Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply [ ] Initial return [ ] Initial Return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation: THE HARVEY E. NAJIM FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 613 NW LOOP 410 — Room/suite: 1000

City or town: SAN ANTONIO — State: TX — ZIP code: 78216

A Employer identification number: 20-8060391

B Telephone number (see the instructions): (210) 369-8039

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

D 1 Foreign organizations, check here ► [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 68,487,561.

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	2,589,191.	2,589,191.		
	4 Dividends and interest from securities	281,268.	281,268.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-285,388.			
	b Gross sales price for all assets on line 6a 15,282,686.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,585,071.	2,870,459.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	584.			
	b Accounting fees (attach sch)	4,598.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) FOREIGN TAXES	4,741.	4,741.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,305.			
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	193,695.	90,770.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	204,923.	95,511.		
	25 Contributions, gifts, grants paid	5,208,548.			5,208,548.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,413,471.	95,511.		5,208,548.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-2,828,400.			
	b **Net investment income** (if negative, enter -0-)		2,774,948.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	6,421,289.	6,386,210.	6,386,210.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	5,699,415.		
	b Investments – corporate stock (attach schedule) L-10b Stmt	9,107,509.	9,637,963.	8,371,758.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	49,401,694.	51,782,718.	53,729,593.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	70,629,907.	67,806,891.	68,487,561.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	70,629,907.	67,806,891.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	70,629,907.	67,806,891.	
	31 Total liabilities and net assets/fund balances (see the instructions)	70,629,907.	67,806,891.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	70,629,907.
2	Enter amount from Part I, line 27a	2	-2,828,400.
3	Other increases not included in line 2 (itemize) ► DIVIDENDS INCLUDED IN 2008 1099-DIV RECEIVED IN 2009	3	7,400.
4	Add lines 1, 2, and 3	4	67,808,907.
5	Decreases not included in line 2 (itemize) ► DIVIDENDS INCLUDED IN 2009 1099-DIV NOT RECEIVED UNTIL 2010	5	2,016.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	67,806,891.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	FRACTIONAL SHARE PFIZER	P	10/16/09	11/10/09
b	500 SH. BANK OF AMERICA	P	12/13/07	03/31/09
c	700 SH. US BANCORP	P	02/06/08	10/21/09
d	1120 SH. UNITED HEALTH	P	12/12/07	03/25/09
e	See Columns (a) thru (d)			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	14.		13.	1.
b	3,750.		21,153.	-17,403.
c	16,352.		22,797.	-6,445.
d	23,164.		56,820.	-33,656.
e	See Columns (e) thru (h)		15,467,190.	-227,884.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1.
b				-17,403.
c				-6,445.
d				-33,656.
e	See Columns (i) thru (l)			-227,884.

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** -285,387.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 — **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	5,775,436.	70,184,600.	0.082289
2007	3,861,698.	74,223,674.	0.052028
2006	0.	36,960,589.	0.000000
2005			
2004			

2	**Total** of line 1, column (d)	2	0.134317
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044772
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	66,898,182.
5	Multiply line 4 by line 3	5	2,995,165.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,749.
7	Add lines 5 and 6	7	3,022,914.
8	Enter qualifying distributions from Part XII, line 4	8	5,208,548.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	27,749.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	27,749.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	27,749.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	47,141.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	47,141.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	19,392.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ►	19,392.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ ______ (2) On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX - Texas			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► NAJIMFOUNDATION.ORG

