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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

Name of foundation JOAN AND HERB KELLEHER CHARITABLE FOUNDATION		A Employer identification number 74-2833381
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 12170		B Telephone number (see the instructions) (210) 229-1975
City or town San Antonio	State ZIP code TX 78212	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 13,398,860.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Check ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	344,399.	344,399.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		494,145.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	344,399.	838,544.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	56,000.	14,000.		42,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	3,845.	1,923.		1,922.
	b Accounting fees (attach sch) L-16b Stmt	25,000.	12,500.		12,500.
	c Other prof fees (attach sch) L-16c Stmt	114,977.	114,977.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,024.	4,856.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	4,554.	4,514.		40.
	24 Total operating and administrative expenses. Add lines 13 through 23	209,400.	152,770.		56,462.
	25 Contributions, gifts, grants paid	628,250.			628,250.
26 Total expenses and disbursements. Add lines 24 and 25	837,650.	152,770.		684,712.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-493,251.				
b Net investment income (if negative, enter -0-)		685,774.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		33,224.	6,384.	6,384.
	2	Savings and temporary cash investments		1,179,557.	372,018.	372,018.
	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) L-10a Stmt		1,182,914.	1,774,735.	1,808,891.
	b	Investments — corporate stock (attach schedule) L-10b Stmt		6,259,122.	8,010,929.	10,108,111.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt		2,590,885.	1,071,409.	1,095,132.
	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 L-15 Stmt)		7,203.	8,324.	8,324.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		11,252,905.	11,243,799.	13,398,860.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable		956,500.	918,250.	
	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)		956,500.	918,250.	
FUNDS	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.			X		
	27	Capital stock, trust principal, or current funds		10,296,405.	10,325,549.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		10,296,405.	10,325,549.	
	31	Total liabilities and net assets/fund balances (see instructions)		11,252,905.	11,243,799.	

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	10,296,405.
2	Enter amount from Part I, line 27a	2	-493,251.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	822,395.
4	Add lines 1, 2, and 3	4	10,625,549.
5	Decreases not included in line 2 (itemize) MULTI-YEAR GRANTS AWARDED DURING YEAR	5	300,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	10,325,549.

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 P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 10		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,747,228.		4,253,083.	494,145.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	494,145.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	494,145.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	662,676.	12,888,942.	0.051414
2010	572,715.	11,267,601.	0.050828
2009	580,735.	10,934,822.	0.053109
2008	641,460.	12,988,876.	0.049385
2007	692,580.	14,120,013.	0.049050

2 Total of line 1, column (d)	2	0.253786
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050757
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,076,613.
5 Multiply line 4 by line 3	5	663,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,858.
7 Add lines 5 and 6	7	670,588.
8 Enter qualifying distributions from Part XII, line 4	8	684,712.

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 ☐ and enter 'N/A' on line 1 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 ☒ and enter 1% of Part I, line 27b		1	6,858.
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	6,858.
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	6,858.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	3,600.	
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	3,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,258.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11		
	Refunded		

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)? <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: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <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) TX – Texas		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>NONE</u>	13	X	
14	The books are in care of <u>JOHN J. RIZZO, JR. CPA PC</u> Telephone no <u>(210) 229-1975</u> Located at <u>405 N. ST. MARY'S ST., SUITE 700, SAN ANTONIO, TX</u> ZIP + 4 <u>78205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</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?	16		X
	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>			

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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions.)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7 b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
HERBERT D. KELLEHER 2702 LOVE FIELD DR. DALLAS TX 75235	TRUSTEE-NV 2.00	0.	0.	0.
JOAN N. KELLEHER 2702 LOVE FIELD DR. DALLAS TX 75235	TRUSTEE-NV 2.00	0.	0.	0.
J. MICHAEL KELLEHER 300 PASEO ENCINAL SAN ANTONIO TX 78212	TRUSTEE 5.00	14,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		42,000.	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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ALAMO ADVISORS LP 4114 POND HILL RD SAN ANTONIO TX 78231	INVESTMENT ADVISOR	50,402.
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	12,256,050.
b Average of monthly cash balances	1 b	1,019,699.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	13,275,749.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	13,275,749.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	199,136.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,076,613.
6 Minimum investment return. Enter 5% of line 5	6	653,831.

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	653,831.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	6,858.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	6,858.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	646,973.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	646,973.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	646,973.	

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	684,712.
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 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	684,712.
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	6,858.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	677,854.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				646,973.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			595,904.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. \$ 684,712.				
a Applied to 2011, but not more than line 2a			595,904.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				88,808.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				558,165.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

N/A

4942(1)(5)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

JOAN N. KELLEHER AND HERBERT D. KELLEHER (NON-VOTING TRUSTEES)

NONE

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

(210) 229-1975

NO APPLICATION FORM. GUIDELINES ARE PROVIDED BY THE FOUNDATION UPON REQUEST.

NONE

NONE

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	4,856.	4,856.		
FEDERAL EXCISE TAX	168.			

Total 5,024. 4,856.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK FEES	78.	38.		40.
ADR FEES	4,476.	4,476.		

Total 4,554. 4,514. 40.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

DISPURSEMENT ON MULTI-YEAR GRANTS DURING YEAR	328,250.
CAPITAL GAIN ON INVESTMENTS-SEE PART IV	494,145.

Total 822,395.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ JULIA K. STACY 223 ALLEN ST. SAN ANTONIO TX 78209	TRUSTEE 5.00	14,000.	0.	0.
Person ☒ Business ☐ RUTH K. AGATHER 300 W. FRENCH PL. SAN ANTONIO TX 78212	TRUSTEE 5.00	14,000.	0.	0.
Person ☒ Business ☐ DAVID N. KELLEHER 315 PASEO ENCINAL SAN ANTONIO TX 78212	TRUSTEE 5.00	14,000.	0.	0.

Total

42,000. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RPSA LAW FIRM	LEGAL FEES	3,845.	1,923.		1,922.
Total		<u>3,845.</u>	<u>1,923.</u>		<u>1,922.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOHN J. RIZZO, JR. C	ACCOUNTING AND TAX SER	18,000.	9,000.		9,000.
MISC PROVIDERS	ACCOUNTING AND TAX SER	7,000.	3,500.		3,500.
Total		<u>25,000.</u>	<u>12,500.</u>		<u>12,500.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LAZARD ASSET MANAGEM	INVESTMENT MANAGEMENT	6,254.	6,254.		
WASATCH ADVISORS	INVESTMENT MANAGEMENT	10,516.	10,516.		
MASTRAPASQUA	INVESTMENT MANAGEMENT	8,929.	8,929.		
GABELLI ASSET MANAGE	INVESTMENT MANAGEMENT	10,883.	10,883.		
MCDONNELL	INVESTMENT MANAGEMENT	8,160.	8,160.		
METROPOLITAN WEST	INVESTMENT MANAGEMENT	5,950.	5,950.		
SANDS CAPITAL	INVESTMENT MANAGEMENT	9,531.	9,531.		
ALAMO ADVISORS LP	INVESTMENT ADVISORY FE	50,402.	50,402.		
FROST NATIONAL BANK	CUSTODIAL FEES	4,352.	4,352.		
Total		<u>114,977.</u>	<u>114,977.</u>		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
MC DONNELL BOND ACCT-SEE SCHEDULE 1	32,096.	33,031.	1,742,639.	1,775,860.
Total	<u>32,096.</u>	<u>33,031.</u>	<u>1,742,639.</u>	<u>1,775,860.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
DIVERSIFIED MUTUAL FUND ACCOUNT-SEE SCHEDULE 2	2,769,675.	2,988,907.
MASTRAPASQUA EQUITY ACCOUNT - SEE SCHEDULE 3	917,303.	1,168,191.
GABELLI EQUITY ACCOUNT - SEE SCHEDULE 4	776,236.	1,232,586.
WASATCH EQUITY ACCOUNT - SEE SCHEDULE 5	918,425.	1,232,852.
LAZARD EQUITY ACCOUNT - SEE SCHEDULE 6	815,160.	970,783.
METWEST EQUITY ACCOUNT - SEE SCHEDULE 7	947,726.	1,217,264.
SANDS EQUITY CAPITAL ACCOUNT - SEE SCHEDULE 8	866,404.	1,297,528.
Total	<u>8,010,929.</u>	<u>10,108,111.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
MC DONNELL BOND MGMT ACCOUNT (DOMESTIC) -SEE SCHEDULE 9	1,071,409.	1,095,132.
Total	<u>1,071,409.</u>	<u>1,095,132.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
INVESTMENT ACCOUNTS RECEIVABLE	7,203.	8,324.	8,324.
Total	<u>7,203.</u>	<u>8,324.</u>	<u>8,324.</u>

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 1

FEDERAL AND STATE OBLIGATIONS

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
FEDERAL HOME LOAN MTG CORP	50000	101.24	50,621.00
FEDERAL HOME LOAN MTG CORP	50000	115.59	57,796.00
FEDERAL NATIONAL MTG ASSN	85000	102.52	87,139.45
FEDERAL NATIONAL MTG ASSN	85000	105.14	89,365.60
FEDL HOME LOAN MTG CORP#C57076	145000	116.00	562.69
FEDL HOME LOAN MTG CORP#C57865	145000	111.20	5,003.79
FNMA GTD PASS THRU POOL#600058	145000	111.73	2,149.01
UNITED STATES TREASURY NOTE	70000	104.34	77,964.48
UNITED STATES TREASURY NOTE	70000	115.98	89,640.82
UNITED STATES TREASURY NOTE	125000	100.42	125,522.50
UNITED STATES TREASURY NOTE	175000	108.34	189,602.00
UNITED STATES TREASURY NOTE	200000	109.75	219,500.00
UNITED STATES TREASURY NOTE	207000	105.13	217,608.75
UNITED STATES TREASURY NOTE	275000	101.32	278,630.00
UNITED STATES TREASURY NOTE	275000	103.55	284,754.25
TOTAL FEDERAL OBLIGATIONS			1,775,860.34
SIERRA PAC PWR CO GEN& REF-M 6	15000	115.73	17,359.80
STATE OF CONNECTICUT TAX G/O	15000	104.48	15,671.25
TOTAL STATE OBLIGATIONS			33,031.05

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 2

MUTUAL FUND ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
**JANUS INVESTMENT FUND	94371.49	9.32	879,542.26
**LAZARD EMERGING MARKETS	14280.19	19.54	279,034.87
**PIMCO FOREIGN BOND FUND	34282.13	10.79	369,904.16
**PIMCO LOW DURATION FUND	68967.94	10.51	724,853.07
**T ROWE PRICE REAL ESTATE	19746.77	21.01	414,879.61
**WASATCH FDS INC	13617.55	23.55	320,693.18
			2,988,907.15

