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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 , **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
CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

A Employer identification number
74-6038766

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
711 NAVARRO, SUITE 535

B Telephone number
361-592-7174

City or town, state, and ZIP code
SAN ANTONIO, TX 78205

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) ▶$ 42,051,476.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,196.	6,196.		STATEMENT 1
	4 Dividends and interest from securities	582,635.	582,635.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,082,329.>			
	b Gross sales price for all assets on line 6a 10,053,328.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	508,798.	508,798.		STATEMENT 3
	12 Total Add lines 1 through 11	15,300.	1,097,629.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	120,000.	0.		120,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	3,178.	1,589.		1,589.
	b Accounting fees STMT 5	7,578.	0.		7,578.
	c Other professional fees STMT 6	183,167.	177,167.		6,000.
	17 Interest				
	18 Taxes STMT 7	81,386.	70,462.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,472.	0.		1,472.
	22 Printing and publications				
	23 Other expenses STMT 8	32.	26.		6.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	396,813.	249,244.		136,645.
	25 Contributions, gifts, grants paid	2,165,000.			2,165,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,561,813.	249,244.		2,301,645.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<2,546,513.>			
	b **Net investment income** (if negative, enter -0-)		848,385.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	262,644.	161,239.	161,239.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 4.			
	Less allowance for doubtful accounts ▶	4.	4.	4.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	39,048,047.	36,623,898.	41,162,545.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 1.			
	Less accumulated depreciation ▶	1.	1.	701,292.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	55,992.	35,033.	26,396.
	16 **Total assets** (to be completed by all filers)	39,366,688.	36,820,175.	42,051,476.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	39,366,688.	36,820,175.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	39,366,688.	36,820,175.	
	31 **Total liabilities and net assets/fund balances**	39,366,688.	36,820,175.	

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	39,366,688.
2	Enter amount from Part I, line 27a	2	<2,546,513.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	36,820,175.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,820,175.

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				
b	SEE ATTACHED STATEMENT			
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	10,053,328.		11,135,657.	<1,082,329.>

	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	
a				
b				
c				
d				
e				<1,082,329.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<1,082,329.>
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) If (loss), enter -0- in Part I, line 8	3	N/A

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 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	2,065,148.	46,614,671.	.044303
2007	2,198,975.	51,678,811.	.042551
2006	2,177,562.	44,034,532.	.049451
2005	2,213,028.	44,617,831.	.049600
2004	1,956,548.	42,301,170.	.046253

2	**Total** of line 1, column (d)	2	.232158
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	.046432
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	37,042,251.
5	Multiply line 4 by line 3	5	1,719,946.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,484.
7	Add lines 5 and 6	7	1,728,430.
8	Enter qualifying distributions from Part XII, line 4	8	2,301,645.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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 ▶ [X] and enter 1% of Part I, line 27b	1	8,484.
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	8,484.
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	8,484.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 34,880.		
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	34,880.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	26,396.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 26,396. **Refunded** ▶	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ VALERIE SCHULZE Telephone no ▶ (361) 592-8501

Located at ▶ P.O. BOX DRAWER 911, KINGSVILLE, TX ZIP+4 ▶ 78363

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 N/A

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
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 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 ▶ _____, _____, _____, _____			
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)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	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? 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	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	

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.

(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
LEROY G. DENMAN, JR. 711 NAVARRO, SUITE 535 SAN ANTONIO, TX 78205	TRUSTEE 2.00	40,000.	0.	0.
STEPHEN J. KLEBERG P.O. BOX 1418 KINGSVILLE, TX 78363	TRUSTEE 2.00	40,000.	0.	789.
DR. DUANE M. LEACH 1604 WINDSWEPT ROAD GARDENDALE, TX 79758	TRUSTEE 4.00	40,000.	0.	683.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LUTHER KING CAPITAL MANAGEMENT - 301 COMMERCE STREET, SUITE 1600, FORT WORTH, TX 76102	INVESTMENT MANAGEMENT	55,616.
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**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	36,830,528.
b	Average of monthly cash balances		1b	74,526.
c	Fair market value of all other assets		1c	701,292.
d	**Total** (add lines 1a, b, and c)		1d	37,606,346.
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	37,606,346.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	564,095.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	37,042,251.
6	**Minimum investment return.** Enter 5% of line 5		6	1,852,113.

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

1	Minimum investment return from Part X, line 6			1	1,852,113.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,484.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,484.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,843,629.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,843,629.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,843,629.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,301,645.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,301,645.
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	5	8,484.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,293,161.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,843,629.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,121,472.	
b Total for prior years _____, _____, _____		0.		
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	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,301,645.				
a Applied to 2008, but not more than line 2a			2,121,472.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				180,173.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,663,456.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
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 instructions and Part VII-A, question 9) N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
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 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 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 14

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

SEE STATEMENT 14

c Any submission deadlines

SEE STATEMENT 14

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

SEE STATEMENT 14

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
TEXAS A&M UNIVERSITY KINGSVILLE FOUNDATION P.O. BOX 2202 KINGSVILLE, TX 78363	N/A	PUBLIC CHARITY	CHARITABLE PURPOSES	2,130,000.
THE ZOOLOGICAL SOCIETY OF SAN DIEGO P.O. BOX 120551 SAN DIEGO, CA 92112-0551	N/A	PUBLIC CHARITY	CHARITABLE PURPOSES	30,000.
UNITED STATES SPORTSMAN'S ALLIANCE P.O. BOX 42123 LUBBOCK, TX 79409-2123	N/A	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000.
Total			▶ 3a	2,165,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	6,196.	
4 Dividends and interest from securities			14	582,635.	
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	<1,082,329.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 11				508,798.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		15,300.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	15,300.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	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

