Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , **and ending** JUN 30, 2011

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
MAX AND MINNIE TOMERLIN VOELCKER FUND

A Employer identification number
74-2985834

Number and street (or P O box number if mail is not delivered to street address)
C/O BANKS M. SMITH, 112 E. PECAN

Room/suite
3000

B Telephone number
210-224-4491

City or town, state, and ZIP code
SAN ANTONIO, TX 78205

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 ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*
▶$ 64,879,376.

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

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6.	6.		STATEMENT 1
	4 Dividends and interest from securities	585,383.	585,383.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,943,778.			
	b Gross sales price for all assets on line 6a 15,595,248.				
	7 Capital gain net income (from Part IV, line 2)		1,943,778.		
	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)				
	11 Other income	982,639.	1,047,579.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	3,511,806.	3,576,746.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	264,000.	264,000.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	37,005.	27,754.		9,251.
	b Accounting fees STMT 5	11,160.	6,160.		5,000.
	c Other professional fees STMT 6	471,598.	436,019.		35,579.
	17 Interest				
	18 Taxes STMT 7	22,839.	9,439.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	174,549.	162,246.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	981,151.	905,618.		49,830.
	25 Contributions, gifts, grants paid	2,795,122.			2,795,122.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,776,273.	905,618.		2,844,952.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-264,467.			
	b **Net investment income** (if negative, enter -0-)		2,671,128.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2010)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	1,087,199.	766,387.	766,387.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	21,575,470.	27,444,873.	31,898,788.
	c Investments - corporate bonds STMT 10	0.	2,099,030.	2,095,255.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	36,196,065.	28,283,977.	30,118,946.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	58,858,734.	58,594,267.	64,879,376.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	58,858,734.	58,594,267.	
	30 **Total net assets or fund balances**	58,858,734.	58,594,267.	
	31 **Total liabilities and net assets/fund balances**	58,858,734.	58,594,267.	

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	58,858,734.
2	Enter amount from Part I, line 27a	2	-264,467.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	58,594,267.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,594,267.

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				
b	SEE ATTACHED STATEMENT			
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	15,595,248.		13,651,470.	1,943,778.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,943,778.

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 1,943,778.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	3,271,508.	60,464,604.	.054106
2008	4,283,883.	61,316,685.	.069865
2007	4,005,445.	83,821,036.	.047786
2006	2,761,795.	80,354,229.	.034370
2005	0.	55,574,593.	.000000

2	**Total** of line 1, column (d)	2	.206127
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	.041225
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	62,471,021.
5	Multiply line 4 by line 3	5	2,575,368.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,711.
7	Add lines 5 and 6	7	2,602,079.
8	Enter qualifying distributions from Part XII, line 4	8	2,844,952.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	26,711.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	26,711.
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	26,711.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	26,088.		
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	26,088.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	9.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	632.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ VOELCKERFUND.ORG

14 The books are in care of ▶ BANKS M. SMITH Telephone no. ▶210-224-4491

Located at ▶112 E. PECAN, SUITE 3000, SAN ANTONIO, TX ZIP+4 ▶78205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16	X	
	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 ▶ CAYMAN ISLANDS			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b | |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
BANKS M. SMITH 112 E. PECAN, SUITE 3000 SAN ANTONIO, TX 78205	TRUSTEE 8.00	88,000.	0.	0.
DAVID P. BERNDT 5605 N. MACARTHUR BLVD., SUITE 210 IRVING, TX 75038	TRUSTEE 5.00	88,000.	0.	0.
FORRESTER M. SMITH, III P.O. BOX 6914 SAN ANTONIO, TX 78209	TRUSTEE 5.00	88,000.	0.	0.

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
LCG ASSOCIATES, INC - 12700 PARK CENTRAL, STE 1912, DALLAS, TX 75251	INVESTMENT SERVICES	100,000.
STRALEM & COMPANY 645 MADISON AVENUE, NEW YORK, NY 10022	INVESTMENT SERVICES	83,079.
WESTERN ASSET MANAGEMENT COMPANY - 620 8TH AVENUE, 50TH FLOOR, NEW YORK, NY 10018	INVESTMENT SERVICES	80,497.
SOUTH TEXAS MONEY MANAGEMENT 100 W OLMOS DR, #101, SAN ANTONIO, TX 78212	INVESTMENT SERVICES	63,890.

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 PROGRAM MANAGEMENT OF THE YOUNG INVESTIGATOR AWARDS AND SCHOLAR AWARDS	35,579.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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	28,506,247.
b	Average of monthly cash balances			1b	2,115,140.
c	Fair market value of all other assets			1c	32,800,969.
d	**Total** (add lines 1a, b, and c)			1d	63,422,356.
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	63,422,356.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	951,335.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	62,471,021.
6	**Minimum investment return**. Enter 5% of line 5			6	3,123,551.

