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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 Harris & Eliza Kempner Fund Inc		A Employer identification number 76-0680130	
Number and street (or P O box number if mail is not delivered to street address) 2201 Market Suite 1250		B Telephone number (see instructions) (409) 762-1603	
City or town, state, and ZIP code Galveston, TX 77550		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 42,786,341		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)	366,889			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,161,196	1,161,196		
	4 Dividends and interest from securities.	880,430	880,430		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,335,900			
	b Gross sales price for all assets on line 6a _____ 10,146,027				
	7 Capital gain net income (from Part IV, line 2)		1,335,900		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	281,095	268,565		
	12 Total. Add lines 1 through 11	4,025,510	3,646,091		
	13 Compensation of officers, directors, trustees, etc	113,557			113,557
	14 Other employee salaries and wages	69,293			69,293
	15 Pension plans, employee benefits	6,695			6,695
	16a Legal fees (attach schedule)	6,815			6,815
	b Accounting fees (attach schedule)	66,008	23,750		42,258
	c Other professional fees (attach schedule)	174,825	174,825		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	98,437	15,348		13,389
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	10,620			10,620
	21 Travel, conferences, and meetings	10,970			10,970
	22 Printing and publications	322			322
	23 Other expenses (attach schedule)	119,182	45,061		74,121
	24 Total operating and administrative expenses. Add lines 13 through 23	676,724	258,984		348,040
	25 Contributions, gifts, grants paid	1,617,141			1,617,141
	26 Total expenses and disbursements. Add lines 24 and 25	2,293,865	258,984		1,965,181
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,731,645			
	b Net investment income (if negative, enter -0-)		3,387,107		
	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	519,043	802,295	802,295
	2	Savings and temporary cash investments	3,377,355	1,613,280	1,613,280
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 134,093 Less allowance for doubtful accounts ▶ _____	236,849	134,093	134,093
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,254	2,068	60,754
	10a	Investments—U S and state government obligations (attach schedule)	4,183,639	5,310,911	6,019,177
	b	Investments—corporate stock (attach schedule)	22,940,459	24,512,782	24,834,237
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,496,775	7,118,960	9,291,710
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	20,510	30,795	30,795
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,777,884	39,525,184	42,786,341

Liabilities	17	Accounts payable and accrued expenses		4,641	
	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 ▶ _____)		11,014	
	23	Total liabilities (add lines 17 through 22)		15,655	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	37,777,884	39,509,529	
	30	Total net assets or fund balances (see page 17 of the instructions)	37,777,884	39,509,529	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,777,884	39,525,184	

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	37,777,884
2	Enter amount from Part I, line 27a	2	1,731,645
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	39,509,529
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	39,509,529

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE SCHEDULE D-2 ATTACHED	P	2012-01-01	2012-12-12
b	SEE SCHEDULE D-1 ATTACHED	P	2011-01-01	2012-12-12
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 3,606,068		3,311,461	294,607
b 6,539,959		5,498,666	1,041,293
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			294,607
b			1,041,293
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	1,335,900
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	294,607

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	2,013,965	40,602,323	0 04960
2010	1,632,460	37,485,728	0 04355
2009	1,786,297	34,174,278	0 05227
2008	2,629,945	43,030,666	0 06112
2007	2,212,611	45,855,203	0 04825

2 Total of line 1, column (d).	2	0 25479
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 05096
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	41,324,159
5 Multiply line 4 by line 3.	5	2,105,796
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	33,871
7 Add lines 5 and 6.	7	2,139,667
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	1,965,181

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	67,742
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	67,742
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	67,742
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	81,956	
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	81,956
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	228
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	13,986
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 13,986	Refunded	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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? Website address ▶ <u>kempnerfund.org</u>	13	Yes			
14	The books are in care of ▶ <u>Anne Brasier</u> Telephone no ▶ <u>(409) 762-1603</u> Located at ▶ <u>2201 Market Suite 1250 Galveston TX</u> ZIP +4 ▶ <u>775501529</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ <table><tr><td>15</td><td></td></tr></table>	15				
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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?			
	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?			
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?			
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
See Additional Data Table				
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
HARRETTE M HOWARD	GRANTS MANAGER	69,293	6,695	
2201 MARKET SUITE 1250	40 00			
GALVESTON,TX 77550				
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
KEMPNER CAPITAL MANAGEMENT 2201 MARKET 12TH FLOOR GALVESTON,TX 77550	PORTFOLIO MANAGEMENT	81,186
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	37,802,564
b	Average of monthly cash balances.	1b	4,150,897
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	41,953,461
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	41,953,461
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	629,302
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,324,159
6	Minimum investment return. Enter 5% of line 5.	6	2,066,208

