



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



NR

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 , **20**

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

CHARITABLE FOUNDATION FROST F0359600

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 2950

City or town, state, and ZIP code

SAN ANTONIO, TX 78299

A Employer identification number

74-2058155

B Telephone number (see page 10 of the instructions)

(210) 220-4353

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: ☒ 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, col (c), line 16) ▶ \$ 130,714.
J Accounting method: ☒ 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 page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	9,724.	9,724.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-81,143.			
b Gross sales price for all assets on line 6a	234,658.			
7 Capital gain net income (from Part IV, line 2)		NONE		
8 Net short-term capital gain			NONE	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	214.			STMT 2
12 Total. Add lines 1 through 11	-71,205.	9,724.	NONE	
13 Compensation of officers, directors, trustees, etc.	1,304.	652.		652.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,150.	575.	NONE	575.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	2,454.	1,227.	NONE	1,227.
25 Contributions, gifts, grants paid	233,333.			233,333.
26 Total expenses and disbursements. Add lines 24 and 25	235,787.	1,227.	NONE	234,560.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-306,992.			
b Net investment income (if negative, enter -0-)		8,497.		
c Adjusted net income (if negative, enter -0-)			NONE	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form **990-PF** (2009)

4

ENVELOPE
POSTMARK DATE MAY 17 2010

SCANNED MAY 21 2010



DM1499 L710 05/14/2010 13:40:04

F0359600

158
NB

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		5,932.	NONE	
	2	Savings and temporary cash investments			5,749.	5,749.
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 4	427,472.	120,663.	124,965.	
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 the instructions. Also, see page 1, item I)		433,404.	126,412.	130,714.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		433,404.	126,412.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		433,404.	126,412.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		433,404.	126,412.		

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	433,404.
2	Enter amount from Part I, line 27a	2	-306,992.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	126,412.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	126,412.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	-81,142.	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.				3	NONE	

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 page 18 of 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 (col. (b) divided by col. (c))
2008	432,978.	593,236.	0.72985793175
2007	442,999.	789,276.	0.56127260933
2006	405,752.	868,897.	0.46697364590
2005	790,112.	591,634.	1.33547429661
2004	624,019.	935,961.	0.66671474559
2 Total of line 1, column (d)			2 3.76029322918
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 0.75205864584
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 181,030.
5 Multiply line 4 by line 3			5 136,145.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 85.
7 Add lines 5 and 6			7 136,230.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 234,560.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b. c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	1	85.
2	Tax under section 511 (domestic section 4947(a)(1)-trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	85.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	85.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	364.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	364.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	279.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 88. Refunded <input type="checkbox"/>	11	191.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> STMT 5		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

Part VII-A **Statements Regarding Activities** *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> FROST FINANCIAL MGT GROUP Telephone no. <input type="checkbox"/> (210) 220-4353			
Located at <input type="checkbox"/> P O BOX 2950, SAN ANTONIO, TX		ZIP + 4 <input type="checkbox"/> 78299		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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.

<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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 page 20 of the instructions)? <input type="checkbox"/></p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p>		1b		
<p>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? <input type="checkbox"/></p>		1c		X
<p>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))</p>				
<p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/></p>				
<p>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 page 20 of the instructions) <input type="checkbox"/></p>		2b		X
<p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p>				
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009</i>) <input type="checkbox"/></p>		3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/></p>		4a		X
<p>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? <input type="checkbox"/></p>		4b		X

Form 990-PF (2009)

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 page 22 of the 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 page 22 of the 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? ☐ Yes ☒ No **6b** 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? ☐ Yes ☒ No **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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		1,304.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2009)

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	183,787.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	183,787.
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	NONE
3	Subtract line 2 from line 1d	3	183,787.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,757.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	181,030.
6	Minimum investment return. Enter 5% of line 5	6	9,052.

Part XI Distributable Amount (see page 25 of the 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	9,052.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	85.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	85.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,967.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	8,967.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,967.

Part XII Qualifying Distributions (see page 25 of the 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	234,560.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	234,560.
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 page 26 of the instructions)	5	85.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	234,475.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,967.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	577,837.			
b From 2005	760,806.			
c From 2006	363,153.			
d From 2007	404,475.			
e From 2008	403,678.			
f Total of lines 3a through e	2,509,949.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ <u>234,560.</u>				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				8,967.
e Remaining amount distributed out of corpus	225,593.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,735,542.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	577,837.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,157,705.			
10 Analysis of line 9.				
a Excess from 2005	760,806.			
b Excess from 2006	363,153.			
c Excess from 2007	404,475.			
d Excess from 2008	403,678.			
e Excess from 2009	225,593.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a 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)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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.