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 3

MASTRAPASQUA EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***ACCENTURE PLC IRELAND	260	66.50	17,290.00
***COVIDIEN PLC	400	57.74	23,096.00
***NOVARTIS AG	400	63.30	25,320.00
***SAP AG	320	80.38	25,721.60
***SCHLUMBERGER LTD	400	69.30	27,719.44
3M COMPANY	225	92.85	20,891.25
ABBOTT LABORATORIES	400	65.50	26,200.00
ALLERGAN INC	225	91.73	20,639.25
AMGEN INC	400	86.20	34,480.00
ANADARKO PETROLEUM CORP	165	74.31	12,261.15
APPLE INC	80	532.17	42,573.83
BORG WARNER AUTOMOTIVE INC	475	71.62	34,019.50
BROADCOM CORP	875	33.21	29,058.75
CATERPILLAR INC	345	89.61	30,914.93
CISCO SYSTEMS INC	970	19.65	19,059.91
COMCAST CORP	690	37.36	25,778.40
CVS CAREMARK CORPORATION	480	48.35	23,208.00
DOW CHEMICAL CO.	525	32.33	16,972.93
E I DU PONT DE NEMOURS & CO	475	44.98	21,364.78
ECOLAB INC	85	71.90	6,111.50
EMC CORP-MASS	1000	25.30	25,300.00
EXXON MOBIL CORP	425	86.55	36,783.75
FLUOR CORP NEW	205	58.74	12,041.70
GENUINE PARTS CO	445	63.58	28,293.10
HOME DEPOT INC	850	61.85	52,572.50
HONEYWELL INTL INC	605	63.47	38,399.35
INTEL CORP	1100	20.62	22,682.00
INTERNATIONAL BUSINESS	100	191.55	19,155.00
KLA-TENCOR CORP	535	47.76	25,551.60
MARSH & MCLENNAN COMPANIES INC	205	34.47	7,066.35
MERCK & CO INC	400	40.94	16,376.00
MICROCHIP TECHNOLOGY INC	895	32.59	29,168.05
MICROSOFT CORP	1120	26.71	29,914.86
MONSANTO CO	270	94.65	25,555.50
NATIONAL-OILWELL VARCO INC	300	68.35	20,505.00
NIKE INC-CL B	650	51.60	33,540.00
PARKER HANNIFIN CORP	345	85.06	29,345.70

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 3

MASTRAPASQUA EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
PRAXAIR INC	250	109.45	27,362.50
PRICE T ROWE GROUP INC	345	65.12	22,465.39
QUALCOMM INC	320	61.86	19,795.07
STARBUCKS CORP	750	53.63	40,222.50
STARWOOD HOTELS & RESORTS	280	57.36	16,060.80
TARGET CORP	230	59.17	13,609.10
THERMO FISHER SCIENTIFIC INC	190	63.78	12,118.20
UNION PACIFIC CORP	150	125.72	18,858.00
UNITED TECHNOLOGIES CORP	250	82.01	20,502.50
VISA INC	200	151.58	30,316.00
WALT DISNEY CO	240	49.79	11,949.60
			1,168,191.34

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 4

GABELLI EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***D E MASTER BLENTERS 1753	1400	11.41	15,974.00
***DANONE	1000	13.16	13,159.00
***GRUPO TELEVISA SA DE CV	1000	26.58	26,580.00
AMC NETWORKS INC	600	49.50	29,700.00
AMERICAN EXPRESS COMPANY	500	57.48	28,740.00
ASCENT CAPITAL GROUP INC	210	61.94	13,007.40
AUTONATION INC DEL	500	39.70	19,850.00
BANK NEW YORK MELLON CORP	1400	25.70	35,980.00
BEASLEY BROADCAST GROUP INC	3000	4.89	14,670.00
BOEING CO	200	75.36	15,072.00
CABLEVISION SYSTEMS CORP-CL A	1400	14.94	20,916.00
CAMPBELL SOUP CO	500	34.89	17,445.00
CHEMED CORPORATION	300	68.59	20,577.00
CINCINNATI BELL INC NEW	2000	5.48	10,960.00
COCA COLA COMPANY	1000	36.25	36,250.00
CRANE CO	500	46.28	23,140.00
DENTSPLY INTERNATIONAL INC NEW	500	39.61	19,805.00
DIEBOLD INC	600	30.61	18,366.00
DIRECTV	600	50.16	30,096.00
DISH NETWORK CORP	500	36.40	18,200.00
DR PEPPER SNAPPLE GROUP INC	240	44.18	10,603.20
ECHOSTAR CORPORATION	100	34.22	3,422.00
ENERGIZER HOLDINGS INC	500	79.98	39,990.00
EXELIS INC	400	11.27	4,508.00
FEDERAL MOGUL CORPORATION	1000	8.02	8,020.00
FLOWERS FOODS INC	300	23.27	6,981.00
FLOWSERVE CORP	300	146.80	44,040.00
GENERAL MILLS INC	1000	40.42	40,420.00
GENUINE PARTS CO	500	63.58	31,790.00
GRACO INC	200	51.49	10,298.00
GRAFTECH INTERNATIONAL LTD	500	9.39	4,695.00
GRIFFON CORP	1000	11.46	11,460.00
HENRY SCHEIN INC	500	80.42	40,210.00
HILLSHIRE BRANDS CO	280	28.14	7,879.20
HONEYWELL INTL INC	500	63.47	31,735.00
INTERNAP NETWORK SERVICES	3000	6.93	20,778.00
INTL FLAVORS & FRAGRANCES INC	300	66.54	19,962.00

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 4

GABELLI EQUITY ACCOUNT

ITT CORP NEW	200	23.46	4,692.00
KRAFT FOODS GROUP INC	166	45.47	7,548.02
LEGG MASON INC	600	25.72	15,432.00
LENNAR CORP	300	30.54	9,162.00
LIBERTY MEDIA CORPORATION	104	116.01	12,065.04
MADISON SQUARE GARDEN CO (THE)	500	44.35	22,175.00
MIDDLESEX WATER CO	300	19.56	5,868.00
MONDELEZ INTERNATIONAL INC	500	25.45	12,726.60
MYERS INDUSTRIES INC	1000	15.15	15,150.00
NATIONAL FUEL GAS CO	500	50.69	25,345.00
NORTHERN TRUST CORP	400	50.16	20,064.00
ONEOK INC NEW	800	42.75	34,200.00
PATTERSON COMPANIES INC	800	34.23	27,384.00
PEP BOYS-MANNY MOE & JACK	1200	9.83	11,796.00
PINNACLE ENTERTAINMENT INC	500	15.83	7,915.00
RYMAN HOSPITALITY PTYS INC	565.85	38.46	21,762.60
SCRIPPS NETWORKS INTERACTIVE	400	57.92	23,168.00
SENSIENT TECHNOLOGIES CORP	500	35.56	17,780.00
SUPERIOR INDUSTRIES INTL INC	500	20.40	10,200.00
TELEPHONE & DATA SYSTEM INC	326	22.14	7,217.64
TEXAS INSTRUMENTS INCORPORATEI	800	30.89	24,712.00
TIME WARNER INC	266	47.83	12,722.78
TREDEGAR CORPORATION	300	20.42	6,126.00
UNITED STATES CELLULAR	200	35.24	7,048.00
WASTE MANAGEMENT INC DEL	600	33.74	20,244.00
WATTS WATER TECHNOLOGIES INC	500	42.99	21,495.00
WELLS FARGO & CO	800	34.18	27,344.00
XYLEM INC	600	27.10	16,260.00
YOUNG INNOVATIONS INC	500	39.41	19,705.00
			1,232,586.48

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 5

WASATCH EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***HERBALIFE LTD	630	32.94	20,752.20
***ICON PLC-SPONSORED ADR	879	27.76	24,401.04
***VISTAPRINT NV	819	32.86	26,912.34
ACACIA RESEARCH - ACACIA	855	25.66	21,938.61
AFFILIATED MANAGERS GROUP INC	248	130.15	32,277.20
ALLEGiant TRAVEL CO	449	73.41	32,961.09
ALLIANCE DATA SYSTEM CORP	264	144.76	38,216.64
ANSYS INC	475	67.34	31,986.50
BALCHEM CORP	412	36.45	15,017.40
BLUE NILE INC	215	38.48	8,273.20
CARBO CERAMICS INC	193	78.34	15,119.62
COPART INC	2826	29.50	83,367.00
CORPORATE EXECUTIVE BOARD	429	47.46	20,360.34
DEALERTRACK TECHNOLOGIES	559	28.72	16,054.48
DFC GLOBAL CORP	1836	18.52	34,002.16
DRIL-QUIP INC	249	73.05	18,189.45
ENSIGN GROUP INC COM USD0.001	1072	27.15	29,104.80
EXLSERVICE HOLDINGS INC	661	26.50	17,516.50
FIRST CASH FINANCIAL SERVICES	301	49.62	14,935.62
GORDMANS STORES INC	734	15.02	11,024.68
GRACO INC	336	51.49	17,300.64
HIBBETT SPORTS INC	313	52.70	16,495.10
HIGHER ONE HLDGS INC	1637	10.54	17,253.98
HITTITE MICROWAVE CORP	232	62.06	14,397.92
IDEX CORP	999	46.53	46,483.47
INNERWORKINGS INC	2074	13.78	28,579.72
IPC THE HOSPITALIST CO INC	402	39.71	15,963.42
KNIGHT TRANSPORTATION INC	1093	14.63	15,990.59
LIFE TIME FITNESS INC	1163	49.21	57,231.23
LUMBER LIQUIDATORS HOLDINGS	179	52.83	9,456.57
MEDNAX INC	554	79.52	44,054.08
MFA FINANCIAL INC	1647	8.11	13,357.17
MONRO MUFFLER BRAKE INC	506	34.90	17,659.45
MSC INDUSTRIAL DIRECT CO INC	605	75.38	45,604.90
OLD DOMINION FREIGHT LINES INC	675	34.28	23,139.00
POLYPORE INTERNATIONAL INC	1172	46.50	54,498.00
POOL CORPORATION	537	42.32	22,725.84

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 5

WASATCH EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
PORTFOLIO RECOVERY ASSOCIATES	233	106.86	24,898.38
POWER INTEGRATIONS INC	536	33.61	18,014.96
PSS WORLD MEDICAL INC	1143	28.88	33,009.84
REALPAGE INC	406	21.57	8,757.42
RUSH ENTERPRISES INC	340	17.28	5,875.20
SANDRIDGE ENERGY INC	725	6.35	4,603.75
SEI INVESTMENTS CO	1058	23.34	24,693.72
SILICON LABORATORIES INC	314	41.80	13,124.98
SKULLCANDY INC	304	7.79	2,368.16
TECHNE CORP	140	68.34	9,567.60
TESLA MOTORS INC	500	33.87	16,935.00
TETRA TECH INC NEW	665	26.47	17,602.55
TYLER TECHNOLOGIES INC	343	48.44	16,614.92
ULTIMATE SOFTWARE GROUP INC	168	94.41	15,860.88
WADDELL & REED FINANCIAL INC	298	34.82	10,376.36
WASTE CONNECTIONS INC	1123	33.79	37,946.17
			1,232,851.84

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 6

LAZARD EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***ANHEUSER-BUSCH INBEV SA	490	87.41	42,830.90
***ASSA ABLOY AB	1425	18.67	26,603.32
***ASSOCIATED BRITISH FOODS	415	25.42	10,550.54
***ATLANTIA SPA	2138	9.01	19,265.51
***BAYER AKTIENGESELLSCHAFT	230	94.78	21,799.17
***BAYERISCHE MOTOREN WERKE AG	515	32.05	16,505.75
***BG GROUP PLC ADR FINAL	810	16.46	13,330.98
***BHP BILLITON LTD	435	78.42	34,112.70
***BNP PARIBAS	745	28.07	20,913.64
***BRITISH AMERICAN TOBACCO	324	101.25	32,805.00
***BRITISH SKY BROADCASTING	200	49.87	9,974.00
***CANON INC	382	39.21	14,978.22
***DAIHATSU MOTOR	355	39.58	14,049.83
***DAITO TRUST CONSTRUCTION CO	745	23.56	17,555.18
***ENI S P A SPONSORED ADR	310	49.14	15,233.40
***EXPERIAN PLC	690	15.93	10,991.70
***FANUC CORPORATION	455	30.69	13,962.58
***GETINGE AB	505	33.82	17,078.09
***INFORMA PLC	1275	14.60	18,611.17
***ING GROEP NV-SPONSORED ADR	2140	9.49	20,308.60
***KOMATSU LTD-SPONSORED ADR	660	25.26	16,670.94
***LIXIL GROUP CORPORATION	390	44.34	17,293.38
***LLOYDS BANKING GROUP PLC	3300	3.20	10,560.00
***LVMH MOET HENNESSY LOUIS	360	36.60	13,175.64
***MERCK KGAA	510	43.87	22,374.72
***NOVARTIS AG	583	63.30	36,903.90
***ORICA LTD	375	26.03	9,760.50
***PETROFAC LTD	1190	13.19	15,697.29
***PETROLEUM GEO SVCS ASA NEW	560	17.13	9,594.48
***POTASH CORP OF SASKATCHEWAN	309	40.69	12,573.21
***PRUDENTIAL PLC SPONS ADR	875	28.55	24,981.25
***RED ELECTRICA CORPORACION	775	9.84	7,622.12
***REXAM PLC	595	35.44	21,084.42
***ROGERS COMMUNICATIONS INC	345	45.52	15,704.40
***ROYAL DUTCH SHELL PLC	320	68.95	22,064.00
***RYANAIR HOLDINGS PLC	415	34.28	14,226.20
***SAMPO OYJ	1130	16.05	18,130.85

