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

**2009**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2009, or tax year beginning** 7/01, **2009, and ending** 6/30, **2010**

**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.	<b>HOLT ATHERTON EDUCATIONAL FOUNDATION</b> 300 CONVENT, SUITE 2500 SAN ANTONIO, TX 78205-3714	<b>A</b> Employer identification number 74-2087236  <b>B</b> Telephone number (see the instructions) 210-227-7591
<b>H</b> Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16)	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>\$</b> 358,355.	(Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)				
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc, received (att sch)				
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	4.	4.	4.	
4 Dividends and interest from securities	6,876.	6,876.	6,876.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,522.			
b Gross sales price for all assets on line 6a	147,249.			
7 Capital gain net income (from Part IV, line 2)		1,522.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 <b>Total.</b> Add lines 1 through 11	8,859.	8,859.	7,337.	
<b>ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	3,000.	3,000.	3,000.	
c Other prof fees (attach sch)	3,800.	3,800.	3,800.	
17 Interest				
18 Taxes (attach schedule)(see instr)	174.	174.	174.	
19 Depreciation (att sch) and depletion	30.	30.	30.	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	15.	15.	15.	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	7,019.	7,019.	7,019.	
25 Contributions, gifts, grants paid STMT .6	17,000.			17,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	24,019.	7,019.	7,019.	17,000.
27 Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	-15,160.			
<b>b Net investment income</b> (if negative, enter -0-)		1,840.		
<b>c Adjusted net income</b> (if negative, enter -0-)			318.	

9

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	24,268.	15,048.	15,048.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		43.	43.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	348,885.	343,206.	343,264.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment. basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe )	1.			
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	373,154.	358,297.	358,355.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )	53.		
	23	<b>Total liabilities</b> (add lines 17 through 22)	53.	0.	
FUND ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	231,307.	231,307.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	141,794.	126,990.	
30	<b>Total net assets or fund balances</b> (see the instructions)	373,101.	358,297.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	373,154.	358,297.		

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	373,101.
2	Enter amount from Part I, line 27a	2	-15,160.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> SEE STATEMENT 7	3	395.
4	Add lines 1, 2, and 3	4	358,336.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> SEE STATEMENT 8	5	39.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	358,297.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
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 36,198.		36,506.	-308.
b 111,051.		109,221.	1,830.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-308.
b			1,830.
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	1,522.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>	3	-308.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	16,500.	375,843.	0.043901
2007	28,634.	545,429.	0.052498
2006	26,402.	553,806.	0.047674
2005	21,000.	522,662.	0.040179
2004	22,500.	505,011.	0.044553
2 Total of line 1, column (d)			0.228805
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			0.045761
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			374,625.
5 Multiply line 4 by line 3			17,143.
6 Enter 1% of net investment income (1% of Part I, line 27b)			18.
7 Add lines 5 and 6			17,161.
8 Enter qualifying distributions from Part XII, line 4			17,000.

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

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

<b>1 a</b> 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 letter if necessary - see instr.)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	37.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	37.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	37.
<b>6</b> Credits/Payments		
<b>a</b> 2009 estimated tax pmts and 2008 overpayment credited to 2009	<b>6a</b>	80.
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	80.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	43.
<b>11</b> Enter the amount of line 10 to be: Credited to 2010 estimated tax <b>43.</b> Refunded	<b>11</b>	0.

**Part VII A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> 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.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $\$$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> 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
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions): TX		
<b>b</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? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>JAMES N. MARTIN</u> Telephone no ▶ <u>210-227-7591</u> Located at ▶ <u>300 CONVENT; SAN ANTONIO, TX</u> ZIP + 4 ▶ <u>78205</u>			
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 <span style="float:right">▶ 15</span>		N/A	▶ <input type="checkbox"/> N/A

**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
<b>1a</b>	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>b</b>	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>	1b	N/A
<b>c</b>	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
<b>2</b>	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))		
<b>a</b>	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No If 'Yes,' list the years ▶ <u>20_08</u> , 20__ , 20__ , 20__		
<b>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	X
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
<b>3a</b>	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>b</b>	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

