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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 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 ALICE KLEBERG REYNOLDS MEYER FOUNDATION; FROST NATIONAL BANK, TR		A Employer identification number 74-2847652
	Number and street (or P O box number if mail is not delivered to street address) P O BOX 2127	Room/suite	B Telephone number (see page 10 of the instructions) 514-473-4804
	City or town, state, and ZIP code AUSTIN TX 78768		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,918,782 (Part I, column (d) must be on cash basis)		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	438,508			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	153,228	153,228		
4 Dividends and interest from securities	596,765	596,765		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-595,139			
b Gross sales price for all assets on line 6a	6,346,496			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	19,093	14,683		
12 Total. Add lines 1 through 11	612,455	764,676	0	
13 Compensation of officers, directors, trustees, etc	50,088	50,088		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	9,600	9,600		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,400	2,400		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) STMT 4	7,495	7,495		
24 Total operating and administrative expenses. Add lines 13 through 23	69,583	69,583		0
25 Contributions, gifts, grants paid	1,249,000			1,249,000
26 Total expenses and disbursements. Add lines 24 and 25	1,318,583	69,583	0	1,249,000
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-706,128			
b Net investment income (if negative, enter -0-)		695,093		
c Adjusted net income (if negative, enter -0-)			0	

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

Form 990-PF (2009)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,735,178	995,634	995,634
	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 (att. schedule) ▶ 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) STMT 5	2,518,181	1,263,215	1,328,708
	b Investments—corporate stock (attach schedule) SEE STMT 6	13,473,706	15,031,885	14,821,591
	c Investments—corporate bonds (attach schedule) SEE STMT 7	7,067,458	6,797,661	6,772,849
	11 Investments—land, buildings and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	24,794,523	24,088,395	23,918,782
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)	0	0	
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	19,098,210		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,696,313	24,088,395	
	30 Total net assets or fund balances (see page 17 of the instructions)	24,794,523	24,088,395	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,794,523	24,088,395	

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	24,794,523
2 Enter amount from Part I, line 27a	2	-706,128
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	24,088,395
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	24,088,395

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 WORKSHEET				
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
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	-595,139
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	-22,655

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	1,335,055	25,065,286	0.053263
2007	1,160,132	27,505,577	0.042178
2006	1,119,083	24,121,150	0.046394
2005	1,056,305	22,862,333	0.046203
2004	960,460	21,716,293	0.044228

2 Total of line 1, column (d)	2	0.232266
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	0.046453
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	21,556,561
5 Multiply line 4 by line 3	5	1,001,367
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,951
7 Add lines 5 and 6	7	1,008,318
8 Enter qualifying distributions from Part XII, line 4	8	1,249,000

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.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	6,951
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	6,951
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	6,951
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	12,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	12,000
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	5,049
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 5,049 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

N/A

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? Website address ► WWW.AKRFOUNDATION.ORG	13	X	
14	The books are in care of ► FROST NATIONAL BANK 401 CONGRESS AVENUE Located at ► AUSTIN, TX	Telephone no ► 512-473-4804 ZIP+4 ► 78701		
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
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	1b	
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?		1c	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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No		
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)	N/A	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)	N/A	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 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)? **N/A** 5b ☐

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? **N/A** ☐ 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 ☐ Yes ☒ 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? **N/A** 7b ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
FROST NATIONAL 401 CONGRESS AVE AUSTIN TX 78701	TRUSTEE 4.00	50,088	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				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see 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		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A**2****3****4****Part IX-B Summary of Program-Related Investments (see page 24 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 N/A**2**

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3

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	19,664,107
b	Average of monthly cash balances	1b	2,220,727
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	21,884,834
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	21,884,834
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	328,273
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,556,561
6	Minimum investment return. Enter 5% of line 5	6	1,077,828

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	1,077,828
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,951
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,951
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,070,877
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,070,877
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,070,877

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	1,249,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,249,000
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	6,951
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,242,049

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				1,070,877
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,237,946	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,249,000				
a Applied to 2008, but not more than line 2a			1,237,946	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				11,054
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
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 page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,059,823
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 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))

NONE

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 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

**FROST NATIONAL BK 512-473-4804
C/O S MCGILLICUDDY AUSTIN TX 78701**

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

SEE STATEMENT 8

c Any submission deadlines

NONE

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

SEE STATEMENT 9

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				1,249,000
Total			▶ 3a	1,249,000
b Approved for future payment SEE STATEMENT 11				135,000
Total			▶ 3b	135,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	153,228	
4	Dividends and interest from securities			14	596,765	
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			14	-595,139	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	MISCELLANEOUS FEE REBATES			14	2,249	
c	PROCEEDS OF LITIGATION			14	12,434	
d	EXCISE TAX REFUND			14	4,410	
e						
12	Subtotal. Add columns (b), (d), and (e)		0		173,947	0
13	Total. Add line 12, columns (b), (d), and (e)				173,947	173,947

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

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

**THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION; FROST NATIONAL BANK, TR**

Employer identification number

74-2847652

Organization type (check one)

Filers of.

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE ALICE KLEBERG REYNOLDS MEYER

Employer identification number

74-2847652

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ALICE K R MEYER ESTATE 3011 NACOGDOCHES RD, BLDG 2 SAN ANTONIO TX 78217	\$ 438,508	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

**THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION; FROST NATIONAL BANK, TR**

Employer Identification Number

74-2847652

(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)
(1) 3,110 SH BANK OF AMERICA	P	06/07/06	01/12/09
(2) 890 SH BANK OF AMERICA	P	09/05/07	01/12/09
(3) 194 SH DOW CHEMICAL CO	P	05/16/06	01/01/09
(4) 1,400 SH DOW CHEMICAL CO	P	06/07/06	01/01/09
(5) 1,000 SH DOW CHEMICAL CO	P	10/17/06	01/01/09
(6) 406 SH DOW CHEMICAL CO	P	03/05/08	01/01/09
(7) 1,000 SH EMPRESA BRASILEIRA DE AERON	P	07/20/06	01/12/09
(8) 2,000 SH ING GROEP N V SPONSORED	P	02/07/08	01/12/09
(9) 960 SH JANUS CAP GROUP INC	P	08/30/06	01/12/09
(10) 709 SH JANUS CAP GROUP INC	P	08/31/06	01/12/09
(11) 313 SH JANUS CAP GROUP INC	P	09/01/06	01/12/09
(12) 904 SH JANUS CAP GROUP INC	P	05/06/06	01/12/09
(13) 1,114 SH JANUS CAP GROUP INC	P	09/07/06	01/12/09
(14) 505 SH JANUS CAP GROUP INC	P	10/17/06	01/12/09
(15) 250,000 PV AMER GEN FIN MTN H 4%	P	09/09/04	01/30/09