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 6

LAZARD EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***SANDS CHINA LTD	255	43.80	11,169.51
***SANDVIK AB-ADR	790	15.91	12,568.90
***SANOFI	965	47.38	45,721.70
***SAP AG	445	80.38	35,769.10
***SEVEN & I HOLDINGS CO LTD	215	56.37	12,119.55
***SOFTBANK CORP	505	18.16	9,169.79
***SUMITOMO MITSUI FINL GROUP	3860	7.34	28,332.40
***SWATCH GROUP AG (THE)	435	25.19	10,958.95
***SWEDBANK AB	585	19.52	11,420.37
***TECHNIP	505	28.62	14,454.11
***TELSTRA CORPORATION LIMITED	440	22.69	9,981.40
***TULLOW OIL PLC	1180	10.25	12,093.82
***UNILEVER PLC	950	38.72	36,784.00
***VALEO-SPONSORED ADR	490	24.81	12,156.41
***WOLSELEY PLC	3386	4.71	15,961.60
***YAHOO JAPAN CORP	1140	10.74	12,243.60
			970,782.79

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 7

MET WEST EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***DIAGEO PLC-SPONSORED ADR	250	116.58	29,145.00
***SCHLUMBERGER LTD	350	69.30	24,254.51
ABBOTT LABORATORIES	550	65.50	36,025.00
APPLE INC	60	532.17	31,930.37
BAXTER INTERNATIONAL INC	500	66.66	33,330.00
BOEING CO	400	75.36	30,144.00
CHARLES SCHWAB CORP NEW	2300	14.36	33,028.00
CIGNA CORPORATION	700	53.46	37,422.00
DEERE & CO	330	86.42	28,518.60
EBAY INC	400	51.00	20,399.08
EMC CORP-MASS	1300	25.30	32,890.00
FRANKLIN RESOURCES INC	220	125.70	27,654.00
H J HEINZ CO	500	57.68	28,840.00
HERSHEY COMPANY (THE)	400	72.22	28,888.00
HESS CORPORATION	600	52.96	31,776.00
HOME DEPOT INC	670	61.85	41,439.50
HOSPIRA INC	270	31.24	8,434.80
HUNTINGTON INGALLS INDUSTRIES	350	43.34	15,169.00
INTERNATIONAL BUSINESS	180	191.55	34,479.00
INTUIT INC	550	59.48	32,711.47
JPMORGAN CHASE & CO	750	43.97	32,976.82
M & T BANK CORP	300	98.47	29,541.00
NEXTERA ENERGY INC	550	69.19	38,054.50
NORTHEAST UTILITIES	650	39.08	25,402.00
NORTHERN TRUST CORP	650	50.16	32,604.00
NORTHROP GRUMMAN CORP	500	67.58	33,790.00
OCCIDENTAL PETE CORP	450	76.61	34,474.50
ORACLE CORP	1000	33.32	33,320.00
PEPSICO INC	520	68.43	35,583.60
QEP RESOURCES INC	650	30.27	19,675.50
QUALCOMM INC	450	61.86	27,836.82
SPX CORP	330	70.15	23,149.50
SUNTRUST BANKS INC	1100	28.35	31,185.00
TEXAS INSTRUMENTS INCORPORATEI	720	30.89	22,240.80
TIFFANY & CO NEW	230	57.34	13,188.20
TIME WARNER INC	830	47.83	39,698.90
TRW AUTOMOTIVE HOLDINGS INC	600	53.61	32,166.00

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 7

MET WEST EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
UNILEVER NV	900	37.87	34,083.00
UNITED PARCEL SVC INC	400	73.73	29,492.00
WALT DISNEY CO	650	49.79	32,363.50
ZIONS BANCORPORATION	1400	21.40	<u>29,960.00</u>
			1,217,263.97

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 8

SANDS EQUITY ACCOUNT

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***ASML HOLDING N V	685	64.39	44,107.15
***SCHLUMBERGER LTD	605	69.30	41,925.65
ALEXION PHARMACEUTICALS INC	465	93.74	43,589.10
ALLERGAN INC	605	91.73	55,496.65
AMAZON.COM INC	405	250.87	101,602.35
APPLE INC	195	532.17	103,773.71
ATHENAHEALTH INC	190	73.29	13,925.10
BIOMARIN PHARMACEUTICAL INC	435	49.20	21,402.00
CERNER CORP	480	77.51	37,204.80
CHIPOTLE MEXICAN GRILL INC	135	297.46	40,157.10
COACH INC	625	55.51	34,693.75
F5 NETWORKS INC	365	97.15	35,459.75
FACEBOOK INC	1325	26.62	35,271.10
FMC TECHNOLOGIES INC	670	42.83	28,696.10
GOOGLE INC	135	707.38	95,496.30
INTERCONTINENTALEXCHANGE INC	230	123.81	28,476.30
INTUITIVE SURGICAL INC NEW	55	490.37	26,970.35
LAS VEGAS SANDS CORP	700	46.16	32,312.00
NATIONAL-OILWELL VARCO INC	460	68.35	31,441.00
NIKE INC-CL B	750	51.60	38,700.00
PRAXAIR INC	350	109.45	38,307.50
PRICELINE COM INC COM NEW	70	620.39	43,427.30
QUALCOMM INC	700	61.86	43,301.72
REGENERON PHARMACEUTICALS INC	185	171.07	31,647.95
SALESFORCE.COM INC	550	168.10	92,455.00
SOUTHWESTERN ENERGY CO	630	33.41	21,048.30
STARBUCKS CORP	640	53.63	34,323.20
VISA INC	675	151.58	102,316.50
			1,297,527.73

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 9

CORPORATE BONDS

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
***AMERICA MOVIL S A DE C V	15000	119.73	17,958.75
***BANK MONTREAL	18000	104.82	18,868.32
***BHP BILLITON FIN USA LTD	21000	107.63	22,601.25
***COVIDIEN INTL FIN S A	15000	113.26	16,989.30
***CREDIT SUISSE	15000	112.44	16,865.85
***PETROBAS INTL FIN CO	15000	124.91	18,736.20
***RIO TINTO FINANCE USA LTD	18000	104.39	18,790.74
***ROYAL BANK OF CANADA	15000	101.09	15,162.75
ACE INA HLDG INC	16000	117.42	18,787.52
AETNA INC	25000	99.18	24,794.25
AMERICAN EXPRESS CO	20000	120.50	24,099.40
ANHEUSER BUSCH COS INC	20000	114.41	22,882.40
AT&T INC	17000	105.87	17,998.24
BAPTIST HEALTH SOUTH FLA TAX	10000	111.99	11,199.10
BB&T CORP	20000	103.43	20,685.60
BEAR STEARNS COS INC	14000	125.30	17,542.56
BROWN FORMAN CORP	7000	104.88	7,341.67
BURLINGTON NORTHN SANTA FE	18000	117.71	21,187.98
CAPITAL ONE FINANCIAL CO	16000	106.17	16,987.04
CATERPILLAR FINL SVCS CORP	16000	104.74	16,758.72
CIGNA CORP	17000	105.19	17,882.98
CITIGROUP INC	16000	119.02	19,042.56
COMCAST CORP NEW	15000	118.53	17,778.90
COSTCO WHSL CORP NEW	8000	117.89	9,431.36
DEERE JOHN CAP CORP	16000	103.43	16,548.32
DIRECTV HLDGS LLC / DIRECTV	16000	112.18	17,948.48
DOW CHEM CO	16000	110.32	17,651.68
DR PEPPER SNAPPLE INC	20000	105.37	21,073.40
ENERGY NORTHWEST WASH ELEC	25000	102.28	25,570.25
ENTERPRISE PRODUCTS OPER	20000	120.96	24,192.60
ERP OPER LTD PARTNERSHIP	16000	117.97	18,874.40
FEDEX CORP	20000	99.49	19,897.40
GENERAL ELEC CAP CORP	25000	118.75	29,688.25
GOLDMAN SACHS GROUP INC	17000	110.54	18,791.63
GOOGLE INC	16000	104.42	16,707.20
INTEL CORP	16000	106.04	16,965.76
INTERNATIONAL BK FOR RECON &	50000	100.82	50,409.00

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 9

CORPORATE BONDS

<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Market Value</u>
KRAFT FOODS INC	25000	122.14	30,534.50
MARATHON OIL CORP	20000	100.62	20,124.00
MCDONALDS CORP	15000	116.49	17,473.35
MCKESSON CORP	16000	107.19	17,150.40
MERRILL LYNCH & CO INC	16000	117.44	18,789.76
METLIFE INC	16000	110.09	17,614.40
MORGAN STANLEY	21000	102.20	21,462.21
PACCAR FINANCIAL CORP	18000	101.57	18,282.06
PORT AUTH N Y & N J FOR	10000	120.81	12,081.00
PRAXAIR INC	15000	116.12	17,417.70
REPUBLIC SVCS INC	16000	115.97	18,555.04
SEMPRA ENERGY	20000	100.24	20,048.40
US BANCORP	12000	101.89	12,226.80
THERMO FISHER SCIENTIFIC	18000	103.54	18,637.02
TOYOTA MOTOR CREDIT CORP	15000	102.40	15,360.45
VERIZON COMMUNICATIONS INC	18000	106.48	19,166.58
WASTE MGMT INC DEL	15000	111.84	16,775.55
WELLS FARGO & CO	20000	103.39	20,677.40
WILLIS NORTH AMER INC	17000	117.85	20,033.99
XEROX CORP	16000	112.69	18,029.92
			<u>1,095,132.34</u>