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

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

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

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). N/A

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

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

If 'Yes' to 6b, file Form 8870

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	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 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
JAMES N. MARTIN 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	1,200.	0.	0.
PARKER ATHERTON 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	0.	0.	0.
GEARY ATHERTON 1250 NE LOOP 410 SAN ANTONIO, TX 78209	TRUSTEE 1.00	0.	0.	0.
PETER ATHERTON 5911 CAMINO SECO AUSTIN, TX 78731	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
-----	
2	
-----	
3	
-----	
4	
-----	

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

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

	Amount	
1 N/A		
-----		
2		
-----		
All other program-related investments See instructions		
3		
-----		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	350,888.
<b>b</b> Average of monthly cash balances	<b>1b</b>	29,442.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	380,330.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	380,330.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	5,705.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	374,625.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	18,731.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	18,731.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	37.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	37.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	18,694.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	18,694.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	18,694.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	17,000.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	17,000.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	17,000.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				18,694.
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only			17,323.	
<b>b</b> Total for prior years 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: \$ <u>17,000.</u>				
<b>a</b> Applied to 2008, but not more than line 2a			17,000.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				0.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			323.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				18,694.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> 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)

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

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

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
 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 9

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

SEE STATEMENT FOR LINE 2A

**c** Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

**Part XV** Supplementary Information (continued)

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

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





## HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 457.	\$ 457.	\$ 457.
TOTAL	<u>\$ 457.</u>	<u>\$ 457.</u>	<u>\$ 457.</u>

STATEMENT 2  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JAMES MARTIN - BOOKKEEPING FEES	\$ 1,200.	\$ 1,200.	\$ 1,200.	
SAGEBIEL RAVENBURG & SCHUH, 990-PF	1,800.	1,800.	1,800.	
TOTAL	<u>\$ 3,000.</u>	<u>\$ 3,000.</u>	<u>\$ 3,000.</u>	<u>\$ 0.</u>

STATEMENT 3  
FORM 990-PF, PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 3,800.	\$ 3,800.	\$ 3,800.	
TOTAL	<u>\$ 3,800.</u>	<u>\$ 3,800.</u>	<u>\$ 3,800.</u>	<u>\$ 0.</u>

STATEMENT 4  
FORM 990-PF, PART I, LINE 18  
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	\$ 134.	\$ 134.	\$ 134.	
SAN JUAN ROYALTY TRUST SEVERANCE TAX	40.	40.	40.	
TOTAL	<u>\$ 174.</u>	<u>\$ 174.</u>	<u>\$ 174.</u>	<u>\$ 0.</u>

CLIENT 12229

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 5  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAN JUAN BASIN ROYALTY TRUST ADMIN EXP				
	\$ 15.	\$ 15.	\$ 15.	
TOTAL	\$ 15.	\$ 15.	\$ 15.	\$ 0.

STATEMENT 6  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	PROMOTION OF THE ARTS		
DONEE'S NAME:	AUSTIN FILM SOCIETY		
DONEE'S ADDRESS:	1901 E. 51ST STREET AUSTIN, TX 78723		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY		
AMOUNT GIVEN:			\$ 1,000.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES		
DONEE'S NAME:	CULVER MILITARY ACADEMY		
DONEE'S ADDRESS:	1300 ACADEMY ROAD CULVER, IN 46511		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY		
AMOUNT GIVEN:			1,000.
CLASS OF ACTIVITY:	BIOMEDICAL RESEARCH		
DONEE'S NAME:	SOUTHWEST FOUND. BIOMEDICAL		
DONEE'S ADDRESS:	7620 NW LOOP 410 SAN ANTONIO, TX 78227		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)		
AMOUNT GIVEN:			1,000.
CLASS OF ACTIVITY:	LEADERSHIP /EDU. PROGRAM		
DONEE'S NAME:	GEN AUSTIN		
DONEE'S ADDRESS:	PO BOX 3122 AUSTIN, TX 78704		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)		
AMOUNT GIVEN:			500.
CLASS OF ACTIVITY:	PUBLIC LIBRARY		
DONEE'S NAME:	SAN ANTONIO PUBLIC LIBRARY		
DONEE'S ADDRESS:	625 SHOOK SAN ANTONIO, TX 78212		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)		
AMOUNT GIVEN:			1,000.
CLASS OF ACTIVITY:	CANCER THERAPY & RESEARCH		
DONEE'S NAME:	UNIV. OF TX MD ANDERSEN CANCER		