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

2a Is the 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
N/A		

Sign Here

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

Signature of officer or trustee: Doug D Deason Jr | Date: 6/7/2010 | Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number
	03/13/10		

Firm's name (or yours if self-employed), address, and ZIP code: FISHER, HERBST & KEMBLE, P.C.
9501 CONSOLE DR., SUITE 200
SAN ANTONIO, TEXAS 78229

EIN ▶

Phone no 210-614-2284

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION	74-6038766
	Number, street, and room or suite no. If a P.O. box, see instructions. 711 NAVARRO, SUITE 535	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN ANTONIO, TX 78205	

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

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

- The books are in the care of ▶ VALERIE SCHULZE P.O. BOX DRAWER 911 - KINGSVILLE, TX 78363
  Telephone No. ▶ (361) 592-8501 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning _____, and ending _____.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 8,484.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 34,880.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

COPY

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	SOUTH TEXAS MONEY MGMT (FROST BANK #FA722)	P	VARIOUS	VARIOUS
b	SOUTH TEXAS MONEY MGMT (FROST BANK #FA722)	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS #014-16770-4	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS #014-16770-4	P	VARIOUS	VARIOUS
e	BESSEMER TRUST #8G1371	P	VARIOUS	VARIOUS
f	BESSEMER TRUST #8G1371	P	VARIOUS	VARIOUS
g	LUTHER KING (WELLS FARGO #451-0523-00)	P	VARIOUS	VARIOUS
h	LUTHER KING (WELLS FARGO #451-0523-00)	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	1,298,114.		1,911,763.	<613,649.>
b	502,963.		680,982.	<178,019.>
c	502,205.		542,798.	<40,593.>
d	299,607.		300,000.	<393.>
e	3,020,893.		3,381,583.	<360,690.>
f	1,609,345.		2,081,288.	<471,943.>
g	384,094.		348,209.	35,885.
h	2,430,935.		1,889,034.	541,901.
i	5,172.			5,172.
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<613,649.>
b				<178,019.>
c				<40,593.>
d				<393.>
e				<360,690.>
f				<471,943.>
g				35,885.
h				541,901.
i				5,172.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<1,082,329.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
KLEBERG BANK - CHECKING INTEREST	6,196.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,196.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SECURITIES AND INTEREST BEARING ACCOUNTS	587,807.	5,172.	582,635.
TOTAL TO FM 990-PF, PART I, LN 4	587,807.	5,172.	582,635.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EXXON MOBIL ROYALTIES	502,706.	502,706.	
HEADINGTON ROYALTIES	709.	709.	
SOUTH TEXAS MONEY MANAGEMENT (FROST BANK #FA722)	1,988.	1,988.	
AUSTIN CALVERT CLASS ACTION	2,626.	2,626.	
LUTHER KING CLASS ACTION	769.	769.	
TOTAL TO FORM 990-PF, PART I, LINE 11	508,798.	508,798.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DENMAN, FRANKLIN, DENMAN	3,000.	1,500.		1,500.
MICHAEL J. KRUEGER	178.	89.		89.
TO FM 990-PF, PG 1, LN 16A	3,178.	1,589.		1,589.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FISHER, HERBST & KEMBLE, P.C.	7,578.	0.		7,578.
TO FORM 990-PF, PG 1, LN 16B	7,578.	0.		7,578.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KLEBERG BANK - ADMIN FEES	12,000.	6,000.		6,000.
LUTHER KING - INV MGT FEES	55,616.	55,616.		0.
WELLS FARGO - INV MGT FEES	19,645.	19,645.		0.
BESSEMER TRUST CO. - INV MGT FEES	48,276.	48,276.		0.
SOUTH TEXAS MONEY MANAGEMENT - INV MGT FEES	33,168.	33,168.		0.
GOLDMAN SACHS - INV MGT FEES	11,337.	11,337.		0.
FROST BANK - CUSTODY FEES	3,125.	3,125.		0.
TO FORM 990-PF, PG 1, LN 16C	183,167.	177,167.		6,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	9,529.	9,529.		0.
AD VALOREM TAXES	26,213.	26,213.		0.
ROYALTY PRODUCTION TAXES	34,720.	34,720.		0.
FEDERAL EXCISE TAXES	10,924.	0.		0.
TO FORM 990-PF, PG 1, LN 18	81,386.	70,462.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAFE DEPOSIT BOX	20.	20.		0.
MISCELLANEOUS EXPENSE	12.	6.		6.
TO FORM 990-PF, PG 1, LN 23	32.	26.		6.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT #12	36,623,898.	41,162,545.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,623,898.	41,162,545.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PUBLICATION 90	8,637.	8,637.	0.
PREPAID FEDERAL EXCISE TAX	47,355.	26,396.	26,396.
TO FORM 990-PF, PART II, LINE 15	55,992.	35,033.	26,396.

FORM 990-PF OTHER REVENUE STATEMENT 11

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC-TION INCOME
EXXON MOBIL ROYALTIES			15	502,706.	
HEADINGTON ROYALTIES			15	709.	
SOUTH TEXAS MONEY MANAGEMENT (FROST BANK #FA722)			15	1,988.	
AUSTIN CALVERT CLASS ACTION			14	2,626.	
LUTHER KING CLASS ACTION			14	769.	
TOTAL TO FORM 990-PF, PG 11, LN 11				508,798.	