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	3,123,551.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	26,711.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	26,711.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,096,840.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,096,840.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,096,840.

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	2,844,952.
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	
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	2,844,952.
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	5	26,711.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	2,818,241.

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				3,096,840.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,472,867.	
b Total for prior years: ______ , ______ , ______		0.		
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: ▶ $ 2,844,952.				
a Applied to 2009, but not more than line 2a			1,472,867.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,372,085.
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,724,755.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 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 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 12

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	2,795,122.
b *Approved for future payment*				
Total SEE STATEMENT 14			▶ 3b	3,048,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6.	
4 Dividends and interest from securities			14	585,383.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	-69,044.	14	1,048,629.	3,054.
8 Gain or (loss) from sales of assets other than inventory			18	1,943,778.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-69,044.		3,577,796.	3,054.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 3,511,806.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

√ | √11/3/11 | √ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
PAT E. LANGE		10/25/11		

Firm's name ▶ LANGE, POTEET & CO., L.L.P.

Firm's EIN ▶

Firm's address ▶ P. O. BOX 12199
SAN ANTONIO, TX 78212

Phone no. 210-735-6181

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/South Texas Money Mgmt

Account #: 74701 **Account Detail On: 06/30/2011**

Shares		Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Cash						
	% of Portfolio: 0.00%						
	Cash			0 00	0.00		
	Cash Equivalents						
	Money Market-Taxable **% of Portfolio: 0.99%**						
124,898.970000	Fidelity Institutional Money Market Treasury Portfolio 695 - Principal	FISXX	1.0000	124,898.97	124,898.97	12.49	0 01%
	Equity						
	Stock - Common **% of Portfolio: 83.41%**						
2,508.000000	3M	MMM	94.8500	172,619.45	237,883.80	5,517.60	2.32%
5,487.000000	American Finl Group Inc Ohio Common	AFG	35 6900	125,611.38	195,831.03	3,566.55	1.82%
2,780.000000	Amgen Inc	AMGN	58.3500	155,780.48	162,213.00	0.00	0.00%
6,571.000000	Archer Daniels Midland	ADM	30.1500	219,070.57	198,115.65	4,205.44	2.12%
1,233.000000	Automatic Data Processing Inc Common	ADP	52.6800	47,639.11	64,954.44	1,775.52	2.73%
3,940.000000	Baker Hughes Inc	BHI	72.5600	223,760.05	285,886.40	2,364.00	0.83%
4,598 000000	Bank Of New York Mellon	BK	25.6200	156,263.85	117,800.76	2,390.96	2.03%
34,014.000000	Bombardier Inc Class B	BDRBF	7.2099	231,133.00	245,238 15	3,401 40	1.39%
2,507.000000	C.R. Bard Inc	BCR	109.8600	208,347.19	275,419.02	1,905.32	0.69%
1,078.000000	Chevron Corp New	CVX	102.8400	70,993.34	110,861 52	3,363.36	3.03%
16,697.000000	Chicos Fas Inc Common	CHS	15.2300	151,613.77	254,295.31	3,339.40	1.31%
3,120.000000	Chubb Corp	CB	62.6100	138,163.18	195,343.20	4,867.20	2.49%
4,755.000000	Cigna Corp Common	CI	51.4300	223,324.76	244,549.65	190 20	0.08%
9,141.000000	Comcast Corp Cl A	CMCSA	25.3400	144,809.74	231,632.94	4,113.45	1.78%
4,288.000000	Comerica Inc	CMA	34.5700	156,557.02	148,236.16	1,715.20	1.16%
7,852.000000	Denbury Resources Inc	DNR	20.0000	120,371.14	157,040.00	0.00	0.00%
2,314 000000	Devon Energy Corp New Common	DVN	78.8100	165,669.50	182,366.34	1,573.52	0.86%
3,117.000000	Disney	DIS	39.0400	65,606.24	121,687.68	1,246.80	1.02%
8,321.000000	EMC Corp	EMC	27.5500	89,500.42	229,243.55	0.00	0.00%
4,712.000000	Eaton Corp	ETN	51.4500	117,350 06	242,432.40	6,408.32	2.64%
2,028.000000	Exxon Mobil Corp	XOM	81.3800	142,985.60	165,038.64	3,812.64	2.31%

