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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2011**

**For calendar year 2011, or tax year beginning 07-01-2011 , and ending 06-30-2012**

**G** Check all that apply ☐ Initial return ☑ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
The Ewing Halsell Foundation

**A Employer identification number**
30-0654055

Number and street (or P O box number if mail is not delivered to street address) 711 Navarro No 737 | Room/suite

**B** Telephone number (see page 10 of the instructions)
(210) 223-2649

City or town, state, and ZIP code
San Antonio, TX 78205

**C** If exemption application is pending, check here ☐
**D 1.** Foreign organizations, check here ☐
**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐
**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 148,159,351

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

## Part I Analysis of Revenue and Expenses

*(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )*

| | | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 | Check ▶ ☑ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 578,929 | 578,929 | | |
| | 4 | Dividends and interest from securities | 862,912 | 862,912 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 4,426,478 | | | |
| | b | Gross sales price for all assets on line 6a | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 4,426,478 | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | 3,952,876 | 3,952,876 | | |
| | 12 | **Total.** Add lines 1 through 11 | 9,821,195 | 9,821,195 | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 192,500 | 0 | | 0 |
| | 14 | Other employee salaries and wages | 82,200 | 20,550 | | 61,650 |
| | 15 | Pension plans, employee benefits | 13,849 | 3,462 | | 10,386 |
| | 16a | Legal fees (attach schedule) | 48,603 | 12,151 | | 36,452 |
| | b | Accounting fees (attach schedule) | 30,850 | 30,850 | | 0 |
| | c | Other professional fees (attach schedule) | 481,760 | 120,440 | | 361,320 |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see page 14 of the instructions) | 343,534 | 241,141 | | 10,065 |
| | 19 | Depreciation (attach schedule) and depletion | 10,067 | 10,067 | | |
| | 20 | Occupancy | 68,193 | 17,048 | | 51,144 |
| | 21 | Travel, conferences, and meetings | 7,014 | 1,753 | | 5,260 |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) | 221,474 | 130,822 | | 90,655 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 1,500,044 | 588,284 | | 626,932 |
| | 25 | Contributions, gifts, grants paid | 7,534,000 | | | 7,534,000 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 9,034,044 | 588,284 | | 8,160,932 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 787,151 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 9,232,911 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | | |

**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 | 12,186,666 | 12,066,104 | 12,066,104 |
| 2 | Savings and temporary cash investments | | | |
| 3 | Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________ | | | |
| 4 | Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________ | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________ | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | 3,788 | 15,043 | 15,043 |
| 10a | Investments—U S and state government obligations (attach schedule) | 0 | 2,673,781 | 2,660,042 |
| b | Investments—corporate stock (attach schedule) | 33,197,974 | 38,097,395 | 43,178,249 |
| c | Investments—corporate bonds (attach schedule) | 10,876,328 | 8,355,490 | 8,669,224 |
| 11 | Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________ | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | 68,612,823 | 64,542,117 | 67,019,343 |
| 14 | Land, buildings, and equipment basis ▶ 144,849 Less accumulated depreciation (attach schedule) ▶ 93,503 | 61,413 | 51,346 | 51,346 |
| 15 | Other assets (describe ▶ ________ ) | 0 | 0 | 14,500,000 |
| 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 124,938,992 | 125,801,276 | 148,159,351 |
| **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 ▶ ________ ) | 0 | 24,277 | |
| 23 | **Total liabilities** (add lines 17 through 22) | 0 | 24,277 | |
| **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 | 124,938,992 | 125,776,999 | |
| | **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 | | | |
| 30 | **Total net assets or fund balances** (see page 17 of the instructions) | 124,938,992 | 125,776,999 | |
| 31 | **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 124,938,992 | 125,801,276 | |

**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 | 124,938,992 |
| 2 | Enter amount from Part I, line 27a | 2 | 787,151 |
| 3 | Other increases not included in line 2 (itemize) ▶ ________ | 3 | 50,856 |
| 4 | Add lines 1, 2, and 3 | 4 | 125,776,999 |
| 5 | Decreases not included in line 2 (itemize) ▶ ________ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 125,776,999 |