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2009 STATEMENT 12

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,889	MCORP	$ 1 00	$ -
	TOTAL - MCORP	**$ 1.00**	**$ -**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
654	TENNECO, INC	$ 584 17	$ 12,334 44
	TOTAL - TENNECO, INC.	**$ 584.17**	**$ 12,334.44**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
654	PACTIV CORP	$ 4,716 81	$ 15,761 40
	TOTAL - PACTIV CORP.	**$ 4,716.81**	**$ 15,761.40**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
120	EL PASO NATURAL GAS CO	$ 1,646 25	$ 1,336 80
	TOTAL - EL PASO NATURAL GAS CO.	**$ 1,646.25**	**$ 1,336.80**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
55,493	AIM STIC PRIME (PRI AND INC)	$ 59,211 34	$ 59,211 34
1,409	ABBOTT LABORATORIES COM	75,760 24	76,071 91
2,051	AMERICAN FINL GROUP INC COM	41,880 80	51,172 45
1,258	AMEN INC COM*	67,844 19	71,165 06
1,726	AT & T INC COM	63,499 37	48,379 78
3,062	BANK OF NEW YORK MELLON CORP COM	132,583 79	85,644 14
127	BECTON DICKINSON & CO	80,193 37	80,989 22
1,501	CANON INC SPONSORED ADR	45,206 36	63,522 32
883	CHEVRON CORP NEW	64,801 25	67,982 17
6,154	CHINA UNICOM (HONG KONG) LTD ADR	85,634 38	80,678 94
1,092	CHUBB CORP COM*	43,736 79	53,704 56
3,183	CISCO SYSTEMS INC	83,955 65	76,201 02
937	COLGATE PALMOLIVE CO	67,303 49	76,974 55
4,462	COMCAST CORPORATION NEW CL A COM*	67,437 99	75,229 32
6,079	CONTINENTAL AIRLINES INC CLASS B	80,327 91	108,935 68
1,667	DEVON ENERGY CORP (NEW)	128,896 44	122,524 50
1,942	DISNEY (WALT) COMPANY HOLDING CO	48,116 33	62,629 50
1,376	DU PONT E I DE NEMOURS & CO COM	64,014 82	46,329 92
4,522	E M C CORP MASSACHUSETTS COM	55,401 56	78,999 34
1,378	EATON CORP COM*	61,180 03	87,668 36
1,395	ECOLAB INC	65,403 74	62,189 10
1,831	ENCORE ACQUISITION CO	67,160 90	87,924 62
627	ENTERGY CORP NEW COM	50,418 39	51,313 68
923	EOG RESOURCES INC COM	57,467 12	89,807 90
1,123	EQT CORPORATION COM	45,990 44	49,322 16
916	EXXON MOBIL CORP COM*	64,460 50	62,462 04
869	FEDEX CORP COM*	71,867 34	72,518 05
1,195	FMC CORP COM NEW	55,248 72	66,633 20
2,108	HARSCO CORPORATION COM	57,222 19	67,940 84
2,739	HONDA MOTOR LTD ADR	107,853 08	92,852 10
1,989	ISHARES DJ US TECHNOLOGY SEC	110,068 76	114,447 06
8,408	ISHARES S&P SMALLCAP 600 INDEX FUND	519,079 03	460,085 76

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2009 STATEMENT 12

855	JOHNSON & JOHNSON	54,994 38	55,070 55
3,693	LOWES COS INC COM*	79,818 65	86,379 27
2,131	MARATHON OIL CORP	86,970 67	66,529 82
1,551	MCKESSON CORPORATION COM	62,518 02	96,937 50
892	MEDCO HEALTH SOLUTIONS INC COM*	37,797 43	57,007 72
5,857	NEWS CORP CLASS A	68,602 45	80,182 33
1,120	NORTHERN TRUST CORP COM*	63,569 10	58,688 00
2,409	NOVARTIS SPONSORED	139,585 63	131,121 87
3,278	OLIN CORP COM	44,782 72	57,430 56
3,201	ORACLE CORPORATION*	65,945 40	78,520 53
1,724	PATTERSON - UTI ENERGY INC COM*	27,665 02	26,463 40
2,746	PAYCHEX INC	110,273 66	84,137 44
854	PEPSICO INC	55,543 48	51,923 20
939	PROCTER & GAMBLE COMPANY	66,745 72	56,931 57
1,092	QUALCOMM INC	60,325 79	50,515 92
3,592	RAYMOND JAMES FINANCIAL INC COM	58,803 75	85,381 84
1,914	SAFEWAY INC NEW	68,168 26	40,749 06
2,478	SCHWAB CHARLES CORP NEW COM*	36,575 28	46,635 96
1,465	SONY CORP SPONSORED ADR	42,982 37	42,485 00
9,653	SOUTHWEST AIRLINES CO	92,222 22	110,333 79
1,129	ST JUDE MEDICAL INC COM*	41,758 04	41,524 62
4,465	STARBUCKS CORP	65,448 08	102,962 90
2,949	SYSCOCORP	87,830 68	82,395 06
4,119	TD AMERITRADE HOLDING CORP	65,211 60	79,826 22
1,040	TELEFONICA S A SPONSORED	81,584 29	86,860 80
1,874	TORCHMARK CORP COM	81,802 53	82,362 30
1,014	TRAVELERS COMPANIES INC COM*	48,336 88	50,558 04
2,489	TREEHOUSE FOODS INC	68,972 57	96,722 54
2,690	UNILEVER PLC SPONSORED ADR	75,779 73	85,811 00
3,379	UTILITIES SELECT SECTOR SPDR FUND	123,164 55	104,816 58
2,497	VERIZON COMMUNICATIONS	92,941 06	82,725 61
1,550	WAL MART STORES INC	86,311 30	82,847 50
2,056	WALGREEN CO COM*	64,796 04	75,496 32
5,087	WILLIAMS SONOMA INC	45,756 13	105,707 86
3,420	WR BERKLEY CORP COM	81,905 83	84,268 80
1,027	3M CO COM*	62,320 23	84,902 09
2,871	SAN JUAN BASIN RTY TR UNIT BEN INT	108,932 45	49,496 04
	TOTAL - SOUTH TEXAS MONEY MANAGEMENT	**$ 5,295,968.30**	**$ 5,494,220.20**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
597,767 34	FEDERATED US TREASURY CASH RESERVE	$ 597,764 34	$ 597,764 34
12,000	JARDEN CORP	295,453 57	370,920 00
14,000	PETSMART, INC	370,331 60	373,660 00
5,000	TIFFANY & CO	170,401 00	215,000 00
4,000	TIME WARNER INC	91,276 36	116,560 00
11,500	TRACTOR SUPPLY CO	344,586 80	609,155 00
2,000	V F CORP	112,647 40	146,480 00
4,000	COCA COLA CO	173,275 40	228,000 00
3,200	COLGATE PALMOLIVE CO	53,062 00	262,880 00
6,000	KIMBERLY CLARK CORP	296,398 17	382,260 00
5,000	PEPSICO, INC	148,258 22	304,000 00
4,000	PROCTER & GAMBLE CO	147,565 25	242,520 00
5,500	WALGREEN CO	200,535 50	201,960 00
6,500	CABOT OIL & GAS CORP	46,984 17	283,335 00
2,600	CENOVUS ENERGY INC	71,023 15	65,520 00