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 83.41%**						
2,506.000000	FMC Corp Common New		FMC	86.0200	127,325.50	215,566.12	1,503.60	0.70%
1,844.000000	Fedex Corp Common		FDX	94.8500	147,937.12	174,903 40	958.88	0.55%
6,850.000000	Forest Labs Inc		FRX	39.3400	213,670.00	269,479.00	0.00	0.00%
7,208.000000	Intel Corp		INTC	22.1600	151,135.90	159,729 28	6,054.72	3.79%
1,182.000000	International Business Machines Corp		IBM	171 5500	143,019.54	202,772.10	3,546.00	1.75%
10,051.000000	Lowes Cos Inc		LOW	23.3100	218,781.45	234,288.81	5,628.56	2.40%
4,172.000000	Marathon Oil Corp		MRO	52.6800	118,363.83	219,780.96	4,172.00	1.90%
1,116 000000	Netflix Inc		NFLX	262.6900	145,081.56	293,162.04	0.00	0.00%
1,344.000000	Nordisk Sp ADR		NVO	125.2800	156,049.69	168,376.32	1,825 02	1.08%
6,665.000000	Oracle Corp		ORCL	32.9100	134,266.67	219,345.15	1,599.60	0.73%
15,087.000000	Patterson-UTI Energy Inc Common		PTEN	31.6100	238,073.41	476,900.07	3,017.40	0.63%
9,106.000000	Perkinelmer Inc		PKI	26.9100	202,602.13	245,042.46	2,549.68	1.04%
4,046.000000	Prudential Finl Inc Common		PRU	63.5900	251,028.19	257,285.14	4,652.90	1.81%
6,203.000000	Raymond James Finl Inc		RJF	32.1500	110,907.13	199,426.45	3,225.56	1.62%
2,113.000000	Rock-Tenn Co Class A		RKT	66.3400	113,717.22	140,176.42	1,690.40	1.21%
8,298.000000	Safeway Inc New		SWY	23.3700	212,155.29	193,924.26	4,812.84	2.48%
9,814.000000	Select Sector Spdr Tr Utils		XLU	33.4800	304,242.92	328,572.72	15,113.56	4.60%
10,561.000000	Southwest Airlines Co		LUV	11.4200	93,047.32	120,606.62	190.10	0.16%
6,286.000000	Suntrust Banks Inc		STI	25.8000	156,910.50	162,178.80	251 44	0 16%
6,587.000000	Sysco Corporation		SYY	31.1800	177,973.59	205,382.66	6,850.48	3 34%
8,472.000000	Texas Instruments Inc		TXN	32.8300	205,135.15	278,135.76	4,405.44	1.58%
4,775 000000	Time Warner Inc. Common New		TWX	36.3700	147,565 17	173,666.75	4,488.50	2 58%
3,496.000000	Torchmark Corp Common		TMK	64.1400	150,006 33	224,233.44	2,307.36	1.03%
3,940.000000	Treehouse Foods Common		THS	54.6100	124,577 67	215,163 40	0.00	0.00%
5,766.000000	Tyson Foods Inc Class A		TSN	19.4200	100,307.64	111,975.72	922.56	0.82%
6,224.000000	Unitedhealth Group Inc		UNH	51 5800	178,045.88	321,033.92	4,045.60	1.26%
4,786.000000	Verizon Communications Inc		VZ	37.2300	137,731.76	178,182.78	9,332 70	5.24%
3,896.000000	Wal-Mart Stores Inc		WMT	53.1400	201,860.18	207,033 44	5,688.16	2.75%

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/South Texas Money Mgmt

Account #: 74701 **Account Detail On: 06/30/2011**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 83.41%**						
2,006.000000	Walter Energy Inc Common		WLT	115 8000	253,697.62	232,294.80	1,003.00	0.43%
295,461.000000	Stock - Common Total				8,042,386.21	10,494,688.43	155,592.94	1.48%
	Stock - Foreign	**% of Portfolio: 2.13%**						
3,347.000000	Canadian Natl Railway		CNI	79.9000	200,304 56	267,425.30	4,351.10	1.63%
	Stock - Foreign ADRs	**% of Portfolio: 11.48%**						
5,165.000000	ABB Ltd, Sponsored ADR		ABB	25.9500	129,296.48	134,031.75	3,474 50	2.59%
2,543.000000	BHP Billiton Sponsored ADR		BHP	94.6300	225,611.04	240,644.09	4,628.26	1.92%
6,334.000000	NTT Docomo Sponsored ADR		DCM	17.9100	100,200.08	113,441.94	3,688.92	3 25%
3,580.000000	Nice Sys Ltd Sponsored ADR		NICE	36.3600	122,954.38	130,168.80	0.00	0.00%
2,933.000000	Novartis Sponsored ADR		NVS	61.1100	156,555.13	179,235.63	5,880.67	3.28%
3,796.000000	SAP AG		SAP	60.6500	235,408.33	230,227.40	2,299.62	1.00%
9,640.000000	Sony Corp ADR New		SNE	26 3900	270,734.21	254,399.60	2,667.39	1.05%
5,029.000000	Unilever Sponsored ADR New		UL	32.3900	141,671.46	162,889.31	5,942.27	3.65%
39,020.000000	Stock - Foreign ADRs Total				1,382,431.11	1,445,038.52	28,581.63	1.98%
	Stock-Royalty Trust Unit Ben Int	**% of Portfolio: 1.99%**						
10,414.000000	San Juan Basin Rty Tr Unit Ben Int		SJT	24.1000	240,936.28	250,977.40	15,439 80	6.15%
348,242.000000	Equity Total				9,866,058.16	12,458,129.65	203,965.47	1.64%
473,140.970000	Grand Total				9,990,957.13	12,583,028.62	203,977.96	1.62%

