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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 7/01, 2010, and ending 6/30, 2011

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

HOLT ATHERTON EDUCATIONAL FOUNDATION
300 CONVENT, SUITE 2500
SAN ANTONIO, TX 78205-3714

A Employer identification number
74-2087236

B Telephone number (see the instructions)
210-227-7591

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 434,999.

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	6.	6.	6.	
	4 Dividends and interest from securities	7,053.	7,053.	7,053.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	28,470.			
	b Gross sales price for all assets on line 6a	159,870.			
	7 Capital gain net income (from Part IV, line 2)		28,470.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	515.	515.	515.		
12 Total. Add lines 11 through 11	36,044.	36,044.	7,574.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	3,050.	3,050.	3,050.	
	c Other prof fees (attach sch) SEE ST 3	4,214.	4,214.	4,214.	
	17 Interest				
	18 Taxes (attach schedule)(see instr.) SEE STM 4	239.	239.	239.	
	19 Depreciation (attach sch) and depletion	38.	38.	38.	
	20 Occasional				
21 Travel, conferences, and meals					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 5	11.	11.	11.		
24 Total operating and administrative expenses. Add lines 13 through 23	7,552.	7,552.	7,552.		
25 Contributions, gifts, grants paid STMT. 6	21,000.			21,000.	
26 Total expenses and disbursements. Add lines 24 and 25	28,552.	7,552.	7,552.	21,000.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	7,492.				
b Net investment income (if negative, enter -0-)		28,492.			
c Adjusted net income (if negative, enter -0-)			22.		

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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	15,048.	29,671.	29,671.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	43.		
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	343,206.	335,978.	405,328.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item f)	358,297.	365,649.	434,999.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 7)		242.	
	23 Total liabilities (add lines 17 through 22)	0.	242.	
FUNDED ASSETS OR ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	231,307.	231,307.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	126,990.	134,100.		
30 Total net assets or fund balances (see the instructions)	358,297.	365,407.		
31 Total liabilities and net assets/fund balances (see the instructions)	358,297.	365,649.		

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	358,297.
2 Enter amount from Part I, line 27a	2	7,492.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	365,789.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	382.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	365,407.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P - Purchase
D - Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1 a SEE STATEMENT 9			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	28,470.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). [If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	-926.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	17,000.	374,625.	0.045379
2008	16,500.	375,843.	0.043901
2007	28,634.	545,429.	0.052498
2006	26,402.	553,806.	0.047674
2005	21,000.	522,662.	0.040179

2 Total of line 1, column (d)	2	0.229631
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	0.045926
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	413,886.
5 Multiply line 4 by line 3	5	19,008.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	285.
7 Add lines 5 and 6	7	19,293.
8 Enter qualifying distributions from Part XII, line 4	8	21,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	285.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	285.
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	285.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010		6a	43.
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	43.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	242.
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		11	
			Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>JAMES N. MARTIN</u> Telephone no. <u>210-227-7591</u> Located at <u>300 CONVENT; SAN ANTONIO, TX</u> ZIP + 4 <u>78205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		N/A
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>		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 the instructions)? 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 <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	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 <u>20__ , 20__ , 20__ , 20__</u>		
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

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

If 'Yes' to 6b, file Form 8870.

Yes No

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

5b	N/A	
6b	X	
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 instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES N. MARTIN 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	1,200.	0.	0.
PARKER ATHERTON 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	0.	0.	0.
GEARY ATHERTON 1250 NE LOOP 410 SAN ANTONIO, TX 78209	TRUSTEE 1.00	0.	0.	0.
PETER ATHERTON 5911 CAMINO SECO AUSTIN, TX 78731	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

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

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

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

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 instructions)

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

	Amount	
1 N/A		

2		

All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3		0.

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	391,851.
b Average of monthly cash balances	1b	28,338.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	420,189.
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	420,189.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,303.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	413,886.
6 Minimum investment return. Enter 5% of line 5	6	20,694.

