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

OMB No 1545-0052

2010

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

, 2010, and ending

, 20

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation

ROBERT J. & HELEN C. KLEBERG FOUNDATION

A Employer identification number

74-6044810

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

Room/suite

B Telephone number (see page 10 of the instructions)

700 N. ST. MARY'S SUITE 1200

(210) 271-3691

City or town, state, and ZIP code

SAN ANTONIO, TX 78205

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) ▶ \$ 222,758,243.

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

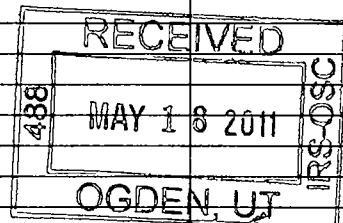
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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)	0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,212,811.	1,212,811.		
4 Dividends and interest from securities	3,216,128.	3,216,128.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	6,414,014.			
b Gross sales price for all assets on line 6a	2,600,000.			
7 Capital gain net income (from Part IV, line 2)		6,414,014.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,915,465.	1,915,465.		ATCH 1
12 Total. Add lines 1 through 11	12,758,418.	12,758,418.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages	59,923.	16,340.	0.	43,583.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	112.	112.	0.	0.
b Accounting fees (attach schedule) ATCH 2	20,000.	5,000.	0.	15,000.
c Other professional fees (attach schedule) *	959,944.	959,944.	0.	0.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	353,075.	237,617.	0.	458.
19 Depreciation (attach schedule) and depletion	32,025.	32,025.		ATCH 13
20 Occupancy	11,729.	10,556.	0.	1,173.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	8,129.	2,032.	0.	6,097.
24 Total operating and administrative expenses. Add lines 13 through 23	1,444,937.	1,263,626.	0.	66,311.
25 Contributions, gifts, grants paid	9,060,579.			9,060,579.
26 Total expenses and disbursements. Add lines 24 and 25	10,505,516.	1,263,626.	0.	9,126,890.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,252,902.			
b Net investment income (if negative, enter -0-)		11,494,792.		
c Adjusted net income (if negative, enter -0-)				



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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	1,980,307.	5,427,919.	5,427,919.
	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	28,654.	105,208.	105,208.
	10 a Investments - U.S. and state government obligations (attach schedule) **	30,203,482.	32,127,671.	32,904,144.
	b Investments - corporate stock (attach schedule) ATCH 7	155,724,600.	150,171,679.	177,072,980.
	c Investments - corporate bonds (attach schedule) ATCH 8	1,181,973.	3,572,850.	3,840,440.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis		13,999.		ATCH 9
Less accumulated depreciation (attach schedule)		12,918.	1,081.	1,081.
15 Other assets (describe ATCH 10)		32,158.	441.	3,406,471.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		189,152,564.	191,406,849.	222,758,243.
17 Accounts payable and accrued expenses		2,920.	4,303.	
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)	2,920.	4,303.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	181,926,584.	188,340,598.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,223,060.	3,061,948.	
	30 Total net assets or fund balances (see page 17 of the instructions)	189,149,644.	191,402,546.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	189,152,564.	191,406,849.	

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	189,149,644.
2 Enter amount from Part I, line 27a	2	2,252,902.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	191,402,546.
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	191,402,546.

** ATCH 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	6,414,014.	
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		

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	10,605,382.	185,210,873.	0.057261
2008	11,101,105.	217,585,754.	0.051019
2007	10,477,725.	223,541,166.	0.046872
2006	10,077,575.	215,753,058.	0.046709
2005	9,633,405.	205,437,484.	0.046892
2 Total of line 1, column (d)			2 0.248753
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 0.049751
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 208,311,234.
5 Multiply line 4 by line 3			5 10,363,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 114,948.
7 Add lines 5 and 6			7 10,478,640.
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 9,126,890.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	229,896.
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	229,896.
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	229,896.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	170,184.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	170,184.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	59,712.
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 0. 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> JOHN D. ALEXANDER, JR. Telephone no <input type="checkbox"/> 210-271-3691			
Located at <input type="checkbox"/> 700 N. ST MARYS, SAN ANTONIO, TX ZIP + 4 <input type="checkbox"/> 78205-0000				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> N/A <input type="checkbox"/>			
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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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)	3b	N/A
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

