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

Department of the Treasury
 Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning **2012**, and ending **20**

Name of foundation
ROBERT J. & HELEN C. KLEBERG FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
700 N. ST. MARY'S SUITE 1200

City or town, state, and ZIP code
SAN ANTONIO, TX 78205

A Employer identification number
74-6044810

B Telephone number (see instructions)
(210) 271-3691

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

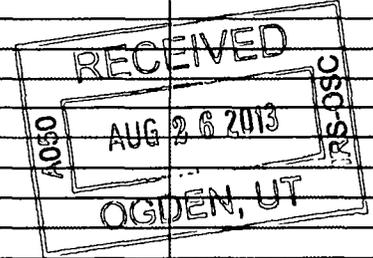
G Check all that apply
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 231,888,755.**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	1,137,808.	1,137,808.		
4	Dividends and interest from securities	2,657,504.	2,657,504.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	11,861,261.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		11,861,261.		
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) ATCH 1	2,588,300.	2,587,140.		
12	Total. Add lines 1 through 11	18,244,873.	18,243,713.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages	60,566.	13,685.		46,881.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	20,000.	5,000.		15,000.
c	Other professional fees (attach schedule) *	964,316.	964,316.		
17	Interest ATCH 4	542.	542.		
18	Taxes (attach schedule) (see instructions) ATCH 5	716,618.	340,654.		463.
19	Depreciation (attach schedule) and depletion ATCH 11	564.	564.		
20	Occupancy	6,214.	5,592.		622.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	82,385.	73,869.		8,516.
24	Total operating and administrative expenses. Add lines 13 through 23	1,851,205.	1,404,222.		71,482.
25	Contributions, gifts, grants paid	10,912,935.			10,912,935.
26	Total expenses and disbursements Add lines 24 and 25	12,764,140.	1,404,222.		10,984,417.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	5,480,733.			
b	Net investment income (if negative, enter -0-)		16,839,491.		
c	Adjusted net income (if negative, enter -0-)				



SCANNED AUG 28 2013

Operating and Administrative Expenses

9-14-33 M

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			
	2	Savings and temporary cash investments	27,397,971.	12,118,404.	12,118,404.
	3	Accounts receivable ▶ 184,603.			
		Less allowance for doubtful accounts ▶	321,662.	184,603.	184,603.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	161,079.	3,942.	3,942.
	10 a	Investments - U.S. and state government obligations (attach schedule) **	3,642,885.	3,307,844.	3,586,168.
	b	Investments - corporate stock (attach schedule) ATCH 8	163,891,119.	151,465,074.	172,372,357.
	c	Investments - corporate bonds (attach schedule) ATCH 9	3,473,402.	3,596,009.	3,794,751.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 10		33,684,177.	34,808,808.	
14	Land, buildings, and equipment basis ▶ 15,275.			ATCH 11	
	Less accumulated depreciation ▶ 13,771.	2,068.	1,504.	1,504.	
15	Other assets (describe ▶ ATCH 12)	441.	441.	5,018,218.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	198,890,627.	204,361,998.	231,888,755.	
Liabilities	17	Accounts payable and accrued expenses	10,803.	1,441.	
	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)	10,803.	1,441.		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	198,879,824.	204,360,557.	
	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 instructions)	198,879,824.	204,360,557.		
31	Total liabilities and net assets/fund balances (see instructions)	198,890,627.	204,361,998.		

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	198,879,824.
2	Enter amount from Part I, line 27a	2	5,480,733.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	204,360,557.
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	204,360,557.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
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) FMV 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	11,861,261.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	10,045,348.	223,770,394.	0.044891	
2010	9,126,890.	208,311,234.	0.043814	
2009	10,605,382.	185,210,873.	0.057261	
2008	11,101,105.	217,585,754.	0.051019	
2007	10,477,725.	223,541,166.	0.046872	
2	Total of line 1, column (d)		2	0.243857
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	0.048771
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	230,903,772.
5	Multiply line 4 by line 3		5	11,261,408.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	168,395.
7	Add lines 5 and 6		7	11,429,803.
8	Enter qualifying distributions from Part XII, line 4 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.		8	10,984,417.

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

Table with 11 rows for excise tax calculations. Line 1: 336,790. Line 3: 336,790. Line 5: 336,790. Line 7: 431,000. Line 10: 94,210. Line 11: 94,210. Includes sub-table for Credits/Payments (6a-6d).