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

74-2833381

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
FIXED INCOME							
FHLMC GOLD POOL C57865	20 79	P	8/28/2001	1/31/2012	20 79	20 69	0
FHLMC GOLD POOL C57076	6	P	8/28/2001	1/31/2012	6 00	6 10	(0)
U S TREASURY NOTES 4%	150000	P	12/27/2002	2/15/2012	154,265 12	151,687 50	2,578
U S TREASURY NOTES 4 375%	225000	P	8/31/2002	2/15/2012	229,736 55	228,585 94	1,151
FNMA POOL #600058	4 14	P	8/28/2001	1/31/2012	4 14	4 11	0
FROST TOTAL RETURN BOND	25000 001	P	2/15/2012	2/24/2012	265,750 01	265,250 00	500
FHLMC GOLD POOL C57865	2061 880	P	8/28/2001	3/15/2012	2,061 88	2,051 56	10
FHLMC GOLD POOL C57076	6 950	P	8/28/2001	3/15/2012	6 95	7 06	(0)
FNMA POOL #600058	4 150	P	8/28/2001	3/25/2012	4 15	4 12	0
IBM INTL GROUP CAP LLC	250000 000	P	8/14/2008	3/12/2012	256,812 50	256,812 99	(0)
COLGATE-PALMOLIVE CO	100000 000	P	5/7/2008	3/12/2012	104,388 00	104,388 00	-
AT&T INC	150000 000	P	5/8/2008	3/13/2012	155,368 50	155,368 33	0
GENERAL ELECTRIC CREDIT	150000 000	P	6/22/2010	3/13/2012	160,125 00	160,125 00	-
STATE OF CONNECTICUT TAX	135000 000	P	4/17/2008	3/14/2012	143,951 85	143,952 00	(0)
NEW YORK ST DORM AUTH R	125000 000	P	12/3/2010	3/14/2012	125,898 75	125,000 00	899
HARLINGEN ECONOMIC DEV	170000 000	P	12/16/2010	3/15/2012	170,875 50	170,000 00	876
JOHNSON CTLS INC	8000 000	P	3/15/2012	3/27/2012	9,026 72	9,021 50	5
AMERICAN EXPRESS CREDIT	10000 000	P	3/19/2012	4/10/2012	10,244 30	10,257 32	(13)
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	4/16/2012	6 08	0 12	6
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	4/16/2012	16 63	0 77	16
FNMA POOL #600058 ret of prin		P	8/28/2001	4/25/2012	4 18	0 06	4
WELLS FARGO & CO	18000 000	P	various	5/1/2012	19,224 54	19,220 97	4
U S BANCORP	16000 000	P	various	5/3/2012	17,091 84	17,114 01	(22)
FEDERAL FARM CREDIT BANK	150000 000	P	10/31/2005	5/14/2012	152,625 00	151,874 18	751
PNC FDG CORP	4000 000	P	3/19/2012	5/18/2012	4,363 48	4,365 22	(2)
PNC FDG CORP	11000 000	P	various	5/21/2012	11,973 63	11,990 69	(17)
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	5/15/2012	2,205 47	41 92	2,164
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	5/15/2012	16 76	0 77	16
FNMA POOL #600058 ret of prin		P	8/28/2001	5/25/2012	4 21	0 06	4
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	6/15/2012	1 26	0 02	1
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	6/15/2012	21 78	1 01	21
FNMA POOL #600058 ret of prin		P	8/28/2001	6/25/2012	4 23	0 06	4
TELEFONICA EMISIONES	8000 000	P	3/13/2012	7/23/2012	7,553 12	8,309 68	(757)
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	7/16/2012	1 26	0 02	1
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	7/16/2012	16 94	0 78	16
FNMA POOL #600058 ret of prin		P	8/28/2001	7/25/2012	4 25	0 06	4
AMERICAN EXPRESS CREDIT	20000 000	P	various	8/22/2012	20,904 60	20,163 21	741
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	8/15/2012	1 27	0 02	1
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	8/15/2012	17 76	0 82	17
FNMA POOL #600058 ret of prin		P	8/28/2001	8/27/2012	4 28	0 06	4
DOMINION RES INC	8000 000	P	3/22/2012	9/20/2012	8,135 68	8,184 76	(49)
UNITED STATES TREASURE N	35000 000	P	4/25/2012	9/20/2012	36,609 18	35,774 00	835
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	9/17/2012	1 28	0 02	1
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	9/17/2012	21 93	1 01	21
FNMA POOL #600058 ret of prin		P	8/28/2001	9/25/2012	4 30	0 06	4
FEDERAL FARM CREDIT BANK	150000 000	P	10/31/2005	10/11/2012	150,000 00	148,186 50	1,814
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	10/15/2012	1 28	0 02	1
FEDL HOME LOAN MTG CORP ret of pnn		P	8/28/2001	10/15/2012	17.13	0 79	16
FNMA POOL #600058 ret of pnn		P	8/28/2001	10/25/2012	4.32	0 06	4

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

74-2833381

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
UNITED TECHNOLOGIES COR	15000 000	P	4/25/2012	11/1/2012	18,120 10	17,792 81	327
AETNA INC	7000 000	P	11/2/2012	11/20/2012	7,036 12	7,016 33	20
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	11/15/2012	1 29	0 02	1
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	11/15/2012	17 18	0 79	16
FNMA POOL #600058 ret of prin		P	8/28/2001	11/26/2012	4 35	0 06	4
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	12/17/2012	1 30	0 02	1
FEDL HOME LOAN MTG CORP ret of prin		P	8/28/2001	12/17/2012	22 17	1 02	21
FNMA POOL #600058 ret of prin		P	8/28/2001	12/26/2012	4 37	0 06	4

MUTUAL FUNDS

PIMCO LOW DURATION FUND	485 437	P	various	1/5/2012	5,000 00	5,000 00	-
PIMCO LOW DURATION FUND	1450 677	P	various	1/24/2012	15,000 00	15,098 75	(99)
PIMCO LOW DURATION FUND	961 538	P	various	1/27/2012	10,000 00	9,935 86	64
PIMCO LOW DURATION FUND	1166 635	P	various	2/14/2012	12,168 00	12,104 74	63
PIMCO LOW DURATION FUND	6238 004	P	various	3/1/2012	65,000 00	64,391 21	609
LAZARD EMERGING MARKET	7735 946	P	various	4/9/2012	150,000 00	132,779 05	17,221
T ROWE PRICE REAL ESTATE	2483 855	P	11/9/2011	4/9/2012	49,985 00	43,864 61	6,120

LAZARD

HONDA MOTOR CO LTD	100	P	various	1/18/2012	3,341 35	3,257 86	83
HONDA MOTOR CO LTD	125	P	various	1/19/2012	4,195 45	4,267 08	(72)
TECHNIP	130	P	various	1/20/2012	2,894 88	2,381 15	514
LVMH MOET HENNESSY LOUI	135	P	4/24/2009	1/30/2012	4,294 95	2,069 27	2,226
MITSUBISHI ESTATE CO LTD	285	P	5/1/2009	1/31/2012	4,560 94	3,786 23	775
MITSUBISHI ESTATE CO LTD	50	P	5/1/2009	2/1/2012	808 52	664 25	144
DAITO TRUST CONSTRUCTION	155	P	6/25/2010	2/3/2012	3,595 02	2,155 19	1,440
BAYERISCHE MOTOREN WER	145	P	2/8/2011	2/8/2012	4,430 72	4,023 17	408
ASSA ABLOY	260	P	2/4/2010	2/14/2012	3,808 58	2,356 51	1,452
JULIUS BAER	400	P	7/1/2011	2/21/2012	3,224 70	3,317 28	(93)
JULIUS BAER	600	P	various	2/22/2012	4,725 81	4,956 79	(231)
JULIUS BAER	75	P	8/31/2011	2/23/2012	598 83	613 30	(14)
MITSUBISHI ESTATE CO LTD	405	P	various	2/23/2012	7,105 68	6,645 65	460
BHP BILLITON LTD	85	P	various	2/24/2012	6,627 34	4,824 78	1,803
XSTRATA	1910	P	3/10/2010	2/24/2012	7,256 91	6,997 47	259
YAHOO JAPAN CORP	300	P	1/27/2010	4/3/2012	3,125 83	3,579 63	(454)
YAHOO JAPAN CORP	260	P	1/27/2010	4/4/2012	2,679 46	3,102 35	(423)
FANUC CORPORATION	245	P	various	4/9/2012	7,009 73	3,368 79	3,641
SIEMENS	101	P	various	4/18/2012	9,462 26	13,434 97	(3,973)
RYANAIR HOLDINGS	100	P	7/5/2011	4/25/2012	3,334 37	2,939 89	394
RYANAIR HOLDINGS	20	P	7/5/2011	4/26/2012	668 07	587 98	80
FANUC CORPORATION	170	P	various	4/27/2012	4,814 21	2,503 05	2,311
ANHEUSER BUSCH INBEV	60	P	7/1/2009	5/11/2012	4,300 78	2,284 52	2,016
TULLOW OIL	155	P	3/25/2010	5/17/2010	1,648 64	1,477 09	172
SWEDBANK	310	P	various	5/18/2012	4,343 13	5,735 93	(1,393)
GEA GROUP	100	P	8/4/2011	5/22/2012	2,673 41	3,098 46	(425)
GEA GROUP	35	P	8/4/2011	5/29/2012	904 34	1,084 46	(180)
GLAXOSMITHKLINE	95	P	6/14/2002	6/1/2012	4,134 65	3,725 58	409

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

74-2833381

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
BAYERISCHE MOTOREN WER	100	P	2/8/2011	6/4/2012	2,370 69	2,774 60	(404)
BAYERISCHE MOTOREN WER	75	P	various	6/5/2012	1,745 36	2,088 25	(343)
ATLANTIA SPA	0 25	P	1/14/2011	6/14/2012	1 45	2 52	(1)
CREDIT SUISSE GROUP	350	P	unknown	6/15/2012	6,416 10	9,349 90	(2,934)
XSTRATA	4950	P	various	6/12/2012	14,573 46	16,396 61	(1,823)
AXA	570	P	various	7/6/2012	7,042 87	9,687 96	(2,645)
GLAXOSMITHKLINE	285	P	various	7/13/2012	12,755 22	11,142 90	1,612
DANONE	920	P	various	7/25/2012	10,428 05	11,317 86	(890)
TELSTRA CORPORATION LIM	445	P	11/26/2010	8/2/2012	9,292 68	6,214 25	3,078
BAYERISCHE MOTOREN WER	115	P	various	8/6/2012	2,763 74	3,240 51	(477)
TELSTRA CORPORATION LIM	600	P	various	8/13/2012	11,805 69	8,668 58	3,137
TELSTRA CORPORATION LIM	230	P	2/17/2011	8/14/2012	4,569 55	3,441 72	1,128
BRITISH SKY BROADCASTING	100	P	10/21/2011	9/18/2012	4,694 30	4,688 43	6
BRITISH SKY BROADCASTING	95	P	various	9/20/2012	4,491 94	4,154 74	337
VALEO	100	P	6/2/2011	10/5/2012	2,347 18	3,127 36	(780)
VALEO	25	P	6/2/2011	10/9/2012	557 14	781 84	(225)
WM MORRISON SUPERMARKI	200	P	various	10/12/2012	4,270 28	4,379 96	(110)
SOFTBANK CORP	425	P	7/13/2012	10/15/2012	6,202 02	8,103 00	(1,901)
WM MORRISON SUPERMARKI	65	P	various	10/15/2012	1,376 08	1,514 78	(139)
VALEO	100	P	6/1/2011	10/2/2012	2,305 88	3,250 35	(944)
GLAXOSMITHKLINE	200	P	various	11/1/2012	8,928 29	7,246 71	1,682
GLAXOSMITHKLINE	130	P	2/2/2010	11/2/2012	5,653 42	5,074 06	579
ORICA LTD	150	P	2/23/2012	11/21/2012	3,577 50	4,190 53	(613)
SAP	95	P	9/9/2009	11/30/2012	7,438 59	4,696 08	2,743
TOTAL S A	100	P	1/2/2003	12/4/2012	5,019 33	3,510 14	1,509
VODAFONE GROUP	380	P	various	12/7/2012	9,815 83	8,542 24	1,274
WM MORRISON SUPERMARKI	100	P	9/20/2010	12/10/2012	2,133 92	2,407 13	(273)
WM MORRISON SUPERMARKI	325	P	various	12/11/2012	7,002 31	7,196 89	(195)
HONDA MOTOR CO LTD	405	P	various	12/11/2012	13,339 13	14,512 32	(1,173)
WOLSELEY	0 086	P	10/20/2011	12/14/2012	0 39	0 26	0
TOTAL S.A	220	P	various	12/5/2012	11,061 64	7,585 87	3,476

