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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

OMB No 1545-0052

2009

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

, 2009, and ending

, 20

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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

Name of foundation

ROBERT J. & HELEN C. KLEBERG FOUNDATION

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

700 N. ST. MARY'S SUITE 1200

City or town, state, and ZIP code

SAN ANTONIO, TX 78205

A Employer identification number

74-6044810

B Telephone number (see page 10 of the instructions)

(210) 271-3691

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) **\$ 204,196,986.**

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	1,118,790.	1,118,790.		
4 Dividends and interest from securities	3,124,015.	3,124,015.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-3,792,732.			
b Gross sales price for all assets on line 6a	4,000,000.			
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)	1,554,946.	1,554,946.	0.	ATCH 1
12 Total. Add lines 1 through 11	2,005,019.	5,797,751.	0.	
13 Compensation of officers, directors, trustees, etc.	0.			
14 Officer employee salaries and wages	47,114.	19,769.	0.	27,345.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	225.	225.	0.	0.
b Accounting fees (attach schedule) ATCH 2	19,000.	4,750.	0.	14,250.
c Other professional fees (attach schedule) *	945,954.	839,434.	0.	106,520.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	217,878.	236,266.	0.	360.
19 Depreciation (attach schedule) and depletion	229.	229.	0.	ATCH 13
20 Occupancy	11,104.	9,994.	0.	1,110.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	18,700.	5,516.	0.	13,138.
24 Total operating and administrative expenses. Add lines 13 through 23	1,260,204.	1,116,183.	0.	162,723.
25 Contributions, gifts, grants paid	10,489,475.			10,489,475.
26 Total expenses and disbursements Add lines 24 and 25	11,749,679.	1,116,183.	0.	10,652,198.
27 Subtract line 26 from line 12	-9,744,660.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		4,681,568.		
c Adjusted net income (if negative, enter -0-)			-00.	

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

* ATCH 3 JSA ** ATCH 4

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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	244,257.	1,980,307.	1,980,307.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	178,244.	28,654.	28,654.	
	10 a	Investments - U S and state government obligations (attach schedule) **	33,277,472.	30,203,482.	29,943,384.	
	b	Investments - corporate stock (attach schedule) ATCH 7.	164,077,513.	155,724,600.	167,920,665.	
	c	Investments - corporate bonds (attach schedule) ATCH 8.	1,307,692.	1,181,973.	1,402,588.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis	13,999.		ATCH 9	
		Less: accumulated depreciation (attach schedule)	12,609.	1,390.	1,390.	
15		Other assets (describe ATCH 10)	32,007.	32,158.	2,919,998.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	199,117,185.	189,152,564.	204,196,986.	
17		Accounts payable and accrued expenses	222,881.	2,920.		
18		Grants payable				
Net Assets or Fund Balances	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)	222,881.	2,920.		
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. X					
	27	Capital stock, trust principal, or current funds	185,719,316.	181,926,584.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	13,174,988.	7,223,060.		
	30	Total net assets or fund balances (see page 17 of the instructions)	198,894,304.	189,149,644.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	199,117,185.	189,152,564.			

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	198,894,304.
2	Enter amount from Part I, line 27a	2	-9,744,660.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	189,149,644.
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	189,149,644.

** ATCH 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">2</div> <div style="margin-left: 10px;">-3,792,732.</div> </div>		
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.			<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> 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. </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">3</div> </div>		

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	11,101,105.	217,585,754.	0.051019
2007	10,477,725.	223,541,166.	0.046872
2006	10,077,575.	215,753,058.	0.046709
2005	9,633,405.	205,437,484.	0.046892
2004	8,721,267.	198,192,334.	0.044004
2 Total of line 1, column (d)			0.235496
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			0.047099
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			185,210,873.
5 Multiply line 4 by line 3			8,723,247.
6 Enter 1% of net investment income (1% of Part I, line 27b)			46,816.
7 Add lines 5 and 6			8,770,063.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			10,652,198.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	46,816.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	46,816.
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	46,816.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	102,000.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	102,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	55,184.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 55,184. Refunded <input type="checkbox"/> <input type="checkbox"/>	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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> JOHN D. ALEXANDER, JR.	Telephone no	<input type="text"/> 210-271-3691	
	Located at <input type="text"/> 700 N. ST MARYS, SAN ANTONIO, TX	ZIP + 4	<input type="text"/> 78205-0000	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