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. 1a: No. 1b: No. 1c: No. 2: No. 3: No. 4a: Yes. 4b: Yes. 5: No. 6: Yes. 7: Yes. 8a: TX. 8b: Yes. 9: No. 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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of JOHN D. ALEXANDER, JR. Telephone no 210-271-3691
Located at 700 N. ST MARYS, SAN ANTONIO, TX ZIP+4 78205-0000
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
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
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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)? Yes 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? Yes 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? Yes 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
ATCH 13		0	0	0

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

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

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

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
WELLINGTON TRUST COMPANY BOSTON, MASSACHUSETTS	INVEST COUNSELING	205,093.
LUTHER KING INVESTMENT MANAGEMENT CO. FORT WORTH, TEXAS	INVEST COUNSELING	274,645.
FIDUCIARY TRUST COMPANY NEW YORK, NEW YORK	INVESTMENT MGT.	98,508.
CAMBRIDGE ASSOCIATES BOSTON, MASSACHUSETTS	INVESTMENT MGT.	155,875.
SANDERSON FUND NEW YORK, NEW YORK	INVESTMENT MGT.	192,439.
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 NONE	
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 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
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	180,940,765.
b	Average of monthly cash balances	1b	13,171,601.
c	Fair market value of all other assets (see instructions)	1c	40,307,707.
d	Total (add lines 1a, b, and c)	1d	234,420,073.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	234,420,073.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,516,301.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,903,772.
6	Minimum investment return. Enter 5% of line 5	6	11,545,189.

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	11,545,189.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	336,790.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	336,790.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	11,208,399.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,208,399.
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	11,208,399.

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	10,984,417.
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	10,984,417.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,984,417.

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				11,208,399.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			10,726,106.	
b Total for prior years 20 10 20 09 20 08				
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 ▶ \$ 10,984,417.				
a Applied to 2011, but not more than line 2a			10,726,106.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				258,311.
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				10,950,088.
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		0		
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)

NOT APPLICABLE

1 a 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 main columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 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; (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 foundation 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))

NONE

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

NONE

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

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

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

ATCH 16

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

ATTACHMENT 16

c Any submission deadlines

ATTACHMENT 16

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

ATTACHMENT 16

Part XV Supplementary Information (continued)

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

Recipient 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 <i>Paid during the year</i> ATTACHMENT 17				10,912,935.
Total				10,912,935.
b <i>Approved for future payment</i>				
Total				

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and 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

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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both (b) and (d).

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. Table with 3 columns: (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) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: Stewart Goodson, Date: 8-12-2013, Title: VP & Secretary

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

Paid Preparer Use Only Print/Type preparer's name: STEWART GOODSON, Preparer's signature: Stewart Goodson, CPA, Date: 7 Aug 2013, Firm's name: ERNST & YOUNG U.S. LLP, Firm's address: P.O. BOX 2938 SAN ANTONIO, TX, Firm's EIN: 34-6565596, Phone no: 210-228-9696

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT 14 PROPERTY TYPE: SECURITIES				P	VARIOUS 11861261.	VARIOUS
TOTAL GAIN (LOSS)							<u>11861261.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS ROYALTIES	2,681,940.	2,681,940.
PARTNERSHIP INCOME/LOSS	-98,067.	-99,227.
MISCELLANEOUS INCOME	4,427.	4,427.
	<u>2,588,300.</u>	<u>2,587,140.</u>
TOTALS		

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST AND YOUNG, LLP	20,000.	5,000.	15,000.	
TOTALS	<u>20,000.</u>	<u>5,000.</u>	<u>15,000.</u>	

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	37,755.	37,755.		
INVESTMENT COUNCIL MANAGEMENT	926,561.	926,561.		
TOTALS	<u>964,316.</u>	<u>964,316.</u>		

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INTEREST EXPENSE	542.	542.		
TOTALS	<u>542.</u>	<u>542.</u>		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRODUCTION TAXES	173,051.	173,051.		
PAYROLL TAXES	4,633.	4,170.		
FOREIGN TAXES PAID	95,808.	95,808.		
AD VALOREM TAXES	67,625.	67,625.		
FEDERAL EXCISE TAX PAYMENTS	375,501.			463.
TOTALS	<u>716,618.</u>	<u>340,654.</u>		<u>463.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	11,355.	2,839.		8,516.
PARTNERSHIP EXPENSES	71,030.	71,030.		
TOTALS	<u>82,385.</u>	<u>73,869.</u>	<u>8,516.</u>	

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY - TREAS. NOTES AND GOV'T OBLIGATIONS	3,307,844.	3,586,168.
US OBLIGATIONS TOTAL	<u>3,307,844.</u>	<u>3,586,168.</u>