ACF

ORACLE CORPORATION	1200	P	various	1/3/2012	31,739 39	28,391 10	3,348
BAXTER INTERNATIONAL INC	115	P	9/29/2011	1/5/2012	5,720 27	6,522 73	(802)
TE CONNECTIVITY LTD	370	P	7/7/2011	1/26/2012	12,844 63	14,228 79	(1,384)
INT'L FLAVORS & FRAGRANC	320	P	various	2/8/2012	17,866 16	17,958 07	(92)
PEPSICO INC	650	P	12/8/2009	2/21/2012	41,037 08	41,377 50	(340)
CSX CORP	1740	P	various	3/15/2012	37,966 11	31,271 35	6,695
XILINX INC	600	P	3/2/2010	3/15/2012	22,139 60	15,981 66	6,158
TIFFANY & CO	290	P	12/14/2011	3/19/2012	19,675 53	18,533 47	1,142
BOEING CO	375	P	various	4/2/2012	28,149 45	28,700.25	(551)
ALLERGAN INC	80	P	9/1/2011	4/9/2012	7,539 03	6,528 98	1,010
APPLE INC	20	P	12/8/2009	4/9/2012	12,758 71	3,786 99	8,972
BROADCOM CORP	225	P	3/16/2010	4/9/2012	8,306 81	7,408.33	898
BORG WARNER AUTOMOTIVE	100	P	7/2/2009	4/9/2012	8,191 81	3,304 79	4,887
CVS CAREMARK CORPORATI	165	P	2/9/2012	4/9/2012	7,251 58	7,129 75	122
COVIDIEN	155	P	12/2/2011	4/9/2012	8,221 01	7,217.89	1,003
CATERPILLAR INC	80	P	5/17/2010	4/9/2012	8,324 61	5,051.39	3,273
E I DU PONT DE NEMOURS & I	105	P	1/21/2011	4/9/2012	5,457 77	5,105.42	352

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(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
EXXON MOBIL CORP	75	P	9/1/2005	4/9/2012	6,302 85	4,630 73	1,672
HONEYWELL INTL INC	115	P	various	4/9/2012	6,683 65	4,329 76	2,354
HALLIBURTON CO	230	P	7/25/2005	4/9/2012	7,470 25	6,331 51	1,139
HOME DEPOT INC	150	P	3/25/2009	4/9/2012	7,582 35	3,564 84	4,018
INTERNATIONAL PAPER CO	245	P	7/7/2011	4/9/2012	8,337 16	7,463 58	874
JOHNSON CONTROLS INC	290	P	10/20/2010	4/9/2012	9,082 62	9,798 78	(716)
KLA-TENCOR CORP	165	P	2/23/2010	4/9/2012	8,786 05	4,823 69	3,962
MONSANTO CO	110	P	7/8/2011	4/9/2012	8,448 92	8,249 97	199
MICROCHIP TECHNOLOGY INC	210	P	7/6/2006	4/9/2012	7,452 75	6,483 98	969
NIKE INC	75	P	10/14/2008	4/9/2012	8,294 07	4,421 12	3,873
OCCIDENTAL PETE CORP	95	P	4/26/2010	4/9/2012	8,714 15	8,417 73	296
PARKER HANNIFIN CORP	55	P	3/10/2010	4/9/2012	4,543 44	3,511 16	1,032
PRAXAIR INC	50	P	7/1/2010	4/9/2012	5,627 87	3,841 91	1,786
SAP	120	P	4/7/2011	4/9/2012	7,939 02	7,537 66	401
STARBUCKS CORP	150	P	4/6/2010	4/9/2012	8,626 30	3,689 42	4,937
UNITED PARCEL SVC INC	100	P	5/18/2010	4/9/2012	7,937 83	6,587 41	1,350
STARWOOD HOTELS & RESORTS INC	100	P	3/15/2012	4/10/2012	5,319 89	5,611 76	(292)
REPUBLIC SERVICES INC	700	P	3/15/2012	5/2/2012	19,083 39	21,427 00	(2,344)
INTERNATIONAL PAPER CO	620	P	various	6/18/2012	17,879 21	18,694 91	(816)
PROGRESSIVE CORP	475	P	4/3/2012	6/18/2012	9,826 90	10,923 15	(1,096)
CHECK POINT SOFTWARE	360	P	12/14/2011	6/25/2012	17,464 24	18,705 24	(1,241)
DANAHER CORP	425	P	1/21/2011	7/19/2012	21,269 41	19,803 26	1,466
JOHNSON CONTROLS INC	680	P	various	7/19/2012	17,664 98	23,103 13	(5,438)
V F CORP	95	P	5/3/2012	9/6/2012	14,382 31	14,716 12	(334)
HALLIBURTON CO	770	P	7/25/2005	9/7/2012	25,902 90	21,196 79	4,706
AGILENT TECHNOLOGIES INC	290	P	2/9/2012	10/2/2012	11,258 06	13,153 21	(1,895)
UNITED PARCEL SVC INC	400	P	5/18/2010	10/16/2012	29,052 54	26,349 64	2,703
SIGMA-ALDRICH CORP	400	P	5/11/2010	11/19/2012	28,098 57	22,768 00	5,331
OCCIDENTAL PETE CORP	305	P	4/26/2010	12/21/2012	23,756 58	27,025 35	(3,269)
GABELLI							
TELEPHONE & DATA SYS INC	0 1	P	1/16/2003	2/7/2012	2 68	2 20	0
HEINZ H J CO	300	P	8/5/2002	2/21/2012	16,197 30	10,188 18	6,009
THOMAS & BETTS CORP	600	P	various	5/17/2012	43,200 00	17,412 20	25,788
KRAFT FOODS GROUP INC	0 666	P	3/18/2010	10/1/2012	30 80	20 95	10
D E MASTER BLENTERS	1400	P	10/18/2010	7/18/2012	14,236 98	14,236 98	-
HEINZ H J CO	300	P	10/24/2002	10/3/2012	16,952 44	8,669 24	8,283
CLARCOR INC	300	P	8/30/2005	11/12/2012	13,211 73	8,217 81	4,994
CNH GLOBAL	300	P	4/29/2004	11/23/2012	14,720 66	6,148 44	8,572
METWEST							
NORDSTROM INC	10	P	1/12/2011	2/7/2012	509 62	417 50	92
NORDSTROM INC	20	P	1/12/2011	2/8/2012	1,019 37	834 99	184
RALPH LAUREN CORP	100	P	various	2/8/2012	17,211 60	4,446 80	12,765
NORDSTROM INC	10	P	12/14/2010	2/9/2012	510 02	417 32	93
RALPH LAUREN CORP	60	P	various	2/9/2012	10,388 77	2,512 67	7,876
RALPH LAUREN CORP	30	P	various	2/10/2012	5,174 39	1,202 48	3,972
H J HEINZ CO	50	P	various	3/8/2012	2,634 45	2,323 38	311
QUALCOMM INC	50	P	4/18/2011	3/8/2012	3,154 44	2,660 00	494
TIME WARNER INC	70	P	1/25/2010	3/8/2012	2,570 05	1,905 21	665

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(a) PROPERTY	(b) SOLD	(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
TEXAS INSTRUMENTS INC	80	P	5/12/2006	3/8/2012	2,607 35	2,663 20	(56)
APPLE INC	20	P	5/12/2006	3/12/2012	11,004 85	1,355 00	9,650
EBAY INC	300	P	various	4/25/2012	11,919 36	6,916 65	5,003
NORDSTROM INC	500	P	various	4/26/2012	27,829 12	20,168 47	7,661
QUESTAR CORP	900	P	various	7/17/2012	18,355 17	12,782 01	5,573
ELI LILLY & CO	150	P	various	7/25/2012	6,487 47	8,413 74	(1,926)
ELI LILLY & CO	120	P	various	7/31/2012	5,291 30	6,733 07	(1,442)
HOSPIRA INC	230	P	various	8/1/2012	8,437 73	8,470 00	(32)
HOME DEPOT INC	130	P	4/23/2007	8/23/2012	7,332 55	5,100 95	2,232
ELI LILLY & CO	330	P	various	8/24/2012	14,352 97	16,717 95	(2,365)
SAFEWAY INC	500	P	various	9/11/2012	8,189 31	16,620 26	(8,431)
SAFEWAY INC	400	P	various	10/1/2012	6,424 89	13,251 44	(6,827)
DOW CHEMICAL CO	700	P	various	11/14/2012	20,035 09	19,261 64	773
EBAY INC	200	P	8/27/2010	11/26/2012	10,292 92	4,610 54	5,682
DIAGEO	100	P	5/12/2006	12/3/2012	11,969 02	6,802 00	5,167
HERSHEY COMPANY	100	P	various	12/6/2012	7,211 58	3,380 19	3,831
VODAFONE GROUP	900	P	various	12/6/2012	23,372 92	22,243 52	1,129

SANDS

C H Robinson Worldwide Inc	6	P	9/29/2010	1/3/2012	420 93	414 80	6
C H Robinson Worldwide Inc	17	P	various	1/3/2012	1,198 90	1,174 43	24
C H Robinson Worldwide Inc	5	P	9/30/2010	1/4/2012	344 30	350 06	(6)
C H Robinson Worldwide Inc	10	P	9/30/2010	1/4/2012	689 59	700 13	(11)
C H Robinson Worldwide Inc	15	P	9/30/2010	1/5/2012	1,007 22	1,050 19	(43)
C H Robinson Worldwide Inc	6	P	various	1/5/2012	402 83	419 72	(17)
C H Robinson Worldwide Inc	10	P	9/30/2010	1/6/2012	680 02	699 23	(19)
Intuitive Surgical Inc	8	P	12/4/2009	1/6/2012	3,694 08	2,316 92	1,377
C H Robinson Worldwide Inc	13	P	9/30/2010	1/9/2012	878 54	909 00	(30)
Intuitive Surgical Inc	6	P	12/4/2009	1/9/2012	2,716 52	1,737 69	979
C H Robinson Worldwide Inc	16	P	various	1/10/2012	1,088 33	1,117 64	(29)
Intuitive Surgical Inc	6	P	12/4/2009	1/10/2012	2,702 45	1,737 69	965
C H Robinson Worldwide Inc	17	P	various	1/11/2012	1,132 36	1,193 13	(61)
C H Robinson Worldwide Inc	6	P	10/4/2010	1/11/2012	396 16	415 98	(20)
C H Robinson Worldwide Inc	14	P	10/4/2010	1/12/2012	932 17	970 63	(38)
C H Robinson Worldwide Inc	5	P	various	1/12/2012	332 50	351 07	(19)
C H Robinson Worldwide Inc	19	P	10/5/2010	1/13/2012	1,256 20	1,359 24	(103)
C H Robinson Worldwide Inc	14	P	10/5/2010	1/17/2012	930 30	1,001 54	(71)
C H Robinson Worldwide Inc	17	P	various	1/18/2012	1,139 20	1,216 32	(77)
C H Robinson Worldwide Inc	21	P	various	1/19/2012	1,435 55	1,501 92	(66)
C H Robinson Worldwide Inc	23	P	10/6/2010	1/20/2012	1,556 06	1,645.75	(90)
C H Robinson Worldwide Inc	28	P	various	1/23/2012	1,896 61	1,992 51	(96)
C H Robinson Worldwide Inc	18	P	10/7/2010	1/24/2012	1,215 08	1,278 07	(63)
Illumina Inc	36	P	10/12/2009	1/26/2012	1,906 06	1,565.06	341
Illumina Inc	4	P	10/12/2009	1/26/2012	215 67	173 90	42
Illumina Inc	92	P	10/12/2009	1/26/2012	4,888 64	3,999 60	889
Illumina Inc	38	P	10/12/2009	1/27/2012	1,981 57	1,652 01	330
Illumina Inc	24	P	10/12/2009	1/27/2012	1,252 29	1,043 37	209
Illumina Inc	21	P	10/12/2009	1/27/2012	1,103 08	912 95	190
Illumina Inc	62	P	10/12/2009	1/30/2012	3,181 39	2,695 38	486
Illumina Inc	23	P	10/12/2009	1/30/2012	1,182 71	999 90	183