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

1 Minimum investment return from Part X, line 6	1	20,694.
2a Tax on investment income for 2010 from Part VI, line 5	2a	285.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	285.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	20,409.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	20,409.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,409.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	21,000.
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	21,000.
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 instructions)	5	285.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,715.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				20,409.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			18,694.	
b Total for prior years: 20 08, 20 __, 20 __		323.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 21,000.				
a Applied to 2009, but not more than line 2a			18,694.	
b Applied to undistributed income of prior years (Election required – see instructions)		323.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				1,983.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				18,426.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions).	0.			
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				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(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 organization had \$5,000 or more in assets at any time during the year — see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

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

- a** The name, address, and telephone number of the person to whom applications should be addressed.

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

- c** Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

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

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 515.	\$ 515.	\$ 515.
TOTAL	<u>\$ 515.</u>	<u>\$ 515.</u>	<u>\$ 515.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JAMES MARTIN - BOOKKEEPING FEES	\$ 1,200.	\$ 1,200.	\$ 1,200.	
SAGEBIEL RAVENBURG & SCHUH, 990-PF	1,850.	1,850.	1,850.	
TOTAL	<u>\$ 3,050.</u>	<u>\$ 3,050.</u>	<u>\$ 3,050.</u>	<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 4,214.	\$ 4,214.	\$ 4,214.	
TOTAL	<u>\$ 4,214.</u>	<u>\$ 4,214.</u>	<u>\$ 4,214.</u>	<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	\$ 191.	\$ 191.	\$ 191.	
SAN JUAN ROYALTY TRUST SEVERANCE TAX	48.	48.	48.	
TOTAL	<u>\$ 239.</u>	<u>\$ 239.</u>	<u>\$ 239.</u>	<u>\$ 0.</u>

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAN JUAN BASIN ROYALTY TRUST ADMIN EXP	\$ 11.	\$ 11.	\$ 11.	
TOTAL	\$ 11.	\$ 11.	\$ 11.	\$ 0.

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

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: PROMOTION OF THE ARTS
 DONEE'S NAME: AUSTIN FILM SOCIETY
 DONEE'S ADDRESS: 1901 E. 51ST STREET
 AUSTIN, TX 78723
 RELATIONSHIP OF DONEE: UNRELATED
 ORGANIZATIONAL STATUS OF DONEE: 509(A) (1) PUBLIC CHARITY
 AMOUNT GIVEN: \$ 1,000.

CLASS OF ACTIVITY: SCHOOLS & UNIVERSITIES
 DONEE'S NAME: CULVER MILITARY ACADEMY
 DONEE'S ADDRESS: 1300 ACADEMY ROAD
 CULVER, IN 46511
 RELATIONSHIP OF DONEE: UNRELATED
 ORGANIZATIONAL STATUS OF DONEE: 509(A) (1) PUBLIC CHARITY
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: SCHOOLS & UNIVERSITIES
 DONEE'S NAME: UNIV. OF TX. MD ANDERSEN CANCER CTR
 DONEE'S ADDRESS: PO BOX 4486
 HOUSTON, TX 77210
 RELATIONSHIP OF DONEE: UNRELATED
 ORGANIZATIONAL STATUS OF DONEE: 509(A) (1) PUBLIC CHARITY
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: EDUCATION
 DONEE'S NAME: CARVER ACADEMY
 DONEE'S ADDRESS: 217 ROBINSON PLACE
 SAN ANTONIO, TX 78202
 RELATIONSHIP OF DONEE: UNRELATED
 ORGANIZATIONAL STATUS OF DONEE: 501(C) (3)
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: PUBLIC CHARITY
 DONEE'S NAME: THE SETON FUND
 DONEE'S ADDRESS: 1201 N 38TH
 AUSTIN, TX 78705
 RELATIONSHIP OF DONEE: UNRELATED
 ORGANIZATIONAL STATUS OF DONEE: 509(A) (1) PUBLIC CHARITY
 AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: EDUCATION
 DONEE'S NAME: VANDERBILT UNIVERSITY