## 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 Additional Data Table | | | |
| 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 | See Additional Data Table | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|---|
| a | See Additional Data Table | | | |
| 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 | 4,426,478 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . . . . . . . . . . . | | 3 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2010 | 7,487,895 | 150,591,441 | 0 049723 |
| 2009 | 7,370,896 | 149,452,912 | 0 049319 |
| 2008 | 7,101,414 | 145,410,922 | 0 048837 |
| 2007 | 7,391,281 | 143,917,117 | 0 051358 |
| 2006 | 5,460,821 | 133,842,214 | 0 040800 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d). . . . . . . . . . . . . . . . . . . . . . . | 2 | 0 240037 |
| 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 048007 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . . | 4 | 148,084,456 |
| 5 | Multiply line 4 by line 3. . . . . . . . . . . . . . . . . . . . . . . . . | 5 | 7,109,090 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . . . . . . . | 6 | 92,329 |
| 7 | Add lines 5 and 6. . . . . . . . . . . . . . . . . . . . . . . . . . . | 7 | 7,201,419 |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . . . . . . . . . . . | 8 | 8,160,932 |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 | 92,329 |
| 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 | 92,329 |
| 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 | 92,329 |
| 6 | Credits/Payments | | | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 72,000 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 10,000 | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 82,000 |
| 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 | 10,329 |
| 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** ▶ | **Refunded** ▶ | | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | No |
| 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)? | 1b | | No |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶TX | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* | 8b | Yes | |
| 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 on page 27)? *If "Yes," complete Part XIV* | 9 | | No |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | No |

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

| | | | | |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions). | 11 | | No |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |

Website address ▶N/A

14 The books are in care of ▶Jackie Moczygemba Telephone no ▶(210) 223-2649

Located at ▶711 Navarro Suite 737 San Antonio TX ZIP+4 ▶78205

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 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 | | 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 ▶

## 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 page 20 of the instructions)? | **1b** | | **No** |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | **1c** | | **No** |
| **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? ☐ **Yes** ☑ **No** | | | |
| | If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____ | | | |
| **b** | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the 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 ▶ 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.)* | **3b** | | |
| **4a** | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | **4a** | | **No** |
| **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** | | **No** |

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

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

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

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

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

**(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** 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 ☑ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 page 22 of the instructions).**

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| See Additional Data Table | | | | |

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

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

**Total** number of other employees paid over $50,000 ▶ 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 page 23 of the instructions). If none, enter "NONE".**

| **(a)** Name and address of each person paid more than $50,000 | **(b)** Type of service | **(c)** Compensation |
|---|---|---|
| BBR Partners<br>140 East 45th Street 26th Floor<br>New York, NY 10017 | Investment Managers | 150,000 |
| Goldman Sachs Mid Cap<br>1000 Louisiana St Ste 550<br>Houston, TX 77002 | Investment Managers | 87,865 |
| Pershing - Gardner Russo<br>223 East Chestnut Street<br>Lancaster, PA 17602 | Investment Managers | 78,792 |
| Goldman Sachs Yachtman<br>1000 Louisiana St Ste 550<br>Houston, TX 77002 | Investment Managers | 78,487 |
| Randy Boatright<br>PO Box 17962<br>San Antonio, TX 78217 | O&G Lease Monitoring & Operations | 66,400 |
| **Total** number of others receiving over $50,000 for professional services. . . . . . . . . . . . . ▶ | | 0 |

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

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 | |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B** **Summary of Program-Related Investments** (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 | |
| 2 | |
| All other program-related investments See page 24 of the instructions | |
| 3 | |
| **Total.** Add lines 1 through 3. . . . . . . . . . . . . . . . . . . . . . . . . . ▶ | 0 |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities | 1a | 135,839,549 |
| b | Average of monthly cash balances | 1b | 0 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 14,500,000 |
| d | **Total** (add lines 1a, b, and c) | 1d | 150,339,549 |
| 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 | 150,339,549 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 2,255,093 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 148,084,456 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 7,404,223 |

**Part XI** **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

| | | | |
|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | 1 | 7,404,223 |
| 2a | Tax on investment income for 2011 from Part VI, line 5 — 2a: 92,329 | | |
| b | Income tax for 2011 (This does not include the tax from Part VI ) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 92,329 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 7,311,894 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0 |
| 5 | Add lines 3 and 4 | 5 | 7,311,894 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | 0 |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 7,311,894 |

