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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2012**Department of the Treasury  
Internal Revenue Service**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2012, or tax year beginning , 2012, and ending**MCCOMBS FOUNDATION, INC.  
755 E. MULBERRY, SUITE 600  
SAN ANTONIO, TX 78212**A** Employer identification number  
74-2204217**B** Telephone number (see the instructions)**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 ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 39,184,833.**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)

|                                        |                                                       |                                                                              |            |            |            |        |
|----------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|------------|------------|------------|--------|
| SCANNED OCT 18 2013<br>FEDERAL RESERVE | 1                                                     | Contributions, gifts, grants, etc. received (att sch)                        |            |            |            |        |
|                                        | 2                                                     | Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B |            |            |            |        |
|                                        | 3                                                     | Interest on savings and temporary cash investments                           |            |            |            |        |
|                                        | 4                                                     | Dividends and interest from securities                                       | 1,303,318. | 1,303,318. |            |        |
|                                        | 5a                                                    | Gross rents                                                                  |            |            |            |        |
|                                        | b                                                     | Net rental income or (loss)                                                  |            |            |            |        |
|                                        | 6a                                                    | Net gain/(loss) from sale of assets not on line 10                           | 60,286.    |            |            |        |
|                                        | b                                                     | Gross sales price for all assets on line 6a                                  | 1,013,309. |            |            |        |
|                                        | 7                                                     | Capital gain net income (from Part IV, line 2)                               |            | 60,286.    |            |        |
|                                        | 8                                                     | Net short-term capital gain                                                  |            |            | 0.         |        |
|                                        | 9                                                     | Income modifications                                                         |            |            |            |        |
|                                        | 10a                                                   | Gross sales less returns and allowances                                      |            |            |            |        |
| b                                      | Less: Cost of goods sold                              |                                                                              |            |            |            |        |
| c                                      | Gross profit/(loss) (att sch)                         |                                                                              |            |            |            |        |
| 11                                     | Other income (attach schedule)                        |                                                                              |            |            |            |        |
|                                        | SEE STATEMENT 1                                       | 16,525.                                                                      | 16,525.    |            |            |        |
| 12                                     | Total. Add lines 1 through 11                         | 1,380,129.                                                                   | 1,380,129. | 0.         |            |        |
| ADMINISTRATIVE AND OPERATING EXPENSES  | 13                                                    | Compensation of officers, directors, trustees, etc                           | 0.         |            |            |        |
|                                        | 14                                                    | Other employee salaries and wages                                            |            |            |            |        |
|                                        | 15                                                    | Pension plans, employee benefits                                             |            |            |            |        |
|                                        | 16a                                                   | Legal fees (attach schedule)                                                 |            |            |            |        |
|                                        | b                                                     | Accounting fees (attach sch)                                                 |            |            |            |        |
|                                        | c                                                     | Other prof fees (attach sch)                                                 |            |            |            |        |
|                                        | 17                                                    | Interest                                                                     | 922.       | 922.       |            |        |
|                                        | 18                                                    | Taxes (attach schedule)(see instrs)                                          | 25,008.    | 533.       |            |        |
|                                        | 19                                                    | Depreciation (attach sch) and depletion                                      |            |            |            |        |
|                                        | 20                                                    | Occupancy                                                                    |            |            |            |        |
|                                        | 21                                                    | Travel, conferences, and meetings                                            |            |            |            |        |
|                                        | 22                                                    | Printing and publications                                                    | 1,635.     |            |            | 1,635. |
|                                        | 23                                                    | Other expenses (attach schedule)                                             |            |            |            |        |
|                                        |                                                       | SEE STATEMENT 3                                                              | 97,634.    | 96,941.    |            |        |
|                                        | 24                                                    | Total operating and administrative expenses. Add lines 13 through 23         | 125,199.   | 98,396.    |            | 1,635. |
| 25                                     | Contributions, gifts, grants paid PART XV             | 6,047,949.                                                                   |            |            | 6,047,949. |        |
| 26                                     | Total expenses and disbursements. Add lines 24 and 25 | 6,173,148.                                                                   | 98,396.    | 0.         | 6,049,584. |        |
| 27                                     | Subtract line 26 from line 12:                        |                                                                              |            |            |            |        |
| a                                      | Excess of revenue over expenses and disbursements     | -4,793,019.                                                                  |            |            |            |        |
| b                                      | Net investment income (if negative, enter -0-)        |                                                                              | 1,281,733. |            |            |        |
| c                                      | Adjusted net income (if negative, enter -0-)          |                                                                              |            | 0.         |            |        |

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| Part II Balance Sheets                                                                          |                                                                                                                           | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                                                                                 |                                                                                                                           | Beginning of year                                                                                                  | End of year    |                       |
|                                                                                                 |                                                                                                                           | (a) Book Value                                                                                                     | (b) Book Value | (c) Fair Market Value |
| ASSETS                                                                                          | 1 Cash — non-interest-bearing                                                                                             | 1,151,532.                                                                                                         | 1,996,969.     | 1,996,969.            |
|                                                                                                 | 2 Savings and temporary cash investments                                                                                  | 486,988.                                                                                                           | 323,069.       | 323,069.              |
|                                                                                                 | 3 Accounts receivable                                                                                                     |                                                                                                                    |                |                       |
|                                                                                                 | Less allowance for doubtful accounts                                                                                      |                                                                                                                    |                |                       |
|                                                                                                 | 4 Pledges receivable                                                                                                      |                                                                                                                    |                |                       |
|                                                                                                 | Less allowance for doubtful accounts                                                                                      |                                                                                                                    |                |                       |
|                                                                                                 | 5 Grants receivable                                                                                                       |                                                                                                                    |                |                       |
|                                                                                                 | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |                                                                                                                    |                |                       |
|                                                                                                 | 7 Other notes and loans receivable (attach sch)                                                                           |                                                                                                                    |                |                       |
|                                                                                                 | Less allowance for doubtful accounts                                                                                      |                                                                                                                    |                |                       |
|                                                                                                 | 8 Inventories for sale or use                                                                                             |                                                                                                                    |                |                       |
|                                                                                                 | 9 Prepaid expenses and deferred charges                                                                                   |                                                                                                                    |                |                       |
|                                                                                                 | 10a Investments — U S and state government obligations (attach schedule)                                                  |                                                                                                                    |                |                       |
|                                                                                                 | b Investments — corporate stock (attach schedule)                                                                         | 33,242,836.                                                                                                        | 24,567,994.    | 15,825,043.           |
|                                                                                                 | c Investments — corporate bonds (attach schedule)                                                                         |                                                                                                                    |                |                       |
|                                                                                                 | 11 Investments — land, buildings, and equipment basis                                                                     |                                                                                                                    |                |                       |
| Less accumulated depreciation (attach schedule)                                                 |                                                                                                                           |                                                                                                                    |                |                       |
| 12 Investments — mortgage loans                                                                 |                                                                                                                           |                                                                                                                    |                |                       |
| 13 Investments — other (attach schedule)                                                        |                                                                                                                           |                                                                                                                    |                |                       |
| 14 Land, buildings, and equipment basis                                                         |                                                                                                                           |                                                                                                                    |                |                       |
| Less accumulated depreciation (attach schedule)                                                 |                                                                                                                           |                                                                                                                    |                |                       |
| 15 Other assets (describe SEE STATEMENT 4)                                                      | 16,435,255.                                                                                                               | 21,039,752.                                                                                                        | 21,039,752.    |                       |
| 16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I) | 51,316,611.                                                                                                               | 47,927,784.                                                                                                        | 39,184,833.    |                       |
| LIABILITIES                                                                                     | 17 Accounts payable and accrued expenses                                                                                  |                                                                                                                    | 1,403,292.     |                       |
|                                                                                                 | 18 Grants payable                                                                                                         |                                                                                                                    |                |                       |
|                                                                                                 | 19 Deferred revenue                                                                                                       |                                                                                                                    |                |                       |
|                                                                                                 | 20 Loans from officers, directors, trustees, & other disqualified persons                                                 |                                                                                                                    |                |                       |
|                                                                                                 | 21 Mortgages and other notes payable (attach schedule)                                                                    |                                                                                                                    |                |                       |
|                                                                                                 | 22 Other liabilities (describe)                                                                                           |                                                                                                                    |                |                       |
|                                                                                                 | 23 Total liabilities (add lines 17 through 22)                                                                            | 0.                                                                                                                 | 1,403,292.     |                       |
| NET ASSETS OR FUND BALANCES                                                                     | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.                        |                                                                                                                    |                |                       |
|                                                                                                 | 24 Unrestricted                                                                                                           |                                                                                                                    |                |                       |
|                                                                                                 | 25 Temporarily restricted                                                                                                 |                                                                                                                    |                |                       |
|                                                                                                 | 26 Permanently restricted                                                                                                 |                                                                                                                    |                |                       |
|                                                                                                 | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.                                     |                                                                                                                    |                |                       |
|                                                                                                 | 27 Capital stock, trust principal, or current funds                                                                       |                                                                                                                    |                |                       |
|                                                                                                 | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                      | 51,316,611.                                                                                                        | 46,524,492.    |                       |
|                                                                                                 | 29 Retained earnings, accumulated income, endowment, or other funds                                                       |                                                                                                                    |                |                       |
|                                                                                                 | 30 Total net assets or fund balances (see instructions)                                                                   | 51,316,611.                                                                                                        | 46,524,492.    |                       |
| 31 Total liabilities and net assets/fund balances (see instructions)                            | 51,316,611.                                                                                                               | 47,927,784.                                                                                                        |                |                       |

## 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 | 51,316,611. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | -4,793,019. |
| 3 Other increases not included in line 2 (itemize) SEE STATEMENT 5                                                                                           | 3 | 900.        |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 46,524,492. |
| 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 | 46,524,492. |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month day, year) | (d) Date sold<br>(month day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|----------------------------------------|------------------------------------|
| <b>1 a</b> BROKERAGE - STATEMENT 7                                                                                                       |  | P                                                | VARIOUS                                | VARIOUS                            |
| <b>b</b> BROKERAGE - STATEMENT 7                                                                                                         |  | P                                                | VARIOUS                                | VARIOUS                            |
| <b>c</b>                                                                                                                                 |  |                                                  |                                        |                                    |
| <b>d</b>                                                                                                                                 |  |                                                  |                                        |                                    |
| <b>e</b>                                                                                                                                 |  |                                                  |                                        |                                    |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 123,668.     |                                            | 138,004.                                        | -14,336.                                     |
| <b>b</b> 889,641.     |                                            | 815,019.                                        | 74,622.                                      |
| <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) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| <b>a</b>                                                                                    |                                      |                                                     | -14,336.                                                                                              |
| <b>b</b>                                                                                    |                                      |                                                     | 74,622.                                                                                               |
| <b>c</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>d</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>e</b>                                                                                    |                                      |                                                     |                                                                                                       |

|                                                                                       |                                                                                                                      |          |          |
|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>2</b> Capital gain net income or (net capital loss)                                | — [ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 ]                                | <b>2</b> | 60,286.  |
| <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-<br>in Part I, line 8 ] | <b>3</b> | -14,336. |

**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<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|----------------------------------------------------------------------|---------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| 2011                                                                 | 7,608,304.                            | 59,842,841.                                  | 0.127138                                                     |
| 2010                                                                 | 7,473,503.                            | 68,450,381.                                  | 0.109181                                                     |
| 2009                                                                 | 5,595,080.                            | 64,030,822.                                  | 0.087381                                                     |
| 2008                                                                 | 11,797,147.                           | 88,266,012.                                  | 0.133654                                                     |
| 2007                                                                 | 12,269,707.                           | 110,853,390.                                 | 0.110684                                                     |

|                                                                                                                                                                                       |          |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | 0.568038    |
| <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> | 0.113608    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 | <b>4</b> | 47,529,892. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 5,399,776.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 12,817.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 5,412,593.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 6,049,584.  |