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

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

DONEE'S ADDRESS:	2301 VANDERBILT PLACE NASHVILLE, TN 37235	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 500.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES	
DONEE'S NAME:	UT HEALTH SCIENCE CENTER	
DONEE'S ADDRESS:	7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	SOUTHSIDE CONSORTIUM OF CATHOLIC SCHOOLS	
DONEE'S ADDRESS:	119 OCTAVIA ST. SAN ANTONIO, TX 78214	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	THE WORLD AFFAIRS COUNCIL OF SAN ANTONIO	
DONEE'S ADDRESS:	40 NE LOOP 410, SUITE 608 SAN ANTONIO, TX 78216	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	PROMOTION OF THE ARTS	
DONEE'S NAME:	AUSTIN LYRIC OPERA	
DONEE'S ADDRESS:	901 BARTON SPRINGS ROAD AUSTIN, TX 78704	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	CARE OF CHILDREN	
DONEE'S NAME:	AUSTIN CHILDREN'S SHELTER	
DONEE'S ADDRESS:	4800 MANOR ROAD AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	AFTER-SCHOOL PROGRAM	
DONEE'S NAME:	GENAUSTIN	
DONEE'S ADDRESS:	PO BOX 3122 AUSTIN, TX 78704	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	PUBLIC LIBRARY	
DONEE'S NAME:	SAN ANTONIO PUBLIC LIBRARY	
DONEE'S ADDRESS:	625 SHOOK	

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

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

RELATIONSHIP OF DONEE:	SAN ANTONIO, TX 78212	
ORGANIZATIONAL STATUS OF DONEE:	UNRELATED	
AMOUNT GIVEN:	501 (C) (3)	\$ 500.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	SMU OFFICE OF DEVELOPMENT	
DONEE'S ADDRESS:	PO BOX 75042 DALLAS, TX 75275	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509 (A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	SMU COX SCHOOL OF BUSINESS	
DONEE'S ADDRESS:	PO BOX 750333 DALLAS, TX 75275	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509 (A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	CANCER RESEARCH	
DONEE'S NAME:	THRIVEWELL CANCER FOUNDATION	
DONEE'S ADDRESS:	PO BOX 29331 SAN ANTONIO, TX 78229	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		2,500.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	UTSA CORE WRITING DIVISION	
DONEE'S ADDRESS:	6900 N LOOP 1604 WEST SAN ANTONIO, TX 78249	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509 (A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES	
DONEE'S NAME:	UTSA LIBRARIES	
DONEE'S ADDRESS:	ONE UTSA CIRCLE SAN ANTONIO, TX 78249	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509 (A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
	TOTAL \$	<u>21,000.</u>

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 7
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TOTAL \$ 242.

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

EXCISE TAX- 2009 FORM 4720 \$ 97.
FEDERAL INCOME TAX 285.
TOTAL \$ 382.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SEE ATTACHED DETAIL	PURCHASED	VARIOUS	VARIOUS
2	SEE ATTACHED DETAIL	PURCHASED	VARIOUS	VARIOUS
3	SEE ATTACHED DETAIL	PURCHASED	VARIOUS	VARIOUS
4	46 SHS ENTERGY CORP	PURCHASED	9/22/2009	10/06/2010
5	137 SHS NUCOR CORP	PURCHASED	3/23/2010	10/28/2010
6	100 SHS ABBOTT LABORATORIES	PURCHASED	8/27/1997	11/19/2010
7	52 SHS STARBUCKS CORPORATION	PURCHASED	10/31/2008	12/02/2010
8	324 SHS NEWS CORP CL A	PURCHASED	10/07/2009	12/03/2010
9	66 SHS PEPSICO INC	PURCHASED	2/15/2000	12/08/2010
10	8 SHS ABBOTT LABORATORIES	PURCHASED	1/08/2003	11/19/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	26,113.		27,812.	-1,699.				\$ -1,699.
2	59,590.		42,051.	17,539.				17,539.
3	49,818.		41,659.	8,159.				8,159.
4	3,525.		3,662.	-137.				-137.
5	5,195.		6,317.	-1,122.				-1,122.
6	4,720.		2,830.	1,890.				1,890.
7	1,690.		670.	1,020.				1,020.
8	4,583.		3,813.	770.				770.
9	4,258.		2,284.	1,974.				1,974.
10	378.		302.	76.				76.
							TOTAL \$	<u>28,470.</u>

