . . 15 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . ▶ ☐

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances"" test The organization qualifies as a publicly supported organization . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10, Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number: 74-6334106

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically importantly land area
☐ Preservation of certified historic structure

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items·

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ____________

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	105,373,109				
b Contributions					
c Investment earnings or losses	26,350,687.				
d Grants or scholarships	20,187,886.				
e Other expenditures for facilities and programs	4,351,226.				
f Administrative expenses					
g End of year balance	107,184,684.				

2 Provide the estimated percentage of the year end balance held as.

a Board designated or quasi-endowment ▶ ________ %

b Permanent endowment ▶ 100.0000 %

c Term endowment ▶ ________ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land	22,488,988.	22,488,988.		22,488,988.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e. *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				22,488,988.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
Federal income taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4-8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines 3 and **4c.** (This should equal Form 990, Part I, line 12)			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines 3 and **4c.** (This should equal Form 990, Part I, line 18.)			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

PART V, LINE 4

UNDER ITEM 16, SECTION 2 OF THE WILL OF ELENA S. KENEDY, THE TRUST WAS CREATED TO BENEFIT THE CATHOLIC DIOCESE OF CORPUS CHRISTI, CONVENT ACADEMY OF THE INCARNATE WORD, SPOHN HOSPITAL, OUR LADY OF THE LAKE UNIVERSITY, PAX CHRISTI INSTITUTE, AND THE MISSIONARY SOCIETY OF OBLATE FATHERS OF TEXAS. THE PURPOSES INCLUDE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL WITHIN SECTION 501(C)(3).

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047
2008
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Name of the organization: JOHN G. KENEDY, JR. CHARITABLE TRUST
Employer identification number: 74-6334106

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH STREET SAN ANTONIO, TX 78285	74-1109631	501(C)(3)	3,614,674				CHARITABLE
SPOHN HOSPITAL P.O. BOX 3666 CORPUS CHRISTI, TX 78404	74-1109836	501(C)(3)	3,614,673.				CHARITABLE
DIOCESE OF CORPUS CHRISTI P O. BOX 2620 CORPUS CHRISTI, TX 78403-2620	74-1185667	501(C)(3)	4,819,564.				CHARITABLE
PAX CHRISTI INSTITUTE 4601 CALALLEN DR. CORPUS CHRISTI, TX 78410	74-2324894	501(C)(3)	3,614,673.				CHARITABLE
CONVENT ACADEMY OF THE INCARNATE WORD 2930 S ALAMEDA ST. CORPUS CHRISTI, TX	74-2460683	501(C)(3)	3,614,673.				CHARITABLE
MISSIONARY SOCIETY OF OBLATE FATHERS OF TX 7711 MADONA DRIVE SAN ANTONIO, TX 78216	74-1256497	501(C)(3)	909,629				CHARITABLE

2 Enter total number of section 501(c)(3) and government organizations . . . . ▶ 6

3 Enter total number of other organizations . . . . ▶ NONE

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2008

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Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information

PART I, LINE 2

THE TRUST IS REQUIRED TO DISTRIBUTE INCOME FROM THE RANCH PROPERTY TO THE

MISSIONARY SOCIETY OF OBLATE FATHERS OF TEXAS. THE REMAINING INCOME IS

DISTRIBUTED AS FOLLOWS:

CATHOLIC DIOCESE OF CORPUS CHRISTI 25%

CONVENT ACADEMY OF THE INCARNATE WORD 18.75%

SPOHN HOSPITAL 18.75%

OUR LADY OF THE LAKE UNIVERSITY 18.75%

PAX CHRISTI INSTITUTE 18.75%

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

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Open to Public Inspection

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number

74-6334106

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of.			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
PABLO E. SUESS	(i)	882,788.	NONE	NONE	NONE	NONE	882,788.	733,254.
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

ADDITIONAL INFORMATION ABOUT COMPENSATION

COMPENSATION ON SCHEDULE J AND PAGE 7 OF FORM 990 INCLUDES BOTH TRUSTEE FEES AND ROYALTY FEES.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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Open to Public Inspection

Name of the organization	Employer identification number
JOHN G. KENEDY, JR. CHARITABLE TRUST	74-6334106

SCHEDULE O INFORMATION

FORM 990, PART VI, SECTION A, LINE 8, GOVERNANCE, MANAGEMENT, AND DISCLOSURE:

SECTION A: AS CO-TRUSTEE, FROST NATIONAL BANK MAKES FINAL DECISIONS FOR THE TRUST. ACTIONS AND DECISIONS FOR THE TRUST ARE DOCUMENTED AS REQUIRED BY BANK POLICY. BENEFICIARY ORGANIZATIONS MAY ENFORCE THE TERMS OF THE TRUST AGREEMENT AND ENFORCE THE FIDUCIARY OBLIGATIONS OF THE TRUSTEE UNDER STATE LAW.

FORM 990 IS REVIEWED BY THE TAX PREPARER AND TRUST ACCOUNT OFFICER IN ACCORDANCE WITH INTERNAL BANK POLICIES AND PROCEDURES.

FORM 990, PART VI, SECTION A, LINE 10:

YES, THE ADMINISTRATOR FOR THE TRUST REVIEWS AND SIGNS FORM 990 AS REQUIRED BY INTERNAL BANK POLICIES.

FORM 990, PART VI, SECTION B, LINE 12(C):

FROST NATIONAL BANK HAS A WRITTEN CONFLICT OF INTEREST POLICY. BANK POLICY REQUIRES ALL OFFICERS AND DIRECTORS TO ANNUALLY DISCLOSE INTERESTS THAT COULD GIVE RISE TO CONFLICTS OF INTEREST. THE BANK INTERNAL POLICIES ARE REGULARLY AND CONSISTENTLY MONITORED FOR COMPLIANCE AND ENFORCEMENT BY INTERNAL AND EXTERNAL AUDITORS.

SCHEDULE O (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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Open to Public Inspection

Name of the organization | Employer identification number

FROST NATIONAL BANK HAS A WRITTEN WHISTLEBLOWER POLICY AND A WRITTEN DOCUMENT RETENTION AND DESTRUCTION POLICY.

COMPENSATION FOR THE TRUSTEE IS EITHER SET BY THE GOVERNING DOCUMENT OR REFLECT CHARGES THAT ARE NORMAL AND CUSTOMARY AS ESTABLISHED BY THE BANK FOR SIMILAR ACCOUNTS.