(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)
(1) 37,292		151,892	-114,600
(2) 10,672		44,571	-33,899
(3) 2,916		8,047	-5,131
(4) 21,042		54,922	-33,880
(5) 15,030		39,109	-24,079
(6) 6,102		15,537	-9,435
(7) 17,279		34,245	-16,966
(8) 22,523		61,508	-38,985
(9) 7,786		17,116	-9,330
(10) 5,750		12,633	-6,883
(11) 2,539		5,573	-3,034
(12) 7,332		16,451	-9,119
(13) 9,035		20,189	-11,154
(14) 4,096		10,534	-6,438
(15) 136,563		245,228	-108,665

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))
(1)			-114,600
(2)			-33,899
(3)			-5,131
(4)			-33,880
(5)			-24,079
(6)			-9,435
(7)			-16,966
(8)			-38,985
(9)			-9,330
(10)			-6,883
(11)			-3,034
(12)			-9,119
(13)			-11,154
(14)			-6,438
(15)			-108,665

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

**THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION; FROST NATIONAL BANK, TR**

Employer Identification Number

74-2847652

(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.)
(1) 250,000 PV FEDERAL HOMELN GKS 5.545%	P	03/19/02	02/17/09
(2) 1,318 SH GENENTECH INC	P	12/18/06	03/26/09
(3) 682 SH GENENTECH INC	P	12/18/06	03/26/09
(4) 250,000 PV MCKINNEY TEX ECO DEV 6.1%	P	04/02/02	03/01/09
(5) 250,000 PV FEDERAL NATL MTG ASSN	P	03/20/02	06/15/09
(6) 250,000 PV FEDERAL NATL MTG ASSN	P	06/28/05	07/14/09
(7) 250,000 PV US TREASURY NOTES 6%	P	11/22/99	08/15/09
(8) 408 SH AMGEN INC	P	04/06/04	09/01/09
(9) 278 SH COLGATE-PALMOLIVE CO	P	06/04/07	09/01/09
(10) 3,407 SH COMCAST CORPORATION	P	05/23/07	09/11/09
(11) 593 SH COMCAST CORPORATION	P	06/11/07	09/11/09
(12) 761 SH COMCAST CORPORATION	P	06/11/07	09/11/09
(13) 1,239 SH COMCAST CORPORATION	P	03/05/08	09/11/09
(14) 365 SH COMCAST CORPORATION	P	09/01/09	09/11/09
(15) 221 SH DOMINION RES INC	P	09/22/04	09/01/09

(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)
(1) 250,000		246,358	3,642
(2) 125,210		106,828	18,382
(3) 64,790		53,015	11,775
(4) 250,000		251,030	-1,030
(5) 250,000		258,750	-8,750
(6) 250,000		250,000	
(7) 250,000		248,828	1,172
(8) 24,353		24,061	292
(9) 20,093		18,678	1,415
(10) 58,122		93,420	-35,298
(11) 10,116		15,684	-5,568
(12) 12,982		20,151	-7,169
(13) 21,137		25,065	-3,928
(14) 6,227		5,574	653
(15) 7,277		7,188	89

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))
(1)			3,642
(2)			18,382
(3)			11,775
(4)			-1,030
(5)			-8,750
(6)			
(7)			1,172
(8)			292
(9)			1,415
(10)			-35,298
(11)			-5,568
(12)			-7,169
(13)			-3,928
(14)			653
(15)			89

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

**THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION; FROST NATIONAL BANK, TR**

Employer Identification Number

74-2847652

(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.)
(1) 1,920 SH DUKE ENERGY HOLDING CORP	P	06/04/07	09/01/09
(2) 16,071.429 SH FEDERATED GNMA TRUST S	P	09/03/08	09/11/09
(3) 2,686.567 SH FORWARD HOOVER SM CAP E	P	07/03/04	09/01/09
(4) 2,000 SH GOODRICH CORP	P	02/14/05	09/11/09
(5) 3,000 SH HALLIBURTON CO	P	02/07/08	09/11/09
(6) 1,144 SH HALLIBURTON CO	P	09/01/09	09/11/09
(7) 1,113 SH JOY GLOBAL INC	P	09/19/06	09/01/09
(8) 387 SH JOY GLOBAL INC	P	09/20/06	09/01/09
(9) 1,000 SH JOY GLOBAL INC	P	01/12/09	09/01/09
(10) 903 SH MICROSOFT CORP	P	05/20/02	09/01/09
(11) 2,495 SH PAYCHEX INC	P	07/02/04	09/11/09
(12) 1,005 SH PAYCHEX INC	P	02/07/08	09/11/09
(13) 48,247.555 SH PIMCO TOTAL RETURN INS	P	09/06/07	09/01/09
(14) 1,000 SH PNC FINANCIAL SERVICES GROU	P	02/07/08	09/01/09
(15) 404 SH STARBUCKS CORP	P	06/04/07	09/01/09

(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)
(1) 29,567		37,391	-7,824
(2) 180,000		174,536	5,464
(3) 34,603		47,284	-12,681
(4) 113,297		73,348	39,949
(5) 77,758		101,036	-23,278
(6) 29,652		27,262	2,390
(7) 42,905		41,146	1,759
(8) 14,918		13,957	961
(9) 38,549		22,726	15,823
(10) 21,960		24,412	-2,452
(11) 70,682		83,466	-12,784
(12) 28,471		32,267	-3,796
(13) 520,591		500,327	20,264
(14) 42,319		63,917	-21,598
(15) 7,643		11,634	-3,991

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))
(1)			-7,824
(2)			5,464
(3)			-12,681
(4)			39,949
(5)			-23,278
(6)			2,390
(7)			1,759
(8)			961
(9)			15,823
(10)			-2,452
(11)			-12,784
(12)			-3,796
(13)			20,264
(14)			-21,598
(15)			-3,991

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2009**

For calendar year 2009, or tax year beginning

, and ending

Name

**THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION; FROST NATIONAL BANK, TR**

Employer Identification Number

74-2847652

(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.)
(1) 791 SH THE HERSHEY COMPANY	P	06/11/07	09/01/09
(2) 16,755.077 SH THORNBURG INTL VALUE F	P	05/07/04	09/11/09
(3) 3,356 SH US BANCORP	P	01/12/09	09/11/09
(4) 394 SH WYETH	P	06/07/06	09/01/09
(5) 1,322 SH YAHOO! INC	P	06/04/07	09/11/09
(6) 678 SH YAHOO! INC	P	06/11/07	09/11/09
(7) 2,000 SH YAHOO! INC	P	06/13/07	09/11/09
(8) 1,000 SH YAHOO! INC	P	09/05/07	09/11/09
(9) 1,734 SH YAHOO! INC	P	09/01/09	09/11/09
(10) 0.91 SH PFIZER INC	P	06/07/06	10/30/09
(11) 2,606 SH WYETH	P	06/07/06	10/15/09
(12) 1,075 SH COSTCO WHOLESALE CORP	P	10/01/02	12/22/09
(13) 421 SH COSTCO WHOLESALE CORP	P	09/24/03	12/22/09
(14) 354 SH COSTCO WHOLESALE CORP	P	07/20/06	12/22/09
(15) 150 SH COSTCO WHOLESALE CORP	P	06/13/07	12/22/09

