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

OMB No 1545-0052

**2011**

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

, 2011, and ending

, 20

Name of foundation <b>ROBERT J. &amp; HELEN C. KLEBERG FOUNDATION</b>		A Employer identification number <b>74-6044810</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>700 N. ST. MARY'S SUITE 1200</b>	Room/suite	B Telephone number (see instructions) <b>(210) 271-3691</b>						
City or town, state, and ZIP code <b>SAN ANTONIO, TX 78205</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 216,509,554.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)		<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____				
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual							
<input type="checkbox"/> Other (specify) _____								

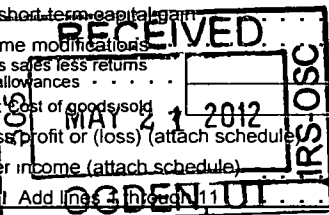
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B <input checked="" type="checkbox"/>					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,170,295.	1,170,295.		
4 Dividends and interest from securities		3,304,407.	3,304,407.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		11,318,492.			
b Gross sales price for all assets on line 6a <b>29,859,158.</b>					
7 Capital gain net income (from Part IV, line 2)			11,318,492.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		3,516,110.	3,515,047.		ATCH 1
12 Total. Add lines 3 through 11		19,309,304.	19,308,241.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages		70,437.	24,864.		45,573.
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 2		20,000.	5,000.		15,000.
c Other professional fees (attach schedule) *		1,009,744.	1,009,744.		
17 Interest					
18 Taxes (attach schedule) (see instructions) **		732,221.	327,971.		539.
19 Depreciation (attach schedule) and depletion		437.	437.		
20 Occupancy		12,018.	10,816.		1,202.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		15,878.	3,914.		11,743.
24 Total operating and administrative expenses. Add lines 13 through 23		1,860,735.	1,382,746.		74,057.
25 Contributions, gifts, grants paid		9,971,291.			9,971,291.
26 Total expenses and disbursements. Add lines 24 and 25		11,832,026.	1,382,746.	0	10,045,348.
27 Subtract line 26 from line 12		7,477,278.			
a Excess of revenue over expenses and disbursements			17,925,495.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

\* ATCH 3 JSA \*\* ATCH 4

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SCANNED MAY 30 2012



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Part II Balance Sheets		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	5,427,919.	27,397,971.	27,397,971.	
	3 Accounts receivable 321,662.				
	Less allowance for doubtful accounts		321,662.	321,662.	
	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 (attach schedule)				
	Less allowance for doubtful accounts				
	8 Inventories for sale or use	105,208.	161,079.	161,079.	
	9 Prepaid expenses and deferred charges	32,127,671.	3,642,885.	4,089,272.	
	10 a Investments - U S and state government obligations (attach schedule) **	150,171,679.	163,891,119.	174,156,086.	
	b Investments - corporate stock (attach schedule) ATCH 7	3,572,850.	3,473,402.	3,701,465.	
	c Investments - corporate bonds (attach schedule) ATCH 8				
	11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)					
12 Investments - mortgage loans					
13 Investments - other (attach schedule)					
14 Land, buildings, and equipment basis 15,275.			ATCH 9		
Less accumulated depreciation (attach schedule) 13,207.	1,081.	2,068.	2,068.		
15 Other assets (describe ATCH 10)	441.	441.	6,679,951.		
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	191,406,849.	198,890,627.	216,509,554.		
Liabilities	17 Accounts payable and accrued expenses	4,303.	10,803.		
	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)	4,303.	10,803.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	188,340,598.	198,879,824.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	3,061,948.			
	30 Total net assets or fund balances (see instructions)	191,402,546.	198,879,824.		
	31 Total liabilities and net assets/fund balances (see instructions)	191,406,849.	198,890,627.		

## 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	191,402,546.
2 Enter amount from Part I, line 27a	2	7,477,278.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	198,879,824.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	198,879,824.

\*\* ATCH 6

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	11,318,492.	
<b>3</b> 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			<b>3</b>	0	

**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	9,126,890.	208,311,234.	0.043814
2009	10,605,382.	185,210,873.	0.057261
2008	11,101,105.	217,585,754.	0.051019
2007	10,477,725.	223,541,166.	0.046872
2006	10,077,575.	215,753,058.	0.046709
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.245675
<b>3</b> 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			<b>3</b> 0.049135
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 223,770,394.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 10,994,958.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 179,255.
<b>7</b> Add lines 5 and 6			<b>7</b> 11,174,213.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 10,045,348.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	358,510.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	358,510.
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	358,510.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	344,000.	
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	344,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	14,510.	
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 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> <input type="checkbox"/>	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . 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) <input type="checkbox"/> 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