14 The books are in care of ► BROADWAY NATIONAL BANK Telephone no ► (210) 283-6700

Located at ► 1177 NE LOOP 410, SAN ANTONIO, TX ZIP + 4 ► 78217

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ►| 15 |

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARVEY E. NAJIM 613 NW Loop 410, Suite 1000 SAN ANTONIO, TX 78216	DIRECTOR 5.00	0.	0.	0.
CARRIE N. MATTHIESEN 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
CHRISTINE N. RAY 613 NW Loop 410, Suite 1000 San Antonio, TX 78216	DIRECTOR 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		61,365.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	63,057,456.
b Average of monthly cash balances		1b	4,859,480.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	67,916,936.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2 Acquisition indebtedness applicable to line 1 assets		2	
3 Subtract line 2 from line 1d		3	67,916,936.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	1,018,754.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	66,898,182.
6 Minimum investment return. Enter 5% of line 5		6	3,344,909.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	3,344,909.
2a Tax on investment income for 2009 from Part VI, line 5	2a 27,749.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	27,749.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	3,317,160.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	3,317,160.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	3,317,160.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	5,208,548.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,208,548.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	27,749.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,180,799.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,317,160.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 0.				
b From 2005 — 0.				
c From 2006 — 0.				
d From 2007 — 134,788.				
e From 2008 — 2,288,775.				
f **Total** of lines 3a through e	2,423,563.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 5,208,548.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				3,317,153.
e Remaining amount distributed out of corpus	1,891,395.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,314,958.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				7.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	4,314,958.			
10 Analysis of line 9.				
a Excess from 2005 — 0.				
b Excess from 2006 — 0.				
c Excess from 2007 — 134,788.				
d Excess from 2008 — 2,288,775.				
e Excess from 2009 — 1,891,395.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

HARVEY E. NAJIM

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

NONE

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

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

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

Melissa Bauman, Executive Director
613 NW Loop 410, Suite 1000
SAN ANTONIO TX 78216 (210) 369-0666

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

SEE ATTACHED STATEMENT.

c Any submission deadlines

SEE ATTACHED STATEMENT.

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

SEE ATTACHED STATEMENT.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANY BABY CAN 217 HOWARD ST. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	50,000.
CARVER ACADEMY 217 ROBINSON PLACE SAN ANTONIO TX 78202		PUBLIC CHARITY	SCHOLARSHIPS	210,000.
CHILDREN'S ASSN. FOR MAXIMUM POTENTIAL P.O. BOX 27086 SAN ANTONIO TX 78227		PUBLIC CHARITY	ASSIST CHILDREN	75,000.
COMMUNITIES IN SCHOOLS 1616 E. COMMERCE ST. SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	40,000.
HABITAT FOR HUMANITY 311 PROBANDT ST. SAN ANTONIO TX 78204		PUBLIC CHARITY	ASSIST FAMILIES	102,000.
JUNIOR ACHIEVEMENT 403 E. RAMSEY SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST CHILDREN	30,000.
JUVENILE DIABETES RESEARCH 8700 CROWNHILL BLVD. SAN ANTONIO TX 78209		PUBLIC CHARITY	DISEASE RESEARCH	30,000.
MAKE-A-WISH FOUNDATION 2224 WALSH TARLTON LANE, SUITE 200 AUSTIN TX 78746		PUBLIC CHARITY	ASSIST CHILDREN	50,000.
MISSION ROAD DEVELOPMENT CENTER 8706 MISSION RD. SAN ANTONIO TX 78214		PUBLIC CHARITY	ASSIST CHILDREN	70,000.
See Line 3a statement				4,551,548.
Total			► 3a	5,208,548.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,589,191.	
4 Dividends and interest from securities			14	281,268.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-285,388.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,585,071.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,585,071.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

SIGN HERE

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

▶ Harvey E. Najim — Signature of officer or trustee — Date 11/11/10 — ▶ Title President

Paid Preparer's Use Only

Preparer's signature ▶	Date 11/11/2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature in the instrs) P00059145
Firm's name (or yours if self-employed), address, and ZIP code ▶	KEN FLINT, P.C.		EIN ▶ 74-2586510
	12120 N NORTH LOOP RD		
	SAN ANTONIO TX 78216-2709		Phone no ▶ (210) 496-1444

