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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052








2012


Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation GEORGE W BRACKENRIDGE FOUNDATION		A Employer identification number 74-6034977	
Number and street (or P O box number if mail is not delivered to street address) 700 N SAINT MARYS ST STE 875		B Telephone number (see instructions) (210) 693-0819	
City or town, state, and ZIP code SAN ANTONIO, TX 78205		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,541,299	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	488,700	488,700		
	5a Gross rents	64	64		
	b Net rental income or (loss) 64				
	6a Net gain or (loss) from sale of assets not on line 10	312,781			
	b Gross sales price for all assets on line 6a 7,227,300				
	7 Capital gain net income (from Part IV , line 2)		312,781		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9,048	9,048		
	12 Total. Add lines 1 through 11	810,593	810,593		
	13 Compensation of officers, directors, trustees, etc	35,535	17,768		17,767
	14 Other employee salaries and wages	122,628	61,314		61,314
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	149,661	17,889		131,772
	b Accounting fees (attach schedule)	97,625	14,410		83,215
	c Other professional fees (attach schedule)	28,638			28,638
	17 Interest	303	303		
	18 Taxes (attach schedule) (see instructions)	8,428	1,630		945
	19 Depreciation (attach schedule) and depletion	1,285			
	20 Occupancy	33,862	16,931		16,931
	21 Travel, conferences, and meetings	123,821			123,821
	22 Printing and publications				
	23 Other expenses (attach schedule)	120,915	95,096		25,819
	24 Total operating and administrative expenses. Add lines 13 through 23	722,701	225,341		490,222
	25 Contributions, gifts, grants paid	829,550			829,550
	26 Total expenses and disbursements. Add lines 24 and 25	1,552,251	225,341		1,319,772
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-741,658			
	b Net investment income (if negative, enter -0-)		585,252		
	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	109,076	385,827	385,827
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>41,789</u>			
		Less allowance for doubtful accounts ▶ _____	32,397	41,789	41,789
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,229	30,749	30,749
	10a	Investments—U S and state government obligations (attach schedule)	2,555,527	 2,866,830	2,863,341
	b	Investments—corporate stock (attach schedule)	8,007,917	 8,114,790	8,522,583
	c	Investments—corporate bonds (attach schedule).	7,034,692	 5,501,015	5,556,682
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	6,647,093	 6,728,775	9,130,457	
14	Land, buildings, and equipment basis ▶ <u>13,777</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>4,306</u>		 9,471	9,471	
15	Other assets (describe ▶ _____)		 400	 400	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	24,411,931	23,679,646	26,541,299	
Liabilities	17	Accounts payable and accrued expenses	35,298	60,036	
	18	Grants payable		5,305,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	35,298	5,365,036	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	24,376,633	18,314,610	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	24,376,633	18,314,610	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,411,931	23,679,646	

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	24,376,633
2	Enter amount from Part I, line 27a	2	-741,658
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	23,634,975
5	Decreases not included in line 2 (itemize) ▶ 	5	5,320,365
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,314,610

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES - JPM6004	P	2011-12-31	2012-12-31
b	PUBLICLY TRADED SECURITIES - JPM6202	P	2011-12-31	2012-12-31
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 6,328,415		5,985,094	343,321
b 898,885		929,425	-30,540
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			343,321
b			-30,540
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	312,781
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,105,433	26,325,123	0 04199
2010	1,224,470	25,793,970	0 04747
2009	1,070,548	22,817,746	0 04692
2008	1,164,599	26,354,749	0 04419
2007	1,574,884	29,890,496	0 05269

2 Total of line 1, column (d).	2	0 23326
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 04665
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	25,836,612
5 Multiply line 4 by line 3.	5	1,205,304
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,853
7 Add lines 5 and 6.	7	1,211,157
8 Enter qualifying distributions from Part XII, line 4.	8	1,319,772

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,853
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	5,853
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,853
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,229	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	25,229
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	19,376
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 19,376	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ HTTP //WWW BRACKENRIDGEFOUNDATION ORG				
14	The books are in care of ▶ ASEL & ASSOCIATES PLLC Telephone no ▶ (210) 544-5665 Located at ▶ 18618 TUSCANY STONE STE 100 SAN ANTONIO TX ZIP +4 ▶ 78258			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID ROTH	Trustee	0		
16 CHELSEA WAY SAN ANTONIO, TX 78209	0 00			
STEPHANIE SHEARER	TRUSTEE	11,845		
1005 GARRATY ROAD SAN ANTONIO, TX 78209	5 00			
RANDALL J BOATRIGHT	TRUSTEE	11,845		
745 E MULBERRY SUITE 720 SAN ANTONIO, TX 78212	10 00			
VICTORIA B RICO	Trustee	11,845		
700 N SAINT MARYS ST STE 875 SAN ANTONIO, TX 78205	40 00			
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.				

