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Form **990-PF**

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

OMB No 1545-0052

2010Department 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 2010, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

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

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

P O BOX 2127

Room/suite

City or town, state, and ZIP code

AUSTIN**TX 78768**

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) **\$ 25,617,291** (Part I, column (d) must be on cash basis)
 J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number

74-2847652

B Telephone number (see page 10 of the instructions)

514-473-4804C 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 ☐

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)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	117,472	117,472		
	4	Dividends and interest from securities	577,542	577,542		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-146,671			
	b	Gross sales price for all assets on line 6a	3,819,803			
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain		0		
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	18,587			
	12	Total. Add lines 1 through 11	566,930	695,014	0	
	13	Compensation of officers, directors, trustees, etc	54,752			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	5,702	5,702		
	b	Accounting fees (attach schedule) STMT 3	4,800	4,800		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	4,983	3,072		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses (att. sch.) STMT 5	10,495	10,495			
24	Total operating and administrative expenses. Add lines 13 through 23	80,732	24,069		0	
25	Contributions, gifts, grants paid	1,073,500			1,073,500	
26	Total expenses and disbursements. Add lines 24 and 25	1,154,232	24,069	0	1,073,500	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-587,302				
b	Net investment income (if negative, enter -0-)		670,945			
c	Adjusted net income (if negative, enter -0-)			0		

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

Form **990-PF** (2010)

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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	995,634	1,515,135	1,515,135
	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 15 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			
	10a Investments—U S and state government obligations (attach schedule) STMT 6	1,263,215	1,007,960	1,053,490
	b Investments—corporate stock (attach schedule) SEE STMT 7	15,031,885	14,699,481	16,708,247
	c Investments—corporate bonds (attach schedule) SEE STMT 8	6,797,661	6,278,517	6,340,419
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	24,088,395	23,501,093	25,617,291	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	24,088,395	23,501,093	
	30 Total net assets or fund balances (see page 17 of the instructions)	24,088,395	23,501,093	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,088,395	23,501,093		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	24,088,395
2 Enter amount from Part I, line 27a	2	-587,302
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	23,501,093
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	23,501,093

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-146,671
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-13,673

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))
2009	1,242,049	21,556,561	0.057618
2008	1,335,055	25,065,286	0.053263
2007	1,160,132	27,505,577	0.042178
2006	1,119,083	24,121,150	0.046394
2005	1,056,305	22,862,333	0.046203

2 Total of line 1, column (d)	2	0.245656
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049131
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	23,857,687
5 Multiply line 4 by line 3	5	1,172,152
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,709
7 Add lines 5 and 6	7	1,178,861
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	1,073,500

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,419
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	13,419
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	13,419
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,960
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,960
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,459
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.AKRFOUNDATION.ORG	13	X	
14	The books are in care of ► FROST NATIONAL BANK 401 CONGRESS AVENUE Located at ► AUSTIN	Telephone no ► 512-473-4804 TX ZIP+4 ► 78701		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
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 22 of the instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 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 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FROST NATIONAL BANK 401 CONGRESS AVE AUSTIN TX 78701	TRUSTEE 4.00	54,752	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the instructions). If none, enter "NONE."

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

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

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

Amount

1 N/A**2**

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

3

Total. Add lines 1 through 3

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	22,993,649
b	Average of monthly cash balances	1b	1,227,353
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	24,221,002
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	24,221,002
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	363,315
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,857,687
6	Minimum investment return. Enter 5% of line 5	6	1,192,884

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

1	Minimum investment return from Part X, line 6	1	1,192,884
2a	Tax on investment income for 2010 from Part VI, line 5	2a	13,419
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,419
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,179,465
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,179,465
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,179,465

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,073,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,073,500
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,073,500

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,179,465
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,059,823	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,073,500				
a Applied to 2009, but not more than line 2a			1,059,823	
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 2010 distributable amount				13,677
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,165,788
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.
FROST NATIONAL BK 512-473-4804
C/O S MCGILLICUDDY AUSTIN TX 78701

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 9

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 10

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 SEE STATEMENT 11				1,073,500
Total			▶ 3a	1,073,500
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-A Analysis of Income-Producing Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
Enter gross amounts unless otherwise indicated		(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	117,472	
4	Dividends and interest from securities			14	577,542	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			14	-146,671	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	MISCELLANEOUS FEE REBATES			14	5,771	
c	PROCEEDS OF LITIGATION			14	5,316	
d	CONSENT FEES			14	7,500	
e						
12	Subtotal. Add columns (b), (d), and (e)		0		566,930	0
13	Total. Add line 12, columns (b), (d), and (e)				13 566,930	

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions.

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

**Sign
Here**

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

~~Signature of officer or trustee~~

Date _____

Title EXC. VICE PRES

Paid

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ if self-employed

Preparer **DAVID ZURBRIGGEN**

H. J. Zehr, CPA

3/2/11

Use Only

Firm's name ► **FINDLING, MILAM & PYLE**

PTIN

Firm's address ► **3011 NACOGDOCHES ROAD, BUILDING 2**
SAN ANTONIO, TX 78217

Firm's EIN ▶

Phone no **210-824-3224**

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS FEE REBATES	\$ 5,771	\$	\$
PROCEEDS OF LITIGATION	5,316		
CONSENT FEES	7,500		
TOTAL	\$ 18,587	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 5,702	\$ 5,702	\$	\$
TOTAL	\$ 5,702	\$ 5,702	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 4,800	\$ 4,800	\$	\$
TOTAL	\$ 4,800	\$ 4,800	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 3,072	\$ 3,072	\$	\$
EXCISE TAX - 2010 ESTIMATE PAYME	1,911			
TOTAL	\$ 4,983	\$ 3,072	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
WEB SITE EXPENSE	10,000	10,000		
ASSOCIATION DUES	495	495		
TOTAL	<u>\$ 10,495</u>	<u>\$ 10,495</u>	<u>\$ 0</u>	<u>\$ 0</u>

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
500,000 PV FEDERAL HOME LN BKS 4.875% DUE 11/15/11	\$	\$		\$
	505,700	505,700	COST	519,340
500,000 PV FEDERAL NATL MTG ASSN 5.25% DUE 08/01/12				
	502,260	502,260	COST	534,150
250,000 PV FFCB MTN 6.32% DUE 10/12/10				
	255,255		COST	
TOTAL	\$ 1,263,215	\$ 1,007,960		\$ 1,053,490