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	2,066,208
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	67,742
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	67,742
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,998,466
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,998,466
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,998,466

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,965,181
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,965,181
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	1,965,181
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		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008.			
c		From 2009.			
d		From 2010.			
e		From 2011.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,965,181			
a		Applied to 2011, but not more than line 2a			
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.			
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.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009.			
c		Excess from 2010.			
d		Excess from 2011.			
e		Excess from 2012.			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

HARRIS ELIZA KEMPNER FUND
2201 MARKET STREET SUITE 1250
GALVESTON, TX 775501529
(409) 762-1603

b

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

SEE APPLICATION GUIDELINES ATTACHED

c

Any submission deadlines

SEE APPLICATION GUIDELINES ATTACHED

d

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

SEE APPLICATION GUIDELINES ATTACHED

Form 990-PF (2012)

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

Form **990-PF** (2012)

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	1,161,196		
4 Dividends and interest from securities.			14	880,430		
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						1,335,900
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a Oil & Gas Royalties			15	99,756		
b KEMPNER SECURITIES LP	211110	-292				
c K-1 PORTFOLIO INC/LOSS			14	168,809		
d BLACK STONE RESOURCES K-1	211110	197				
e BLACK STONE MINERALS K-1	211110	12,625				
12 Subtotal Add columns (b), (d), and (e). .		12,530		2,310,191		1,335,900
13 Total. Add line 12, columns (b), (d), and (e).				13		3,658,621

[illegible]

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

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.		
	***** _____ Signature of officer or trustee	2013-09-30 _____ Date	***** _____ Title

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

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01427431
James B Schmidt IV	James B Schmidt IV			
Firm's name	J B Schmidt IV CPA		Firm's EIN	
	2200 Market Suite 400			
Firm's address	Galveston, TX 775501532		Phone no (409) 765-5569	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization Harris & Eliza Kempner Fund Inc	Employer identification number 76-0680130
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Harris & Eliza Kempner Fund Inc	Employer identification number 76-0680130
--	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	See Additional Data Table _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Harris & Eliza Kempner Fund Inc	Employer identification number 76-0680130
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>7</u>	93 SH CULLEN FROST BANKERS INC	\$ <u>5,054</u>	<u>2012-11-16</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>6</u>	56,818 UNITS BLACKSTONE MINERALS COMPANY LP	\$ <u>100,000</u>	<u>2012-10-31</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>5</u>	121 5 UNITS KEMPNER SECURITIES LP	\$ <u>188,592</u>	<u>2012-04-18</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>4</u>	384 3716 UNITS BRAZOS RIVER MINERALS LP 121 5 UNITS GALVESTON FINALE LTD	\$ <u>9,028</u>	<u>2012-04-18</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>3</u>	121 5 CBI H KEMPNER	\$ <u>43,254</u>	<u>2012-04-18</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	122 SH FOSTER FARMS INC	\$ <u>8,540</u>	<u>2012-04-18</u>

Name of organization Harris & Eliza Kempner Fund Inc	Employer identification number 76-0680130
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

Additional Data

Software ID: 12000229

Software Version: 2012v2.0

EIN: 76-0680130

Name: Harris & Eliza Kempner Fund Inc

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	EMILEY SASSER 7221 BROADWAY GALVESTON, TX 77551	\$ 5,054	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
6	ESTATE OF LEONORA K THOMPSON 2201 MARKET STREET GALVESTON, TX 77550	\$ 100,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
5	ESTATE OF LEONORA K THOMPSON 2201 MARKET STREET GALVESTON, TX 77550	\$ 188,592	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	ESTATE OF LEONORA K THOMPSON 2201 MARKET STREET GALVESTON, TX 77550	\$ 9,028	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	ESTATE OF LEONORA K THOMPSON 2201 MARKET STREET GALVESTON, TX 77550	\$ 43,254	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	ESTATE OF LEONORA K THOMPSON 2201 MARKET STREET GALVESTON, TX 77550	\$ 8,540	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
1	DRS MICHAEL COLLEEN SILVA 1502 BROADWAY GALVESTON, TX 77550	\$ 11,250	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