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
FORM 990-PF, 2012

BALANCE SHEET DETAIL

LINE 10b - INVESTMENTS-SECURITIES	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
LUTHER KING/STATE STREET - CASH EQUIVALENTS	213,043	213,043
LUTHER KING/STATE STREET - SECURITIES	21,709,387	37,400,389
LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS	337,307	337,307
LUTHER KING SMALL CAP/STATE STREET - SECURITIES	6,421,555	7,850,423
FIDUCIARY TRUST - INTERNATIONAL SECURITIES	17,058,062	16,965,225
WELLINGTON CTF RESEARCH EQUITY FUND	22,694,468	20,778,788
WELLINGTON CTF DIH EQUITY FUND	10,379,747	10,312,197
U S. GOV'T OBLIGATIONS - JP MORGAN	13,725,534	13,652,055
ENDOWMENT VENTURE PARTNERSHIP INV.	248,246	290,633
VANGUARD INSTITUTIONAL FUND	4,704,813	5,546,357
DODGE COX FUND	17,171,799	17,190,603
SANDERSON FUND	20,023,510	21,987,768
ABERDEEN FUNDS	16,777,602	19,847,569
TOTAL SECURITIES	<u>\$151,465,074</u>	<u>\$172,372,357</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDUCIARY CORPORATE BONDS	3,596,009.	3,794,751.
TOTALS	<u>3,596,009.</u>	<u>3,794,751.</u>

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
FORM 990-PF, 2012

BALANCE SHEET DETAIL

LINE 13 - INVESTMENTS-OTHER	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
ABS CAPITAL PARTNERS	1,284,177	1,267,904
ALL BLUE LIMITED	2,000,000	2,029,834
ARCHIPELAGO HOLDINGS LT	22,000,000	23,082,578
CCP QUANTITATIVE FUND	1,700,000	1,724,941
GEM REALTY SECURITIES	2,000,000	2,007,454
HBK OFFSHORE FUND	2,500,000	2,537,093
SCOPIA PX INTERNATIONAL	2,200,000	2,159,003
TOTAL SECURITIES	<u>\$33,684,177</u>	<u>\$34,808,808</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 11

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS
FILING CABINET	SL	259			259			259
FURNITURE	A5	920			920			920
CHAIRS	A5	629			629			629
LEASEHOLD IMPROVE.	A5	2,585			2,585			2,585
DESK & FILES	A5	2,079			2,079			2,079
BOOK CASES	A5	1,247			1,247			1,247
SAFE	M7	937			937			937
COMPUTER TABLE	M7	147			147			147
COMPUTER & PRINTER	M5	2,863			2,863			2,863
COMPUTER HARDWARE	M5	788			788			788
COMPUTER	M5	1,177			1,177	235		823
PRINTER	M5	534			534	107		161
SCANNER	M5	910			910	182		273
MONITOR	M5	199			199	40		60
TOTALS		<u>15,274</u>			<u>15,274</u>	<u>564</u>		<u>13,771</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTERESTS	38,318,771.	
ACCUMULATED DEPLETION	-38,318,771.	5,017,777.
LEASE DEPOSIT	216.	216.
OTHER CURRENT ASSETS	225.	225.
TOTALS	<u>441.</u>	<u>5,018,218.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
HELEN K. GROVES 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	PRESIDENT 1.00	0 0 0
HELEN C. ALEXANDER 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	VICE-PRESIDENT 1.00	0 0 0
EMORY A. HAMILTON 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	V/P - TREASURER 1.00	0 0 0
JOHN D. ALEXANDER, JR. 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	V/P - SECRETARY 1.00	0 0 0
CAROLINE A. FORGASON 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0 0 0
HENRIETTA K. ALEXANDER 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0 0 0

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
DOROTHY A. MATZ 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0
GRAND TOTALS		0

