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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
CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**A Employer identification number**
74-6038766

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 911

Room/suite

**B** Telephone number (see instructions)
(361) 592-7174

City or town, state, and ZIP code
KINGSVILLE, TX 78364

**C** If exemption application is pending, check here ▶ ☐

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 53,268,834

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

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

**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) | 4,000 | | | |
| | 2 | Check ▶ ☑ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 1,542 | 1,542 | | |
| | 4 | Dividends and interest from securities | 926,121 | 926,121 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) _____ | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 1,351,249 | | | |
| | b | Gross sales price for all assets on line 6a 10,129,005 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 1,351,249 | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | 1,332,582 | 1,332,582 | | |
| | 12 | **Total.** Add lines 1 through 11 | 3,615,494 | 3,611,494 | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 123,000 | | | 120,000 |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | 384 | 192 | | 192 |
| | b | Accounting fees (attach schedule) | 11,300 | 5,650 | | 5,650 |
| | c | Other professional fees (attach schedule) | 305,898 | 299,898 | | 6,000 |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) | 173,371 | 109,476 | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) | 35 | 28 | | 7 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 613,988 | 415,244 | | 131,849 |
| | 25 | Contributions, gifts, grants paid | 2,113,000 | | | 2,113,000 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 2,726,988 | 415,244 | | 2,244,849 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 888,506 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 3,196,250 | | |
| | 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 | 270,865 | 131,738 | 131,738 |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ 4 | | | |
| | Less allowance for doubtful accounts ▶ | 4 | 4 | 4 |
| | 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 | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | | | |
| | b Investments—corporate stock (attach schedule) | 40,142,938 | 41,024,466 | 51,205,907 |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ 1 | | | |
| | Less accumulated depreciation (attach schedule) ▶ | 1 | 1 | 1,873,152 |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | | | |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 Other assets (describe ▶ ) | -79,435 | 66,670 | 58,033 |
| | 16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 40,334,373 | 41,222,879 | 53,268,834 |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | | 0 | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 40,334,373 | 41,222,879 | |
| | 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) | 40,334,373 | 41,222,879 | |
| | 31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 40,334,373 | 41,222,879 | |

**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 | 40,334,373 |
| 2 | Enter amount from Part I, line 27a | 2 | 888,506 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 41,222,879 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 41,222,879 |

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

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

| | (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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|
| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |
| a | | | |
| 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 | 1,351,249 |
| 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 | 2,252,614 | 49,422,634 | 0 04558 |
| 2010 | 1,844,345 | 42,912,567 | 0 04298 |
| 2009 | 2,293,161 | 37,042,251 | 0 06191 |
| 2008 | 2,065,148 | 46,614,671 | 0 04430 |
| 2007 | 2,198,975 | 51,678,811 | 0 04255 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0 23732 |
| 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 04746 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 51,846,404 |
| 5 | Multiply line 4 by line 3 | 5 | 2,460,838 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 31,963 |
| 7 | Add lines 5 and 6 | 7 | 2,492,801 |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 2,244,849 |

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 page 18 of the instructions)**

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)** | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 63,925 |
| 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 | 63,925 |
| 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 | 63,925 |
| 6 | Credits/Payments | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 121,928 | | |
| 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 | 121,928 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 58,003 |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 58,003 **Refunded** ▶ | 11 | |

**Part VII-A Statements Regarding Activities**

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

14 The books are in care of ▶ VALERIE SCHULZE Telephone no ▶ (361) 592-8501

Located at ▶ PO BOX DRAWER 911 KINGSVILLE TX ZIP+4 ▶ 78364

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ **15**

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? ☐ Yes ☑ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☑ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | | No |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☑ No | | | |
| | If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see 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? ☐ 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.)* | 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))? ☐ Yes ☑ No | | | |
| | **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No | | | |
| | **(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No | | | |
| | **(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No | | | |
| | **(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No | | | |
| **b** | If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | **5b** | | **No** |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No | | | |
| | *If "Yes," attach the statement required by Regulations section 53.4945–5(d).* | | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No | | | |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | **No** |
| | *If "Yes" to 6b, file Form 8870.* | | | |
| **7a** | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No | | | |
| **b** | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | **7b** | | **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 |
|---|---|---|---|---|
| CHRIS KLEBERG<br>4729 ROSINANTE<br>EL PASO,TX 79922 | TRUSTEE<br>4 00 | 40,000 | | |
| DR DUANE M LEACH<br>1604 WINDSWEPT ROAD<br>GARDENDALE,TX 79758 | TRUSTEE<br>4 00 | 40,000 | | |
| STEPHEN J KLEBERG<br>PO BOX 911<br>KINGSVILLE,TX 78363 | TRUSTEE<br>4 00 | 43,000 | | |

**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 |
|---|---|---|
| SOUTH TEXAS MONEY MANAGEMENT LTD<br>100 W OLMOS DRIVE SUITE 101<br>SAN ANTONIO,TX 78212 | INVESTMENT MGT | 124,494 |
| LUTHER KING CAPITAL MANAGEMENT<br>301 COMMERCE STREET SUITE 1600<br>FORT WORTH,TX 76102 | INVESTMENT MGT | 128,643 |
| | | |
| | | |
| | | |
| **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<br>**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 | 50,236,631 |
| b | Average of monthly cash balances | | 1b | 526,160 |
| c | Fair market value of all other assets (see instructions) | | 1c | 1,873,152 |
| d | **Total** (add lines 1a, b, and c) | | 1d | 52,635,943 |
| 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 | 52,635,943 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 789,539 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | 5 | 51,846,404 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 2,592,320 |