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2009

Name	Employer Identification Number
THE HARVEY E. NAJIM FAMILY FOUNDATION	20-8060391

Asset Information:

Description of Property: STOCK & BOND SALES
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 15,282,075. — Cost or other basis (do not reduce by depreciation): 15,568,074.
Sales Expense: — Valuation Method:
Total Gain (Loss): -285,999. — Accumulation Depreciation:

Description of Property: CAPITAL GAIN DISTRIBUTIONS
Date Acquired.: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 611. — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): 611. — Accumulation Depreciation:

Description of Property:
Date Acquired — How Acquired
Date Sold — Name of Buyer
Sales Price — Cost or other basis (do not reduce by depreciation)
Sales Expense — Valuation Method
Total Gain (Loss) — Accumulation Depreciation

Description of Property
Date Acquired — How Acquired
Date Sold — Name of Buyer
Sales Price — Cost or other basis (do not reduce by depreciation)
Sales Expense — Valuation Method
Total Gain (Loss) — Accumulation Depreciation:

Description of Property
Date Acquired — How Acquired
Date Sold — Name of Buyer
Sales Price — Cost or other basis (do not reduce by depreciation)
Sales Expense — Valuation Method
Total Gain (Loss) — Accumulation Depreciation

Description of Property
Date Acquired — How Acquired
Date Sold — Name of Buyer
Sales Price — Cost or other basis (do not reduce by depreciation)
Sales Expense: — Valuation Method
Total Gain (Loss) — Accumulation Depreciation

Description of Property
Date Acquired — How Acquired
Date Sold — Name of Buyer
Sales Price — Cost or other basis (do not reduce by depreciation)
Sales Expense — Valuation Method
Total Gain (Loss): — Accumulation Depreciation

Description of Property
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer
Sales Price — Cost or other basis (do not reduce by depreciation)
Sales Expense — Valuation Method.
Total Gain (Loss). — Accumulation Depreciation

Miscellaneous Statement

Part XV Supplemental Information		
Question 2b: Letter of Inquiry (LOI) should be submitted with following		
Brief statement of organization's purpose and history.		
Project description and amount of funding request.		
Brief statement of any previous funding received from the Najim Foundation.		
Line item budget for project in which funds are being requested.		
Requesting organization's total revenue and expenses for the		
current fiscal year. Project timeline.		
Brief project evaluation criteria.		
List of other project funders including pending and commitments.		
Contact information of primary and secondary person within requesting		
organization. Include a copy of the organization's IRS Determination Letter.		
Question 2c. Letters of Inquiry are accepted through out the year.		
Question 2d: Applications are only accepted from Section 501(c)(3) organ		
Only 501(c)(3) organizations located and serving children in the		
following Texas counties will be considered:		
Bexar, Atascosa, Bandera, Comal, Guadalupe, Kendall, Kerr,		
Medina and Wilson.		
The requesting organization must meet the Najim Foundation's funding pri		
Funding priorities are to provide children with food, shelter, education		
medical research into illnesses and diseases affecting children and other		
children's charitable purposes in the Greater San Antonio, Texas area.		
Before any grant funds are disbursed, the recipient organization must enter		
into a written agreement with the Najim Foundation outlining respective		
responsibilities and obligations of both parties concerning the grant.		

Total

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
TRUST MGMT FEES	77,520.	77,520.		
ACCRUED INTEREST PAID	13,250.	13,250.		
PAYROLL	61,365.			
PAYROLL TAXES & EXPENSES	11,632.			
OFFICE EXPENSES & SOFTWARE	29,234.			
SUBCONTRACTORS FEES	400.			
MEALS	294.			
Total	193,695.	90,770.		