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 18				
Total			▶ 3a	233,333.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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 page 29 of the instructions.)
----------------------	--

NOT APPLICABLE

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

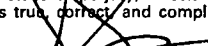

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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

<p>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.</p>			
<p></p>		<p>5-17-10</p>	
<p>Signature of officer or trustee</p>		<p>FROST NAT'L BK - TRUSTEE</p>	
<p>Date</p>		<p>Title</p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p> <p></p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>Preparer's identifying number (See Signature on page 30 of the instructions)</p>
<p>EIN</p>			<p>Phone no.</p>

Form **990-PF** (2009)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2009

Name of estate or trust

CHARITABLE FOUNDATION FROST F0359600

Employer identification number

74-2058155

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -209.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 -209.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			813.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -81,746.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 -80,933.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-209.
14	Net long-term gain or (loss):			
a	Total for year	14a		-80,933.
b	Unrecaptured section 1250 gain (see line 18 of the wrkshet.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-81,142.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

74-2058155

[illegible]

Schedule D-1 (Form 1041) 2009

Employer identification number

74-2058155

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1000. FROST TOTAL RETURN BOND FUND INSTL*	08/08/1997	04/16/2009	9,570.00	10,321.00	-751.00
1000. FROST TOTAL RETURN BOND FUND INSTL*	08/08/1997	04/16/2009	9,570.00	10,321.00	-751.00
139.931 FROST TOTAL RETURN BOND FUND INSTL*	08/08/1997	06/05/2009	1,369.00	1,444.00	-75.00
2500. FROST TOTAL RETURN BOND FUND INSTL*	VAR	07/21/2009	25,200.00	25,852.00	-652.00
4073.251 FROST LOW DURATION BOND FD I*	VAR	01/30/2009	40,122.00	40,900.00	-778.00
2000. FROST DIVIDEND VALUE EQUITY FD INS*	08/22/2007	01/30/2009	12,360.00	20,507.00	-8,147.00
3000. FROST DIVIDEND VALUE EQUITY FD INS*	08/22/2007	02/27/2009	16,560.00	30,760.00	-14,200.00
5800. FROST DIVIDEND VALUE EQUITY FD INS*	VAR	06/05/2009	41,818.00	59,786.00	-17,968.00
2000. FROST CORE GROWTH EQUITY FD INSTL*	VAR	02/24/2009	12,000.00	21,090.00	-9,090.00
2000. FROST CORE GROWTH EQUITY FD INSTL*	02/24/1999	03/04/2009	11,340.00	22,115.00	-10,775.00
500. FROST CORE GROWTH EQUITY FD INSTL*	VAR	03/26/2009	3,210.00	5,357.00	-2,147.00
2500. FROST CORE GROWTH EQUITY FD INSTL*	12/14/2007	06/05/2009	18,250.00	26,687.00	-8,437.00
2303. FROST CORE GROWTH EQUITY FD INSTL*	VAR	06/18/2009	16,351.00	24,326.00	-7,975.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-81,746.00