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: JAMES MARTIN
CARE OF:
STREET ADDRESS: 300 CONVENT STREET, SUITE 2500

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

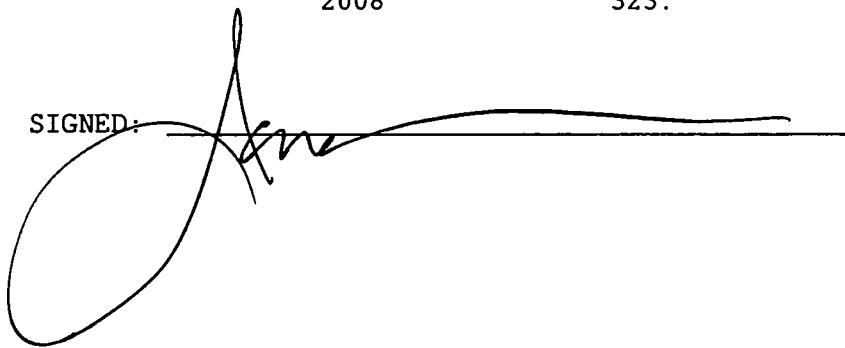
CITY, STATE, ZIP CODE: SAN ANTONIO, TX 78205
TELEPHONE: 210-227-7591
FORM AND CONTENT: A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED
IN THE FOLLOWING MANNER:
1) THE REQUEST FOR THE GRANT FROM AN ORGANIZATION SHOULD
BE RECEIVED ON THE ORGANIZATION LETTERHEAD.
2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:
A) A NON-TECHNICAL DESCRIPTION RELATED TO THE DESIRED
USE OF THE GRANT
B) BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED
C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM
THE IRS
SUBMISSION DEADLINES: N/A
RESTRICTIONS ON AWARDS: N/A

SECTION 4942(H)(2) ELECTION AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

PURSUANT TO IRC SECTION 4942 (H) (2) AND REGULATION 53.4942 (A) -3 (D) (2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEAR ENDING:

<u>TAX YEAR</u>	<u>AMOUNT</u>
2008	323.

SIGNED:

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be a name, possibly "John" or similar, with a large loop on the left side.

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually."

Account No: 100904

Custodian Account No: 42859282

Holt Atherton Educational Foundation Inc

Geary Atherton - President

Jim Martin - Secretary

REPORTING PERIOD: 07/01/2010 TO 09/30/2010

EIN 74-2087236
STATEMENT 9 DETAIL

Investment Changes

Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)	
						Short Term	Long Term
EQUITY							
07/01/2010	0	FRONTIER COMMUNICATIONS CORP	08/30/2007	4.59	3.15		(1.44)
07/08/2010	151	CANON INC SPONSORED ADR	08/18/2005	5,060.51	5,880.04		819.53
08/04/2010	337	TD AMERITRADE HOLDING CORP	06/22/2006	5,222.59	5,356.95		134.36
08/25/2010	30	FRONTIER COMMUNICATIONS CORP	08/30/2007	310.87	227.08		(83.79)
08/25/2010	13	FRONTIER COMMUNICATIONS CORP	10/02/2009	93.93	95.41	1.48	
08/31/2010	68	BECTON DICKINSON & CO	12/27/2007	5,765.99	4,646.93		(1,119.06)
08/31/2010	10	BECTON DICKINSON & CO	05/11/2009	626.53	683.37		56.84
09/02/2010	65	TELEFONICA S.A. SPONSORED ADR	06/03/2008	5,489.04	4,454.26		(1,034.78)
09/16/2010	218	CISCO SYSTEMS INC	01/31/2008	5,238.10	4,765.40		(472.70)
EQUITY Totals:				27,812.15	26,112.59	1.48	(1,701.04)

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually."