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

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

|                                                                                                                                                                                                                                   |     |         |         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) |     |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                      |     | 1       | 12,817. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)                                                                                                       |     |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       |     | 2       | 0.      |
| 3 Add lines 1 and 2                                                                                                                                                                                                               |     | 3       | 12,817. |
| 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       | 12,817. |
| 6 Credits/Payments                                                                                                                                                                                                                |     |         |         |
| a 2012 estimated tax pmts and 2011 overpayment credited to 2012                                                                                                                                                                   | 6 a | 88,842. |         |
| b Exempt foreign organizations – tax withheld at source                                                                                                                                                                           | 6 b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                             | 6 c |         |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                         | 6 d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                             | 7   | 88,842. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                               | 8   |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                   | 9   | 0.      |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                      | 10  | 76,025. |         |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax 12,820. Refunded                                                                                                                                              | 11  | 63,205. |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                     | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                            |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                              |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                                               |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | X  |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                     |     | X  |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                                  | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                        | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>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? <i>If 'No,' attach explanation</i>                                                                                                                                | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X  |

BAA

Form 990-PF (2012)

**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?<br>Website address <u>N/A</u>                                                                                                                                                                                      | 13 | X |   |
| 14 | The books are in care of <u>GARY V. WOODS, TRUSTEE</u> Telephone no <u>210-821-6523</u><br>Located at <u>755 E. MULBERRY, STE 600 SAN ANTONIO TX</u> ZIP + 4 <u>78212</u>                                                                                                                                                              |    |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u><br>and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>                                                                                                                 |    |   |   |
| 16 | At any time during calendar year 2012, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u> | 16 |   | 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  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|-----|
| <b>1 a</b> 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? ( <b>Exception.</b> 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>b</b> If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here <u></u>                                                                                                                                                                      | <b>1 b</b>                                                          |     | N/A |
| <b>c</b> 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 2012?                                                                                                                                                                                                                                                                                                        | <b>1 c</b>                                                          |     | X   |
| <b>2</b> 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))                                                                                                                                                                                                                                                                                                                  |                                                                     |     |     |
| <b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?<br>If 'Yes,' list the years <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |     |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer 'No' and attach statement - see instructions)                                                                                                                                                                         | <b>2 b</b>                                                          |     | N/A |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here<br><u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>                                                                                                                                                                                                                                                                                              |                                                                     |     |     |
| <b>3 a</b> 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>b</b> If 'Yes,' did it have excess business holdings in 2012 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 2012) | <b>3 b</b>                                                          |     | N/A |
| <b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                              | <b>4 a</b>                                                          |     | X   |
| <b>b</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 2012?                                                                                                                                                                                                                                                              | <b>4 b</b>                                                          |     | X   |

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Form 990-PF (2012)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address                                                     | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| MARSHA M. SHIELDS<br>755 E. MULBERRY, SUITE 600<br>SAN ANTONIO, TX 78212 | PRESIDENT<br>0                                            | 0.                                        | 0.                                                                    | 0.                                    |
| LYNDA G. MCCOMBS<br>755 E. MULBERRY, SUITE 600<br>SAN ANTONIO, TX 78212  | DIRECTOR<br>0                                             | 0.                                        | 0.                                                                    | 0.                                    |
| CONNIE M. MCNAB<br>755 E. MULBERRY, SUITE 600<br>SAN ANTONIO, TX 78212   | DIRECTOR<br>0                                             | 0.                                        | 0.                                                                    | 0.                                    |
| GARY V. WOODS<br>755 E. MULBERRY, SUITE 600<br>SAN ANTONIO, TX 78212     | SEC / TREAS<br>0                                          | 0.                                        | 0.                                                                    | 0.                                    |

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

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

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

0





**Part 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                                                             | 1 a | 28,369,655. |
| b | Average of monthly cash balances                                                                            | 1 b | 715,325.    |
| c | Fair market value of all other assets (see instructions)                                                    | 1 c | 19,168,717. |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1 d | 48,253,697. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1 e | 0.          |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2   | 0.          |
| 3 | Subtract line 2 from line 1d                                                                                | 3   | 48,253,697. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | 4   | 723,805.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5   | 47,529,892. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6   | 2,376,495.  |

**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   | 2,376,495. |
| 2a | Tax on investment income for 2012 from Part VI, line 5                                                    | 2 a | 12,817.    |
| b  | Income tax for 2012 (This does not include the tax from Part VI.)                                         | 2 b |            |
| c  | Add lines 2a and 2b                                                                                       | 2 c | 12,817.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3   | 2,363,678. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4   |            |
| 5  | Add lines 3 and 4                                                                                         | 5   | 2,363,678. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6   |            |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7   | 2,363,678. |

**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                                                                        | 1 a | 6,049,584. |
| b | Program-related investments — total from Part IX-B                                                                                                   | 1 b |            |
| 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)                                                                                                       | 3 a |            |
| b | Cash distribution test (attach the required schedule)                                                                                                | 3 b |            |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4   | 6,049,584. |
| 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   | 12,817.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | 6   | 6,036,767. |

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

**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 2,363,678.  |
| 2 Undistributed income, if any, as of the end of 2012:                                                                                                                     |               |                            |             |             |
| a Enter amount for 2011 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years 20 __, 20 __, 20 __                                                                                                                                |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2012                                                                                                                          |               |                            |             |             |
| a From 2007                                                                                                                                                                | 6,771,690.    |                            |             |             |
| b From 2008                                                                                                                                                                | 7,505,560.    |                            |             |             |
| c From 2009                                                                                                                                                                | 2,399,750.    |                            |             |             |
| d From 2010                                                                                                                                                                | 4,052,548.    |                            |             |             |
| e From 2011                                                                                                                                                                | 4,655,338.    |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 25,384,886.   |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,049,584.                                                                                                  |               |                            |             |             |
| a Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2012 distributable amount                                                                                                                                     |               |                            |             | 2,363,678.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 3,685,906.    |                            |             |             |
| 5 Excess distributions carryover applied to 2012 (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                                                                                                                          | 29,070,792.   |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b Taxable amount — see instructions                                                                                                          |               | 0.                         |             |             |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions                                                                            |               |                            | 0.          |             |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013                                                                |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)                                                                              | 6,771,690.    |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 22,299,102.   |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2008                                                                                                                                                         | 7,505,560.    |                            |             |             |
| b Excess from 2009                                                                                                                                                         | 2,399,750.    |                            |             |             |
| c Excess from 2010                                                                                                                                                         | 4,052,548.    |                            |             |             |
| d Excess from 2011                                                                                                                                                         | 4,655,338.    |                            |             |             |
| e Excess from 2012                                                                                                                                                         | 3,685,906.    |                            |             |             |

---

N/A

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

**b** 85% of line 2a

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**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**

### 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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 6

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

| Recipient<br>Name and address (home or business)                 | If recipient is an individual,<br>show any relationship to any<br>foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a</b> Paid during the year<br>SEE ATTACHED - STATEMENT 8<br>, |                                                                                                                    | PUBLIC                               | EDUCATION, RELIGION<br>& CIVIC      | 6,047,949. |
| <b>Total</b>                                                     |                                                                                                                    |                                      | <b>3 a</b>                          | 6,047,949. |
| <b>b</b> Approved for future payment                             |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                     |                                                                                                                    |                                      | <b>3 b</b>                          |            |

(e)  
Related or exempt  
function income  
(See instructions )

BAA TEEA0502L 12/23/12 Form 990-PF (2012)



2012

## FEDERAL STATEMENTS

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CLIENT MF990PF

MCCOMBS FOUNDATION, INC.

74-2204217

10/01/13

08 26AM

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

|                         | (A)<br>REVENUE<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| OTHER INVESTMENT INCOME | \$ 16,525.                  | \$ 16,525.                      |                               |
| <b>TOTAL</b>            | <b>\$ 16,525.</b>           | <b>\$ 16,525.</b>               | <b>0.</b>                     |

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

|              | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX  | \$ 533.                      | \$ 533.                         |                               |                               |
| INCOME TAXES | 24,475.                      |                                 |                               |                               |
| <b>TOTAL</b> | <b>\$ 25,008.</b>            | <b>\$ 533.</b>                  | <b>\$ 0.</b>                  | <b>\$ 0.</b>                  |

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

|                      | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| MANAGEMENT FEES      | \$ 69,688.                   | \$ 69,688.                      |                               |                               |
| OTHER EXPENSES       | 693.                         |                                 |                               |                               |
| PORTFOLIO DEDUCTIONS | 27,253.                      | 27,253.                         |                               |                               |
| <b>TOTAL</b>         | <b>\$ 97,634.</b>            | <b>\$ 96,941.</b>               | <b>\$ 0.</b>                  | <b>\$ 0.</b>                  |

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

|              | BOOK VALUE            | FAIR MARKET<br>VALUE  |
|--------------|-----------------------|-----------------------|
| FIT DEPOSIT  | \$ 76,025.            | \$ 76,025.            |
| OTHER ASSETS | 20,963,727.           | 20,963,727.           |
| <b>TOTAL</b> | <b>\$ 21,039,752.</b> | <b>\$ 21,039,752.</b> |

2012

FEDERAL STATEMENTS

PAGE 2

CLIENT MF990PF

MCCOMBS FOUNDATION, INC.

74-2204217

10/01/13

08 26AM

**STATEMENT 5  
FORM 990-PF, PART III, LINE 3  
OTHER INCREASES**

REFUND OF PRIOR YEAR CHECKS

TOTAL \$ 900.  
\$ 900.