FORM 990, PART VI, SECTION C, LINE 19:

COPIES OF FORM 1023, TRUST GOVERNING DOCUMENTS, TAX RETURNS, AND FINANCIAL REPORTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST. A COPY OF THE CONFLICT OF INTEREST POLICY IS ALSO AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number: 74-6334106

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
OUR LADY OF THE LAKE UNIVERSITY 74-1109631 411 SW 24TH STREET SAN ANTONIO, TX 78285	EDUCATION	TX	501(C)(3)	2	N/A
SPOHN HOSPITAL 74-1109836 P. O. BOX 3666 CORPUS CHRISTI, TX 78404	HEALTHCARE	TX	501(C)(3)	3	N/A
DIOCESE OF CORPUS CHRISTI 74-1185667 P. O. BOX 2620 CORPUS CHRISTI, TX 78403-2	RELIGION	TX	501(C)(3)	1	N/A
PAX CHRISTI INSTITUTE 74-2324894 4601 CALALLEN DRIVE CORPUS CHRISTI, TX 78410	RELIGION	TX	501(C)(3)	1	N/A
CONVENT ACADEMY OF THE INCARNATE WORD 74-2460683 2930 S. ALAMEDA STREET CORPUS CHRISTI, TX 78404	RELIG. /EDUC.	TX	501(C)(3)	2	N/A
MISSIONARY SOCIETY OF OBLATE FATHERS 74-1256497 7711 MADONA DRIVE SAN ANTONIO, TX 78216	RELIGION	TX	501(C)(3)	1	N/A

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV

			Yes	No
1	During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	X
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(A) Name of other organization(s)	(B) Transaction type (a–r)	(C) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

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Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See Instructions regarding exclusion for certain investment partnerships.

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

UNDER ITEM 16, SECTION 2 OF THE WILL OF ELENA S. KENEDY, THE TRUST WAS CREATED TO BENEFIT THE CATHOLIC DIOCESE OF CORPUS CHRISTI, CONVENT ACADEMY OF THE INCARNATE WORD, SPOHN HOSPITAL, OUR LADY OF THE LAKE UNIVERSITY, PAX CHRISTI INSTITUTE, AND THE MISSIONARY SOCIETY OF OBLATE FATHERS OF TEXAS. THE PURPOSES INCLUDE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL WITHIN SECTION 501(C)(3).

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

DESCRIPTION	GRANTS	EXPENSES	REVENUE
PAX CHRISTI INSTITUTE	3,614,673.	3,614,673.	
CONVENT ACADEMY OF THE INCARNATE WORD	3,614,673.	3,614,673.	
MISSIONARY SOCIETY OF THE OBLATE FATHERS OF TEXAS	909,629.	909,629.	
TOTALS	8,138,975.	8,138,975.	

JOHN G. KENEDY, JR. CHARITABLE TRUST 74-6334106

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
TAXABLE BOND FUNDS	NONE	COST
AIM ST INVT TR TREAS PORT	13,455,160.	COST
TAXABLE MUNICIPAL BONDS	NONE	COST
CORPORATE BONDS	5,760,047.	COST
MUTUAL FUNDS	16,517,226.	COST
COMMON STOCK	38,274,099.	COST
GOVERNMENT OBLIGATIONS	10,669,398.	COST
EQUITY	NONE	COST
PASS THROUGH ENTITIES	NONE	COST
TOTALS	84,675,930.	

STATEMENT 3

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES	(IV) NO	(V) YES	(V) NO	(VI) YES	(VI) NO	(VII) AMOUNT OF SUPPORT
OUR LADY OF THE LAKE UNIVERSITY	74-1109631	02	X		X		X		3,614,674.
SPOHN HOSPITAL	74-1109836	03	X		X		X		3,614,673.
DIOCESE OF CORPUS CHRISTI	74-1185667	01	X		X		X		4,819,564
PAX CHRISTI INSTITUTE	74-2324894	01	X		X		X		3,614,673.
CONVENT ACADEMY OF THE INCARNATE WORD	74-2460683	02	X		X		X		3,614,673.
MISSIONARY SOCIETY OF OBLATE FATHERS OF TX	74-1256497	01	X		X		X		909,629
TOTAL AMOUNT OF SUPPORT									20,187,886

STATEMENT 4

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) FROM SECURITIES					
SALES THRU FROST F0486800 - SEE ATTACHMENT	VARIOUS	VARIOUS	6,081,795	8,045,524	-1,963,729
SALES THRU FROST F0486801 - SEE ATTACHMENT	VARIOUS	VARIOUS	605,521.	827,361.	-221,840.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			6,687,316	8,872,885.	-2,185,569.
Totals			6,687,316.	8,872,885.	-2,185,569.

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) FROM SECURITIES					
SALES THRU FROST F0486800 - SEE ATTACHMENT	VARIOUS	VARIOUS	22,519,722.	23,665,848.	-1,146,126
SALES THRU FROST F0486801 - SEE ATTACHMENT	VARIOUS	VARIOUS	1,385,132	1,694,814.	-309,682
CAPITAL GAIN DISTRIBUTIONS	VARIOUS	VARIOUS	304,646.		304,646.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			24,209,500.	25,360,662.	-1,151,162.
CAPITAL GAINS (LOSSES) FROM OTHER ASSETS					
LITIGATION PROCEEDS	VARIOUS	VARIOUS	18,137	NONE	18,137
TOTAL CAPITAL GAINS (LOSSES) FROM OTHER ASSETS			18,137.	NONE	18,137.
Totals			24,227,637.	25,360,662.	-1,133,025