CLIENT 12229

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S ADDRESS:	PO BOX 4486 HOUSTON, TX 77210	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 1,000.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	CARVER ACADEMY	
DONEE'S ADDRESS:	217 ROBINSON PLACE SAN ANTONIO, TX 78202	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	SOUTHERN METHODIST UNIVERSITY FUNDS	
DONEE'S ADDRESS:	PO BOX 75042 DALLAS, TX 75275	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	PUBLIC CHARITY	
DONEE'S NAME:	THE SETON FUND	
DONEE'S ADDRESS:	1201 N 38TH AUSTIN, TX 78705	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	VANDERBILT UNIVERSITY	
DONEE'S ADDRESS:	2301 VANDERBILT PLACE NASHVILLE, TN 37235	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES	
DONEE'S NAME:	UNIV OF TX SAN ANTONIO	
DONEE'S ADDRESS:	6900 NORTH LOOP 1604 WEST SAN ANTONIO, TX 78249	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES	
DONEE'S NAME:	KECK SCHOOL OF MEDICINE OF USC	
DONEE'S ADDRESS:	1975 ZONAL AVE., KAM 300 LOS ANGELES, CA 90089	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES	
DONEE'S NAME:	KIPPE ACADEMY	
DONEE'S ADDRESS:	735 FREDERICKSBURG ROAD	

## HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

RELATIONSHIP OF DONEE:	SAN ANTONIO, TX 78201		
ORGANIZATIONAL STATUS OF DONEE:	UNRELATED		
AMOUNT GIVEN:	501 (C) (3)	\$	500.
CLASS OF ACTIVITY:	PROMOTION OF THE ARTS		
DONEE'S NAME:	THE LONG CENTER FOR THE PERFORMING ARTS		
DONEE'S ADDRESS:	P.O. BOX 301449		
	AUSTIN, TX 78703		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)		
AMOUNT GIVEN:			500.
CLASS OF ACTIVITY:	EDUCATION		
DONEE'S NAME:	SOUTHSIDE CONSORTIUM OF CATHOLIC SCHOOLS		
DONEE'S ADDRESS:	119 OCTAVIA ST.		
	SAN ANTONIO, TX 78214		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)		
AMOUNT GIVEN:			1,000.
CLASS OF ACTIVITY:	EDUCATION		
DONEE'S NAME:	THE WORLD AFFAIRS COUNCIL OF SAN ANTONIO		
DONEE'S ADDRESS:	40 NE LOOP 410, SUITE 608		
	SAN ANTONIO, TX 78216		
RELATIONSHIP OF DONEE:	UNRELATED		
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)		
AMOUNT GIVEN:			2,500.
		TOTAL \$	<u>17,000.</u>

**STATEMENT 7**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

INCREASE IN COST BASIS-STOCK MERGER		\$	395.
	TOTAL \$	<u>395.</u>	

**STATEMENT 8**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

FEDERAL INCOME TAX		\$	37.
ROUNDING			2.
	TOTAL \$	<u>39.</u>	

## HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

**STATEMENT 9  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME:

JAMES MARTIN

CARE OF:

STREET ADDRESS:

300 CONVENT STREET, SUITE 2500

CITY, STATE, ZIP CODE:

SAN ANTONIO, TX 78205

TELEPHONE:

210-227-7591

FORM AND CONTENT:

A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED  
IN THE FOLLOWING MANNER:1) THE REQUEST FOR THE GRANT FROM AN ORGANIZATION SHOULD  
BE RECEIVED ON THE ORGANIZATION LETTERHEAD.

2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:

A) A NON-TECHNICAL DESCRIPTION RELATED TO THE DESIRED  
USE OF THE GRANT

B) BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED

C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM  
THE IRS

SUBMISSION DEADLINES:

N/A

RESTRICTIONS ON AWARDS:

N/A

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually"™

REPORTING PERIOD 04/01/2010 TO 06/30/2010

Account No: 100904  
 Custodian Account No: 42859282  
 Holt Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Unrealized Gain/Loss (\$)
<b>CASH &amp; CASH EQUIVALENTS</b>									
	<b>CASH</b>								
	SCHWAB GOVT MONEY FUND		21,548	1 000	21,548	5.90	2	0.01	
	<b>TOTAL CASH</b>		<b>21,548</b>		<b>21,548</b>	<b>5.90</b>	<b>2</b>	<b>0.01</b>	<b>0</b>
	<b>TOTAL CASH &amp; CASH EQUIVALENTS</b>		<b>21,548</b>		<b>21,548</b>	<b>5.90</b>	<b>2</b>	<b>0.01</b>	<b>0</b>
<b>EQUITY</b>									
<b>CONSUMER DISCRETIONARY</b>									
84	COINSTAR INC COM	48 635	4,085	42.970	3,609	0.99		0.00	(476)
216	COMCAST CORP CL A (NEW)	15.191	3,281	17.370	3,752	1.03	82	2.18	471
120	DISNEY WALT CO	25.196	3,023	31.500	3,780	1.04	42	1.11	757
268	LOWES CO INC	21 625	5,795	20 420	5,473	1.50	118	2.15	(323)
324	NEWS CORP - CL A	11.769	3,813	11.960	3,875	1.06	49	1.25	62
168	SONY CORP-SPONSORED ADR	33.992	5,711	26 680	4,482	1.23	43	0.96	(1,228)
293	STARBUCKS CORPORATION	12 888	3,776	24 300	7,120	1.95	117	1.65	3,344
	<b>TOTAL CONSUMER DISCRETIONARY</b>		<b>29,485</b>		<b>32,091</b>	<b>8.79</b>	<b>450</b>	<b>1.40</b>	<b>2,606</b>
<b>CONSUMER STAPLES</b>									
66	PEPSICO INC	34 605	2,284	60 950	4,023	1.10	127	3.15	1,739
170	PROCTER & GAMBLE COMPANY	34 763	5,910	59 980	10,197	2.79	328	3.21	4,287
187	SYSCO CORP	27.890	5,215	28 570	5,343	1.46	187	3.50	127
109	TREE HOUSE FOODS INC	26 720	2,912	45.660	4,977	1.36		0.00	2,064
195	UNILEVER PLC SPNSRD ADR NEW	28 161	5,491	26 730	5,212	1.43	184	3.53	(279)
113	WAL MART STORES INC	56.564	6,392	48 070	5,432	1.49	137	2.52	(960)
	<b>TOTAL CONSUMER STAPLES</b>		<b>28,205</b>		<b>35,183</b>	<b>9.64</b>	<b>962</b>	<b>2.73</b>	<b>6,979</b>
<b>ENERGY</b>									
115	BAKER HUGHES INC	51.221	5,890	41 570	4,781	1.31	69	1.44	(1,110)
89	CHEVRON CORP NEW	60.066	5,346	67 860	6,040	1.65	256	4.24	694
401	DENBURY RESOURCES INC	15.330	6,147	14.640	5,871	1.61		0.00	(277)
78	DEVON ENERGY CORP (NEW)	79 977	6,238	60 920	4,752	1.30	50	1.05	(1,486)
52	EOG RES INC	59.661	3,102	98.370	5,115	1.40	32	0.63	2,013
151	MARATHON OIL CORP	31.220	4,714	31.090	4,695	1.29	151	3.22	(20)
329	SAN JUAN BASIN ROYALTY TRUST	43 602	14,345	24 410	8,031	2.20	456	5.67	(6,314)
	<b>TOTAL ENERGY</b>		<b>45,783</b>		<b>39,283</b>	<b>10.76</b>	<b>1,014</b>	<b>2.58</b>	<b>(6,500)</b>

South Texas Money Management, Ltd.