(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)
(1) 30,959		40,689	-9,730
(2) 410,499		294,052	116,447
(3) 72,723		74,258	-1,535
(4) 18,801		17,908	893
(5) 20,477		37,672	-17,195
(6) 10,502		18,626	-8,124
(7) 30,979		53,678	-22,699
(8) 15,490		24,188	-8,698
(9) 26,859		25,230	1,629
(10) 16		25	-9
(11) 130,957		118,447	12,510
(12) 63,941		34,957	28,984
(13) 25,041		13,501	11,540
(14) 21,056		18,985	2,071
(15) 8,922		8,332	590

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))
(1)			-9,730
(2)			116,447
(3)			-1,535
(4)			893
(5)			-17,195
(6)			-8,124
(7)			-22,699
(8)			-8,698
(9)			1,629
(10)			-9
(11)			12,510
(12)			28,984
(13)			11,540
(14)			2,071
(15)			590

Capital Gains and Losses for Tax on Investment Income			2009
Form 990-PF	For calendar year 2009, or tax year beginning , and ending		
Name THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION; FROST NATIONAL BANK, TR			Employer Identification Number 74-2847652
(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)
(1) 411 SH ENSCO INTERNATIONAL INC	P	03/08/06	12/29/09
(2) 589 SH ENSCO INTERNATIONAL INC	P	06/13/07	12/29/09
(3) 966 SH ENSCO INTERNATIONAL INC	P	09/01/09	12/29/09
(4) 411 SH ENSCO INTL PLC	P	03/08/06	12/22/09
(5) 589 SH ENSCO INTL PLC	P	06/13/07	12/22/09
(6) 966 SH ENSCO INTL PLC	P	09/01/09	12/22/09
(7) 22,321.428 SH FEDERATED GNMA TRUST S	P	09/03/08	12/23/09
(8) 19952.322 SH FORWARD HOOVER SM CAP E	P	07/03/04	12/23/09
(9) 3,126 SH GREAT PLAINS ENERGY INC	P	06/04/07	12/22/09
(10) 1,228 SH GREAT PLAINS ENERGY INC	P	06/11/07	12/22/09
(11) 646 SH GREAT PLAINS ENERGY INC	P	06/13/07	12/22/09
(12) 640 SH GREAT PLAINS ENERGY INC	P	09/01/09	12/22/09
(13) 51,752.445 SH PIMCO TOTAL RETURN INS	P	09/06/07	12/23/09
(14) 42,124.984 SH PIMCO TOTAL RETURN INS	P	02/07/08	12/23/09
(15) 4,000 SH S & P 500 DEPOSITARY RECEIP	P	06/13/07	12/22/09

(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)
(1) 18,382		18,382	
(2) 35,932		35,932	
(3) 40,746		35,674	5,072
(4) 17,504		18,382	-878
(5) 25,085		35,932	-10,847
(6) 41,141		40,746	395
(7) 249,330		242,411	6,919
(8) 292,102		351,161	-59,059
(9) 61,489		96,893	-35,404
(10) 24,155		36,198	-12,043
(11) 12,707		18,888	-6,181
(12) 12,589		11,251	1,338
(13) 560,479		536,673	23,806
(14) 456,214		462,954	-6,740
(15) 446,629		602,716	-156,087

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			
(2)			
(3)			5,072
(4)			-878
(5)			-10,847
(6)			395
(7)			6,919
(8)			-59,059
(9)			-35,404
(10)			-12,043
(11)			-6,181
(12)			1,338
(13)			23,806
(14)			-6,740
(15)			-156,087

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION; FROST NATIONAL BANK, TR	Employer Identification Number 74-2847652
---	---

(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.)
(1) FROST NATIONAL BANK			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 5,611			5,611
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			5,611
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS FEE REBATES	\$ 2,249	\$ 2,249	\$
PROCEEDS OF LITIGATION	12,434	12,434	
EXCISE TAX REFUND	4,410		
TOTAL	\$ 19,093	\$ 14,683	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 9,600	\$ 9,600	\$	\$
TOTAL	\$ 9,600	\$ 9,600	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 2,400	\$ 2,400	\$	\$
TOTAL	\$ 2,400	\$ 2,400	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
WEB SITE EXPENSE	7,000	7,000		
ASSOCIATION DUES	495	495		
TOTAL	\$ 7,495	\$ 7,495	\$ 0	\$ 0

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Federal Statements

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
500,000 PV FEDERAL HOME LN BKS 4.875% DUE 11/15/11	\$.	\$		\$
250,000 PV FEDERAL HOME LN BKS 5.45% DUE 02/17/09	505,700	505,700	COST	534,065
250,000 PV FEDERAL NATL MTG ASSN 5.25% DUE 07/14/15	246,358		COST	
500,000 PV FEDERAL NATL MTG ASSN 5.25% DUE 08/01/12	250,000		COST	
250,000 PV FEDERAL NATL MTG ASSN 6.375% DUE 06/15/09	502,260	502,260	COST	533,565
250,000 PV FFCB MTN 6.32% DUE 10/12/10	258,750		COST	
250,000 PV MCKINNEY TEXAS ECONOMIC DEV 6.1% DUE 09/01/10	255,255	255,255	COST	261,078
250,000 PV US TREASURY NOTES 6% DUE 08/15/09	251,030		COST	
	248,828		COST	
TOTAL	\$ 2,518,181	\$ 1,263,215		\$ 1,328,708

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
3,633 SH AMERICAN EXPRESS CO	\$ 190,249	\$ 216,506	COST	\$ 147,209
2,619 SH AMGEN INC	138,637	144,763	COST	148,157
750 SH APPLE INC	45,229	45,228	COST	158,049
10,745 SH APPLIED MATERIALS INC	120,783	174,214	COST	149,785
5,672 SH AQUA AMERICA INC		100,469	COST	99,317