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

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	
Website address <input type="checkbox"/> N/A			
14. The books are in care of <input type="checkbox"/> JOHN D. ALEXANDER, JR. Telephone no <input type="checkbox"/> 210-271-3691			
Located at <input type="checkbox"/> 700 N. ST MARYS, SAN ANTONIO, TX ZIP + 4 <input type="checkbox"/> 78205-0000			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>			X

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

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

	Yes	No
1a. During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 <input type="checkbox"/>		
3a. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b. If "Yes," did it have excess business holdings in 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)	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 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATTACHMENT 11		0	0	0

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

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

**Total number of other employees paid over \$50,000** ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLINGTON TRUST COMPANY BOSTON, MASSACHUSETTS	INVEST COUNSELING	200,347.
LUTHER KING INVESTMENT MANAGEMENT CO. FORT WORTH, TEXAS	INVEST COUNSELING	315,401.
FIDUCIARY TRUST COMPANY NEW YORK, NEW YORK	INVESTMENT MGT.	96,398.
STATE STREET/LLOYD GEORGE BOSTON, MASSACHUSETTS	INVESTMENT MGT.	101,452.
SANDERSON FUND NEW YORK, NEW YORK	INVESTMENT MGT.	189,982.
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>1</b>

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	

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**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	205,656,100.
b	Average of monthly cash balances	1b	14,357,205.
c	Fair market value of all other assets (see instructions)	1c	7,164,760.
d	Total (add lines 1a, b, and c)	1d	227,178,065.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	227,178,065.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,407,671.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	223,770,394.
6	Minimum investment return. Enter 5% of line 5	6	11,188,520.

**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	11,188,520.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	358,510.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	358,510.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,830,010.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,830,010.
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	10,830,010.

**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	10,045,348.
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	10,045,348.
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	10,045,348.

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.

Form 990-PF (2011)

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**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 . . . . .				10,830,010.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			9,941,444.	
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
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 ▶ \$ 10,045,348.				
a Applied to 2010, but not more than line 2a . . . . .			9,941,444.	
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 . . . . .				103,904.
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 . . . . .				10,726,106.
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 . . . . .	0			
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 . . . . .				

Form 990-PF (2011)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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

ATTACHMENT 12

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

ATTACHMENT 12

c Any submission deadlines

ATTACHMENT 12

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

ATTACHMENT 12

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year ATTACHMENT 13				9,971,291.
<b>Total</b> . . . . .			▶ <b>3a</b>	9,971,291.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Form 990-PF (2011)

**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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
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	1,170,295.	
4	Dividends and interest from securities . . . . .			14	3,304,407.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property .					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	11,318,492.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ROYALTY INCOME			15	3,541,347.	
c	PARTNERSHIP INCOME	525990	1,063.	14	-30,089.	
d	MISCELLANEOUS INCOME			18	3,789.	
e						
12	Subtotal Add columns (b), (d), and (e) . . . . .		1,063.		19,308,241.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .					19,309,304.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT 14					VARIOUS 11318492.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>11318492.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS ROYALTIES	3,541,347.	3,541,347.
PARTNERSHIP INCOME/LOSS	-29,026.	-30,089.
MISCELLANEOUS INCOME	3,789.	3,789.
TOTALS	<u>3,516,110.</u>	<u>3,515,047.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

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

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	46,164.	46,164.		
INVESTMENT COUNCIL MANAGEMENT	963,580.	963,580.		
TOTALS	<u>1,009,744.</u>	<u>1,009,744.</u>		

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRODUCTION TAXES	201,591.	201,591.		
PAYROLL TAXES	5,388.	4,850.		
FOREIGN TAXES PAID	47,342.	47,342.		
AD VALOREM TAXES	74,188.	74,188.		
FEDERAL EXCISE TAX PAYMENTS	403,712.			539.
TOTALS	<u>732,221.</u>	<u>327,971.</u>		<u>539.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	15,657.	3,914.		11,743.
OTHER EXPENSE	221.			
TOTALS	<u>15,878.</u>	<u>3,914.</u>	<u></u>	<u>11,743.</u>

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

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY - TREAS. NOTES AND GOV'T OBLIGATIONS		
VANGUARD S/T BOND FUND	3,642,885.	4,089,272.
VANGUARD INTER BOND FUND		
VANGUARD L/T BOND FUND		
US OBLIGATIONS TOTAL	<u>3,642,885.</u>	<u>4,089,272.</u>