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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)? ☐ Yes ☒ No **5b** N/A

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

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

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

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 **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLINGTON TRUST COMPANY BOSTON, MASSACHUSETTS	INVEST COUNSELING	173,402.
LUTHER KING INVESTMENT MANAGEMENT CO. FORT WORTH, TEXAS	INVEST COUNSELING	210,532.
FIDUCIARY TRUST COMPANY NEW YORK, NEW YORK	INVESTMENT MGT.	93,528.
STATE STREET/LLOYD GEORGE BOSTON, MASSACHUSETTS	INVESTMENT MGT.	190,700.
SANDERSON FUND NEW YORK, NEW YORK	INVESTMENT MGT.	178,877.

Total number of others receiving over \$50,000 for professional services 1

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	199,114,407.
b	Average of monthly cash balances	1b	8,856,319.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	3,512,760.
d	Total (add lines 1a, b, and c)	1d	211,483,486.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	211,483,486.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	3,172,252.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	208,311,234.
6	Minimum investment return. Enter 5% of line 5	6	10,415,562.

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	10,415,562.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	229,896.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	229,896.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,185,666.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,185,666.
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	10,185,666.

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	9,126,890.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,126,890.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,126,890.

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				10,185,666.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			8,882,668.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 9,126,890.				
a Applied to 2009, but not more than line 2a			8,882,668.	
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				244,222.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 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				9,941,444.
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	0.			
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	0.			

Form 990-PF (2010)

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

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 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	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum 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

ATTACHMENT 12

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

ATTACHMENT 12

c Any submission deadlines

ATTACHMENT 12

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

ATTACHMENT 12

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATTACHMENT 14				9,060,579.
Total			3a	9,060,579.
b Approved for future payment				
Total			3b	

Form 990-PF (2010)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT 15					VARIOUS 6,414,014.	VARIOUS
TOTAL GAIN (LOSS)							<u>6,414,014.</u>	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS ROYALTIES	1,822,459.	1,822,459.
PARTNERSHIP INCOME	88,486.	88,486.
MISCELLANEOUS INCOME	4,520.	4,520.
TOTALS	1,915,465.	1,915,465.

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST AND YOUNG, LLP	20,000.	5,000.	0.	15,000.
TOTALS	<u>20,000.</u>	<u>5,000.</u>	<u>0.</u>	<u>15,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	54,905.	54,905.	0.	0.
INVESTMENT COUNCIL MANAGEMENT	905,039.	905,039.	0.	0.
TOTALS	<u>959,944.</u>	<u>959,944.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRODUCTION TAXES	119,444.	119,444.	0.	0.
PAYROLL TAXES	4,584.	4,126.	0.	458.
FOREIGN TAXES PAID	54,127.	54,127.	0.	0.
AD VALOREM TAXES	59,920.	59,920.	0.	0.
FEDERAL EXCISE TAX PAYMENTS	115,000.	0.	0.	0.
TOTALS	<u>353,075.</u>	<u>237,617.</u>	<u>0.</u>	<u>458.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	8,129.	2,032.	0.	6,097.
TOTALS	8,129.	2,032.	0.	6,097.

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

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
FIDUCIARY - TREAS. NOTES AND		
GOV'T OBLIGATIONS	4,833,268.	5,083,404.
VANGUARD S/T BOND FUND	9,463,549.	9,652,979.
VANGUARD INTER BOND FUND	9,444,776.	9,771,403.
VANGUARD L/T BOND FUND	8,386,078.	8,396,358.
US OBLIGATIONS TOTAL	<u>32,127,671.</u>	<u>32,904,144.</u>