**STATEMENT 6  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME: GARY V. WOODS, TRUSTEE

CARE OF:

STREET ADDRESS: 755 E. MULBERRY, SUITE 600

CITY, STATE, ZIP CODE: SAN ANTONIO, TX 78212

TELEPHONE: 210-821-6523

E-MAIL ADDRESS:

FORM AND CONTENT: REQUIRED INFO: 1)NAME, 2)ADDRESS, 3)TYPE OF ORGANIZATION,  
AND 4)USE

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:



MCCOMBS FOUNDATION, INC.  
EIN: 74-2204217  
FORM 990PF - PART IV  
DECEMBER 31, 2012  
STATEMENT NO. 7

| # OF SHS         | NAME OF SECURITY                               | DATE OF PURCHASE | COST       | DATE SOLD   | SALES PROCEEDS | REALIZED GAIN/(LOSS) | SHORT TERM  | LONG TERM   |
|------------------|------------------------------------------------|------------------|------------|-------------|----------------|----------------------|-------------|-------------|
| 1,445            | MARATHON OIL CORP                              | 2-Aug-2011       | 45,259 86  | 1-Mar-2012  | 50,692 00      | 5,432 14             | 5,432 14    | 0 00        |
| 1,647            | TOTAL SA SP ADR                                | 1-Mar-2012       | 92,743 89  | 17-May-2012 | 72,977 75      | (19,766 14)          | (19,766 14) | 0 00        |
| 80               | WASTE MANAGEMENT INC NEW-CORRECTION TO A 12/11 | 22-Mar-2011      | 0 00       | 4-Jan-2012  | (2 40)         | (2 40)               | (2 40)      | 0 00        |
| TOTAL SHORT TERM |                                                |                  | 138,003.75 |             | 123,667.35     | (14,336 40)          | (14,336 40) | 0 00        |
| 195              | ACCO BRANDS CORP                               | 29-Sep-2010      | 1,766 38   | 8-May-2012  | 2,177 57       | 411 19               | 0 00        | 411 19      |
| 757              | ACCO BRANDS CORP                               | Various          | 6,857 18   | 17-May-2012 | 7,581 56       | 724 38               | 0 00        | 724 38      |
|                  | ACCO BRANDS CORP-CASH IN LIEU                  |                  | 6 32       | 17-May-2012 | 6 77           | 0 45                 | 0 00        | 0 45        |
| 982              | COCA COLA COM                                  | 4-Oct-2010       | 28,870 80  | 5-Sep-2012  | 36,676 98      | 7,806 18             | 0 00        | 7,806 18    |
| 740              | COCA COLA COM                                  | 4-Oct-2010       | 21,756 00  | 29-Oct-2012 | 27,288 81      | 5,532 81             | 0 00        | 5,532 81    |
| 1,190            | COCA COLA COM                                  | 17-Dec-2010      | 38,062 15  | 29-Oct-2012 | 43,883 36      | 5,821 21             | 0 00        | 5,821 21    |
| 824              | CONSOLIDATED EDISON INC                        | 4-Oct-2010       | 39,988 72  | 23-Nov-2012 | 45,047 56      | 5,058 84             | 0 00        | 5,058 84    |
| 407              | CONSOLIDATED EDISON INC                        | 17-Dec-2010      | 20,170 92  | 23-Nov-2012 | 22,250 44      | 2,079 52             | 0 00        | 2,079 52    |
| 275              | DIAGEO PLC SPSP ADR NEW                        | 4-Oct-2010       | 19,153 75  | 15-Aug-2012 | 29,391 09      | 10,237 34            | 0 00        | 10,237 34   |
| 193              | DIAGEO PLC SPSP ADR NEW                        | 17-Dec-2010      | 14,245 12  | 15-Aug-2012 | 20,627 20      | 6,382 08             | 0 00        | 6,382 08    |
| 531              | DIAGEO PLC SPSP ADR NEW                        | 25-Mar-2011      | 39,692 25  | 15-Aug-2012 | 56,751 53      | 17,059 28            | 0 00        | 17,059 28   |
|                  | DUKE ENERGY CORP NEW-CASH IN LIEU              |                  | 55 00      | 23-Jul-2012 | 69 78          | 14 78                | 0 00        | 14 78       |
| 705              | EQUITY RESIDENTIAL                             | 27-Jan-2011      | 36,429 39  | 15-Aug-2012 | 42,335 01      | 5,905 62             | 0 00        | 5,905 62    |
| 801              | EQUITY RESIDENTIAL                             | 25-Mar-2011      | 43,806 69  | 15-Aug-2012 | 48,099 77      | 4,293 08             | 0 00        | 4,293 08    |
| 234              | EXELON CORPORATION                             | 14-Oct-2010      | 10,082 29  | 6-Nov-2012  | 7,907 81       | (2,174 48)           | 0 00        | (2,174 48)  |
| 475              | EXELON CORPORATION                             | 19-Oct-2010      | 20,430 65  | 6-Nov-2012  | 16,052 17      | (4,378 48)           | 0 00        | (4,378 48)  |
| 512              | EXELON CORPORATION                             | 17-Dec-2010      | 20,986 88  | 6-Nov-2012  | 17,302 55      | (3,684 33)           | 0 00        | (3,684 33)  |
| 1,381            | EXELON CORPORATION                             | 25-Mar-2011      | 56,911 01  | 6-Nov-2012  | 46,669 57      | (10,241 44)          | 0 00        | (10,241 44) |
| 520              | ISHARES IBOXX \$                               | 4-Oct-2010       | 58,666 40  | 15-Aug-2012 | 62,331 78      | 3,665 38             | 0 00        | 3,665 38    |
| 5                | ISHARES IBOXX \$                               | 17-Dec-2010      | 536 85     | 15-Aug-2012 | 599 34         | 62 49                | 0 00        | 62 49       |
| 518              | ISHARES IBOXX \$                               | 17-Dec-2010      | 55,617 66  | 5-Sep-2012  | 62,184 25      | 6,566 59             | 0 00        | 6,566 59    |
| 527              | MCDONALDS CORP COM                             | 4-Oct-2010       | 39,319 47  | 27-Apr-2012 | 50,212 70      | 10,893 23            | 0 00        | 10,893 23   |
| 372              | MCDONALDS CORP COM                             | 17-Dec-2010      | 28,729 56  | 27-Apr-2012 | 35,444 26      | 6,714 70             | 0 00        | 6,714 70    |
| 31               | MCDONALDS CORP COM                             | 25-Mar-2011      | 2,290 28   | 27-Apr-2012 | 2,953 69       | 663 41               | 0 00        | 663 41      |
|                  | MONDELEZ INTERNATIONAL                         |                  | 10 89      | 16-Oct-2012 | 15 66          | 4 77                 | 0 00        | 4 77        |
| 1,168            | PHILLIPS 66 SHS                                | Various          | 37,342 37  | 8-May-2012  | 36,917 20      | (425 17)             | 0 00        | (425 17)    |
| 775              | PHILLIPS 66 SHS                                | 22-Mar-2011      | 24,777 68  | 17-May-2012 | 23,707 03      | (1,070 65)           | 0 00        | (1,070 65)  |
| 1,128            | TECO ENERGY INC                                | 4-Oct-2010       | 19,627 20  | 5-Sep-2012  | 19,679 77      | 52 57                | 0 00        | 52 57       |
| 797              | TECO ENERGY INC                                | 17-Dec-2010      | 13,660 58  | 5-Sep-2012  | 13,904 95      | 244 37               | 0 00        | 244 37      |
| 2,177            | TECO ENERGY INC                                | 25-Mar-2011      | 39,534 32  | 5-Sep-2012  | 37,981 26      | (1,553 06)           | 0 00        | (1,553 06)  |
| 813              | VALLEY NATL BANCORP N J                        | 8-Dec-2010       | 10,330 22  | 7-May-2012  | 10,147 39      | (182 83)             | 0 00        | (182 83)    |
| 537              | VALLEY NATL BANCORP N J                        | 16-Dec-2010      | 7,083 81   | 7-May-2012  | 6,702 52       | (381 29)             | 0 00        | (381 29)    |
| 232              | VALLEY NATL BANCORP N J                        | 16-Dec-2010      | 3,060 42   | 8-May-2012  | 2,849 48       | (210 94)             | 0 00        | (210 94)    |
| 1,140            | VALLEY NATL BANCORP N J                        | 17-Dec-2010      | 15,134 86  | 8-May-2012  | 14,001 74      | (1,133 12)           | 0 00        | (1,133 12)  |
| 3,080            | VALLEY NATL BANCORP N J                        | 25-Mar-2011      | 40,025 38  | 8-May-2012  | 37,829 25      | (2,196 13)           | 0 00        | (2,196 13)  |
|                  | CAPITAL GAIN DISTRIBUTIONS                     | Various          | 0 00       | Various     | 2,059 82       | 2,059 82             | 0 00        | 2,059 82    |
| TOTAL LONG TERM  |                                                |                  | 815,019.45 |             | 889,641 60     | 74,622 15            | 0 00        | 74,622 15   |

McCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2012

STATEMENT NO. 8

| DATE     | ORGANIZATION NAME                             | ADDRESS                                                  | STATUS | PURPOSE   | CHECK<br>AMOUNT |
|----------|-----------------------------------------------|----------------------------------------------------------|--------|-----------|-----------------|
| 01/06/12 | Texas Biomedical Research Institute           | P O Box 760549, San Antonio, TX 78245-0549               | Public | Civic     | \$ 1,900 00     |
| 01/06/12 | San Antonio Livestock Exposition              | P O Box 200230, San Antonio, TX 78220-0230               | Public | Civic     | 1,000 00        |
| 01/13/12 | Baylor University                             | P O Box 97050, Waco, TX 76798                            | Public | Education | 10,000 00       |
| 01/13/12 | Judson FFA Alumni                             | c/o Cody Siniff, 9142 FM 78, Converse, TX 78109          | Public | Education | 250 00          |
| 01/13/12 | Operation Comfort                             | 4900 Broadway, #400, San Antonio, TX 78209               | Public | Civic     | 2,000 00        |
| 01/13/12 | Texas A&M San Antonio President's Circle      | One University Way, San Antonio, TX 78224                | Public | Education | 1,000 00        |
| 01/20/12 | Harlandale Education Foundation               | 102 Genevieve St, San Antonio, TX 78214                  | Public | Education | 1,000 00        |
| 01/20/12 | Junior Achievement                            | 403 E Ramsey, Ste 201, San Antonio, TX 78216             | Public | Civic     | 2,500 00        |
| 01/20/12 | San Antonio Medical Foundation                | P O Box 29736, San Antonio, TX 78229                     | Public | Civic     | 1,000 00        |
| 01/20/12 | Southwest School of Art                       | 300 Augusta, San Antonio, TX 78205                       | Public | Education | 500 00          |
| 01/20/12 | Texas Sports Hall of Fame                     | 1108 S University Parks Dr, Waco, TX 76706               | Public | Civic     | 1,000 00        |
| 01/27/12 | AHISD-Softball Team                           | c/o A Goodwin, 150 Fair Oaks, San Antonio, TX 78209      | Public | Civic     | 150 00          |
| 01/27/12 | The Battle of Flowers Association             | c/o A Block, 100 Sir Arthur Ct, San Antonio, TX 78213    | Public | Civic     | 2,500 00        |
| 01/27/12 | KLRN                                          | 501 Broadway, San Antonio, TX 78215                      | Public | Civic     | 10,000 00       |
| 01/27/12 | The McNay Art Museum                          | P O Box 6069, San Antonio, TX 78209-0069                 | Public | Civic     | 5,000 00        |
| 01/27/12 | The Roadrunner Foundation                     | c/o J Bodenstedt 11327 Caliza Crest, Boerne, TX 78006    | Public | Civic     | 150,000 00      |
| 01/27/12 | San Antonio Sports                            | P O Box 830386, San Antonio, TX 78283-0386               | Public | Civic     | 500 00          |
| 01/27/12 | Saint Mary's Hall                             | P O Box 33430, San Antonio, TX 78265                     | Public | Education | 5,000 00        |
| 01/27/12 | Southwest School of Art                       | 300 Augusta, San Antonio, TX 78205                       | Public | Education | 1,500 00        |
| 01/27/12 | Texas Biomedical Research Institute           | P O Box 760549, San Antonio, TX 78245-0549               | Public | Civic     | 950 00          |
| 01/27/12 | USC Annenberg School                          | 3502 Watt Way, Suite 304, Los Angeles, CA 90089-0281     | Public | Education | 2,500 00        |
| 01/27/12 | Valero Texas Open                             | USAA Comm Affrs 9800 Fred Rd, San Antonio, TX 78288      | Public | Civic     | 1,500 00        |
| 02/03/12 | Boy Scouts of America Alamo Area Council      | 2226 NW Military Hwy, San Antonio, TX 78213-1894         | Public | Civic     | 2,500 00        |
| 02/03/12 | World Affairs Council of San Antonio          | 40 NE Loop 410, Suite 608, San Antonio, TX 78216         | Public | Civic     | 5,000 00        |
| 02/10/12 | Buckner Fanning Christian School              | 975 Mission Springs, San Antonio, TX 78258               | Public | Education | 1,000 00        |
| 02/10/12 | Girl Scouts of Southwest Texas                | 811 N Coker Loop, San Antonio, TX 78216-2812             | Public | Civic     | 250 00          |
| 02/10/12 | Harp & Shamrock Society of Texas              | P O Box 15306, San Antonio, TX 78212                     | Public | Civic     | 500 00          |
| 02/10/12 | Lake Travis Sports Corporation                | 12117 FM 2244, Suite 240, Bee Cave, TX 78738-5349        | Public | Civic     | 250 00          |
| 02/10/12 | Rise Across Texas Foundation                  | c/o JHL Co, P O Box 12275, Austin, TX 78711              | Public | Civic     | 1,000 00        |
| 02/10/12 | Texas Women for the Arts                      | 823 Congress Ave, Ste 650, Austin, TX 78701              | Public | Civic     | 1,000 00        |
| 02/10/12 | Vision Walk/Foundation Fighting Blindness     | 2800 29th St, Suite 310, Santa Monica, CA 90405          | Public | Civic     | 500 00          |
| 02/17/12 | Dress for Success San Antonio                 | P O Box 91036, San Antonio, TX 78209                     | Public | Civic     | 500 00          |
| 02/17/12 | George Gervin Youth Center                    | 6903 Sunbelt Drive S, San Antonio, TX 78218              | Public | Civic     | 15,000 00       |
| 02/17/12 | Tom Lea Institute                             | P O Box 103, El Paso, TX 79941                           | Public | Civic     | 250 00          |
| 02/17/12 | Unicom Centers, Inc                           | 4630 Hamilton Wolfe Rd, San Antonio, TX 78229-3331       | Public | Civic     | 5,000 00        |
| 02/24/12 | Daily Bread Ministries                        | 700 W Houston St, San Antonio, TX 78207                  | Public | Religious | 500 00          |
| 02/24/12 | East Central School Foundation, Inc           | 6634 New Sulphur Springs Rd, San Antonio, TX 78263       | Public | Education | 1,200 00        |
| 02/24/12 | Girl Scouts of Southwest Texas                | 811 N Coker Loop, San Antonio, TX 78216-2812             | Public | Civic     | 100 00          |
| 02/24/12 | National Cowboy & Western Heritage Museum     | 1700 NE 63rd St, Oklahoma City, OK 73111-7906            | Public | Civic     | 100 00          |
| 02/24/12 | National Multiple Sclerosis Society           | 1307 Dominion Dr, Katy, TX 77450                         | Public | Civic     | 500 00          |
| 02/24/12 | National Western Art Foundation               | 315 E Commerce, Suite 102, San Antonio, TX 78205         | Public | Civic     | 5,000 00        |
| 02/24/12 | Ranching Heritage Association                 | Box 43200, Lubbock, TX 79409-3200                        | Public | Civic     | 1,000 00        |
| 02/24/12 | San Antonio Botanical Garden Society          | P O Box 6569, San Antonio, TX 78209                      | Public | Civic     | 500 00          |
| 02/24/12 | Witte Museum                                  | 3801 Broadway, San Antonio, TX 78209-6396                | Public | Civic     | 1,000 00        |
| 03/02/12 | Texas Public Policy Foundation                | 900 Congress Ave, Ste 400, Austin, TX 78701              | Public | Civic     | 5,000 00        |
| 03/09/12 | Alamo Heights United Methodist Church         | 825 E Basse Rd, San Antonio, TX 78209                    | Public | Religious | 5,000 00        |
| 03/09/12 | The Bugle Boy Foundation                      | 1051 N Jefferson St, LaGrange, TX 78945                  | Public | Civic     | 1,500 00        |
| 03/09/12 | Fellowship of Christian Athletes              | 16161 College Oak, Suite 101, San Antonio, TX 78249      | Public | Religious | 3,000 00        |
| 03/09/12 | Make-a-Wish Foundation                        | 2224 Walsh Tarlton, Suite 200, Austin, TX 78746          | Public | Civic     | 500 00          |
| 03/09/12 | Monte Cristo Center for Volunteer Development | 19931 S US Hwy 281, San Antonio, TX 78221                | Public | Civic     | 500 00          |
| 03/09/12 | The McNay Art Museum                          | P O Box 6069, San Antonio, TX 78209-0069                 | Public | Civic     | 1,000 00        |
| 03/23/12 | Charity Ball Association                      | P O Box 6708, San Antonio, TX 78209                      | Public | Civic     | 2,500 00        |
| 03/23/12 | Thrive Well Cancer Foundation                 | P O Box 29331, San Antonio, TX 78229                     | Public | Civic     | 2,500 00        |
| 03/30/12 | ASIS International                            | 7970 Fredricksburg Ste 101-127 San Antonio, TX 78229     | Public | Civic     | 500 00          |
| 03/30/12 | First Baptist Church of Ingram                | P O Box 1009, Ingram, TX 78025-1009                      | Public | Religious | 1,000 00        |
| 03/30/12 | Jefferson Methodist Church                    | 758 Donaldson, San Antonio, TX 78201                     | Public | Religious | 1,000 00        |
| 03/30/12 | The McNay Art Museum                          | P O Box 6069, San Antonio, TX 78209-0069                 | Public | Civic     | 750 00          |
| 03/30/12 | Morgan's Wonderland                           | 1202 W Bittes, Bldg 1, Suite 1200, San Antonio, TX 78216 | Public | Civic     | 10,000 00       |
| 03/30/12 | SSFCCU Charitable Foundation                  | P O Box 691510, San Antonio, TX 78269                    | Public | Civic     | 5,000 00        |
| 03/30/12 | Southwestern Assemblies of God University     | 1200 Sycamore St Suite 8268, Waxahachie, TX 75165        | Public | Education | 1,500 00        |

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|----------|---------------------------------------------|---------------------------------------------------------|--------|-----------|-----------------|
| 03/30/12 | Texas Folklife Festival                     | 801 E Cesar Chavez Blvd, San Antonio, TX 78205          | Public | Civic     | 250 00          |
| 04/05/12 | Gordon Wood Hall of Champions               | P O Box 555, Brownwood, TX 76804                        | Public | Civic     | 1,000 00        |
| 04/05/12 | Insight Dance Ensemble                      | 2602 N Loop 1604 West, #111, San Antonio, TX 78248      | Public | Civic     | 75 00           |
| 04/05/12 | The University of Texas at Austin           | P O Box 7399, Austin, TX 78713-7399                     | Public | Education | 250 00          |
| 04/13/12 | Texas Transportation Museum                 | 11731 Wetmore Rd, San Antonio, TX 78247-3606            | Public | Civic     | 1,500 00        |
| 04/20/12 | Leukemia & Lymphoma Society                 | 431 Isom Road, #125, San Antonio, TX 78216              | Public | Civic     | 100 00          |
| 04/20/12 | Rise Across Texas Foundation                | P O Box 12275, Austin, TX 78711                         | Public | Civic     | 2,500 00        |
| 04/20/12 | San Antonio Can! High School                | 1807 Centennial Blvd, San Antonio, TX 78211             | Public | Civic     | 10,000 00       |
| 04/20/12 | San Antonio Lighthouse                      | 2305 Roosevelt, San Antonio, TX 78210                   | Public | Civic     | 1,000 00        |
| 04/27/12 | Gridiron Heroes                             | P O Box 507, Schertz, TX 78154                          | Public | Civic     | 10,000 00       |
| 04/27/12 | Mind Science Foundation                     | 117 W El Prado Drive, San Antonio, TX 78212             | Public | Civic     | 150 00          |
| 04/27/12 | The Nature Conservancy                      | 200 E Grayson, Suite 202, San Antonio, TX 78215         | Public | Civic     | 750 00          |
| 04/27/12 | National Multiple Sclerosis Society         | c/o Tammy Bookbinder 4106 109th St Lubbock TX 79423     | Public | Civic     | 500 00          |
| 05/04/12 | Avance-San Antonio, Inc                     | 118 N Medina, Suite 300, San Antonio, TX 78207-3048     | Public | Civic     | 1,000 00        |
| 05/04/12 | Fisher House                                | 210 E Aviation Blvd, Universal City, TX 78148           | Public | Civic     | 1,000 00        |
| 05/04/12 | San Antonio Botanical Garden Society        | P O Box 6569, San Antonio, TX 78209                     | Public | Civic     | 1,000 00        |
| 05/04/12 | Su Ross State University                    | BAB 207, Box C-114, Alpine, TX 79832                    | Public | Education | 250 00          |
| 05/04/12 | The Woodrow Wilson Center                   | 1300 Pennsylvania Ave, NE, Washington, DC 20004         | Public | Civic     | 1,000 00        |
| 05/11/12 | John Marshal High School Project Graduation | 8000 Lobo Lane, San Antonio, TX 78240                   | Public | Education | 100 00          |
| 05/11/12 | Riverwalk Jazz                              | P O Box 831632, San Antonio, TX 78283-1632              | Public | Civic     | 2,500 00        |
| 05/18/12 | YMCA of Greater Houston                     | P O Box 3007, Houston, TX 77253-3007 Attn Elida Chavez  | Public | Civic     | 1,000 00        |
| 05/25/12 | August Heart                                | 755 E Mulberry, Suite 100, San Antonio, TX 78212        | Public | Civic     | 4,000 00        |
| 05/25/12 | UT Health Science Center San Antonio        | 7703 Floyd Curl Dr, San Antonio, TX 78229-9674          | Public | Civic     | 1,000 00        |
| 05/25/12 | YMCA of Greater San Antonio                 | 3233 N St Mary's #101, San Antonio, TX 78212-9908       | Public | Civic     | 5,000 00        |
| 06/01/12 | The All American Football Foundation        | P O Box 23878, Jackson, MS 39225                        | Public | Civic     | 250 00          |
| 06/01/12 | Brighton Center                             | 14207 Higgins Rd, San Antonio, TX 78217                 | Public | Civic     | 500 00          |
| 06/01/12 | Down Syndrome Association of South Texas    | 2800 NW Loop 410, San Antonio, TX 78230                 | Public | Civic     | 1,000 00        |
| 06/01/12 | Northside Education Foundation              | 6622 Bandera Rd, Bldg A, San Antonio, TX 78238          | Public | Education | 1,700 00        |
| 06/01/12 | San Antonio ParaSports Spurs                | P O Box 33394, San Antonio, TX 78265                    | Public | Civic     | 500 00          |
| 06/01/12 | Presidio La Bahia                           | P O Box 57, Goliad, TX 77963                            | Public | Civic     | 150 00          |
| 06/01/12 | SAISD Foundation                            | 518 E Magnolia, San Antonio, TX 78212                   | Public | Civic     | 600 00          |
| 06/01/12 | Texas Neurofibromatosis Foundation          | 3030 Olive St, 400 Victory Plaza East, Dallas, TX 75219 | Public | Civic     | 5,000 00        |
| 06/01/12 | Trinity University-KRTU                     | One Trinity Place, San Antonio, TX 78212                | Public | Education | 150 00          |
| 06/08/12 | The Paisano Educational Trust               | 14545 Roadrunner Way, San Antonio, TX 78249             | Public | Education | 25,000 00       |
| 06/08/12 | Trinity University                          | One Trinity Place, #49, San Antonio, TX 78212-7200      | Public | Education | 1,000 00        |
| 06/15/12 | Families Living LEAN                        | 1000 Stagecoach Dr, Canyon Lake, TX 78133               | Public | Civic     | 200 00          |
| 06/22/12 | Austin Ridge Bible Church                   | 9300 Bee Cave Rd, Austin, TX 78733                      | Public | Religious | 200 00          |
| 06/29/12 | Austin Smiles                               | P O Box 26694, Austin, TX 78755-0694                    | Public | Civic     | 1,000 00        |
| 06/29/12 | Centurion Ministries                        | 221 Witherspoon St, Princeton, NJ 08542-3240            | Public | Civic     | 2,500 00        |
| 06/29/12 | Pregnancy Care Center                       | 7210 Louis Pasteur, San Antonio, TX 78229               | Public | Civic     | 10,000 00       |
| 06/29/12 | San Marcos Academy                          | 2801 Ranch Road 12, San Marcos, TX 78666                | Public | Education | 1,000 00        |
| 06/29/12 | The Texas Cultural Trust                    | 823 Congress Ave, Suite 650, Austin, TX 78701           | Public | Civic     | 1,000 00        |
| 06/29/12 | Gridiron Heroes                             | P O Box 507, Schertz, TX 78154                          | Public | Civic     | 2,200 00        |
| 07/06/12 | Cuchara Chapel                              | 160 County Road 406, Cuchara, CO 81055                  | Public | Religious | 1,000 00        |
| 07/13/12 | The Blood & Tissue Center Foundation        | 6211 IH 10 West, San Antonio, TX 78201                  | Public | Civic     | 5,000 00        |
| 07/13/12 | Merced Housing Texas                        | 212 West Laurel St, San Antonio, TX 78212               | Public | Civic     | 1,000 00        |
| 07/13/12 | San Pedro Playhouse                         | P O Box 12356, San Antonio, TX 78212                    | Public | Civic     | 1,000 00        |
| 07/13/12 | WINGS                                       | 7500 Hwy 90 W, Bldg 2, Ste 240, San Antonio, TX 78227   | Public | Civic     | 3,000 00        |
| 07/13/12 | United Way                                  | 700 S Alamo, San Antonio, TX 78205                      | Public | Civic     | 5,000 00        |
| 07/20/12 | Archdiocese of San Antonio                  | 2718 Woodlawn Ave, San Antonio, TX 78228                | Public | Religious | 500 00          |
| 07/20/12 | Las Casas Foundation                        | P O Box 15873, San Antonio, TX 78212                    | Public | Civic     | 11,000 00       |
| 07/20/12 | The McNay Art Museum                        | P O Box 6069, San Antonio, TX 78209-0069                | Public | Civic     | 25,000 00       |
| 07/20/12 | SOAR, Inc                                   | 5223 David Edwards Dr, San Antonio, TX 78233            | Public | Civic     | 10,000 00       |
| 07/27/12 | August Heart                                | 755 E Mulberry, Suite 100, San Antonio, TX 78212        | Public | Civic     | 3,000 00        |
| 07/27/12 | Colorado College                            | P O Box 1117, Colorado Springs, CO 80901-9897           | Public | Education | 1,874 00        |
| 07/27/12 | Las Misiones Capital Campaign               | P O Box 7804, San Antonio, TX 78207                     | Public | Civic     | 50,000 00       |
| 07/27/12 | Los Compadres de San Antonio Missions       | 6701 San Jose Drive, San Antonio, TX 78214              | Public | Civic     | 500 00          |
| 07/27/12 | The McNay Art Museum                        | P O Box 6069, San Antonio, TX 78209-0069                | Public | Civic     | 5,000 00        |
| 07/27/12 | San Antonio Conservation Society            | 107 King William Street, San Antonio, TX 78204-1312     | Public | Civic     | 10,000 00       |
| 07/27/12 | United Way                                  | 700 S Alamo, San Antonio, TX 78205                      | Public | Civic     | 5,000 00        |