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
3,633 SH AMERICAN EXPRESS CO	\$ 216,506	\$ 216,506	COST	\$ 155,928
2,619 SH AMGEN INC	144,763	144,763	COST	143,783
639 SH APPLE INC	45,228	38,565	COST	206,116
10,745 SH APPLIED MATERIALS INC	174,214	174,214	COST	150,967
13,004.484 SH ARTIO US SMALL CAP FD		119,121	COST	146,951
6,591 SH AQUA AMERICA INC	100,469	120,278	COST	148,166
4,782 SH AT & T INC	102,658	128,322	COST	140,495
3,101 SH AUTOMATIC DATA PROCESSING	115,149	137,563	COST	143,514
3,671 SH BAKER HUGHES INC	127,644	127,644	COST	209,871
2,980 SH BORGWARNER INC	100,376	100,376	COST	215,633
2,621 SH BP PLC SPONSORED ADR	158,812		COST	
8,715.252 SH CAMBIAR SMALL CAP FUND		118,876	COST	153,650
2,253 SH CATERPILLAR INC	172,290	145,768	COST	211,016
1,937 SH CHEVRON CORP	104,050	104,050	COST	176,751
6,000 SH CISCO SYSTEM INC	156,679	156,679	COST	121,380

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3,500 SH COACH INC	\$ 98,648	\$ 98,648	COST	\$ 193,585
2,620 SH COCA COLA CO	121,626	121,626	COST	172,317
2,801 SH COGNIZANT TECH SOLUTIONS CLASS A	91,946	71,026	COST	205,286
1,784 SH COLGATE-PALMOLIVE CO	115,625	120,486	COST	143,380
2,964 SH CONOCOPHILLIPS	162,972	162,972	COST	201,848
4,644 SH CVS CAREMARK CORP	151,945	151,945	COST	161,472
4,643 SH DISNEY (WALT) COMPANY HOLDING CO	106,061	106,061	COST	174,159
3,779 SH DOMINION RES INC VA	130,946	130,946	COST	161,439
4,436 SH DOW CHEMICAL CO	100,676	123,899	COST	151,445
2,975 SH DU PONT E I DE NEMOURS & CO	169,944	105,440	COST	148,393
8,686 SH DUKE ENERGY HOLDING CORP	160,832	160,832	COST	154,698
4,139 SH ELI LILLY & CO	209,652	209,652	COST	145,031
3,298 SH EMERSON ELEC CO	123,430	116,470	COST	188,547
2,258 SH EXXON MOBIL CORP		135,600	COST	165,105
20,548 SH FLEXTRONICS INTERNATIONAL	216,621	216,621	COST	161,302
17,361.111 SH FORWARD HOOVER SMALL CAP EQUITY	318,751		COST	
30,000 SH FORWARD INTL SMALL COMPANIES - INST	528,890		COST	
1,856 SH FPL GROUP INC	100,038		COST	
9,702 SH GENERAL ELECTRIC CO	224,422	224,422	COST	177,450
3,467 SH GILEAD SCIENCES INC	138,158	138,158	COST	125,644
275 SH GOOGLE INC CL A	140,021	140,021	COST	163,342
4,395 SH HOME DEPOT INC	100,144	131,299	COST	154,089

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
8,683 SH INTEL CORP	\$ 167,215	\$ 191,774	COST	\$ 182,603
556 SH INTUITIVE SURGICAL INC	70,838	56,389	COST	143,309
9,591 SH ISHARES BARCLAYS TIPS BOND	980,119	979,214	COST	1,031,224
4,000 SH ISHARES COHEN & STEERS REAL	335,830	335,830	COST	262,880
11,233 SH ISHARES DJ SELECT DIVIDEND INDEX FD	767,384	767,384	COST	560,077
13,448.09 SH IVY GLOBAL NATURAL RESOURCES CLASS I	399,598	399,598	COST	296,261
2,500 SH JOHNSON & JOHNSON	140,734	140,734	COST	154,625
3,670 SH JPMORGAN CHASE & CO	146,307	149,836	COST	155,681
2,824 SH KELLOGG CO	100,087	146,191	COST	144,250
5,478 SH KENNAMETAL INC	134,504	134,504	COST	216,162
1,783 SH MCDONALD'S CORP	100,593	115,393	COST	136,863
5,179 SH MICROSOFT CORP	144,248	146,476	COST	144,546
2,351 SH MONSANTO CO	95,468	126,693	COST	163,724
1,989 SH MOSAIC COMPANY	100,754	120,223	COST	151,880
2,563 SH NEXTERA ENERGY INC		138,815	COST	133,250
13,233 SH NOKIA CORP SPONSORED ADR	191,230	205,975	COST	136,565
2,832 SH NORFOLK SOUTHERN CORP	141,561	141,561	COST	177,906
1,975 SH NORTHERN TRUST CORP	101,435	101,435	COST	109,435
2,770 SH NOVARTIS AG ADR	155,088	155,088	COST	163,292
3,633 SH NUCOR CORP	100,328	155,939	COST	159,198
3,146 SH NUVASIVE INC	99,978		COST	
4,676 SH NYSE EURONEXT	100,415	123,236	COST	140,186
4,795 SH ORACLE CORPORATION	63,350	60,753	COST	150,084
3,407 SH PACCAR INC	155,520	128,285	COST	195,357

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2,476 SH PEPSICO INC	\$ 118,066	\$ 118,066	COST	\$ 161,757
4,016 SH PETROLEO BRASILEIRO SA				
PETRO ADR	43,644	71,259	COST	151,965
4,741 SH PETSMART INC	152,476	130,349	COST	188,787
8,568 SH PFIZER INC	195,731	195,731	COST	150,026
2,455 SH PROCTER & GAMBLE CO	111,242	111,242	COST	157,930
2,352 SH SCHLUMBERGER LIMITED	165,980	165,980	COST	196,392
7,345 SH SPECTRA ENERGY CORP	143,579	143,580	COST	183,552
6,186 SH STARBUCKS CORP	167,494	155,687	COST	198,756
6,607 SH STATOIL ASA	129,979	173,291	COST	157,048
3,270 SH SUNCOR ENERGY INC	124,970	124,970	COST	125,208
5,937 SH TEREX CORP	102,581	131,327	COST	184,284
4,219 SH THE HERSHEY COMPANY	193,099	193,099	COST	198,926
93,244.923 SH THORNBURG INTL VALUE				
FUND INSTL CL	2,195,968	2,195,969	COST	2,670,535
2,944 SH TIDEWATER INC	99,898	138,984	COST	158,505
3,000 SH TRAVELERS COMPANIES INC	136,334	136,334	COST	167,130
8,079.409 SH T ROWE PRICE INTL DISC		315,081	COST	354,686
4,519 SH VERIZON COMMUNICATIONS	144,273	135,326	COST	161,690
1,772 SH VISA INC CL A	100,177	148,592	COST	124,713
2,804 SH WAL MART STORES INC	134,986	134,985	COST	151,220
4,500 SH WASTE MANAGEMENT INC	165,546	165,545	COST	165,915
3,779 SH WELLS FARGO & CO	91,325	93,909	COST	117,111
11,710 SH WINDSTREAM CORPORATION	156,133		COST	
3,182 SH XTO ENERGY INC	135,634		COST	