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(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
Illumina Inc	11	P	10/12/2009	1/30/2012	563 35	478 21	85
Illumina Inc	25	P	10/12/2009	1/31/2012	1,277 98	1,086 85	191
Illumina Inc	14	P	various	1/31/2012	714 67	544 94	170
Illumina Inc	12	P	12/29/2009	2/16/2012	648 27	368 80	279
Illumina Inc	77	P	various	2/16/2012	4,143 71	2,419 70	1,724
Illumina Inc	18	P	1/8/2010	2/17/2012	938 58	591 53	347
Illumina Inc	31	P	1/8/2010	2/21/2012	1,595 27	1,018 75	577
Visa Inc	15	P	3/18/2008	2/21/2012	1,726 49	660 00	1,066
Illumina Inc	20	P	1/8/2010	2/22/2012	1,021 08	657 26	364
Illumina Inc	19	P	1/8/2010	2/22/2012	971 27	624 39	347
Illumina Inc	14	P	1/8/2010	2/23/2012	711 49	460 08	251
Illumina Inc	17	P	1/8/2010	2/23/2012	867 95	558 67	309
Illumina Inc	4	P	1/8/2010	2/23/2012	204 31	131 45	73
Illumina Inc	17	P	1/8/2010	2/24/2012	869 84	558 67	311
Illumina Inc	4	P	1/8/2010	2/24/2012	204 31	131 45	73
Illumina Inc	4	P	1/8/2010	2/27/2012	203 91	131 45	72
Illumina Inc	15	P	1/8/2010	2/27/2012	767 65	492 94	275
Illumina Inc	198	P	various	3/9/2012	9,969 60	8,254 86	1,715
Opentable Inc	175	P	various	3/21/2012	7,209 70	10,407 48	(3,198)
Charles Schwab Corp	1895	P	various	4/2/2012	27,548 70	33,318 86	(5,770)
Alexion Pharmaceuticals Inc	55	P	various	4/9/2012	5,028 93	1,648 79	3,380
Amazon Com Inc	25	P	12/4/2009	4/9/2012	4,811 14	3,423 05	1,388
ASML Holding	60	P	7/7/2010	4/9/2012	2,875 73	1,736 99	1,139
Allergan Inc	35	P	5/11/2006	4/9/2012	3,279 82	1,664 65	1,615
Apple Inc	15	P	12/4/2009	4/9/2012	9,518 18	2,890 50	6,628
Coach Inc	30	P	10/6/2011	4/9/2012	2,235 24	1,676 68	559
F5 Networks Inc	35	P	various	4/9/2012	4,633 59	3,370 53	1,263
FMC Technologies Inc	65	P	2/25/2008	4/9/2012	3,102 33	1,668 35	1,434
Google Inc	5	P	12/7/2009	4/9/2012	3,139 42	2,908 60	231
VW Granger Inc	20	P	various	4/9/2012	4,259 70	1,986 94	2,273
Intuitive Surgical Inc	5	P	12/7/2009	4/9/2012	2,678 13	1,448 08	1,230
Intercontinentalexchange Inc	25	P	7/1/2006	4/9/2012	3,366 42	1,335 31	2,031
Las Vegas Sands Corp	71	P	11/10/2008	4/9/2012	4,236 45	390 50	3,846
National-Oilwell Varco Inc	35	P	1/9/2008	4/9/2012	2,724 03	2,497 95	226
Netflix Com Inc	15	P	11/29/2010	4/9/2012	1,588 91	2,945 28	(1,356)
Nike Inc	35	P	various	4/9/2012	3,850 66	1,888 70	1,962
Priceline Com Inc	5	P	various	4/9/2012	3,786 16	2,222 60	1,564
Praxair Inc	25	P	various	4/9/2012	2,787 93	2,174 15	614
Qualcomm Inc	95	P	various	4/9/2012	6,309 00	4,023 90	2,285
Regeneron Pharmaceuticals Inc	25	P	8/18/2011	4/9/2012	2,987 43	1,323 53	1,664
Salesforce com Inc	55	P	various	4/9/2012	8,569 75	2,380 62	6,189
Schlumberger Ltd	50	P	5/11/2006	4/9/2012	3,369 42	3,620 50	(251)
Southwestern Energy Co	50	P	11/30/2010	4/9/2012	1,422 96	1,821 46	(399)
Starbucks Corp	80	P	5/11/2006	4/9/2012	4,600 09	2,929 60	1,670
Visa Inc	65	P	various	4/9/2012	7,741 92	3,300 85	4,441
F5 Networks Inc	50	P	various	5/16/2012	6,142 35	4,837.57	1,305
Intuitive Surgical Inc	10	P	12/7/2009	5/16/2012	5,440 42	2,896 15	2,544
Starbucks Corp	115	P	5/11/2006	5/16/2012	6,158 26	4,211 30	1,947
Starbucks Corp	110	P	5/11/2006	6/29/2012	5,816 15	4,028.20	1,788
Visa Inc	95	P	3/19/2008	6/29/2012	11,659 44	5,482 08	6,177
Alexion Pharmaceuticals Inc	120	P	various	7/13/2012	11,596 61	3,734 93	7,862

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(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
Regeneron Pharmaceuticals Inc	160	P	various	7/13/2012	6,394 37	2,924 09	3,470
Regeneron Pharmaceuticals Inc	50	P	various	7/31/2012	6,726 19	2,914 48	3,812
Netflix Com Inc	235	P	various	9/12/2012	13,562 14	37,152 68	(23,591)
Regeneron Pharmaceuticals Inc	45	P	various	10/5/2012	7,195 99	3,202 87	3,993
Qualcomm Inc	170	P	various	10/16/2012	10,136 37	7,146 51	2,990
Qualcomm Inc	125	P	various	11/1/2012	7,455 01	5,431 77	2,023
Regeneron Pharmaceuticals Inc	40	P	various	11/1/2012	5,817 48	2,734 53	3,083
Visa Inc	55	P	3/19/2008	11/1/2012	7,897 27	3,154 75	4,743
WW Grainger Inc	175	P	various	11/13/2012	33,810 10	19,613 76	14,196
ASML Holding	890	P	various	12/3/2012	10,557 22	7,657 05	2,900
ASML Holding	0 3	P	7/7/2010	12/10/2012	19 01	8 66	10
Las Vegas Sands Corp	190	P	11/10/2008	12/28/2012	8,525 32	1,045 00	7,480

WASATCH

AARONS INC	46	P	various	1/6/2012	1,207 52	897 74	310
AARONS INC	18	P	5/22/2009	1/6/2012	480 66	352 74	128
EMERITUS CORP	28	P	7/16/2008	1/6/2012	472 57	468 80	4
EMERITUS CORP	31	P	various	1/6/2012	523 34	540 53	(17)
MICREL INC	22	P	3/27/2006	1/6/2012	220 08	301 84	(82)
MICREL INC	207	P	various	1/6/2012	2,072 55	2,917 78	(845)
MSCI INC	143	P	various	1/6/2012	4,652 06	3,947 93	704
AARONS INC	92	P	various	1/9/2012	2,386 52	1,719 24	667
EMERITUS CORP	16	P	7/17/2008	1/9/2012	262 01	286 00	(24)
MICREL INC	29	P	3/29/2006	1/9/2012	288 34	411 29	(123)
MICREL INC	15	P	various	1/9/2012	149 43	211 56	(62)
MICREL INC	27	P	3/29/2006	1/9/2012	268 62	378 95	(110)
AARONS INC	7	P	7/29/2009	1/10/2012	184 50	128 57	56
EMERITUS CORP	31	P	7/17/2008	1/10/2012	512 54	554 13	(42)
AARONS INC	7	P	7/29/2009	1/11/2012	184 28	128 57	56
EMERITUS CORP	46	P	various	1/11/2012	738 41	829 78	(91)
MONRO MUFFLER BRAKE INC	14	P	9/1/2009	1/11/2012	538 29	242 26	296
MONRO MUFFLER BRAKE INC	15	P	9/1/2009	1/11/2012	577 40	259 56	318
EMERITUS CORP	17	P	various	1/12/2012	272 26	233 66	39
MONRO MUFFLER BRAKE INC	14	P	9/1/2009	1/12/2012	533 63	242 26	291
MONRO MUFFLER BRAKE INC	42	P	various	1/12/2012	1,610 31	726 18	884
EMERITUS CORP	4	P	10/10/2008	1/13/2012	63 44	53 48	10
EMERITUS CORP	25	P	10/10/2008	1/17/2012	394 81	334 22	61
MICREL INC	13	P	3/29/2006	1/17/2012	135 71	182 46	(47)
MICREL INC	63	P	3/29/2006	1/17/2012	653 55	884 20	(231)
EMERITUS CORP	29	P	10/10/2008	1/18/2012	474 42	387 70	87
MICREL INC	8	P	3/29/2006	1/18/2012	85 87	112 28	(26)
MICREL INC	100	P	various	1/18/2012	1,068 69	1,325 67	(257)
MICREL INC	68	P	1/29/2010	1/18/2012	724 35	507 96	216
MICREL INC	198	P	1/29/2010	1/18/2012	2,114 53	1,479 06	635
EMERITUS CORP	19	P	10/10/2008	1/19/2012	316 72	254 01	63
EMERITUS CORP	2	P	10/10/2008	1/19/2012	32 99	26 74	6
EMERITUS CORP	9	P	10/10/2008	1/19/2012	151 93	120 32	32
EMERITUS CORP	9	P	10/10/2008	1/19/2012	150 57	120 32	30
EMERITUS CORP	48	P	10/10/2008	1/19/2012	790 93	641 71	149
EMERITUS CORP	316	P	various	1/19/2012	5,289 42	3,558 28	1,731