**Part XII** **Qualifying Distributions** (see page 25 of the instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes | | |
| a | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 | 1a | 8,160,932 |
| b | Program-related investments—total from Part IX-B | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 8,160,932 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 92,329 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 8,068,603 |

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

**Part XIII** **Undistributed Income** (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---|---|---|---|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 7,311,894 |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only. . . . . . . | | | 5,251,254 | |
| b Total for prior years 20___, 20___, 20___ | | 0 | | |
| 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. . . . . . . . . . | 0 | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 8,160,932 | | | | |
| a Applied to 2010, but not more than line 2a | | | 5,251,254 | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | 0 | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . | 0 | | | |
| d Applied to 2011 distributable amount. . . . . | | | | 2,909,678 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 0 | | | 0 |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . . . . . . . . . | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . . | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . | | 0 | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . . . . . . . . . | | | 0 | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . . . . . . . . | | | | 4,402,216 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . . . . . . . . . | 0 | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . . . . . . . . . . . | 0 | | | |
| 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. . . . | | | | |

## Part XIV Private Operating Foundations (see page 27 of the 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 organization 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<br>**a** "Assets" alternative test—enter<br>**(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<br>**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| **(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| **(3)** Largest amount of support from an exempt organization | | | | | |
| **(4)** Gross investment income | | | | | |

## Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2) )

**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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

Jackie Moczygemba Foundation Manage
711 Navarro Street Ste 737
San Antonio, TX 78205
(210) 223-2640

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

See Attached Statement 16

**c** Any submission deadlines

See Attached Statement 16

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

See Attached Statement 16

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year*<br>See Additional Data Table | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 7,534,000 |
| **b** *Approved for future payment*<br>See Additional Data Table | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | 24,179,000 |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See page 28 of the 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 | 578,929 | |
| 4 Dividends and interest from securities. . . . | | | 14 | 862,912 | |
| 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. . . . . | | | 01 | 3,952,876 | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 4,426,478 | |
| 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 | | 9,821,195 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e). . . . . . . . . . . . . . . . . . . . . . 13 9,821,195

(See worksheet in line 13 instructions on page 28 to verify calculations )

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions ) |
|---|---|

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

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

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

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | | |

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

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

| ****** | 2013-04-03 | ****** |
|---|---|---|
| Signature of officer or trustee | Date | Title |

**Paid Preparer's Use Only**

| | | Date | Check if self-employed ☐ | PTIN |
|---|---|---|---|---|
| Preparer's Signature | David S Owens | 2013-04-03 | | P00387441 |
| Firm's name | Owens Consortium PLLC | | Firm's EIN 26-3843250 | |
| Firm's address | 200 Concord Plaza Ste 550<br>San Antonio, TX 78216 | | Phone no (210) 384-0333 | |

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| **(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 ) |
|---|---|---|---|
| Gardner Russo | | | |
| Goldman Sachs Mid Cap | | | |
| Goldman Sachs Yacktman | | | |
| Goldman Sachs Corp FI | | | |
| Richmond Capital Mgmt | | | |
| MorganStanley SmithBarney | | | |
| From K-1 L-R Global Partners | P | | |
| From K-1 L-R Global Partners | P | | |
| Sabretooth Offshore Fund | P | 2011-07-01 | 2012-05-31 |
| Hoplite Offshore Fund | P | 2011-07-01 | 2011-10-01 |
| Southport Energy Plus Offshore | P | 2011-07-01 | 2012-01-01 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| **(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) |
|---|---|---|---|
| | | | 1,974 |
| | | | 63,651 |
| | | | 70,291 |
| | | | 89,368 |
| | | | 100,710 |
| | | | 909,951 |
| | | | -11,790 |
| | | | -86,982 |
| | | | -277,893 |
| | | | -97,649 |
| | | | 3,664,847 |

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | **(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| **(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 | |
| | | | 1,974 |
| | | | 63,651 |
| | | | 70,291 |
| | | | 89,368 |
| | | | 100,710 |
| | | | 909,951 |
| | | | -11,790 |
| | | | -86,982 |
| | | | -277,893 |
| | | | -97,649 |
| | | | 3,664,847 |