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

| | | | | |
|---|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | | 1 | 2,592,320 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a 63,925 | | |
| b | Income tax for 2012 (This does not include the tax from Part VI ) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 63,925 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | 3 | 2,528,395 |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | |
| 5 | Add lines 3 and 4 | | 5 | 2,528,395 |
| 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 | 2,528,395 |

**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 | 2,244,849 |
| 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 | 2,244,849 |
| 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 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 2,244,849 |

**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 | | | | 2,528,395 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only. . . . . | | | 2,028,080 | |
| 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 ▶ $ 2,244,849 | | | | |
| a Applied to 2011, but not more than line 2a | | | 2,028,080 | |
| 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. . . . . | | | | 216,769 |
| 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 . . . . . | | | | 2,311,626 |
| 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)

| | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| **2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . . | | | | | |
| **b** 85% of line 2a . . . . . | | | | | |
| **c** Qualifying distributions from Part XII, line 4 for each year listed . . . . . | | | | | |
| **d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . | | | | | |
| **e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . | | | | | |
| **3** Complete 3a, b, or c for the alternative test relied upon | | | | | |
| **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

STEPHEN J KLEBERG TRUSTEE
PO BOX 911
KINGSVILLE, TX 78364
(361) 592-8501
N/A

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

SEE STATEMENT 13

**c** Any submission deadlines

SEE STATEMENT 13

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

SEE STATEMENT 13

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| THE WILDLIFE SOCIETY<br>5410 GROSVENOR LANE SUITE 200<br>BETHESDA,MD 20814 | NONE | PUBLIC CH | CHARITABLE PURPOSES | 5,000 |
| THE VALLEY NATURE CENTER<br>301 S BORDER AVE<br>WESLACO,TX 78596 | NONE | PUBLIC CH | CHARITABLE PURPOSES | 10,000 |
| TEXAS AM UNIVERSITY KINGSVILLE FDN<br>PO BOX 2202<br>KINGSVILLE,TX 78363 | NONE | PUBLIC CH | CHARITABLE PURPOSES | 2,098,000 |
| | | | | |
| **Total** . . . . . ▶ **3a** | | | | 2,113,000 |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . ▶ **3b** | | | | |

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

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments. . . . | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 1,542 | |
| 4 Dividends and interest from securities. . . . | | | 14 | 926,121 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. . . . . | | | | | |
| b Not debt-financed property. . . . . | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income. . . . . | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 1,351,249 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory. . | | | | | |
| 11 Other revenue a OTHER INVESTMENT INCOME | | | 18 | 81,318 | |
| b HEADINGTON ROYALTIES | | | 15 | 84 | |
| c EXXON MOBIL ROYALTIES | | | 15 | 1,248,768 | |
| d DEWBRE PETROLEUM CORP | | | 15 | 499 | |
| e AUSTIN CALVERT CLASS ACTI | | | 18 | 1,913 | |
| 12 Subtotal Add columns (b), (d), and (e). . | | | | 3,611,494 | |
| 13 **Total.** Add line 12, columns (b), (d), and (e). . . . . | | | | 13 | 3,611,494 |

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

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

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

**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 |

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ☐ | PTIN |
|---|---|---|---|---|
| JOHN C ASEL CPA | JOHN C ASEL CPA | | | P00201377 |

| Firm's name ▶ | Asel & Associates PLLC | Firm's EIN ▶ |
|---|---|---|
| | 18618 Tuscany Stone Ste 100 | |
| Firm's address ▶ | SAN ANTONIO, TX 78258 | Phone no (210) 859-5019 |

| efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491316001223 |
|---|---|---|

# TY 2012 Accounting Fees Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| FISHER, HERBST & KEMBLE | 11,300 | 5,650 | 0 | 5,650 |

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|---|---|---|

# TY 2012 Contractor Compensation Explanation

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION
**EIN:** 74-6038766
**Software ID:** 12000229
**Software Version:** 2012v2.0

| Contractor | Explanation |
|---|---|
| SOUTH TEXAS MONEY MANAGEMENT LTD | |
| LUTHER KING CAPITAL MANAGEMENT | |

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|---|---|---|

# TY 2012 Investments Corporate Stock Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION
**EIN:** 74-6038766
**Software ID:** 12000229
**Software Version:** 2012v2.0

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| SEE STATEMENT #12 | 41,024,466 | 51,205,907 |

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|---|---|---|

# TY 2012 Investments - Land Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category/ Item | Cost/Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|---|---|---|---|---|
| Land | 1 | | 1 | 1,873,152 |

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|---|---|---|

# TY 2012 Legal Fees Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| Michael J Krueger | 384 | 192 | 0 | 192 |

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|---|---|---|

# TY 2012 Other Assets Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|---|---|---|---|
| PUBLICATION 90 | 8,637 | 8,637 | |
| PREPAID FEDERAL EXCISE TAX | -88,072 | 58,033 | 58,033 |

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|---|---|---|

# TY 2012 Other Expenses Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| SAFE DEPOSIT BOX | 20 | 20 | | |
| KLEBERG BANK - BANK FEES | 15 | 8 | | 7 |

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|---|---|---|

# TY 2012 Other Income Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| OTHER INVESTMENT INCOME | 81,318 | 81,318 | |
| HEADINGTON ROYALTIES | 84 | 84 | |
| EXXON MOBIL ROYALTIES | 1,248,768 | 1,248,768 | |
| DEWBRE PETROLEUM CORP | 499 | 499 | |
| AUSTIN CALVERT CLASS ACTI | 1,913 | 1,913 | |