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Federal Statements

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3,815 SH AT & T INC	\$ 95,230	\$ 102,658	COST	\$ 106,934
2,609 SH AUTOMATIC DATA PROCESSING	114,052	115,149	COST	111,717
3,671 SH BAKER HUGHES INC	46,024	127,644	COST	148,602
4,000 SH BANK OF AMERICA CORP	196,464		COST	
2,980 SH BORGWARNER INC		100,376	COST	98,996
2,621 SH BP PLC SPONSORED ADR	97,132	158,812	COST	151,939
2,597 SH CATERPILLAR INC	129,178	172,290	COST	148,003
1,937 SH CHEVRON CORP	70,187	104,050	COST	149,130
6,000 SH CISCO SYSTEM INC	156,679	156,679	COST	143,640
3,500 SH COACH INC	98,649	98,648	COST	127,855
2,620 SH COCA COLA CO	100,402	121,626	COST	149,340
3,626 SH COGNIZANT TECH SOLUTIONS CLASS A	91,946	91,946	COST	164,367
1,722 SH COLGATE-PALMOLIVE CO	134,304	115,625	COST	141,462
6,000 SH COMCAST CORPORATION CL A	154,320		COST	
2,964 SH CONOCOPHILLIPS	81,485	162,972	COST	151,371
2,000 SH COSTCO WHOLESALE CORP	75,776		COST	
4,644 SH CVS CAREMARK CORP	88,589	151,945	COST	149,583
4,643 SH DISNEY (WALT) COMPANY HOLDING CO	85,236	106,061	COST	149,737
3,779 SH DOMINION RES INC VA	138,134	130,946	COST	147,079
3,726 SH DOW CHEMICAL CO	117,615	100,676	COST	102,949
4,600 SH DU PONT E I DE NEMOURS & CO	105,144	169,944	COST	154,882
8,686 SH DUKE ENERGY HOLDING CORP	187,727	160,832	COST	149,486
4,139 SH ELI LILLY & CO	160,074	209,652	COST	147,804
3,520 SH EMERSON ELEC CO	62,701	123,430	COST	149,952

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
1,000 SH EMPRESA BRASILEIRA DE AERON ADR	\$ 34,245	\$	COST	\$
1,000 SH ENSCO INTERNATIONAL INC	54,314		COST	
20,548 SH FLEXTRONICS INTERNATIONAL	174,520	216,621	COST	150,206
17,361.111 SH FORWARD HOOVER SMALL CAP EQUITY	717,195	318,751	COST	250,868
30,000 SH FORWARD INTL SMALL COMPANIES - INST	528,890	528,890	COST	364,800
1,856 SH FPL GROUP INC		100,038	COST	98,034
2,000 SH GENENTECH INC	159,843		COST	
9,702 SH GENERAL ELECTRIC CO	150,891	224,422	COST	146,791
3,467 SH GILEAD SCIENCES INC	74,252	138,158	COST	150,017
2,000 SH GOODRICH CORP	73,348		COST	
275 SH GOOGLE INC CL A	140,021	140,021	COST	170,495
5,000 SH GREAT PLAINS ENERGY INC	151,978		COST	
3,000 SH HALLIBURTON CO	101,036		COST	
3,418 SH HOME DEPOT INC		100,144	COST	98,883
2,000 SH ING GROEP N V	61,508		COST	
7,500 SH INTEL CORP	167,215	167,215	COST	153,000
700 SH INTUITIVE SURGICAL INC	35,119	70,838	COST	212,401
9,591 SH ISHARES BARCLAYS TIPS BOND		980,119	COST	996,505
4,000 SH ISHARES COHEN & STEERS REAL	335,830	335,830	COST	210,080
11,233 SH ISHARES DJ SELECT DIVIDEND INDEX FD	712,444	767,384	COST	493,241
13,448.09 SH IVY GLOBAL NATURAL RESOURCES CLASS I	333,220	399,598	COST	252,421

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
4,505 SH JANUS CAP GROUP INC	\$ 82,496	\$	COST	\$
2,500 SH JOHNSON & JOHNSON	140,734	140,734	COST	161,025
1,500 SH JOY GLOBAL INC	55,103		COST	
3,580 SH JPMORGAN CHASE & CO	100,983	146,307	COST	149,179
1,892 SH KELLOGG CO		100,087	COST	100,654
5,478 SH KENNAMETAL INC		134,504	COST	141,990
1,596 SH MCDONALD'S CORP		100,593	COST	99,654
5,097 SH MICROSOFT CORP	168,660	144,248	COST	155,357
1,845 SH MONSANTO CO	67,373	95,468	COST	150,829
1,715 SH MOSAIC COMPANY		100,754	COST	102,437
11,865 SH NOKIA CORP SPONSORED ADR	101,963	191,230	COST	152,465
2,832 SH NORFOLK SOUTHERN CORP		141,561	COST	148,453
1,975 SH NORTHERN TRUST CORP		101,435	COST	103,490
2,770 SH NOVARTIS AG ADR	124,160	155,088	COST	150,771
2,212 SH NUCOR CORP		100,328	COST	103,190
3,146 SH NUVASIVE INC		99,978	COST	100,609
3,918 SH NYSE EURONEXT		100,415	COST	99,125
5,000 SH ORACLE CORPORATION	63,350	63,350	COST	122,650
4,117 SH PACCAR INC		155,520	COST	149,324
3,500 SH PAYCHEX INC	115,733		COST	
2,476 SH PEPSICO INC	75,706	118,066	COST	150,541
3,254 SH PETROLEO BRASILEIRO SA				
PETRO ADR	31,947	43,644	COST	155,151
5,484 SH PETSMART INC	110,189	152,476	COST	146,368
8,568 SH PFIZER INC	130,183	195,731	COST	155,852
1,000 SH PNC FINANCIAL SERVICES GROU	63,917		COST	

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
2,455 SH PROCTER & GAMBLE CO	\$ 94,927	\$ 111,242	COST	\$ 148,847
4,000 SH S & P 500 DEP RECEIPT	602,716		COST	
2,352 SH SCHLUMBERGER LIMITED	113,762	165,980	COST	153,092
7,345 SH SPECTRA ENERGY CORP		143,579	COST	150,646
6,596 SH STARBUCKS CORP	179,129	167,494	COST	152,104
4,581 SH STATOIL ASA	128,246	129,979	COST	114,113
3,270 SH SUNCOR ENERGY INC	101,254	124,970	COST	115,464
4,776 SH TEREX CORP		102,581	COST	94,613
4,219 SH THE HERSHEY COMPANY	197,238	193,099	COST	150,998
93,244.923 SH THORNBURG INTL VALUE				
FUND INSTL CL	2,490,020	2,195,968	COST	2,365,624
2,145 SH TIDEWATER INC		99,898	COST	102,853
3,000 SH TRAVELERS COMPANIES INC	136,334	136,334	COST	149,580
4,519 SH VERIZON COMMUNICATIONS	140,082	144,273	COST	149,714
1,161 SH VISA INC CL A		100,177	COST	101,541
2,804 SH WAL MART STORES INC	119,500	134,986	COST	149,874
4,500 SH WASTE MANAGEMENT INC	165,545	165,546	COST	152,145
3,684 SH WELLS FARGO & CO	72,660	91,325	COST	99,431
11,710 SH WINDSTREAM CORPORATION	141,461	156,133	COST	128,693
3,000 SH WYETH	136,355		COST	
3,182 SH XTO ENERGY INC		135,634	COST	148,058
5,000 SH YAHOO! INC	134,165		COST	
TOTAL	\$ 13,473,706	\$ 15,031,885		\$ 14,821,591