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	\$ 15,031,885	\$ 14,699,481		\$ 16,708,247

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250,000 PV COCA COLA CO 4.875%	\$ 264,155	\$	COST	\$
250,000 PV GENERAL ELECTRIC CAPITAL	253,845	253,845	COST	266,773
250,000 PV JP MORGAN CHASE & CO 4.5%				
DUE 11/15/10	251,798		COST	
250,000 PV WELLS FARGO & CO 4.95%				
DUE 10/16/13	253,347	253,348	COST	267,750
103,163.686 SH AMERICAN CENTY INTL B	1,562,782		COST	
130,095.403 SH FEDERATED GNMA TR UST	1,215,387	1,424,492	COST	1,468,777
139,534.884 SH FROST LOW DURATION				
BOND FUND I	1,499,997	1,456,824	COST	1,469,302
127,877.238 SH PIMCO TOTAL RETURN	1,496,350	1,382,366	COST	1,387,468
109,170.306 TEMPLETON GLOBAL BOND FD		1,507,642	COST	1,480,349
TOTAL	\$ 6,797,661	\$ 6,278,517		\$ 6,340,419

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description**

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

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

NONE

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

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

1243 THE ALICE KLEBERG REYNOLDS MEYER
74-2847652
FYE: 12/31/2010

Federal Statements

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
ALAMO AREA RAPE CRISIS	7500 US HIGHWAY 90 WEST	N/A	PUBLIC	CRISIS INTERVENTION SERVICES	5,000
SAN ANTONIO TX 78227					
ALAMO CHILDREN'S ADVOCACY	7130 WEST US HWY 90	N/A	PUBLIC	CORE SERVICES/SEXUALLY ABUSED CHILDRN	2,500
SAN ANTONIO TX 78227					
ALAMO PUBLIC TELE-	501 BROADWAY STREET	N/A	PUBLIC	SOUTH TEXAS SCIGIRLS	10,000
SAN ANTONIO TX 78215					
ALPHA HOME, INC	300 E MULBERRY AVE	N/A	PUBLIC	RESIDENTIAL/OUTPATIENT TREATMENT	3,000
SAN ANTONIO TX 78212					
ALZHEIMER'S ASSOCIATION	3429 EXECUTIVE CENTER DR	N/A	PUBLIC	CHAPTER BASED PROGRAM ACTIVITIES	15,000
AUSTIN TX 78731-1626					
AMERICAN KIDNEY FUND	6110 EXECUTIVE BLVD	N/A	PUBLIC	CKD AWARENESS/OUTREACH - SAN ANTONIO	1,000
ROCKVILLE MD 20852					
AMERICAN NAT'L RED CROSS	1721 S BROWNLEE BLVD	N/A	PUBLIC	DISASTER PREPAREDNESS	2,000
CORPUS CHRISTI TX 78404					
ANN RICHARDS SCHOOL	P O BOX 684746	N/A	PUBLIC	ENHANCEMENT INITIATIVE	50,000
AUSTIN TX 78768					
ART HOUSE AT THE JONES	700 CONGRESS AVENUE	N/A	PUBLIC	REOPENING	1,500
AUSTIN TX 78701					
ART LEAGUE HOUSTON	1953 MONTROSE	N/A	PUBLIC	2011 ALH HEALING ART PROGRAM	2,500
HOUSTON TX 77006					
ART'S FOR EVERYONE/HECHO	403 ENCINAL BLVD	N/A	PUBLIC	MEDIA DEL MONTE	5,000
ENCINAL TX 78019					
ASSISTHERS, INC	P O BOX 541095	N/A	PUBLIC	FOOD ASSISTANCE PROGRAM	5,000
HOUSTON TX 77254					
AURORA PICTURE SHOW	1524 SUL ROSS	N/A	PUBLIC	PROJECTED IDENTITIES FILM SERIES	5,000
HOUSTON TX 77006					
AUSTIN BRIDGE BUILDERS	6836 AUSTIN CENTER BLVD	N/A	PUBLIC	GENERAL OPERATIONS	3,250
AUSTIN TX 78731					
AUSTIN CLUBHOUSE	P O BOX 300568	N/A	PUBLIC	GENERAL OPERATIONS	5,000
AUSTIN TX 78703					
AUSTIN COMMUNITY	P O BOX 3223	N/A	PUBLIC	ACS PROFESSIONAL STEELPAN SCHOOL	2,500
AUSTIN TX 78764					
AUSTIN EXPLORE	P O BOX 50470	N/A	PUBLIC	LAUNCHING EXPLORE AUSTIN'S PRGRM GRL	15,000
AUSTIN TX 78763					
AUSTIN EXPLORE	P O BOX 50470	N/A	PUBLIC	2010-11 EXPLORE AUSTIN PROGRAM	5,000
AUSTIN TX 78763					
					11