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
JPMORGAN CHASE BANK NA 10680 CULEBRA RD SAN ANTONIO,TX 78251	INVESTMENT ADVISORY	75,431
Total number of others receiving over \$50,000 for professional services.		

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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	24,247,706
b	Average of monthly cash balances.	1b	183,895
c	Fair market value of all other assets (see instructions).	1c	1,798,462
d	Total (add lines 1a, b, and c).	1d	26,230,063
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	26,230,063
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	393,451
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,836,612
6	Minimum investment return. Enter 5% of line 5.	6	1,291,831

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	1,291,831
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,853
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,853
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,285,978
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,285,978
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,285,978

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,319,772
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,319,772
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	5,853
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,313,919
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				1,285,978
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,160,406	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,319,772				
a Applied to 2011, but not more than line 2a			1,160,406	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				159,366
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				1,126,612
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). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

GEORGE W BRACKENRIDGE FOUNDATION
700 N SAINT MARYS ST STE 875
SAN ANTONIO, TX 78205
(210) 693-0819
NORA@BRACKENRIDGEFOUNDATION.ORG

b

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

SEE ATTACHMENT 17

c

Any submission deadlines

SEE ATTACHMENT 17

d

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

SEE ATTACHMENT 17

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				829,550
b <i>Approved for future payment</i> See Additional Data Table				
Total				2,905,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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


*****	2013-11-12	*****	
Signature of officer or trustee	Date	Title	<div style="border: 1px solid black; padding: 2px; font-size: 0.8em;"> May the IRS discuss this return with the preparer shown below (see Instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**


**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00201377
	JOHN C ASEL CPA	JOHN C ASEL CPA			
	Firm's name <input type="checkbox"/>	Asel & Associates PLLC		Firm's EIN <input type="checkbox"/>	
		18618 Tuscany Stone Ste 100			
	Firm's address <input type="checkbox"/>	SAN ANTONIO, TX 78258		Phone no (210) 859-5019	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTHWEST SCHOOL OF ART CRAFT 300 AUGUSTA STREET SAN ANTONIO,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	20,000
TEXAS PUBLIC RADIO 8401 DATAPOINT DRIVE SUITE 800 SAN ANTONIO,TX 78229	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	12,000
IDEA PUBLIC SCHOOLS 505 ANGELITA DR SUITE 9 WESLACO,TX 78596	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	100,000
CHILDREN'S CHORUS OF SAN ANTONIO 106 AUDITORIUM CIR SAN ANTONIO,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	5,000
KIPP SAN ANTONIO 735 FREDERICKSBURG RD SAN ANTONIO,TX 78201	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	515,550
BELLWETHER EDUCATION PARTNERS 37 ROYALSTON RD WELLESLEY,MA 02481	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	25,000
KEYSTONE SCHOOL 119 E CRAIG PLACE SAN ANTONIO,TX 78212	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	20,000
THE UNIVERSITY OF TEXAS AT SAN ANTO 1 UTSA Cir SAN ANTONIO,TX 78249	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	22,000
THE PHILANTHROPY ROUNDTABLE 1730 17th Street Northwest 505 Washington,DC 20036	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	15,000
PROJECT QUEST INC 301 S Frio St San Antonio,TX 78207	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	5,000
ST PAUL'S EPISOPAL MONTESSORI SCHOO East Grayson Street San Antonio,TX 78208	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	15,000
CITY KIDS ADVENTURES PO BOX 830655 SAN ANTONIO,TX 78283	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	5,000
NORTHSIDE EDUCATION FOUNDATION 6632 Bandera Rd A SAN ANTONIO,TX 78238	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	5,000
SAN ANTONIO AREA FOUNDATION 303 Pearl Pkwy 114 SAN ANTONIO,TX 78215	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	30,000
AMERICAN SUNRISE 2007 W Commerce St San Antonio,TX 78207	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	35,000
Total  3a				829,550