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Federal Statements

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Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
250,000 PV AMERICAN GENERAL FINANCE CORP 4% DUE 03/15/11	\$ 245,227	\$	COST	\$
250,000 PV COCA COLA CO 4.875%		264,155	COST	260,418
250,000 PV GENERAL ELECTRIC CAPITAL	253,845	253,845	COST	259,700
250,000 PV JP MORGAN CHASE & CO 4.5% DUE 11/15/10	251,798	251,798	COST	258,435
250,000 PV WELLS FARGO & CO 4.95% DUE 10/16/13	253,347	253,347	COST	261,663
103,163.686 SH AMERICAN CENTY INTL B	1,562,782	1,562,782	COST	1,487,620
111,607.143 SH FEDERATED GNMA TR UST	1,504,155	1,215,387	COST	1,243,304
143,678.161 SH FROST LOW DURATION BOND FUND I		1,499,997	COST	1,508,621
138,248.848 SH PIMCO TOTAL RETURN	2,996,304	1,496,350	COST	1,493,088
TOTAL	\$ 7,067,458	\$ 6,797,661		\$ 6,772,849

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description**

- 1) THE REQUEST FOR THE GRANT SHOULD BE RECEIVED ON THE ORGANIZATIONS LETTERHEAD AND SIGNED BY A MEMBER OF THEIR BOARD OF DIRECTORS OR AN OFFICER OF THE ORGANIZATION.
- 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:
- A) SPECIFIC INFORMATION RELATED TO THE DESIRED USE OF THE GRANT.
 - B) A COPY OF THE ORGANIZATIONS CHARTER AND BY-LAWS.
 - C) A COPY OF THE ORGANIZATIONS EXEMPTION LETTER FROM INTERNAL REVENUE SERVICE, INCLUDING THE MOST RECENT FINANCIAL STATEMENT.

Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

NONE

Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

GRANTS ARE RESTRICTED TO ORGANIZATIONS WHOSE CHARITABLE PURPOSES SHALL BE LIMITED TO AND SHALL INCLUDE ONLY MEDICAL, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES AND THE ARTS, WITHIN THE MEANING OF THOSE TERMS AS HAVE BEEN DETERMINED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, BUT ONLY SUCH PURPOSES AS ALSO CONSTITUTE PUBLIC CHARITABLE PURPOSES UNDER THE LAW OF TRUSTS OF THE STATE OF TEXAS. GRANTS ARE FURTHER RESTRICTED TO THOSE ABOVE MENTIONED ORGANIZATIONS THAT WILL USE THE DISTRIBUTION EXCLUSIVELY WITHIN SPECIFIED SOUTH TEXAS COUNTIES.

Federal Statements

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
ALAMO AREA RAPE CRISIS	7500 US HIGHWAY 90 WEST	N/A	PUBLIC	CRISIS INTERVENTION SERVICES	5,000
SAN ANTONIO TX 78227	3429 EXECUTIVE CENTER DR	N/A	PUBLIC	PROGRAM SUPPORT	16,000
ALZHEIMER'S ASSOCIATION	AUSTIN TX 78731-1626	P O BOX 5159	PUBLIC	EDUCATIONAL PROGRAMS	50,000
ANN RICHARDS SCHOOL	AUSTIN TX 78763	700 CONGRESS AVENUE	PUBLIC	OPERATING FUND	7,500
ART HOUSE AT THE JONES	AUSTIN TX 78701	445 N MAIN AVENUE	PUBLIC	K-12 CHILDREN/DISADVANTAGED YOUTH	2,500
ARTPACE SAN ANTONIO	SAN ANTONIO TX 78205	P O BOX 541095	PUBLIC	FOOD ASSISTANCE PROGRAM	12,500
ASSISTHERS	HOUSTON TX 77254	N/A	PUBLIC	WRITERS RANCH	20,000
AUSTIN FILM FESTIVAL	AUSTIN TX 78703	1145 WEST 5TH ST	PUBLIC	LOCATION, LOCATION - FILM	10,000
AUSTIN FILM SOCIETY	AUSTIN TX 78723	1901 E 51ST ST	PUBLIC	LAGUNA GLORIA PROGRAMS	10,000
AUSTIN MUSEUM OF ART	AUSTIN TX 78703	3809 WEST 35TH ST	PUBLIC	OPERATING FUND	10,000
AUSTIN THEATRE ALLIANCE	AUSTIN TX 78767	P O BOX 1566	PUBLIC	SUNRISE PROGRAM SERIES	10,000
AUSTIN YMBL SUNSHINE CAMP	AUSTIN TX 78768-4980	N/A	PUBLIC	OPERATING FUND	4,000
BALLET AUSTIN	AUSTIN TX 78701	501 W 3RD ST	PUBLIC	HELP VICTIMS OF DOMESTIC VIOLENCE	8,000
BASTROP COUNTY WOMEN'S	BASTROP TX 78602	P O BOX 736	PUBLIC	HELP DISADVANTAGED CHILDREN IN S TX	1,000
BOY SCOUTS OF AMERICA	AUSTIN TX 78723	7540 ED BLUESTEIN BLVD	PUBLIC	COMMUNITY AMBASSADOR STRATEGY	10,000
CAMPUS CRUSADE FOR CHRIST	AUSTIN TX 78731	6836 AUSTIN CENTER BLVD	PUBLIC	FAMILIES AND CHILDREN	5,000
CARITAS OF AUSTIN	AUSTIN TX 78752	P O BOX 1947	PUBLIC	CHILDREN IN FOSTER CARE	5,000
CASA OF THE COASTAL BEND	CORPUS CHRISTI TX 78403	N/A	PUBLIC	ABUSED/NEGLECTED CHILDREN IN FOSTER	5,000
CASA OF KLEBERG COUNTY	KINGSVILLE TX 78364	N/A	PUBLIC		
					10