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
ATTACHMENT 11		0.	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 ☐ NONE

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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
WELLINGTON TRUST COMPANY BOSTON, MASSACHUSETTS	INVEST COUNSELING	143,305.
LUTHER KING INVESTMENT MANAGEMENT CO. FORT WORTH, TEXAS	INVEST COUNSELING	190,968.
FIDUCIARY TRUST COMPANY NEW YORK, NEW YORK	INVESTMENT MGT.	88,667.
INVESTORS BANK MANAGEMENT BOSTON, MASSACHUSETTS	INVESTMENT MGT.	152,014.
SANDERSON FUND NEW YORK, NEW YORK	INVESTMENT MGT.	159,883.

Total number of others receiving over \$50,000 for professional services 1**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	182,799,853.
b	Average of monthly cash balances	1b	2,281,447.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,950,043.
d	Total (add lines 1a, b, and c)	1d	188,031,343.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	188,031,343.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	2,820,470.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	185,210,873.
6	Minimum investment return. Enter 5% of line 5	6	9,260,544.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	9,260,544.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	46,816.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	46,816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,213,728.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,213,728.
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	9,213,728.

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	10,652,198.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,652,198.
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	46,816.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,605,382.

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				9,213,728.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			10,321,138.	
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				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 10,652,198.				
a Applied to 2008, but not more than line 2a			10,321,138.	
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				331,060.
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				
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				8,882,668.
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	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	0.			

Form 990-PF (2009)

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(1)(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

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 invest-
ment 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 (i)(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:

ATTACHMENT 12

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

ATTACHMENT 12

c Any submission deadlines:

ATTACHMENT 12

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

ATTACHMENT 12

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 ATTACHMENT 14				10,489,475.
Total			▶ 3a	10,489,475.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2009)

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	1,118,790.	
4	Dividends and interest from securities			14	3,124,015.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-3,792,732.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	ROYALTY INCOME			15	1,562,353.	
c	PARTNERSHIP INCOME			14	-17,575.	
d	MISCELLANEOUS INCOME			18	10,168.	
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				2,005,019.	
13	Total. Add line 12, columns (b), (d), and (e)					2,005,019.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
---------------	---

NOT APPLICABLE

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


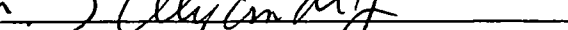
- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| a Transfers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

[illegible]

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

- b If "Yes," complete the following schedule**

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

Sign Here Paid Preparer's Use Only	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		15-12-2010 Date	VPJ Secretary Title
	Preparer's signature 	Date 12 MAY 2010	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ERNST & YOUNG U.S. LLP P.O. BOX 2938 SAN ANTONIO, TX 78299-2938		EIN ▶ 34-6565596 Phone no 210-228-9696		

Form 990-PF (2009)

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2009

Department of the Treasury

Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No **67**

Name(s) shown on return

Identifying number

ROBERT J. & HELEN C. KLEBERG FOUNDATION**74-6044810**

Business or activity to which this form relates

GENERAL DEPRECIATION**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		1,545.	5.000	HY	200DB	155.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		SL	
h Residential rental property			27 5 yrs	MM	SL	
i Nonresidential real property			39 yrs	MM	SL	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life				SL	
b 12-year			12 yrs	SL	
c 40-year			40 yrs	MM	SL

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	155.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		Yes	No	24b If "Yes," is the evidence written?		Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25
26 Property used more than 50% in a qualified business use							
		%					
		%					
		%					
27 Property used 50% or less in a qualified business use							
		%				S/L -	
		%				S/L -	
		%				S/L -	
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions):					
43 Amortization of costs that began before your 2009 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT 15					VARIOUS -3792732.	VARIOUS
TOTAL GAIN (LOSS)							<u>-3792732.</u>	