McCOMBS FOUNDATION, INC

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| DATE     | ORGANIZATION NAME                            | ADDRESS                                                  | STATUS | PURPOSE   | CHECK<br>AMOUNT |
|----------|----------------------------------------------|----------------------------------------------------------|--------|-----------|-----------------|
| 08/10/12 | Girl Scouts of Southwest Texas               | 811 N Coker Loop, San Antonio, TX 78216-2812             | Public | Civic     | 5,000 00        |
| 08/10/12 | Southwestern University                      | 1001 E University Ave, Georgetown, TX 78626              | Public | Education | 20,000 00       |
| 08/17/12 | August Heart                                 | 755 E Mulberry, Suite 100, San Antonio, TX 78212         | Public | Civic     | 1,200 00        |
| 08/17/12 | NRA Foundation                               | c/o George Pond P O Box 4232, Lago Vista, TX 78645       | Public | Civic     | 15,000 00       |
| 08/31/12 | St John's United Methodist Church            | 5300 S Alameda, Corpus Christi, TX 78412                 | Public | Religious | 2,500 00        |
| 08/31/12 | Rebuilding Together San Antonio              | P O Box 6071, San Antonio, TX 78209                      | Public | Civic     | 2,500 00        |
| 09/07/12 | Girls, Inc                                   | 1209 S St Mary's, San Antonio, TX 78210                  | Public | Civic     | 1,000 00        |
| 09/07/12 | M D Anderson Cancer Center                   | P O Box 4470, Houston, TX 77210-4470                     | Public | Civic     | 10,000 00       |
| 09/07/12 | Texas Sports Hall of Fame                    | 1108 S University Parks Drive, Waco, TX 76706            | Public | Civic     | 1,250 00        |
| 09/07/12 | UNCF                                         | 723 Main St, Suite 1010, Houston, TX 77002               | Public | Civic     | 5,000 00        |
| 09/07/12 | BCFS                                         | C/O 1506 Bexar Crossing, San Antonio, TX 78232           | Public | Civic     | 1,000 00        |
| 09/14/12 | Academy of Achievement                       | 1222 16th St, NW, Washington, DC 20036                   | Public | Civic     | 15,000 00       |
| 09/14/12 | Guardian Angel Service Dogs                  | P O Box 910, Orange, VA 22960                            | Public | Civic     | 250 00          |
| 09/14/12 | The McNay Art Museum                         | P O Box 6069, San Antonio, TX 78209-0069                 | Public | Civic     | 5,000 00        |
| 09/14/12 | Operation Comfort                            | 10025 Broadway, San Antonio, TX 78217                    | Public | Civic     | 2,500 00        |
| 09/14/12 | Our Lady of the Lake University              | 411 SW 24th St, San Antonio, TX 78207-4689               | Public | Education | 2,500 00        |
| 09/14/12 | San Antonio Area Foundation                  | 22 Bristol Green, San Antonio, TX 78209                  | Public | Civic     | 1,000 00        |
| 09/14/12 | San Antonio Sports                           | P O Box 830386, San Antonio, TX 78283-0386               | Public | Civic     | 1,000 00        |
| 09/14/12 | SEARCH                                       | 2505 Fannin, Houston, TX 77002                           | Public | Civic     | 5,000 00        |
| 09/14/12 | San Antonio-Mexican Friendship Council, Inc  | 127 Navarro St, San Antonio, TX 78205                    | Public | Civic     | 500 00          |
| 09/14/12 | UT Austin Center for Students in Recovery    | P O Box 7458, Austin, TX 78713-7458                      | Public | Civic     | 10,000 00       |
| 09/21/12 | All-American Football Foundation             | P O Box 23878, Jackson, MS 39225                         | Public | Civic     | 250 00          |
| 09/21/12 | Family Endeavors                             | P O Box 28210, San Antonio, TX 78228                     | Public | Civic     | 500 00          |
| 09/21/12 | Lexi's Place                                 | P O Box 91212, San Antonio, TX 78209                     | Public | Civic     | 1,500 00        |
| 09/21/12 | Pecan Street, Inc                            | P O Box 82583, Austin, TX 78708                          | Public | Civic     | 250 00          |
| 09/21/12 | Sunshine Cottage                             | c/o Dev Office, 603 E Hildebrand, San Antonio, TX 78212  | Public | Civic     | 500 00          |
| 09/21/12 | Texas Biomedical Research Institute          | P O Box 760549, San Antonio, TX 78245-0549               | Public | Civic     | 10,000 00       |
| 09/27/12 | Bulverde Spring Branch EMS                   | P O Box 38, Spring Branch, TX 78070                      | Public | Civic     | 200 00          |
| 09/27/12 | Children's Hunger Fund                       | 4940 Eisenhower Rd, Ste 146, San Antonio, TX 78218       | Public | Civic     | 2,500 00        |
| 09/27/12 | North Austin Youth Association               | P O Box 1750, Pflugerville, TX 78691                     | Public | Civic     | 1,000 00        |
| 09/27/12 | Pay It Forward Ministries                    | 1 Have for Hope Bldg 3 Ste 3 455, San Antonio, TX 78207  | Public | Civic     | 1,500 00        |
| 09/27/12 | Reasoning Mind                               | 3050 Post Oak Blvd, Suite 1200, Houston, TX 77056        | Public | Civic     | 2,500 00        |
| 09/27/12 | San Antonio Museum of Art                    | 200 West Jones Ave, San Antonio, TX 78215                | Public | Civic     | 1,000 00        |
| 09/27/12 | University Health System Foundation          | P O Box 33038, San Antonio, TX 78265-3038                | Public | Civic     | 500 00          |
| 09/27/12 | Women's Prayer International                 | P O Box 460365, San Antonio, TX 78246                    | Public | Civic     | 1,200 00        |
| 10/04/12 | The McNay Art Museum                         | P O Box 6069, San Antonio, TX 78209-0069                 | Public | Civic     | 750 00          |
| 10/04/12 | National Fatherhood Initiative               | 20410 Observation Dr, Ste 107, Germantown, MD 20876      | Public | Civic     | 2,000 00        |
| 10/05/12 | Trinity University                           | One Trinity Place, #49, San Antonio, TX 78212-7200       | Public | Education | 1,000 00        |
| 10/05/12 | Villa Finale                                 | 122 Madison St, San Antonio, TX 78204                    | Public | Civic     | 1,000 00        |
| 10/12/12 | August Heart                                 | 755 E Mulberry, Suite 100, San Antonio, TX 78212         | Public | Civic     | 1,250 00        |
| 10/12/12 | Greater Houston Community Foundation         | 5120 Woodway Dr, Suite 6000 Houston, TX 77056            | Public | Civic     | 5,000 00        |
| 10/12/12 | Juvenile Diabetes Research Foundation        | 26 Broadway, New York, NY 10004                          | Public | Civic     | 700 00          |
| 10/12/12 | World Affairs Council of San Antonio         | 40 NE Loop 410, Suite 608, San Antonio, TX 78216         | Public | Civic     | 150 00          |
| 10/19/12 | Boy Scouts of America Capital Area Council   | 12500 North IH35, Austin, TX 78753                       | Public | Civic     | 2,500 00        |
| 10/19/12 | University of Texas at Austin Briscoe Center | P O Box 65080, Austin, TX 78265-5080                     | Public | Education | 5,000 00        |
| 10/19/12 | UT Health Science Center San Antonio         | Office of Dev, 7703 Floyd Curl, San Antonio, TX 78229    | Public | Civic     | 1,000 00        |
| 10/19/12 | Texas One Program/TX Economic Dev Corp       | P O Box 12878, Austin, TX 78711                          | Public | Civic     | 500 00          |
| 10/26/12 | Center for Public Policy Foundation          | 7020 Easy Wind Dr #200, Austin, TX 78752                 | Public | Civic     | 1,000 00        |
| 10/26/12 | Family Service Association                   | 702 San Pedro Ave, San Antonio, TX 78212                 | Public | Civic     | 2,500 00        |
| 10/26/12 | Greater Austin-San Antonio Corridor Council  | P O Box 1618, San Marcos, TX 78666                       | Public | Civic     | 5,000 00        |
| 10/26/12 | Presa Community Center                       | 3721 S Presa St, San Antonio, TX 78210                   | Public | Civic     | 2,500 00        |
| 10/26/12 | Raul Jimenez Thanksgiving Dinner             | c/o Sterling Bank, P O Box 200010, San Antonio, TX 78219 | Public | Civic     | 1,000 00        |
| 11/02/12 | MD Anderson                                  | P O Box 4470, Houston, TX 77210-4470                     | Public | Civic     | 2,500 00        |
| 11/02/12 | Respite Care of San Antonio                  | P O Box 12633, San Antonio, TX 78212                     | Public | Civic     | 5,000 00        |
| 11/02/12 | Texas One Program/TX Economic Dev Corp       | P O Box 12878, Austin, TX 78711                          | Public | Civic     | 4,500 00        |
| 11/02/12 | Hopkins County Hospice                       | 114 Airport Road, Sulphur Springs, TX 75482              | Public | Civic     | 1,000 00        |
| 11/09/12 | Bnghton Center                               | 14207 Higgins Rd, San Antonio, TX 78217                  | Public | Civic     | 5,000 00        |
| 11/09/12 | San Antonio Livestock Exposition             | P O Box 200230, San Antonio, TX 78220-0230               | Public | Civic     | 10,000 00       |
| 11/09/12 | Southwestern Assemblies of God University    | 1200 Sycamore St Suite 8268, Waxahachie, TX 75165        | Public | Education | 500 00          |
| 11/09/12 | Texas Association Against Sexual Assault     | 6200 La Calma, Suite 110, Austin, TX 78752               | Public | Civic     | 1,000 00        |