1243 THE ALICE KLEBERG REYNOLDS MEYER

74-2847652

FYE: 12/31/2010

Federal Statements

3/1/2011 9:12 AM

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
AUSTIN FILM FESTIVAL, INC	1801 SALINA STREET	N/A	PUBLIC	AUSTIN FILM FESTIVAL AWARDS	20,000
AUSTIN TX 78702					
AUSTIN GAY & LESBIAN FILM	1216 E 51ST S	N/A	PUBLIC	FILM OUTREACH	3,500
AUSTIN TX 78723					
AUSTIN HABITAT FOR	310 COMAL ST, STE 100	N/A	PUBLIC	25TH ANNIVERSARY BUILDING FUND	10,000
AUSTIN TX 78702					
AUSTIN MUSEUM OF ART	823 CONGRESS AVE	N/A	PUBLIC	LAGUNA GLORIA PROGRAMS	10,000
AUSTIN TX 78701					
AUSTIN PUBLIC LIBRARY	P O BOX 13201	N/A	PUBLIC	GENERAL OPERATING SUPPORT	2,500
AUSTIN TX 78711					
AUSTIN THEATRE ALLIANCE	P O BOX 1566	N/A	PUBLIC	EDUCATION & OUTREACH PROGRAMS	14,000
AUSTIN TX 78767					
AUSTIN TRINITY EPISCOPAL	3901 BEE CAVE RD	N/A	PUBLIC	S.T.E.M. PROGRAMS	5,000
AUSTIN TX 78746					
AUSTIN WOMAN'S CLUB	708 SAN ANTONIO ST	N/A	PUBLIC	HISTORIC EDUCATION PROGRAMS	1,000
AUSTIN TX 78701					
AUSTIN YMBL SUNSHINE CAMP	P O BOX 684980	N/A	PUBLIC	SUNRISE PROGRAM SERIES	10,000
AUSTIN TX 78768-4980					
BADGERDOG LITERARY	3710 CEDAR STREET	N/A	PUBLIC	GENERAL OPERATING SUPPORT	2,500
AUSTIN TX 78705					
BALLET AUSTIN	501 W 3RD ST	N/A	PUBLIC	QUIET IMPRINT	2,500
AUSTIN TX 78613					
BASTROP COUNTY WOMEN'S	P O BOX 736	N/A	PUBLIC	VICTIM SERVICES	1,000
BASTROP TX 78602					
BIG BROTHERS BIG SISTERS	1400 TILLERY STREET	N/A	PUBLIC	YOUTH MENTORING	2,000
AUSTIN TX 78721					
BIHL HAUS ARTS, INC	P O BOX 100806	N/A	PUBLIC	GO! ARTS	2,500
SAN ANTONIO TX 78201					
BLUE LAPIS LIGHT	P O BOX 1821	N/A	PUBLIC	LONG ARTS CENTER PERFORMANCE	5,000
AUSTIN TX 78767					
BOYS & GIRLS CLUB OF	P O BOX 689	N/A	PUBLIC	EL SONIDO DE MUSICA	5,000
ALICE TX 78333					
BOYS & GIRLS CLUBS OF THE	5407 N IH 35, STE 400	N/A	PUBLIC	FAMILY PLUS	5,000
AUSTIN TX 78723					
BOY SCOUTS OF AMERICA	7540 ED BLUESTEIN BLVD	N/A	PUBLIC	FRIENDS OF SCOUTING	1,000
AUSTIN TX 78737					
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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
BREAKTHROUGH	1050 EAST 11TH STREET	N/A	PUBLIC	BREAKTHROUGH PROGRAMS	2,500
AUSTIN TX 78702	900 E 30TH STREET	N/A	PUBLIC	GENERAL OPERATING SUPPORT	3,000
BREAST CANCER RESOURCE	5420 FM 1781	N/A	PUBLIC	CAMP ARANZASU SPECIAL NEEDS PROGRAM	5,000
AUSTIN TX 78705	6836 AUSTIN CENTER BLVD	N/A	PUBLIC	GENERAL OPERATING SUPPORT - AUSTIN	10,000
CAMP ARANZASU, INC	P O BOX 26367	N/A	PUBLIC	GENERAL OPERATING SUPPORT	1,000
ROCKPORT TX 78382	1700 GRAYWOOD COVE	N/A	PUBLIC	CARITAS OF AUSTIN GENERAL SUPPORT	5,000
CAMPUS CRUSADE FOR CHRIST	P O BOX 430175	N/A	PUBLIC	GENERAL OPERATING SUPPORT	1,500
AUSTIN TX 78731	635 E KING, STE 110	N/A	PUBLIC	BRUSH COUNTRY CASA	5,000
CANDLELIGHT RANCH	8509 FM 969	N/A	PUBLIC	THE BRIDGE PROJECT	6,250
AUSTIN TX 78755	1710 LAVACA	N/A	PUBLIC	NEW COMMISSIONING PROJECT/SMART	1,000
AUSTIN TX 78704	2826 REAL STREET	N/A	PUBLIC	YOUTH ARTS ENRICHMENT PROJECT	1,000
CASA DO MISERICORDIA	1800 FREDERICKSBURG RD	N/A	PUBLIC	ELLAS LAS MUJERES DE AZTIAN	10,000
LAREDO TX 78043	405 N ADAMS	N/A	PUBLIC	THE O.A.T.H. PROGRAM	1,000
CASA OF KLEBERG COUNTY	1638 BRANARD STREET	N/A	PUBLIC	HISTORIC CONTEXT PROJECT FOR AFRICAN	2,500
KINGSVILLE TX 78363	1 UNIV STATION, D3500, UT	N/A	PUBLIC	CON MI MADRE PROGRAMS	10,000
CENTER FOR CHILD	1117 EAST FREEWAY	N/A	PUBLIC	THIS IS DISPLACEMENT	5,000
AUSTIN TX 78724	1117 EAST FREEWAY	N/A	PUBLIC	MESOCOSM (TEXAS)	5,000
CENTER FOR WOMEN &	87 LAFAYETTE STREET	N/A	PUBLIC	FUND DOCUMENTARY "MARIACHI HIGH"	2,500
AUSTIN TX 78701					
CENTER STAGE TEXAS					
AUSTIN TX 78722					
CENTRO CULTURAL AZTIAN					
SAN ANTONIO TX 78201					
CITIZENS PROMOTING					
BEEVILLE TX 78102					
COMMUNITY ARCHAEOLOGY					
HOUSTON TX 77006					
CON MI MADRE					
AUSTIN TX 78712					
DIVERSE WORKS ARTSPACE					
HOUSTON TX 77002					
DIVERSE WORKS ARTSPACE					
HOUSTON TX 77002					
DOWNTOWN COMMUNITY					
NEW YORK NY 10013					