ETW 74-2087236

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually"™

REPORTING PERIOD 04/01/2010 TO 06/30/2010

Account No: 100904  
 Custodian Account No: 42859282  
 Holt Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Unrealized Gain/Loss (\$)
<b>EQUITY</b>									
<b>FINANCIALS</b>									
156	AMERICAN FINANCIAL GROUP INC	20.401	3,182	27 320	4,262	1 17	86	2 01	1,079
292	BANK OF NEW YORK MELLON CORP	34.405	10,046	24 690	7,209	1 98	105	1 46	(2,837)
211	BERKLEY WR CORP	24 009	5,068	26 460	5,583	1 53	59	1.06	517
83	CHUBB CORP	40.052	3,324	50 010	4,151	1 14	123	2.96	827
93	COMERICA INC	38 075	3,541	36 830	3,425	0 94	19	0.54	(116)
200	RAYMOND JAMES FINANCIAL INC	15 556	3,111	24 690	4,938	1 35	88	1 78	1,827
80	REINSURANCE GROUP OF AMERICA	51 878	4,150	45 710	3,657	1 00	38	1.05	(493)
337	TD AMERITRADE HOLDING CORP	15 497	5,223	15 300	5,156	1 41		0 00	(66)
135	TORCHMARK CORP	43 252	5,839	49 510	6,684	1 83	81	1 21	845
	<b>TOTAL FINANCIALS</b>		<b>43,483</b>		<b>45,065</b>	<b>12.35</b>	<b>599</b>	<b>1.33</b>	<b>1,582</b>
<b>HEALTH CARE</b>									
108	ABBOTT LABORATORIES	29 000	3,132	46 780	5,052	1.38	190	3 76	1,920
58	AMGEN INC	53 104	3,080	52.600	3,051	0.84		0 00	(29)
52	BARD C R INC	84 452	4,391	77 530	4,032	1.10	37	0 93	(360)
78	BECTON DICKINSON & CO	81 955	6,393	67 620	5,274	1 44	115	2 19	(1,118)
231	DR REDDYS LAB LTD	26 714	6,171	30 850	7,126	1 95	51	0 71	955
62	JOHNSON & JOHNSON	51 459	3,190	59.060	3,662	1 00	134	3 66	471
68	MEDCO HEALTH SOLUTIONS INC	42 367	2,881	55 080	3,745	1 03		0 00	865
195	NOVARTIS SPONSORED ADR	53.685	10,469	48.320	9,422	2 58	322	3 42	(1,046)
333	PERKIN ELMER INC	22 102	7,360	20 670	6,883	1.89	93	1 35	(477)
	<b>TOTAL HEALTH CARE</b>		<b>47,067</b>		<b>48,248</b>	<b>13.22</b>	<b>943</b>	<b>1.96</b>	<b>1,181</b>
<b>INDUSTRIALS</b>									
77	3M CO	79.286	6,105	78 990	6,082	1 67	162	2 66	(23)
440	CONTINENTAL AIRLINES-CLASS B	13 439	5,913	22 000	9,680	2 65		0 00	3,767
70	EATON CORPORATION	43 106	3,017	65 440	4,581	1 25	140	3 06	1,563
70	FEDEX CORP	82 537	5,778	70 110	4,908	1 34	34	0 68	(870)
409	SOUTHWEST AIRLINES CO	10 510	4,298	11 110	4,544	1 24	7	0 16	246
	<b>TOTAL INDUSTRIALS</b>		<b>25,111</b>		<b>29,795</b>	<b>8.16</b>	<b>343</b>	<b>1.15</b>	<b>4,683</b>
<b>INFORMATION TECHNOLOGY</b>									

South Texas Money Management, Ltd.

EIN 74-2087236

**SOUTH TEXAS MONEY MANAGEMENT, LTD.**

*"Helping Individuals, Individually."*

Account No 100904  
 Custodian Account No. 42859282  
 Holt Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

