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Form **990-PF**

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

OMB No 1545-0052

2011Department 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 2011 or tax year beginning , and ending

Name of foundation THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION; FROST NATIONAL BANK, TR		A Employer identification number 74-2847652
Number and street (or P O box number if mail is not delivered to street address) P O BOX 2127	Room/suite	B Telephone number (see instructions) 514-473-4804
City or town, state, and ZIP code AUSTIN TX 78768		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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) \$ 24,733,969	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	90,958	90,958		
	4 Dividends and interest from securities	579,918	579,918		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-271,449			
	b Gross sales price for all assets on line 6a	6,508,971			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
9 Income modifications					
10a Gross sales less returns & allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	5,327	5,327			
12 Total. Add lines 1 through 11	404,754	676,203	0		
13 Compensation of officers, directors, trustees, etc	57,928	57,928			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)	23,176	23,176			
b Accounting fees (attach schedule)	4,800	4,800			
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	25,046	5,147			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att sch)					
24 Total operating and administrative expenses. Add lines 13 through 23	110,950	91,051	0	0	
25 Contributions, gifts, grants paid	1,172,500			1,172,500	
26 Total expenses and disbursements. Add lines 24 and 25	1,283,450	91,051	0	1,172,500	
27 Subtract line 26 from line 12	-878,696				
a Excess of revenue over expenses and disbursements		585,152			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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STMT 1

STMT 2

STMT 3

STMT 4

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		1,515,135	917,099	917,099
	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 instructions)				
	7	Other notes and loans receivable (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule) STMT 5		1,007,960	1,008,433	1,021,718
	b	Investments—corporate stock (attach schedule) SEE STMT 6		14,699,481	14,437,868	16,676,658
	c	Investments—corporate bonds (attach schedule) SEE STMT 7		6,278,517	6,258,996	6,118,494
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach sch) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		23,501,093	22,622,396	24,733,969	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		23,501,093	22,622,396	
	30	Total net assets or fund balances (see instructions)		23,501,093	22,622,396	
31	Total liabilities and net assets/fund balances (see instructions)		23,501,093	22,622,396		

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	23,501,093
2	Enter amount from Part I, line 27a	2	-878,696
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	22,622,397
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,622,396

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-271,449
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 instructions) If (loss), enter -0- in Part I, line 8	3	-19,825

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 (col. (b) divided by col. (c))
2010	1,073,500	23,857,687	0.044996
2009	1,242,049	21,556,561	0.057618
2008	1,335,055	25,065,286	0.053263
2007	1,160,132	27,505,577	0.042178
2006	1,119,083	24,121,150	0.046394

2 Total of line 1, column (d)	2	0.244449
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	0.048890
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	25,360,173
5 Multiply line 4 by line 3	5	1,239,859
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,852
7 Add lines 5 and 6	7	1,245,711
8 Enter qualifying distributions from Part XII, line 4	8	1,172,500

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	11,703
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	11,703
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	11,703
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	13,219
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	13,219
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,516
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 1,516 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.AKRFOUNDATION.ORG	13	X	
14	The books are in care of ► FROST NATIONAL BANK 401 CONGRESS AVENUE Located at ► AUSTIN	Telephone no ► 512-473-4804 TX ZIP+4 ► 78701		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, 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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2011 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 2011)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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 (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
FROST NATIONAL BANK 401 CONGRESS AVE AUSTIN TX 78701	TRUSTEE 4.00	57,928	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

1

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	

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	24,559,260
b	Average of monthly cash balances	1b	1,187,109
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	25,746,369
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	25,746,369
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	386,196
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,360,173
6	Minimum investment return. Enter 5% of line 5	6	1,268,009

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	1,268,009
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,703
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,703
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,256,306
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,256,306
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	1,256,306

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	1,172,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,172,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,172,500

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,256,306
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,165,788	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,172,500				
a Applied to 2010, but not more than line 2a			1,165,788	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				6,712
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,249,594
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

FROST NATIONAL BK 512-473-4804
C/O S MCGILLICUDDY AUSTIN TX 78701

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

SEE STATEMENT 9

c Any submission deadlines

NONE

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

SEE STATEMENT 10

Part XV Supplementary Information (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE STATEMENT 11					1,172,500
Total					1,172,500
b Approved for future payment AUSTIN YMBL SUNSHINE CAMP P O BOX 684980 AUSTIN TX 78768-4980		N/A	PUBLIC SUNRISE PROGRAM SERIES		50,000
THE UNIVERSITY OF TEXAS P O BOX 7458 AUSTIN TX 78713		N/A	PUBLIC INSPIRE LEADERSHIP PROGRAM		10,000
Total					60,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	90,958	
4	Dividends and interest from securities			14	579,918	
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			14	5,327	
8	Gain or (loss) from sales of assets other than inventory			14	-271,449	
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)		0		404,754	0
13	Total. Add line 12, columns (b), (d), and (e)				13	404,754

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2011**

For calendar year 2011, or tax year beginning

, and ending

Name

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

Employer Identification Number

74-2847652

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 43,821.209 SH FEDERATED GNMA TRUST S	P	09/03/08	07/01/11
(2) 45,495.905 SH PIMCO TOTAL RETURN INS	P	02/07/08	07/01/11
(3) 26,041.667 SH FEDERATED GNMA TRUST S	P	09/03/08	08/02/11
(4) 8,568.98 SH FEDERATED GNMA TRUST SH	P	09/03/08	08/11/11
(5) 8,583.691 SH FEDERATED GHMA TRUST SH	P	09/03/08	08/12/11
(6) 8,643.042 SH FEDERATED GHMA TRUST SH	P	09/03/08	08/25/11
(7) 28,142.589 SH FROST LOW DURATION BON	P	09/01/09	08/11/11
(8) 9,389.671 SH FROST LOW DURATION BOND	P	09/01/09	08/12/11
(9) 18,832.392 SH FORST LOW DURATION BON	P	09/01/09	08/25/11
(10) 9,416.196 SH FROST LOW DURATION BOND	P	09/01/09	08/26/11
(11) 3,000 SH NOKIA CORP	P	05/22/06	08/15/11
(12) 2,000 SH NOKIA CORP	P	07/20/06	08/15/11
(13) 2,000 SH NOKIA CORP	P	09/01/09	08/15/11
(14) 2,007.501 SH PIMCO TOTAL RETURN INST	P	02/07/08	08/02/11
(15) 15,978.111 SH PIMCO TOTAL RETURN INS	P	07/10/08	08/02/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 500,876		475,898	24,978
(2) 500,455		500,000	455
(3) 300,781		282,813	17,968
(4) 99,829		93,059	6,770
(5) 100,172		93,219	6,953
(6) 99,827		93,863	5,964
(7) 299,719		293,246	6,473
(8) 100,094		97,840	2,254
(9) 200,000		196,234	3,766
(10) 100,000		98,117	1,883
(11) 17,943		62,363	-44,420
(12) 11,962		39,600	-27,638
(13) 11,962		27,340	-15,378
(14) 22,323		22,062	261
(15) 177,677		170,966	6,711