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

REPORTING PERIOD: 01/01/2011 TO 03/31/2011

EIN 74-2087236
 STATEMENT 9
 DETAIL

Investment Changes Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)	
						Short Term	Long Term
EQUITY							
01/05/2011	273	UNITED CONTINENTAL HOLDINGS	11/12/2009	3,509.27	6,907.05		3,397.78
01/05/2011	189	UNITED CONTINENTAL HOLDINGS	11/23/2009	2,403.70	4,781.81		2,378.11
01/06/2011	52	EOG RES INC	04/23/2009	3,102.35	4,819.34		1,716.99
01/12/2011	25	JOHNSON & JOHNSON	02/11/2000	974.69	1,562.07		587.38
01/12/2011	25	JOHNSON & JOHNSON	01/08/2003	1,440.90	1,562.08		121.18
01/12/2011	12	JOHNSON & JOHNSON	01/26/2005	774.84	749.79		(25.05)
01/19/2011	84	COINSTAR INC COM	05/05/2010	4,085.31	3,553.50	(531.81)	
01/26/2011	80	REINSURANCE GROUP OF AMERI	03/25/2010	4,150.20	4,660.58	510.38	
02/03/2011	92	ISHARES TRUST DOW JONES US	08/18/2005	4,430.72	6,263.39		1,832.67
02/09/2011	37	ISHARES TRUST DOW JONES US	08/18/2005	1,781.92	2,572.07		790.15
02/09/2011	23	ISHARES TRUST DOW JONES US	10/09/2008	923.60	1,598.85		675.25
02/09/2011	170	PROCTER & GAMBLE COMPANY	11/05/2003	5,909.63	10,896.18		4,986.55
03/14/2011	337	SK TELECOM CO LTD	02/04/2010	5,682.46	6,118.76		436.30
03/23/2011	68	MEDCO HEALTH SOLUTIONS INC	04/08/2009	2,880.92	3,545.01		664.09
EQUITY Totals:				42,050.51	59,590.48	(21.43)	17,561.40

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually."

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

REPORTING PERIOD: 04/01/2011 TO 06/30/2011

EIN 74-2087236
 STATEMENT 9 DETAIL

Investment Changes

Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)	
						Short Term	Long Term
EQUITY							
04/07/2011	231	DR REDDYS LAB LTD	03/15/2010	6,170.89	8,517.13		2,346.24
04/14/2011	48	SOUTHWEST AIRLINES CO	10/30/2008	539.84	554.46		14.62
04/15/2011	154	DIAMOND FOODS INC	01/10/2011	8,021.11	9,152.50	1,131.39	
04/28/2011	132	BERKLEY WR CORP	05/18/2009	3,179.96	4,241.21		1,061.25
04/28/2011	79	BERKLEY WR CORP	12/22/2009	1,885.97	2,538.30		652.33
06/03/2011	253	GAP INC	12/06/2010	5,440.87	4,525.52	(915.35)	
06/06/2011	241	STARBUCKS CORPORATION	10/31/2008	3,105.94	8,610.98		5,505.04
06/15/2011	113	DU PONT E I DE NEMOURS & CO	02/14/2008	5,241.74	5,589.25		347.51
06/15/2011	208	PAYCHEX INC	10/11/2006	8,060.06	6,067.49		(1,992.57)
06/30/2011	1	MARATHON PETROLEUM CORP	05/11/2009	12.30	21.07		8.77
EQUITY Totals:				41,658.68	49,817.91	216.04	7,943.19

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually."