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

EIN. 74-6044810
FORM 990-PF, 2010

BALANCE SHEET DETAIL

LINE 10b - INVESTMENTS-SECURITIES	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
LUTHER KING/STATE STREET - CASH EQUIVALENTS	18,484	18,484
LUTHER KING/STATE STREET - SECURITIES	19,535,235	33,679,306
LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS	235,306	235,306
LUTHER KING SMALL CAP/STATE STREET - SECURITIES	5,123,973	6,853,152
FIDUCIARY TRUST - CASH EQUIVALENTS	661,236	668,678
FIDUCIARY TRUST - INTERNATIONAL SECURITIES	18,577,662	20,804,869
WELLINGTON CTF RESEARCH EQUITY FUND	18,334,481	16,998,071
WELLINGTON CTF DIH EQUITY FUND	10,316,731	10,586,208
LLOYD GEORGE ASIAN EQUITY FUND	14,467,808	16,957,584
ENDOWMENT VENTURE PARTNERSHIP INV.	333,660	430,607
VANGUARD INSTITUTIONAL FUND	8,070,227	8,429,497
DODGE COX FUND	16,449,671	16,902,990
SANDERSON FUND	18,047,205	20,497,489
NYES LEDGE CAPITAL HORIZON FUND	10,000,000	10,891,125
NYES LEDGE CAPITAL OFFSHORE FUND	10,000,000	13,119,615
TOTAL SECURITIES	\$150,171,679	\$177,072,980

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY CORPORATE BONDS	3,572,850.	3,840,440.
TOTALS	<u>3,572,850.</u>	<u>3,840,440.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
							DISPOSALS
							ENDING BALANCE
FILING CABINET	SL	259			259	259	
FURNITURE	A5	920			920	920	
CHAIRS	A5	629			629	629	
LEASEHOLD IMPROVE.	A5	2,585			2,585	2,585	
DESK & FILES	A5	2,079			2,079	2,079	
BOOK CASES	A5	1,247			1,247	1,247	
SAFE	M7	937			937	937	
COMPUTER TABLE	M7	147			147	147	
COMPUTER & PRINTER	M5	2,863			2,863	2,863	
COMPUTER HARDWARE	M5	788			788	788	
COMPUTER	M5	1,177			1,177	118	235
PRINTER	M5	368			368	37	74
TOTALS		<u>13,999</u>			<u>13,999</u>	<u>12,609</u>	<u>12,918</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTERESTS	38,318,771.	
ACCUMULATED DEPLETION	-38,318,771.	3,406,030.
LEASE DEPOSIT	216.	216.
OTHER CURRENT ASSETS	225.	225.
TOTALS	<u>441.</u>	<u>3,406,471.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

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

ATTACHMENT 11

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

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

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

ATTACHMENT 11 (CONT'D)

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

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

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

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

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

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

2. C. SUBMISSION DEADLINES:

THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS

2. D. RESTRICTIONS OR LIMITATIONS ON GRANT REQUESTS:

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

ROBERT J. KLEBERG, JR AND HELEN C.
KLEBERG FOUNDATION
EIN: 74-6044810
FORM 990-PF, 2010
PART 1, LINE 19 - DEPLETION

<u>COST DEPLETION</u>	31,716
<u>DEPRECIATION</u> - SEE ATTACHMENT 9 FOR DETAIL SCHEDULE	309
TOTAL TO PART 1, LINE 19	32,025