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col. (h))
(1)			24,978
(2)			455
(3)			17,968
(4)			6,770
(5)			6,953
(6)			5,964
(7)			6,473
(8)			2,254
(9)			3,766
(10)			1,883
(11)			-44,420
(12)			-27,638
(13)			-15,378
(14)			261
(15)			6,711

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2011**

For calendar year 2011, or tax year beginning

, and ending

Name

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

Employer Identification Number

74-2847652

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 18,034.265 SH PIMCO TOTAL RETURN INS	P	07/10/08	08/11/11
(2) 9,057.971 SH PIMCO TOTAL RETURN INST	P	07/10/08	08/12/11
(3) 6,929.991 SH PIMCO TOTAL RETURN INST	P	07/10/08	08/25/11
(4) 11,284.945 SH PIMCO TOTAL RETURN INS	P	09/03/08	08/25/11
(5) 19,088.887 SH PIMCO TOTAL RETURN INS	P	09/03/08	08/26/11
(6) 671 SH BAKER HUGHES INC	P	09/24/03	08/31/11
(7) 625 SH COACH INC	P	06/08/06	09/09/11
(8) 75 SH COACH INC	P	06/15/06	09/09/11
(9) 2,579 SH DOMINION RES INC	P	09/22/04	08/31/11
(10) 1,200 SH DOMINION RES INC	P	10/17/06	08/31/11
(11) 4,452.709 SH FEDERATED GNMA TRUST SH	P	09/03/08	08/31/11
(12) 4,167.981 SH FEDERATED GNMA TRUST SH	P	01/12/09	08/31/11
(13) 7,327.864 SH FEDERATED GNMA TRUST SH	P	01/12/09	09/09/11
(14) 1,270.588 SH FEDERATED GNMA TRUST SH	P	04/30/10	09/09/11
(15) 1,983.833 SH FROST LOW DURATION BOND	P	09/01/09	09/09/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 199,098		192,967	6,131
(2) 100,272		96,920	3,352
(3) 75,953		74,147	1,806
(4) 123,683		120,862	2,821
(5) 209,401		204,442	4,959
(6) 41,145		20,588	20,557
(7) 33,596		17,795	15,801
(8) 4,032		2,209	1,823
(9) 126,188		83,882	42,306
(10) 58,715		47,064	11,651
(11) 51,607		48,356	3,251
(12) 48,307		46,473	1,834
(13) 85,370		81,706	3,664
(14) 14,802		14,256	546
(15) 21,048		20,672	376

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			6,131
(2)			3,352
(3)			1,806
(4)			2,821
(5)			4,959
(6)			20,557
(7)			15,801
(8)			1,823
(9)			42,306
(10)			11,651
(11)			3,251
(12)			1,834
(13)			3,664
(14)			546
(15)			376

Form 990-PF		Capital Gains and Losses for Tax on Investment Income		2011
		For calendar year 2011, or tax year beginning _____, and ending _____		
Name THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION; FROST NATIONAL BANK, TR			Employer Identification Number 74-2847652	
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
(1) 16,848.559 SH FROST LOW DURATION BON	P	09/11/09	09/09/11	
(2) 1,233 SH ISHARES DJ SELECT DIVIDEND	P	06/11/07	08/31/11	
(3) 2,000 SH ISHARES DJ SELECT DIVIDEND	P	06/11/07	09/09/11	
(4) 153 SH NOKIA CORP	P	09/01/09	08/31/11	
(5) 4,712 SH NOKIA CORP	P	12/22/09	08/31/11	
(6) 1,368 SH NOKIA CORP	P	11/04/10	08/31/11	
(7) 3,918 SH NYSE EURONEXT	P	12/22/09	09/09/11	
(8) 758 SH NYSE EURONEXT	P	11/04/10	09/09/11	
(9) 2,820 SH WASTE MANAGEMENT DEL INC	P	06/11/07	08/31/11	
(10) 180 SH WASTE MANAGEMENT DEL INC	P	09/05/07	08/31/11	
(11) 1,500 SH WASTE MANAGEMENT DEL INC	P	02/07/08	08/31/11	
(12) 1,510 SH WELLS FARGO & CO	P	03/24/03	09/09/11	
(13) 1,488 SH WELLS FARGO & CO	P	09/24/03	09/09/11	
(14) 686 SH WELLS FARGO & CO	P	12/22/09	09/09/11	
(15) 95 SH WELLS FARGO & CO	P	11/04/10	09/09/11	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
(1) 178,763		176,236	2,527	
(2) 63,117		90,488	-27,371	
(3) 98,213		146,778	-48,565	
(4) 991		2,091	-1,100	
(5) 30,534		59,836	-29,302	
(6) 8,865		14,745	-5,880	
(7) 99,122		100,415	-1,293	
(8) 19,177		22,821	-3,644	
(9) 94,130		110,564	-16,434	
(10) 6,008		6,698	-690	
(11) 50,069		48,283	1,786	
(12) 36,165		34,887	1,278	
(13) 35,638		37,773	-2,135	
(14) 16,430		18,665	-2,235	
(15) 2,275		2,584	-309	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than 0-) or Losses (from col (h))	
(1)			2,527	
(2)			-27,371	
(3)			-48,565	
(4)			-1,100	
(5)			-29,302	
(6)			-5,880	
(7)			-1,293	
(8)			-3,644	
(9)			-16,434	
(10)			-690	
(11)			1,786	
(12)			1,278	
(13)			-2,135	
(14)			-2,235	
(15)			-309	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
For calendar year 2011, or tax year beginning , and ending		