Capital Gain/Loss Summary

Capital Gain Term		YTD Amount
Long Term		$326,674.29
Short Term		$107,778.35
	Grand Total	$434,452.64

Reported gains are based on settlement date to coincide with your transaction statement
For complete tax information, including trade details, contact your account administrator.

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/Stralem & Co

Account #: 74703 **Account Detail On: 06/30/2011**

Shares		Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Cash						
	% of Portfolio: 0.00%						
	Cash			0.00	0.00		
	Cash Equivalents						
	Money Market-Taxable **% of Portfolio: 3.61%**						
454,343.160000	Fidelity Institutional Money Market Treasury Portfolio 695 - Principal	FISXX	1.0000	454,343.16	454,343.16	45 44	0.01%
	Equity						
	Stock - Common **% of Portfolio: 96.39%**						
4,600.000000	3M	MMM	94 8500	334,003.51	436,310.00	10,120 00	2.32%
14,400.000000	AT&T Inc	T	31.4100	404,083 38	452,304.00	24,768.00	5.48%
5,200.000000	Abbott Laboratories	ABT	52.6200	241,730.70	273,624.00	9,984 00	3.65%
11,100.000000	American Electric Power Co Inc	AEP	37.6800	391,340.49	418,248.00	20,424.00	4.88%
4,400.000000	Caterpillar Inc	CAT	106.4600	186,550.24	468,424.00	8,096 00	1.73%
5,100.000000	Celgene Corporation	CELG	60.3200	289,912.56	307,632.00	0.00	0.00%
5,600.000000	Chevron Corp New	CVX	102.8400	401,157 53	575,904.00	17,472.00	3.03%
11,700.000000	Cisco Systems Inc	CSCO	15 6100	301,055.06	182,637.00	2,808.00	1.54%
6,000.000000	Coca-Cola Company	KO	67 2900	385,335.60	403,740.00	11,280.00	2.79%
8,000.000000	Consolidated Edison	ED	53.2400	357,013.54	425,920.00	19,200.00	4.51%
9,000.000000	Danaher Corp	DHR	52 9900	332,965.43	476,910.00	720.00	0 15%
9,200.000000	Dominion Res Inc Va New Common	D	48.2700	407,837.84	444,084.00	18,124.00	4.08%
7,700.000000	DuPont (El) deNemours & Co	DD	54.0500	398,046.88	416,185.00	12,628.00	3.03%
7,800.000000	Eaton Corp	ETN	51.4500	393,060.72	401,310.00	10,608.00	2.64%
6,517.000000	Exxon Mobil Corp	XOM	81.3800	330,668.51	530,353.46	12,251.96	2.31%
4,300 000000	Fedex Corp Common	FDX	94.8500	389,267.39	407,855.00	2,236.00	0.55%
20,700 000000	General Electric Company	GE	18.8600	385,207.32	390,402.00	12,420.00	3 18%
12,600 000000	Intel Corp	INTC	22.1600	208,168.65	279,216.00	10,584 00	3.79%
2,900.000000	International Business Machines Corp	IBM	171.5500	335,253.13	497,495.00	8,700.00	1.75%
19,500.000000	Kroger	KR	24 8000	407,663.37	483,600.00	8,190.00	1.69%
10,100.000000	Loews Corp Common	L	42.0900	415,328.47	425,109.00	2,525.00	0.59%