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
FORM 990-PF, 2012

CAPITAL GAIN/LOSS STATEMENT

DESCRIPTION	PROCEEDS	BASIS	REALIZED GAIN/(LOSS)
GAIN THROUGH VANGUARD LONG TERM BOND INDEX FUND	4,500,000	3,698,385	801,615
GAIN THROUGH LUTHER KING: PUBLICALLY TRADED SECURITIES			2,935,145
GAIN THROUGH LUTHER KING (SMALL CAP): PUBLICALLY TRADED SECURITIES			623,326
GAIN THROUGH FIDUCIARY: PUBLICALLY TRADED SECURITIES			1,442,500
GAIN THROUGH FIDUCIARY: FORWARD SALES			627,858
GAIN THROUGH WELLINGTON TRUST COMPANY RESEARCH EQUITY FUND			2,087,397
GAIN THROUGH WELLINGTON TRUST COMPANY DIVERSIFIED INFLATION HEDGES PORTFOLIO			(509,287)
LOSS THROUGH ENDOWMENT VENTURE PARTNERS V, L.P.			19,011
GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND			469,714
GAIN ON SALE OF NYES LEDGE CAPITAL FUND			2,900,080
GAIN ON SALE OF NYES LEDGE CAPITAL HORIZON			463,902
TOTAL			11,861,261

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ROYALTY INCOME			15	2,681,940.	
PARTNERSHIP INCOME	525990	1,160.	14	-99,227.	
MISCELLANEOUS INCOME			18	4,427.	
TOTALS		<u>1,160.</u>		<u>2,587,140.</u>	

FEDERAL FOOTNOTES

PART XV SUPPLEMENTARY INFORMATION

2. A. NAME, ADDRESS AND TELEPHONE NUMBER TO WHOM APPLICATIONS SHOULD BE ADDRESSED:

MS. CATHY FRIESE
(210)271-3691
700 N. ST. MARY'S, SUITE 1200
SAN ANTONIO, TEXAS 78205

2. B. FORM IN WHICH APPLICATION SHOULD BE SUBMITTED:

A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED IN THE FOLLOWING MANNER:

- 1) THE REQUEST FOR THE GRANT SHOULD BE MADE ON THE ORGANIZATION'S LETTERHEAD.
- 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:
 - A) A NONTECHNICAL DESCRIPTION OF THE DESIRED USE FOR THE GRANT.
 - B) A BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED.
 - C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE I.R.S.

2. C. SUBMISSION DEADLINES:

THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS

2. D. RESTRICTIONS OR LIMITATIONS ON GRANT REQUESTS:

- 1) GENERALLY, NO GRANTS WILL BE MADE FOR ENDOWMENT REQUESTS.
- 2) GENERALLY, NO GRANTS WILL BE MADE FOR NORMAL OPERATING FUNCTIONS.
- 3) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH RESPECT TO RACE, COLOR OR RELIGION.
- 4) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHIC AREA. HOWEVER, THE GOVERNING INSTRUMENT REQUESTS THAT CONTRIBUTIONS BE MADE TO SUPPORT BIOMEDICAL RESEARCH, VETERINARY, SCIENCE AND WILDLIFE. GRANTS MAY BE MADE TO SUPPORT PURPOSES OTHER THAN THE ABOVE NAMED, IN WHICH CASE

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FEDERAL FOOTNOTES

ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.