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
825 SH. WATERS CORP.	P	11/07/07	03/30/09
1345 SH. WYETH	P	11/07/07	10/15/09
COCA COLA ENTERPRISES BONDS	P	08/06/08	03/31/09
FED HOME LOAN BANK BONDS	P	03/20/08	02/24/09
FED HOME LOAN BANK BONDS	P	12/21/07	04/02/09
BELLSOUTH BONDS	P	07/24/08	09/15/09
FED FARM CREDIT BANK BONDS	P	11/20/07	11/27/09
FED HOME LOAN BANK BONDS	P	09/05/08	04/02/09
FED NATL MORTGAGE ASSN BONDS	P	03/27/08	04/10/09
FED NATL MORTGAGE ASSN BONDS	P	04/17/08	04/24/09
HOUSEHOLD FINANCE BONDS	P	09/08/08	11/16/09
FRACTIONAL SHARE PFIZER	P	11/10/09	11/10/09
2000 SH. BANK OF AMERICA	P	07/31/07	03/31/09
3510 SH. LLOYDS BANKING GROUP	P	07/31/07	02/02/09
2760 SH. WYETH	P	09/28/07	10/15/09
CAPITAL GAIN DISTRIBUTIONS	P	12/31/09	12/31/09

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
26,335.		58,190.	-31,855.
66,690.		61,467.	5,223.
2,543,875.		2,530,075.	13,800.
500,000.		500,000.	0.
3,200,000.		3,200,000.	0.
2,980,000.		2,984,503.	-4,503.
500,000.		500,000.	0.
500,000.		500,000.	0.
500,000.		499,415.	585.
500,000.		500,000.	0.
3,750,000.		3,749,425.	575.
11.		11.	0.
15,000.		98,970.	-83,970.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (e) thru (h)