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/Stralem & Co

Account #: 74703 **Account Detail On: 06/30/2011**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 96.39%**						
5,200.000000	McDonalds Corp		MCD	84.3200	226,942.52	438,464.00	12,688.00	2.89%
10,500.000000	Microsoft Corp		MSFT	26.0000	298,448.42	273,000.00	6,720.00	2.46%
9,800.000000	Oracle Corp		ORCL	32.9100	282,058.70	322,518.00	2,352.00	0.73%
20,700.000000	Pfizer Inc		PFE	20 6000	429,457.61	426,420.00	16,560.00	3 88%
5,900.000000	Qualcomm Inc		QCOM	56.7900	293,280.74	335,061.00	5,074.00	1.51%
10,800.000000	Southern Company		SO	40.3800	361,679.73	436,104.00	20,412.00	4.68%
5,600.000000	Thermo Electron Corp Common		TMO	64.3900	286,635.44	360,584.00	0.00	0 00%
5,200.000000	United Technologies Corp.		UTX	88.5100	276,113.75	460,252.00	9,984.00	2.17%
7,100.000000	Wal-Mart Stores Inc		WMT	53.1400	377,265.02	377,294 00	10,366.00	2.75%
267,217.000000	Stock - Common Total				10,127,532.25	12,126,959.46	307,294.96	2.53%
721,560.160000	Grand Total				10,581,875.41	12,581,302.62	307,340.40	2.44%

Capital Gain/Loss Summary

Capital Gain Term		YTD Amount
Long Term		$51,461.37
Short Term		$30,605.86
	Grand Total	$82,067 23

Reported gains are based on settlement date to coincide with your transaction statement. For complete tax information, including trade details, contact your account administrator.

Voelcker Fund / McClain Value Mgmt

Account #: 74708 **Account Detail On: 06/30/2011**

Shares		Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Cash						
	% of Portfolio: 0.00%						
	Cash			0.00	0.00		
	Cash Equivalents						
	Money Market-Taxable **% of Portfolio: 1.73%**						
91,313.930	Fidelity Institutional Money Market Treasury Portfolio 695 - Principal	FISXX	1.0000	91,313.93	91,313.93	9.13	0.01%
	Equity						
	Stock - Common **% of Portfolio: 98.27%**						
103,266.000	1 800 Flowers Inc Class A	FLWS	3 1000	296,811 12	320,124 60	0.00	0.00%
8,694.000	Alere Inc	ALR	36 6200	332,981.42	318,374.28	0.00	0.00%
12,096.000	Assisted Living Concepts Inc Class A New	ALC	16.7800	207,496.17	202,970.88	4,838.40	2.38%
15,145.000	CGI Group Cl A Sub VTG	GIB	24.6500	279,117.46	373,324.25	0.00	0.00%
65,703.000	Charming Shoppes Inc	CHRS	4.1600	265,443.01	273,324.48	0 00	0 00%
34,026.000	Christopher & Banks Corp (formerly Brauns Fashions Corp) common	CBK	5.7500	209,439 77	195,649.50	8,166.24	4.17%
39,966.000	Ciber Inc Common	CBR	5.5500	212,565 84	221,811.30	0.00	0.00%
4,652.000	DTS Inc	DTSI	40 5500	190,570.16	188,638.60	0.00	0.00%
20,836.000	Endeavor International Corporation	END	15.0700	240,684.23	313,998.50	0.00	0.00%
18,563.000	Fidelity National Financial Inc	FNF	15.7400	263,530.25	292,181.62	8,910.24	3.05%
41,089.000	Genon Energy Inc Common	GEN	3.8600	154,644.12	158,603.54	0.00	0.00%
12,172.000	Kar Auction Svcs Inc Common	KAR	18.9100	180,737 05	230,172.52	0.00	0.00%
5,162.000	Lifepoint Hospitals Inc	LPNT	39.0800	188,928.91	201,730.96	0.00	0.00%
8,298.000	Manitowoc Inc Common	MTW	16.8400	170,865.03	139,738.32	663.84	0.48%
58,580.000	Office Depot Inc	ODP	4.2200	282,023.79	247,207.60	0.00	0.00%
23,459.000	Spartech Corp Common New	SEH	6.0900	185,718.32	142,865.31	0.00	0 00%
45,350.000	Talbots Inc	TLB	3.3400	334,306.19	151,469.00	0.00	0.00%
12,248.000	Temple-Inland Inc	TIN	29.7400	264,776.61	364,255.52	6,368.96	1.75%
8,896.000	Terex Corp New Common	TEX	28.4500	273,762.55	253,091.20	0.00	0.00%
4,597.000	Tupperware Brands Corp	TUP	67.4500	257,300.74	310,067.65	5,516.40	1.78%
8,693.000	US Ecology Inc Common	ECOL	17.1000	142,997.56	148,650.30	6,258.96	4.21%

Voelcker Fund / McClain Value Mgmt

Account #: 74708 **Account Detail On: 06/30/2011**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 98.27%**						
15,222.000	Xo Group Inc Common		XOXO	9.9500	146,583.52	151,458.90	0.00	0.00%
566,713.000	Stock - Common Total				5,081,283.82	5,199,708.83	40,723 04	0.78%
658,026.930	Grand Total				5,172,597.75	5,291,022.76	40,732.17	0.77%

Capital Gain/Loss Summary

Capital Gain Term		YTD Amount
Long Term		$27,492.61
Short Term		$71,481.46
	Grand Total	$98,974.07

Reported gains are based on settlement date to coincide with your transaction statement
For complete tax information, including trade details, contact your account administrator.