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TAX PREPARER: 180
TRUST ADMINISTRATOR: 18
INVESTMENT OFFICER 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
21276 5960 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		09/19/2008	200000 00			
ACQ	21276 5960	03/15/2006	200000 00	228166 29	-28166 29	LT15
13262 5990 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		01/15/2009	100000.00			
ACQ	13262 5990	03/15/2006	100000 00	142225 67	-42225 67	LT15
6877 5790 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		03/31/2009	50000.00			
ACQ	6877 5790	03/15/2006	50000 00	73753.89	-23753 89	LT15
13020 8330 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		04/16/2009	100000 00			
ACQ	13020 8330	03/15/2006	100000.00	139633 01	-39633 01	LT15
6666 6670 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		04/20/2009	50000 00			
ACQ	6666 6670	03/15/2006	50000 00	71492 11	-21492 11	LT15
21897 8100 FROST INTERNATIONAL EQUITY FD INST-* - 00766Y836 - MINOR = 53						
SOLD		10/06/2008	150000 00			
ACQ	21897 8100	01/21/2005	150000.00	186032 53	-36032 53	LT15
54347 8270 FROST INTERNATIONAL EQUITY FD INST-* - 00766Y836 - MINOR = 53						
SOLD		11/19/2008	300000 00			
ACQ	54347 8270	01/21/2005	300000 00	461711 18	-161711 18	LT15
5000 0000 ALLERGAN INC COM* - 018490102 - MINOR = 42						
SOLD		01/15/2009	198351 92			
ACQ	5000 0000	08/22/2007	198351 92	306779 00	-108427 08	LT15
5000 0000 AMERICAN EXPRESS CO COM* - 025816109 - MINOR = 42						
SOLD		10/22/2008	126099 29			
ACQ	5000 0000	07/30/2007	126099 29	298228 00	-172128 71	LT15
25003 0000 AMERICAN EXPRESS CO COM* - 025816109 - MINOR = 42						
SOLD		11/06/2008	655800 01			
ACQ	7030 0000	07/30/2007	184388 84	419308 57	-234919 73	LT15
	5973.0000	08/02/2007	156664.94	358774 52	-202109 58	LT15
	2000.0000	12/21/2007	52457 71	104197 60	-51739 89	ST
	5000.0000	04/01/2008	131144 26	234949 56	-103805.30	ST
	5000.0000	10/10/2008	131144 26	108334 00	22810 26	ST
2000 0000 APPLE INC COM * - 037833100 - MINOR = 42						
SOLD		04/17/2009	244988 59			
ACQ	1951 0000	03/31/2006	238986 37	122685 90	116300 47	LT15
	49 0000	05/01/2006	6002.22	3476 13	2526 09	LT15
6643 0000 AUTOMATIC DATA PROCESSING INC COM* - 053015103 - MINOR = 42						
SOLD		01/30/2009	244958 59			
ACQ	5836 0000	02/01/2007	215200 71	256255 86	-41055 15	LT15
	807 0000	02/06/2007	29757 88	35658.55	-5900.67	LT15
8541 0000 AUTOMATIC DATA PROCESSING INC COM* - 053015103 - MINOR = 42						
SOLD		02/03/2009	337528 35			
ACQ	3364.0000	02/06/2007	132940 57	148643 56	-15702.99	LT15
	5177 0000	09/25/2007	204587 78	241279.51	-36691 73	LT15
6000.0000 CVS CORP COM - 126650100 - MINOR = 42						
SOLD		01/15/2009	154385 67			
ACQ	6000.0000	08/28/2006	154385 67	201110.40	-46724.73	LT15
7160 0000 CHEVRON CORPORATION COM* - 166764100 - MINOR = 42						
SOLD		10/02/2008	584699 67			
ACQ	1000 0000	03/17/1993	81661.97	19868 75	61793 22	LT15
	6160.0000	10/10/2000	503037 70	219545 20	283492 50	LT15
200000 0000 CITIGROUP INC 6 2% 3/15/09 - 172967AX9 - MINOR = 31						
SOLD		03/15/2009	200000 00			
ACQ	200000.0000	03/26/1999	200000 00	199396 00	604 00	LT15
28756 0000 COACH INC COM* - 189754104 - MINOR = 42						
SOLD		05/22/2008	976778.33			
ACQ	12613.0000	06/08/2006	428435 98	359109 77	69326 21	LT15
	4602 0000	07/31/2006	156319 86	132429.45	23890 41	LT15
	11541 0000	11/30/2007	392022.49	437278 54	-45256.05	ST
10000 0000 COMCAST CORPORATION NEW CL A COM* - 20030N101 - MINOR = 42						
SOLD		01/15/2009	144199.18			
ACQ	10000 0000	05/25/2007	144199 18	271723.00	-127523 82	LT15
5000 0000 CONOCOPHILLIPS COM* - 20825C104 - MINOR = 42						
SOLD		10/02/2008	338608 10			
ACQ	2771.0000	04/06/2006	187656 61	188026.27	-369 66	LT15
	2229.0000	10/16/2006	150951 49	133994.77	16956.72	LT15
5000 0000 DISNEY (WALT) COMPANY HOLDING CO * - 254687106 - MINOR = 42						
SOLD		07/15/2008	144914 88			
ACQ	5000.0000	06/17/2003	144914 88	104257.43	40657 45	LT15
18098 0000 DISNEY (WALT) COMPANY HOLDING CO * - 254687106 - MINOR = 42						
SOLD		11/07/2008	400812 35			
ACQ	6598 0000	06/17/2003	146124.43	137578 10	8546 33	LT15
	5000.0000	07/02/2003	110733 88	98790.45	11943 43	LT15
	2500 0000	07/24/2003	55366 94	52350 75	3016 19	LT15
	4000 0000	10/03/2003	88587.10	84616 62	3970 48	LT15
1000000.0000 DUKE ENERGY CORP 5 375% 1/01/09 - 264399DL7 - MINOR = 31						
SOLD		01/01/2009	1000000.00			
ACQ	1000000 0000	01/07/1999	1000000 00	988260 00	11740 00	LT15
8000 0000 EBAY INCORPORATED COM* - 278642103 - MINOR = 42						
SOLD		06/11/2008	222489 40			
ACQ	8000 0000	03/28/2007	222489 40	267782 40	-45293 00	LT15

FROM 05/01/2008 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 04/30/2009 KENEDY,JOHN G JR CHAR TRUST RUN 07/29/2009
04 36:11 PM