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GROSS ROYALTIES	1,562,353.	1,562,353.	0.
PARTNERSHIP INCOME	-17,575.	-17,575.	0.
MISCELLANEOUS INCOME	10,168.	10,168.	0.
TOTALS	<u>1,554,946.</u>	<u>1,554,946.</u>	<u>0.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST AND YOUNG, LLP	19,000.	4,750.	0.	14,250.
TOTALS	<u>19,000.</u>	<u>4,750.</u>	<u>0.</u>	<u>14,250.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GRANT ADMINISTRATION FEES	106,520.	0.	0.	106,520.
CUSTODIAL FEES	48,267.	48,267.	0.	0.
INVESTMENT COUNCIL MANAGEMENT	791,167.	791,167.	0.	0.
TOTALS	<u>945,954.</u>	<u>839,434.</u>	<u>0.</u>	<u>106,520.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRODUCTION TAXES	102,575.	102,575.	0.	0.
PAYROLL TAXES	3,604.	3,244.	0.	360.
FOREIGN TAXES PAID	56,791.	56,791.	0.	0.
AD VALOREM TAXES	73,656.	73,656.	0.	0.
FEDERAL EXCISE TAX PAYMENTS	57,000.	0.	0.	0.
FEDERAL EXCISE TAX REFUND	-75,748.	0.	0.	0.
TOTALS	<u>217,878.</u>	<u>236,266.</u>	<u>0.</u>	<u>360.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	15,338.	3,835.	0.	11,504.
BANK FEES	3,267.	1,633.	0.	1,634.
MEALS & ENTERTAINMENT	95.	48.	0.	0.
TOTALS	<u>18,700.</u>	<u>5,516.</u>	<u>0.</u>	<u>13,138.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY - TREAS. NOTES AND		
GOV'T OBLIGATIONS	4,080,361.	4,125,451.
VANGUARD S/T BOND FUND	9,204,399.	9,278,878.
VANGUARD INTER BOND FUND	9,004,420.	8,924,745.
VANGUARD L/T BOND FUND	7,914,302.	7,614,310.
US OBLIGATIONS TOTAL	<u>30,203,482.</u>	<u>29,943,384.</u>

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
FORM 990-PF, 2009

BALANCE SHEET DETAIL

LINE 10b - INVESTMENTS-SECURITIES	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
LUTHER KING/STATE STREET - CASH EQUIVALENTS	583,455	583,455
LUTHER KING/STATE STREET - SECURITIES	20,304,064	30,452,767
LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS	168,074	168,074
LUTHER KING SMALL CAP/STATE STREET - SECURITIES	4,763,800	5,131,862
FIDUCIARY TRUST - CASH EQUIVALENTS	172,563	171,285
FIDUCIARY TRUST - PREFERRED STOCK	461,210	424,819
FIDUCIARY TRUST - INTERNATIONAL SECURITIES	18,950,108	21,607,336
WELLINGTON CTF RESEARCH EQUITY FUND	18,300,131	16,329,589
WELLINGTON CTF DIH EQUITY FUND	9,572,183	8,948,222
LLOYD GEORGE ASIAN EQUITY FUND	14,098,556	15,766,591
CHASE BANK OF TEXAS - CASH EQUIVALENTS	1,974,435	1,974,435
ENDOWMENT VENTURE PARTNERSHIP INV.	464,114	475,221
VANGUARD INSTITUTIONAL FUND	8,944,712	8,278,472
DODGE COX FUND	17,907,445	16,416,006
SANDERSON FUND	19,059,752	19,076,210
NYES LEDGE CAPITAL HORIZON FUND	10,000,000	9,920,409
NYES LEDGE CAPITAL OFFSHORE FUND	10,000,000	12,195,912
TOTAL SECURITIES	\$155,724,600	\$167,920,665