MAX AND MINNIE TOMERLIN VOELCKER FUND

CONTINUATION FOR 990-PF, PART IV
74-2985834 PAGE 1 OF 1

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	PUBLICLY TRADED SECURITIES	P		
b	AIG SEC LITIGATION	P		
c	EL PASO CORP SEC LITIGATION	P		
d	2007 LAND SALE REFUND - ALAMO TITLE	P		
e	TYCO INTNL SEC LITIGATION	P		
f	BHMS CORE FIXED INCOME FD - LOSS ON TERMINATION	P		
g	CAPITAL GAINS THRU PARTNERSHIPS	P		
h	SEC 1231 GAINS THRU PARTNERSHIPS	P		
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	14,100,432.		13,601,180.	499,252.
b	70.			70.
c	36.			36.
d	100.			100.
e	141.			141.
f			50,290.	-50,290.
g	1,487,662.			1,487,662.
h	6,238.			6,238.
i	569.			569.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				499,252.
b				70.
c				36.
d				100.
e				141.
f				-50,290.
g				1,487,662.
h				6,238.
i				569.
j				
k				
l				
m				
n				
o				

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	1,943,778.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JEFFERSON BANK	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JEFFERSON BANK	585,952.	569.	585,383.
TOTAL TO FM 990-PF, PART I, LN 4	585,952.	569.	585,383.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	15,096.	15,096.	
PARTNERSHIP INCOME (NON-UBTI)	1,033,533.	1,032,483.	
EMERGENT TECHNOLOGIES FUND IV (UBTI)	-77,649.	0.	
MIT PRIVATE EQUITY FUND IV, LP (UBTI)	8,105.	0.	
WESTERN ASSET ABSOLUTE RETURN (UBTI)	500.	0.	
BOOK SALES PROCEEDS	3,054.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	982,639.	1,047,579.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - SCHOENBAUM, CURPHY & SCANLAN	37,005.	27,754.		9,251.
TO FM 990-PF, PG 1, LN 16A	37,005.	27,754.		9,251.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING SERVICES - LANGE, POTEET & CO	6,160.	6,160.		0.
PREPARATION OF FORM 990PF - LANGE, POTEET & CO	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	11,160.	6,160.		5,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	32,114.	32,114.		0.
INVESTMENT ADVISORY FEES	403,905.	403,905.		0.
MEDICAL ADVISORY COMMITTEE EXPENSES	35,579.	0.		35,579.
TO FORM 990-PF, PG 1, LN 16C	471,598.	436,019.		35,579.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES ON INVESTMENT INCOME	13,400.	0.		0.
FOREIGN TAXES WITHHELD THROUGH PARTNERSHIPS	8,997.	8,997.		0.
SEVERANCE TAXES	442.	442.		0.
TO FORM 990-PF, PG 1, LN 18	22,839.	9,439.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIABILITY INSURANCE	1,292.	1,292.		0.
MISCELLANEOUS INVESTMENT EXPENSES	979.	979.		0.
OTHER DEDUCTIONS THRU PARTNERSHIPS	159,321.	159,321.		0.
NONDEDUCTIBLE EXPENSES THRU PARTNERSHIPS	323.	0.		0.
INTEREST EXPENSE THRU PARTNERSHIPS	654.	654.		0.
EXPENSES OF PUBLISHING VOELCKER FAMILY BOOK	11,980.	0.		0.
TO FORM 990-PF, PG 1, LN 23	174,549.	162,246.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JEFFERSON BANK-ACCT #74701-SEE SCHED	9,866,058.	12,458,130.
JEFFERSON BANK-ACCT #74703-SEE SCHED	10,127,532.	12,126,959.
AZAYA THERAPEUTICS INC SER C PREF	200,000.	0.
JEFFERSON BANK-ACCT #74708-SEE SCHED	5,081,284.	5,199,709.
AZAYA THERAPEUTICS INC SER D PREF	169,999.	0.
DREYFUS INTERNATIONAL STOCK FUND	2,000,000.	2,113,990.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,444,873.	31,898,788.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO FUNDS UNCONSTRAINED BD FUND INSTL CLASS	2,099,030.	2,095,255.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,099,030.	2,095,255.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EMERGENT TECHNOLOGIES FUND IV, LP	COST	156,302.	0.
WESTERN ASSET ABSOLUTE RETURN STRATEGY, LLC	COST	9,330,925.	9,446,985.
AXIOM GLOBAL MICRO CAP EQUITY FUND,LP	COST	929,389.	1,053,022.
FIR TREE INTL VALUE SER	COST	2,977,845.	3,531,876.
THIRD AVENUE SP SIT CL A/S10/07	COST	1,000,686.	1,033,692.
MIT PRIVATE EQUITY FUND IV, LP	COST	248,933.	272,267.
AXIOM INTNL EQUITY FUND II, LP	COST	0.	0.
OLD SQUARE CAPITAL, LP	COST	248,290.	255,200.
BHMS CORE FIXED INCOME FUND	COST	0.	0.
PINNACLE EQUITY FUND	COST	3,913,422.	4,690,545.
FIR TREE R/E OPP FD II SER 0410	COST	2,982,028.	3,208,972.
THIRD AVENUE SP SIT CL A/S2/08	COST	500,001.	649,559.
PYRFORD INTL TRUST	COST	2,000,000.	2,000,000.
EDGBASTON ASIAN EQUITY TRUST	COST	1,996,156.	1,976,828.
ESG OPPORTUNITY OFFSHORE FUND	COST	2,000,000.	2,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,283,977.	30,118,946.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BANKS M. SMITH, THE MAX AND MINNIE TOMERLIN VOELCKER FUND
112 E PECAN, SUITE 3000
SAN ANTONIO, TX 78205