TRUST YEAR ENDING 04/30/2009

TAX PREPARER. 180
TRUST ADMINISTRATOR· 18
INVESTMENT OFFICER 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
7500 0000 FREEPORT-MCMORAN COPPER & GOLD COM* - 35671D857 - MINOR = 42						
SOLD		04/16/2009	329188 32			
ACQ	7133 0000	03/06/2008	313080.04	752415 95	-439335 91	LT15
	367 0000	04/16/2008	16108.28	40988 40	-24880 12	ST
4933 0000 FREEPORT-MCMORAN COPPER & GOLD COM* - 35671D857 - MINOR = 42						
SOLD		04/17/2009	212177 58			
ACQ	1633 0000	04/16/2008	70238 39	182381 60	-112143.21	LT15
	3000 0000	04/18/2008	129035 63	336678 84	-207643.21	ST
	300 0000	10/20/2008	12903.56	10470 00	2433 56	ST
5000 0000 FREEPORT-MCMORAN COPPER & GOLD COM* - 35671D857 - MINOR = 42						
SOLD		04/23/2009	195522.56			
ACQ	2200 0000	10/20/2008	86029 93	76780.00	9249 93	ST
	2800 0000	10/20/2008	109492.63	101371 20	8121 43	ST
29 9600 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		05/15/2008	29 96			
ACQ	29 9600	10/27/1988	29 96	29 67	0 29	LT15
30 2100 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		06/15/2008	30.21			
ACQ	30 2100	10/27/1988	30 21	29 92	0 29	LT15
30 4600 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		07/15/2008	30.46			
ACQ	30.4600	10/27/1988	30.46	30.17	0 29	LT15
30 7200 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		08/15/2008	30.72			
ACQ	30 7200	10/27/1988	30 72	30.42	0 30	LT15
30 9700 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		09/15/2008	30 97			
ACQ	30.9700	10/27/1988	30 97	30 67	0 30	LT15
31.2300 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		10/15/2008	31 23			
ACQ	31 2300	10/27/1988	31 23	30 93	0.30	LT15
31 4900 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		11/15/2008	31 49			
ACQ	31 4900	10/27/1988	31 49	31 19	0 30	LT15
31.7500 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		12/15/2008	31.75			
ACQ	31 7500	10/27/1988	31 75	31 44	0.31	LT15
32.0100 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		01/15/2009	32 01			
ACQ	32 0100	10/27/1988	32 01	31 70	0 31	LT15
32 2800 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		02/15/2009	32 28			
ACQ	32.2800	10/27/1988	32 28	31 97	0 31	LT15
32.5500 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		03/15/2009	32 55			
ACQ	32 5500	10/27/1988	32 55	32 23	0 32	LT15
32.8300 GNMA POOL #209561 9 5% 9/15/17 - 362171WW6 - MINOR = 20						
SOLD		04/15/2009	32 83			
ACQ	32 8300	10/27/1988	32 83	32 51	0 32	LT15
10931 0000 GENENTECH INC COM - 368710406 - MINOR = 42						
SOLD		03/16/2009	1026961 69			
ACQ	5577 0000	12/07/2006	523956 21	462295 38	61660 83	LT15
	5354 0000	02/14/2008	503005 48	387565 84	115439 64	LT15
3000.0000 GENERAL DYNAMICS CORP COM* - 369550108 - MINOR = 42						
SOLD		07/15/2008	244504 26			
ACQ	3000 0000	12/26/2007	244504 26	270842 37	-26338.11	ST
9000 0000 GENERAL ELEC CO - 369604103 - MINOR = 31001						
SOLD		01/15/2009	121319 31			
ACQ	3500.0000	10/21/2002	47179.73	94500.00	-47320.27	LT15
	1000 0000	11/05/2002	13479 92	26315 00	-12835 08	LT15
	1000.0000	11/14/2002	13479 92	24510 00	-11030 08	LT15
	2000.0000	11/21/2002	26959 85	52670 00	-25710 15	LT15
	1500 0000	01/02/2003	20219 89	38092.50	-17872.62	LT15
28500.0000 GENERAL ELEC CO - 369604103 - MINOR = 31001						
SOLD		01/21/2009	365638 70			
ACQ	500 0000	01/02/2003	6414 71	12697 50	-6282 79	LT15
	2000 0000	07/24/2003	25658.86	55920.00	-30261 14	LT15
	3500.0000	08/22/2003	44903.00	105560 00	-60657 00	LT15
	5000 0000	04/08/2004	64147 14	159300 00	-95152 86	LT15
	1000 0000	12/18/2006	12829.43	37660 00	-24830.57	LT15
	9000 0000	01/12/2007	115464.85	341640 00	-226175 15	LT15
	7500 0000	11/04/2008	96220 71	155250 00	-59029 29	ST
1000000 0000 GENERAL ELEC CAP MTN 6 125% 2/22/11 - 36962GWB6 - MINOR = 31						
SOLD		11/21/2008	1011470 00			
ACQ	1000000 0000	03/07/2001	1011470.00	1005603 85	5866 15	LT15
5000 0000 GILEAD SCIENCES INC COM* - 375558103 - MINOR = 42						
SOLD		09/05/2008	242099 14			
ACQ	4920 0000	02/07/2007	238225.55	177480 14	60745 41	LT15
	80 0000	02/08/2007	3873 59	2880.25	993 34	LT15
5000 0000 GILEAD SCIENCES INC COM* - 375558103 - MINOR = 42						
SOLD		09/17/2008	237098.67			
ACQ	4864 0000	02/08/2007	230649 59	175119 08	55530 51	LT15
	136 0000	02/20/2007	6449 08	4945 49	1503 59	LT15