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|---|---|---|

# TY 2012 Other Professional Fees Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| THORNBURG CHARLES SCHWAB INVESTMENT FEES | 30,430 | 30,430 | 0 | 0 |
| SOUTH TEXAS MONEY MGMT - INV MGT FEES | 124,494 | 124,494 | 0 | 0 |
| LUTHER KING - INV MGT FEES | 134,073 | 134,073 | 0 | 0 |
| KLEBERG BANK - ADMIN FEES | 12,000 | 6,000 | 0 | 6,000 |
| FROST BANK - CUSTODY FEES | 4,649 | 4,649 | 0 | 0 |
| BESSEMER TRUST CO - INV MGT FEES | 252 | 252 | 0 | 0 |

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|---|---|---|

# TY 2012 Taxes Schedule

**Name:** CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

**EIN:** 74-6038766

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|
| ROYALTY PRODUCTION TAXES | 80,197 | 80,197 | | |
| FOREIGN TAXES | 12,849 | 12,849 | | |
| FEDERAL EXCISE TAX | 63,895 | | | |
| AD VALOREM TAXES | 16,430 | 16,430 | | |

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 STATEMENT 12

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 2,889 | MCORP | $ 1 00 | $ 1 00 |
| | **TOTAL - MCORP** | **$ 1.00** | **$ 1.00** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 654 | TENNECO, INC | $ 584 17 | $ - |
| | **TOTAL - TENNECO, INC.** | **$ 584.17** | **$ -** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 120 | EL PASO NATURAL GAS CO | $ 1,646 25 | $ - |
| | **TOTAL - EL PASO NATURAL GAS CO.** | **$ 1,646.25** | **$ -** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | VALUE |
|---|---|---|---|
| 463 15 | BESSEMER SWEEP PROGRAM 010% | **463.15** | 463 15 |
| 250,000 | OW PRIV EQUITY FD X | 144,340 00 | 146,793 00 |
| 500,000 | OW GLOBAL REAL ESTATE FUND | 253,086 00 | 234,863 00 |
| 742 880 | 5TH AVE VAL CR OFF LTD | 899,998 70 | 907,408 00 |
| | OW - INVESTMENT (BOOK COST) - NOT ON BANK STATEMENT | 54,341 92 * | |
| | **TOTAL - BESSEMER TRUST** | **$ 1,352,229.77** | **$ 1,289,527.15** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 404,974 74 | INVESCO STIC LIQUID ASSET PRIVATE CL | $ 404,974 74 | $ 404,974 74 |
| 2,713 | ACE LTD | 156,013 77 | 216,497 40 |
| 1,504 | ALLIANCE DATA SYS CORP COM | 214,003 93 | 217,719 04 |
| 3,700 | ASHLAND INC COM | 189,112 83 | 297,517 00 |
| 1,726 | AT & T INC COM | 63,499 37 | 58,183 46 |
| 3,227 | BED BATH & BEYOND INC COM | 217,758 46 | 180,421 57 |
| 5,725 | BRISTOL - MYERS SQUIBB CO COM* | 192,714 38 | 186,577 75 |
| 1,456 | CANADIAN NATIONAL RAILWAY CO COM | 87,966 27 | 132,510 56 |
| 2,255 | CATERPILLAR INC COM | 211,901 83 | 202,067 17 |
| 1,796 | CHEVRON CORPORATION COM | 162,912 05 | 194,219 44 |
| 2,732 | CHUBB CORP COM* | 155,721 79 | 205,774 24 |
| 3,885 | CONOCOPHILLIPS COM | 219,644 19 | 225,291 15 |
| 8,439 | E M C CORP MASSACHUSETTS COM | 153,407 55 | 213,506 70 |
| 3,935 | ENSCO PLC SPONS ADR* | 199,819 47 | 233,266 80 |
| 916 | EXXON MOBIL CORP COM* | 64,460 50 | 79,279 80 |
| 2,393 | FEDEX CORP COM* | 197,279 82 | 219,485 96 |
| 5,096 | FMC CORP COM NEW | 156,377 39 | 298,217 92 |
| 4,974 | FMC TECHNOLOGIES INC COM | 202,408 98 | 213,036 42 |
| 12,332 | FORD MOTOR COMPANY COM | 160,171 57 | 159,699 40 |
| 4,181 | FRESH MARKET INC COM | 215,723 72 | 201,064 29 |
| 7,329 | GAP INC COM | 200,007 68 | 227,492 16 |
| 4,107 | GERMIN LTD | 143,153 18 | 167,360 25 |
| 8,150 | GENERAL ELECTRIC CO COM | 133,921 29 | 171,068 50 |
| 3,956 | HSBC HOLDINGS PLC SPON ADR NEW | 204,583 35 | 209,944 92 |
| 820 | INTL BUSINESS MACHINES CORP COM | 128,014 53 | 157,071 00 |
| 7,704 | ISHARES S&P SMALLCAP 600 INDEX FUND | 471,898 78 | 601,682 40 |
| 1,706 | KRAFT FOODS GROUP INC COM | 58,046 38 | 77,571 82 |