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
19,934.		156,126.	-136,192.
136,850.		129,008.	7,842.
611.		0.	611.
Total		15,467,190.	-227,884.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			-31,855.
			5,223.
			13,800.
			0.
			0.
			-4,503.
			0.
			0.
			585.
			0.
			575.
			0.
			-83,970.
			-136,192.
			7,842.
			611.
Total			-227,884.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Person [X] Business [ ] MELISSA BAUMAN 613 NW Loop 410, Suite 1000 San Antonio TX 78216	EXECUTIVE DIRECTO 40.00	61,365.	0.	0.
Person [X] Business [ ] ROY TERRACINA 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1 Continued
Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person [X] Business [ ] DON HARRIS 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Person [X] Business [ ] JIM HOUSE 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Person [X] Business [ ] NANCY MAY 613 NW Loop 410, Suite 1000 San Antonio TX 78216	DIRECTOR 5.00	0.	0.	0.
Total		61,365.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
RESPITE CARE OF S.A. 605 BELKNAP SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 600,000.
TRANSPLANTS FOR CHILDREN 7550 W. IH-10 SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
WINSTON SCHOOL 8565 EWING HALSELL SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 85,000.
AUSTIN CHILDREN'S SHELTER P.O. BOX 684213 AUSTIN TX 78768		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
SAN ANTONIO YOUTH CENTERS 1215 W. POPLAR ST. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 75,000.
SAMM MINISTRIES 910 W. COMMERCE ST. SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST HOMELESS	Person or [ ] Business [X] 500,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
UNICORN CENTERS 4630 HAMILTON WOLFE RD. SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 36,200.
ACHIEVER'S CENTER FOR EDUCATION 5084 DEZAVALA RD. SAN ANTONIO TX 78249		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 30,000.
ARC OF SAN ANTONIO 4354 THOUSAND OAKS SAN ANTONIO TX 78217		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 35,000.
CHILDREN'S BEREAVEMENT CENTER 332 W. CRAIG PLACE SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 300,000.
CHILDSAFE 7130 W. US HWY 90 SAN ANTONIO TX 78227		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 85,000.
SANTA ROSA CHILDREN'S HOSPITAL 333 N. SANTA ROSA SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 45,500.
CITY YEAR, INC. 109 N. SAN SABA, SUITE 1 SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 67,500.
HEALY-MURPHY CENTER 618 LIVE OAK ST. SAN ANTONIO TX 78202		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
HILL COUNTRY YOUTH RANCH P.O. BOX 67 INGRAM TX 78025		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 338,501.
KINETIC KIDS P.O. BOX 690993 SAN ANTONIO TX 78269		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
TEAM ABILITY P.O. BOX 5302 SAN ANTONIO TX 78201		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 500.
BIG BROTHERS-BIG SISTERS 202 BALTIMORE AVE. SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
BOYS & GIRLS CLUB 600 SW 19TH ST. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 30,000.
AUTISM SERVICE CENTER 701 S. ZARZAMORA SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
KIPP ASPIRE ACADEMY 735 FREDERICKSBURG RD. SAN ANTONIO TX 78201		PUBLIC CHARITY	SCHOLARSHIPS	Person or [ ] Business [X] 200,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox / Amount
a *Paid during the year*				
ST. PAUL EPISCOPAL MONTESSORI SCHOOL 1018 E. GRAYSON SAN ANTONIO TX 78208		PUBLIC CHARITY	SCHOLARSHIPS	Person or [ ] Business [X] 15,000.
PROVIDENCE HIGH SCHOOL 1215 N. ST. MARY'S SAN ANTONIO TX 78201		PUBLIC CHARITY	SCHOLARSHIPS	Person or [ ] Business [X] 66,304.
PREVENT BLINDNESS TEXAS 2929 MOSSROCK SAN ANTONIO TX 78230		PUBLIC CHARITY	DISEASE RESEARCH	Person or [ ] Business [X] 20,000.
SAN ANTONIO SYMPHONY 222 E. HOUSTON SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 20,000.
INSPIRE FINE ART CENTER 335 W. SUNSET RD. SAN ANTONIO TX 78209		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 10,000.
MAGIK CHILDREN'S THEATRE 420 S. ALAMO SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 10,000.
ASSISTANCE LEAGUE OF S.A. 2611 WEST AVE. SAN ANTONIO TX 78201		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
BOYSVILLE 8555 E. LOOP 1604 N. SAN ANTONIO TX 78109		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 160,000.
FAMILY SERVICE ASSN. 702 SAN PEDRO AVE. SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 275,000.
LEUKEMIA & LYMPHOMA SOCIETY 950 ISOM RD. SAN ANTONIO TX 78216		PUBLIC CHARITY	DISEASE RESEARCH	Person or [ ] Business [X] 25,000.