## McCOMBS FOUNDATION, INC

EIN. 74-2204217

## FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2012

STATEMENT NO. 8

| DATE     | ORGANIZATION NAME                       | ADDRESS                                                  | STATUS | PURPOSE   | CHECK<br>AMOUNT |
|----------|-----------------------------------------|----------------------------------------------------------|--------|-----------|-----------------|
| 11/16/12 | Mind Science Foundation                 | 117 W El Prado Dnve, San Antonio, TX 78212               | Public | Civic     | 1,250 00        |
| 11/16/12 | Saint Mary's Hall                       | P O Box 33430, San Antonio, TX 78265                     | Public | Education | 5,000 00        |
| 11/30/12 | The ARC of San Antonio                  | 13430 West Avenue, San Antonio, TX 78216                 | Public | Civic     | 2,000 00        |
| 11/30/12 | Bicycles for Kids                       | 2111 E Highland Ave , Suite 135, Phoenix, AZ 85016       | Public | Civic     | 250 00          |
| 11/30/12 | Elf Louise Christmas Project            | P O Box 39107, San Antonio, TX 78218                     | Public | Civic     | 1,000 00        |
| 11/30/12 | San Antonio Food Bank                   | 5200 Old Highway 90 West, San Antonio, TX 78227-2209     | Public | Civic     | 1,000 00        |
| 12/07/12 | Cattle Raisers Museum                   | 1600 Gendy St, Ft Worth, TX 76107                        | Public | Civic     | 1,000 00        |
| 12/07/12 | National Hispanic Institute             | P O Box 220, Maxwell, TX 78656                           | Public | Civic     | 2,200 00        |
| 12/07/12 | Shepherd' Support, Inc                  | 12500 San Pedro, Suite 475, San Antonio, TX 78216-3088   | Public | Religious | 15,000 00       |
| 12/07/12 | The Heritage Foundation                 | 214 Massachusetts Ave, NW Washington, DC 20002-4999      | Public | Civic     | 1,000 00        |
| 12/14/12 | Louise H Batz Patient Safety Foundation | 7000 Juneberry Cove, Austin TX 78750-8328                | Public | Civic     | 250 00          |
| 12/14/12 | Briscoe Western Art Museum              | 210 W, Market, San Antonio, TX 78205                     | Public | Civic     | 250,000 00      |
| 12/14/12 | The Cato Institute                      | 1000 Massachusetts Ave , NW, Washington, DC 20001        | Public | Civic     | 5,000 00        |
| 12/14/12 | Central Catholic High School            | 1403 N St Mary's St, San Antonio, TX 78215               | Public | Education | 12,500 00       |
| 12/14/12 | Crosspoint, Inc of San Antonio          | 301 Yucca, San Antonio, TX 78203                         | Public | Civic     | 12,500 00       |
| 12/14/12 | Free Trade Alliance San Antonio         | 203 S St Mary's St , Ste 130, San Antonio, TX 78205      | Public | Civic     | 20,000 00       |
| 12/14/12 | George W Bush Founation                 | P O Box 600610, Dallas, TX 75206                         | Public | Civic     | 250,000 00      |
| 12/14/12 | Haven for Hope                          | P O Box 781609, San Antonio, TX 78278                    | Public | Civic     | 20,000 00       |
| 12/14/12 | Mpower Foundation/Rise                  | P O Box 684927, Austin, TX 78768                         | Public | Civic     | 20,000 00       |
| 12/14/12 | Morgan's Wonderland                     | 1202 W Bitters, Bldg 1, Ste 1200, San Antonio, TX 78216  | Public | Civic     | 50,000 00       |
| 12/14/12 | Rise Across Texas Foundation            | c/o JHL Company, P O Box 12275, Austin, TX 78711         | Public | Civic     | 5,000 00        |
| 12/14/12 | Rainbow Senior Center                   | P O Box 1039, Boerne, TX 78006                           | Public | Civic     | 10,000 00       |
| 12/14/12 | Riverwalk Jazz                          | P O Box 831632, San Antonio, TX 78283-1632               | Public | Civic     | 1,000 00        |
| 12/14/12 | San Antonio Canl High School            | c/o TCB 745 E Mulberry Ste 350, San Antonio, TX 78212    | Public | Education | 10,000 00       |
| 12/14/12 | San Antonio Area Foundation             | 303 E Pearl Pkwy, Ste 114, San Antonio, TX 78215         | Public | Civic     | 25,000 00       |
| 12/14/12 | San Antonio Museum of Art               | 200 W Jones Ave, San Antonio, TX 78215                   | Public | Civic     | 25,000 00       |
| 12/14/12 | San Antonio Zoo                         | 3903 N St Mary's St, San Antonio, TX 78212-7184          | Public | Civic     | 10,000 00       |
| 12/14/12 | San Antonio Christian Dental Clinic     | 1 Haven for Hope MHMHC Bldg 1 #400 San Antonio, TX 78207 | Public | Civic     | 2,500 00        |
| 12/14/12 | Saint Mary's Hall                       | 9401 Starcrest Dr , San Antonio, TX 78217                | Public | Education | 300,000 00      |
| 12/14/12 | Southwestern University                 | 1001 E University Ave, Georgetown, TX 78626              | Public | Education | 50,000 00       |
| 12/14/12 | San Antonio River Foundation            | P O Box 830045, San Antonio, TX 78283-0045               | Public | Civic     | 500,000 00      |
| 12/14/12 | Texas Biomedical Research Institute     | P O Box 760549, San Antonio, TX 78245-0549               | Public | Civic     | 50,000 00       |
| 12/14/12 | The Salvation Army                      | 14038 Fairway Oaks, San Antonio, TX 78217                | Public | Civic     | 5,000 00        |
| 12/14/12 | Texas Tribune                           | 823 Congress Ave, Ste 210 Austin, TX 78701               | Public | Civic     | 10,000 00       |
| 12/14/12 | Texas Tech Foundation                   | Box 41081, Lubbock, TX 79409-1081                        | Public | Civic     | 20,000 00       |
| 12/14/12 | Trinity University                      | One Trinity Place, San Antonio, TX 78212                 | Public | Education | 100,000 00      |
| 12/14/12 | University of the Incarnate Word        | 4301 Broadway, San Antonio, TX 78209                     | Public | Education | 100,000 00      |
| 12/14/12 | University of Texas at Austin           | P O Box 7399, Austin, TX 78713-7399                      | Public | Education | 1,000,000 00    |
| 12/14/12 | United Way                              | P O Box 898, San Antonio, TX 78293-0898                  | Public | Civic     | 12,500 00       |
| 12/14/12 | Vietnam Veterans Memorial Fund          | 2600 Virginia Ave NW, Ste 104, Washington, DC 20037      | Public | Civic     | 20,000 00       |
| 12/14/12 | MD Anderson Cancer Center               | P O Box 301439, Houston, TX 77230-1439                   | Public | Civic     | 250,000 00      |
| 12/14/12 | MD Anderson Cancer Center               | P O Box 301439, Houston, TX 77230-1439                   | Public | Civic     | 2,000,000 00    |
| 12/14/12 | Bexar County Performing Arts Center Fdn | P O Box 90869, San Antonio, TX 78209                     | Public | Civic     | 100,000 00      |
| 12/14/12 | National Ranching Heritage Center       | Box 43200, Lubbock, TX 79409-3200                        | Public | Civic     | 50,000 00       |
| 12/14/12 | Bill Glass Champions for Life           | 1101 Cedar Ridge Dr, Duncanville, TX 75137               | Public | Civic     | 1,000 00        |
| 12/14/12 | Texas Biomedical Research Institute     | P O Box 760549, San Antonio, TX 78245-0549               | Public | Civic     | 1,900 00        |
| 12/14/12 | University of Southern California       | P O Box 80354, Los Angeles, CA 90080-9987                | Public | Education | 2,500 00        |
| 12/18/12 | Mary Hull Elementary school             | 7320 Remuda, San Antonio, TX 78227                       | Public | Education | 250 00          |

|    |              |
|----|--------------|
| \$ | 6,047,949 00 |
|----|--------------|