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
LEARNING SCHOOLS OF TEXAS517 SOLEDAD ST SAN ANTONIO,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	375,000
ROCKETSHIP EDUCATION INC550 KINGSLEY AVE PALO ALTO,CA 94301	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	500,000
AMERICAN SUNRISE2007 W Commerce St San Antonio,TX 78207	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	10,000
BASIS CHARTER SCHOOLS8519 FLOYD CURL DRIVE SAN ANTONIO,TX 78229	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	1,000,000
GREAT HEARTS ACADEMIES3102 n 56th st Suite 300 Phoenix,AZ 85018	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	1,000,000
SOUTHWEST SCHOOL OF ART CRAFT300 Augusta St San Antonio,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	20,000
Total  3b				2,905,000

TY 2012 Accounting Fees Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Sol Schwartz & Associates	16,207	8,104	0	8,103
Fisher, Herbst, & Kemble	12,613	6,306	0	6,307
Ernst & Young	68,805	0	0	68,805

TY 2012 Contractor Compensation Explanation**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Contractor	Explanation
JPMORGAN CHASE BANK NA	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2012-11-19	1,300		91	5 0000	22			
TIME CAPSULE	2012-08-13	299		91	5 0000	25			
IPAD	2012-08-08	728		91	5 0000	61			
IPHONE	2012-07-30	323		91	5 0000	27			
PROJECTOR	2012-06-11	515		91	5 0000	60			
MACBOOK ACCESSORIES	2012-06-07	158		91	5 0000	18			
MACBOOK	2012-05-29	3,011		91	5 0000	351			
IPHONE	2012-05-22	324		91	5 0000	38			
Wireless device for offic	2012-02-17	1,100		91	5 0000	183			
COMPUTER	2012-02-16	2,998		91	5 0000	500			

TY 2012 Investments Corporate

Bonds Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
31,887 SHS FHLMC GOLD 5.5% 01/1/18	34,498	34,223
10,000 SHS AMERICA MOVIL SAB DE CV 5 5/8	11,827	11,995
11,000 SHS ROYAL BANK OF CANADA	10,999	11,025
69,774 SHS FNMA 5.5% 12/1/24	76,839	76,649
42,257 SHS GNMA 5% 1/15/24	45,796	45,372
63,021 SHS FNMA 6% 06/1/23	70,820	69,575
48,616 SHS FHLMC GOLD 5.5% 07/1/21	52,991	53,226
41,781 SHS FNMA 5% 03/1/21	44,980	45,481
43,777 SHS FHLMC GOLD 5.5% 05/1/21	47,744	47,893
50,000 SHS FHLMC REMIC 5%5/15/20	55,500	56,150
40,272 SHS FNMA 6% 05/1/20	43,897	43,593
15,000 TD AMERITRADE HOLDING CO 5.6% 12/	17,963	17,833
10,000 HALLIBURTON CO. 6.15% 9/15/19	12,799	12,622
34,484 SHS FNMA 5% 07/01/19	37,071	37,647
3,000 RIO TINTO FIN USA 9% 5/1/19	4,093	4,079
10,000 SHS SIMON PROPERTY G LP 10.35% 4/	14,007	14,402
15,000 SHS NOVARTIS SECS INVEST 5 1/8%	18,141	17,864
10,000 SHS TRANS - CANADA PIPELINES 7 1/	12,983	12,643
10,000 SHS ANHEUSER BUSCH 7 3/4% 1/15/19	13,243	13,344
40,037 SHS FHLMC GOLD 3.5% 12/1/18	41,463	42,612
5,000 DUKE ENERGY CAROLINAS 7% 11/15/18	6,487	6,544
10,000 SHS NATIONAL RURAL UTIL CORP	14,618	14,842
20,000 SHS GOLDMAN SACHS 6.15% 04/01/18	21,658	23,604
30,378 SHS FHLMC SER 2513 CL DB 5% 10/15	32,448	31,801
15,000 SHS NYSE EURONEXT 2% 10/05/17	15,077	15,246
15,000 HEWLETT-PACKARD CO 2.6% 09/15/17	15,090	14,673
8,000 SHS AMERICAN EXPRESS CREDIT	7,978	8,383
20,000 SHS MORGAN STANLEY 4 3/4% 3/22/17	21,494	21,811
33,966 SHS WORLD OMNI AUTO RECEIVABLES T	34,114	34,084
26,081 SHS FNMA 535208 7% 03/01/15	27,939	26,975