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
CENTER FOR CHILD	8509 FM 969 B	N/A	PUBLIC	ABUSED CHILDREN	10,000
AUSTIN TX 78724					
COMMUNITIES IN SCHOOLS OF	161 S CASTELL AVE	N/A	PUBLIC	AT-RISK YOUTH	2,500
NEW BRAUNFELS TX 78130					
DOTE FOUNDATION	121 W WOODLAWN	N/A	PUBLIC	WOMEN'S AIDS TASK FORCE	7,500
SAN ANTONIO TX 78212					
ESPERANZA PEACE & JUSTICE	922 SAN PEDRO AVENUE	N/A	PUBLIC	CINEMUJER FILM PROGRAM	15,000
SAN ANTONIO TX 78212					
ESPERANZA PEACE & JUSTICE	922 SAN PEDRO AVENUE	N/A	PUBLIC	RINCONCITO DE ESPERANZA	20,000
SAN ANTONIO TX 78212					
FAITH IN ACTION CAREGIVER	2601 EXPOSITION BLVD	N/A	PUBLIC	TRANSPORTATION TO THE ELDERLY	2,500
AUSTIN TX 78703					
FUERZA UNIDA	710 NEW LAREDO HIGHWAY	N/A	PUBLIC	SUMMER YOUTH PROGRAM	5,000
SAN ANTONIO TX 78211-1932					
FUERZA UNIDA	710 NEW LAREDO HIGHWAY	N/A	PUBLIC	LA COOPERATIVA	40,000
SAN ANTONIO TX 78211-1932					
GARDNER BETTS BY RECA	P O BOX 5159	N/A	PUBLIC	OPERATING FUND	5,500
AUSTIN TX 78763					
GAZELLE FOUNDATION	P O BOX 1487	N/A	PUBLIC	RUN FOR THE WATER	15,000
AUSTIN TX 78767-1487					
GEMINI SERIES INC	513 S PRESA	N/A	PUBLIC	OPERATING FUND	5,000
SAN ANTONIO TX 78205					
GIRL SCOUTS OF GREATER	711 CARANCAHUA, STE 146	N/A	PUBLIC	OUTREACH PROGRAM TO GIRLS	15,000
CORPUS CHRISTI TX 78411					
HABITAT FOR HUMANITY	310 COMAL ST, STE 100	N/A	PUBLIC	AFFORDABLE HOME CONSTRUCTION	15,000
AUSTIN TX 78702					
HEALING HARTWORK	2722 GREEN RANGE	N/A	PUBLIC	NO-COST BREAST CANCER SCREENING	5,000
SAN ANTONIO TX 78231					
HEART HOUSE AUSTIN	7224 NORTHEAST DR	N/A	PUBLIC	AFTER SCHOOL PROGRAMS	1,000
AUSTIN TX 78723					
HOPE STONE, INC	1210 CLAY ST, #26	N/A	PUBLIC	KIDS PLAY PROGRAM	2,500
HOUSTON TX 77019					
HOUSTON AREA WOMEN'S	1010 WAUGH DRIVE	N/A	PUBLIC	OPERATING FUND	10,000
HOUSTON TX 77019-3902					
INDIGENOUS WOMEN'S	13621 FM 2769	N/A	PUBLIC	OPERATING FUND	20,000
AUSTIN TX 78726					

Federal Statements

**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
INTERFAITH CARE ALLIANCE	P O BOX 16529				
AUSTIN TX 78761	N/A		PUBLIC	MEN, WOMEN, CHILDREN WITH AIDS	5,000
JANE'S DUE PROCESS	P O BOX 685137				
AUSTIN TX 78768-5137	N/A		PUBLIC	PREGNANT TEENAGERS	10,000
JUMP-START PERFORMANCE CO	108 BLUE STAR				
SAN ANTONIO TX 78204	N/A		PUBLIC	HEALING ARTS PROJECT	5,000
JUMP-START PERFORMANCE CO	108 BLUE STAR				
SAN ANTONIO TX 78204	N/A		PUBLIC	JAPHET GIRLS PROJECT	5,000
KLRU-CAPITAL OF TEXAS	P O BOX 7158				
AUSTIN TX 78713	N/A		PUBLIC	OPERATING FUND	10,000
LA PENA	227 CONGRESS				
AUSTIN TX 78701	N/A		PUBLIC	GIVE LOVE, GIVE LIFE	12,500
NATIONAL CENTER FOR	8668 SPICEWOOD SPRINGS RD				
AUSTIN TX 78759-8668	N/A		PUBLIC	OPERATING FUND	10,000
PEOPLE'S COMMUNITY CLINIC	2909 N IH 35				
AUSTIN TX 78722-2304	N/A		PUBLIC	DIABETES PROGRAM	10,000
PLANNED PARENTHOOD OF	104 BABCOCK RD				
SAN ANTONIO TX 78201	N/A		PUBLIC	OPERATING FUND	10,000
PLANNED PARENTHOOD OF	201 E BEN WHITE BLVD				
AUSTIN TX 78704-7301	N/A		PUBLIC	OPERATING FUND	25,000
PROTON THERAPY EDUCATION	1840 OLD SPANISH TRAIL				
HOUSTON TX 77054	N/A		PUBLIC	EDUCATION & RESEARCH	20,000
RONALD MCDONALD HOUSE	1315 BARBARA JORDAN BLVD				
AUSTIN TX 78723	N/A		PUBLIC	OPERATING FUND	5,000
SAFEPLACE	P O BOX 19454				
AUSTIN TX 78760	N/A		PUBLIC	TRAVIC COUNTY DOMESTIC VIOLENCE CNTR	20,000
SANTUARIO SISTERFARM	28 HEIN ROAD				
BOERNE TX 78006	N/A		PUBLIC	LIVING LIGHTLY & DIVERSELY ON EARTH	25,000
SUSTAINABLE FOOD CENTER	1106 CLAYTON LANE				
AUSTIN TX 78723	N/A		PUBLIC	SPROUTING HEALTHY KIDS	7,500
UNIV OF TX AT AUSTIN	405 W 25TH ST				
AUSTIN TX 78705	N/A		PUBLIC	TULIP PROGRAM	25,000
WOMEN'S SHELTER OF SOUTH	P O BOX 3368				
CORPUS CHRISTI TX 78463	N/A		PUBLIC	EMERGENCY SHELTER	10,000
WONDERS & WORRIES	923 WESTBANK DR				
AUSTIN TX 78746	N/A		PUBLIC	QUE MARAVILLA	10,000
					10