REPORTING PERIOD 04/01/2010 TO 06/30/2010

**Assets in Portfolio**

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Unrealized Gain/Loss (\$)
<b>EQUITY</b>									
<b>INFORMATION TECHNOLOGY (Cont.)</b>									
151	* CANON INC SPONSORED ADR	33 513	5,061	37 310	5,634	1 54	82	1 46	573
218	CISCO SYSTEMS INC	24 028	5,238	21 310	4,646	1 27		0 00	(593)
262	EMC CORPORATION MASS	11 102	3,131	18 300	5,161	1 41		0 00	2,030
152	ISHARES TRUST	46 949	7,136	51 600	7,843	2 15	38	0 48	707
	DOW JONES US TECH SEC								
262	ORACLE CORP	19 980	5,235	21 460	5,623	1 54	52	0 93	388
208	PAYCHEX INC	38 750	8,060	25 970	5,402	1 48	258	4 77	(2,658)
73	QUALCOMM INC	52 134	3,806	32 840	2,397	0 66	55	2 31	(1,408)
	<b>TOTAL INFORMATION TECHNOLOGY</b>		<b>37,666</b>		<b>36,705</b>	<b>10.06</b>	<b>486</b>	<b>1.32</b>	<b>(961)</b>
<b>MATERIALS</b>									
113	DU PONT E I DE NEMOURS & CO	46 387	5,242	34 590	3,909	1 07	185	4 74	(1,333)
68	F M C CORP NEW	43 698	2,971	57 430	3,905	1 07	34	0 87	934
137	NUCOR CORP	46 107	6,317	38 280	5,244	1 44	197	3 76	(1,072)
	<b>TOTAL MATERIALS</b>		<b>14,530</b>		<b>13,058</b>	<b>3.58</b>	<b>417</b>	<b>3.19</b>	<b>(1,472)</b>
<b>TELECOMMUNICATION SERVICES</b>									
135	AT&T INC	33 822	4,566	24 190	3,266	0 89	227	6 95	(1,300)
337	SK TELECOM CO LTD	16 862	5,882	14 730	4,984	1 36	235	4 73	(718)
65	TELEFONICA S A	84 447	5,489	55 530	3,609	0 99	247	6 83	(1,880)
	SPONSORED ADR								
181	VERIZON COMMUNICATIONS	38 388	6,848	28 020	5,072	1 39	344	6 78	(1,876)
	<b>TOTAL TELECOMMUNICATION SERVICES</b>		<b>22,685</b>		<b>16,911</b>	<b>4.63</b>	<b>1,052</b>	<b>6.22</b>	<b>(5,774)</b>
<b>UTILITIES</b>									
46	ENTERGY CORP	79 600	3,682	71 620	3,295	0 90	153	4 64	(367)
245	SECTOR SPDR TRUST	30 580	7,492	28 260	6,924	1 90	308	4 45	(568)
	SBI INT-UTILS								
	<b>TOTAL UTILITIES</b>		<b>11,154</b>		<b>10,218</b>	<b>2.80</b>	<b>461</b>	<b>4.51</b>	<b>(936)</b>
<b>SMALL CAP FUNDS</b>									
678	ISHARES S&P SMALLCAP 600	56 279	38,157	54 140	36,707	10 06	376	1 02	(1,450)
	<b>TOTAL SMALL CAP FUNDS</b>		<b>38,157</b>		<b>36,707</b>	<b>10.06</b>	<b>376</b>	<b>1.02</b>	<b>(1,450)</b>
<b>TOTAL EQUITY</b>			<b>328,326</b>		<b>328,264</b>	<b>92.04</b>	<b>7,102</b>	<b>2.07</b>	<b>(62)</b>

South Texas Money Management, Ltd.