ROBERT J KLEBERG, JR. AND HELEN C
 KLEBERG FOUNDATION
 SAN ANTONIO, TEXAS 78205

GRANTS & CONTRIBUTIONS

RECIPIENT	FON STATUS	PURPOSE	AMOUNT
BOYS AND GIRLS CLUB OF KINGSVILLE 1238 E KENEDY, P O BOX 1181, KINGSVILLE, TX 78363	PUBLIC	YOUTH PROGRAMS	75,000
BRANDYWINE CONSERVANCY PO BOX 141, CHADDS FORD, PA 19317	PUBLIC	FARMLAND PRESERVATION	75,000
CASA OF KLEBERG COUNTY A/K/A BRUSH COUNTRY CASA P O BOX 1236, KINGSVILLE, TX 78364	PUBLIC	CHILD WELFARE PROGRAM	20,000
CHRISTUS-SPOHN HEALTH SYSTEM 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE, TX 78363-7129	PUBLIC	RENOVATIONS TO EMERGENCY DEPARTMENT	500,000
CORPUS CHRISTI SYMPHONY SOCIETY 555 N CARANCAHUA #410, CORPUS CHRISTI, TX 78478	PUBLIC	SYMPHONIC PROGRAMMING	10,000
DRISCOLL CHILDREN'S HOSPITAL DEVELOPMENT FOUNDATION, INC 3533 S ALAMEDA STREET CORPUS CHRISTI, TX 78411-1785	PUBLIC	DRISCOLL EMERGENCY EXPANSION	25,000
EPIPHANY EPISCOPAL SCHOOL 206 N THIRD, KINGSVILLE, TX 78363	PUBLIC	SUPPORT RENOVATIONS TO KINDER AND CARRIAGE HOUSES	15,000
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34, CORPUS CHRISTI, TX 78411	PUBLIC	FAMILY THERAPY PROGRAM	35,000
FOX CROFT SCHOOL P O BOX 5555, MIDDLEBURG, VA 22117	PUBLIC	STEM PROGRAMMING	250,000
FRIENDS OF THE CORPUS CHRISTI MUSEUM OF SCIENCE AND HISTORY 1900 NORTH CHAPARRAL, CORPUS CHRISTI, TX 78401	PUBLIC	SUPPORT UNDERWRITING OF MANUSCRIPT	25,000
HALO HOUSE FOUNDATION 4007 TARTAN LANE, HOUSTON, TX 77025	PUBLIC	ACCOMODATING BLOOD CANCER PATIENTS AND FAMILY	25,000
HOUSE BAR INSTITUTE 2100 WEST THIRD STREET, 5TH FLOOR, LOS ANGELES, CA 90057	PUBLIC	CELL STRUCTURE AND FUNCTION LABORATORY	100,000
HOUSTON ZOO, INC 7737 SOUTHWEST FREEWAY #630, HOUSTON, TX 77074	PUBLIC	SUPPORT CONSTRUCTION OF CHICKEN PENS	13,000
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS P O BOX 89, ROUNDTOP, TX 78954-0089	PUBLIC	MUSIC SCHOLARSHIPS	27,500
JOHN HOPKINS UNIVERSITY 120 NEW ENGINEERING BLDG, 3400 N CHARLES ST, BALTIMORE, MD 21218-2681	PUBLIC	SUPPORT SYSTEMS BIOLOGY FOR HUMAN DISEASE	100,000
JOHN HOPKINS SCHOOL OF MEDICINE 120 NEW ENGINEERING BLDG, 3400 N CHARLES ST, BALTIMORE, MD 21218-2681	PUBLIC	BREAST CANCER AND HUMAN DISEASE GENETICS PROJECTS	100,000
KING HIGH HISTORICAL FOUNDATION 504 W HENREITTA AVENUE, KINGSVILLE, TX 78363	PUBLIC	SUPPORT 1909 H M KING SCHOOL PROJECT	875,000
KINGSVILLE SYMPHONY ORCHESTRA P O BOX 2154, KINGSVILLE, TX 78363	PUBLIC	VIVA LA MUSICA CONCERT	12,500
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE, NEW YORK, NY 10021	PUBLIC	BRAIN TUMOR RESEARCH	400,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET, NEW YORK, NY 10019	PUBLIC	SUPPORT ANNUAL FUND	10,000
NATIONAL SPORTING LIBRARY P O BOX 1335, MIDDLEBURG, VA 20118-1335	PUBLIC	KLEBERG MEMORIAL GALLERY	100,000
NATURE CONSERVANCY 1815 NORTH LYNN STREET, ARLINGTON, VA 22209	PUBLIC	CONSERVATION AND PRESERVES	100,000
PALMER DRUG ABUSE PROGRAM 3104 ALAMEDA STREET, CORPUS CHRISTI, TX 78404	PUBLIC	SUPPORT ALCOHOL AND DRUG ABUSE PROGRAMS	25,000
PEREGRINE FUND, INC 566 WEST FLYING HAWK, BOISE, IDAHO, 83709	PUBLIC	NORTHERN APLOMADO FALCON PROJECT	75,000
PHILADELPHIA MUSEUM OF ART	PUBLIC	EXHIBITION SUPPORT	50,000