ST. JUDE'S CHILDREN'S HOSPITAL 4324 N. BELTLINE RD., SUITE C-206 IRVING TX 75038		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
CASA OF CENTRAL TEXAS P.O. BOX 1267 SAN MARCOS TX 78667		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
STARLIGHT CHILDREN'S FOUNDATION 5757 WILSHIRE BLVD, SUITE M-100 LOS ANGELES CA 90036		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 21,250.
HILL COUNTRY DAILY BREAD 234 W. BANDERA RD. #133 BOERNE TX 78006		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 27,840.
SLAM DUNK FOR LIFE P.O. BOX 791066 SAN ANTONIO TX 78279		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
SETON HOME 1115 MISSION RD. SAN ANTONIO TX 78210		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.
A WORLD FOR CHILDREN 2391 NE LOOP 410 #208 SAN ANTONIO TX 78217		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 73,650.
EL CENTRO DEL BARRIO 2300 W. COMMERCE #300 SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,400.
HILL COUNTRY COUNCIL 102 BUSINESS DR. KERRVILLE TX 78028		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 3,350.
MIRACLE LEAGUE OF S.A. 926 CHULIE SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 10,500.
MITCHELL LAKE AUDUBON CENTER 10750 PLEASANTON RD. SAN ANTONIO TX 78221		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 5,000.
SOUTHWEST MENTAL HEALTH CENTER 8535 TOM SLICK SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 5,000.
HIDALGO FOUNDATION OF BEXAR CO. 100 DOLOROSA, 5TH FLOOR SAN ANTONIO TX 78205		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 100,000.
BLESSED SACRAMENT ACADEMY 1135 MISSION RD. SAN ANTONIO TX 78210		PUBLIC CHARITY	SCHOLARSHIPS	Person or [ ] Business [X] 20,000.
ST. PETER ST. JOSEPH CHILDREN'S HOME 919 MISSION RD. SAN ANTONIO TX 78210		PUBLIC CHARITY	ASSIST CHILDREN	Person or [X] Business [ ] 137,353.
SAN ANTONIO RIVER FOUNDATION 100 E. GUENTHER ST. SAN ANTONIO TX 78204		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 5,000.
ANY BABY CAN-TEXAS HILL COUNTRY 624 EARL GARRETT ST. KERRVILLE TX 78028		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
GENAUSTIN P.O. BOX 3122 AUSTIN TX 78704		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
KEYSTONE SCHOOL 119 E. CRAIG PLACE SAN ANTONIO TX 78212		PUBLIC CHARITY	SCHOLARSHIPS	Person or [ ] Business [X] 20,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. DALLAS TX 75236		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 50,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
SOUTHWESTERN DIABETIC FOUNDATION, INC. P.O. BOX 918 GAINESVILLE TX 76241		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 10,000.
YMCA OF GREATER S.A. 3233 N. ST. MARY'S SAN ANTONIO TX 78212		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 20,000.
HOPE FOR THE FUTURE 2718 W. WOODLAWN SAN ANTONIO TX 78228		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 250,000.
GUADALUPE COMMUNITY CENTER 1801 W. DURANGO BLVD. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 25,200.
MIRACLE FLIGHTS FOR KIDS 2764 N. GREEN VALLEY PKWY. #115 GREEN VALLEY NV 89014		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 10,000.
AVANCE OF S.A. 118 N. MEDINA ST. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 50,000.
ONE BY ONE MINISTRIES 7300 BLANCO RD. SAN ANTONIO TX 78216		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 1,000.
NATIONAL KIDNEY FOUNDATION 1919 OAKWELL FARMS PKWY. SAN ANTONIO TX 78218		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 8,000.
ST. VINCENT DE PAUL SOCIETY 1103 S. FRIO ST. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 10,000.
S.A. SPURS FOUNDATION ONE AT&T CENTER SAN ANTONIO TX 78213		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business 2,500.
MAKE A WISH FOUNDATION 1931 NW MILITARY HWY. SAN ANTONIO TX 78213		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 5,000.
COMAL CO. CHILD WELFARE BOARD P.O. BOX 310614 NEW BRAUNFELS TX 78131		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 6,000.
COMMUNITIES IN SCHOOLS 8700 N. STEMMONS FRWY. DALLAS TX 75247		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 25,000.
GOOD SAMARITAN CENTER 1600 SALTILLO ST. SAN ANTONIO TX 78207		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 60,000.
MEALS ON WHEELS 4306 NW LOOP 410 SAN ANTONIO TX 78229		PUBLIC CHARITY	ASSIST CHILDREN	Person or Business X 10,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
TEAMABILITY 1711 N. TRINITY ST. SAN ANTONIO TX 78201		PUBLIC CHARITY	ASSIST CHILDREN	Person or [ ] Business [X] 25,000.
Total				4,551,548.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
FED HOME LOAN BANK				
FED NATL MTG ASSN				
FED NATL MTG ASSN				
FED NATL MTG ASSN				
FED NATL MTG ASSN				
FED NATL MTG ASSN				
Total				