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| Edward H Austin Jr<br>711 Navarro St Ste 737<br>San Antonio, TX 78205 | Director<br>1 25 | 25,000 | 0 | 0 |
| Jackie Moczygemba<br>711 Navarro St Ste 737<br>San Antonio, TX 78205 | Foundation Manager<br>40 00 | 92,500 | 11,563 | 0 |
| William Harte<br>711 Navarro St Ste 737<br>San Antonio, TX 78205 | Director<br>0 75 | 25,000 | 0 | 0 |
| William Scanlan<br>711 Navarro St Ste 737<br>San Antonio, TX 78205 | Director<br>0 50 | 25,000 | 0 | 0 |
| Hugh A Fitzsimons Jr<br>711 Navarro St Ste 737<br>San Antonio, TX 78205 | Director<br>0 50 | 25,000 | 0 | 0 |

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| Alamo Area Council of Boy Scouts 2226 NW Military Highway San Antonio, TX 78213 | | Public Charity | Support of Youth Activities | 5,000 |
| Alamo Public Telecommunications Council (KLRN) 501 Broadway San Antonio, TX 78205 | | Public Charity | Sponsoring NOVA and Nature Programming | 57,000 |
| Autism Community Network 701 South Zarzamora St San Antonio, TX 78207 | | Public Charity | Support for Training Program & Research | 60,000 |
| Bexar County Performing Arts Center 700 N St Marys 125 San Antonio, TX 78205 | | Public Charity | General Support | 700,000 |
| Children's Bereavement Center 205 West Olmos Dr San Antonio, TX 78212 | | Public Charity | Program Support | 75,000 |
| Cibolo Nature Center 140 City Park Blvd Boerne, TX 78006 | | Public Charity | Support for Children's Education Programs | 75,000 |
| Communities in Schools San Antonio 1616 East Commerce St San Antonio, TX 78205 | | Public Charity | Support for After School Art Program | 32,000 |
| Dress for Success San Antonio 4522 Fredericksburg Road San Antonio, TX 78201 | | Public Charity | Support for Permanent Headquarters | 150,000 |
| Generation Texas San Antonio 150 W Sunset San Antonio, TX 78209 | | Public Charity | Support for In-School Curriculum Project Expansion | 272,000 |
| Girl Scouts of South Texas 811 N Coker Loop San Antonio, TX 78216 | | Public Charity | Youth Programs | 5,000 |
| Goodwill Industries of San Antonio 406 W Commerce San Antonio, TX 78207 | | Public Charity | Program Support | 250,000 |
| Hope House Ministries 10363 Sahara St A21 San Antonio, TX 78216 | | Public Charity | Support for Building Renovation | 50,000 |
| IDEA Public Schools 14001 North 29th St Edinburg, TX 78539 | | Public Charity | Support of Expansion in San Antonio | 1,005,000 |
| Little Church of La Villita 508 Paseo De La Villita San Antonio, TX 78205 | | Public Charity | Program Support | 5,000 |
| McNay Art Museum 6000 N New Braunfels San Antonio, TX 78209 | | Public Charity | General Support | 5,000 |
| P16 Plus 1142 E Commerce Ste 200 San Antonio, TX 78205 | | Public Charity | Program Support | 150,000 |
| Reasoning Mind 2000 Bering Dr Ste 300 Houston, TX 77057 | | Public Charity | Program Support | 500,000 |
| Salvation Army of San Antonio 2802 W Ashby Place San Antonio, TX 78228 | | Public Charity | Program Support | 5,000 |
| San Antonio Area Foundation 110 Broadway 230 San Antonio, TX 78205 | | Public Charity | Program Support | 15,000 |
| San Antonio Children's Museum 305 E Houston St San Antonio, TX 78205 | | Public Charity | Capital Campaign | 500,000 |
| San Antonio Community of Churches 1101 W Woodlawn San Antonio, TX 78201 | | Public Charity | Program Support | 5,000 |
| San Antonio Livestock Exposition Inc 3201 E Houston St San Antonio, TX 78220 | | Public Charity | Support of Youth Scholarships | 5,000 |
| San Antonio Museum of Art 200 W Jones Ave San Antonio, TX 78215 | | Public Charity | Program Support | 5,000 |
| San Antonio Museum of Art 200 W Jones Ave San Antonio, TX 78215 | | Public Charity | Program Support | 275,000 |
| Southwest School of Art 300 Augusta St San Antonio, TX 78205 | | Public Charity | Program Support | 333,000 |
| St Mary's Hall 9401 Starcrest Dr San Antonio, TX 78217 | | Public Charity | Program Support | 50,000 |
| St Mary's Hall 9401 Starcrest Dr San Antonio, TX 78217 | | Public Charity | Capital Campaign | 700,000 |
| Teach For America 315 West 36th Street New York, NY 10018 | | Public Charity | Program Support | 300,000 |
| Texas Agricultural Land Trust 4040 Broadway St 430 San Antonio, TX 78209 | | Public Charity | Outreach & Development Program | 200,000 |
| Texas Biomedical Research Institute PO Box 760549 San Antonio, TX 78245 | | Public Charity | Program Support | 850,000 |