| FORM 990-PF | DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 | | STATEMENT 12 |
|---|---|---|---|
| 7,348 | LAZARD LTD CL A COM | 191,934 35 | 219,264 32 |
| 7,473 | LOWES COS INC COM* | 176,472 88 | 265,440 96 |
| 4,507 | MACY'S INC COM | 145,069 06 | 175,863 14 |
| 4,646 | MERCK & CO INC NEW COM | 213,698 20 | 190,207 24 |
| 8,081 | MICROSOFT CORP COM | 215,826 54 | 215,841 09 |
| 5,121 | MONDELEZ INTL INC COM | 108,215 13 | 130,345 84 |
| 609 | NOVO - NORDISK A/S SPON ADR | 74,199 47 | 99,394 89 |
| 6,832 | ORACLE CORPORATION* | 161,113 55 | 227,642 24 |
| 8,283 | PERKINELMER INC COM | 181,986 98 | 262,902 42 |
| 1,354 | PHILLIPS 66 COM | 49,947 90 | 71,897 40 |
| 2,167 | QUALCOMM INC | 103,671 26 | 134,049 75 |
| 3,043 | ROCKWELL AUTOMATION INC COM | 211,959 86 | 255,581 57 |
| 4,198 | SANOFI SPONSORED ADR | 175,009 18 | 198,901 24 |
| 1,153 | SIMON PROPERTY GROUP REIT NEW COM | 156,796 47 | 182,277 77 |
| 1,762 | SPDR GOLD TRUST ETF | 302,941 98 | 285,479 94 |
| 15,164 | STAPLES INC COM* | 218,369 54 | 172,869 60 |
| 3,208 | TEXAS INSTRUMENTS INC COM | 81,698 46 | 99,095 12 |
| 6,196 | TIME WARNER INC COM NEW | 186,660 36 | 296,354 68 |
| 2,603 | TORONTO - DOMINION BANK (THE) | 188,180 95 | 219,510 99 |
| 5,239 | UNILEVER PLC SPONSORED ADR | 161,630 05 | 202,854 08 |
| 3,743 | UNITEDHEALTH GROUP INC COM* | 163,657 42 | 203,020 32 |
| 11,953 | UTILITIES SELECT SECTOR SPDR FUND | 394,936 18 | 417,404 74 |
| 2,397 | VANGUARD REIT ETF | 151,332 68 | 157,722 60 |
| 2,497 | VERIZON COMMUNICATIONS COM | 87,177 69 | 108,045 19 |
| 1,550 | WAL MART STORES INC | 86,311 30 | 105,756 50 |
| 6,207 | WELLS FARGO & CO NEW COM | 205,637 91 | 212,155 26 |
| 2,247 | 3M CO COM* | 158,279 56 | 208,633 95 |
| | **TOTAL - SOURTH TEXAS MONEY MGMT (FA722)** | **$ 9,518,212.71** | **$ 11,070,014.70** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | VALUE |
|---|---|---|---|
| 22,246 93 | INVESCO STIC LIQUID ASSET PRIVATE CL | $ 22,246 93 | $ 22,246 93 |
| | **TOTAL - SOURTH TEXAS MONEY MGMT (FB893)** | **$ 22,246.93** | **$ 22,246.93** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 8,394 45 | INVESCO STIC LIQUID ASSET PRIVATE CL | $ 8,394 45 | $ 8,394 45 |
| 150,000 | ALAMO TEXAS COMMUNITY COLLEGE DISTRICT FINANCING SYSTEM | $ 150,000 00 | $ 149,667 00 |
| 250,000 | ARIZONA BOARD OF REGENTS UNIVERSITY OF ARIZONA SYSTEM B | 273,417 50 | 277,682 50 |
| 250,000 | ARIZONA STATE TRANSPORTATION BOARD HIGHWAY REVENUE SERIES | 250,000 00 | 253,352 50 |
| 250,000 | AUSTIN TEXAS IMPROVEMENT SERIES B | 250,000 00 | 254,657 50 |
| 250,000 | COLORADO RIVER TEXAS MUNICIPAL WATER DISTRICT | 250,000 00 | 253,527 50 |
| 260,000 | COLORADO SPRINGS COLORADO UTILITIES BUILD AMERICA BOND | 272,545 00 | 286,096 20 |
| 250,000 | DAVIS COUNTY UTAH SCHOOL DISTRICT BUILD AMERICA BOND | 271,405 00 | 279,325 00 |
| 250,000 | ENERGY NORTHWEST WASHINGTON ELECTRIC REVENUE COLUMBIA G | 250,000 00 | 259,627 50 |
| 250,000 | GEORGIA MUNICIPAL GAS AUTHORITY GAS PORTFOLIO III SERIES F | 262,830 00 | 253,992 50 |
| 250,000 | GEORGIA STATE BUILD AMERICA BONDS | 256,882 50 | 273,437 50 |
| 250,000 | GRAND STRAND SOUTH CAROLINA WATER & SEWER AUTHORITY SERIE | 250,000 00 | 257,997 50 |
| 185,000 | HOUSTON TEXAS SERIES B | 185,000 00 | 186,137 75 |
| 250,000 | INDIANDA BOND BANK REVENUE SCHOOL SEVERANCE FUNDING | 261,605 00 | 250,310 00 |
| 250,000 | KENTUCKY STATE PROPERTY & BUILDINGS COMMISSION REVENUES PF | 261,325 00 | 255,037 50 |
| 250,000 | KENTUCKY STATE ASSET/LIABILITY COMMISSION GENERAL FUNDING RI | 253,185 00 | 250,720 00 |
| 250,000 | MARYLAND STATE DEPARTMENT OF TRANSPORTATION BUILD | 274,195 00 | 279,577 50 |
| 100,000 | MARYLAND STATE BUILD AMERICA BONDS | 108,235 00 | 115,426 00 |
| 250,000 | MEMPHIS TENNESSEE SERIES E TAXABLE | 269,477 50 | 278,102 50 |