ROBERT J KLEBERG, JR AND HELEN C.
 KLEBERG FOUNDATION
 SAN ANTONIO, TEXAS 78205

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
BENJAMIN FRANKLIN PARKWAY BOX 7646, PHILADELPHIA, PA 19101-7646			
PRESBYTERIAN PAN-AM SCHOOL P.O BOX 1578, KINGSVILLE, TX 78364	PUBLIC	STUDENT FINANCIAL AID	75,000
PRESBYTERIAN SCHOOL 5300 MAIN STREET, HOUSTON, TX 77004	PUBLIC	COMPUTER BASED LEARNING TECHNOLOGY SUPPORT	25,000
SALISBURY SCHOOL SALISBURY, CONNETICUT, 06068	PUBLIC	SUPPORT AN APPLIED SCIENCE LEARNING PROGRAM	200,000
SAN ANTONIO BOTANICAL GARDEN SOCIETY PO BOX 6569, SAN ANTONIO TX 78209	PUBLIC	*DINOSAUR STAMPEDE* EXHIBIT	50,000
SAN ANTONIO PARKS FOUNDATION 314 EAST COMMERCE, STS 720, SAN AMTONIO, TX 78205	PUBLIC	JAPANESE TEA GARDEN RESTORATION	50,000
SOUTH TEXAS PUBLIC BROADCASTING 4455 SOUTH PADRE ISLAND DR., #38, CORPUS CHRISTI, TX, 78411-4481	PUBLIC	SPONSOR SCIENCE AND WILDLIFE PROGRAMS	48,691
ST MARY'S HALL 9401 STARCREST DRIVE, SAN ANTONIO, TX 78217	PUBLIC	SOCIAL SCIENCE AND HISTORY CENTER	500,000
TAPING FOR THE BLIND, INC. 3935 ESSEX LANE, HOUSTON, TX 77027	PUBLIC	SERVICES FOR THE BLIND	15,000
TEACH FOR AMERICA 315 WEST 36TH STREET, NEW YORK, NY 10018-6404	PUBLIC	SUPPORT LOWER RIO GRANDE VALLEY	600,000
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION MSC 218, KINGSVILLE, TX 78363-8202	PUBLIC	SOUTH TEXAS NATIVES	100,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE P O BOX 760549, SAN ANTONIO, TX 78248-0549	PUBLIC	MONODELPHIS BREEDING AND CONSTRUCTION OF LAB	1,300,000
TEXAS STATE HISTORICAL SOCIETY P O BOX 12456, AUSTIN, TX 78711	PUBLIC	SUPPORT OPERATING EXPENSES	25,000
UNIVERSITY OF MIAMI, MILLER SCHOOL OF MEDICINE P O BOX 016960(R-48), MIAMI, FL 33101	PUBLIC	PROJECT TO CURE PARALYSIS	199,106
UNIVERSITY OF PENNSYLVANIA, SCHOOL OF VETERINARY MEDICINE 420 FRANKLIN BUILDING, PHILADELPHIA, PA 19104-6285	PUBLIC	VETERINARY REPRODUCTIVE PHYSIOLOGY RESEARCH	183,158
UNIVERSITY OF PENNSYLVANIA TRUSTEES 420 FRANKLIN BUILDING, PHILADELPHIA, PA 19104-6285	PUBLIC	SUPPORT SUMPOSIUM OF REPRODUCTION BIOLOGY	49,750
UNIVERSITY OF TEXAS M D ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD, UNIT 1491, HOUSTON, TX 77030	PUBLIC	CANCER RESEARCH	2,000,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-SAN ANTONIO 7703 FLOYD CURL, SAN ANTONIO, TX 78284-7834	PUBLIC	KLEBERG MEDICAL SCHOLARS PROGRAM	474,230
UNIVERSITY OF TEXAS PAN AMERICAN FOUNDATION 1201 W UNIVERSITY DRIVE, EDINBURG, TX 78539	PUBLIC	PREMIDCAL SCHOLARS PROGRAM	100,000
UNIVERSITY OF TEXAS PAN AMERICAN 1201 W UNIVERSITY DRIVE, EDINBURG, TX 78539	PUBLIC	PREMIDCAL SCHOLARS PROGRAM	250,000
VANDERBILT-INGRAM CANCER CENTER 2100 PIERCE AVENUE, STB 301, NASHVILLE, TN 37212-3100	PUBLIC	IMAGING ADVANCES FOR THE EARLY DETECTION OF CANCER	1,000,000
WITTE MUSEUM 3801 BROADWAY, SAN ANTONIO, TX /8209-6396	PUBLIC	SOUTH TEXAS HERITAGE CENTER	600,000
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368, CORPUS CHRISTI, TX 78463-3368	PUBLIC	EMRGRGENCY SHELTER AND SUPPORTIVE SERVICE PROGRAMS	25,000

TOTAL GRANTS & CONTRIBUTIONS

\$10,912,935

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions. ROBERT J. & HELEN C. KLEBERG FOUNDATION	Employer identification number (EIN) or 74-6044810
	Number, street, and room or suite no. If a P.O. box, see instructions. 700 N. ST. MARY'S SUITE 1200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN ANTONIO, TX 78205	

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

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

• The books are in the care of ▶ JOHN D. ALEXANDER, JR.

Telephone No ▶ 210 271-3691 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2012 or
 ▶ tax year beginning _____, 20____, and ending _____, 20____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 431,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 361,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$ 70,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions. For Privacy Act and Paperwork Reduction Act Notice, see Instructions.