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
210-224-4491	NONE

FORM AND CONTENT OF APPLICATIONS

SEE STATEMENT 12(A)

ANY SUBMISSION DEADLINES

THE VOELCKER FUND ACCEPTS LETTERS OF INQUIRY (LOI) ON AN ONGOING BASIS, THERE ARE NO DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE STATEMENT 12(A)

The Max and Minnie Tomerlin Voelcker Fund

▷ The Fund ▷ The Voelckers ▷ Grant Seekers ▷ Trustees ▷ Awarded Grants ▷ Contact Us

For Grant Seekers:

The Voelcker Fund offers restricted grants for designated 501 (c)(3) non-profit organizations engaged in medical research   The Voelcker Fund emphasizes research in the areas of heart disease, cancer, arthritis, muscular dystrophy, and inherited vision degeneration disorders of the retina   The Voelcker Fund lends special consideration to organizations operating in the San Antonio and Bexar County area

The Voelcker Fund concentrates on supporting the costs of medical research, it does not accept grant solicitations for administrative costs, debt reduction, fund-raising efforts, or from individuals   The Voelcker Fund will consider seed funding, challenge or matching grants, as well as multi-year awards for programs or organizations that align with its mission

The Voelcker Fund accepts Letters of Inquiry (LOI) on an ongoing basis   **The Voelcker Fund will inform potential grantees after reviewing their LOIs if it would like to receive a more detailed grant proposal.**   An invitation to submit a more detailed proposal does not mean a grant will be awarded

The Voelcker Fund does not support organizations that discriminate in their leadership, staffing, or service provision on the basis of age, gender, race, ethnicity, sexual orientation, disability, national origin, political affiliation, or religious belief

Guidelines:

Potential grantees should first submit a Letter of Inquiry

LOIs should be no longer than 4 pages and include

- A brief statement of the organization's purpose and history
- How the organization's objectives relate to those of the Voelcker Fund
- A description of the program or project the grant will fund including·
  - Problem the project/program will address
  - Desired outcome
  - Timeline for proposed activities
  - Estimated total cost
  - Amount of the total cost grantee will assume, amount sought from other organizations, and the amount requested from the VF
  - Plans/methods for evaluation of the program
- Organizations that have funded the grantee in the past
- Names and qualifications of personnel responsible for leadership of project and the organization, if different
- Copy of Determination Letter from Internal Revenue Service

LOIs may be submitted by mail or email to the following address

The Max and Minnie Tomerlin Voelcker Fund
112 E Pecan, Suite 3000
San Antonio, TX 78205
voelckerfund@scs-law com

Voelcker Fund Young Investigator Awards:

For Applicants under the Request for Proposals on Translational Research that Bridge the Gap Between Basic Research and Patient Care to Prevent or Cure Cancer, Arthritis, Heart Disease, Muscular Dystrophy, Retinitis and/or Macular Degeneration, please see the following links

- Request for Proposals
- Application for Young Investigator Award
- Instructions for Award Applications
- Scholar Award Budget Sheet
- Young Investigator Award Budget Sheet

STATEMENT 12(A)