MCCOMBS FOUNDATION, INC.  
EIN: 74-2204217  
FORM 990PF 12-31-12  
PART II - LINE 10b CORPORATE STOCK

| # OF SHS    | NAME OF SECURITY        | DATE OF PURCHASE | COST       | CURRENT MKT VALUE |
|-------------|-------------------------|------------------|------------|-------------------|
| END OF YEAR |                         |                  |            |                   |
| 4,355       | ALTRIA GROUP INC        | 4-Oct-2010       | 106,044.25 | 136,921.20        |
| 3,077       | ALTRIA GROUP INC        | 17-Dec-2010      | 76,217.29  | 96,740.88         |
| 8,410       | ALTRIA GROUP INC        | 25-Mar-2011      | 214,412.95 | 264,410.40        |
| 2,990       | AT& T INC               | 4-Oct-2010       | 86,052.20  | 100,792.90        |
| 2,113       | AT& T INC               | 17-Dec-2010      | 61,826.38  | 71,229.23         |
| 5,773       | AT& T INC               | 25-Mar-2011      | 162,336.18 | 194,607.83        |
| 749         | BRISTOL-MYERS SQUIBB CO | 4-Oct-2010       | 20,515.11  | 24,409.91         |
| 359         | BRISTOL-MYERS SQUIBB CO | 19-Oct-2010      | 9,892.89   | 11,699.81         |
| 800         | BRISTOL-MYERS SQUIBB CO | 17-Dec-2010      | 21,196.72  | 26,072.00         |
| 2,159       | BRISTOL-MYERS SQUIBB CO | 25-Mar-2011      | 56,954.42  | 70,361.81         |
| 1,233       | CANADIAN IMPERIAL BANK  | 23-Apr-2012      | 93,486.92  | 99,392.13         |
| 1,988       | CENTERPOINT ENERGY INC  | 4-Oct-2010       | 31,489.92  | 38,269.00         |
| 1,405       | CENTERPOINT ENERGY INC  | 17-Dec-2010      | 22,634.55  | 27,046.25         |
| 1,224       | CENTERPOINT ENERGY INC  | 21-Jan-2011      | 19,289.75  | 23,562.00         |
| 5,240       | CENTERPOINT ENERGY INC  | 25-Mar-2011      | 88,634.60  | 100,870.00        |
| 512         | CHEVRON CORP            | 4-Oct-2010       | 41,789.44  | 55,367.68         |
| 362         | CHEVRON CORP            | 17-Dec-2010      | 32,040.62  | 39,146.68         |
| 988         | CHEVRON CORP            | 25-Mar-2011      | 104,153.97 | 106,842.32        |
| 578         | CHEVRON CORP            | 15-Aug-2012      | 65,190.60  | 62,504.92         |
| 4,213       | CINEMARK HLDGS INC      | 27-Apr-2012      | 94,641.67  | 109,453.74        |
| 5,242       | CISCO SYSTEMS INC       | 5-Sep-2012       | 99,111.54  | 103,002.15        |
| 26          | COCA COLA COM           | 17-Dec-2010      | 831.61     | 942.50            |
| 3,324       | COCA COLA COM           | 25-Mar-2011      | 105,736.44 | 120,495.00        |
| 3,532       | CONAGRA FOODS INC       | 29-Oct-2012      | 99,033.75  | 104,194.00        |
| 1,068       | CONOCOPHILLIPS          | 4-Oct-2010       | 47,522.09  | 61,933.32         |
| 755         | CONOCOPHILLIPS          | 17-Dec-2010      | 38,268.43  | 43,782.45         |
| 2,063       | CONOCOPHILLIPS          | 25-Mar-2011      | 123,237.51 | 119,633.37        |
| 174         | CONSOLIDATED EDISON INC | 17-Dec-2010      | 8,623.44   | 9,663.96          |
| 1,591       | CONSOLIDATED EDISON INC | 25-Mar-2011      | 79,390.90  | 88,364.14         |
| 675         | DOMINION RES INC NEW VA | 4-Oct-2010       | 29,787.75  | 34,965.00         |
| 477         | DOMINION RES INC NEW VA | 17-Dec-2010      | 20,053.08  | 24,708.60         |
| 1,304       | DOMINION RES INC NEW VA | 25-Mar-2011      | 58,017.05  | 67,547.20         |
| 2,080       | DR PEPPER SNAPPLE GROUP | 8-Jun-2011       | 84,053.22  | 91,894.40         |
| 240         | DR PEPPER SNAPPLE GROUP | 14-May-2012      | 9,836.18   | 10,603.20         |
| 505         | DU PONT E I DE NEMOURS  | 4-Oct-2010       | 22,578.55  | 22,714.14         |
| 356         | DU PONT E I DE NEMOURS  | 17-Dec-2010      | 17,529.19  | 16,012.35         |
| 974         | DU PONT E I DE NEMOURS  | 25-Mar-2011      | 52,333.02  | 43,809.06         |
| 394         | DUKE ENERGY CORP NEW    | 4-Oct-2010       | 20,210.08  | 25,137.20         |
| 731         | DUKE ENERGY CORP NEW    | 4-Oct-2010       | 39,385.66  | 46,637.80         |
| 278         | DUKE ENERGY CORP NEW    | 17-Dec-2010      | 14,049.93  | 17,736.40         |
| 518         | DUKE ENERGY CORP NEW    | 17-Dec-2010      | 27,537.63  | 33,048.40         |
| 761         | DUKE ENERGY CORP NEW    | 25-Mar-2011      | 39,272.12  | 48,551.80         |
| 1,413       | DUKE ENERGY CORP NEW    | 25-Mar-2011      | 75,433.08  | 90,149.40         |
| 1,061       | ELI LILLY & CO          | 4-Oct-2010       | 38,970.53  | 52,328.52         |
| 750         | ELI LILLY & CO          | 17-Dec-2010      | 26,287.50  | 36,990.00         |
| 2,048       | ELI LILLY & CO          | 25-Mar-2011      | 70,840.32  | 101,007.36        |
| 1,406       | EXXON MOBIL CORP        | 14-May-2012      | 117,599.53 | 121,689.30        |
| 304         | EXXON MOBIL CORP        | 17-May-2012      | 25,013.03  | 26,311.20         |
| 560         | EXXON MOBIL CORP        | 16-Aug-2012      | 49,202.72  | 48,468.00         |
| 1,200       | GENERAL ELECTRIC        | 4-Oct-2010       | 19,752.00  | 25,188.00         |
| 848         | GENERAL ELECTRIC        | 17-Dec-2010      | 15,136.80  | 17,799.52         |
| 2,317       | GENERAL ELECTRIC        | 25-Mar-2011      | 45,320.52  | 48,633.83         |
| 3,120       | GENERAL ELECTRIC        | 6-Oct-2011       | 47,865.17  | 65,488.80         |
| 3,835       | GENERAL ELECTRIC        | 2-Dec-2011       | 57,692.59  | 80,496.65         |
| 1,907       | GENERAL ELECTRIC        | 3-Aug-2012       | 39,797.18  | 40,027.93         |
| 438         | GENUINE PARTS CO        | 4-Oct-2010       | 19,758.18  | 27,848.04         |

MCCOMBS FOUNDATION, INC.  
 EIN: 74-2204217  
 FORM 990PF 12-31-12  
 PART II - LINE 10b CORPORATE STOCK

| # OF SHS | NAME OF SECURITY            | DATE OF PURCHASE | COST       | CURRENT MKT VALUE |
|----------|-----------------------------|------------------|------------|-------------------|
| 309      | GENUINE PARTS CO            | 17-Dec-2010      | 15,737.37  | 19,646.22         |
| 845      | GENUINE PARTS CO            | 25-Mar-2011      | 44,294.90  | 53,725.10         |
| 512      | GLAXOSMITHKLINE PLC ADR     | 4-Oct-2010       | 20,423.53  | 22,256.64         |
| 362      | GLAXOSMITHKLINE PLC ADR     | 17-Dec-2010      | 14,429.32  | 15,736.14         |
| 559      | GLAXOSMITHKLINE PLC ADR     | 21-Jan-2011      | 21,340.27  | 24,299.73         |
| 1,621    | GLAXOSMITHKLINE PLC ADR     | 25-Mar-2011      | 61,677.10  | 70,464.87         |
| 2,670    | HASBRO INC                  | 15-Aug-2012      | 100,096.70 | 95,853.00         |
| 1,365    | HCP INC                     | 4-Oct-2010       | 47,288.86  | 61,643.40         |
| 965      | HCP INC                     | 17-Dec-2010      | 30,824.09  | 43,579.40         |
| 2,636    | HCP INC                     | 25-Mar-2011      | 94,538.49  | 119,041.76        |
| 824      | HEINZ H J CO PV 25CT        | 4-Oct-2010       | 39,534.86  | 47,528.32         |
| 581      | HEINZ H J CO PV 25CT        | 17-Dec-2010      | 29,201.06  | 33,512.08         |
| 1,591    | HEINZ H J CO PV 25CT        | 25-Mar-2011      | 77,338.51  | 91,768.88         |
| 427      | HEINZ H J CO PV 25CT        | 17-May-2012      | 23,520.18  | 24,629.36         |
| 1,736    | INTEL CORP                  | 4-Oct-2010       | 33,713.12  | 35,796.32         |
| 1,227    | INTEL CORP                  | 17-Dec-2010      | 26,355.96  | 25,300.74         |
| 664      | INTEL CORP                  | 21-Mar-2011      | 13,375.02  | 13,691.68         |
| 4,117    | INTEL CORP                  | 25-Mar-2011      | 83,039.89  | 84,892.54         |
| 2,774    | INTL PAPER CO               | 13-Apr-2011      | 84,140.69  | 110,516.16        |
| 80       | ISHARES IBOXX \$            | 17-Dec-2010      | 8,589.60   | 9,679.20          |
| 1,648    | ISHARES IBOXX \$            | 25-Mar-2011      | 180,122.94 | 199,391.52        |
| 846      | ISHARES IBOXX \$ HIGH YIELD | 4-Oct-2010       | 75,598.56  | 78,974.10         |
| 597      | ISHARES IBOXX \$ HIGH YIELD | 17-Dec-2010      | 53,341.95  | 55,729.95         |
| 1,634    | ISHARES IBOXX \$ HIGH YIELD | 25-Mar-2011      | 149,854.14 | 152,533.90        |
| 2,502    | JPMORGAN CHASE & CO         | 20-Sep-2011      | 83,520.76  | 110,010.69        |
| 734      | JPMORGAN CHASE & CO         | 18-May-2012      | 26,630.84  | 32,273.32         |
| 297      | KIMBERLY CLARK              | 4-Oct-2010       | 19,364.40  | 25,075.71         |
| 161      | KIMBERLY CLARK              | 19-Oct-2010      | 10,719.93  | 13,593.23         |
| 330      | KIMBERLY CLARK              | 17-Dec-2010      | 20,464.59  | 27,861.90         |
| 892      | KIMBERLY CLARK              | 25-Mar-2011      | 58,078.12  | 75,311.56         |
| 427      | KRAFT FOODS INC VA CL A     | 4-Oct-2010       | 14,082.93  | 19,415.69         |
| 302      | KRAFT FOODS INC VA CL A     | 17-Dec-2010      | 9,994.96   | 13,731.94         |
| 827      | KRAFT FOODS INC VA CL A     | 25-Mar-2011      | 27,062.12  | 37,603.69         |
| 605      | KRAFT FOODS INC VA CL A     | 23-Nov-2012      | 27,021.30  | 27,509.35         |
| 252      | LOCKHEED MARTIN CORP        | 4-Oct-2010       | 18,159.12  | 23,257.08         |
| 178      | LOCKHEED MARTIN CORP        | 17-Dec-2010      | 12,477.80  | 16,427.62         |
| 488      | LOCKHEED MARTIN CORP        | 25-Mar-2011      | 39,723.20  | 45,037.52         |
| 753      | LOCKHEED MARTIN CORP        | 30-Sep-2011      | 56,049.18  | 69,494.37         |
| 2,638    | MARATHON OIL CORP           | 2-Aug-2011       | 82,626.61  | 80,881.08         |
| 824      | MARSH & MCLENNAN COS INC    | 4-Oct-2010       | 20,039.68  | 28,403.28         |
| 581      | MARSH & MCLENNAN COS INC    | 17-Dec-2010      | 15,750.91  | 20,027.07         |
| 1,591    | MARSH & MCLENNAN COS INC    | 25-Mar-2011      | 46,377.65  | 54,841.77         |
| 3,414    | MAXIM INTEGRATED PRODS      | 19-Nov-2012      | 96,058.69  | 100,371.60        |
| 986      | MCDONALDS CORP COM          | 25-Mar-2011      | 72,845.68  | 86,975.06         |
| 794      | MEADWESTVACO CORP           | 4-Oct-2010       | 17,323.13  | 25,304.78         |
| 561      | MEADWESTVACO CORP           | 17-Dec-2010      | 12,978.71  | 17,879.07         |
| 1,533    | MEADWESTVACO CORP           | 25-Mar-2011      | 39,627.93  | 48,856.71         |
| 536      | MEADWESTVACO CORP           | 14-May-2012      | 14,798.75  | 17,082.32         |
| 527      | MERCK AND CO INC SHS        | 4-Oct-2010       | 19,598.44  | 21,575.38         |
| 294      | MERCK AND CO INC SHS        | 19-Oct-2010      | 10,944.97  | 12,036.36         |
| 591      | MERCK AND CO INC SHS        | 17-Dec-2010      | 21,648.33  | 24,195.54         |
| 1,598    | MERCK AND CO INC SHS        | 25-Mar-2011      | 52,014.42  | 65,422.12         |
| 3,361    | MICROSOFT CORP              | 21-Apr-2011      | 83,670.41  | 89,771.30         |
| 1,507    | MICROSOFT CORP              | 6-Oct-2011       | 38,106.45  | 40,251.52         |
| 1,284    | MONDELEZ INTERNATIONAL      | 4-Oct-2010       | 26,111.81  | 32,681.91         |
| 906      | MONDELEZ INTERNATIONAL      | 17-Dec-2010      | 18,489.02  | 23,060.60         |
| 2,479    | MONDELEZ INTERNATIONAL      | 25-Mar-2011      | 50,018.81  | 63,098.48         |