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY CORPORATE BONDS	1,181,973.	1,402,588.
TOTALS	<u>1,181,973.</u>	<u>1,402,588.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
FILING CABINET	SL	259			259	259.			259
FURNITURE	A5	920.			920.	920			920
CHAIRS	A5	629.			629.	629			629
LEASEHOLD IMPROVE	A5	2,585			2,585	2,585			2,585
DESK & FILES	A5	2,079			2,079	2,079			2,079
BOOK CASES	A5	1,247			1,247.	1,247			1,247.
SAFE	M7	937.			937	937			937
COMPUTER TABLE	M7	147			147.	147			147
COMPUTER & PRINTER	M5	2,863			2,863.	2,863			2,863.
COMPUTER HARDWARE	M5	788.			788.	788			788
COMPUTER	M5		1,177		1,177		118.		118
PRINTER	M5		368		368		37		37
TOTALS		<u>12,454.</u>			<u>13,999.</u>	<u>12,454.</u>			<u>12,609.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTERESTS	38,318,771.	
ACCUMULATED DEPLETION	-38,287,054.	2,919,557.
LEASE DEPOSIT	216.	216.
OTHER CURRENT ASSETS	225.	225.
TOTALS	<u>32,158.</u>	<u>2,919,998.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
HELEN K. GROVES 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	PRESIDENT 1.00	0.	0.	0.
HELEN C. ALEXANDER 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	VICE-PRESIDENT 1.00	0.	0.	0.
EMORY A. HAMILTON 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	V/P - TREASURER 1.00	0.	0.	0.
JOHN D. ALEXANDER, JR. 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	V/P - SECRETARY 1.00	0.	0.	0.
CAROLINE A. FORGASON 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0.	0.	0.
HENRIETTA K. ALEXANDER 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0.	0.	0.

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

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

ATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DOROTHY A. MATZ 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	<u>0.</u>	<u>0.</u>	<u>0.</u>

FEDERAL FOOTNOTESPART XV SUPPLEMENTARY INFORMATION
-----2. A. NAME, ADDRESS AND TELEPHONE NUMBER TO WHOM APPLICATIONS SHOULD
BE ADDRESSED:

MS. CATHY FRIESE
(210)271-3691
700 N. ST. MARY'S, SUITE 1200
SAN ANTONIO, TEXAS 78205

2. B. FORM IN WHICH APPLICATION SHOULD BE SUBMITTED:

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

- 1) THE REQUEST FOR THE GRANT SHOULD BE MADE ON THE ORGANIZATION'S
LETTERHEAD.
- 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:
 - A) A NONTECHNICAL DESCRIPTION OF THE DESIRED USE FOR THE GRANT.
 - B) A BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED.
 - C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE
I.R.S.

2. C. SUBMISSION DEADLINES:

THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS

2. D. RESTRICTIONS OR LIMITATIONS ON GRANT REQUESTS:

- 1) GENERALLY, NO GRANTS WILL BE MADE FOR ENDOWMENT REQUESTS.
- 2) GENERALLY, NO GRANTS WILL BE MADE FOR NORMAL OPERATING FUNCTIONS.
- 3) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH
RESPECT TO RACE, COLOR OR RELIGION.
- 4) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHIC AREA. HOWEVER, THE
GOVERNING INSTRUMENT REQUESTS THAT CONTRIBUTIONS BE MADE TO SUPPORT
BIOMEDICAL RESEARCH, VETERINARY, SCIENCE AND WILDLIFE. GRANTS MAY BE
MADE TO SUPPORT PURPOSES OTHER THAN THE ABOVE NAMED, IN WHICH CASE
ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.

ROBERT J. KLEBERG, JR. AND HELEN C.
 KLEBERG FOUNDATION
 EIN: 74-6044810
 FORM 990-PF, 2009
 PART 1, LINE 19 - DEPLETION

<u>COST DEPLETION</u>	BEGINNING RESERVES	PRODUCTION	BEGINNING BASIS	COST DEPLETION	ENDING RESERVES	ENDING BASIS
BORREGOS WEST	14,500	34	31,790	74	14,466	31,716
<u>DEPRECIATION</u> - SEE ATTACHMENT 9 FOR DETAIL SCHEDULE				155		
TOTAL TO PART 1, LINE 19				229		

ROBERT J. KLEBERG, JR. AND HELEN C
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