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
DRESS OF SUCCESS	P O BOX 91036		PUBLIC	THE SURVIVING TO THRIVING PROGRAM	3,000
SAN ANTONIO TX 78209	N/A				
EASTSIDE YOUTH SERVICES	P O BOX 1415		PUBLIC	YELLOW JACKET STADIUM PROGRAM	5,000
AUSTIN TX 78660	N/A				
ESPERANZA PEACE & JUSTICE	922 SAN PEDRO AVENUE		PUBLIC	ARTE ES VIDA WESTSIDE CULTURAL PROGR	20,000
SAN ANTONIO TX 78212	N/A				
ESPERANZA PEACE & JUSTICE	922 SAN PEDRO AVENUE		PUBLIC	CINE MUJER FILM SERIES	5,000
SAN ANTONIO TX 78212	N/A				
FOREVER FOUNDATION FOR	2800 NE LOOP 410, STE 105		PUBLIC	CONSERVATION LEGACY	10,000
SAN ANTONIO TX 78218	N/A				
FUERZA UNIDA	710 NEW LAREDO HIGHWAY		PUBLIC	LA COOPERATIVA 2010	20,000
SAN ANTONIO TX 78211-1932	N/A				
GARDNER BETTS	P O BOX 5159		PUBLIC	PROJECT RIDGE PROGRAM	5,500
AUSTIN TX 78763	N/A				
GAZELLE FOUNDATION	P O BOX 1487		PUBLIC	AUSTIN OPERATIONS	35,000
AUSTIN TX 78767-1487	N/A				
GEMINI INC	513 S PRESA		PUBLIC	WRITERS IN COMMUNITIES PROGRAM	5,000
SAN ANTONIO TX 78205	N/A				
GENAUSTIN	2206 PRATHER LANE		PUBLIC	GENERAL OPERATING SUPPORT	5,000
AUSTIN TX 78704	N/A				
GIRL SCOUTS OF CENTRAL	12012 PARK THIRTY-FIVE		PUBLIC	TECH GIRLS PROGRAM	5,000
AUSTIN TX 78753	N/A				
GIRL SCOUTS OF GREATER	711 N CARANCAHUA		PUBLIC	OUTREACH PROGRAM TO GIRLS	1,000
CORPUS CHRISTI TX 78401	N/A				
GIRL SCOUTS OF SAN	3110 SOUTHWEST FREEWAY		PUBLIC	GIRL SCOUTING IN THE SCHOOL DAY	2,500
HOUSTON TX 77098	N/A				
GREATER AUSTIN PERFORMING	P O BOX 301449		PUBLIC	ARMED FORCES PROGRAM	15,000
AUSTIN TX 78703	N/A				
GUADALUPE CULTURAL ARTS	1300 GUADALUPE ST		PUBLIC	TEEN ARTS PUENTES PROJECT	2,500
SAN ANTONIO TX 78207	N/A				
HEALTH ALLIANCE FOR	P O BOX 301496		PUBLIC	GENERAL OPERATING SUPPORT	2,500
AUSTIN TX 78703	N/A				
HELPING HAND HOME FOR	3804 AVENUE B		PUBLIC	GENERAL OPERATING SUPPORT	1,500
AUSTIN TX 78751	N/A				
HISPANAS UNIDAS	2507 NW 36TH STREET		PUBLIC	HISPANAS UNIDAS OPERATIONAL SUPPORT	15,000
SAN ANTONIO TX 78228	N/A				

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Federal Statements

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
HISPANAS UNIDAS	2507 NW 36TH STREET	N/A	PUBLIC	ESCUELITAS LEADERSHIP/MENTORING PROG	10,000
SAN ANTONIO TX 78228	1107 S 8TH STREET	N/A	PUBLIC	2010 HSC PROGRAMMATIC SUPPORT	10,000
HISPANIC SCHOLARSHIP	1010 WAUGH DRIVE	N/A	PUBLIC	GENERAL OPERATIONS SUPPORT	2,500
AUSTIN TX 78704	13621 FM 2769	N/A	PUBLIC	INDIGENOUS YOUTH/WOMEN'S PROGRAMS	20,000
HOUSTON AREA WOMEN'S	801 E DURANGO BLVE	N/A	PUBLIC	24TH ANNUAL ASIAN FESTIVAL	10,000
HOUSTON TX 77019-3902	P O BOX 685137	N/A	PUBLIC	A CHOICE & CHANCE FOR PREGNANT TEENS	5,000
INDIGENOUS WOMEN'S	P O BOX 991	N/A	PUBLIC	JIM HOGG COUNTY VAQUERO FESTIVAL	1,000
AUSTIN TX 78726	108 BLUE STAR	N/A	PUBLIC	GIRL PROJECT AT JAPHET ELEMENTARY SC	10,000
INSTITUTE OF TEXAN	3420 EXECUTIVE CENTER DR	N/A	PUBLIC	TYPE 1 NOW CONFERENCE	3,000
SAN ANTONIO TX 78205	P O BOX 7158	N/A	PUBLIC	OPERATING FUND	20,000
JANE'S DUE PROCESS	114 EAST CEVALLOS	N/A	PUBLIC	2011 LHI ART-SCI SYMPOSIUM	6,000
AUSTIN TX 78768-5137	227 CONGRESS	N/A	PUBLIC	LATINO ARTS IN AUSTIN	10,000
JIM HOGG COUNTY VAQUERO	401 BRANARD ST	N/A	PUBLIC	NHI MAMMOGRAM TESTING/FLU SHOTS	5,000
HEBBRONVILLE TX 78361	431 ISOM RD, STE 125	N/A	PUBLIC	LIGHT THE NIGHT PROGRAM	2,000
JUMP-START PERFORMANCE	P O BOX 831046	N/A	PUBLIC	MACONDO WRITERS' WORKSHOP	10,000
SAN ANTONIO TX 78204	1510 S HACKBERRY	N/A	PUBLIC	GIRLS EMPOWERMENT PROGRAMS	10,000
JUVENILE DIABETES	1500 EAST 12TH STREET	N/A	PUBLIC	REPAIRS TO ROOF AND BUILDINGS	30,000
AUSTIN TX 78731	401 BRANARD ST, 2ND FLOOR	N/A	PUBLIC	GENERAL OPERATING SUPPORT	15,000
KLRU	AUSTIN TX 78713	N/A	PUBLIC		
LAND HERITAGE INSTITUTE	SAN ANTONIO TX 78204	N/A	PUBLIC		
SAN ANTONIO TX 78204	LA PENA	N/A	PUBLIC		
LA PENA	AUSTIN TX 78701	N/A	PUBLIC		
LESBIAN HEALTH INITIATIVE	HOUSTON TX 77006	N/A	PUBLIC		
HOUSTON TX 77006	LEUKEMIA AND LYMPHOMA	N/A	PUBLIC		
LEUKEMIA AND LYMPHOMA	SAN ANTONIO TX 78216	N/A	PUBLIC		
SAN ANTONIO TX 78216	MACONDO FOUNDATION	N/A	PUBLIC		
MACONDO FOUNDATION	SAN ANTONIO TX 78210	N/A	PUBLIC		
SAN ANTONIO TX 78210	MARTINEZ STREET WOMEN'S	N/A	PUBLIC		
MARTINEZ STREET WOMEN'S	SAN ANTONIO TX 78210	N/A	PUBLIC		
SAN ANTONIO TX 78210	MINISTRY OF CHALLENGE	N/A	PUBLIC		
MINISTRY OF CHALLENGE	AUSTIN TX 78702	N/A	PUBLIC		
AUSTIN TX 78702	MONTROSE COUNSELING	N/A	PUBLIC		
MONTROSE COUNSELING	HOUSTON TX 77006	N/A	PUBLIC		
HOUSTON TX 77006		N/A	PUBLIC		