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

EIN 74-6044810  
FORM 990-PF, 2011

BALANCE SHEET DETAIL

LINE 10b - INVESTMENTS-SECURITIES	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
LUTHER KING/STATE STREET - CASH EQUIVALENTS	1,411,542	1,411,542
LUTHER KING/STATE STREET - SECURITIES	21,461,444	34,705,645
LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS	321,532	321,532
LUTHER KING SMALL CAP/STATE STREET - SECURITIES	5,728,038	7,089,124
FIDUCIARY TRUST - CASH EQUIVALENTS	1,438,000	1,438,000
FIDUCIARY TRUST - INTERNATIONAL SECURITIES	21,422,226	21,610,600
WELLINGTON CTF RESEARCH EQUITY FUND	20,248,610	17,265,819
WELLINGTON CTF DIH EQUITY FUND	10,787,321	9,767,559
LLOYD GEORGE ASIAN EQUITY FUND	0	0
ENDOWMENT VENTURE PARTNERSHIP INV.	296,326	352,782
VANGUARD INSTITUTIONAL FUND	8,244,502	8,605,678
DODGE COX FUND	16,808,937	14,203,592
SANDERSON FUND	19,159,381	18,164,941
NYES LEDGE CAPITAL HORIZON FUND	10,000,000	10,522,266
NYES LEDGE CAPITAL OFFSHORE FUND	10,000,000	12,964,172
ABERDEEN FUNDS	16,563,260	15,732,834
<b>TOTAL SECURITIES</b>	<b>\$163,891,119</b>	<b>\$174,156,086</b>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY CORPORATE BONDS	3,473,402.	3,701,465.
TOTALS	<u>3,473,402.</u>	<u>3,701,465.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9

## ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
FILING CABINET	SL	259.			259.	259	
FURNITURE	A5	920			920	920	
CHAIRS	A5	629.			629.	629.	
LEASEHOLD IMPROVE	A5	2,585			2,585	2,585	
DESK & FILES	A5	2,079			2,079	2,079	
BOOK CASES	A5	1,247.			1,247.	1,247	
SAFE	M7	937			937	937	
COMPUTER TABLE	M7	147			147	147	
COMPUTER & PRINTER	M5	2,863			2,863	2,863	
COMPUTER HARDWARE	M5	788			788	788	
COMPUTER	M5	1,177			1,177.	353	235
PRINTER	M5	368		368		111	37
PRINTER	M5		534		534		54
SCANNER	M5		910.		910		91
MONITOR	M5		199		199		20
TOTALS		<u>13,999.</u>			<u>15,274.</u>	<u>12,918.</u>	<u>13,207.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTERESTS	38,318,771.	
ACCUMULATED DEPLETION	-38,318,771.	6,679,510.
LEASE DEPOSIT	216.	216.
OTHER CURRENT ASSETS	225.	225.
TOTALS	<u>441.</u>	<u>6,679,951.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

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

FEDERAL FOOTNOTES

PART XV SUPPLEMENTARY INFORMATION

-----  
2. A. NAME, ADDRESS AND TELEPHONE NUMBER TO WHOM APPLICATIONS SHOULD  
BE ADDRESSED:  
-----

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

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

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

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

2. C. SUBMISSION DEADLINES:  
-----

THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS

2. D. RESTRICTIONS OR LIMITATIONS ON GRANT REQUESTS:  
-----

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

FEDERAL FOOTNOTES

ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.