GRANTS & CONTRIBUTIONS

RECIPIENT	FDR STATUS	PURPOSE	AMOUNT
BOYS AND GIRLS CLUB OF KINGSVILLE 1238 E KENEDY, P O. BOX 1181, KINSVILLE, TX 78363	PUBLIC	YOUTH PROGRAMS	45,000
BRANDYWINE CONSERVANCY PO BOX 141, CHADDS FORD, PA 19317	PUBLIC	FARMLAND PRESERVATION	75,000
BRUSH COUNTRY C A S.A P.O. BOX 1236, KINGSVILLE, TX 78364	PUBLIC	RECRUITMENT AND TRAINING OF VOLUNTEERS	20,000
CHRISTUS-SPOHN HEALTH SYSTEM 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE, TX 78363-7129	PUBLIC	RADIOSURGICAL SYSTEM	500,000
COASTAL BEND ALCOHOL REHAB CENTER PO BOX 4996, CORPUS CHRISTI, TX 78469-4996	PUBLIC	CHEMICAL DEPENDENCY REHAB PROGRAM	25,000
COASTAL BEND KIDNEY FOUNDATION P O. BOX 9172, CORPUS CHRISTI, TX 78469	PUBLIC	PATIENT NUTRITION PROGRAM	25,000
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES S-203, CORPUS CHRISTI, TX 78411	PUBLIC	FAMILY THERAPY PROGRAM	35,000
HOUSE EAR INSTITUTE 2100 WEST THIRD STREET, 5TH FLOOR, LOS ANGELES, CA 90057	PUBLIC	INNER EAR DEVELOPMENT RESEARCH	100,000
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS P.O. BOX 89, ROUNDTOP, TX 78954-0089	PUBLIC	MUSIC SCHOLARSHIPS	25,000
JOHN HOPKINS SCHOOL OF MEDICINE 120 NEW ENGINEERING BLDG, 3400 N CHARLES ST, BALTIMORE, MD 21218	PUBLIC	SYSTEMS BIOLOGY FOR HUMAN DISEASE GENETICS PROJECT	100,000
KENEDY COUNTY PARK COMMITTEE P.O. BOX 37, SARITA, TX 78385	PUBLIC	IMPROVEMENTS TO SAM NOBLE COUNTY PARK	100,000
KINGSVILLE SYMPHONY ORCHESTRA P.O. BOX 2154 STATION ONE, KINGSVILLE, TX 78363	PUBLIC	KING RANCH HOLIDAY CONCERT	10,000
LOWER RIO GRANDE VALLEY NATURE CENTER P O. BOX 8125, WESLACO, TX 78596	PUBLIC	DOCUMENTARY "HISTORIC RANCHES OF SOUTH TEXAS"	98,500
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE, NEW YORK, NY 10021	PUBLIC	BRAIN TUMOR RESEARCH	502,294
MUSEUM OF SOUTH TEXAS HISTORY 121 E. MCINTYRE, EDINBURG, TX 78541	PUBLIC	ACQUISITION OF DE LA GARZA ARCHIVES	35,000
NATIONAL SPORTING LIBRARY P.O BOX 1335, MIDDLEBURG, VA 20118-1335	PUBLIC	KLEBERG MEMORIAL GALLERY	100,000
NEW YORK BOTANICAL GARDEN BRONX, NY 10458-5126	PUBLIC	INTERNATIONAL PLANT SCIENCE CENTER	55,000
PLANNED PARENTHOOD OF SAN ANTONIO 104 BABCOCK ROAD, SAN ANTONIO, TX 78201-3857	PUBLIC	FAMILY PLANNING PROGRAMS	50,000
SAN ANTONIO BOTANICAL CENTER SOCIETY PO BOX 6569, SAN ANTONIO TX 78209	PUBLIC	"PLAYHOUSES AND FORTS" EXHIBIT	25,000
SOUTH TEXAS LIGHTHOUSE FOR THE BLIND 4421 AGNES STREET, CORPUS CHRISTI, TX 78405	PUBLIC	PURCHASE EQUIPMENT FOR VISUALLY IMPAIRED AND BLIND	25,000
SOUTH TEXAS PUBLIC BROADCASTING 4455 SOUTH PADRE ISLAND DR , #38, CORPUS CHRISTI, TX, 78411-4481	PUBLIC	SPONSOR SCIENCE AND WILDLIFE PROGRAMS	47,421
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH P O BOX 760549, SAN ANTONIO, TX 78245-0549	PUBLIC	MONODELPHIS COLONY SUPPORT CHAGAS DISEASE RESEARCH	398,032 326,743
TAPING FOR THE BLIND, INC 3935 ESSEX LANE, HOUSTON, TX 77027	PUBLIC	SERVICES FOR THE BLIND	15,000
TEACH FOR AMERICA 315 WEST 36TH STREET, NEW YORK, NY 10018-6404	PUBLIC	SUPPORT LOWER RIO GRANDE VALLEY	300,000