Name THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION; FROST NATIONAL BANK, TR	Employer Identification Number 74-2847652
---	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 980 SH BORGWARNER INC	P	12/22/09	09/28/11
(2) 3,633 SH CISCO SYSTEM INC	P	06/04/07	09/28/11
(3) 1,367 SH CISCO SYSTEM INC	P	06/11/07	09/28/11
(4) 1,000 SH CISCO SYSTEM INC	P	02/07/08	09/28/11
(5) 6,081.668 SH FEDERATED GNMA TRUST SH	P	04/30/10	10/27/11
(6) 11,144 SH FLEXTRONICS INTERNATIONAL	P	04/30/07	09/28/11
(7) 3,856 SH FLEXTRONICS INTERNATIONAL	P	09/05/07	09/28/11
(8) 5,548 SH FLEXTRONICS INTERNATIONAL	P	12/22/09	09/28/11
(9) 10,396.975 SH FROST LOW DURATION BON	P	09/11/09	10/27/11
(10) 2,212 SH NUCOR CORP	P	12/22/09	09/28/11
(11) 1,421 SH NUCOR CORP	P	11/04/10	09/28/11
(12) 1,741 SH PETSMART INC	P	11/16/06	09/28/11
(13) 500,000 PV FEDERAL HOME LN BKS	P	07/30/03	11/15/11
(14) 3,888 SH APPLIED MATERIALS INC	P	06/17/05	12/02/11
(15) 2,995 SH APPLIED MATERIALS INC	P	07/22/05	12/02/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 59,848		33,010	26,838
(2) 58,091		97,437	-39,346
(3) 21,858		36,332	-14,474
(4) 15,990		22,910	-6,920
(5) 69,878		68,236	1,642
(6) 64,974		128,209	-63,235
(7) 22,482		46,310	-23,828
(8) 32,347		42,102	-9,755
(9) 110,000		108,752	1,248
(10) 71,012		100,328	-29,316
(11) 45,619		55,611	-9,992
(12) 76,276		51,848	24,428
(13) 500,000		505,700	-5,700
(14) 42,705		65,996	-23,291
(15) 32,896		54,787	-21,891

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			26,838
(2)			-39,346
(3)			-14,474
(4)			-6,920
(5)			1,642
(6)			-63,235
(7)			-23,828
(8)			-9,755
(9)			1,248
(10)			-29,316
(11)			-9,992
(12)			24,428
(13)			-5,700
(14)			-23,291
(15)			-21,891

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
For calendar year 2011, or tax year beginning _____, and ending _____		

Name

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

Employer Identification Number

74-2847652

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) 733 SH APPLIED MATERIALS INC	P	09/01/09	12/02/11
(2) 3,129 SH APPLIED MATERIALS INC	P	12/22/09	12/02/11
(3) 18,903.592 SH FROST LOW DURATION BON	P	09/11/09	12/02/11
(4) 18,903.592 SH FROST LOW DURATION BON	P	09/11/09	12/02/11
(5) 2,000 SH GILEAD SCIENCES INC	P	02/21/07	12/02/11
(6) 225 SH GILEAD SCIENCES INC	P	09/01/09	12/02/11
(7) 1,242 SH GILEAD SCIENCES INC	P	12/22/09	12/02/11
(8) 1,767 SH ISHARES DJ SELECT DIVIDEND	P	06/11/07	12/02/11
(9) 233 SH ISHARES DJ SELECT DIVIDEND IN	P	09/05/07	12/02/11
(10) 2,000 SH ISHARES DJ SELECT DIVIDEND	P	09/05/07	12/07/11
(11) FROST NATIONAL BANK			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 8,051		9,624	-1,573
(2) 34,368		43,806	-9,438
(3) 200,189		197,732	2,457
(4) 200,189		197,732	2,457
(5) 78,839		74,252	4,587
(6) 8,870		10,109	-1,239
(7) 48,959		53,796	-4,837
(8) 93,349		129,678	-36,329
(9) 12,309		16,100	-3,791
(10) 105,178		138,200	-33,022
(11) 18,360			18,360
(12)			
(13)			
(14)			
(15)			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-1,573
(2)			-9,438
(3)			2,457
(4)			2,457
(5)			4,587
(6)			-1,239
(7)			-4,837
(8)			-36,329
(9)			-3,791
(10)			-33,022
(11)			18,360
(12)			
(13)			
(14)			
(15)			

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS FEE REBATES	\$ 4,285	4,285	\$
PROCEEDS OF LITIGATION	979	979	
MISCELLANEOUS DISTRIBUTIONS	63	63	
TOTAL	\$ 5,327	\$ 5,327	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 23,176	23,176	\$	\$
TOTAL	\$ 23,176	23,176	\$ 0	\$ 0

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

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

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 5,147	5,147	\$	\$
EXCISE TAX - 2011 ESTIMATE PAYME	13,440			
EXCISE TAX - 2010 PAYMENT	6,459			
TOTAL	\$ 25,046	5,147	\$ 0	\$ 0

Federal Statements

2/6/2012 10:48 AM

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
500,000 PV FEDERAL HOME LN BKS 4.875% DUE 11/15/11	\$ 505,700		COST	\$
500,000 PV FEDERAL NATL MTG ASSN 5.25% DUE 08/01/12	502,260	502,260	COST	513,830
250,000 PV FEDERAL FARM CR BKS 1.625% DUE 11/19/14		256,548	COST	257,913
250,000 PV FEDERAL HOME LN BKS 0.75% DUE 11/18/14		249,625	COST	249,975
TOTAL	\$ 1,007,960	\$ 1,008,433		\$ 1,021,718