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2009 STATEMENT 12

2,600	ENCANA CORP	76,971 03	84,214 00
9,000	ENCORE ACQUISITION CO	257,374 50	432,180 00
4,000	EXXON MOBIL CORPORATION	118,175 01	272,760 00
5,000	NOBLE ENERGY, INC	65,659 60	356,100 00
4,200	XTO ENERGY INC	229,679 10	195,426 00
12,000	BANK OF AMERICA CORP	522,142 71	180,720 00
13,000	CULLEN FROST BANKERS, INC	547,745 48	650,000 00
5,200	NORTHERN TRUST CORP	55,775 00	272,480 00
18,000	US BANCORP	558,666 55	405,180 00
1,600	WELLS FARGO & CO	347,433 57	431,840 00
4,500	ABBOTT LABS	229,711 42	242,955 00
2,000	ALCON, INC	135,740 69	328,700 00
8,000	DENTSPLY INTERNATIONAL, INC	244,156 05	281,360 00
1,700	EXPRESS SCRIPTS INC COMMON STOCK	111,474 27	146,914 00
2,400	GILEAD SCIENCES INC	108,526 80	103,848 00
4,300	HAEMONETICS CORP	256,210 67	237,145 00
6,000	PRIZER INC	90,299 40	109,140 00
5,500	RESMED INC	256,217 50	287,485 00
5,600	THERMO FISHER SCIENTIFIC, INC	109,835 50	267,064 00
3,000	DANAHER CORP	221,258 13	225,600 00
5,100	EMERSON ELECTRIC CO	175,838 31	217,260 00
5,625	GENERAL ELECTRIC CO	96,990 75	85,106 25
10,125	IRON MOUNTAIN INC	91,380 00	230,445 00
9,000	KIRBY CORP	87,643 85	313,470 00
5,700	RAVEN INDS INC	140,349 96	180,633 00
5,000	RAYTHEON CO	146,882 80	257,600 00
5,000	ROCKWELL COLLINS	240,496 10	276,800 00
8,000	WASTE MANAGEMENT, INC	168,537 19	270,480 00
4,950	AKAMAI TECHNOLOGIES	97,062 57	125,433 00
900	APPLE INC	86,136 21	189,658 80
11,000	CISCO SYSTEMS, INC	155,683 90	263,340 00
18,000	E M C CORP	306,226 60	314,460 00
200	GOOGLE INC	76,863 30	123,996 00
10,000	INTEL CORP	302,823 78	204,000 00
3,000	INTERNATIONAL BUSINESS MACHS CORP	307,371 59	392,700 00
1,900	ITRON INC	182,082 76	128,383 00
7,500	MICROSOFT CORP	253,632 54	228,600 00
3,100	NATIONAL INSTRS CORP COM	67,192 50	91,295 00
5,900	NUANCE COMMUNICATIONS INC	68,491 33	91,627 00
16,000	ORACLE CORPORATION	247,151 00	392,480 00
5,000	TEXAS INSTRUMENTS INC	162,830 30	130,300 00
5,000	TRIMBLE NAV LTD	107,700 96	126,000 00
9,000	DU PONT E I DE NEMOURS & CO	413,292 30	303,030 00
3,000	EAGLE MATLS INC	80,448 90	78,150 00
3,700	FMC CORP COM	164,461 67	206,312 00
800	MONSANTO	63,236 64	65,400 00
1,000	NEWMONT MINING CORP	44,459 70	47,310 00
15,000	RELIANCE STL & ALUM CO	76,176 25	648,300 00
9,000	AT & T INC	284,903 26	252,270 00
	CASH BALANCE	780 00	780 00
	TOTAL - WELLS FARGO (LUTHER KING) #0523	**$ 12,359,742.93**	**$ 16,146,744.39**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
304,814 080	BESSEMER SWEEP PROGRAM 150%	304,814 00	304,814 00
3,330	DISNEY (WALT] HOLDING CO (DIS)	73,621 00	107,392 00
2,120	KOHL'S CORP	74,510 00	114,331 00