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

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
BOY SCOUTS OF AMERICA - SOUTH TEXAS COUNCIL 700 EVERHART TERRACE, BUILDING A, CORPUS CHRISTI, TX 78411	PUBLIC	CAMP KARANKAWA RENOVATIONS	125,000
BOYS AND GIRLS CLUB OF KINGSVILLE 1238 E KENEDY, P O. BOX 1181, KINSVILLE, TX 78363	PUBLIC	YOUTH PROGRAMS	45,000
CASA OF KLEBERG COUNTY A/K/A BRUSH COUNTRY CASA P O BOX 1236, KINGSVILLE, TX 78364	PUBLIC	CHILD WELFARE PROGRAM	20,000
CHRISTUS-SPOHN HEALTH SYSTEM 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE, TX 78363-7129	PUBLIC	RENOVATIONS TO EMERGENCY DEPARTMENT	500,000
COASTAL BEND ALCOHOL REHAB CENTER PO BOX 4996, CORPUS CHRISTI, TX 78469-4996	PUBLIC	CHEMICAL DEPENDENCY REHAB PROGRAM	25,000
COASTAL BEND KIDNEY FOUNDATION P O BOX 9172, CORPUS CHRISTI, TX 78469	PUBLIC	NUTRITIONAL SUPPLEMENTS PROGRAM	25,000
CORPUS CHRISTI SYMPHONY SOCIETY 555 N CARANCAHUA #410, CORPUS CHRISTI, TX 78478	PUBLIC	SYMPHONIC PROGRAMMING	10,000
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34, CORPUS CHRISTI, TX 78411	PUBLIC	FAMILY THERAPY PROGRAM	35,000
FOXCROFT SCHOOL P O BOX 5555, MIDDLEBURG, VA 22117	PUBLIC	STEM PROGRAMMING	250,000
HOUSE EAR INSTITUTE 2100 WEST THIRD STREET, 5TH FLOOR, LOS ANGELES, CA 90057	PUBLIC	CELL STRUCTURE AND FUNCTION LABORATORY	100,000
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS P O BOX 89, ROUNDTOP, TX 78954-0089	PUBLIC	MUSIC SCHOLARSHIPS	20,000
JOHN HOPKINS SCHOOL OF MEDICINE 120 NEW ENGINEERING BLDG, 3400 N CHARLES ST, BALTIMORE, MD 21218-2681	PUBLIC	BREAST CANCER AND HUMAN DISEASE GENETICS PROJECTS	200,000
KINGSVILLE SYMPHONY ORCHESTRA P O BOX 2154, KINGSVILLE, TX 78363	PUBLIC	VIVA LA MUSICA CONCERT	10,000
LOWER RIO GRANDE VALLEY NATURE CENTER P O BOX 8125, WESLACO, TX 78596	PUBLIC	DOCUMENTARY "BIRDS OF SOUTH TEXAS"	50,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE, NEW YORK, NY 10021	PUBLIC	BRAIN TUMOR RESEARCH	496,083
MENIL FOUNDATION, INC 1515 SUL ROSS STREET, HOUSTON, TX 77006	PUBLIC	CURATORIAL FELLOWSHIP	51,291
MUSEUM OF MODERN ART 11 WEST 53RD STREET, NEW YORK, NY 10019	PUBLIC	SUPPORT ANNUAL FUND	10,000
NATIONAL SPORTING LIBRARY P.O BOX 1335, MIDDLEBURG, VA 20118-1335	PUBLIC	KLEBERG MEMORIAL GALLERY	150,000
NATURE CONSERVANCY 1815 NORTH LYNN STREET, ARLINGTON, VA 22209	PUBLIC	CONSERVATION AND PRESERVES	100,000
NEW YORK BOTANICAL GARDEN BRONX, NY 10458-5126	PUBLIC	INTERNATIONAL PLANT SCIENCE CENTER	25,000
NORTH AMERICAN BUTTERFLY ASSOCIATION P O. BOX 878, MISSION, TX 78573	PUBLIC	SUPPORT OPERATING EXPENSES	25,000
PLANNED PARENTHOOD OF SAN ANTONIO 104 BABCOCK ROAD, SAN ANTONIO, TX 78201-3857	PUBLIC	FAMILY PLANNING PROGRAMS	50,000
PRESBYTERIAN PAN-AM SCHOOL P O BOX 1578, KINGSVILLE, TX 78364	PUBLIC	STUDENT FINANCIAL AID	75,000
SAN ANTONIO BOTANICAL GARDEN SOCIETY PO BOX 6569, SAN ANTONIO TX 78209	PUBLIC	"DINOSAUR STAMPEDE" EXHIBIT	60,000