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3,633 SH AMERICAN EXPRESS CO	\$ 216,506	216,506	COST	\$ 171,369
4,000 SH AMERICAN WTR WKS CO INC		118,929	COST	127,440
2,619 SH AMGEN INC	144,763	144,763	COST	168,166
639 SH APPLE INC	38,565	38,565	COST	258,795
10,745 SH APPLIED MATERIALS INC	174,214		COST	
13,004.484 SH ARTIO US SMALL CAP FD	119,121	119,121	COST	124,453
6,591 SH AQUA AMERICA INC	120,278	120,278	COST	145,332
4,782 SH AT & T INC	128,322	128,322	COST	144,608
3,101 SH AUTOMATIC DATA PROCESSING	137,563	137,563	COST	167,485
3,000 SH BAKER HUGHES INC	127,644	107,056	COST	145,920
4,000 SH BB&T CORP		96,319	COST	100,680
3,000 SH BCE INC		114,302	COST	125,010
1,600 SH BHP BILLITON LTD		109,870	COST	113,008
400 SH BLACKROCK INC		66,595	COST	71,296
2,980 SH BORGWARNER INC	100,376	67,367	COST	127,480
8,715.252 SH CAMBIAR SMALL CAP FUND	118,876	118,876	COST	146,852
2,600 SH CARDINAL HEALTH INC		109,484	COST	105,586
2,253 SH CATERPILLAR INC	145,768	145,768	COST	204,122
1,937 SH CHEVRON CORP	104,050	104,050	COST	206,097
6,000 SH CISCO SYSTEM INC	156,679		COST	

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2,800 SH COACH INC	\$ 98,648	78,645	COST	\$ 170,912
2,620 SH COCA COLA CO	121,626	121,626	COST	183,321
2,801 SH COGNIZANT TECH SOLUTIONS CLASS A	71,026	71,026	COST	180,132
1,784 SH COLGATE-PALMOLIVE CO	120,486	120,486	COST	164,824
2,964 SH CONOCOPHILLIPS	162,972	162,972	COST	215,987
2,400 SH COVIDIEN PLC	151,945	106,878	COST	108,024
4,644 SH CVS CAREMARK CORP		151,945	COST	189,382
4,643 SH DISNEY (WALT) COMPANY HOLDING CO	106,061	106,061	COST	174,113
3,779 SH DOMINION RES INC VA	130,946		COST	
4,436 SH DOW CHEMICAL CO	123,899	123,899	COST	127,579
2,975 SH DU PONT E I DE NEMOURS & CO	105,440	105,440	COST	136,196
8,686 SH DUKE ENERGY HOLDING CORP	160,832	160,832	COST	191,092
4,139 SH ELI LILLY & CO	209,652	209,652	COST	172,017
3,298 SH EMERSON ELEC CO	116,470	116,470	COST	153,654
2,258 SH EXXON MOBIL CORP	135,600	135,600	COST	191,388
20,548 SH FLEXTRONICS INTERNATIONAL	216,621		COST	
9,702 SH GENERAL ELECTRIC CO	224,422	224,422	COST	173,763
3,467 SH GILEAD SCIENCES INC	138,158		COST	
275 SH GOOGLE INC CL A	140,021	140,021	COST	177,623
5,000 SH HEWLETT PACKARD CO		142,199	COST	128,800
4,395 SH HOME DEPOT INC	131,299	131,299	COST	184,766
2,000 SH HONEYWELL INTERNATIONAL INC	96,560	96,560	COST	108,700
1,400 SH HUMANA INC		104,320	COST	122,654
8,683 SH INTEL CORP	191,774	191,774	COST	210,563
700 SH INTL BUSINESS MACHINES CORP		125,549	COST	128,716
556 SH INTUITIVE SURGICAL INC	56,389	56,389	COST	257,433
9,591 SH ISHARES BARCLAYS TIPS BOND	979,214	979,214	COST	1,119,174
4,000 SH ISHARES COHEN & STEERS REAL	335,830	335,830	COST	280,880
4,000 SH ISHARES DJ SELECT DIVIDEND INDEX FD				
13,448.09 SH IVY GLOBAL NATURAL RESOURCES CLASS I	767,384	246,140	COST	215,080
2,500 SH JOHNSON & JOHNSON	399,598	399,598	COST	233,459
3,670 SH JPMORGAN CHASE & CO	140,734	140,734	COST	163,950
2,824 SH KELLOGG CO	149,836	149,836	COST	122,027
	146,191	146,191	COST	142,810

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5,478 SH KENAMETAL INC	\$ 134,504	134,504	COST	\$ 200,056
3,000 SH KRAFT FOODS INC CL A		104,340	COST	112,080
2,300 SH LINCOLN ELECTRIC HOLDINGS I		85,547	COST	89,976
1,783 SH MCDONALD'S CORP	115,393	115,393	COST	178,888
5,179 SH MICROSOFT CORP	146,476	146,476	COST	134,447
2,351 SH MONSANTO CO	126,693	126,693	COST	164,734
1,989 SH MOSAIC COMPANY	120,223	120,223	COST	100,305
2,563 SH NEXTERA ENERGY INC	138,815	138,815	COST	156,035
13,233 SH NOKIA CORP SPONSORED ADR	205,975		COST	
2,832 SH NORFOLK SOUTHERN CORP	141,561	141,561	COST	206,339
1,975 SH NORTHERN TRUST CORP	101,435	101,435	COST	78,328
2,770 SH NOVARTIS AG ADR	155,088	155,088	COST	158,361
3,633 SH NUCOR CORP	155,939		COST	
4,676 SH NYSE EURONEXT	123,236		COST	
4,795 SH ORACLE CORPORATION	60,753	60,753	COST	122,992
3,407 SH PACCAR INC	128,285	128,285	COST	127,660
2,476 SH PEPISCO INC	118,066	118,066	COST	164,283
4,016 SH PETROLEO BRASILEIRO SA				
PETRO ADR	71,259	71,259	COST	99,798
3,000 SH PETSMART INC	130,349	78,501	COST	153,870
8,568 SH PFIZER INC	195,731	195,731	COST	185,411
2,455 SH PROCTER & GAMBLE CO	111,242	111,242	COST	163,773
2,352 SH SCHLUMBERGER LIMITED	165,980	165,980	COST	160,665
3,800 SH SEADRILL LTD		123,175	COST	126,084
7,345 SH SPECTRA ENERGY CORP	143,580	143,580	COST	225,859
8,000 SH STAPLES INC		111,839	COST	111,120
6,186 SH STARBUCKS CORP	155,687	155,687	COST	284,618
6,607 SH STATOIL ASA	173,291	173,291	COST	169,205
3,270 SH SUNCOR ENERGY INC	124,970	124,970	COST	94,274
5,937 SH TEREX CORP	131,327	131,327	COST	80,209
4,219 SH THE HERSHEY COMPANY	193,099	193,099	COST	260,650
93,244.923 SH THORNBURG INTL VALUE				
FUND INSTL CL	2,195,969	2,195,968	COST	2,291,960
2,944 SH TIDEWATER INC	138,984	138,984	COST	145,139
2,000 SH TIME WARNER CABLE INC		124,698	COST	127,140
3,000 SH TRAVELERS COMPANIES INC	136,334	136,334	COST	177,510
8,079.409 SH T ROWE PRICE INTL DISC	315,081	315,081	COST	301,443