FORM 990-PF	DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2009		STATEMENT 12
5,610	LOWES COS INC	120,802 00	131,217 00
5,940	STAPLES INC	136,935 00	146,064 00
2,950	PROCTER & GAMBLE CO	200,751 00	178,858 00
2,670	WAL-MART STORES INC (WMT)	125,165 00	142,711 00
1,300	APACHE CORP	107,201 00	134,121 00
1,700	EOG RES INC	107,963 00	165,410 00
2,400	HESS CORP	132,315 00	145,200 00
10,750	WEATHERFORD INTL LTO	85,957 00	109,251 00
2,630	AMERICAN EXPRESS (AXP)	114,954 00	106,567 00
3,500	JPMORGAN CHASE & CO	149,992 00	145,845 00
4,900	MORGAN STANLEY GRP INC	147,346 00	145,040 00
2,350	T ROWE PRICE GROUP INC	96,547 00	125,137 00
2,680	CELGENE CORP (CELG)	75,602 00	149,222 00
1,320	JOHNSON & JOHNSON (JNJ)	76,919 00	85,021 00
6,750	PFIZER INC	116,643 00	122,782 00
2,390	TEVA PHARM INDS LTD ADR	111,796 00	134,270 00
1,976	THERMO FISHER SCIENTIFIC (TMO)	57,161 00	94,235 00
1,100	FEDEX CORP	89,043 00	91,795 00
2,850	ILLINOIS TOOL WORKS INC	89,430 00	136,771 00
3,750	INGERSOLL- RAND PUBLIC	134,187 00	134,025 00
3,750	TYCO INTL LTD NEW	132,145 00	133,800 00
1,550	UNION PACIFIC CORP	81,765 00	99,045 00
1,550	UNION PARCEL SERVICE CL B	81,501 00	88,923 00
7,710	CISCO SYSTEMS INC (CSCO)	142,931 00	185,295 00
5,810	CORNING INC (GLw,I	68,654 00	112,191 00
7,780	EMC CORP	95,460 00	135,916 00
223	GOOGLE INC	91,226 00	138,255 00
4,750	MICROSOFT CORP	131,380 00	144,780 00
4,250	PAYCHEX INC	127,809 00	130,220 00
4,750	DOW CHEMICAL	126,715 00	131,242 00
6,880	INTERNATIONAL PAPER	158,579 00	184,246 00
236,847 044	OLD WESTBURY NON-US LC FD	2,233,467 00	2,202,677 00
185,747 345	OLD WEST GL SM & MD CAP FD	1,956,803 00	2,371,993 00
355,840 789	OLD WESTBURY GL OPPTIES FD	2,559,960 00	2,515,794 00
109,244 998	OLD WESTBURY REAL RETRN FD	1,146,274 00	1,077,155 00
250,000	OW PRIV EQUITY FD X	10,139 00	9,682 00
500,000	OW GLOBAL REAL ESTATE FUND	79,294 00	72,554 00
493 117	5TH AVE GLBL EQ OFF FD LTD	900,000 00	767,705 00
742 880	5TH AVE VAL CR OFF LTD	900,000 00	722,378 00
	OW - INVESTMENT (BOOK COST) - NOT ON SUBLEDGERS	14,513 87 *	
	TOTAL - BESSEMER TRUST	**$ 13,768,269.87**	**$ 14,373,930.00**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,952 49	GOLDMAN SACHS INSTITUTIONAL LIQUID ASSETS	1,952 49	1,952 49
100 00	BNP PARIBAS LINKED TO S&P 500	100,000 00	99,067 90
50 00	BNP PARIBAS LINKED TO GS GLOBAL INFRAST	49,625 00	37,052 90
200 00	BNP PARIBAS LINKED TO MSCI EAFE	200,000 00	204,807 40
	GS HEDGE FUND OPPORTUNITIES	1,300,000 00	1,272,611 60
	GS INVESTMENT PARTNERS	1,200,000 00	1,246,130 19
32,088 55	GS CREDIT STRATEGIES FUND	341,391 12	340,138 59
22,513 17	ALPHA + (GLOBAL EQUITY) MANAGERS PORTFOLIO 5	2,000,000 00	1,916,456 88
	TOTAL - GOLDMAN SACHS	**$ 5,192,968.61**	**$ 5,118,217.95**
	TOTAL - PORTFOLIO INVESTMENT SECURITIES	**$ 36,623,897.94**	**$ 41,162,545.18**