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
WONDERS & WORRIES AUSTIN TX 78746	923 WESTBANK DR, STE C N/A	PUBLIC		OPERATING FUND	56,250
WONDERS & WORRIES AUSTIN TX 78746	923 WESTBANK DR, STE C N/A	PUBLIC		NO WORRIES CLASSIC	10,000
CON MI MADRE AUSTIN TX 78763	P O BOX 5159 N/A	PUBLIC		OPERATING FUND	15,000
HEALTH ALLIANCE AUSTIN AUSTIN TX 78763	P O BOX 5159 N/A	PUBLIC		OPERATING FUND	2,500
ADMISSION CONTROL AUSTIN TX 78714	P O BOX 142308 N/A	PUBLIC		OPERATING FUND	2,500
ALAMO CHILD ADVOCACY SAN ANTONIO TX 78727	7130 WEST US HIGHWAY 90 N/A	PUBLIC		OPERATING FUND	2,000
ANY BABY CAN OF AUSTIN AUSTIN TX 78702	1121 E 7TH ST N/A	PUBLIC		OPERATING FUND	5,000
ARC OF THE CAPITAL AREA AUSTIN TX 78705-3513	2818 SAN GABRIEL STREET N/A	PUBLIC		OPERATING FUND	2,000
ART LEAGUE HOUSTON HOUSTON TX 77006	1953 MONTROSE BLVD N/A	PUBLIC		OPERATING FUND	5,000
ART'S FOR EVERYONE ENCINAL TX 78019	P O BOX 510 N/A	PUBLIC		OPERATING FUND	5,000
AUSTIN BRIDGE BUILDERS AUSTIN TX 78731	6836 AUSTIN CENTER BLVD N/A	PUBLIC		OPERATING FUND	10,000
AUSTIN PUBLIC LIBRARY AUSTIN TX 78711	P O BOX 13201 N/A	PUBLIC		OPERATING FUND	2,500
AUSTIN WOMAN'S CLUB AUSTIN TX 78701-2834	708 SAN ANTONIO ST N/A	PUBLIC		OPERATING FUND	5,000
BIG BROTHERS BIG SISTERS AUSTIN TX 78721	1400 TILLERY ST N/A	PUBLIC		OPERATING FUND	2,000
BRIDGE OVER TROUBLED HOUSTON TX 77502	P O BOX 3488 N/A	PUBLIC		OPERATING FUND	5,000
BROWNSVILLE MUSEUM OF BROWNSVILLE TX 78520	660 E RINGGOLD ST N/A	PUBLIC		OPERATING FUND	3,000
CENTER FOR WOMEN AND AUSTIN TX 78701	1710 LAVACA N/A	PUBLIC		OPERATING FUND	2,500
CENTER STAGE AUSTIN TX 78722	2626 REAL ST N/A	PUBLIC		OPERATING FUND	5,000
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Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
CENTRO CULTURAL AZTLAN	1800 FREDERICKSBURG RD	N/A	PUBLIC	OPERATING FUND	7,500
SAN ANTONIO TX 78201	1002 CHESTNUT ST	N/A	PUBLIC	OPERATING FUND	2,000
CHILDREN'S ADVOCACY	405 N ADAMS	N/A	PUBLIC	OPERATING FUND	5,000
BASTROP TX 78602	2332 JORDAN RD	N/A	PUBLIC	OPERATING FUND	7,500
CITIZENS PROMOTING	118 BROADWAY, #625	N/A	PUBLIC	OPERATING FUND	7,500
BEEVILLE TX 78102	206 N THIRD ST	N/A	PUBLIC	OPERATING FUND	1,000
COMMUNITY HOPE PROJECTS	2800 N E LOOP 410, #105	N/A	PUBLIC	OPERATING FUND	81,500
MCALLEN TX 78503	P O BOX 40487	N/A	PUBLIC	OPERATING FUND	1,000
COMMUNITY LEADERSHIP	3110 SOUTHWEST FREEWAY	N/A	PUBLIC	OPERATING FUND	1,000
SAN ANTONIO TX 78205	1408 EL PASO ST	N/A	PUBLIC	OPERATING FUND	18,750
EPIPHANY EPISCOPAL SCHOOL	12500 NW MILITARY HIGHWAY	N/A	PUBLIC	OPERATING FUND	2,500
KINGSVILLE TX 78363	9508 CHISHOLM TRAIL	N/A	PUBLIC	OPERATING FUND	7,500
FOREVER FOUNDATION FOR	114 EAST CEVALLOS	N/A	PUBLIC	OPERATING FUND	10,000
SAN ANTONIO TX 78218	P O BOX 2250	N/A	PUBLIC	OPERATING FUND	10,000
FRIENDS OF HOSPICE	MANCHACA TX 78652	N/A	PUBLIC	OPERATING FUND	1,000
SAN ANTONIO TX 78229					
GIRL SCOUTS OF					
HOUSTON TX 77598					
GREATER AUSTIN PERFORMING					
AUSTIN TX 78703-0025					
GUADALUPE CULTURAL ARTS					
SAN ANTONIO TX 78207					
HEALTHY FUTURES					
SAN ANTONIO TX 78207-5505					
HISPANAS UNIDAS					
SAN ANTONIO TX 78228					
HISPANIC SCHOLARSHIP					
AUSTIN TX 78754					
JEWISH FAMILY SERVICE OF					
SAN ANTONIO TX 78231					
KIDS OUTDOOR ZONES					
AUSTIN TX 78748					
LAND HERITAGE INSTITUTE					
SAN ANTONIO TX 78204					
MARBRIDGE FOUNDATION					
MANCHACA TX 78652					