| FORM 990-PF | DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 | | STATEMENT 12 |
|---|---|---|---|
| 265,000 | MERCER COUNTY NEW JERSEY IMPROVEMENT AUTHORITY REVENUE S | 265,895 70 | 265,479 65 |
| 100,000 | MISSISSIPPI STATE SERIES C | 100,000 00 | 102,518 00 |
| 250,000 | NAPERVILLE ILLINOIS SERIES B | 269,560 00 | 276,000 00 |
| 250,000 | NEW YORK NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY | 272,742 50 | 281,280 00 |
| 250,000 | NEW YORK NEW YORK SERIES J | 264,197 50 | 254,025 00 |
| 260,000 | NEW YORK STATE ENVIRONMENTAL | 271,707 80 | 261,853 80 |
| 100,000 | NEWPORT NEW VIRGINIA ECONOMIC | 100,400 00 | 99,787 00 |
| 200,000 | OHIO STATE WATER DEVELOPMENT | 200,000 00 | 202,284 00 |
| 250,000 | PENNSYLVANIA STATE SERIES B | 274,622 50 | 286,417 50 |
| 250,000 | PORT OF SEATTLE WASHINGTON SERIES C TAXABLE DATED | 250,000 00 | 254,952 50 |
| 250,000 | SOUTH DAKOTA STATE CONSERVANCY DISTRICT STATE REVOLVING FU | 250,000 00 | 256,812 50 |
| 250,000 | TENNESSEE STATE SERIES C | 250,000 00 | 273,335 00 |
| 250,000 | TEXAS STATE PUBLIC FINANCE AUTHORITY | 250,000 00 | 269,852 50 |
| 260,000 | TRAVIS COUNTY TEXAS HEALTHCARE DISTRICT GO OF DIST | 260,000 00 | 269,401 60 |
| 250,000 | UNIVERSITY OF ARKANSAS UNIVERSITY REVENUES UAMS CAMPUS | 253,500 00 | 253,167 50 |
| 250,000 | GENERAL ELECTRIC CAPITAL CORPORATION SERIES MTN | 251,240 00 | 259,220 00 |
| | **TOTAL - SOURTH TEXAS MONEY MGMT (FB894)** | **$ 8,142,362.95** | **$ 8,289,455.45** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | VALUE |
|---|---|---|---|
| 349,924 25 | SEI DAILY INCOME TR TREASURY II | $ 349,924 25 | $ 349,924 25 |
| 4,500 00 | ABBOTT LABS | 229,711 42 | 294,750 00 |
| 7,000 | ADOBE SYS INC | 206,068 69 | 263,760 00 |
| 3,500 | AKAMAI TECHNOLOGIES INC COM | 79,091 95 | 143,185 00 |
| 1,980 | ALLERGAN INC COM | 175,063 09 | 181,625 40 |
| 730 | AMAZON COM INC | 132,914 75 | 183,135 10 |
| 2,600 | AMGEN INC COM | 175,133 14 | 224,120 00 |
| 695 | APPLE INC | 133,612 64 | 369,860 24 |
| 6,220 | AT & T INC COM | 231,148 88 | 209,676 20 |
| 5,850 | BALL CORP | 167,895 01 | 261,787 50 |
| 10,000 | CABOT OIL & GAS CORP | 36,141 67 | 497,400 00 |
| 2,120 | CELGENE CORP COM | 151,101 94 | 166,356 40 |
| 1,750 | CHEVRON CORPORATION COM | 205,242 45 | 189,245 00 |
| 8,000 | COCA COLA CO | 173,275 40 | 290,000 00 |
| 3,200 | COLGATE PALMOLIVE CO | 53,062 00 | 334,528 00 |
| 4,000 | COMERICA INC COM | 124,090 40 | 121,360 00 |
| 2,850 | CONOCOPHILLIPS COM | 150,662 40 | 165,271 50 |
| 4,000 | COVIDIEN PLC | 196,783 65 | 230,960 00 |
| 8,000 | CULLEN FROST BANKERS, INC | 417,132 98 | 434,160 00 |
| 6,000 | DANAHER CORP | 221,258 13 | 335,400 00 |
| 8,000 | DENTSPLY INTERNATIONAL, INC | 244,156 05 | 316,880 00 |
| 9,000 | DU PONT E I DE NEMOURS & CO | 413,292 30 | 404,806 50 |
| 18,000 | E M C CORP | 306,226 60 | 455,400 00 |
| 5,100 | EMERSON ELECTRIC CO | 175,838 31 | 270,096 00 |
| 1,800 | EOG RESOURCES INC COM* | 187,771 50 | 217,422 00 |
| 4,470 | EXXON MOBIL CORPORATION | 305,624 41 | 386,878 50 |
| 7,000 | FMC CORP COM | 172,157 00 | 409,640 00 |
| 4,000 | FRANKLIN ELECTRIC CO INC COM | 165,624 88 | 248,122 80 |
| 9,100 | GLACIER BANCORP INC NEW COM | 131,581 45 | 133,861 00 |
| 350 | GOOGLE INC | 167,345 89 | 247,583 00 |
| 5,450 | HANCOCK HLDG CO COM | 188,590 71 | 172,928 50 |
| 3,490 | HOME DEPOT INC COM | 205,695 02 | 215,856 50 |
| 4,000 | HONEYWELL INTERNATIONAL INC | 183,388 10 | 253,880 00 |
| 3,000 | INTERNATIONAL BUSINESS MACHS CORP | 307,371 59 | 574,650 00 |
| 9,000 | JARDEN CORP | 221,590 18 | 465,300 00 |
| 3,600 | JOHNSON & JOHNSON COM* | 225 043 20 | 252,360 00 |