TRUST YEAR ENDING 04/30/2009

TAX PREPARER 180
TRUST ADMINISTRATOR 18
INVESTMENT OFFICER. 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
5000 0000 GILEAD SCIENCES INC COM* - 375558103 - MINOR = 42						
SOLD		11/19/2008	219599.26			
ACQ	5000 0000	02/20/2007	219599.26	181819.49	37779 77	LT15
24619 0000 GOLDCORP INC COM NEW* - 380956409 - MINOR = 44						
SOLD		09/08/2008	682575 18			
ACQ	17757 0000	12/27/2007	492322.49	599325 38	-107002 89	ST
	6862 0000	01/04/2008	190252.69	256834 37	-66581.68	ST
2000 0000 GOODRICH CORP COM* - 382388106 - MINOR = 42						
SOLD		09/18/2008	87747 50			
ACQ	2000 0000	02/11/2005	87747 50	73298.80	14448 70	LT15
4600 0000 HALLIBURTON CO COM* - 406216101 - MINOR = 42						
SOLD		07/15/2008	217712 69			
ACQ	4600 0000	10/04/2007	217712 69	182272 70	35439 99	ST
7005 0000 HALLIBURTON CO COM* - 406216101 - MINOR = 42						
SOLD		09/29/2008	219786 02			
ACQ	7005 0000	10/04/2007	219786 02	277569 62	-57783 60	ST
11186 0000 HANSEN NATURAL CORPORATION COM* - 411310105 - MINOR = 42						
SOLD		05/09/2008	318681 57			
ACQ	11186 0000	06/20/2007	318681 57	501986 29	-183304 72	ST
500000 0000 IBM CORP 5 375% 2/01/09 - 459200AT8 - MINOR = 31						
SOLD		02/01/2009	500000.00			
ACQ	500000 0000	06/14/1999	500000 00	500000 00	0 00	LT15
1000 0000 INTUITIVE SURGICAL INC COM* - 46120E602 - MINOR = 42						
SOLD		09/05/2008	265456 51			
ACQ	1000 0000	11/20/2006	265456.51	100341 10	165115 41	LT15
1481 0000 INTUITIVE SURGICAL INC COM* - 46120E602 - MINOR = 42						
SOLD		10/01/2008	355953 69			
ACQ	1481 0000	11/20/2006	355953 69	148605.17	207348 52	LT15
5000 0000 JPMORGAN CHASE & CO COM* - 46625H100 - MINOR = 42						
SOLD		09/09/2008	203148.86			
ACQ	5000 0000	02/10/2004	203148 86	197470 25	5678 61	LT15
5000 0000 JPMORGAN CHASE & CO COM* - 46625H100 - MINOR = 42						
SOLD		11/13/2008	168852 85			
ACQ	5000 0000	02/10/2004	168852 85	197470 25	-28617 40	LT15
6000 0000 JANUS CAP GROUP INC COM - 47102X105 - MINOR = 42						
SOLD		10/02/2008	127259 23			
ACQ	3749.0000	08/30/2006	79515 81	66841 30	12674 51	LT15
	2251 0000	08/31/2006	47743 42	40108 77	7634 65	LT15
10000.0000 JANUS CAP GROUP INC COM - 47102X105 - MINOR = 42						
SOLD		01/09/2009	87019 50			
ACQ	2733 0000	08/31/2006	23782 43	48697 14	-24914 71	LT15
	2198 0000	09/01/2006	19126 89	39138 91	-20012.02	LT15
	5069.0000	09/06/2006	44110 18	92243 13	-48132 95	LT15
20770 0000 JANUS CAP GROUP INC COM - 47102X105 - MINOR = 42						
SOLD		04/17/2009	174327 90			
ACQ	1283.0000	09/06/2006	10768.55	23347.39	-12578 84	LT15
	7820.0000	09/07/2006	65635 25	141718 73	-76083 48	LT15
	11667.0000	09/12/2006	97924 10	219194 93	-121270 83	LT15
5000 0000 MICROSOFT CORP WASHINGTON COM* - 594918104 - MINOR = 42						
SOLD		06/02/2008	137849 22			
ACQ	2000.0000	07/02/2003	55139 69	53160.00	1979.69	LT15
	3000.0000	07/07/2003	82709.53	82650 00	59 53	LT15
555000 0000 MILWAUKEE WIS 5 625% 12/15/08 - 602364D32 - MINOR = 29						
SOLD		12/15/2008	555000 00			
ACQ	555000 0000	12/09/1998	555000 00	553939 95	1060 05	LT15
500 0000 MONSANTO CO NEW COM* - 61166W101 - MINOR = 42						
SOLD		07/02/2008	61519 68			
ACQ	500 0000	07/28/2006	61519 68	21722 05	39797 63	LT15
1828 0000 MONSANTO CO NEW COM* - 61166W101 - MINOR = 42						
SOLD		08/05/2008	193190 64			
ACQ	1828 0000	07/28/2006	193190 64	79415 81	113774 83	LT15
2000 0000 MONSANTO CO NEW COM* - 61166W101 - MINOR = 42						
SOLD		04/23/2009	156180.94			
ACQ	551 0000	07/28/2006	43027 85	23937 70	19090 15	LT15
	1449 0000	08/16/2006	113153 09	66856 28	46296 81	LT15
29929 0000 NVIDIA CORP COM* - 67066G104 - MINOR = 42						
SOLD		07/08/2008	355805.92			
ACQ	25076 0000	05/28/2008	298111 84	592435 55	-294323 71	ST
	4853 0000	06/04/2008	57694 08	117377 57	-59683 49	ST
5000 0000 NUVASIVE INC COM* - 670704105 - MINOR = 42						
SOLD		10/06/2008	222157.43			
ACQ	1499 0000	05/28/2008	66602.80	60573 09	6029 71	ST
	3501 0000	05/29/2008	155554.63	148474 61	7080 02	ST
10000 0000 ORACLE CORPORATION* - 68389X105 - MINOR = 42						
SOLD		10/02/2008	196101.55			
ACQ	10000 0000	05/27/2005	196101 55	128508 00	67593 55	LT15
5000 0000 O'REILLY AUTOMOTIVE INC COM* - 686091109 - MINOR = 42						
SOLD		03/06/2009	157344.91			
ACQ	5000 0000	01/15/2009	157344 91	139874 50	17470 41	ST
2000 0000 PEPSICO INC COM* - 713448108 - MINOR = 42						
SOLD		01/15/2009	99940 41			
ACQ	1500 0000	06/26/2002	74955 31	73020 00	1935 31	LT15
	500 0000	07/15/2002	24985 10	20274 50	4710.60	LT15