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
4,519 SH VERIZON COMMUNICATIONS	\$ 135,326	\$ 135,326	COST	\$ 181,302
1,772 SH VISA INC CL A	148,592	148,592	COST	179,911
1,200 SH VMWARE INC		102,018	COST	99,828
4,000 SH VODAFONE GROUP PLC	134,985	103,680	COST	112,120
2,804 SH WAL MART STORES INC		134,985	COST	167,567
4,500 SH WASTE MANAGEMENT INC	165,545		COST	
3,779 SH WELLS FARGO & CO	93,909		COST	
TOTAL	\$ 14,699,481	\$ 14,437,868		\$ 16,676,658

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250,000 AMGEN INC 2.3% DUE 06/15/16		\$ 249,678	COST	\$ 251,708
250,000 PV AT&T INC 4.95%		265,013	COST	260,555
200,000 PV BANK OF AMERICA CORP				
4.875% DUE 09/15/12		202,748	COST	201,284
250,000 PV BERKSHIRE HATHAWAY 4.625%		269,375	COST	265,993
250,000 PV CISCO SYSTEMS INC 5.5%		287,140	COST	290,933
250,000 PV DU PONT E I DE NEMOURS				
4.75% DUE 03/15/15		275,930	COST	277,102
250,000 PV GENERAL ELECTRIC CAPITAL		253,845	COST	271,235
250,000 PV HEWLETT PACKARD CO 4.75%		274,720	COST	264,015
250,000 PV IBM CORP 5.7%		294,687	COST	302,720
250,000 PV JP MORGAN CHASE & CO 3.7% DUE 01/20/15		263,375	COST	259,200
250,000 PV LOWES COMPANIES INC 5%	253,845	283,585	COST	280,195
250,000 PV OCCIDENTAL PETROLEUM CORP				
1.75% DUE 02/15/17		250,929	COST	253,212
250,000 PV ORACLE CORP 5.25%		289,260	COST	288,675
250,000 PV TARGET CORP 5.375%		293,155	COST	293,820
250,000 PV WAL MART STORES INC				
1.625% DUE 04/15/14		255,180	COST	255,497
250,000 PV WELLS FARGO & CO 4.95%				

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Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DUE 10/16/13	\$ 253,348	\$ 253,347	COST	\$ 262,395
250,000 PV WYETH 5.5% DUE 02/15/16		292,510	COST	290,745
11,136.004 SH FEDERATED GNMA TR UST	1,424,492	126,612	COST	128,844
6,717.485 SH FROST LOW DURATION				
BOND FUND I	1,456,824	70,265	COST	69,929
127,877.238 SH PIMCO TOTAL RETURN	1,382,366		COST	
109,170.306 TEMPLETON GLOBAL BOND FD	1,507,642	1,507,642	COST	1,350,437
TOTAL	\$ 6,278,517	\$ 6,258,996		\$ 6,118,494

Federal Statements**Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
ROUNDING	\$ 1
TOTAL	\$ 1

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

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

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

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

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

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

NONE

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

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

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

Name		Address		Relationship	Status	Purpose	Amount
ALAMO AREA RAPE CRISIS		7500 US HIGHWAY 90 WEST					
SAN ANTONIO TX 78227	N/A	PUBLIC				GENERAL OPERATIONS	2,500
ALZHEIMER'S ASSOCIATION		3429 EXECUTIVE CENTER DR					
AUSTIN TX 78731-1626	N/A	PUBLIC				CHAPTER BASED PROGRAM ACTIVITIES	27,000
ART HOUSE AT THE JONES		700 CONGRESS AVENUE					
AUSTIN TX 78701	N/A	PUBLIC				GENERAL OPERATIONS	10,000
ASSISTERS, INC		P O BOX 541095					
HOUSTON TX 77254	N/A	PUBLIC				FOOD ASSISTANCE PROGRAM	5,000
AUSTIN BAT CAVE		P O BOX 4762					
AUSTIN TX 78765	N/A	PUBLIC				WRITING QUEERLY: USING YOUR CREATIVE	2,000
AUSTIN CLUBHOUSE		P O BOX 300568					
AUSTIN TX 78703	N/A	PUBLIC				PROGRAM EXPANSION	5,000
AUSTIN COMMUNITY FOUNDATION		P O BOX 5159					
AUSTIN TX 78763	N/A	PUBLIC				EPROMOTORAS PROGRAM	7,000
AUSTIN COMMUNITY FOUNDATION		P O BOX 5159					
AUSTIN TX 78763	N/A	PUBLIC				GARDNER BETTS ART PROJECT	5,500
AUSTIN EXPLORE		P O BOX 50470					
AUSTIN TX 78763	N/A	PUBLIC				2011 EXPLORE AUSTIN PROGRAM	12,500
AUSTIN FILM FESTIVAL, INC		1801 SALINA STREET					
AUSTIN TX 78702	N/A	PUBLIC				AUSTIN FILM FESTIVAL AWARDS	30,000
AUSTIN MUSEUM OF ART		823 CONGRESS AVE					
AUSTIN TX 78701	N/A	PUBLIC				LAGUNA GLORIA ARBOR	15,000
AUSTIN PARKS FOUNDATION		1419 PRESTON AVE					
AUSTIN TX 78703	N/A	PUBLIC				ARBORIST WORK ON HERITAGE TREES	5,000
AUSTIN PUBLIC LIBRARY		P O BOX 13201					
AUSTIN TX 78711	N/A	PUBLIC				GENERAL OPERATING SUPPORT	2,500
AUSTIN THEATRE ALLIANCE		P O BOX 1566					
AUSTIN TX 78767	N/A	PUBLIC				EDUCATION & OUTREACH PROGRAMS	2,500
AUSTIN THEATRE ALLIANCE		P O BOX 1566					
AUSTIN TX 78767	N/A	PUBLIC				GENERAL OPERATIONS	12,500
AUSTIN YMBL SUNSHINE CAMP		P O BOX 684980					
AUSTIN TX 78768-4980	N/A	PUBLIC				SUNRISE PROGRAM SERIES	30,000
BALLET AUSTIN		501 W 3RD ST					
AUSTIN TX 78701	N/A	PUBLIC				GENERAL OPERATING	5,000