| FORM 990-PF | DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 | | STATEMENT 12 |
|---|---|---|---|
| 6,000 | KIMBERLY CLARK CORP | 296,398 17 | 506,580 00 |
| 9,000 | KIRBY CORP | 87,643 85 | 557,010 00 |
| 2,250 | MARTIN MARIETTA MATLS INC COM | 176,739 53 | 212,130 00 |
| 3,500 | MONSANTO CO NEW COM | 244,135 79 | 331,275 00 |
| 6,000 | NATIONAL INSTRS CORP COM | 99,064 74 | 154,860 00 |
| 5,000 | NOBLE ENERGY, INC | 65,659 60 | 508,700 00 |
| 5,200 | NORTHERN TRUST CORP | 55,775 00 | 260,832 00 |
| 8,000 | NUANCE COMMUNICATIONS INC | 99,504 55 | 178,560 00 |
| 3,500 | PALL CORPORATION COM | 161,432 60 | 210,910 00 |
| 5,000 | PEPSICO, INC | 148,258 22 | 342,150 00 |
| 7,000 | PETSMART, INC | 187,775 64 | 478,380 00 |
| 13,300 | PRIZER INC | 245,059 40 | 333,554 69 |
| 4,000 | PROCTER & GAMBLE CO | 147,565 25 | 271,560 00 |
| 3,700 | RANGE RES CORP | 185,359 64 | 232,471 00 |
| 11,400 | RAVEN INDS INC | 140,349 96 | 300,504 00 |
| 10,000 | RELIANCE STL & ALUM CO | 50,784 16 | 621,000 00 |
| 5,000 | ROCKWELL COLLINS | 240,496 10 | 290,850 00 |
| 2,800 | ROPER INDS INC NEW COM | 165,035 31 | 312,144 00 |
| 5,600 | THERMO FISHER SCIENTIFIC, INC | 109,835 50 | 357,168 00 |
| 5,000 | TIFFANY & CO | 170,401 00 | 286,700 00 |
| 4,000 | TIME WARNER INC | 91,276 36 | 191,320 00 |
| 4,000 | TRACTOR SUPPLY CO | 82,569 09 | 353,440 00 |
| 6,000 | TRIMBLE NAV LTD | 143,751 96 | 358,680 00 |
| 3,165 | UNION PACIFIC CORP | 260,096 54 | 397,903 80 |
| 18,000 | US BANCORP | 558,666 55 | 574,920 00 |
| 900 | V F CORP COM | 130,943 25 | 135,873 00 |
| 1,550 | VALMONT INDS INC COM | 196,804 36 | 211,652 50 |
| 16,000 | WELLS FARGO & CO | 347,433 57 | 546,880 00 |
| | **TOTAL - LUTHER KING FROST FB935** | **$ 12,099,427.72** | **$ 19,790,177.38** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | VALUE |
|---|---|---|---|
| 75,646 45 | SEI DAILY INCOME TR TREASURY II | $ 75,646 45 | $ 75,646 45 |
| 1,375 00 | ACI WORLDWIDE INC COM | 54,956 27 | 60,073 75 |
| 1,775 00 | ACTUANT CORP CL A COM | 49,929 35 | 49,540 25 |
| 490 | AFFILIATED MANAGERS GROUP | 40,650 97 | 63,773 50 |
| 1,500 | AKAMAI TECHNOLOGIES INC COM | 49,817 78 | 61,365 00 |
| 4,370 | AKORN INC COM | 61,357 80 | 58,383 20 |
| 1,837 | AMETEK INC COM | 45,651 54 | 69,016 09 |
| 2,365 | AMTRUST FINANCIAL SERVICES INC COM | 48,397 12 | 67,851 85 |
| 900 | ANSYS INC COM | 47,369 31 | 60,606 00 |
| 1,825 | ASPEN TECHNOLOGY INC COM | 41,089 50 | 50,443 00 |
| 1,275 | BE AEROSPACE INC COM | 40,849 93 | 62,985 00 |
| 1,300 | BEACON ROOFING SUPPLY INC | 36,452 04 | 43,264 00 |
| 1,800 | BELDEN INC COM | 68,716 36 | 80,982 00 |
| 925 | CARPENTER TECHNOLOGY CORP COM | 45,881 25 | 47,757 75 |
| 3,800 | CIENA CORP COM | 63,753 82 | 59,660 00 |
| 1,775 | CINEMARK HOLDINGS INC COM | 41,450 17 | 46,114 50 |
| 1,620 | CIRRUS LOGIC INC COM | 29,675 33 | 46,931 40 |
| 1,100 | CLIFFS NATURAL RESOURCES INC | 49,495 27 | 42,427 00 |
| 1,975 | COMERICA INC COM | 53,714 77 | 59,921 50 |
| 575 | CYBERONICS INC COM | 28,897 36 | 30,204 75 |
| 1,220 | DENTSPLY INTERNATIONAL INC NEW COM | 49,245 18 | 48,324 20 |
| 3,350 | FIFTH & PACIFIC COS INC COM | 43,648 24 | 41,707 50 |
| 1,025 | FIRST CASH FINANCIAL SVCS INC COM | 43,490 40 | 50,860 50 |
| 4,430 | FIRST HORIZON NATIONAL CORP COM | 42,258 07 | 43,901 30 |
| 800 | FMC CORP COM NEW | 28,551 96 | 46,816 00 |