-81,746.00

JSA

9F1222 3 000

DM1499 L710 05/14/2010 13:40:04

F0359600

40 -

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					813.	
9,570.00		1000. FROST TOTAL RETURN BOND FUND INSTL PROPERTY TYPE: SECURITIES 10,321.00					08/08/1997 -751.00	04/16/2009
9,570.00		1000. FROST TOTAL RETURN BOND FUND INSTL PROPERTY TYPE: SECURITIES 10,321.00					08/08/1997 -751.00	04/16/2009
1,369.00		139.931 FROST TOTAL RETURN BOND FUND INS PROPERTY TYPE: SECURITIES 1,444.00					08/08/1997 -75.00	06/05/2009
25,200.00		2500. FROST TOTAL RETURN BOND FUND INSTL PROPERTY TYPE: SECURITIES 25,852.00					VAR -652.00	07/21/2009
3,447.00		350. FROST LOW DURATION BOND FD I* PROPERTY TYPE: SECURITIES 3,511.00					VAR -64.00	01/30/2009
40,122.00		4073.251 FROST LOW DURATION BOND FD I* PROPERTY TYPE: SECURITIES 40,900.00					VAR -778.00	01/30/2009
12,360.00		2000. FROST DIVIDEND VALUE EQUITY FD INS PROPERTY TYPE: SECURITIES 20,507.00					08/22/2007 -8,147.00	01/30/2009
16,560.00		3000. FROST DIVIDEND VALUE EQUITY FD INS PROPERTY TYPE: SECURITIES 30,760.00					08/22/2007 -14,200.00	02/27/2009
1,442.00		200. FROST DIVIDEND VALUE EQUITY FD INS* PROPERTY TYPE: SECURITIES 1,958.00					06/09/2008 -516.00	06/05/2009
41,818.00		5800. FROST DIVIDEND VALUE EQUITY FD INS PROPERTY TYPE: SECURITIES 59,786.00					VAR -17,968.00	06/05/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,000.00		2000. FROST CORE GROWTH EQUITY FD INSTL* PROPERTY TYPE: SECURITIES 21,090.00					VAR -9,090.00	02/24/2009
11,340.00		2000. FROST CORE GROWTH EQUITY FD INSTL* PROPERTY TYPE: SECURITIES 22,115.00					02/24/1999 -10,775.00	03/04/2009
3,210.00		500. FROST CORE GROWTH EQUITY FD INSTL* PROPERTY TYPE: SECURITIES 5,357.00					VAR -2,147.00	03/26/2009
18,250.00		2500. FROST CORE GROWTH EQUITY FD INSTL* PROPERTY TYPE: SECURITIES 26,687.00					12/14/2007 -8,437.00	06/05/2009
12,049.00		1697. FROST CORE GROWTH EQUITY FD INSTL* PROPERTY TYPE: SECURITIES 11,678.00					VAR 371.00	06/18/2009
16,351.00		2303. FROST CORE GROWTH EQUITY FD INSTL* PROPERTY TYPE: SECURITIES 24,326.00					VAR -7,975.00	06/18/2009
TOTAL GAIN(LOSS)					----- -81,142. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS RECEIVED	9,724.	9,724.
TOTAL	9,724.	9,724.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
990PF REFUND	214 .

TOTALS	214 .
	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEES	1,150.	575.		575.
TOTALS	1,150.	575.	NONE	575.
	=====	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
FROST INTERNATIONAL STOCK FD	C			
FROST TOTAL RETURN BOND FD	C	164,467.	116,528.	120,750.
FROST CORE GROWTH EQUITY FD	C	105,583.	4,135.	4,215.
FROST DIVIDEND VALUE	C	113,011.		
FROST LOW DURATION BOND FD	C	44,411.		
		-----	-----	-----
TOTALS		427,472.	120,663.	124,965.
		=====	=====	=====

CHARITABLE FOUNDATION FROST F0359600

74-2058155

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

TX

STATEMENT 5

XD576 2 000

DM1499 L710 05/14/2010 13:40:04

F0359600

23 -

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

FROST NATIONAL BANK

ADDRESS:

P.O. BOX 2950

SAN ANTONIO, TX 78299,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 1,304.

TOTAL COMPENSATION: 1,304.
=====

RECIPIENT NAME:

EXECUTIVE COMMITTEE OF THE FROST BANK

ADDRESS:

100 W. HOUSTON STREET

SAN ANTONIO, TX 78205

FORM, INFORMATION AND MATERIALS:

THE GRANT REQUEST SHOULD BE SENT ON THE ORGANIZATION'S LETTERHEAD AND
SIGNED BY A MEMBER OF THE BOARD OF DIRECTORS OR AN OFFICER OF THE
ORGANIZATION MAKING THE REQUEST.

SUBMISSION DEADLINES:

THERE ARE NO FORMAL DEADLINES FOR SUBMITTING REQUESTS.

THERE ARE NO EXPRESS RESTRICTIONS OR LIMITATIONS ON GRANTS BASED ON
RESTRICTIONS OR LIMITATIONS ON AWARDS:

GEOGRAPHICAL AREAS, CHARITABLE FIELDS, OR KINDS OF INSTITUTIONS.

FORM, INFORMATION AND MATERIALS:

FOLLOWING INFORMATION:

(A) SPECIFIC INFORMATIONS RELATED TO THE DESIRED USE OF THE GRANT.

(B) A COPY OF THE ORGANIZATION'S CHARTER AND BY-LAWS.