Federal Statements

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

Name		Address			Relationship	Status		Purpose	Amount
Address									
BE AN ARTIST, INC		10006 ONTARIO LANE		N/A	PUBLIC	BE AN ARTIST PROGRAM		5,000	
DALLAS TX 75229		P O BOX 1821				PERFORMANCE OF "DEVOTION"		5,000	
BLUE LAPIS LIGHT		AUSTIN TX 78767		N/A	PUBLIC	EL SONIDO DE MUSICA		5,000	
BOYS & GIRLS CLUB OF ALICE		P O BOX 689				PATIENT NAVIGATOR PROGRAMS		3,000	
ALICE TX 78333		900 E 30TH STREET		N/A	PUBLIC	GENERAL OPERATING SUPPORT - AUSTIN		10,000	
BREAST CANCER RESOURCE		PUBLIC				CHILDREN & NATURE PROGRAMS		10,000	
AUSTIN TX 78705		6836 AUSTIN CENTER BLVD		N/A	PUBLIC	GAY WOMEN & LESBIAN PROGRAMS		2,500	
CAMPUS CRUSADE FOR CHRIST		P O BOX 26367				GENERAL OPERATIONS		5,000	
AUSTIN TX 78731		P O BOX 430175		N/A	PUBLIC	CHILD SAFETY EDUCATION		1,000	
CANDLELIGHT RANCH		635 E KING, STE 110				NEW COMMISSIONING PROJECT/SMART		2,500	
AUSTIN TX 78755		3311 RICHMOND, ST 315		N/A	PUBLIC	AFTER SCHOOL ENRICHMENT PROGRAM		1,000	
CASA DO MISERICORDIA		PUBLIC				ELLAS LAS MUJERES DE AZTLAN PROGRAM		25,000	
LAREDO TX 78043		1710 LAVACA		N/A	PUBLIC	2011 COURT SERVICES PROGRAM		5,000	
CASA OF KLEBERG COUNTY		2826 REAL STREET				COASTAL BEND FERIA PARA APRENDER		5,000	
KINGSVILLE TX 78363		PUBLIC		N/A	PUBLIC	LEADERSHIP INSTITUTE 2011		5,000	
CENTER FOR THE MISSING		PUBLIC				HIGHER EDUCATION PROGRAMS		12,500	
HOUSTON TX 77098		PUBLIC		N/A	PUBLIC	NECROCRACY EXHIBITION		2,500	
CENTER FOR WOMEN & THEIR WORK		PUBLIC							
AUSTIN TX 78701		PUBLIC		N/A	PUBLIC				
CENTER STAGE TEXAS		PUBLIC							
AUSTIN TX 78722		PUBLIC		N/A	PUBLIC				
CENTRO CULTURAL AZTIAN		PUBLIC							
SAN ANTONIO TX 78201		PUBLIC		N/A	PUBLIC				
CHILD ADVOCATES, INC		PUBLIC							
HOUSTON TX 77098		PUBLIC		N/A	PUBLIC				
CITIZENS FOR EDUCATIONAL EXCELLENCE		PUBLIC							
CORPUS CHRISTI TX 78426		PUBLIC		N/A	PUBLIC				
COMMUNITY LEADERSHIP INSTITUTE OF		PUBLIC							
SAN ANTONIO TX 78205		PUBLIC		N/A	PUBLIC				
CON MI MADRE		PUBLIC							
AUSTIN TX 78712		PUBLIC		N/A	PUBLIC				
DIVERSE WORKS ARTSPACE		PUBLIC							
HOUSTON TX 77002		PUBLIC		N/A	PUBLIC				
		PUBLIC							

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
EASTSIDE YOUTH SERVICES AUSTIN TX 78767	N/A	P O BOX 1415	PUBLIC			YELLOW JACKET STADIUM PROGRAM	18,250
ESPERANZA PEACE & JUSTICE SAN ANTONIO TX 78212	N/A	922 SAN PEDRO AVENUE	PUBLIC			ARTE ES VIDA WESTSIDE CULTURAL PROGR	50,000
FUERZA UNIDA SAN ANTONIO TX 78211	N/A	710 NEW LAREDO HWY	PUBLIC			ECONOMIC, ENVIRONMENTAL & SOCIAL PRO	30,250
GAZELLE FOUNDATION AUSTIN TX 78767-1487	N/A	P O BOX 1487	PUBLIC			AUSTIN OPERATIONS	35,000
GEMINI INC SAN ANTONIO TX 78205	N/A	513 S PRESA	PUBLIC			GEMINI INK OPERATIONS	5,000
GEMINI INC SAN ANTONIO TX 78205	N/A	513 S PRESA	PUBLIC			STORYBOOK PROJECT	2,500
GIRL SCOUTS OF CENTRAL AUSTIN TX 78753	N/A	12012 PARK THIRTY-FIVE	PUBLIC			TECH GIRLS PROGRAM	2,500
GIRL SCOUTS OF GREATER CORPUS CHRISTI TX 78401	N/A	711 N CARANCAHUA	PUBLIC			OUTREACH PROGRAM TO GIRLS	7,500
GIRL SCOUTS OF SOUTHWEST TEXAS SAN ANTONIO TX 78216	N/A	811 N COKER LOOP	PUBLIC			STEM OPPORTUNITIES FOR GIRLS	2,500
GREATER AUSTIN PERFORMING AUSTIN TX 78703	N/A	P O BOX 301449	PUBLIC			ARMED FORCES PROGRAM	15,000
HARRIS COUNTY DOMESTIC VIOLENCE HOUSTON TX 77098	N/A	3015 RICHMOND AVE	PUBLIC			COMMUNITY SAFETY	5,000
HEALING HARTWORK SAN ANTONIO TX 78231	N/A	2722 GREEN RANGE	PUBLIC			BREAST CANCER SCREENING LOW INC WOMN	5,000
HEALTH ALLIANCE FOR AUSTIN TX 78703	N/A	P O BOX 301496	PUBLIC			GENERAL OPERATING SUPPORT	5,000
HELPING HAND HOME FOR AUSTIN TX 78751	N/A	3804 AVENUE B	PUBLIC			GENERAL OPERATING SUPPORT	7,500
HILL COUNTRY CONSERVANCY AUSTIN TX 78734	N/A	P O BOX 163125	PUBLIC			GENERAL OPERATING SUPPORT	2,500
HISPANAS UNIDAS SAN ANTONIO TX 78228	N/A	2507 NW 36TH STREET	PUBLIC			OPERATIONAL SUPPORT	15,000
HISPANAS UNIDAS SAN ANTONIO TX 78228	N/A	2507 NW 36TH STREET	PUBLIC			ESCUELITAS MENTORING PROGRAM	10,000