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

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
SAN ANTONIO MUSEUM OF ART 200 WEST JONES AVENUE, SAN ANTONIO, TX 78215	PUBLIC	SUPPORT SAMA GUIDE TO COLLECTIONS	90,985
SOUTH TEXAS PUBLIC BROADCASTING 4455 SOUTH PADRE ISLAND DR , #38, CORPUS CHRISTI, TX, 78411-4481	PUBLIC	SPONSOR SCIENCE AND WILDLIFE PROGRAMS	48,691
SOUTHWEST SCHOOL OF ART 300 AUGUSTA, SAN ANTONIO, TX 78205-1296	PUBLIC	SUPPORT URSULINE CAMPUS	50,000
ST. MARY'S HALL 9401 STARCREST DRIVE, SAN ANTONIO, TX 78217	PUBLIC	SOCIAL SCIENCE AND HISTORY CENTER	500,000
TAPING FOR THE BLIND, INC 3935 ESSEX LANE, HOUSTON, TX 77027	PUBLIC	SERVICES FOR THE BLIND	15,000
TEACH FOR AMERICA 315 WEST 36TH STREET, NEW YORK, NY 10018-6404	PUBLIC	SUPPORT LOWER RIO GRANDE VALLEY	400,000
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION MSC 218, KINGSVILLE, TX 78363-8202	PUBLIC	SOUTH TEXAS NATIVES	100,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE P O BOX 760549, SAN ANTONIO, TX 78248-0549	PUBLIC	MONODELPHIS BREEDING AND CONSTRUCTION OF LAB	884,437
TEXAS HEART INSTITUTE P O. BOX 20345, HOUSTON, TX 77225-0345	PUBLIC	STEM CELL THERAPY RESEARCH	149,039
UNIVERSITY OF MIAMI, MILLER SCHOOL OF MEDICINE P O BOX 016960(R-48), MIAMI, FL 33101	PUBLIC	PROJECT TO CURE PARALYSIS	198,880
UNIVERSITY OF PENNSYLVANIA, SCHOOL OF VETERINARY MEDICINE 420 FRANKLIN BUILDING, PHILADELPHIA, PA 19104-6285	PUBLIC	VETERINARY REPRODUCTIVE PHYSIOLOGY RESEARCH	183,158
UNIVERSITY OF TEXAS AT AUSTIN P O BOX 7458, AUSTIN, TX 78713	PUBLIC	FIREANT RESEARCH	150,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-SAN ANTONIO 7703 FLOYD CURL, SAN ANTONIO, TX 78284-7834	PUBLIC	KLEBERG MEDICAL SCHOLARS PROGRAM	1,018,727
UNIVERSITY OF TEXAS PAN AMERICAN 1201 W UNIVERSITY DRIVE, EDINBURG, TX 78539	PUBLIC	PREMIDCAL SCHOLARS PROGRAM	350,000
UNIVERSITY OF TEXAS SAN ANTONIO 6900 NORTH LOOP 1604 WEST, SAN ANTONIO, TX 78249-0661	PUBLIC	SUPPORT CHAIR FOR CELLULAR AND MOLECULAR BIOLOGY	1,500,000
VALLEY ZOOLOGICAL SOCIETY 500 RINGGOLD STREET, BROWNSVILLE, TX 78520	PUBLIC	GLADYS PORTER ZOO SOUTH TEXAS DISCOVERY CENTER	250,000
VANDERBILT-INGRAM CANCER CENTER 2100 PIERCE AVENUE, STE 301, NASHVILLE, TN 37212-3100	PUBLIC	IMAGING ADVANCES FOR THE EARLY DETECTION OF CANCER	1,000,000
WITTE MUSEUM 3801 BROADWAY, SAN ANTONIO, TX 78209-6396	PUBLIC	SOUTH TEXAS HERITAGE CENTER	600,000
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368, CORPUS CHRISTI, TX 78463-3368	PUBLIC	EMERGENCY SHELTER AND SUPPORTIVE SERVICE PROGRAMS	25,000
TOTAL GRANTS & CONTRIBUTIONS			<u>\$9,971,291</u>

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

EIN 74-6044810  
FORM 990-PF, 2011

CAPITAL GAIN/LOSS STATEMENT

DESCRIPTION	PROCEEDS	BASIS	REALIZED GAIN/ (LOSS)
LTCG DISTRIBUTION THROUGH VANGUARD SHORT TERM BOND INDEX FUND			6,427
LTCG DISTRIBUTION THROUGH VANGUARD INTERMEDIATE TERM BOND INDEX FUND			32,459
LTCG DISTRIBUTION THROUGH ABERDEEN FUNDS			148,544
GAIN THROUGH VANGUARD SHORT TERM BOND INDEX FUND	9,900,146	9,604,502	295,644
GAIN THROUGH VANGUARD INTERMEDIATE TERM BOND INDEX FUND	10,539,026	9,753,414	785,612
GAIN THROUGH VANGUARD LONG TERM BOND INDEX FUND	9,419,987	8,665,494	754,493
GAIN THROUGH LUTHER KING. PUBLICALLY TRADED SECURITIES			2,829,518
GAIN THROUGH LUTHER KING (SMALL CAP). PUBLICALLY TRADED SECURITIES			652,543
GAIN THROUGH LLOYD GEORGE/EATON			1,858,562
GAIN THROUGH FIDUCIARY: PUBLICALLY TRADED SECURITIES			1,267,970
GAIN THROUGH WELLINGTON TRUST COMPANY RESEARCH EQUITY FUND			1,633,615
GAIN THROUGH WELLINGTON TRUST COMPANY DIVERSIFIED INFLATION HEDGES PORTFOLIO			327,232
LOSS THROUGH ENDOWMENT VENTURE PARTNERS V, L.P.			46,724
GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND			679,150
<b>TOTAL</b>			<b>11,318,492</b>