Account No: 100904

Custodian Account No: 42859282

Holt Atherton Educational Foundation Inc

Geary Atherton - President

Jim Martin - Secretary

EIN 74-2087236

REPORTING PERIOD: 04/01/2011 TO 06/30/2011

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Unrealized Gain/Loss (\$)
CASH & CASH EQUIVALENTS									
CASH									
	SCHWAB GOV MONEY FUND		31,671	1.000	31,671	7.24	3	0.01	
	TOTAL CASH		31,671		31,671	7.24	3	0.01	0
TOTAL CASH & CASH EQUIVALENTS									
EQUITY									
CONSUMER DISCRETIONARY									
568	CHICOS FAS INC	14.130	8,026	15.230	8,651	1.98	114	1.31	625
216	COMCAST CORP CL A (NEW)	15.191	3,281	25.340	5,473	1.25	97	1.78	2,192
120	DISNEY WALT CO	25.196	3,023	39.040	4,685	1.07	48	1.02	1,661
268	LOWES CO INC	21.625	5,795	23.310	6,247	1.43	150	2.40	452
38	NETFLIX INC	139.498	5,301	262.690	9,982	2.28	64	0.00	4,681
232	SONY CORP-SPONSORED ADR	32.951	7,645	26.390	6,122	1.40	159	1.05	(1,522)
169	TIME WARNER INC	30.726	5,193	36.370	6,147	1.41	159	2.58	954
	TOTAL CONSUMER DISCRETIONARY		38,264		47,307	10.82	632	1.34	9,043
CONSUMER STAPLES									
133	ARCHER-DANIELS MIDLAND CO	33.380	4,440	30.150	4,010	0.92	85	2.12	(430)
187	SYSCO CORP	27.890	5,215	31.180	5,831	1.33	194	3.34	615
109	TREE HOUSE FOODS INC	26.720	2,912	54.610	5,952	1.36	36	0.00	3,040
225	TYSON FOODS INC-CL A	17.408	3,917	19.420	4,370	1.00	36	0.82	453
195	UNILEVER PLC SPNSRD ADR NEW	28.161	5,491	32.390	6,316	1.44	230	3.65	825
113	WAL MART STORES INC	56.564	6,392	53.140	6,005	1.37	165	2.75	(387)
	TOTAL CONSUMER STAPLES		28,367		32,483	7.43	711	2.19	4,116
ENERGY									
75	* MARATHON PETROLEUM CORP	24.592	1,844	41.400	3,105	0.71	69	0.00	1,261
115	BAKER HUGHES INC	51.221	5,890	72.560	8,344	1.91	278	0.83	2,454
89	CHEVRON CORP NEW	60.066	5,346	102.840	9,153	2.09	53	3.03	3,807
401	DENBURY RESOURCES INC	15.330	6,147	20.000	8,020	1.83	151	0.00	1,873
78	DEVON ENERGY CORP (NEW)	79.977	6,238	78.810	6,147	1.41	55	0.86	(91)
151	MARATHON OIL CORP	18.923	2,857	31.980	4,829	1.10	151	3.13	1,972
275	PATTERSON UTI ENERGY INC (NEW)	18.415	5,064	31.610	8,693	1.99	55	0.63	3,629
329	SAN JUAN BASIN ROYALTY TRUST	43.602	14,345	24.100	7,929	1.81	488	6.15	(6,416)

SOUTH TEXAS MONEY MANAGEMENT, LTD.

"Helping Individuals, Individually."