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

Name		Address		Relationship	Status	Purpose	Amount
HOUSTON AREA WOMEN'S CENTER		HOUSTON TX 77019-3902		N/A	1010 WAUGH DRIVE PUBLIC	CHILDREN'S COURT SERVICES	5,000
INSTITUTE OF TEXAN CULTURE		SAN ANTONIO TX 78205		N/A	801 E DURANGO BLVD PUBLIC	2012 ASIAN FESTIVAL	5,000
JANE'S DUE PROCESS INC		AUSTIN TX 78768-5137		N/A	P O BOX 685137 PUBLIC	CHOICE/CHANCE PROGRAMS	10,000
JUMP-START PERFORMANCE CO		SAN ANTONIO TX 78204		N/A	108 BLUE STAR PUBLIC	GIRL PROJECT AT JAPHET ELEMENTARY SC	2,500
KIDS OUTDOOR ZONE		AUSTIN TX 78748		N/A	9508 CHISHOLM TRAIL PUBLIC	KIDS OUTDOOR ZONE PROGRAMS	2,500
LAND HERITAGE INSTITUTE		SAN ANTONIO TX 78204		N/A	114 EAST CEVALLOS PUBLIC	ARTS/SCIENCE PROJECTS	15,000
LA PENA		AUSTIN TX 78701		N/A	227 CONGRESS PUBLIC	LATINO ARTS IN AUSTIN	20,000
LESBIAN HEALTH INITIATIVE		HOUSTON TX 77006		N/A	401 BRANARD ST PUBLIC	MAMMOGRAMS/FLU SHOTS/HEART ASSESSEN	5,000
MARTINEZ STREET WOMEN'S		SAN ANTONIO TX 78210		N/A	1510 S HACKBERRY PUBLIC	GIRLS EMPOWERMENT PROGRAMS	12,500
MONTROSE COUNSELING		HOUSTON TX 77006		N/A	401 BRANARD ST, 2ND FLOOR PUBLIC	ANTI-VIOLENCE PROGRAM	10,000
MUJERES UNIDAS CONTRA EL SIDA		SAN ANTONIO TX 78212		N/A	307 E EVERGREEN PUBLIC	ARBOL DE LA VIDA PROGRAM	15,000
NATIONAL AUDOBON SOCIETY		SAN ANTONIO TX 78221		N/A	10750 PLEASANTON RD PUBLIC	SCIENCE ADVENTURE CAMP FOR GIRLS	2,500
NATIONAL CENTER FOR		AUSTIN TX 78759-8668		N/A	8668 SPICEWOOD SPRINGS RD PUBLIC	GENERAL OPERATING SUPPORT	7,500
NETWORK POWER/TEXAS		SAN ANTONIO TX 78233		N/A	P O BOX 171162 PUBLIC	EMPOWERMENT PROGRAMS	5,000
OFICINA LEGAL DEL PUEBLO		AUSTIN TX 78741		N/A	1405 MONTOPOLIS DR PUBLIC	SAFE SCHOOLS PROGRAM	2,500
PEOPLE'S COMMUNITY CLINIC		AUSTIN TX 78722-2304		N/A	2909 N IH 35 PUBLIC	GENERAL OPERATING SUPPORT	10,000
PET PATROL: A PEOPLE PET		HOUSTON TX 77008		N/A	1809 W 14 1/2 STREET PUBLIC	A PEOPLE PET PARTNERSHIP	6,000

Federal Statements

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

Name		Address		Relationship		Status	Purpose	Amount
PET PREVENT A LITTER OF CENTRAL				P O BOX 401		PUBLIC	PALS OUTREACH GENERAL OPERATING	1,500
SAN MARCOS TX 78667	N/A			916 EAST HACKBERRY ST		PUBLIC	SAN JUAN HEALTH CENTER	20,000
PLANNED PARENTHOOD ASSOCIATION	N/A			201 E BEN WHITE BLVD		PUBLIC	CORE PROGRAMS AND SERVICES	25,000
MCALLEN TX 78501	N/A			201 E BEN WHITE BLVD		PUBLIC	AUSTIN STANDS CAMPAIGN	10,000
PLANNED PARENTHOOD OF	N/A			1840 OLD SPANISH TRAIL		PUBLIC	EDUCATION AND RESEARCH	20,000
AUSTIN TX 78704-7301	N/A			1109-B SOUTH CONGRESS AVE		PUBLIC	EQUIPMENT ACQUISITION PROJECT	2,000
PLANNED PARENTHOOD OF	N/A			200 WEST JONES AVE		PUBLIC	APHRODITE EXHIBITION	5,000
AUSTIN TX 78704-7301	N/A			4900 MUELLER BLVD		PUBLIC	TEXAS CHILD STUDY	2,500
PROTON THERAPY EDUCATION	N/A			P O BOX 397		PUBLIC	GENERAL OPERATIONS	2,000
HOUSTON TX 77054	N/A			203 ROSEMARY AVE		PUBLIC	OPERATIONAL SUPPORT	5,000
ROLL 2 WALK	N/A			1112 W 31ST ST		PUBLIC	ENDOWMENT FUND	10,000
AUSTIN TX 78704	N/A			3001 S CONGRESS AVE		PUBLIC	HEALTH AWARENESS ACTIVITIES	10,000
SAN ANTONIO MUSEUM OF ART	N/A			3000 BARTON CREEK BLVD		PUBLIC	GENERAL OPERATING SUPPORT	3,000
SAN ANTONIO TX 78215	N/A			1106 CLAYTON LANE		PUBLIC	CULTIVATING HEALTHY COMMUNITIES	7,500
SETON HEALTHCARE FAMILY	N/A			130 E TRAVIS ST, STE 550		PUBLIC	2011-2012 PROGRAMMING: NANCY ZHOU	10,000
AUSTIN TX 78723	N/A			P O BOX 833		PUBLIC	ACCESS TO ATTORNEYS PROGRAM	15,000
SOUTH TEXANS' PROPERTY	N/A			P O BOX 1624		PUBLIC	EDUCATION ADVOCACY INITIATIVE	5,000
FALFURRIAS TX 78355	N/A							
SNIPSA (SPAY-NEUTER-INJECT-PROJECT	N/A							
SAN ANTONIO TX 78209	N/A							
ST ANDREW'S EPISCOPAL SCHOOL	N/A							
AUSTIN TX 78705	N/A							
ST EDWARD'S UNIVERSITY	N/A							
AUSTIN TX 78704	N/A							
ST MICHAEL'S CATHOLIC	N/A							
AUSTIN TX 78735	N/A							
SUSTAINABLE FOOD CENTER	N/A							
AUSTIN TX 78723	N/A							
SYMPHONY SOCIETY OF	N/A							
SAN ANTONIO TX 78205	N/A							
TEXAS ADVOCACY PROJECT,	N/A							
AUSTIN TX 78701	N/A							
TEXAS FREEDOM NETWORK	N/A							
AUSTIN TX 78767	N/A							