127 Rounding  
 1187 SAN JUAN COST DEPLETION  


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 343206

EIN 74-2087236

SOUTH TEXAS MONEY MANAGEMENT LTD

REALIZED GAINS & LOSSES  
DATE SOLD FROM 06/30/09 THRU 06/30/10

QUANTITY	DESCRIPTION	DATE PURCHASED	DATE SOLD	COST	PROCEEDS	SHORT TERM	LONG TERM	----- GAIN OR (LOSS) -----
100904	Atherton-42859282							
69	AMAZON.COM INC	10/27/08	07/10/09	3,532.97	5,352.74	1,819.77	0.00	
61	BAXTER INTERNATIONAL INC	11/10/08	11/20/09	3,688.04	3,319.57	0.00	(368.47)	
147	CVS CAREMARK CORPORATION	10/03/07	12/15/09	5,646.11	4,654.33	0.00	(991.78)	
128	CARNIVAL CORP	02/25/08	11/19/09	5,352.41	4,073.76	0.00	(1,278.65)	
	PAIRED CERT							
150	CHINA UNICOM (HONG KONG) LTD	08/05/09	02/03/10	2,235.33	1,681.84	(553.49)	0.00	
	SPONSORED ADR							
106	CHINA UNICOM (HONG KONG) LTD	09/29/09	02/03/10	1,529.39	1,188.50	(340.89)	0.00	
	SPONSORED ADR							
188	CHINA UNICOM (HONG KONG) LTD	12/17/09	02/03/10	2,413.04	2,107.90	(305.14)	0.00	
	SPONSORED ADR							
79	COLGATE PALMOLIVE CO	09/27/07	01/27/10	5,665.18	6,350.31	0.00	685.13	
24	CONOCOPHILLIPS	11/14/05	08/21/09	1,521.36	1,053.59	0.00	(467.77)	
20	CONOCOPHILLIPS	12/21/05	08/21/09	1,184.40	877.99	0.00	(306.41)	
26	CONOCOPHILLIPS	12/30/05	08/21/09	1,506.44	1,141.38	0.00	(365.06)	
425	CORINTHIAN COLLEGES INC	02/09/10	06/03/10	5,728.75	5,441.52	(287.23)	0.00	
	0.601DENBURY RESOURCES INC			9.22	9.32	0.00	0.10	
130	DISNEY WALT CO	11/14/05	03/11/10	3,344.70	4,369.44	0.00	1,024.74	
80	DISNEY WALT CO	01/17/06	03/11/10	2,015.66	2,688.89	0.00	673.23	
131	EQT CORPORATION	09/08/09	05/17/10	5,354.66	5,365.01	10.35	0.00	
110	ECOLAB INC	01/31/08	03/18/10	5,187.60	4,751.52	0.00	(436.08)	
0	ENCORE ACQUISITION CO	03/15/10	03/15/10	0.00	2,505.00	0.00	2,505.00	
1,005.635	FORWARD HOOVER SM CAP EQ-INS	08/30/05	11/09/09	19,625.00	14,516.48	0.00	(5,108.52)	
140	HARSCO CORP	12/19/08	02/11/10	3,727.56	4,018.14	0.00	290.58	
210	HONDA MOTOR LTD ADR	08/18/05	02/05/10	5,397.10	7,126.82	0.00	1,729.72	
53	ISHARES S&P SMALLCAP 600	01/10/08	05/04/10	3,266.81	3,311.00	0.00	44.19	
46	JOHNSON & JOHNSON	01/26/05	10/20/09	2,970.22	2,801.23	0.00	(168.99)	
60	KIMBERLY CLARK CORP	02/27/08	09/25/09	3,982.63	3,462.80	0.00	(519.83)	
56	NORTHERN TRUST CORP	02/17/09	01/06/10	3,141.62	2,893.36	(248.26)	0.00	
85	RAYTHEON CO NEW	01/17/08	11/18/09	5,319.79	4,275.67	0.00	(1,044.12)	
86	ST JUDE MEDICAL INC	04/22/09	06/01/10	3,101.16	3,155.89	0.00	54.73	
191	SCHWAB CHARLES CORP	03/30/09	04/01/10	2,830.58	3,525.57	0.00	694.99	
69	SECTOR SPDR TRUST	11/14/05	09/17/09	2,110.02	2,060.51	0.00	(49.51)	
	SBI INT-UTILS							
128	SECTOR SPDR TRUST	03/02/06	09/03/09	4,157.44	3,675.79	0.00	(481.65)	
	SBI INT-UTILS							

FIN 74-2089236  
PART IV Attachment

SOUTH TEXAS MONEY MANAGEMENT LTD

REALIZED GAINS & LOSSES  
DATE SOLD FROM 06/30/09 THRU 06/30/10

QUANTITY	DESCRIPTION	DATE PURCHASED	DATE SOLD	COST	PROCEEDS	SHORT TERM GAIN OR (LOSS)	LONG TERM GAIN OR (LOSS)
100904	Atherton-42859282						
226	SECTOR SPDR TRUST	03/02/06	09/17/09	7,340.48	6,748.93	0.00	(591.55)
	SBI INT-UTILS						
46	VF CORP	04/16/09	09/24/09	2,994.60	3,259.74	265.14	0.00
314	VALERO ENERGY CORP (NEW)	01/29/10	04/21/10	5,929.42	5,967.46	38.04	0.00
85	VARIAN MEDICAL SYSTEMS INC	11/11/08	07/23/09	3,645.98	2,939.62	(706.36)	0.00
86	WALGREEN CO	05/01/09	06/14/10	2,711.46	2,542.67	0.00	(168.79)
204	WILLIAMS SONOMA INC	12/08/08	02/09/10	1,873.06	3,958.97	0.00	2,085.91
193	WILLIAMS SONOMA INC	12/08/08	03/23/10	1,772.07	5,131.14	0.00	3,359.07
119	ACCENTURE PLC	10/31/08	12/16/09	3,914.66	4,944.28	0.00	1,029.62

TOTAL (308.07)  
Short Term: Marginal Tax Rate (308.07)  
Long Term: 15% Tax Rate 1,829.83

Short Term 36505.76 36197.69  
Long Term 109221.16 11050.99

FIN 14-2081236  
PART IV Attachment