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50,000 SHS FHLMC 5% 07/15/2014 DTD	55,884	53,641
379 SHS FNMA 725169 8% 03/01/13	393	379
26,900 SHS GNMA II 5% DEC 20 2017	28,312	28,889
15,000 SHS WELLS FARGO COMPANY 5 5/8% DE	17,214	17,908
47,214 SHS FREDDIE MAC SER 2513 CL DB 5%		
10,000 SHS BLACKROCK INC 6 1/4% SEP 15 2	11,729	12,264
35,000 SHS HYYBD AI AUTO RECEIVABLES TRUS	35,919	35,320
5,000 SHS TEVA PHARMACEUT FIN BV 2.4% NO	5,006	5,210
40,000 SHS GENERAL ELEC CAP CORP SR NOTE	43,998	45,936
15,000 SHS AT & T INC 2.4% AUG 15 2016	15,243	15,653
15,000 SHS BANK OF AMERICA CORP SR NOTES	16,957	17,369
3,000 SHS AMGEN INC 2.3% JUN 15 2016	2,993	3,126
10,000 SHS DELL INC 3.1% APR 01 2016		
15,000 SHS BB&T CORPORATION MTN 3.2% MAR	14,985	15,975
15,000 SHS CISCO SYSTEMS NOTES 5 1/2% FE	15,034	17,195
10,000 SHS WYETH 5 1/2% FEB 15 2016	11,629	11,434
10,000 SHS VERIZON COMMUNICATIONS 5.55%	11,208	11,390
10,000 SHS WESTPAC BANKING CORP 3% DEV 0	10,217	10,653
15,000 SHS DIAGO FINANCE BV 5.3% OCT 28	17,009	16,838
15,000 SHS RABOBANK NEDERLAND 2 1/8% OCT	15,147	15,421
20,000 SHS HSBC FINANCE CORP 5% JUN 30 2	21,622	21,763
10,000 SHS APACHE FINANCE CANADA 4 3/8%	10,952	10,827
15,000 SHS NATIONAL CITY CORP 4.9% JAN 1	16,418	16,259
15,000 SHS CREDIT SUISSE FB USA INC NOTE	16,556	16,194
20,000 SHS CITIGROUP INC 6.01% JAN 15 20	22,134	21,879
15,000 SHS BANK OF AMERICA CORPORATION 5	15,897	16,059
15,000 SHS DEUTSCHE BANK AG LONDON 3 7/8	16,000	15,739
15,000 SHS WACHOVIA CORPORATION SUB NOTE	16,237	15,966
15,000 SHS ACE INA HOLDINGS INC 5 7/8% J	16,948	16,136
15,000 SHS US BANCORP SR NOTES 4.2% MAY	16,247	15,770

Name of Bond	End of Year Book Value	End of Year Fair Market Value
15,000 SHS SIMON PROPERTY GROUP LP 6 3/4		
5,000 SHS RIO TINTO FINANCE PLC 8.95% MA		
15,000 SHS ABBEY NATL TREASURY SERV FLOA	14,317	14,999
10,000 SHS GLAXOSMITHKLINE CAP INC 4 3/8		
10,000 SHS BHP BILLION FIN USA LTD 5 1/2	11,234	10,609
15,000 SHS PRAXAIR INC 4 3/8% MAR 31 201		
27,000 SHS SOUTHERN CALIF GAS CO 5 1/2%	30,347	28,590
15,000 SHS ELI LILLY & CO 4.2% MAR 06 20	15,592	15,672
10,000 SHS BAXTER INTERNATIONAL INC 4% M	10,819	10,402
10,000 SHS CATERPILLAR FINACIAL SE NOTE	13,530	13,567
15,000 SHS PACCAR INC NOTES 6 7/8% FEB 1		
15,000 SHS CME GROUP INC 5 3/4% FEB 15 2		
100,000 SHS FFCB 3.75% 02/05/14	104,017	103,848
3,000 SHS DUKE ENERGY CAROLINAS 5 3/4% N		
30,000 SHS GOLDMAN SACHS GROUP INC NOTES		
15,000 SHS BERKSHIRE HATHAWAY FINANCE 4	15,840	15,470
10,000 SHS INTERNATIONAL BUSINESS MACHIN		
15,000 SHS ALLSTATE LF GLB FN TRST 5 3/8		
15,000 SHS PRINCIPAL LIFE INC FDG MEDIUM		
15,000 SHS TRAVELERS PPTY CASUALTY 5% MA		
20,000 SHS MORGAN STANLEY NOTES 5.3% MAR		
15,000 SHS HEWLETT - PACKARD CO NOTES 4		
2,000 SHS TARGET CORP NOTES 5 7/8% MAR 1		
34,876 SHS DREYFUS/LAUREL FDS TR		
44,868 SHS JPM INTL CURRENCY INCOME FD		
175,000 SHS GS 95% PP CMIT BASKET 11/18/	179,739	169,372
175,000 SHS MS 95% PPN CURRENCY BASKET 1	184,972	168,000
43,183 SHS JPM TR I INFL MANAGED BD - SE	459,472	466,812
184,268 SHS JPM HIGH YIELD FD - SEL	1,471,695	1,499,940
197,905 SHS PAYDEN HIGH INCOME FUND	1,413,437	1,456,583