| FORM 990-PF | DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 | | STATEMENT 12 |
|---|---|---|---|
| 1,380 | GNC ACQUISITION HLDGS INC COM CL A | 38,375 47 | 45,926 40 |
| 775 | GROUP 1 AUTOMOTIVE INC COM | 41,575 05 | 48,042 25 |
| 2,425 | HEXCEL CORPORATION COM | 51,880 58 | 65,378 00 |
| 1,125 | HMS HOLDINGS CORP COM | 28,315 69 | 29,160 00 |
| 575 | IDEXX LABS INC COM | 42,761 43 | 53,360 00 |
| 1,630 | IMPAX LABORATORIES INC COM | 43,682 65 | 33,398 70 |
| 800 | KIRBY CORP COM | 44,310 48 | 49,512 00 |
| 5,150 | KODIAK OIL & GAS CORP COM | 43,121 73 | 45,577 50 |
| 3,650 | LKQ CORP COM | 45,744 60 | 77,015 00 |
| 375 | MIDDLEBY CORP COM | 39,159 06 | 48,078 75 |
| 375 | MWI VETERINARY SUPPLY INC COM | 37,207 54 | 41,250 00 |
| 1,150 | NATIONAL INSTRUMENTS CORP COM | 28,660 08 | 29,681 50 |
| 800 | NICE SYS LTD SPONS ADR | 30,257 87 | 26,784 00 |
| 1,275 | NUANCE COMMUNICATIONS INC | 21,994 01 | 28,458 00 |
| 1,125 | OASIS PETE INC COM | 35,158 16 | 35,775 00 |
| 950 | POLARIS INDS INC COM | 49,415 94 | 79,942 50 |
| 1,275 | PROSPERITY BANCSHARES INC COM | 45,149 29 | 53,550 00 |
| 725 | ROSETTA RES INC COM | 31,791 83 | 32,857 00 |
| 1,050 | SELECT COMFORT CORP COM | 29,306 34 | 27,478 50 |
| 2,210 | TEAM HEALTH HOLDINGS INC INC | 47,600 23 | 63,581 70 |
| 750 | TEXAS CAPITAL BANCSHARE | 29,073 75 | 33,615 00 |
| 2,730 | TIBO SOFTWARE INC COM | 58,716 84 | 60,005 40 |
| 330 | TRACTOR SUPPLY CO | 21,023 74 | 29,158 80 |
| 1,150 | TRIMBLE NAV LTD | 50,619 90 | 68,747 00 |
| 300 | ULTA SALON COSMETICS & FRAG COM* | 19,734 87 | 29,478 00 |
| 1,195 | UMB FINL CORP COM | 57,138 76 | 52,364 90 |
| 3,225 | UMPQUA HOLDINGS CORP COM | 43,045 26 | 38,022 75 |
| 890 | UNITED NATURAL FOODS INC | 49,473 81 | 47,695 10 |
| 550 | VALMONT INDS INC COM | 48,736 46 | 75,102 50 |
| 980 | VULCAN MATERIALS COMPANY COM | 51,197 54 | 51,009 00 |
| 750 | WESCO INTL INC COM | 31,471 40 | 50,572 50 |
| 950 | WESTPORT INNOVATIONS INC COM | 30,164 30 | 25,374 50 |
| 650 | WOLVERINE WORLD WIDE INC COM | 28,495 94 | 26,637 00 |
| 650 | WPX ENERGY INC COM | 29,889 21 | 26,412 00 |
| | **TOTAL - LUTHER KING FROST FB935A** | **$ 2,505,196.05** | **$ 2,897,557.74** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 13,352 22 | SCH ADV CASH RESRV PREM SWZXX | 13,352 22 | 13,352 22 |
| 77,099 78 | ABERDEEN EMRG MKTS INSTL | 1,022,626 06 | 1,222,802 49 |
| | **TOTAL - CHARLES SCHWAB 0473** | **$ 1,035,978.28** | **$ 1,236,154.71** |

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | VALUE |
|---|---|---|---|
| | CASH | 474 52 | 474 52 |
| 100,029 30 | SCH ADV CASH RESRV PREM | 100,029 30 | 100,029 30 |
| 610 00 | A S M L HOLDING NV NEW F | 40,905 90 | 39,277 90 |
| 744 00 | ACCENTURE PLC CL A F | 43,600 22 | 49,476 00 |
| 1,646 00 | ADIDAS AG ADR F | 60,213 60 | 73,740 80 |
| 4,863 00 | AIA GROUP LTD NEW ADR F | 73,323 70 | 76,981 29 |
| 1,204 00 | ARM HOLDINGS PLC ADR F | 34,697 23 | 45,547 32 |
| 4,264 00 | ASSA ABLOY AB ADR F | 54,895 16 | 78,926 64 |
| 396 00 | BAIDU INC ADR F | 47,883 98 | 39,714 84 |
| 2,762 00 | BG GROUP PLC ADR F | 65,724 55 | 46,153 02 |
| 848 00 | BURBERRY GROUP PLC ADR F | 33,125 80 | 34,581 44 |