Account No: 100904

Custodian Account No: 42859282

Holt Atherton Educational Foundation Inc

Geary Atherton - President

Jim Martin - Secretary

EIN 74-2087236

REPORTING PERIOD: 04/01/2011 TO 06/30/2011

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Unrealized Gain/Loss (\$)
EQUITY									
TOTAL ENERGY									
FINANCIALS									
156	AMERICAN FINANCIAL GROUP INC	20.401	3,182	35.690	5,568	1.27	101	1.82	2,385
292	BANK OF NEW YORK MELLON CORP	34.405	10,046	25.620	7,481	1.71	152	2.03	(2,565)
83	CHUBB CORP	40.052	3,324	62.610	5,197	1.19	129	2.49	1,872
93	COMERICA INC	38.075	3,541	34.570	3,215	0.74	37	1.16	(326)
200	RAYMOND JAMES FINANCIAL INC	15.556	3,111	32.150	6,430	1.47	104	1.62	3,319
135	TORCHMARK CORP	43.252	5,839	64.140	8,659	1.98	86	1.00	2,820
TOTAL FINANCIALS									
			29,044		36,549	8.36	610	1.67	7,505
HEALTH CARE									
58	AMGEN INC	53.104	3,080	58.350	3,384	0.77		0.00	304
52	BARD C R INC	84.452	4,391	109.860	5,713	1.31	40	0.69	1,321
153	CIGNA CORP	46.961	7,185	51.430	7,869	1.80	6	0.08	684
210	FOREST LABS INC CL A	31.342	6,582	39.340	8,261	1.89		0.00	1,680
195	NOVARTIS SPONSORED ADR	53.685	10,469	61.110	11,916	2.73	391	3.28	1,448
40	NOVO-NORDISK A/S-SPONS ADR	116.055	4,642	125.280	5,011	1.15	54	1.08	369
333	PERKIN ELMER INC	22.102	7,360	26.910	8,961	2.05	93	1.04	1,601
78	WELLPOINT INC	55.183	4,304	78.770	6,144	1.41	78	1.27	1,840
TOTAL HEALTH CARE									
			48,013		57,260	13.10	662	1.16	9,247
INDUSTRIALS									
77	3M CO	79.286	6,105	94.850	7,303	1.67	169	2.32	1,198
1,161	BOMBARDIER INC-CLASS B	6.791	7,885	7.213	8,375	1.92	118	1.41	490
140	EATON CORPORATION	21.553	3,017	51.450	7,203	1.65	190	2.64	4,186
70	FEDEX CORP	82.537	5,778	94.850	6,640	1.52	36	0.55	862
361	SOUTHWEST AIRLINES CO	10.412	3,759	11.420	4,123	0.94	6	0.16	364
TOTAL INDUSTRIALS									
			26,543		33,643	7.70	521	1.55	7,100
INFORMATION TECHNOLOGY									
282	EMC CORPORATION MASS	11.102	3,131	27.550	7,769	1.78		0.00	4,638
52	INTERNATIONAL BUSINESS MACHINE	164.882	8,574	171.550	8,921	2.04	156	1.75	347
124	NICE SYSTEMS LTD-SPONS ADR	34.412	4,267	36.360	4,509	1.03		0.00	242

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Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	Current Yield %	Unrealized Gain/Loss (\$)
EQUITY									
INFORMATION TECHNOLOGY (Cont.)									
262	ORACLE CORP	19.980	5,235	32.910	8,622	1.97	63	0.73	3,388
73	QUALCOMM INC	52.134	3,806	56.790	4,146	0.95	63	1.51	340
141	SAP AG	58.242	8,212	60.650	8,552	1.96	145	1.69	340
	TOTAL INFORMATION TECHNOLOGY		33,224		42,518	9.73	426	1.00	9,294
MATERIALS									
63	BHP BILLITON LTD SPNSRD ADRS	88.583	5,581	94.630	5,962	1.36	115	1.92	381
68	F M C CORP NEW	43.698	2,971	86.020	5,849	1.34	41	0.70	2,878
122	ROCK-TENN COMPANY CLA	71.904	8,772	66.340	8,093	1.85	98	1.21	(679)
46	WALTER ENERGY, INC.	126.955	5,840	115.800	5,327	1.22	23	0.43	(513)
	TOTAL MATERIALS		23,164		25,231	5.77	276	1.09	2,067
TELECOMMUNICATION SERVICES									
135	AT&T INC	33.822	4,566	31.410	4,240	0.97	232	5.48	(326)
181	VERIZON COMMUNICATIONS	36.124	6,538	37.230	6,739	1.54	353	5.24	200
	TOTAL TELECOMMUNICATION SERVICES		11,104		10,979	2.51	585	5.33	(125)
UTILITIES									
401	SECTOR SPDR TRUST SBI INT-UTIL	31.226	12,521	33.480	13,425	3.07	531	3.96	904
	TOTAL UTILITIES		12,521		13,425	3.07	531	3.96	904
SMALL CAP FUNDS									
678	ISHARES S&P SMALLCAP 600	56.279	38,157	73.320	49,711	11.37	509	1.02	11,554
	TOTAL SMALL CAP FUNDS		38,157		49,711	11.37	509	1.02	11,554
	TOTAL EQUITY		116,186		140,822	27.72	6,558	1.62	69,192

< 156 > SAN JUAN COST DEPREUCTION

< 27 > ROUNDING

335,978