TRUST YEAR ENDING 04/30/2009

TAX PREPARER 180
TRUST ADMINISTRATOR. 18
INVESTMENT OFFICER 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
16749 0000 PETROLEO BRASILEIRO SA PETRO ADR* - 71654V408 - MINOR = 44						
SOLD		04/22/2009	543750 61			
ACQ	16749 0000	01/28/2009	543750 61	426534 92	117215 69	ST
4000 0000 PROCTER & GAMBLE CO COM * - 742718109 - MINOR = 42						
SOLD		10/10/2008	229920 71			
ACQ	4000 0000	03/26/2007	229920 71	254394 40	-24473 69	LT15
5000 0000 SPDR S&P RETAIL ETF* - 78464A714 - MINOR = 42						
SOLD		10/06/2008	133874.42			
ACQ	5000 0000	09/09/2008	133874 42	168195 00	-34320 58	ST
30675 0000 SPDR S&P RETAIL ETF* - 78464A714 - MINOR = 42						
SOLD		11/19/2008	499861.65			
ACQ	15602 0000	09/09/2008	254240 96	524835.68	-270594 72	ST
	15073 0000	10/28/2008	245620 69	318983 93	-73363 24	ST
10000 0000 SELECT SECTOR SPDR FD - TECHNOLOGY * - 81369Y803 - MINOR = 42						
SOLD		12/01/2008	144399.18			
ACQ	10000 0000	11/04/2008	144399 18	173700 00	-29300.82	ST
17000 0000 SELECT SECTOR SPDR FD - TECHNOLOGY * - 81369Y803 - MINOR = 42						
SOLD		04/17/2009	286102 62			
ACQ	11861 0000	11/04/2008	199615.48	206025.57	-6410 09	ST
	5139 0000	11/04/2008	86487.14	89264 43	-2777 29	ST
5000 0000 SUNCOR ENERGY INC* - 867229106 - MINOR = 44						
SOLD		07/15/2008	288219.85			
ACQ	5000 0000	08/02/2006	288219.85	210056 41	78163 44	LT15
10233 0000 SUNCOR ENERGY INC* - 867229106 - MINOR = 44						
SOLD		09/02/2008	531935 71			
ACQ	6488 0000	08/02/2006	337261 69	272569 20	64692 49	LT15
	2000 0000	08/16/2006	103964 76	81699 90	22264 86	LT15
	1745 0000	10/17/2006	90709 26	64528 53	26180 73	LT15
9489 0000 SUNCOR ENERGY INC* - 867229106 - MINOR = 44						
SOLD		10/06/2008	270681 88			
ACQ	3489 0000	10/17/2006	99526 72	129020.08	-29493 36	LT15
	6000 0000	02/23/2007	171155 16	221592 00	-50436 84	LT15
5000 0000 ULTRA PETROLEUM CORP* - 903914109 - MINOR = 42						
SOLD		11/03/2008	213842 20			
ACQ	5000 0000	02/11/2008	213842 20	375329 00	-161486 80	ST
2000000 0000 U S TREASURY NOTES 3 125% 9/15/08 - 912828BK5 - MINOR = 15						
SOLD		09/15/2008	2000000.00			
ACQ	650000 0000	04/21/2004	650000 00	644210 94	5789 06	LT15
	350000 0000	05/14/2004	350000 00	350000.00	0 00	LT15
	350000 0000	06/21/2005	350000 00	350000 00	0 00	LT15
	300000.0000	09/20/2005	300000.00	300000 00	0 00	LT15
	350000.0000	11/08/2005	350000 00	350000 00	0 00	LT15
2500000 0000 U S TREASURY NOTES 3 625% 6/15/10 - 912828DX5 - MINOR = 15						
SOLD		04/29/2009	2584765 63			
ACQ	1000000.0000	06/21/2005	1033906 25	990546 88	43359 37	LT15
	350000.0000	08/16/2005	361867 19	347876.25	13990 94	LT15
	300000 0000	09/20/2005	310171 88	298268 70	11903 18	LT15
	350000 0000	01/31/2006	361867 19	346241.67	15625 52	LT15
	500000 0000	02/22/2006	516953 13	493811 60	23141 53	LT15
2500000.0000 U S TREASURY NOTES 4 75% 1/31/12 - 912828GF1 - MINOR = 15						
SOLD		04/29/2009	2736816.40			
ACQ	500000 0000	02/20/2007	547363 28	500934 22	46429 06	LT15
	1000000 0000	04/25/2007	1094726 56	1005752 08	88974.48	LT15
	1000000 0000	04/26/2007	1094726 56	1004058 23	90668.33	LT15
39860 1230 VANGUARD SHORTTERM INV GRADE INSTL-* - 922031877 - MINOR = 54						
SOLD		06/10/2008	418531 28			
ACQ	39860.1230	05/13/2003	418531.28	433678 14	-15146.86	LT15
5000.0000 ZIMMER HLDGS INC* - 98956P102 - MINOR = 42						
SOLD		06/11/2008	345118.82			
ACQ	2822 0000	09/06/2007	194785.06	222092 25	-27307.19	ST
	2178.0000	09/07/2007	150333 76	173226 36	-22892.60	ST
11622.0000 ZIMMER HLDGS INC* - 98956P102 - MINOR = 42						
SOLD		01/29/2009	434582 10			
ACQ	2540 0000	09/07/2007	94978.36	202017 88	-107039 52	LT15
	2832.0000	09/10/2007	105897 14	226838 67	-120941.53	LT15
	4250 0000	10/11/2007	158920.49	361103 82	-202183 33	LT15
	2000 0000	11/04/2008	74786.11	93128 44	-18342 33	ST
42637.0000 FLEXTRONICS INTERNATIONAL LTD* - Y2573F102 - MINOR = 44						
SOLD		10/03/2008	264932 03			
ACQ	42637 0000	12/20/2007	264932.03	520344 76	-255412 73	ST
		TOTALS	28601517.57	31711372 82		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-1963729 44	0 00	-1146125 81	0 00	0 00	0 00*