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

Name		Address			Amount
Address	Relationship	Status	Purpose		
TEXAS LOW INCOME HOUSING AUSTIN TX 78703	N/A	508 POWELL ST PUBLIC	LOW-INCOME FAMILIES HOMES	5,000	
THE ANN RICHARDS SCHOOL FOUNDATION AUSTIN TX 78768	N/A	P O BOX 684746 PUBLIC	ENHANCEMENT PROGRAMS	85,000	
THE BRIDGE OVER TROUBLED PASADENA TX 77504	N/A	3811 ALLEN-GENOA ROAD PUBLIC	THE BRIDGE EMERGENCY SHELTER PROGRAM	5,000	
THE DOTE FOUNDATION SAN ANTONIO TX 78212	N/A	121 W WOODLAWN PUBLIC	NOTE FOUNDATION WOMEN'S PROJECTS	10,000	
THE MINISTRY OF CHALLENGE AUSTIN TX 78702	N/A	1500 EAST 12TH ST PUBLIC	EQUIPMENT/VAN	30,000	
THE PLANNED PARENTHOOD SAN ANTONIO TX 78201	N/A	104 BABCOCK RD PUBLIC	LOWER RIO GRANDE VALLEY FAMILY PLAN	15,000	
THE PLANNED PARENTHOOD SAN ANTONIO TX 78201	N/A	104 BABCOCK RD PUBLIC	REPRODUCTIVE HEALTH CARE	10,000	
THE ROSE HOUSTON TX 77034	N/A	12700 N FEATHERWOOD DR PUBLIC	EMPOWER HER PROGRAM	5,000	
THE TEXAS DEMOCRACY FOUNDATION AUSTIN TX 78701	N/A	307 W 7TH ST PUBLIC	THE MOLLY NATIONAL JOURNALISM AWARD	2,500	
THE TEXAS TRIBUNE AUSTIN TX 78701	N/A	823 CONGRESS AVE PUBLIC	GENERAL OPERATING SUPPORT	15,000	
THE UNIVERSITY OF TEXAS AUSTIN TX 78713	N/A	P O BOX 7458 PUBLIC	BLANTON MUSEUM E! ANATSUI EXHIBITION	5,000	
THE UNIVERSITY OF TEXAS AUSTIN TX 78713	N/A	P O BOX 7458 PUBLIC	INSPIRE LEADERSHIP PROGRAM	10,000	
THE UNVIERSTY OF TEXAS AT BROWNSVILLE TX 78520	N/A	80 FORT BROWN PUBLIC	WOMEN'S STUDIES PROGRAM	10,000	
THE WOMEN'S FUND FOR HOUSTON TX 77056	N/A	5353 WEST ALABAMA PUBLIC	YOUNG WOMEN'S HEALTH EDUC PROGRAMS	2,500	
THE WOMEN'S HOME HOUSTON TX 77006	N/A	607 WESTHEIMER PUBLIC	THE WOMEN'S HOME RESIDENTIAL PROGRAM	10,000	
THERAPY PET PALS OF AUSTIN TX 78746	N/A	3930 BEE CAVE RD PUBLIC	TEAM TRAINING	2,500	
TRAVIS CTNY DOMESTIC AUSTIN TX 78741	N/A	1515 A GROVE BLVD PUBLIC	KELLY WHITE FAMILY SHELTER	15,000	

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
UNIVERSITY OF ARIZONA FOUNDATION	TUCSON AZ 85721	N/A	1111 N CHERRY AVE		PUBLIC	GENDER AND WOMEN'S STUDIES	15,500
UNIV OF TX FOUNDATION	AUSTIN TX 78767	N/A	P O BOX 250		PUBLIC	DEVELOPING WOMEN LEADERS	5,000
VISITATION HOUSE MINISTRIES	SAN ANTONIO TX 78201	N/A	945 W HUISACHE		PUBLIC	LA CASITA EDUCATION PROGRAM	5,000
WEST AUSTIN CAREGIVERS	AUSTIN TX 78703	N/A	2601 EXPOSITION BLVD		PUBLIC	SENIOR TRANSPORTATION PROGRAM	5,000
WINTERGARDEN WOMEN'S	CARRIZO SPRINGS TX 78834	N/A	201 N 5TH ST		PUBLIC	GENERAL OPERATIONS	2,500
WOMEN'S SHELTER OF SOUTH	CORPUS CHRISTI TX 78463	N/A	P O BOX 3368		PUBLIC	PRIMARY PREVENTION OF DOMESTIC/SEXUA	5,000
WONDERS & WORRIES, INC	AUSTIN TX 78758	N/A	9101 BURNET ROAD, STE 107		PUBLIC	OPERATING SUPPORT	95,000
WORKERS DEFENSE PROJECT	AUSTIN TX 78723	N/A	5406 MANOR ROAD		PUBLIC	FAMILY FOOD JUSTICE PROJECT	5,000
ZACHARY SCOTT THEATER CENTER	AUSTIN TX 78704	N/A	1510 TOOMEY ROAD		PUBLIC	CELEBRATING Z SCOTT'S AUSTIN TREASUR	5,000
TOTAL							1,172,500