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
1685 ADOBE SYSTEMS	67,393.	61,974.
1050 ALLSTATE	52,835.	31,542.
1255 ALTRIA	26,791.	24,636.
1440 AMPHENOL	61,456.	66,499.
445 APACHE	45,484.	45,911.
400 BANK OF AMERICA	17,275.	6,024.
5 BERKSHIRE HATHAWAY B	16,610.	16,430.
915 CATERPILLAR	66,287.	52,146.
635 CHEVRON	55,125.	48,889.
2350 CISCO SYSTEMS	67,852.	56,259.
495 COLGATE PALMOLIVE	38,272.	40,664.
580 COSTCO	38,914.	34,319.
960 CVS CAREMARK	38,707.	30,922.

Form 990-PF, Page 2, Part II, Line 10b Continued
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
850 DANAHER	68,961.	63,920.
1800 DELL	38,781.	25,848.
570 DEVON ENERGY	51,575.	41,895.
1055 DOW CHEMICAL	44,763.	29,150.
1300 EMC CORP	22,815.	22,711.
535 EXXON MOBIL	46,318.	36,482.
750 GENERAL DYNAMICS	67,280.	51,127.
1825 GENERAL ELECTRIC	68,021.	27,612.
500 GENZYME	27,440.	24,505.
300 GOLDMAN SACHS	58,812.	50,652.
820 HARTFORD FINANCIAL	63,767.	19,073.
1500 HCC INSURANCE	42,168.	41,955.
1000 HEWLITT PACKARD	28,430.	51,510.
535 IBM	57,981.	70,032.
875 JOHNSON & JOHNSON	56,730.	56,359.
1945 MDU RESOURCES	52,485.	45,902.
1060 MEDTRONIC	50,213.	46,619.
825 NIKE	52,425.	54,508.
765 OCCIDENTAL PET.	53,325.	62,233.
2865 ORACLE	61,026.	70,278.
730 PEPSICO	50,471.	44,384.
1324 PFIZER	22,291.	24,084.
505 PHILIP MORRIS INTL.	26,313.	24,336.
530 PPL CORP.	26,693.	17,124.
570 PROCTER & GAMBLE	40,028.	34,559.
925 TARGET	50,815.	44,742.
1000 TEXAS INST.	29,289.	26,060.
620 THERMO FISCHER	21,513.	29,565.
875 UNITED TECH.	65,675.	60,734.
1080 WALGREEN	40,173.	39,658.
1395 WALT DISNEY CO.	46,117.	44,989.
700 ZIMMER HOLDINGS	47,838.	41,377.
1635 INGERSOLL RAND	73,617.	58,435.
995 NOBLE CORP.	50,534.	40,496.
1590 NOKIA	60,863.	20,432.
625 TOTAL S.A.	48,429.	40,025.
1120 VODAFONE	41,262.	25,861.
9120 AMERICAN EUROPACIFIC FUND	412,030.	347,965.
17183 TEMPLETON FOREIGN EQUITY FUND	424,950.	331,638.
10789 VANGUARD INFLATION PROTECTED SECURITY FUND	250,000.	265,969.
34559 VANGUARD INT TERM INV GRADE FUND	301,378.	332,456.
19763 VANGUARD TOTAL BOND MKT INDEX FUND	200,000.	204,545.
4589 AMERICAN CAPITAL WORLD BOND FUND	83,333.	91,593.
6228 LOOMIS SAYLES GLOBAL BOND FUND	83,333.	99,526.
7589 TEMPLETON GLOBAL BOND FUND	83,333.	96,539.
1475 3M CO.	132,169.	121,938.
1855 ABBOTT LABS	98,589.	100,151.
3485 AGL RESOURCES	134,321.	127,098.
2165 ALLSTATE	119,057.	65,037.
2210 ALTRIA	46,186.	43,382.
1220 BANK OF AMERICA	60,510.	18,373.
4730 BRISTOL MYERS SQUIBB	138,510.	119,432.
1515 CHEVRON	133,679.	116,640.