# SHARES	SECURITY DESCRIPTION	PURCHASE	SOLD	PROCEEDS	COST	GAINS (LOSSES)
421	ABBOTT LABORATORIES COM	1/24/2007	3/10/2009	19,656 46	22,636 66	(2,980 20) LT
1,475	ACCENTURE LTD BERMUDA CLASS A	7/25/2008	12/16/2009	61,519 48	60,104 18	1,415 30 LT
1,028	AMAZON COM INC	VARIOUS	7/10/2009	79,775 99	51,573 77	28,202 22 ST
141	BAXTER INTERNATIONAL INC COM	6/5/2009	11/20/2009	7,666 09	6,763 77	902 32 ST
777	BAXTER INTERNATIONAL INC COM	11/10/2008	11/20/2009	42,245 02	47,402 28	(5,157 26) LT
1,560	CARNIVAL CORP PAIRED CTF 1 COM	VARIOUS	11/24/2009	49,737 13	65,088 54	(15,351 41) LT
248	CVS CAREMARK	7/16/2009	12/15/2009	7,860 98	7,940 27	(79 29) ST
1,753	CVS CAREMARK	10/3/2007	12/15/2009	55,565 68	67,409 16	(11,843 48) LT
4,718	GENERAL ELECTRIC CO	1/24/2007	2/24/2009	42,168 30	172,985 00	(130,816 70) LT
635	GRAINGER W W INC	10/31/2008	1/29/2009	46,773 02	50,767 24	(3,994 22) ST
1,138	HONDA MOTOR LTD ADR	VARIOUS	4/17/2009	31,136 93	46,211 00	(15,074 07) LT
2,359	ISHARES DJ US TECHNOLOGY SEC	VARIOUS	5/13/2009	96,441 46	136,587 58	(40,146 12) LT
4,345	ISHARES S&P SMALLCAP 600 INDEX FUND	11/14/2007	2/24/2009	155,229 90	291,190 61	(135,960 71) LT
673	JOHNSON & JOHNSON	5/9/2007	3/11/2009	32,185 30	43,287 97	(11,102 67) LT
556	JOHNSON & JOHNSON	5/9/2007	10/20/2009	33,899 67	35,762 43	(1,862 76) LT
4,646	KBW BANK ETF	3/13/2008	2/9/2009	73,144 82	181,791 01	(108,646 19) ST
408	KBW REGIONAL BANKING ETF	1/30/2008	1/28/2009	9,130 99	15,262 38	(6,131 39) ST
4,836	KBW REGIONAL BANKING ETF	6/6/2008	3/13/2009	88,143 83	151,445 14	(63,301 31) ST
4,726	KBW REGIONAL BANKING ETF	1/30/2008	3/13/2009	86,138 90	176,789 27	(90,650 37) LT
984	KIMBERLY CLARK CORP	2/27/2008	9/25/2009	56,704 89	65,226 51	(8,521 62) LT
1,146	PEPSICO INC	1/24/2007	1/15/2009	57,734 35	74,534 92	(16,800 57) LT
1,031	RAYTHEON CO NEW	VARIOUS	11/23/2009	51,860 96	64,896 91	(13,035 95) LT
5,217	SELECT SECTOR SPDR FD TECHNOLOGY	9/24/2008	2/3/2009	140,851 43	159,814 45	(18,963 02) ST
8,778	SELECT SECTOR SPDR FD TECHNOLOGY	VARIOUS	7/9/2009	152,935 15	212,336 30	(59,401 15) LT
771	UNION PACIFIC CORP	VARIOUS	12/18/2009	49,995 36	62,365 27	(12,369 91) LT
1,548	UTILITIES SELECT SECTOR SPDR FUND	1/24/2007	9/3/2009	44,472 89	56,424 60	(11,951 71) LT
4,066	UTILITIES SELECT SECTOR SPDR FUND	1/24/2007	9/17/2009	121,348 28	148,205 70	(26,857 42) LT
805	VF CORP	8/20/2008	9/24/2009	57,138 32	62,318 59	(5,180 27) LT
177	V F CORP	11/19/2008	9/25/2009	12,563 33	7,311 18	5,252 15 ST
1,072	VARIAN MEDICAL SYSTEMS INC	10/31/2008	9/3/2009	37,052 94	48,312 36	(11,259 42) ST
				-	-	
	TOTAL SHORT TERM GAIN/(LOSS)			502,963 42	680,981 57	(178,018 15)
	TOTAL LONG TERM GAIN/(LOSS)			1,298,114 43	1,911,763 48	(613,649 05)
	SUB-TOTAL - SOUTH TEXAS MONEY MANAGEMENT			**$ 1,801,077.85**	**$ 2,592,745 05**	**$ (791,667 20)**

# SHARES	SECURITY DESCRIPTION	PURCHSE	SOLD	PROCEEDS	COST	GAINS(LOSSES)
4,798	GOLDMAN SACHS INTL REAL ESTATE SECS FUND	5/29/2008	3/5/2009	17,994 24	50,000 00	(32,005 76) ST
6,400	ISHARES TR-ISHARES MSCI EAFE INDEX FUND ET	5/27/2009	6/30/2009	291,960 48	300,480 00	(8,519 52) ST
2,100	STANDARD & POORS DEP RCPTS SPDR	5/27/2009	6/30/2009	192,250 05	192,318 00	(67 95) ST
43,296	BNP PARIBAS LINKED TO GS GLOBAL INFRAST	VARIOUS	12/14/2009	299,607 32	300,000 00	(392 68) LT
	TOTAL SHORT TERM GAIN/(LOSS)			502,204 77	542,798 00	(40,593 23)
	TOTAL LONG TERM GAIN/(LOSS)			299,607 32	300,000 00	(392 68)
	SUB-TOTAL - GOLDMAN SACHS			**$ 801,812 09**	**$ 842,798 00**	**$ (40,985 91)**