TRUST YEAR ENDING 04/30/2009

TAX PREPARER 180
TRUST ADMINISTRATOR 18
INVESTMENT OFFICER. 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
9791 1230 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		01/12/2009	75000 00			
ACQ	9791 1230	03/15/2006	75000 00	104998 19	-29998 19	LT15
3382 9500 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		02/02/2009	25000 00			
ACQ	3382 9500	03/15/2006	25000.00	36278 13	-11278 13	LT15
5526 6540 FROST STRATEGIC BALANCED FUND INSTL* - 00766Y612 - MINOR = 56						
SOLD		02/18/2009	39957 71			
ACQ	2088.3480	03/15/2006	15098 76	22395 06	-7296 30	LT15
	3438.3060	04/18/2007	24858 95	41702 87	-16843 92	LT15
650.0000 AMERICAN EXPRESS CO COM* - 025816109 - MINOR = 42						
SOLD		11/05/2008	18624 99			
ACQ	650 0000	07/30/2007	18624 99	38769 64	-20144 65	LT15
2467 0000 AMERICAN EXPRESS CO COM* - 025816109 - MINOR = 42						
SOLD		11/06/2008	64706 57			
ACQ	435 0000	07/30/2007	11409.55	25945 84	-14536 29	LT15
	532 0000	08/02/2007	13953.75	31955 14	-18001 39	LT15
	200.0000	01/28/2008	5245 77	9278 92	-4033 15	ST
	400 0000	04/01/2008	10491 54	18727 48	-8235 94	ST
	400 0000	05/01/2008	10491 54	20512 00	-10020 46	ST
	500 0000	10/10/2008	13114 42	10889 00	2225 42	ST
669 0000 AUTOMATIC DATA PROCESSING INC COM* - 053015103 - MINOR = 42						
SOLD		01/30/2009	24669 17			
ACQ	209 0000	02/01/2007	7706 81	9177 09	-1470 28	LT15
	365 0000	02/06/2007	13459 26	16128 09	-2668 83	LT15
	95 0000	09/25/2007	3503 10	4427 58	-924 48	LT15
940 0000 AUTOMATIC DATA PROCESSING INC COM* - 053015103 - MINOR = 42						
SOLD		02/03/2009	37147 48			
ACQ	440 0000	09/25/2007	17388 18	20506 66	-3118.48	LT15
	500 0000	10/20/2008	19759.30	17334 05	2425.25	ST
1000 0000 CVS CORP COM - 126650100 - MINOR = 42						
SOLD		01/12/2009	25061 85			
ACQ	801 0000	08/28/2006	20074 54	26848.24	-6773.70	LT15
	199 0000	10/04/2006	4987 31	6403 82	-1416 51	LT15
200000 0000 CITIGROUP INC 6 2% 3/15/09 - 172967AX9 - MINOR = 31						
SOLD		03/15/2009	200000 00			
ACQ	200000 0000	04/06/1999	200000 00	200000 00	0 00	LT15
2669 0000 COACH INC COM* - 189754104 - MINOR = 42						
SOLD		05/22/2008	90660 08			
ACQ	719 0000	06/08/2006	24422 85	20470.94	3951 91	LT15
	300.0000	07/19/2006	10190 34	7935 00	2255 34	LT15
	200 0000	07/21/2006	6793.56	5240.00	1553 56	LT15
	144 0000	07/31/2006	4891 36	4143.82	747 54	LT15
	1306 0000	11/30/2007	44361 96	49483.21	-5121.25	ST
1750.0000 COMCAST CORPORATION NEW CL A COM* - 20030N101 - MINOR = 42						
SOLD		02/04/2009	24678 01			
ACQ	1750 0000	05/25/2007	24678 01	47551.52	-22873.51	LT15
2000.0000 DISNEY (WALT) COMPANY HOLDING CO * - 254687106 - MINOR = 42						
SOLD		11/07/2008	44293 55			
ACQ	600 0000	06/27/2003	13288.07	11563.55	1724 52	LT15
	1000 0000	07/02/2003	22146 78	19795.58	2351 20	LT15
	200.0000	07/22/2003	4429.36	4128 85	300 51	LT15
	200.0000	10/09/2003	4429.36	4343 98	85 37	LT15
1100 0000 EBAY INCORPORATED COM* - 278642103 - MINOR = 42						
SOLD		06/11/2008	30592.47			
ACQ	1100 0000	03/28/2007	30592.47	36820.08	-6227 61	LT15
2273 0000 EBAY INCORPORATED COM* - 278642103 - MINOR = 42						
SOLD		02/02/2009	27572.47			
ACQ	405.0000	03/28/2007	4912 82	13556.48	-8643 66	LT15
	678 0000	04/03/2007	8224 43	23003 82	-14779 39	LT15
	228 0000	05/03/2007	2765.74	7834.06	-5068 32	LT15
	500 0000	10/09/2007	6065 22	19564 10	-13498 88	LT15
	462 0000	11/28/2007	5604 26	15921 49	-10317 23	LT15
1000 0000 FREEPORT-MCMORAN COPPER & GOLD COM* - 35671D857 - MINOR = 42						
SOLD		04/23/2009	39102.82			
ACQ	673 0000	03/06/2008	26316 20	70990 60	-44674 40	LT15
	250 0000	04/07/2008	9775.71	27624.80	-17849 10	LT15
	77 0000	04/17/2008	3010 92	8655 57	-5644 65	LT15
1010 0000 GENENTECH INC COM - 368710406 - MINOR = 42						
SOLD		03/16/2009	94888.86			
ACQ	442 0000	12/07/2006	41525 62	36638 79	4886 83	LT15
	300 0000	03/19/2007	28184 81	24942 00	3242 81	LT15
	268 0000	02/14/2008	25178 43	19400 01	5778 42	LT15
4000 0000 GENERAL ELEC CO - 369604103 - MINOR = 31001						
SOLD		01/21/2009	51317 71			
ACQ	850 0000	10/21/2002	10905 01	22965 11	-12060 10	LT15
	400.0000	11/21/2002	5131 77	10534 00	-5402 23	LT15
	250 0000	01/02/2003	3207.36	6352 20	-3144 84	LT15
	250 0000	11/18/2005	3207.36	8852 50	-5645 14	LT15
	400 0000	07/24/2006	5131.77	13100 00	-7968 23	LT15
	350 0000	07/31/2006	4490.30	11497 50	-7007.20	LT15
	500 0000	04/07/2008	6414.71	18804 00	-12389 29	ST
	1000.0000	11/04/2008	12829 43	20740 00	-7910 57	ST