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| Texas Military Institute20955 West Tejas Trail<br>San Antonio,TX 78257 | | Public Charity | Scholarship Support | 100,000 |
| Texas Public Radio8401 Datapoint Dr<br>San Antonio,TX 78229 | | Public Charity | Support for Programming | 5,000 |
| Texas Public Radio8401 Datapoint Dr<br>San Antonio,TX 78229 | | Public Charity | Capital Campaign | 150,000 |
| Texas State Historical Association<br>1155 Union Circle 311580<br>Denton,TX 76203 | | Public Charity | Program Support | 25,000 |
| The Carver Academy217 Robinson Pl<br>San Antonio,TX 78202 | | Public Charity | Scholarship Support | 200,000 |
| United Way of San Antonio and Bexar County700 S Alamo St<br>San Antonio,TX 78293 | | Public Charity | Program Support | 10,000 |
| University of Texas at San Antonio<br>One UTSA Circle<br>San Antonio,TX 78249 | | Public Charity | Program Support and Mexico Center Operating | 45,000 |
| University of the Incarnate Word4301 Broadway St<br>San Antonio,TX 78209 | | Public Charity | Fine Arts Center Capital Campaign | 300,000 |
| Wintergarden Women's Shelter601 North 5th St<br>Carrizo Springs,TX 78834 | | Public Charity | Program Support | 50,000 |
| YMCA of Greater San Antonio3233 N St Marys<br>San Antonio,TX 78212 | | Public Charity | Youth Programs | 5,000 |
| Youth Orchestra of San Antonio106 Auditorium Circle<br>San Antonio,TX 78205 | | Public Charity | Support of Youth Programs | 5,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 7,534,000 |

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **b** *Approved for future payment* | | | | |
| BASIS TX1800 E Chandler Blvd<br>Chandler, AZ 85225 | | Public Charity | Support for Expansion into San Antonio | 2,000,000 |
| Bexar County Performing Arts Center<br>700 N St Marys 125<br>San Antonio, TX 78205 | | Public Charity | General Support | 700,000 |
| Children's Bereavement Center205 West Olmos Dr<br>San Antonio, TX 78212 | | Public Charity | Program Support | 75,000 |
| Cibolo Nature Center140 City Park Blvd<br>Boerne, TX 78006 | | Public Charity | Support for Children's Education Programs | 225,000 |
| Great Hearts Academies of Texas<br>3102 N 56th St Ste 300<br>Phoenix, AZ 85018 | | Public Charity | Support for Expansion of Charter School | 2,000,000 |
| IDEA Public Schools14001 North 29th St<br>Edinburg, TX 78539 | | Public Charity | Support of Expansion into San Antonio | 9,000,000 |
| P16 Plus1142 E Commerce Ste 200<br>San Antonio, TX 78205 | | Public Charity | Program Support | 300,000 |
| Reasoning Mind2000 Bering Dr Ste 300<br>Houston, TX 77057 | | Public Charity | Program Expansion into San Antonio | 1,000,000 |
| San Antonio Children's Museum305 E Houston St<br>San Antonio, TX 78205 | | Public Charity | Capital Campaign | 1,500,000 |
| Southwest School of Art300 Augusta St<br>San Antonio, TX 78205 | | Public Charity | Capital Campaign | 334,000 |
| St Mary's Hall9401 Starcrest Dr<br>San Antonio, TX 78217 | | Public Charity | Program Support | 600,000 |
| Teach For America315 West 36th Street<br>New York, NY 10018 | | Public Charity | Program Expansion in San Antonio | 3,000,000 |
| Texas Agricultural Land Trust4040 Broadway St 430<br>San Antonio, TX 78209 | | Public Charity | Outreach & Development Program | 400,000 |
| Texas Military Institute20955 West Tejas Trail<br>San Antonio, TX 78257 | | Public Charity | Scholarship Support | 100,000 |
| The Carver Academy217 Robinson Pl<br>San Antonio, TX 78202 | | Public Charity | Scholarship Support | 400,000 |
| Trinity University1 Trinity Place<br>San Antonio, TX 78212 | | Public Charity | Support for Principal Fellows Program | 2,500,000 |
| University of Texas at San AntonioOne UTSA Circle<br>San Antonio, TX 78249 | | Public Charity | Program Support and Mexico Center Operating | 45,000 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | 24,179,000 |