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
PHIL HARDBERGER PARK CONSERVANCY 115 E. TRAVIS, STE. 1004 SAN ANTONIO, TX 78205	N/A ASSIST WITH PRESERVATION & RESTORATION OF VOELCKER DAIRY BARN	PUBLIC	10,000.
PHIL HARDBERGER PARK CONSERVANCY 115 E. TRAVIS, STE. 1004 SAN ANTONIO, TX 78205	N/A DONATE PROCEEDS FROM BOOK SALES - LAST FARM STANDING ON BUTTERMILK HILL	PUBLIC	3,054.
BOYSVILLE INC P.O. BOX 369 CONVERSE, TX 78109	N/A TO FUND PRIVATE PLACEMENT SERVICES	PUBLIC	150,000.
CHRISTUS SANTA ROSA CHILDREN'S HOSPITAL 343 W. HOUSTON, SUITE 505 SAN ANTONIO, TX 78205	N/A ASSIST IN PURCHASE OF EQUIPMENT FOR PEDIATRIC LEVEL 3 TRAUMA CENTER	PUBLIC	150,000.
CONTRIBUTIONS PAID THRU MIT PRIVATE EQUITY FUND IV, L.P. 238 MAIN STREET, SUITE 200 CAMBRIDGE, MA 02142	N/A CHARITABLE CONTRIBUTION	PUBLIC	10.
FOUNDATION FIGHTING BLINDNESS 11435 CROWNHILL DRIVE OWINGS MILLS, MD 21117-2220	N/A UNDERWRITE VISIONWALK SAN ANTONIO 2011	PUBLIC	10,000.
S.O.A.R. (SPORTS OUTDOOR AND RECREATION) 1202 W. BITTERS, BLDG 1, SUITE 1200 SAN ANTONIO, TX 78216	N/A ASSIST WITH CONSTRUCTION OF SPECIAL NEEDS PUBLIC PARK	PUBLIC	50,000.
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH - YOUNG INVESTIGATOR AWARD - P.O. BOX 760549 SAN ANTONIO, TX 78245	N/A SUPPORT THE RESEARCH OF DR. LORENA M. HAVILL, PH.D.	PUBLIC	150,000.

UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	N/A GRANT FOR BIOLOGY TEACHER RECRUITMENT	PUBLIC	200,000.
UNIVERSITY OF TEXAS AT SAN ANTONIO - YOUNG INVESTIGATOR AWARD - ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	N/A SUPPORT THE RESEARCH OF DR. DOUG E. FRANTZ, PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A FUND THE VOELCKER SCIENCE TEACHERS' ACADEMY	PUBLIC	148,500.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A FUND THE VOELCKER BIOMEDICAL RESEARCH ACADEMY	PUBLIC	327,438.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. DAVID KADOSH, PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. MERRY L. LINDSEY, PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. PATRICIA DAHIA, M.D., PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. RICARDO AGUIAR, M.D., PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. ALEXANDER BISHOP, PH.D.	PUBLIC	150,000.

UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. SUNIL SUDARSHAN, M.D., PH.D.	PUBLIC	150,000.
THE HENRY M. JACKSON FOUNDATION FOR THE ADVANCEMENT OF MILITARY MEDICINE - 6720-A ROCKLEDGE DRIVE, SUITE 100 BETHESDA, MD 20817	N/A FUND RESEARCH OF COL. GEORGE E. PEOPLES,MD ON CANCER VACCINE STUDIES	PUBLIC	200,000.
SAN ANTONIO AREA FOUNDATION FBO YOUNG WOMEN'S LEADERSHIP ACADEMY 110 BROADWAY STREET, SUITE 230 SAN ANTONIO, TX 78205	N/A FUND A SCIENTIFIC RESEARCH INTERNSHIP & MENTORSHIP PROGRAM	PUBLIC	46,120.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. STEFFAN NAWROCKI, PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. LUIZ O. PENALVA, PH.D.	PUBLIC	150,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,795,122.

FORM 990-PF

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. DAVID KADOSH, PH.D.	PUBLIC	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. MERRY L. LINDSEY, PH.D.	PUBLIC	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. PATRICIA DAHIA, M.D., PH.D.	PUBLIC	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. RICARDO AGUIAR, M.D., PH.D.	PUBLIC	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. ALEXANDER BISHOP, PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. SUNIL SUDARSHAN, M.D., PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. LORENA M. HAVILL, PH.D.	PUBLIC	150,000.

UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. DOUG E. FRANTZ, PH.D.	PUBLIC	150,000.
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	N/A GRANT FOR BIOLOGY TEACHER RECRUITMENT	PUBLIC	200,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. STEFFAN NAWROCKI, PH.D.	PUBLIC	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD - 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A SUPPORT THE RESEARCH OF DR. LUIZ O. PENALVA, PH.D.	PUBLIC	300,000.
BOYSVILLE INC P.O. BOX 369 CONVERSE, TX 78109	N/A TO FUND PRIVATE PLACEMENT SERVICES	PUBLIC	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A FUND THE VOELCKER SCIENCE TEACHERS' ACADEMY	PUBLIC	148,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			3,048,500.