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
EMERITUS CORP	135	P	various	1/19/2012	2,224 43	2,208 47	16
MICREL INC	146	P	various	1/19/2012	1,601 28	1,095 44	506
MICREL INC	39	P	1/29/2010	1/19/2012	427 49	293 19	134
COPART INC	13	P	various	1/25/2012	633 13	305 72	327
COPART INC	67	P	various	1/25/2012	3,272 70	1,731 12	1,542
COPART INC	17	P	1/18/2007	1/26/2012	821 59	510 36	311
COPART INC	46	P	various	1/26/2012	2,211 70	1,379 08	833
AARONS INC	115	P	various	1/31/2012	3,068 54	2,040 11	1,028
AARONS INC	102	P	various	1/31/2012	2,709 31	1,788 63	921
LKQ CORP	39	P	10/29/2009	2/3/2012	1,267 81	699 77	568
LKQ CORP	75	P	various	2/6/2012	2,456 06	1,359 97	1,096
AARONS INC	80	P	9/21/2009	2/10/2012	2,240 46	1,469 53	771
AARONS INC	75	P	various	2/10/2012	2,099 06	1,342 65	756
AARONS INC	150	P	various	2/10/2012	4,196 92	2,945 14	1,252
AARONS INC	148	P	various	2/13/2012	4,164 19	3,469 25	695
AARONS INC	47	P	various	2/13/2012	1,321 35	1,114 01	207
MONRO MUFFLER BRAKE INC	103	P	various	2/14/2012	4,644 95	1,743 92	2,901
COGNIZANT TECH SOLUTION:	245	P	various	2/15/2012	17,372 58	6,511 66	10,861
HERBALIFE LTD	26	P	11/4/2009	2/21/2012	1,620 29	494 22	1,126
HERBALIFE LTD	14	P	11/4/2009	2/21/2012	874 73	266 12	609
HERBALIFE LTD	43	P	11/4/2009	2/21/2012	2,679 68	817 35	1,862
HERBALIFE LTD	218	P	various	2/22/2012	14,410 63	4,249 66	10,161
HERBALIFE LTD	96	P	various	2/22/2012	6,354 06	1,925 12	4,429
CRA INTERNATIONAL INC	21	P	3/16/2007	2/27/2012	524 15	1,066 28	(542)
RESOURCES CONNECTION IN	119	P	various	2/27/2012	1,601 46	2,650 98	(1,050)
RESOURCES CONNECTION IN	102	P	various	2/27/2012	1,361 93	2,220 16	(858)
BODY CENTRAL CORP	108	P	various	3/6/2012	3,022 05	1,939 71	1,082
HDFC BK LTD	86	P	6/23/2008	3/6/2012	2,825 25	1,343 66	1,482
HERBALIFE LTD	156	P	various	3/6/2012	10,238 48	5,204 05	5,034
MONRO MUFFLER BRAKE INC	206	P	various	3/6/2012	9,319 79	4,354 17	4,966
RESOURCES GLOBAL PROFE	245	P	various	3/6/2012	2,913 60	4,942 13	(2,029)
RESOURCES GLOBAL PROFE	158	P	various	3/9/2012	1,986 18	2,678 49	(692)
HDFC BK LTD	414	P	6/23/2008	3/19/2012	13,744 55	6,468 34	7,276
RESOURCES GLOBAL PROFE	184	P	various	3/29/2012	2,570 42	3,124 02	(554)
RESOURCES GLOBAL PROFE	202	P	various	3/30/2012	2,844 43	3,255 56	(411)
CRA INTERNATIONAL INC	21	P	various	4/3/2012	511 29	1,071.94	(561)
CRA INTERNATIONAL INC	116	P	various	4/3/2012	2,827 81	5,884 67	(3,057)
CRA INTERNATIONAL INC	3	P	various	4/4/2012	72 41	152 40	(80)
CRA INTERNATIONAL INC	91	P	various	4/4/2012	2,186 91	4,578 80	(2,392)
LKQ CORP	19	P	5/5/2010	4/4/2012	580 82	389 33	191
LKQ CORP	44	P	various	4/4/2012	1,346 83	829 35	517
LKQ CORP	104	P	5/5/2010	4/4/2012	3,173 74	2,121 47	1,052
CRA INTERNATIONAL INC	16	P	various	4/5/2012	379 54	805 99	(426)
CRA INTERNATIONAL INC	32	P	various	4/5/2012	762 77	1,615 04	(852)
ANSYS INC	71	P	4/19/2010	4/9/2012	4,525 10	3,109 62	1,415
AFFILIATED MANAGERS GROI	45	P	11/14/2008	4/9/2012	4,958 16	1,403 78	3,554
ALLIANCE DATA SYSTEM COF	59	P	various	4/9/2012	7,404 20	2,426 26	4,978
ALLEGiant TRAVEL CO	102	P	6/11/2009	4/9/2012	5,959 99	4,106.48	1,854
BLUE NILE INC	36	P	8/22/2011	4/9/2012	1,032 81	1,133.62	(101)
BODY CENTRAL CORP	53	P	various	4/9/2012	1,411 35	970.64	441
BALCHEM CORP	54	P	3/9/2012	4/9/2012	1,583 94	1,526 91	57

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
CORPORATE EXECUTIVE BOA	72	P	various	4/9/2012	2,905 88	2,167 01	739
CATALYST HEALTH SOLUTION	64	P	various	4/9/2012	3,995 61	2,804 27	1,191
COPART INC	480	P	various	4/9/2012	12,140 02	7,182 89	4,957
DRIL-QUIP INC	41	P	7/15/2008	4/9/2012	2,674 91	2,438 79	236
DEALERTRACK HLDGS INC	96	P	various	4/9/2012	2,798 31	2,479 01	319
DFC GOLBAL CORP	289	P	various	4/9/2012	5,126 02	5,372 18	(246)
EXLSERVICE HOLDINGS INC	65	P	2/15/2012	4/9/2012	1,753 39	1,647 73	106
FIRST CASH FINANCIAL SERV	62	P	10/7/2009	4/9/2012	2,572 15	1,107 87	1,464
GRACO INC	57	P	various	4/9/2012	3,030 62	2,201 85	829
ICON	151	P	11/24/2010	4/9/2012	3,251 12	3,019 83	231
HITTITE MICROWAVE CORP	39	P	various	4/9/2012	2,016 57	1,399 45	617
INNERWORKINGS INC	301	P	various	4/9/2012	3,382 23	2,330 28	1,052
HIBBETT SPORTS INC	52	P	various	4/9/2012	2,851 74	1,072 50	1,779
IPC THE HOSPITALIST CO INC	60	P	8/24/2011	4/9/2012	2,059 82	2,062 93	(3)
HIGHER ONE HLDGS INC	209	P	various	4/9/2012	3,148 02	3,521 41	(373)
IDEX CORP	171	P	various	4/9/2012	6,986 92	5,371 84	1,615
KNIGHT TRANSPORTATION IN	172	P	1/25/2012	4/9/2012	2,935 39	2,785 82	150
LKQ CORP	100	P	various	4/9/2012	3,041 78	1,917 53	1,124
LIFE TIME FITNESS INC	154	P	various	4/9/2012	7,513 00	2,856 03	4,657
MSC INDUSTRIAL DIRECT CO	72	P	5/28/2007	4/9/2012	5,757 03	3,679 20	2,078
MFA FINANCIAL INC	278	P	various	4/9/2012	1,984 87	2,543 96	(559)
MSCI INC	100	P	various	4/9/2012	3,665 86	1,597 67	2,068
MEDNAX INC	86	P	5/25/2007	4/9/2012	6,113 37	4,887 78	1,226
MONRO MUFFLER BRAKE INC	76	P	various	4/9/2012	3,026 30	2,029 47	997
POWER INTEGRATIONS INC	89	P	6/15/2007	4/9/2012	3,190 58	2,383 62	807
PSS WORLD MEDICAL INC	197	P	various	4/9/2012	4,836 28	3,438 45	1,398
PORTFOLIO RECOVERY ASSC	39	P	10/30/2009	4/9/2012	2,694 93	1,784 78	910
POLYPORE INTERNATIONAL I	177	P	various	4/9/2012	6,489 52	5,040 98	1,449
POOL CORPORATION	91	P	1/12/2007	4/9/2012	3,299 40	3,335 39	(36)
O REILLY AUTOMOTIVE INC	27	P	10/10/2008	4/9/2012	2,503 26	586 06	1,917
OLD DOMINION FREIGHT LINE	77	P	11/14/2008	4/9/2012	3,608 11	1,244 02	2,364
RUSH ENTERPRISES INC	42	P	various	4/9/2012	675 76	598 54	77
SILICON LABORATORIES INC	56	P	5/1/2006	4/9/2012	2,295 07	2,618 98	(324)
SANDRIDGE ENERGY INC	125	P	8/5/2011	4/9/2012	933 61	980 00	(46)
TYLER TECHNOLOGIES INC	58	P	various	4/9/2012	2,246 63	898 28	1,348
TECHNE CORP	25	P	5/6/2010	4/9/2012	1,702 19	1,552 66	150
TETRA TECH INC	113	P	various	4/9/2012	2,906 10	2,212 86	693
ULTIMATE SOFTWARE GROU	43	P	various	4/9/2012	3,073 51	2,185 03	888
VISTAPRINT	116	P	9/21/2011	4/9/2012	4,218 24	3,121 80	1,096
WADDELL & REED FINANCIAL	50	P	various	4/9/2012	1,561 92	1,027 48	534
WASTE CONNECTIONS INC	188	P	various	4/9/2012	6,071 88	2,731 73	3,340
O REILLY AUTOMOTIVE INC	30	P	10/10/2008	4/13/2012	2,833 86	651 18	2,183
LKQ CORP	123	P	various	5/2/2012	4,167 29	2,229 64	1,938
CATALYST HEALTH SOLUTION	240	P	various	5/3/2012	20,841 06	11,192 81	9,648
ALLIANCE DATA SYSTEM COF	32	P	6/10/2009	5/4/2012	4,060 34	1,504 42	2,556
O REILLY AUTOMOTIVE INC	126	P	various	5/8/2012	12,844 88	3,922 40	8,922
LKQ CORP	20	P	5/21/2010	5/14/2012	704 78	357.03	348
LKQ CORP	26	P	5/21/2010	5/14/2012	914 26	464 14	450
LKQ CORP	88	P	5/21/2010	5/14/2012	3,111 06	1,561 47	1,550
CATALYST HEALTH SOLUTION	62	P	various	5/22/2012	5,396 51	3,034 81	2,362
CATALYST HEALTH SOLUTION	77	P	various	5/22/2012	6,733 84	3,980 94	2,753