FORM, INFORMATION AND MATERIALS:

(C) A COPY OF THE ORGANIZATION'S MOST RECENT FINANCIAL STATEMENTS

=====

RECIPIENT NAME:

SAN ANTONIO ACADEMY

ADDRESS:

117 EAST FRENCH PLACE

SAN ANTONIO, TX 78212-5899

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TOWARD ENDOWMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ACCION TEXAS INC

ADDRESS:

109 N SAN SABA

SAN ANTONIO, TX 78207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

TRUST FOR PUBLIC LAND

TEXAS FIELD OFFICE

ADDRESS:

700 SAN ANTONIO

AUSTIN, TX 78701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SAN ANTONIO PUBLIC
LIBRARY FDN

ADDRESS:

315 E COMMERCE SUITE 201
SAN ANTONIO, TX 78203

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHILDREN'S BOOK & AUTHOR CELEBRATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WILDFLOWER DONOR INC

ADDRESS:

4801 LA CROSSE AVENUE
AUSTIN, TX 78739

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SAN ANTONIO ZOOLOGICAL SOCIETY

ADDRESS:

3903 N ST MARY'S STREET
SAN ANTONIO, TX 78212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MISSION ROAD MINISTRIES

ADDRESS:

8706 MISSION ROAD

SAN ANTONIO, TX 78214-3144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DAUGHTERS OF THE REPUBLIC OF

TEXAS THE ALAMO

ADDRESS:

P O BOX 2599

SAN ANTONIO, TX 78299

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MCNAY ART MUSEUM

ADDRESS:

P O BOX 6069

SAN ANTONIO, TX 78209-0069

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 30,000.

=====

RECIPIENT NAME:

YMCA OF SAN ANTONIO

ADDRESS:

1123 NAVARRO STREET

SAN ANTONIO, TX 78205-1218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

UNIVERSITY OF TEXAS HEALTH SCIENCE

ADDRESS:

CENTER AT SAN ANTONIO

SAN ANTONIO, TX 78229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

WITTE MUSEUM

ADDRESS:

3801 BROADWAY

SAN ANTONIO, TX 78209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

TEXAS MILITARY INSTITUTE

ADDRESS:

20955 TEJAS TRAIL WEST

SAN ANTONIO, TX 78257-1603

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

UNIVERSITY OF THE INCARNATE WORD

ADDRESS:

4301 BROADWAY

SAN ANTONIO, TX 78209-6397

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ST MARY'S UNIVERSITY

ADDRESS:

ONE CAMINO SANTA MARIA

SAN ANTONIO, TX 78228

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

OLD SPANISH MISSIONS, INC.

ADDRESS:

P.O. BOX 28410

SAN ANTONIO, TX 78228

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SETON HOME

ADDRESS:

1115 MISSION ROAD

SAN ANTONIO, TX 78210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

FRIENDS OF THE CIBOLO WILDERNESS

ADDRESS:

P O BOX 9

BOERNE, TX 78006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

SAN ANTONIO RIVER FOUNDATION

ADDRESS:

P.O. BOX 830045

SAN ANTONIO, TX 78283-0045

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PROVIDENCE HIGH SCHOOL

ADDRESS:

1215 N. ST. MARY'S STREET

SAN ANTONIO, TX 78215-1737

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

MCCOY COLLEGE OF BUSINESS ADMIN

ADDRESS:

TEXAS STATE UNIVERSITY

SAN MARCOS, TX 78666

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

KING RANCH INSTITUTE

ADDRESS:

MSC 137

KINGSVILLE, TX 78363

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NATIONAL WESTERN ART FOUNDATION

ADDRESS:

PO BOX 90009

SAN ANTONIO, TX 78209

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

TEXAS TECH UNIVERSITY

ADDRESS:

2500 BROADWAY

LUBBOCK, TX 79409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

BOERNE PUBLIC FOUNDATION INC

ADDRESS:

210 N MAIN ST

BOERNE, TX 78006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,333.

RECIPIENT NAME:

CANCER THERAPY & RESEARCH CENTER

CENTER

ADDRESS:

7979 WURZBACH URSCHER

SAN ANTONIO, TX 78229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TOWARD PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

RETURNING HEROS HOME INC

C/O STEVEN M HUFFMAN

ADDRESS:

1162 E SONTERRA, #210

SAN ANTONIO, TX 78258

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GOOD SAMARITAN CENTER

ADDRESS:

1600 SATILLO

SAN ANTONIO, TX 78207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SUNSHINE COTTAGE SCHOOL

ATTN: SABRINA DANNHEIM

ADDRESS:

103 TULETA

SAN ANTONIO, TX 78212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

TEXAS A&M FOUNDATION

ATTN DOYLE THOMPSON

ADDRESS:

401 GEORGE BUSH DR

COLLEGE STATION, TX 77840-2811

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,000.

CHARITABLE FOUNDATION FROST F0359600

74-2058155

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SOUTHWEST SCHOOL OF ART & CRAFT

ADDRESS:

300 AUGUSTA

SAN ANTONIO, TX 78205-1216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

233,333.

=====

STATEMENT 18

FEDERAL CAPITAL GAIN DIVIDENDS
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FROST TOTAL RETURN BOND FUND INSTL*

813.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

813.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

813.00