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 SAN ANTONIO, TEXAS 78205

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN. STATUS	PURPOSE	AMOUNT
TEXAS A&M UNIVERSITY - KINGSVILLE MSC 218, KINGSVILLE, TX 78363-8202	PUBLIC	SOUTH TEXAS NATIVES	75,000
THE PEREGRINE FUND 566 WEST FLYING HAWK, BOISE, ID 83709	PUBLIC	APLOMADO FALCON PROGRAM	75,000
THE WITTE MUSEUM 3801 BROADWAY, SAN ANTONIO, TX 78209	PUBLIC	SOUTH TEXAS HERITAGE CENTER	600,000
UNIVERSITY OF COLORADO MEDICAL SCHOOL 4200 EAST NINTH AVE., BOX C-321, DENVER, CO 80262	PUBLIC	WEBB-WARING RESEARCH PROJECTS	214,943
UNIVERSITY OF TEXAS AT AUSTIN P O BOX 7458, AUSTIN, TX 78713	PUBLIC	FIREANT RESEARCH	150,000
UNIVERSITY OF TEXAS M D ANDERSON CANCER CENTER P O BOX 301439, HOUSTON, TX 77230-1439	PUBLIC	CANCER RESEARCH STAPH INFECTION RESEARCH	3,000,000 220,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-SAN ANTONIO 7703 FLOYD CURL, SAN ANTONIO, TX 78229	PUBLIC	KLEBERG MEDICAL SCHOLARS PROGRAM RESPIRATORY TOXINS RESEARCH	329,500 562,042
VANDERBILT-INGRAM CANCER CENTER 2100 PIERCE AVENUE, STE 301, NASHVILLE, TN 37232	PUBLIC	IMAGING ADVANCES FOR THE EARLY DETECTION OF CANCER	2,000,000
WILLACY COUNTY EMS 347 E. HIDALGO AVENUE, RAYMONDVILLE, TX 78581	PUBLIC	EMERGENCY MEDICAL SUPPORT	200,000
WOMEN'S SHELTER OF SOUTH TEXAS P.O. BOX 3368, CORPUS CHRISTI, TX 78463	PUBLIC	EMERGENCY SHELTER AND SUPPORTIVE SERVICE PROGRAMS	25,000

TOTAL GRANTS & CONTRIBUTIONS

\$10,489,475

ROBERT J. KLEBERG, JR AND HELEN C.
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 SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
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CAPITAL GAIN/LOSS STATEMENT

DESCRIPTION	PROCEEDS	BASIS	DISALLOWED LOSS	REALIZED GAIN/(LOSS)
GAIN THROUGH VANGUARD SHORT TERM BOND INDEX FUND	500,000 00	489,379 74		10,620 26
LTCG DISTRIBUTION THROUGH VANGUARD SHORT TERM BOND INDEX FUND				888.47
LOSS THROUGH VANGUARD LONG TERM BOND INDEX FUND	1,500,000 00	1,603,047.49	7573 37	(95,474 12)
LOSS THROUGH VANGUARD INTERMEDIATE TERM BOND INDEX FUND	1,500,000 00	1,542,482 95	3,845.50	(38,637 45)
GAIN THROUGH LUTHER KING: PUBLICALLY TRADED SECURITIES				1,443,708 43
LOSS THROUGH LUTHER KING (SMALL CAP): PUBLICALLY TRADED SECURITIES				(529,318 16)
LOSS THROUGH LLOYD GEORGE/EATON				(158,772 44)
LOSS THROUGH DODGE/COX FUND	500,000	528,113		(28,113 25)
LOSS THROUGH FIDUCIARY: PUBLICALLY TRADED SECURITIES				(1,120,600 75)
LOSS THROUGH WELLINGTON TRUST COMPANY RESEARCH EQUITY FUND				(2,489,591 00)
LOSS THROUGH WELLINGTON TRUST COMPANY DIVERSIFIED INFLATION HEDGES PORTFOLIO				(904,818.00)
GAIN THROUGH ENDOWMENT VENTURE PARTNERS V, L P				3,387.00
GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND				113,989.00
TOTALS				(3,792,732 01)