TRUST YEAR ENDING 04/30/2009

TAX PREPARER· 180
TRUST ADMINISTRATOR 18
INVESTMENT OFFICER· 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1000 0000 GILEAD SCIENCES INC COM* - 375558103 - MINOR = 42						
SOLD		11/19/2008	43929 75			
ACQ	266.0000	02/07/2007	11685.31	9595 47	2089 84	LT15
	430 0000	02/08/2007	18889 79	15481 33	3408 46	LT15
	304.0000	02/20/2007	13354 64	11054 63	2300 01	LT15
3223 0000 GOLDCORP INC COM NEW* - 380956409 - MINOR = 44						
SOLD		09/08/2008	89359.43			
ACQ	1620.0000	12/27/2007	44915.38	54677 43	-9762 05	ST
	603.0000	01/04/2008	16718.50	22569 39	-5850 89	ST
	500.0000	04/07/2008	13862 77	20668 30	-6805 53	ST
	500 0000	05/05/2008	13862 77	18458 30	-4595 53	ST
215.0000 GOODRICH CORP COM* - 382388106 - MINOR = 42						
SOLD		09/18/2008	9434.89			
ACQ	215.0000	02/11/2005	9434 89	7879 62	1555.27	LT15
276 0000 HALLIBURTON CO COM* - 406216101 - MINOR = 42						
SOLD		09/26/2008	9165 33			
ACQ	276 0000	10/04/2007	9165 33	10936 36	-1771 03	ST
1000 0000 HALLIBURTON CO COM* - 406216101 - MINOR = 42						
SOLD		09/29/2008	31369 82			
ACQ	1000 0000	10/04/2007	31369 82	39624 51	-8254.69	ST
1033.0000 HANSEN NATURAL CORPORATION COM* - 411310105 - MINOR = 42						
SOLD		05/09/2008	29429 47			
ACQ	1033.0000	06/20/2007	29429.47	46357 22	-16927 75	ST
100000 0000 IBM CORP 5 375% 2/01/09 - 459200AT8 - MINOR = 31						
SOLD		02/01/2009	100000 00			
ACQ	100000 0000	06/14/1999	100000 00	100000 00	0 00	LT15
176 0000 INTUITIVE SURGICAL INC COM* - 46120E602 - MINOR = 42						
SOLD		10/01/2008	42301 04			
ACQ	172 0000	11/20/2006	41339 65	17258 67	24080 98	LT15
	4.0000	11/28/2006	961 39	407 77	553 62	LT15
500 0000 JPMORGAN CHASE & CO COM* - 46625H100 - MINOR = 42						
SOLD		10/06/2008	21854 87			
ACQ	500 0000	03/04/2004	21854 87	21200.00	654.87	LT15
3095 0000 JANUS CAP GROUP INC COM - 47102X105 - MINOR = 42						
SOLD		01/12/2009	25070.97			
ACQ	79 0000	08/30/2006	639 94	1408 50	-768 56	LT15
	456 0000	08/31/2006	3693 82	8125 10	-4431.28	LT15
	201 0000	09/01/2006	1628 20	3579.13	-1950 93	LT15
	581 0000	09/06/2006	4706.38	10572.75	-5866.37	LT15
	716 0000	09/07/2006	5799.94	12975 78	-7175 84	LT15
	1062.0000	09/12/2006	8602.70	19952 43	-11349 73	LT15
1150.0000 MICROSOFT CORP WASHINGTON COM* - 594918104 - MINOR = 42						
SOLD		06/02/2008	31705 32			
ACQ	1000.0000	04/23/1996	27569.84	7054 69	20515 15	LT15
	150 0000	10/19/2000	4135 48	4565 63	-430 15	LT15
180.0000 MONSANTO CO NEW COM* - 61166W101 - MINOR = 42						
SOLD		08/05/2008	19023.14			
ACQ	180 0000	07/28/2006	19023 14	7819.94	11203.20	LT15
3134.0000 NVIDIA CORP COM* - 67066G104 - MINOR = 42						
SOLD		07/08/2008	37258 04			
ACQ	2634 0000	05/28/2008	31313.87	62229 83	-30915 96	ST
	500.0000	06/04/2008	5944 17	12093 30	-6149 13	ST
400 0000 NUVASIVE INC COM* - 670704105 - MINOR = 42						
SOLD		10/10/2008	15439.03			
ACQ	157 0000	05/28/2008	6059.82	6344 21	-284 39	ST
	243 0000	05/29/2008	9379.21	10305 43	-926 22	ST
1000.0000 ORACLE CORPORATION* - 68389X105 - MINOR = 42						
SOLD		10/06/2008	17701 90			
ACQ	1000 0000	05/27/2005	17701 90	12850 80	4851 10	LT15
570 0000 O'REILLY AUTOMOTIVE INC COM* - 686091109 - MINOR = 42						
SOLD		03/06/2009	17968 00			
ACQ	570 0000	01/15/2009	17968 00	15945 69	2022 31	ST
1847 0000 PETROLEO BRASILEIRO SA PETRO ADR* - 71654V408 - MINOR = 44						
SOLD		04/22/2009	59962 23			
ACQ	1847 0000	01/28/2009	59962 23	47036 24	12925 99	ST
300 0000 PROCTER & GAMBLE CO COM * - 742718109 - MINOR = 42						
SOLD		01/30/2009	16595 90			
ACQ	300.0000	03/26/2007	16595 90	19079 58	-2483.68	LT15
250 0000 PROCTER & GAMBLE CO COM * - 742718109 - MINOR = 42						
SOLD		02/02/2009	13169 92			
ACQ	250.0000	03/26/2007	13169 92	15899 65	-2729.73	LT15
3438 0000 SPDR S&P RETAIL ETF* - 78464A714 - MINOR = 42						
SOLD		11/19/2008	56023 62			
ACQ	2262 0000	09/09/2008	36860 22	76091 42	-39231.20	ST
	1176 0000	10/28/2008	19163 40	24887 22	-5723 82	ST
1400 0000 SELECT SECTOR SPDR FD - TECHNOLOGY * - 81369Y803 - MINOR = 42						
SOLD		12/01/2008	20190 68			
ACQ	1400.0000	11/04/2008	20190 68	24318 00	-4127 32	ST
1000 0000 SELECT SECTOR SPDR FD - TECHNOLOGY * - 81369Y803 - MINOR = 42						
SOLD		02/02/2009	14781 91			
ACQ	1000 0000	11/04/2008	14781 91	17370 00	-2588 09	ST
1075 0000 SUNCOR ENERGY INC* - 867229106 - MINOR = 44						
SOLD		09/02/2008	55881.06			
ACQ	1024 0000	08/02/2006	53229 96	43019 55	10210 41	LT15
	51 0000	08/16/2006	2651 10	2122 11	528.99	LT15

TAX PREPARER 180
TRUST ADMINISTRATOR 18
INVESTMENT OFFICER 338

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1029 0000 SUNCOR ENERGY INC* - 867229106 - MINOR = 44						
SOLD		10/15/2008	21514.03			
ACQ	269.0000	08/16/2006	5624.17	11193 09	-5568.92	LT15
	460 0000	10/04/2006	9617.54	15642 30	-6024 76	LT15
	300 0000	03/19/2007	6272 31	10375 50	-4103 19	LT15
7088 8470 VANGUARD SHORTTERM INV GRADE INSTL-* - 922031877 - MINOR = 54						
SOLD		06/05/2008	75000.00			
ACQ	7088 8470	02/11/2003	75000 00	76488 66	-1488 66	LT15
6774 5840 VANGUARD SHORTTERM INV GRADE INSTL-* - 922031877 - MINOR = 54						
SOLD		06/10/2008	71133.13			
ACQ	2178 9940	02/11/2003	22879 44	23511 34	-631 90	LT15
	4595 5900	05/13/2003	48253.69	50000 00	-1746 31	LT15
550 0000 ZIMMER HLDGS INC* - 98956P102 - MINOR = 42						
SOLD		06/11/2008	37971 84			
ACQ	257 0000	09/06/2007	17743.21	20225 98	-2482.77	ST
	293 0000	09/07/2007	20228.63	23303 64	-3075.01	ST
1459 0000 ZIMMER HLDGS INC* - 98956P102 - MINOR = 42						
SOLD		01/29/2009	54556 46			
ACQ	137 0000	09/07/2007	5122.85	10896 24	-5773 39	LT15
	258 0000	09/10/2007	9647 41	20665 39	-11017.98	LT15
	414 0000	10/11/2007	15480.72	35175 76	-19695 04	LT15
	200.0000	04/07/2008	7478.61	15688 00	-8209 39	ST
	450 0000	11/04/2008	16826.87	20996 78	-4169 91	ST
6371 0000 FLEXTRONICS INTERNATIONAL LTD* - Y2573F102 - MINOR = 44						
SOLD		10/03/2008	39587 25			
ACQ	3871 0000	12/20/2007	24053 09	47241 94	-23188.85	ST
	2500 0000	04/01/2008	15534 16	24223 00	-8688 84	ST
		TOTALS	1990652 77	2522174 96		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-221840 05	0 00	-309682.14	0 00	0 00	0.00*

Form **8868**
(Rev. April 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

Electronic Filing ***(e-file).*** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions	JOHN G. KENEDY, JR. CHARITABLE TRUST	74-6334106
	Number, street, and room or suite no. If a P O box, see instructions. P O BOX 2950	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN ANTONIO, TX 78299	

Check type of return to be filed (file a separate application for each return):

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ FROST FINANCIAL MGMT GROUP

Telephone No. ▶ 210 220-4436 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15 ,2009 ,to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or
▶ [X] tax year beginning 05/01 ,2008 , and ending 04/30 ,2009 .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ NONE
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ NONE
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ NONE

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 4-2008)

JSA
8F8054 2.000

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