Form 990-PF, Page 2, Part II, Line 10b Continued
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
1920 COLGATE PALMOLIVE	134,179.	157,728.
1595 CONOCO PHILLIPS	132,646.	81,457.
3135 DOW CHEMICAL	136,862.	86,620.
2910 DUPONT CHEMICAL	140,573.	97,980.
2610 EMERSON ELEC.	129,460.	111,186.
1820 EXELON CORP.	136,552.	88,943.
1470 EXXON MOBIL	131,468.	100,239.
1690 FORTUNE BRANDS	139,678.	73,008.
2235 FPL GROUP	136,742.	118,053.
3435 GENERAL ELECTRIC	136,784.	51,972.
2425 GENERAL MILLS	138,294.	171,714.
2545 GENUINE PARTS	123,452.	96,608.
2220 IBM	215,343.	290,598.
2155 JOHNSON & JOHNSON	136,809.	138,804.
2035 KIMBERLY CLARK	141,012.	129,650.
2465 McDONALD'S	130,173.	153,915.
2620 MERCK & CO.	135,941.	95,735.
4495 MICROSOFT	132,956.	137,008.
1535 PEPSICO	109,964.	93,328.
8423 PFIZER	185,155.	153,214.
1975 PHILIP MORRIS INTL.	94,882.	95,175.
2865 PPL CORP.	140,057.	92,568.
1970 PROCTER & GAMBLE	134,185.	119,441.
1805 UNITED TECH.	137,682.	125,285.
3940 U.S. BANCORP	124,589.	88,689.
3110 VERIZON	135,456.	103,034.
1760 BP PLC	93,859.	102,027.
1330 DIAGEO	108,707.	92,315.
2110 GLAXO SMITHKLINE	109,437.	89,148.
2845 NOKIA CORP.	91,655.	36,558.
1635 ROYAL DUTCH SHELL	129,875.	98,280.
1730 TOTAL S.A.	133,246.	110,789.
4200 UNILEVER	133,406.	133,980.
3885 VODAFONE	131,453.	89,705.
2500 HOSPITALITY PROP TRUST	85,815.	59,275.
Total	9,637,963.	8,371,758.

Form 990-PF, Page 2, Part II, Line 10c
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS	1,260,775.	1,272,529.
DEUTSCHE BANK	3,052,890.	3,108,204.
JP MORGAN CHASE	2,512,300.	2,584,357.
BANK OF AMERICA	1,258,575.	1,290,448.
GENERAL ELECTRIC	502,820.	520,003.
TOYOTA MOTOR	2,539,575.	2,588,327.
AVON PRODUCTS	2,535,475.	2,603,200.

Form 990-PF, Page 2, Part II, Line 10c Continued

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
MERCK	500,815.	504,711.
WELLS FARGO	2,568,000.	2,647,708.
WACHOVIA	502,680.	530,760.
TARGET	2,579,775.	2,708,787.
ELI LILLY CO.	1,005,929.	1,040,686.
WAL-MART	501,195.	537,867.
BERKSHIRE HATHAWAY	3,044,789.	3,198,198.
GENERAL ELECTRIC	2,447,583.	2,694,768.
GOLDMAN SACHS	1,276,688.	1,344,578.
IBM INTL.	2,577,200.	2,708,067.
PEPSICO	2,561,700.	2,670,415.
HEWLITT PACKARD	2,491,248.	2,650,408.
WALGREEN CO.	495,126.	536,922.
GENERAL ELECTRIC	2,539,100.	2,657,715.
BERKSHRE HATHAWAY	2,485,550.	2,665,228.
WAL-MART	3,036,840.	3,015,747.
COCA-COLA	999,307.	1,030,786.
MICROSOFT	2,022,400.	2,021,424.
BELLSOUTH	524,800.	535,496.
MERCK	404,648.	428,883.
PITNEY BOWES	1,012,400.	1,047,714.
EMERSON ELEC.	2,542,535.	2,585,657.
Total	51,782,718.	53,729,593.