MCCOMBS FOUNDATION, INC.  
EIN: 74-2204217  
FORM 990PF 12-31-12  
PART II - LINE 10b CORPORATE STOCK

| # OF SHS | NAME OF SECURITY                  | DATE OF PURCHASE | COST          | CURRENT MKT VALUE |
|----------|-----------------------------------|------------------|---------------|-------------------|
| 1,681    | NATIONAL RETAIL PPTYS             | 5-Dec-2011       | 43,070.74     | 52,447.20         |
| 1,716    | NATIONAL RETAIL PPTYS             | 12-Dec-2011      | 44,146.84     | 53,539.20         |
| 1,651    | NATIONAL RETAIL PPTYS             | 15-Aug-2012      | 49,012.51     | 51,511.20         |
| 2,552    | PFIZER INC                        | 4-Oct-2010       | 44,583.44     | 64,002.37         |
| 1,804    | PFIZER INC                        | 17-Dec-2010      | 30,974.68     | 45,243.06         |
| 4,928    | PFIZER INC                        | 25-Mar-2011      | 98,532.90     | 123,590.79        |
| 1,120    | PHILIP MORRIS INTL INC            | 4-Oct-2010       | 63,391.78     | 93,676.80         |
| 792      | PHILIP MORRIS INTL INC            | 17-Dec-2010      | 46,965.36     | 66,242.88         |
| 2,163    | PHILIP MORRIS INTL INC            | 25-Mar-2011      | 137,220.72    | 180,913.32        |
| 490      | PINNACLE WEST CAP CORP            | 4-Oct-2010       | 20,393.80     | 24,980.20         |
| 346      | PINNACLE WEST CAP CORP            | 17-Dec-2010      | 14,244.82     | 17,639.08         |
| 945      | PINNACLE WEST CAP CORP            | 25-Mar-2011      | 39,340.35     | 48,176.10         |
| 608      | PROCTER & GAMBLE CO               | 4-Oct-2010       | 36,704.96     | 41,277.12         |
| 430      | PROCTER & GAMBLE CO               | 17-Dec-2010      | 27,356.60     | 29,192.70         |
| 1,175    | PROCTER & GAMBLE CO               | 25-Mar-2011      | 71,686.75     | 79,770.75         |
| 2,656    | REYNOLDS AMERICAN INC             | 4-Oct-2010       | 79,666.72     | 110,038.08        |
| 1,877    | REYNOLDS AMERICAN INC             | 17-Dec-2010      | 60,383.09     | 77,764.11         |
| 5,129    | REYNOLDS AMERICAN INC             | 25-Mar-2011      | 175,514.38    | 212,494.47        |
| 1,061    | ROYAL DUTCH SHEL PLC              | 4-Oct-2010       | 62,450.46     | 75,214.29         |
| 750      | ROYAL DUTCH SHEL PLC              | 17-Dec-2010      | 49,413.53     | 53,167.50         |
| 2,048    | ROYAL DUTCH SHEL PLC              | 25-Mar-2011      | 147,988.48    | 145,182.72        |
| 221      | ROYAL DUTCH SHEL PLC              | 15-Aug-2012      | 16,201.60     | 15,666.69         |
| 1,454    | S&P US PFD STK INDEX FD ISHARES   | 4-Oct-2010       | 57,941.90     | 57,607.48         |
| 1,028    | S&P US PFD STK INDEX FD ISHARES   | 17-Dec-2010      | 40,112.56     | 40,729.36         |
| 2,808    | S&P US PFD STK INDEX FD ISHARES   | 25-Mar-2011      | 110,859.84    | 111,252.96        |
| 490      | SCANA CORP NEW COM                | 4-Oct-2010       | 19,849.90     | 22,363.60         |
| 346      | SCANA CORP NEW COM                | 17-Dec-2010      | 14,092.58     | 15,791.44         |
| 945      | SCANA CORP NEW COM                | 25-Mar-2011      | 36,966.13     | 43,129.80         |
| 1,046    | SOUTHERN COMPANY                  | 4-Oct-2010       | 39,183.16     | 44,779.26         |
| 739      | SOUTHERN COMPANY                  | 17-Dec-2010      | 28,067.22     | 31,636.59         |
| 2,020    | SOUTHERN COMPANY                  | 25-Mar-2011      | 75,608.60     | 86,476.20         |
| 616      | SYSCO CORPORATION                 | 4-Oct-2010       | 17,947.16     | 19,502.56         |
| 435      | SYSCO CORPORATION                 | 17-Dec-2010      | 12,710.70     | 13,772.10         |
| 1,189    | SYSCO CORPORATION                 | 25-Mar-2011      | 33,470.35     | 37,643.74         |
| 1,088    | SYSCO CORPORATION                 | 16-Aug-2012      | 32,634.56     | 34,446.08         |
| 1,053    | TIME WARNER CABLE INC             | 23-Nov-2012      | 96,552.31     | 102,341.07        |
| 571      | VENTAS INC REIT                   | 4-Oct-2010       | 29,446.47     | 36,955.12         |
| 404      | VENTAS INC REIT                   | 17-Dec-2010      | 20,078.80     | 26,146.88         |
| 1,103    | VENTAS INC REIT                   | 25-Mar-2011      | 57,830.29     | 71,386.16         |
| 2,100    | VERIZON COMMUNICATNS COM          | 4-Oct-2010       | 68,754.00     | 90,867.00         |
| 311      | VERIZON COMMUNICATNS COM          | 16-Dec-2010      | 10,654.61     | 13,456.97         |
| 1,752    | VERIZON COMMUNICATNS COM          | 17-Dec-2010      | 60,601.68     | 75,809.04         |
| 4,711    | VERIZON COMMUNICATNS COM          | 25-Mar-2011      | 174,376.72    | 203,844.97        |
| 831      | VODAFONE GROU PLC SP ADR          | 4-Oct-2010       | 21,024.30     | 20,932.89         |
| 587      | VODAFONE GROU PLC SP ADR          | 17-Dec-2010      | 15,843.13     | 14,786.53         |
| 483      | VODAFONE GROU PLC SP ADR          | 21-Jan-2011      | 13,891.08     | 12,166.77         |
| 2,156    | VODAFONE GROU PLC SP ADR          | 25-Mar-2011      | 62,200.60     | 54,309.64         |
| 2,807    | WALGREEN CO                       | 4-Sep-2012       | 99,505.62     | 103,887.07        |
| 942      | WEINGARTEN RLTY INVS SBI REIT     | 4-Oct-2010       | 20,592.12     | 25,217.34         |
| 666      | WEINGARTEN RLTY INVS SBI REIT     | 17-Dec-2010      | 15,617.70     | 17,828.82         |
| 1,819    | WEINGARTEN RLTY INVS SBI REIT     | 25-Mar-2011      | 44,419.98     | 48,694.63         |
|          | CORRIENTE OFFSHORE PARTNERS, LP   | 1-Jul-2009       | 11,559,572.00 | 1,565,833.00      |
|          | EUROPEAN DIVERGENCE OFFSHORE PTRS | 2-Jul-2009       | 3,820,657.00  | 3,820,657.00      |
|          | GEN IV CAPITAL PARTNERS, LLC      | 31-Oct-2010      | 703,231.06    | 656,973.00        |
|          | LKCM HEADWATER INVESTMENTS I, LP  | 1-Jul-2011       | 209,830.00    | 185,073.00        |
|          |                                   |                  | 24,567,994    | 15,825,043        |



**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

|                                                                |                                                                                          |                                         |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------|
| <b>Type or print</b>                                           | Name of exempt organization or other filer, see instructions.                            | Employer identification number (EIN) or |
|                                                                | MCCOMBS FOUNDATION, INC.                                                                 | 74-2204217                              |
|                                                                | Number, street, and room or suite number. If a P.O. box, see instructions.               | Social security number (SSN)            |
|                                                                | 755 E. MULBERRY, SUITE 600                                                               |                                         |
| File by the due date for filing your return. See instructions. | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                         |
|                                                                | SAN ANTONIO, TX 78212                                                                    |                                         |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **04**

| Application Is For                          | Return Code | Application Is For       | Return Code |
|---------------------------------------------|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ                     | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                                 | 02          | Form 1041-A              | 08          |
| Form 4720 (individual)                      | 03          | Form 4720                | 09          |
| Form 990-PF                                 | 04          | Form 5227                | 10          |
| Form 990-T (section 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)         | 06          | Form 8870                | 12          |

- The books are in the care of ▶ GARY V. WOODS, TRUSTEE

Telephone No. ▶ 210-821-6523 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for:

- ▶ ☒ calendar year 20 12 or
- ▶ ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

|                                                                                                                                                                                              |           |    |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|---------|
| <b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | <b>3a</b> | \$ | 15,000. |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ | 88,842. |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | <b>3c</b> | \$ | 0.      |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

|                                                                        |                                                                                          | Enter filer's identifying number, see instructions |
|------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------|
| <b>Type or print</b>                                                   | Name of exempt organization or other filer, see instructions                             | Employer identification number (EIN) or            |
|                                                                        | <b>MCCOMBS FOUNDATION, INC.</b>                                                          | <b>74-2204217</b>                                  |
|                                                                        | Number, street, and room or suite number. If a P.O. box, see instructions                | Social security number (SSN)                       |
|                                                                        | <b>MCCOMBS ENTERPRISES</b><br><b>755 E. MULBERRY, SUITE 600</b>                          |                                                    |
| File by the extended due date for filing your return. See instructions | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                                    |
|                                                                        | <b>SAN ANTONIO, TX 78212</b>                                                             |                                                    |

Enter the Return code for the return that this application is for (file a separate application for each return) ..... **04**

| Application Is For                          | Return Code | Application Is For | Return Code |
|---------------------------------------------|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ                     | 01          |                    |             |
| Form 990-BL                                 | 02          | Form 1041-A        | 08          |
| Form 4720 (individual)                      | 03          | Form 4720          | 09          |
| Form 990-PF                                 | 04          | Form 5227          | 10          |
| Form 990-T (section 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)         | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of ▶ GARY V. WOODS, TRUSTEE  
Telephone No. ▶ 210-821-6523 FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 20 13.
- 5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension. TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

|                                                                                                                                                                                                                                            |              |                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | <b>8a</b> \$ | <u>15,000.</u> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> \$ | <u>88,842.</u> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                           | <b>8c</b> \$ | <u>0.</u>      |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [Signature] Title ▶ CPA Date ▶ 7/23/2013  
BAA FIFZ0502L 01/21/13 Form 8868 (Rev 1-2013)