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# TY 2011 Accounting Fees Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| Accounting | 30,850 | 30,850 | | 0 |

# TY 2011 Investments Corporate Bonds Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| See Statement 15 | 8,355,490 | 8,669,224 |

# TY 2011 Investments Corporate Stock Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| See Statement 15 | 38,097,395 | 43,178,249 |

# TY 2011 Investments Government Obligations Schedule

| | |
|---|---|
| **Name:** | The Ewing Halsell Foundation |
| **EIN:** | 30-0654055 |
| **US Government Securities - End of Year Book Value:** | 2,673,781 |
| **US Government Securities - End of Year Fair Market Value:** | 2,660,042 |
| **State & Local Government Securities - End of Year Book Value:** | 0 |
| **State & Local Government Securities - End of Year Fair Market Value:** | 0 |

# TY 2011 Investments - Other Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---|---|---|---|
| See Statement 15 | FMV | 55,605,937 | 56,102,336 |
| See Statement 15 | FMV | 8,936,180 | 10,917,007 |

# TY 2011 Legal Fees Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| Legal Fees | 48,603 | 12,151 | | 36,452 |

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# TY 2011 Other Assets Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|---|---|---|---|
| Mineral Interests | 0 | 0 | 14,500,000 |

# TY 2011 Other Expenses Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| Telephone | 3,417 | 854 | | 2,563 |
| Insurance | 55,775 | 13,944 | | 41,831 |
| Office Expense | 4,779 | 1,195 | | 3,584 |
| Contract Services | 98,695 | 98,299 | | 396 |
| Parking | 3,986 | 997 | | 2,990 |
| Dues & Subscriptions | 11,639 | 2,910 | | 8,729 |
| Internet/Computer Expense | 6,000 | 1,500 | | 4,500 |
| Leased Equipment | 4,202 | 1,051 | | 3,152 |
| Bank Charges | 546 | 137 | | 410 |
| Misc Expense | 30,000 | 7,500 | | 22,500 |
| L-R Global Partners - Portfolio Deductions | 2,435 | 2,435 | | 0 |

# TY 2011 Other Income Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| Oil & Gas Royalties | 3,919,883 | 3,919,883 | 0 |
| Settlement Proceeds | 11,301 | 11,301 | 0 |
| Other Income | 78 | 78 | 0 |
| From K-1 L-R Global Partners LP | 21,614 | 21,614 | 21,614 |

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# TY 2011 Other Increases Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Description | Amount |
|---|---|
| Adjustment for refund of excise tax | 50,856 |

# TY 2011 Other Liabilities Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|---|---|---|
| Payroll Taxes Payable | 0 | 3,948 |
| Federal Taxes Payable | 0 | 20,329 |

# TY 2011 Other Professional Fees Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| Investment Management Services | 481,760 | 120,440 | | 361,320 |

# TY 2011 Taxes Schedule

**Name:** The Ewing Halsell Foundation

**EIN:** 30-0654055

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| Payroll Taxes | 13,419 | 3,355 | | 10,065 |
| Royalty Taxes | 106,653 | 106,653 | | 0 |
| Production Taxes | 131,133 | 131,133 | | 0 |
| Excise Taxes | 92,329 | 0 | | 0 |