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

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
BOY SCOUTS OF AMERICA - SOUTH TEXAS COUNCIL 700 EVERHART TERRACE, BUILDING A, CORPUS CHRISTI, TX 78411	PUBLIC	CAMP KARANKAWA RENOVATIONS	75,000
BOYS AND GIRLS CLUB OF KINGSVILLE 1238 E KENEDY, P O BOX 1181, KINSVILLE, TX 78363	PUBLIC	YOUTH PROGRAMS	45,000
COASTAL BEND ALCOHOL REHAB CENTER PO BOX 4996, CORPUS CHRISTI, TX 78469-4996	PUBLIC	CHEMICAL DEPENDENCY REHAB PROGRAM	25,000
COASTAL BEND KIDNEY FOUNDATION P O BOX 9172, CORPUS CHRISTI, TX 78469	PUBLIC	NUTRITIONAL SUPPLEMENTS PROGRAM	25,000
CORPUS CHRISTI SYMPHONY SOCIETY 555 N CARANCAHUA #410, CORPUS CHRISTI, TX 78478	PUBLIC	SYMPHONIC PROGRAMMING	10,000
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34, CORPUS CHRISTI, TX 78411	PUBLIC	FAMILY THERAPY PROGRAM	35,000
HOUSE EAR INSTITUTE 2100 WEST THIRD STREET, 5TH FLOOR, LOS ANGELES, CA 90057	PUBLIC	CELL STRUCTURE AND FUNCTION LABORATORY	100,000
JOHN HOPKINS SCHOOL OF MEDICINE 120 NEW ENGINEERING BLDG, 3400 N CHARLES ST, BALTIMORE, MD 21218-2681	PUBLIC	SYSTEMS BIOLOGY FOR HUMAN DISEASE GENETICS PROJECT	100,000
KINGSVILLE SYMPHONY ORCHESTRA P O BOX 2154, KINGSVILLE, TX 78363	PUBLIC	KING RANCH HOLIDAY CONCERT	10,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE, NEW YORK, NY 10021	PUBLIC	BRAIN TUMOR RESEARCH	501,623
MENIL FOUNDATION, INC 1515 SUL ROSS STREET, HOUSTON, TX 77006	PUBLIC	LIBRARY SERVICE SUPPORT	25,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET, NEW YORK, NY 10019	PUBLIC	2009-2010 ANNUAL FUND	10,000
NATIONAL SPORTING LIBRARY P O BOX 1335, MIDDLEBURG, VA 20118-1335	PUBLIC	KLEBERG MEMORIAL GALLERY	100,000
NEW YORK BOTANICAL GARDEN BRONX, NY 10458-5126	PUBLIC	INTERNATIONAL PLANT SCIENCE CENTER	25,000
PHILADELPHIA MUSEUM OF ART BENJAMIN FRANKLIN PARKWAY BOX 7646, PHILADELPHIA, PA 19101-7646	PUBLIC	EXHIBITION SUPPORT	50,000
PLANNED PARENTHOOD OF SAN ANTONIO 104 BABCOCK ROAD, SAN ANTONIO, TX 78201-3857	PUBLIC	FAMILY PLANNING PROGRAMS	50,000
PRESBYTERIAN PAN-AM SCHOOL P O BOX 1578, KINGSVILLE, TX 78364	PUBLIC	STUDENT FINANCIAL AID	60,000
PRESBYTERIAN SCHOOL 5300 MAIN STREET, HOUSTON, TX 77004	PUBLIC	COMPUTER BASED LEARNING TECHNOLOGY SUPPORT	25,000
SAN ANTONIO BOTANICAL GARDEN SOCIETY PO BOX 6569, SAN ANTONIO TX 78209	PUBLIC	"AMAZING BUTTERFLIES" EXHIBIT	50,000
SOUTH TEXAS PUBLIC BROADCASTING 4455 SOUTH PADRE ISLAND DR , #38, CORPUS CHRISTI, TX, 78411-4481	PUBLIC	SPONSOR SCIENCE AND WILDLIFE PROGRAMS	47,421
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH P.O BOX 760549, SAN ANTONIO, TX 78245-0549	PUBLIC	MONODELPHIS COLONY SUPPORT CHAGAS DISEASE RESEARCH	408,724 345,751
TAPING FOR THE BLIND, INC 3935 ESSEX LANE, HOUSTON, TX 77027	PUBLIC	SERVICES FOR THE BLIND	15,000
TEACH FOR AMERICA 315 WEST 36TH STREET, NEW YORK, NY 10018-6404	PUBLIC	SUPPORT LOWER RIO GRANDE VALLEY	300,000
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION MSC 218, KINGSVILLE, TX 78363-8202	PUBLIC	SOUTH TEXAS NATIVES	100,000