| FORM 990-PF | DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 | | STATEMENT 12 |
|---|---|---|---|
| 830 00 | CANADIAN NATL RY CO F | 62,139 61 | 75,538 30 |
| 2,330 00 | CARNIVAL CORP NEW F | 78,192 47 | 85,674 10 |
| 963 00 | CHECK PT SOFTWARE TECH F | 53,338 78 | 45,877 32 |
| 312 00 | CNOOC LIMITED ADR F | 67,600 45 | 68,640 00 |
| 3,201 00 | COMPASS GROUP PLC ADR F | 37,926 93 | 38,347 98 |
| 424 00 | DASSAULT SYSTEMS SA ADR F | 37,477 36 | 47,950 16 |
| 861 00 | DEUTSCHE BANK NEW F | 37,435 73 | 38,133 69 |
| 2,496 00 | ELEKTA AB ADR F | 38,635 73 | 39,836 16 |
| 2,809 00 | EMBRAER SA ADR F | 78,689 87 | 80,084 59 |
| 2,481 00 | FANUC CORPORATION ADR F | 78,498 09 | 77,084 67 |
| 6,180 00 | FLSMIDTH & CO A/S ADR F | 48,142 20 | 35,658 60 |
| 1,162 00 | FRESENIUS MED CARE ADR F | 89,339 21 | 79,713 20 |
| 2,640 00 | HANG LUNG PPTYS ADR F | 48,772 40 | 53,196 00 |
| 12,318 00 | HENNES & MAURITZ AB ADR F | 84,378 30 | 85,117 38 |
| 2,837 00 | HONG KONG EXC & CLR ADR F | 58,640 79 | 48,966 62 |
| 1,480 00 | HSBC HLDGS PLC ADR NEW F | 67,831 58 | 78,543 60 |
| 4,700 00 | INDUSTRIAL & COML ADR F | 71,858 77 | 68,056 00 |
| 4,817 00 | ITAU UNI HOLDING SA ADR F | 94,147 13 | 79,287 82 |
| 2,404 00 | K D D I CORP ADR F | 44,528 09 | 42,358 48 |
| 10,100 00 | KINGFISHER PLC ADR NEW F | 84,587 50 | 93,324 00 |
| 3,541 00 | KOMATSU LTD ADR NEW F | 101,474 22 | 91,039 11 |
| 1,308 00 | LAS VEGAS SANDS CORP | 58,069 02 | 60,377 28 |
| 13,915 00 | LI & FUNG LTD ADR F | 50,994 30 | 49,815 70 |
| 3,033 00 | LVMH MOET NEW ADR F | 109,064 12 | 114,313 77 |
| 607 00 | MERCADOLIBRE INC | 39,134 37 | 47,679 85 |
| 3,044 00 | MICHELIN COMPAGNIE ADR F | 43,593 23 | 58,414 36 |
| 10,794 00 | MITSUBISHI UFJ FINL ADR F | 55,912 92 | 58,503 48 |
| 1,156 00 | NESTLE S A REG B ADR F | 73,643 56 | 75,336 52 |
| 1,360 00 | NOVARTIS A G SPON ADR F | 83,366 64 | 86,088 00 |
| 632 00 | NOVO-NORDISK A-S ADR F | 77,277 80 | 103,148 72 |
| 2,870 00 | PEARSON PLC ADR F | 54,154 21 | 56,079 80 |
| 1,534 00 | POTASH CORP SASK INC F | 85,412 20 | 62,418 46 |
| 4,598 00 | PUBLICIS SA ADR F | 58,860 38 | 69,705 68 |
| 6,762 00 | RECKITT BENCKISER ADR F | 78,439 20 | 86,688 84 |
| 3,699 00 | ROYAL BANK SCOT NEW ADRF | 37,119 03 | 39,912 21 |
| 1,206 00 | S A P AG ADR F | 73,845 71 | 96,938 28 |
| 956 00 | SABMILLER PLC SPONS ADR F | 36,373 89 | 44,731 24 |
| 3,196 00 | SBERBANK ADR F | 34,094 93 | 40,141 76 |
| 1,315 00 | SCHLUMBERGER LTD F | 115,003 99 | 91,127 66 |
| 556 00 | SIEMENS A G ADR F | 62,188 79 | 60,865 32 |
| 821 00 | SOUTHERN COPPER CORP | 26,458 52 | 31,083 06 |
| 2,602 00 | SWATCH GROUP AG ADR F | 50,249 54 | 66,090 80 |
| 527 00 | SYNGENTA AG ADR F | 35,358 72 | 42,581 60 |
| 2,507 00 | TAIWAN SEMICONDUCTR ADRF | 33,762 40 | 43,020 12 |
| 2,532 00 | TENCENT HOLDINGS ADR F | 62,625 94 | 82,669 80 |
| 2,170 00 | TEVA PHARM INDS LTD ADR F | 83,827 97 | 66,913 28 |
| 1,068 00 | TOYOTA MOTOR CP ADR NEWF | 87,368 59 | 99,591 00 |
| 3,884 00 | TULLOW OIL PLC ADR F | 37,929 59 | 40,471 28 |
| 7,863 00 | TURKIYE GARANTI ADR F | 35,226 24 | 40,887 60 |
| 1,311 00 | VODAFONE GROUP NEW ADR F | 35,251 27 | 33,024 09 |
| 1,447 00 | WAL-MART DE MEX SAB ADR F | 39,980 61 | 47,432 66 |
| 1,799 00 | YANDEX N V CL A F | 56,281 86 | 38,750 46 |
| 816 00 | YUM BRANDS INC | 54,523 17 | 54,182 40 |
| | OTHER | 18 53 | |
| | **TOTAL - CHARLES SCHWAB 5022** | **$ 3,783,920.41** | **$ 3,926,315.93** |

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2012 STATEMENT 12

| # SHARES | SECURITY DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 12,564 29 | GOLDMAN SACHS INSTITUTIONAL LIQUID ASSETS | 12,564 29 | 12,564 29 |
| | GS HEDGE FUND OPPORTUNITIES | 1,350,096 45 | 1,373,493 00 |
| | GS INVESTMENT PARTNERS | 1,200,000 00 | 1,298,399 01 |
| | **TOTAL - GOLDMAN SACHS** | **$ 2,562,660.74** | **$ 2,684,456.30** |
| | **TOTAL - PORTFOLIO INVESTMENT SECURITIES** | **$ 41,024,466.98** | **$ 51,205,907.29** |

CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION 74-6038766

ATTACHMENT TO 2012 FORM 990-PF

STATEMENT 13

PAGE 10, PART XV SUPPLEMENTARY INFORMATION - QUESTION 2

2A - STEPHEN J KLEBERG
P O. BOX 911
KINGSVILLE, TX 78364

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

(1) THE REQUEST FOR THE GRANT SHOULD BE SUBMITTED ON THE ORGANIZATION'S LETTERHEAD.

(2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION

A A NONTECHNICAL DESCRIPTION RELATED TO THE DESIRED USE OF THE GRANT.

B BUDGET INDICATING USE OF SPECIFIC GRANT AMOUNT REQUESTED

C A COPY OF THE ORGANIZATION'S 501(C) 3 EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE.

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

2D - GRANTS ARE USUALLY LIMITED BY THE FOLLOWING FACTORS

(1) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH RESPECT TO RACE, COLOR OR RELIGION

(2) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHICAL AREA

(3) THE GOVERNING INSTRUMENT REQUIRES THAT CONTRIBUTIONS BE MADE TO SUPPORT WILDLIFE CONSERVATION AND STUDIES.