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
LKQ CORP	11	P	5/21/2010	5/22/2012	383 91	196 71	187
LKQ CORP	62	P	5/21/2010	5/22/2012	2,175 62	1,107 93	1,068
LKQ CORP	34	P	various	5/23/2012	1,177 56	693 41	484
LKQ CORP	72	P	3/16/2011	5/23/2012	2,500 11	1,629 07	871
LKQ CORP	29	P	3/16/2011	5/24/2012	1,036 00	656 16	380
LKQ CORP	43	P	various	5/24/2012	1,528 94	971 46	557
LKQ CORP	78	P	8/5/2011	5/24/2012	2,775 31	1,760 62	1,015
ALLEGIANTRAVEL CO	52	P	various	6/12/2012	3,412 50	2,086 46	1,326
LUMBER LIQUIDATORS HOLDI	27	P	10/18/2010	6/12/2012	818 63	669 19	149
LUMBER LIQUIDATORS HOLDI	36	P	10/18/2010	6/12/2012	1,090 05	892 11	198
LUMBER LIQUIDATORS HOLDI	46	P	10/18/2010	6/12/2012	1,392 41	1,140 08	252
ULTIMATE SOFTWARE GROUI	4	P	9/16/2011	6/12/2012	330 03	204 67	125
ULTIMATE SOFTWARE GROUI	20	P	various	6/12/2012	1,651 29	1,023 59	628
ULTIMATE SOFTWARE GROUI	8	P	9/19/2011	6/13/2012	660 33	409 44	251
BODY CENTRAL CORP	316	P	various	6/26/2012	2,694 62	6,262 31	(3,568)
ALLEGIANTRAVEL CO	9	P	6/12/2009	6/27/2012	625 60	361 43	264
ALLEGIANTRAVEL CO	29	P	various	6/27/2012	2,041 17	1,147 46	894
INNERWORKINGS INC	8	P	4/4/2011	6/27/2012	106 83	62 00	45
INNERWORKINGS INC	45	P	various	6/27/2012	599 11	349 89	249
INNERWORKINGS INC	97	P	4/12/2011	6/27/2012	1,295 09	753 69	541
ALLEGIANTRAVEL CO	23	P	various	6/28/2012	1,564 91	955 25	610
INNERWORKINGS INC	5	P	4/12/2011	6/28/2012	65 47	38 85	27
INNERWORKINGS INC	20	P	4/12/2011	6/28/2012	259 85	155 40	104
INNERWORKINGS INC	26	P	4/12/2011	6/28/2012	334 81	202 02	133
ALLEGIANTRAVEL CO	6	P	various	7/16/2012	441 52	267 88	174
ALLEGIANTRAVEL CO	19	P	7/30/2009	7/16/2012	1,400 26	858 61	542
ALLEGIANTRAVEL CO	22	P	various	7/16/2012	1,615 25	838 49	777
LUMBER LIQUIDATORS HOLDI	32	P	10/18/2010	7/26/2012	1,336 01	792 98	543
LUMBER LIQUIDATORS HOLDI	63	P	10/18/2010	7/26/2012	2,631 34	1,561 18	1,070
ULTIMATE SOFTWARE GROUI	45	P	various	7/26/2012	4,104 23	2,287 70	1,817
ANCESTRY COM INC	135	P	5/14/2012	7/26/2012	4,361 86	3,068 77	1,293
FIRST CASH FINANCIAL SERV	53	P	various	8/3/2012	2,115 18	959.19	1,156
FIRST CASH FINANCIAL SERV	19	P	10/8/2009	8/6/2012	761 02	344 63	416
LUMBER LIQUIDATORS HOLDI	22	P	10/18/2010	8/15/2012	978 09	545 18	433
LUMBER LIQUIDATORS HOLDI	25	P	10/18/2010	8/15/2012	1,113 83	619 52	494
MSCI INC	7	P	12/15/2008	8/17/2012	251 96	111 88	140
MSCI INC	26	P	12/15/2008	8/17/2012	933 75	415 56	518
MSCI INC	41	P	various	8/17/2012	1,471 91	645 82	826
MSCI INC	117	P	3/20/2009	8/20/2012	4,125 06	1,838 70	2,286
MSCI INC	109	P	various	8/21/2012	3,865 60	2,321 90	1,544
MSCI INC	133	P	various	8/21/2012	4,723 16	4,041 44	682
MSCI INC	9	P	5/6/2010	8/22/2012	317 85	294 63	23
MSCI INC	40	P	5/6/2010	8/22/2012	1,413 59	1,309 47	104
MSCI INC	105	P	various	8/22/2012	3,723 33	3,174 71	549
LUMBER LIQUIDATORS HOLDI	52	P	various	10/2/2012	2,504 13	1,262 29	1,242
SKULLCANDY INC	5	P	6/26/2012	10/23/2012	59 92	64 65	(5)
SKULLCANDY INC	238	P	various	10/23/2012	2,860 69	3,181 02	(320)
ALLIANCE DATA SYSTEM COF	63	P	various	11/6/2012	9,028 45	2,608 29	6,420
INNERWORKINGS INC	31	P	4/12/2011	11/6/2012	453 89	240 87	213
ULTIMATE SOFTWARE GROUI	12	P	9/20/2011	11/6/2012	1,137 72	604.20	534
INNERWORKINGS INC	26	P	various	11/8/2012	369 97	202 49	167
ULTIMATE SOFTWARE GROUI	9	P	various	11/8/2012	827 78	455.92	372

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SCHEDULE 10 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
INNERWORKINGS INC	66	P	4/12/2011	11/7/2012	939 15	512 82	426
INNERWORKINGS INC	117	P	various	11/7/2012	1,678 20	910 27	768
ULTIMATE SOFTWARE GROU	1	P	9/20/2011	11/7/2012	93 30	50 65	43
ANCESTRY COM INC	395	P	various	12/31/2012	12,640 00	8,944 14	3,696
Total Capital Gain Reported on Schedule C					4,747,228	4,253,083	494,145

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SCHEDULE 11 - PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Part XV - Supplementary Information Line 3(a), Grants and Contributions Paid During the Year		
ALAMO AREA COUNCIL BOY SCOUTS OF AMERICA 2226 N W Military Highway, San Antonio, TX 78213-1894	CAPITAL CAMPAIGN (4 OF 5)	5,000
AMERICAN FARMLAND TRUST 1200 18th Street, NW, Suite 800, Washington, DC 20036	GENERAL FUNDING	5,000
BAKER INDUSTRIES 184 Pennsylvania Ave , Malvern , PA 19355	GENERAL FUNDING	5,000
BRISCOE CENTER FOR AMERICAN HISTORY UNIVERSITY OF TX AT AUSTIN, 1 UNIVERSITY STATION D1100 AUSTIN, TX 78712-0335	CAMPAIGN TO MAKE HISTORY	50,000
CIBOLO NATURE CENTER P O Box 9, Boerne, TX 78006	HERFF FARM PURCHASE (4 OF 5)	10,000
FISHER HOUSE 3623 GEORGE C BEACH RD, FORT SAM HOUSTON, TX 78234	GENERAL FUNDING	5,000
FRANKLIN INSTITUTE 222 NORTH 20TH ST , PHILADELPHIA, PA 19103	GENERAL FUNDING (5 OF 10)	25,000
GOODWILL INDUSTRIES 406 W COMMERCE, SAN ANTONIO, TX 78207-3102	CAPITAL CAMPAIGN (1 OF 5)	10,000
GRAND COMPANIONS P O BOX 1156, FORT DAVIS, TX 79734	GENERAL FUNDING	7,500
GRAND TETON NATIONAL PARK FOUNDATION P O BOX 249, MOOSE, WY 83012	GENERAL FUNDING GENERAL FUNDING	10,000 15,000
GUIDE DOGS OF TEXAS 1503 Allena Dr , San Antonio, TX 78213	TRAINING PAVILLION PROJECT	2,500
HONOR COURAGE COMMITMENT 13607 NEUTRON RD , DALLAS, TX 75244	GENERAL FUNDING	5,000
HUMANE SOCIETY OF BEXAR COUNTY 4804 Fredericksburg Road, San Antonio, Texas 78229	GENERAL FUNDING	5,000
JUNIOR ACHIEVEMENT 403 East Ramsey, Suite 201, San Antonio, TX 78216	CLASSROOM PROGRAMS	3,000
JUVENILE DIABETES RESEARCH FOUNDATION 8700 Crownhill Blvd , Suite 407, San Antonio, Texas 78209	GENERAL FUNDING	10,000
KLRN P O BOX 9, SAN ANTONIO, TX 78291	EDUCATIONAL OUTREACH & PROGRAMMING	5,000
MD ANDERSON CANCER CENTER P O BOX 301439, HOUSTON, TX 77230-1439	PROSTATE CANCER RESEARCH (PAYMENT 4 OF 5)	50,000

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SCHEDULE 11 - PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NATIONAL AIR AND SPACE MUSEUM 6TH ST & INDEPENDENCE AVE SW, WASHINGTON, DC 20560-0321	STEVEN F UDVAR-HAZY CENTER PHASE II 8 OF 10	100,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE NW, WASHINGTON DC 20036	WHITE GRASS DUDE RANCH RESTORATION	5,000
NATURE CONSERVANCY P O BOX 1440, SAN ANTONIO, TX 78295-1440	GENERAL FUNDING	10,000
RIVERWALK JAZZ P O Box 831632, San Antonio, TX 78283-1632	OPERATING SUPPORT	5,000
SAINT MARY'S HALL 9401 Starcrest Drive, San Antonio, TX 78217	CAPITAL CAMPAIGN (3 of 5) ASSISTANCE FOR LEARNING DISABILITIES ANNUAL FUND	110,000 7,500 20,000
SALVATION ARMY 14038 FAIRWAY OAKS, SAN ANTONIO, TX 78217	SUMMER CHILDRENS PROGRAMS	5,000
SAN ANTONIO ACADEMY FOUNDATION 117 East French Place, San Antonio, TX 78212-5899	CAPITAL CAMPAIGN	25,000
SAN ANTONIO CONSERVATION SOCIETY FOUNDATION 107 KING WILLIAM ST , SAN ANTONIO, TX 78204	GENERAL FUNDING	500
SAN ANTONIO LIVESTOCK EXPOSITION INC P O BOX 200230, SAN ANTONIO, TX 78220-0230	AUCTION FUND CALF SCRAMBLE	5,000 1,500
SAN ANTONIO ZOOLOGICAL SOCIETY 3903 N St Mary's St , San Antonio, TX 78212-3199	SCHOOL FIELD TRIP ADMISSIONS	5,000
SAN PEDRO PLAYHOUSE P O BOX 12356, SAN ANTONIO, TX 78212	IN HONOR OF 100TH ANNIVERSARY	2,500
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR , COLLEGE STATION, TX 77840-2811	GENERAL FUNDING (3 OF 4)	13,250
TEXAS A&M UNIVERSITY KINGSVILLE MSC 218, Kingsville, TX 78363-8202	SOUTH TEXAS NATIVES	15,000
TEXAS A&M UNIVERSITY SAN ANTONIO FOUNDATION 1450 Gillette Blvd , San Antonio, TX 78224	FOUNDERS CIRCLE CAMPAIGN (4 OF 5)	5,000

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SCHEDULE 11 - PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
THRIVE WELL CANCER FOUNDATION P O Box 29331, San Antonio, TX 78229	PLATINUM SPONSOR FOR LUNCHEON	10,000
TRACY'S KIDS 4410 MEDICAL DR, #550, SAN ANTONIO, TX 78229	GENERAL FUNDING	10,000
UNICORN CENTERS INC 4630 HAMILTON WOLFE RD, SAN ANTONIO, TX 78229	PROGRAM EXPENSES PROGRAM EXPENSES	5,000 5,000
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION C1402, AUSTIN, TX 78712	MCDONALD OBSERVATORY WORKSHOPS	10,000
UNIVERSITY OF TEXAS SCHOOL OF LAW 727 E DEAN KEETON ST , AUSTIN, TX 78705-9916	GENERAL FUNDING	5,000
VANDERBILT UNIVERSITY VU STATION B #357735, 2301 VANDERBILT PLACE NASHVILLE, TN 37235-7735	GENERAL FUNDING	5,000
WITTE MUSEUM 3801 Broadway, San Antonio, TX 78209-6396	DARWIN EXHIBIT	15,000
	Total Line 3 (a)	<u>628,250</u>

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SCHEDULE 11 - PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Line 3 (b), Grants Approved for Future Payment		
ALAMO AREA COUNCIL BOY SCOUTS OF AMERICA 2226 N W Military Highway, San Antonio TX 78213-1894	CAPITAL CAMPAIGN (over 1 year)	5,000
CIBOLO NATURE CENTER P O Box 9, Boerne, TX 78006	HERFF FARM PURCHASE (over 1 year)	10,000
FRANKLIN INSTITUTE 222 NORTH 20TH ST , PHILADELPHIA, PA 19103	GENERAL FUNDING (over 5 years)	125,000
GOODWILL INDUSTRIES 406 W COMMERCE, SAN ANTONIO, TX 78207-3102	CAPITAL CAMPAIGN (OVER 4 YEARS)	40,000
MD ANDERSON CANCER CENTER P O BOX 301439, HOUSTON, TX 77230-1439	PROSTATE CANCER RESEARCH (over 1 year)	50,000
NATIONAL AIR & SPACE MUSEUM P O BOX 37012, WASHINGTON, DC 20013-7012	PHASE TWO OF THE STEVEN F UDVAR HAZY CENTER (over 2 years)	200,000
SAINT MARY'S HALL 9401 Starcrest Drive, San Antonio, TX 78217	CAPITAL CAMPAIGN (over 2 years)	220,000
SAN ANTONIO ACADEMY FOUNDATION 117 East French Place, San Antonio, TX 78212-5899	SCIENCE LABS (over 5 years)	250,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR , COLLEGE STATION, TX 77840-2811	GENERAL FUNDING (over 1 year)	13,250
TEXAS A&M UNIVERSITY SAN ANTONIO FOUNDATION 1450 Gillette Blvd , San Antonio, TX 78224	FOUNDERS CIRCLE CAMPAIGN (over 1 year)	5,000
	Total Line 3 (b)	<u><u>918,250</u></u>