# SHARES	SECURITY DESCRIPTION	PURCHASE	SOLD	PROCEEDS	COST	GAINS(LOSSES)
9,680	APPLIED MATERIALS	VARIOUS	VARIOUS	155498 16	156518 55	(1,020 39) ST
4,260	CHESAPEAKE ENERGY CORP	VARIOUS	VARIOUS	136,951 79	271,036 85	(134,085 06) ST
3,000	CORNING INC (GLw,I	8/15/2009	3/26/2009	7,062 61	10,522 50	(3,459 89) ST
3,120	DISNEY (WALT] HOLDING CO (DIS)	VARIOUS	VARIOUS	62,899 50	94,658 37	(31,758 87) ST
3,720	EMC CORP	VARIOUS	VARIOUS	46,280 80	58,303 65	(12,022 85) ST
500	EOG RES INC	9/17/2009	10/21/2009	47,318 38	41,508 15	5,810 23 ST
2,550	FPL GROUP INC	VARIOUS	VARIOUS	139,103 61	128,373 22	10,730 39 ST
800,000	FEDERAL HOME LOAN BANKS	10/22/2009	12/2/2009	799,820 67	799,777 56	43 11 ST
2,470	GENZYME CORP	VARIOUS	VARIOUS	134,587 85	175,223 88	(40,636 03) ST
3,920	HUDSON CITY BANCORP INC (HCBK)	VARIOUS	VARIOUS	50,160 12	41,498 77	8,661 35 ST
1,500	ILLINOIS TOOL WORKS INC	VARIOUS	VARIOUS	69,907 75	49,250 70	20,657 05 ST
7,750	INTEL CORP	VARIOUS	VARIOUS	145,970 62	107,823 80	38,146 82 ST
1,120	INTERNATIONAL PAPER	VARIOUS	VARIOUS	14,358 03	33,398 74	(19,040 71) ST
270	JOHNSON & JOHNSON (JNJ)	VARIOUS	3/26/2009	14,221 93	18,553 55	(4,331 62) ST
1,080	KOHL'S CORP	VARIOUS	VARIOUS	57,654 28	42,125 13	15,529 15 ST
640	LOWES COS INC	9/30/2008	5/13/2009	12,038 09	15,259 97	(3,221 88) ST
520	MATTEL INC	VARIOUS	3/25/2009	6,150 52	9,971 47	(3,820 95) ST
21,192	WESTBURY NON-US LC FD	9/18/2008	5/13/2009	160,000 00	199,841 06	(39,841 06) ST
43,350	OLD WEST GL SM & MD CAP FD	10/3/2008	5/13/2009	440,000 00	446,935 96	(6,935 96) ST
1,400	OLD WEST REAL RETRN FD	8/15/2008	5/13/2009	12,107 31	18,000 00	(5,892 69) ST
470	PG & E CORP	VARIOUS	3/27/2009	18,313 07	18,644 50	(331 43) ST
340	PEPSICO INC	VARIOUS	4/22/2009	16,521 16	23,105 29	(6,584 13) ST

FORM 990-PF DETAIL OF SECURITIES SOLD IN 2009 STATEMENT 13

300	GAMBLE CO	7/29/2008	5/13/2009	15,092 61	19,607 91	(4,515 30)	ST
1,800	RESEARCH IN MOTION LTD	VARIOUS	VARIOUS	105,977 18	100,096 15	5,881 03	ST
2,400	S&P 500 DEP RCPTS	VARIOUS	VARIOUS	208,846 15	266,931 96	(58,085 81)	ST
2,570	STAPLES INC	VARIOUS	VARIOUS	54,861 93	64,266 68	(9,404 75)	ST
3,000	SUNTRUST BANKS	VARIOUS	VARIOUS	48,153 35	113,310 78	(65,157 43)	ST
270	TEVA PHARM INDS LTD ADR	8/15/2008	5/13/2009	12203 68	13040 22	(836 54)	ST
490	THERMO FISHER SCIENTIFIC	10/24/2008	5/13/2009	17,840 44	18,373 33	(532 89)	ST
610	WEATHER INTL LTD	VARIOUS	VARIOUS	10,991 91	25,624 30	(14,632 39)	ST
5,500	BANK NEW YORK MELLON CORP	VARIOUS	VARIOUS	165,650 52	234,104 07	(68,453 55)	LT
3,380	CAMERON INTL CORP	VARIOUS	VARIOUS	76,922 60	120,401 92	(43,479 32)	LT
550	CELGENE CORP	VARIOUS	5/13/2009	22,439 42	31,637 03	(9,197 61)	LT
350	CHESAPEAKE ENERGY CORP	7/29/2008	8/14/2009	8,235 15	16,441 95	(8,206 80)	LT
2,580	CISCO SYSTEMS INC (CSCO)	VARIOUS	VARIOUS	47,978 36	71,393 38	(23,415 02)	LT
8,050	CORNING INC (GLw,I	VARIOUS	VARIOUS	110,278 29	184,373 95	(74,095 66)	LT
730	DISNEY (WALT] HOLDING CO (DIS)	VARIOUS	VARIOUS	15,980 93	25,272 49	(9,291 56)	LT
5,000	EMC CORP	VARIOUS	VARIOUS	83,531 00	78,038 91	5,492 09	LT
3,300	HUDSON CITY BANCORP INC (HCBK)	VARIOUS	VARIOUS	43,530 16	42,797 94	732 22	LT
1,500	INTERNATIONAL PAPER	VARIOUS	10/28/2009	32,483 91	44,120 94	(11,637 03)	LT
960	JOHNSON & JOHNSON (JNJ)	VARIOUS	VARIOUS	51,027 94	64,243 21	(13,215 27)	LT
9,000	MATTEL INC	VARIOUS	VARIOUS	108,082 36	205,599 70	(97,517 34)	LT
17,097	OLD WESTBURY REAL RETRN FD	VARIOUS	5/13/2009	147,892 69	215,015 05	(67,122 36)	LT
4,000	PG & E CORP	VARIOUS	VARIOUS	151,943 05	148,103 47	3,839 58	LT
2,920	PEPSICO INC	VARIOUS	VARIOUS	141,272 04	163,776 18	(22,504 14)	LT
680	RESEARCH IN MOTION LTD	VARIOUS	VARIOUS	50,081 21	77,092 99	(27,011 78)	LT
1,750	STAPLES INC	VARIOUS	VARIOUS	43,662 43	45,351 07	(1,688 64)	LT
500	TEVA PHARM INDS LTD ADR	8/15/2008	12/23/2009	27,960 63	24,148 55	3,812 08	LT
2,750	THERMO FISHER SCIENTIFIC	VARIOUS	VARIOUS	125,261 21	126,386 31	(1,125 10)	LT
1,520	WAL-MART STORES INC	VARIOUS	VARIOUS	77,447 82	72,321 23	5,126 59	LT
4,040	WEATHER INTL LTD	VARIOUS	VARIOUS	77,683 31	90,667 55	(12,984 24)	LT
	TOTAL SHORT TERM GAIN/(LOSS)			3,020,893 50	3,381,583 00	(360,689 50)	
	TOTAL LONG TERM GAIN/(LOSS)			1,609,345 03	2,081,287 89	(471,942 86)	
	SUB-TOTAL - BESSEMER TRUST			**$ 4,630,238 53**	**$ 5,460,960 95**	**$ (830,722 42)**	