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
NATIONAL ASSOCIATION OF SAN ANTONIO TX 78207	1208 BUENA VISTA N/A		PUBLIC	11TH LEADERSHIP INSTITUTE	2,500
NATIONAL AUDOBON SOCIETY SAN ANTONIO TX 78221	10750 PLEASANTON RD N/A		PUBLIC	SUMMER SCIENCE ADVENTURE FOR GIRLS	2,500
NATIONAL CENTER FOR AUSTIN TX 78759-8668	8668 SPICEWOOD SPRINGS RD N/A		PUBLIC	GENERAL OPERATING SUPPORT	5,000
ODYSSEY AFTER SCHOOL ROCKPORT TX 78381	P O BOX 237, 301 HWY 35 N N/A		PUBLIC	AGTER SCHOOL ENRICHMENT PROGRAM	2,500
OFICINA LEGAL DEL PUEBLO AUSTIN TX 78741	1405 MONTOPOLIS DR N/A		PUBLIC	VIOLENCE AGAINST WOMEN ACT PROGRAM	5,000
ORANGE SHOW FOUNDATION HOUSTON TX 77023	2402 MUNGER STREET N/A		PUBLIC	MURAL ARTS PROGRAM	2,500
PARKINSON'S SOCIETY AUSTIN TX 78755	P O BOX 27565 N/A		PUBLIC	GENERAL OPERATIONS SUPPORT	2,000
PEOPLE'S COMMUNITY CLINIC AUSTIN TX 78722-2304	2909 N IH 35 N/A		PUBLIC	2010 GENERAL OPERATIONS	2,500
PEOPLE'S COMMUNITY CLINIC AUSTIN TX 78722-2304	2909 N IH 35 N/A		PUBLIC	GENERAL OPERATING SUPPORT	15,000
PET PATROL: A PEOPLE PET HOUSTON TX 77008	1809 W 14 1/2 STREET N/A		PUBLIC	A PEOPLE PET PARTNERSHIP	2,500
PLANNED PARENTHOOD OF AUSTIN TX 78704-7301	201 E BEN WHITE BLVD N/A		PUBLIC	CORE PROGRAMS AND SERVICES	25,000
PROGRAM FOR SIDE EFFECTS HOUSTON TX 77006	3224 YOAKUM BLVD N/A		PUBLIC	NUTRITIONAL COUNSELING/LESBIAN HEALT	2,500
PROTON THERAPY EDUCATION HOUSTON TX 77054	1840 OLD SPANISH TRAIL N/A		PUBLIC	GENERAL OPERATING SUPPORT	20,000
RISE SCHOOL AUSTIN TX 78745	2222 WESTERN TRAILS N/A		PUBLIC	RISE ACROSS TEXAS CHALLENGE	1,000
SAHELI AUSTIN TX 78764	P O BOX 3665 N/A		PUBLIC	DOMESTIC VIOLENCE ECONOMIC EMPOWERMN	3,000
SAN ANTONIO MUSEUM OF ART SAN ANTONIO TX 78215	200 WEST JONES AVE N/A		PUBLIC	THE MISSING PEACE: ARTISTS CONSIDER	5,000
SANTUARIO SISTERFARM BOERNE TX 78006	28 HEIN ROAD N/A		PUBLIC	SOR JUANA BORDERLANDS PROJECT	10,000
SOUTH TEXANS' PROPERTY FALFURRIAS TX 78355	P O BOX 397 N/A		PUBLIC	GENERAL OPERATIONS/ACHIEVING SUSTAIN	2,500
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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
SOUTH TEXAS INSTITUTE FOR	1902 N SHORELINE BLVD				
CORPUS CHRISTI TX 78401	N/A		PUBLIC	ADA COMPLIANT FAMILY RESTROOM	1,000
SPAY-NEUTER ASSISTANCE	P O BOX 70286				
HOUSTON TX 77270	N/A		PUBLIC	SAN ANTONIO MOBILE CLINIC PROJECT	2,500
ST EDWARD'S UNIVERSITY	3001 S CONGRESS AVE				
AUSTIN TX 78704	N/A		PUBLIC	RESPECTING THE BODY: BODY AWARENESS	10,000
ST MICHAEL'S CATHOLIC	3000 BARTON CREEK BLVD				
AUSTIN TX 78735	N/A		PUBLIC	GENERAL OPERATING SUPPORT	5,000
SUSTAINABLE FOOD CENTER	1106 CLAYTON LANE				
AUSTIN TX 78723	N/A		PUBLIC	SPROUTING HEALTHY KIDS	7,500
SYMPHONY SOCIETY OF	130 E TRAVIS ST, STE 550				
SAN ANTONIO TX 78205	N/A		PUBLIC	WOMIN IN THE ARTS - URIOSTE/ZILBERST	5,000
TEXAS ADVOCACY PROJECT,	P O BOX 833				
AUSTIN TX 78701	N/A		PUBLIC	ACCESS TO ATTORNEYS PROGRAM	10,000
TEXAS FREEDOM NETWORK	P O BOX 1624				
AUSTIN TX 78767	N/A		PUBLIC	JUST EDUCATE CAMPAIGN	5,000
TEXAS LOW INCOME HOUSING	508 POWELL ST				
AUSTIN TX 78703	N/A		PUBLIC	LOW-INCOME FAMILIES HOMES	6,000
TEXAS RIO GRANDE LEGAL	300 SOUTH TEXAS BLVD				
WESLACO TX 78596	N/A		PUBLIC	LEGAL ALLIANCE FOR ABUSE SURVIVORS	5,000
THE ARC OF THE CAPITAL	2818 SAN GABRIEL				
AUSTIN TX 78705	N/A		PUBLIC	FAMILY AND CAREGIVER SUPPORT SERVICE	5,000
THE BRIDGE OVER TROUBLED	213 W SOUTHMORE, STE 302				
PASADENA TX 77502	N/A		PUBLIC	THE BRIDGE EMERGENCY SHELTER PROGRAM	5,000
THE CARE COMMUNITIES,	P O BOX 49097				
AUSTIN TX 78765	N/A		PUBLIC	HILL COUNTRY RIDE FOR AIDS	1,000
THE DOTE FOUNDATION	121 W WOODLAWN				
SAN ANTONIO TX 78212	N/A		PUBLIC	PEERS FOR WOMEN PROJECT/AIDS ASSISTA	7,500
THE KHABELE SCHOOL	801 RIO GRANDE ST				
AUSTIN TX 78701	N/A		PUBLIC	THE FINE ARTS BREAKTHROUGH PROJECT	1,000
THE PLANNED PARENTHOOD	104 BABCOCK RD				
SAN ANTONIO TX 78201	N/A		PUBLIC	GENERAL OPERATING SUPPORT	10,000
THE TEXAS DEMOCRACY	307 W 7TH ST				
AUSTIN TX 78701	N/A		PUBLIC	SOUTH TEXAS REPORTING PROJECT	2,500
THE TEXAS DEMOCRACY	307 W 7TH ST				
AUSTIN TX 78701	N/A		PUBLIC	THE MOLLY NATIONAL JOURNALISM AWARD	2,500