Name of Bond	End of Year Book Value	End of Year Fair Market Value
39,828 SHS FHLMC GOLD 6% 10/01/2017	43,450	43,328
50,460 SHS FNMA POOL 7% 03/01/15		
57,383 SHS FNMA POOL 5% 03/01/21		
58,939 SHS FNMA POOL 6% 05/01/20		
49,031 SHS FNMA POOL 5% 06/01/19		
55,890 SHS FHLMC GOLD 3.5% 12/01/18		
27,747 SHS FHLMC GOLD 4.5% 11/01/18	29,265	29,863
22,492 SHS FHLMC GOLD 5% 06/01/18	24,123	24,424
28,053 SHS FHLMC 5% 05/01/18	29,911	30,460
75,000 SHS FNMA 5.375% 07/15/16	86,810	87,359
47,614 SHS FHLMC GOLD 5.5% 01/01/18		
50,000 SHS FREDDIE MAC 5% JUL 15 2014		
100,000 SHS FHLB 3.25% 12/13/13		
18,702 SHS FNMA POOL 8% 03/01/13		

TY 2012 Investments Corporate
Stock Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
24,884 SHS MATTHEWS PACIFIC TIGER INSTL	599,456	607,419
250,000 SHS DB MARKET PLUS SX5E 03/19/14	250,000	254,353
250,000 SHS JPM BREN EAFE 01/10/14	250,000	243,850
42,653 SHS CAPITAL PRIVATE CLIENT SVCS	402,642	435,485
350,000 SG CONT BUFF EQ SPX 12/18/13	350,000	347,060
250,000 SHS USB CONT BUFF EQ SPX 10/23/1	250,000	246,325
350,000 SG CONT BUFF EQ SPX 11/20/13	350,000	349,650
18,248 SHS EDGEWOOD GROWTH FUND	231,022	252,555
5,381 SHS VANGUARD MSCI EMERGING MARKET	249,461	239,616
18,016 SHS DELAWARE EMERGING MARKETS	285,410	259,615
25,0000 SHS JPM BREN ASIA BASKET 11/15/1		
250,000 SHS DB BREN ASIA BASKET 11/28/12		
225,000 SHS CS BREN ASIA BASKET		
18,591 SHS ABERDEEN ASIA PACIFIC EX JAPA	189,438	223,645
42,184 SHS JPM INTL VALUE FD - SEL	498,696	496,921
250,000 SHS HSBC BREN EAFE 12/24/12		
250,000 SHS GS BREN EAFE 11/28/12		
40,224 SHS ARTIO INTERNATIONAL EQUITY II		
65,923 SHS JPM MARKET EXPANSION INDEX FD	743,106	699,453
10,863 SHS ISHARES RUSSELL MIDCAP VALUE	463,087	545,757
10,370 SHS SPDR S&P 500 ETF TRUST	1,290,834	1,476,792
17,991 SHS PROFESSIONALLY MANAGED PORTFO	501,420	504,659
21,369 SHS JPM INTREPID AMERICA FD - SEL	458,798	557,524
120,000 SHS JPM CONT BUFF EQ SPX 10/17/1		
470,000 SHS JPM CONT BUFF EQ SPX 08/29/1		
14,791 SHS HARTFORD CAPITAL APPRECIATIO	501,420	508,520
250,000 SHS DB BREN SPX 10/11/12		
250,000 SHS BNP CONT BUFF EQ SPX 06/06/1	250,000	273,384

TY 2012 Investments Government Obligations Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

US Government Securities - End of

Year Book Value:

2,866,830

US Government Securities - End of

Year Fair Market Value:

2,863,341

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
2,573 SHS DOUBLELINE LEVERAGED FUND LTD	AT COST	475,000	476,973
844 SHS SPDR GOLD TRUST	AT COST	99,329	136,745
32,208 SHS HIGHBRIDGE DYNAMIC COMM STRG	AT COST	496,336	449,952
250,000 SHS GS BREN GOLD NOTE 11/19/12	AT COST		
250,000 SHS BARC BREN COMMODITY BSKT 12/	AT COST	250,000	289,300
45,858 SHS JPM US REAL ESTATED - SEL	AT COST	619,718	730,057
76,375 SHS JPM REALTY INCOME FD - INSTL	AT COST	707,231	888,239
2,573 SHS GLOBAL ACCESS HEDGE FUND LTD	AT COST	2,750,000	2,996,822
23,978 SHS EATON VANCE MUT FDS TR	AT COST		
506 SHS CORBIN CAPITAL PARTNERS	AT COST	500,000	562,274
457 SHS BLACKSTONE PARTNERS OFFSHORE FUN	AT COST	500,000	551,612
24,940 SHS ARBITRAGE FUNDS - I	AT COST	326,727	318,483
LAND	AT COST	4,434	1,730,000

TY 2012 Land, Etc. Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	13,777	4,306	9,471	9,471

TY 2012 Legal Fees Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Schulman, Lopez & Hoffer LLP	42,373	0	0	42,373
Ice Miller LLP	10,000	0	0	10,000
Cox Smith Matthews Inc	97,288	17,889	0	79,399

TY 2012 Other Assets Schedule

Name: GEORGE W BRACKENRIDGE FOUNDATION

EIN: 74-6034977

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ELECTRICITY DEPOSIT		400	400

TY 2012 Other Decreases Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
GRANTS AWARDED IN PRIOR YEARS	3,077,550
ACCRUAL TO CASH ADJUSTMENT	2,242,815

TY 2012 Other Expenses Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Security Expense	420	210		210
Payroll Service Fees	908	454		454
Office Expense	16,226	8,113		8,113
Office Administration	1,252	626		626
Meals & Entertainment	5,274	2,637		2,637
Investment Advisory Fees	75,431	75,431		
Insurance	10,799	5,399		5,400
Housing Allowance	1,485	743		742
Dues & Subscriptions	1,886	943		943
Direct Charitable Expense	6,612			6,612
Custody Fees	458	458		
Credit Card Fees	164	82		82

TY 2012 Other Income Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	9,048	9,048	

TY 2012 Other Professional Fees Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FPO Marketing	21,945	0	0	21,945
Dublin & Associates	5,338	0	0	5,338
Creative Civilization	1,355	0	0	1,355

TY 2012 Taxes Schedule**Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll - Taxes	1,889	944		945
Federal Excise Tax	5,853			
Ad Valorem Taxes	686	686		

ATTACHMENT TO 2012 FORM 990-PF

STATEMENT 17

PAGE 10, PART XV SUPPLEMENTARY INFORMATION - QUESTION 2

2A - GEORGE W. BRACKENRIDGE FOUNDATION PH: (210) 693-0819
700 N SAINT MARYS ST. STE 875
SAN ANTONIO, TEXAS 78205

2B - A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED IN THE
FOLLOWING MANNER

(1) THE REQUEST FOR THE GRANT SHOULD BE RECEIVED ON THE ORGANIZATION'S
LETTERHEAD AND SIGNED BY A MEMBER OF ITS BOARD OF DIRECTORS OR AN
OFFICER OF THE ORGANIZATION

(2) THE REQUEST LETTER SHOULD CONTAIN THE FOLLOWING

- A. SPECIFIC INFORMATION RELATED TO THE DESIRED USE OF THE GRANT
- B. A COPY OF THE ORGANIZATION'S CHARTER AND BY-LAWS, AND
- C. A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE I.R.S.
INCLUDING THE MOST RECENT FINANCIAL STATEMENTS

2C - THERE ARE NO FORMAL SUBMISSION DEADLINES FOR GRANT REQUESTS

2D - GRANTS ARE USUALLY LIMITED BY THE FOLLOWING FACTORS

- (1) THE ORGANIZATION MUST BE LOCATED IN TEXAS.
- (2) THE ORGANIZATION MUST BE AN ACCREDITED EDUCATION ORGANIZATION OR THE
GRANT MUST BE TO SUPPORT ONE OR MORE ACCREDITED EDUCATIONAL
ORGANIZATION.