# SHARES	SECURITY DESCRIPTION	PURCHASE	SOLD	PROCEEDS	COST	GAINS(LOSSES)	
364	AOL INC	5/12/2009	VAROUS	8,588 30	6,676 04	1,912 26	ST
2,000	BECTON DICKINSON & CO	12/12/2005	3/2/2009	125,959 89	120,523 20	5,436 69	LT
2,600	BURLINGTON NORTHN SANTA FE CORP	2/4/2008	11/25/2009	255,071 12	227,986 46	27,084 66	LT
400	BURLINGTON NORTHN SANTA FE CORP	4/13/2009	11/26/2009	39,241 71	26,374 72	12,866 99	ST
2,700	CHEVRON CORP	2/5/2007	4/16/2009	181,587 61	199,065 33	(17,477 72)	LT
2,100	ENERGIZER HOLDINGS INC	7/13/2009	11/30/2009	120,918 46	109,336 50	11,581 96	ST
4,000	HARRIS CORP	VARIOUS	3/25/2009	113,933 76	75,035 24	38,898 52	LT
6,000	HOME DEPOT, INC	VARIOUS	7/1/2009	142,167 54	129,475 83	12,691 71	LT
6,000	HONEYWELL INTERNATIONAL, INC	VARIOUS	7/1/2009	190,228 70	214,018 60	(23,789 90)	LT
3,000	KIRBY CORP	VARIOUS	7/13/2009	86,901 76	23,006 25	63,895 51	LT
4,200	MOLSON COORS BREWING CO	3/27/2006	12/1/2009	191,586 89	145,697 16	45,889 73	LT
9,000	NESTLE S A REGISTERED SHARES	VARIOUS	7/1/2009	343,861 35	92,512 50	251,348 85	LT
5,400	NOKIA CORPORATION - ADR	4/21/2009	7/9/2009	77,152 67	80,022 60	(2,869 93)	ST
7,000	PETSMART, INC	VARIOUS	11/27/2009	182,980 19	215,870 70	(32,890 51)	LT
7,000	SCHERING PLOUGH CORP	VARIOUS	3/17/2009	276,386 03	246,083 15	30,302 88	LT
6,000	SCHERING PLOUGH CORP	VARIOUS	3/17/2009	138,193 02	125,799 90	12,393 12	ST
4,000	SCHLUMBERGER LIMITED COM	VARIOUS	7/8/2009	237,662 28	110,135 29	127,526 99	LT
2,000	US BANCORP	12/18/2006	11/30/2009	46,958 79	72,060 00	(25,101 21)	LT
2,000	WELLS FARGO & CO	7/31/1996	12/1/2009	55,649 16	17,564 50	38,084 66	LT
	TOTAL SHORT TERM GAIN/(LOSS)			384,094 16	348,209 76	35,884 40	
	TOTAL LONG TERM GAIN/(LOSS)			2,430,935 07	1,889,034 21	541,900 86	
	SUB-TOTAL - WELLS FARGO (LUTHER KING) #0523			**$ 2,815,029 23**	**$ 2,237,243 97**	**$ 577,785.26**	

		PROCEEDS	COST	GAINS (LOSSES)
	GOLDMAN SACHS CAPITAL GAIN DISTRIBUTION	3,261 90	-	3,261 90
	BESSEMER TRUST CAPITAL GAIN DISTRIBUTION	1,909 94	-	1,909 94
	SUB-TOTAL - CAPITAL GAIN DISTRIBUTIONS	**$ 5,171 84**	**$ -**	**$ 5,171.84**
	FINAL TOTAL - NET CAPITAL GAIN/(LOSS)	**$ 10,053,328 54**	**$ 11,133,747 97**	**$ (1,082,328 37)**

CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION 74-6038766

ATTACHMENT TO 2009 FORM 990-PF

STATEMENT 14

PAGE 10, PART XV SUPPLEMENTARY INFORMATION - QUESTION 2

2A - MR LEROY G DENMAN, JR PH (210) 224-1011
711 NAVARRO STREET, SUITE 535
SAN ANTONIO, TEXAS 78205

2B - A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED IN THE FOLLOWING MANNER:

(1) THE REQUEST FOR THE GRANT SHOULD BE SUBMITTED ON THE ORGANIZATION'S LETTERHEAD

(2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION

A A NONTECHNICAL DESCRIPTION RELATED TO THE DESIRED USE OF THE GRANT

B. BUDGET INDICATING USE OF SPECIFIC GRANT AMOUNT REQUESTED

C A COPY OF THE ORGANIZATION'S 501(C) 3 EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE

2C - THERE ARE NO FORMAL SUBMISSION DEADLINES FOR GRANT REQUESTS

2D - GRANTS ARE USUALLY LIMITED BY THE FOLLOWING FACTORS:

(1) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH RESPECT TO RACE, COLOR OR RELIGION.

(2) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHICAL AREA.

(3) THE GOVERNING INSTRUMENT REQUIRES THAT CONTRIBUTIONS BE MADE TO SUPPORT WILDLIFE CONSERVATION AND STUDIES