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
THE TEXAS TRIBUNE	823 CONGRESS AVE				
AUSTIN TX 78701	N/A		PUBLIC	GENERAL OPERATING SUPPORT	10,000
THE UNIVERSITY OF TEXAS	P O BOX 7458				
AUSTIN TX 78713	N/A		PUBLIC	BLANTON MUSEUM ROBERT WILSON INSTALL	5,000
THE UNIVERSITY OF TEXAS	P O BOX 7458				
AUSTIN TX 78713	N/A		PUBLIC	UT ATHLETICS LONGHORN PRIDE PROGRAM	1,500
THE UNVIERSITY OF TEXAS	P O BOX 7458				
AUSTIN TX 78713	N/A		PUBLIC	LADY BIRD JOHNSON WILDFLOWER CENTER	10,000
THE UNIVERSITY OF TEXAS	1201 WEST UNIVERSITY DR				
EDINBURG TX 78539	N/A		PUBLIC	UTPA MOTHER-DAUGHTER PROGRAM	5,000
THE WOMEN'S FUND FOR	5353 WEST ALABAMA				
HOUSTON TX 77056	N/A		PUBLIC	YOUNG WOMEN'S HEALTH EDUC PROGRAMS	2,500
THE WOMEN'S HOME	607 WESTHEIMER				
HOUSTON TX 77006	N/A		PUBLIC	THE WOMEN'S HOME RESIDENTIAL PROGRAM	10,000
THE WOMEN'S RESOURCE OF	730 N POST OAK RD				
HOUSTON TX 77024	N/A		PUBLIC	FINANCIAL EDUCATION PROGRAM EXPANSIO	2,500
THERAPY PET PALS OF	3930 BEE CAVE RD				
AUSTIN TX 78746	N/A		PUBLIC	TEAM TRAINING	2,500
THRIVE WELL CANCER	4383 MEDICAL DR				
SAN ANTONIO TX 78229	N/A		PUBLIC	INSPIRATION/VITALITY THROUGH ACTIVIT	1,500
TRAVIS CTNY DOMESTIC	1515 A GROVE BLVD				
AUSTIN TX 78741	N/A		PUBLIC	KELLY WHITE FAMILY SHELTER	15,000
UNIV OF TX FOUNDATION	405 W 25TH ST				
AUSTIN TX 78705	N/A		PUBLIC	TEXAS UNDERGRADUATE LEADERSHIP PROG	25,000
VALLEY INITIATIVE FOR	1715 EAST PIKE BLVD				
WESLACO TX 78596	N/A		PUBLIC	VIDA CAPACITY EXPANSION PROJECT	2,500
WEST AUSTIN CAREGIVERS	2601 EXPOSITION BLVD				
AUSTIN TX 78703	N/A		PUBLIC	SENIOR TRANSPORTATION PROGRAM	5,000
WINTERGARDEN WOMEN'S	201 N 5TH ST				
CARRIZO SPRINGS TX 78834	N/A		PUBLIC	VICTIM ADVOCACY PROJECT	1,000
WOMEN INVOLVED IN	7500 HIGHWAY 90 WEST				
SAN ANTONIO TX 78227	N/A		PUBLIC	BREAST CANCER TREATMENT FOR UNINSURE	1,000
WOMEN'S SHELTER OF SOUTH	P O BOX 3368				
CORPUS CHRISTI TX 78463	N/A		PUBLIC	PRIMARY PREVENTION OF DOMESTIC/SEXUA	1,000
WOMEN'S SHELTER OF SOUTH	P O BOX 3368				
CORPUS CHRISTI TX 78463	N/A		PUBLIC	EMERGENCY SHELTER/SUPPORTIVE SERVICE	9,000

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
WONDERS & WORRIES, INC AUSTIN TX 78746	923 WESTBANK DR N/A		PUBLIC	OPERATING SUPPORT	100,000
WORKERS DEFENSE PROJECT AUSTIN TX 78723	5406 MANOR ROAD N/A		PUBLIC	WORKPLACE JUSTICE PROGRAM	5,000
TOTAL					<u>1,073,500</u>