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
MARTINEZ ST. WOMEN'S	1510 S HACKBERRY	N/A	PUBLIC	OPERATING FUND	7,500
SAN ANTONIO TX 78210	536 S TEXAS BLVD	N/A	PUBLIC	OPERATING FUND	10,000
MIGRANT HEALTH PROMOTION	P O BOX 6189	N/A	PUBLIC	OPERATING FUND	30,000
WESLACO TX 78596	401 BRANARD, 2ND FLOOR	N/A	PUBLIC	OPERATING FUND	15,000
MINISTRY OF CHALLENGE	P O BOX 91114	N/A	PUBLIC	OPERATING FUND	1,000
AUSTIN TX 78762-6189	307 E EVERGREEN	N/A	PUBLIC	OPERATING FUND	10,000
MONTROSE COUNSELING	10750 PLEASANTON RD	N/A	PUBLIC	OPERATING FUND	5,500
HOUSTON TX 77006	2402 MUNGER ST	N/A	PUBLIC	OPERATING FUND	1,500
MORGEN ACADEMY	909 E 49 1/2	N/A	PUBLIC	OPERATING FUND	6,500
AUSTIN TX 78709-1114	1809 W 14 1/2 ST	N/A	PUBLIC	OPERATING FUND	6,000
MUJERES UNIDAS CONTRA EL	P O BOX 401	N/A	PUBLIC	OPERATING FUND	2,500
SAN ANTONIO TX 78212	535 BANDERA RD	N/A	PUBLIC	OPERATING FUND	7,500
NATIONAL AUDUBON SOCIETY	3303 W 12TH ST	N/A	PUBLIC	OPERATING FUND	5,000
SAN ANTONIO TX 78221	1112 WEST 31ST	N/A	PUBLIC	OPERATING FUND	1,000
ORANGE SHOW FOUNDATION	3001 SOUTH CONGRESS AVE	N/A	PUBLIC	OPERATING FUND	8,500
HOUSTON TX 77023	1010 WEST AVE B	N/A	PUBLIC	OPERATING FUND	5,000
OUT YOUTH	P O BOX 833	N/A	PUBLIC	OPERATING FUND	7,500
AUSTIN TX 78751	610 BRAZOS ST, STE 200	N/A	PUBLIC	OPERATING FUND	2,500
PET PATROL	AUSTIN TX 78705	N/A	PUBLIC	OPERATING FUND	10
PET PREVENT A LITTER OF	AUSTIN TX 78704	N/A	PUBLIC	OPERATING FUND	
SAN ANTONIO TX 78667	TEXAS A&M HEALTH SCIENCE	N/A	PUBLIC	OPERATING FUND	
SAN ANTONIO FAMILY	KINGSVILLE TX 78362	N/A	PUBLIC	OPERATING FUND	
SAN ANTONIO TX 78228	TEXAS ADVOCACY PROJECT	N/A	PUBLIC	OPERATING FUND	
SOUTH TEXANS PROPERTY	AUSTIN TX 78767	N/A	PUBLIC	OPERATING FUND	
HOUSTON TX 77008	TEXAS BOOK FESTIVAL	N/A	PUBLIC	OPERATING FUND	
ST ANDREWS EPISCOPAL	AUSTIN TX 78701-3287	N/A	PUBLIC	OPERATING FUND	
AUSTIN TX 78705					
ST EDWARDS UNIVERSITY					
AUSTIN TX 78704					
TEXAS A&M HEALTH SCIENCE					
KINGSVILLE TX 78362					
TEXAS ADVOCACY PROJECT					
AUSTIN TX 78767					
TEXAS BOOK FESTIVAL					
AUSTIN TX 78701-3287					

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
TEXAS DEMOCRACY	307 W 7TH ST	N/A	PUBLIC	MOLLIE AWARDS	2,500
AUSTIN TX 78701	300 W 6TH ST	N/A	PUBLIC	OPERATING FUND	30,000
TEXAS TRIBUNE	707 EAGLEVIEW BLVD	N/A	PUBLIC	KID THRIVE	10,000
AUSTIN TX 78701	3930 BEE CAVE ROAD, STE C	N/A	PUBLIC	OPERATING FUND	5,000
THE TRISKELES FOUNDATION	801 S DURANGO BLVD	N/A	PUBLIC	ASIAN FESTIVAL	5,000
EXTON PA 19341	1 UNIVERSITY STATION	N/A	PUBLIC	BLANTON MUSEUM	5,000
THERAPY PET PALS	80 FORT BROWN	N/A	PUBLIC	OPERATING FUND	7,500
AUSTIN TX 78746	P O BOX 7399	N/A	PUBLIC	OPERATING FUND	10,000
UNIV OF TX INSTITUTE OF	2302 WESTERN TRAILS BLVD	N/A	PUBLIC	OPERATING FUND	3,500
SAN ANTONIO TX 78205	945 W HUISACHE	N/A	PUBLIC	OPERATING FUND	5,000
UNIV OF TX AT AUSTIN	923 WESTBANK DR	N/A	PUBLIC	OPERATING FUND	30,000
AUSTIN TX 78712	923 WESTBANK DR	N/A	PUBLIC	DEVELOPMENT DIRECTOR	20,000
UNIV OF TX AT BROWNSVILLE	P O BOX 6423	N/A	PUBLIC	OPERATING FUND	7,500
BROWNSVILLE TX 78520	1510 TOOMEY ROAD	N/A	PUBLIC	OPERATING FUND	50,000
UNIV OF TX LONGHORN					
AUSTIN TX 78713					
VISIONS IN RHYTHM					
AUSTIN TX 78745					
VISITATION HOUSE					
SAN ANTONIO TX 78201					
WONDERS & WORRIES					
AUSTIN TX 78746					
WONDERS & WORRIES					
AUSTIN TX 78746					
WORKERS DEFENSE PROJECT					
AUSTIN TX 78762					
ZACHERY SCOTT THEATER					
AUSTIN TX 78704					
TOTAL					1,249,000

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Statement 11 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for
Future Pmt

Name	Address	Relationship	Status	Purpose	Amount
ALAMO AREA RAPE CRISIS	7500 US HIGHWAY 90 WEST	N/A	PUBLIC	CRISIS INTERVENTION SERVICES	5,000
SAN ANTONIO TX 78227	P O BOX 541095	N/A	PUBLIC	FOOD ASSISTANCE PROGRAM	5,000
ASSISTHERS	HOUSTON TX 77254	N/A	PUBLIC	ABUSED/NEGLECTED CHILDREN IN FOSTER	5,000
CASA OF KLEBERG COUNTY	P O BOX 1658	N/A	PUBLIC	RINCONCITO DE ESPERANZA	20,000
KINGSVILLE TX 78364	922 SAN PEDRO AVENUE	N/A	PUBLIC	OPERATING FUND	10,000
ESPERANZA PEACE & JUSTICE	1800 FREDERICKSBURG RD	N/A	PUBLIC	LA COOPERATIVA	20,000
SAN ANTONIO TX 78212	710 NEW LAREDO HIGHWAY	N/A	PUBLIC	OPERATING FUND	15,000
CENTRO CULTURAL AZTLAN	401 BRANARD, 2ND FLOOR	N/A	PUBLIC	OPERATING FUND	10,000
SAN ANTONIO TX 78201	104 BABCOCK RD	N/A	PUBLIC	TULIP PROGRAM	25,000
FUERZA UNIDA	405 W 25TH ST	N/A	PUBLIC		
SAN ANTONIO TX 78211-1932	N/A				
INDIGENOUS WOMEN'S	13621 FM 2769	N/A	PUBLIC		
AUSTIN TX 78726	N/A				
MONTROSE COUNSELING	401 BRANARD, 2ND FLOOR	N/A	PUBLIC		
HOUSTON TX 77006	N/A				
PLANNED PARENTHOOD OF	104 BABCOCK RD	N/A	PUBLIC		
SAN ANTONIO TX 78201	N/A				
UNIV OF TX AT AUSTIN	405 W 25TH ST	N/A	PUBLIC		
AUSTIN TX 78705	N/A				
TOTAL					135,000