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

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
TEXAS HEART INSTITUTE P O BOX 20345, HOUSTON, TX 77225-0345	PUBLIC	STEM CELL THERAPY RESEARCH	149,039
THE PEREGRINE FUND 566 WEST FLYING HAWK, BOISE, ID 83709	PUBLIC	APLOMADO FALCON PROGRAM	75,000
THE WITTE MUSEUM 3801 BROADWAY, SAN ANTONIO, TX 78209-6396	PUBLIC	SOUTH TEXAS HERITAGE CENTER	600,000
UNIVERSITY OF COLORADO MEDICAL SCHOOL 4200 EAST NINTH AVE , BOX C-321, DENVER, CO 80262	PUBLIC	WEBB-WARING RESEARCH PROJECTS	210,288
UNIVERSITY OF KENTUCKY 101 SANDERS-BROWN BLDG, LEXINGTON, KY 40536-0230	PUBLIC	ALZHEIMER'S RESEARCH	100,000
UNIVERSITY OF PENNSYLVANIA, SCHOOL OF VETERINARY MEDICINE 420 FRANKLIN BUILDING, PHILADELPHIA, PA 19104-6285	PUBLIC	VETERINARY REPRODUCTIVE PHYSIOLOGY RESEARCH	183,158
UNIVERSITY OF TEXAS AT AUSTIN P O BOX 7458, AUSTIN, TX 78713	PUBLIC	FIREANT RESEARCH	150,000
UNIVERSITY OF TEXAS M D ANDERSON CANCER CENTER P O BOX 301439, HOUSTON, TX 77230-1439	PUBLIC	CANCER RESEARCH	2,500,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-HOUSTON 1515 HOLOCOMBE BLVD, HOUSTON, TX 77030-4095	PUBLIC	JUVENILE ARTHRITIS RESEARCH STUDY	120,250
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-SAN ANTONIO 7703 FLOYD CURL, SAN ANTONIO, TX 78284-7834	PUBLIC	KLEBERG MEDICAL SCHOLARS PROGRAM	353,325
UNIVERSITY OF THE INCARNATE WORD 4301 BROADWAY, SAN ANTONIO, TX 78209	PUBLIC	NURSING SCHOOL TECHNOLOGY	56,000
VANDERBILT-INGRAM CANCER CENTER 2100 PIERCE AVENUE, STE 301, NASHVILLE, TN 37212-3100	PUBLIC	IMAGING ADVANCES FOR THE EARLY DETECTION OF CANCER	2,000,000
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368, CORPUS CHRISTI, TX 78463-3368	PUBLIC	EMERGENCY SHELTER AND SUPPORTIVE SERVICE PROGRAMS	25,000

TOTAL GRANTS & CONTRIBUTIONS

\$9,060,579

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

EIN: 74-6044810
 FORM 990-PF, 2010

CAPITAL GAIN/LOSS STATEMENT

DESCRIPTION	PROCEEDS	BASIS	REALIZED GAIN/(LOSS)
LTCG DISTRIBUTION THROUGH VANGUARD SHORT TERM BOND INDEX FUND			27,233
LTCG DISTRIBUTION THROUGH VANGUARD LONG TERM BOND INDEX FUND			53,704
LTCG DISTRIBUTION THROUGH VANGUARD INTERMEDIATE TERM BOND INDEX FUND			49,266
LOSS THROUGH VANGUARD INSTITUTIONAL INDEX FUND	1,000,000	1,034,761	(34,761)
GAIN THROUGH LUTHER KING: PUBLICALLY TRADED SECURITIES			1,203,194
GAIN THROUGH LUTHER KING (SMALL CAP) - PUBLICALLY TRADED SECURITIES			412,820
GAIN THROUGH LLOYD GEORGE/EATON			1,523,107
LOSS THROUGH DODGE/COX FUND	1,600,000	1,688,843	(88,843)
GAIN THROUGH FIDUCIARY: PUBLICALLY TRADED SECURITIES			937,232
GAIN THROUGH WELLINGTON TRUST COMPANY RESEARCH EQUITY FUND			1,249,478
GAIN THROUGH WELLINGTON TRUST COMPANY DIVERSIFIED INFLATION HEDGES PORTFOLIO			576,524
LOSS THROUGH ENDOWMENT VENTURE PARTNERS V, L.P.			(15,803)
GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND			520,863
TOTAL			6,414,014