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2010**

For calendar year 2010, or tax year beginning

, and ending

Name

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

Employer Identification Number

74-2847652

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) 16,000 SH FORWARD INTL SMALL COMPANI	P	05/18/06	03/11/10
(2) 3,000 SH FORWARD INTL SMALL COMPANIE	P	06/07/06	03/11/10
(3) 4,000 SH FORWARD INTL SMALL COMPANIE	P	07/20/06	03/11/10
(4) 2,000 SH FORWARD INTL SMALL COMPANIE	P	10/17/06	03/11/10
(5) 5,000 SH FORWARD INTL SMALL COMPANIE	P	06/13/07	03/11/10
(6) 9 SH BP PLC SPONSORED ADR	P	06/05/07	04/30/10
(7) 291 SH BP PLC SPONSORED ADR	P	06/13/07	04/30/10
(8) 200 SH BP PLC SPONSORED ADR	P	09/05/07	04/30/10
(9) 1,000 SH BP PLC SPONSORED ADR	P	02/07/08	04/30/10
(10) 447 SH BP PLC SPONSORED ADR	P	09/01/09	04/30/10
(11) 674 SH BP PLC SPONSORED ADR	P	12/22/09	04/30/10
(12) 6,241.539 SH FORWARD HOOVER SM CAP E	P	07/03/04	07/09/10
(13) 6,863.411 SH FORWARD HOOVER SM CAP E	P	12/31/04	07/09/10
(14) 2,256.161 SH FORWARD HOOVER SM CAP E	P	11/28/05	07/09/10
(15) 2,000 SH FORWARD HOOVER SM CAP EQUIT	P	07/20/06	07/09/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 198,560		276,800	-78,240
(2) 37,230		49,980	-12,750
(3) 49,640		63,600	-13,960
(4) 24,820		34,860	-10,040
(5) 62,050		103,650	-41,600
(6) 475		608	-133
(7) 15,359		19,811	-4,452
(8) 10,556		13,624	-3,068
(9) 52,782		63,089	-10,307
(10) 23,593		22,913	680
(11) 35,575		38,767	-3,192
(12) 85,384		109,851	-24,467
(13) 93,891		126,973	-33,082
(14) 30,864		43,566	-12,702
(15) 27,360		38,360	-11,000

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-78,240
(2)			-12,750
(3)			-13,960
(4)			-10,040
(5)			-41,600
(6)			-133
(7)			-4,452
(8)			-3,068
(9)			-10,307
(10)			680
(11)			-3,192
(12)			-24,467
(13)			-33,082
(14)			-12,702
(15)			-11,000

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2010**

For calendar year 2010, or tax year beginning

, and ending

Name

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

Employer Identification Number

74-2847652

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) 0.7395 SH FRONTIER COMMUNICATIONS CO	P	02/23/06	07/20/01
(2) 673.292 SH FRONTIER COMMUNICATIONS C	P	02/23/06	07/23/01
(3) 212.4352 SH FRONTIER COMMUNICATIONS	P	06/09/06	07/23/10
(4) 168.0278 SH FRONTIER COMMUNICATIONS	P	07/20/06	07/23/01
(5) 30.245 SH FRONTIER COMMUNICATIONS CO	P	12/22/09	07/23/10
(6) 0.584 SH EXXON MOBIL CORP	P	09/11/09	08/30/10
(7) 25,000 SH AMERICAN CENTY INTL BD FD	P	03/05/08	10/27/10
(8) 50,000 SH AMERICAN CENTY INTL BD FD	P	07/10/08	10/27/10
(9) 28,163.686 SH AMERICAN CENTY INTL BD	P	09/03/02	10/27/10
(10) 250,00 PV FFCB MTN 6.32% 10/12/10	P	04/03/02	10/12/10
(11) 111 SH APPLE INC	P	06/07/06	11/04/10
(12) 344 SH CATERPILLAR INC	P	05/23/07	11/04/10
(13) 825 SH COGNIZANT TECH SOLUTIONS CL A	P	01/26/06	11/04/10
(14) 1,625 SH DU PONT E I DE NEMOURS & CO	P	10/23/03	11/04/10
(15) 222 SH EMERSON ELECTRIC CO	P	07/02/04	11/04/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 5		6	-1
(2) 4,937		5,669	-732
(3) 1,558		1,672	-114
(4) 1,232		1,340	-108
(5) 222		260	-38
(6) 34		34	
(7) 369,750		387,500	-17,750
(8) 739,500		765,500	-26,000
(9) 416,541		409,782	6,759
(10) 250,000		255,255	-5,255
(11) 35,316		6,663	28,653
(12) 28,376		26,521	1,855
(13) 52,988		20,920	32,068
(14) 78,231		64,504	13,727
(15) 12,464		6,960	5,504

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-1
(2)			-732
(3)			-114
(4)			-108
(5)			-38
(6)			
(7)			-17,750
(8)			-26,000
(9)			6,759
(10)			-5,255
(11)			28,653
(12)			1,855
(13)			32,068
(14)			13,727
(15)			5,504

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2010**

For calendar year 2010, or tax year beginning

, and ending

Name

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

Employer Identification Number

74-2847652

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) 4,143.277 SH FROST LOW DURATION BOND	P	09/01/09	11/04/10
(2) 144 SH INTUITIVE SURGICAL INC	P	11/20/06	11/04/10
(3) 3,146 SH NUVASIVE INC	P	12/22/09	11/04/10
(4) 205 SH ORACLE CORPORATION	P	06/03/05	11/04/10
(5) 710 SH PACCAR INC	P	09/11/09	11/04/10
(6) 743 SH PETSMART INC	P	11/16/06	11/04/10
(7) 10,371.61 SH PIMCO TOTAL RETURN INST	P	02/07/08	11/04/10
(8) 410 SH STARBUCKS CORP	P	06/04/07	11/04/10
(9) 6,263 SH WINDSTREAM CORPORATION	P	05/23/07	11/04/10
(10) 737 SH WINDSTREAM CORPORATION	P	09/05/07	11/04/10
(11) 3,000 SH WINDSTREAM CORPORATION	P	03/05/08	11/04/10
(12) 1,710 SH WINDSTREAM CORPORATION	P	09/01/09	11/04/10
(13) 250,000 PV JP MORGAN CHASE & CO 4.5%	P	09/03/04	11/15/10
(14) 250,000 PV COCA COLA CO 4.875%	P	12/23/09	12/16/10
(15) FROST NATIONAL BANK			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 44,623		43,173	1,450
(2) 39,614		14,449	25,165
(3) 76,603		99,978	-23,375
(4) 6,008		2,597	3,411
(5) 38,731		27,235	11,496
(6) 28,538		22,127	6,411
(7) 122,074		113,984	8,090
(8) 12,186		11,807	379
(9) 81,230		94,397	-13,167
(10) 9,559		10,392	-833
(11) 38,909		36,673	2,236
(12) 22,178		14,672	7,506
(13) 250,000		251,797	-1,797
(14) 277,248		264,155	13,093
(15) 33,009			33,009

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))
(1)			1,450
(2)			25,165
(3)			-23,375
(4)			3,411
(5)			11,496
(6)			6,411
(7)			8,090
(8)			379
(9)			-13,167
(10)			-833
(11)			2,236
(12)			7,506
(13)			-1,797
(14)			13,093
(15)			33,009