TY 2012 Accounting Fees Schedule**Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
J B SCHMIDT IV CPA- ACCOU T & TAX PREP	42,258	0	0	42,258
DRDA, PC- ANNUAL AUDIT	23,750	23,750	0	0

TY 2012 Contractor Compensation Explanation

Name: Harris & Eliza Kempner Fund Inc

EIN: 76-0680130

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
KEMPNER CAPITAL MANAGEMENT	PORTFOLIO MANAGEMENT.

TY 2012 Investments Corporate Stock Schedule

Name: Harris & Eliza Kempner Fund Inc

EIN: 76-0680130

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE SCHEDULE 2, PAGE 15, ATTACHED	24,512,782	24,834,237

TY 2012 Investments Government Obligations Schedule

Name: Harris & Eliza Kempner Fund Inc

EIN: 76-0680130

Software ID: 12000229

Software Version: 2012v2.0

**US Government Securities - End of
Year Book Value:**

5,310,911

**US Government Securities - End of
Year Fair Market Value:**

6,019,177

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

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

TY 2012 Investments - Other Schedule**Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE SCHEDULE 2, PAGE 15, ATTACHED	FMV	7,118,960	9,291,710

TY 2012 Legal Fees Schedule**Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOHN CAMPBELL ESQ - GENERAL COUNSEL	5,200	0	0	5,200
FIZER BECH WEGSTER - GENERAL COUNSEL	440	0	0	440
CARLEY & MCCA W INC - PENSION ADMIN	1,175	0	0	1,175

TY 2012 Other Assets Schedule

Name: Harris & Eliza Kempner Fund Inc

EIN: 76-0680130

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PARTNERSHIP DISTRIBUTION RECEIVABLE	20,510	30,795	30,795

TY 2012 Other Expenses Schedule

Name: Harris & Eliza Kempner Fund Inc

EIN: 76-0680130

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	991			991
TELEPHONE	4,316			4,316
REGISTRATION FEES	4,224			4,224
PORTFOLIO DEDUCTIONS FROM K-1'S	43,844	43,844		
PARKING	1,683			1,683
OTHER INVESTMENT EXPENSE	1,217	1,217		
OFFICE SUPPLIES	1,038			1,038
OFFICE EQUIPMENT/FURNITURE	376			376
MISCELLANEOUS	1,033			1,033
MEMBERSHIP FEES	3,115			3,115
LEASED OFFICE EQUIPMENT	1,643			1,643
INSURANCE	43,543			43,543
ENTERTAINMENT	1,550			1,550
COMPUTER SOFTWARE AND SERVICES	10,609			10,609

TY 2012 Other Income Schedule**Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Oil & Gas Royalties	99,756	99,756	
KEMPNER SECURITIES LP	-292		
K-1 PORTFOLIO INC/LOSS	168,809	168,809	
BLACK STONE RESOURCES K-1	197		
BLACK STONE MINERALS K-1	12,625		

**TY 2012 Other Notes/Loans
Receivable Short Schedule****Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Name of 501(c)(3) Organization	Balance Due
SEE SCHEDULE 2 PG 1 ATTACHED	134,093

TY 2012 Other Professional Fees Schedule**Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WESTEND ADVISORS- PORTFOLIO MGN	45,529	45,529	0	0
WENTWORTH INTERNATIONAL-PORTFOLIO MGN	5,511	5,511	0	0
NEUBERGER BERMAN- PORTFOLIO MGN	11,051	11,051	0	0
KEMPNER CAPITAL MANAGEMENT-PORTFOLIO MGN	81,185	81,185	0	0
FROST BANK- CUSTODIAL FEES	2,823	2,823	0	0
FAYEZ, SAROFIM & CO - PORTFOLIO MGN	19,710	19,710	0	0
DELAWARE INTERNATIONAL- PORTFOLIO MGN	9,016	9,016	0	0

TY 2012 Taxes Schedule**Name:** Harris & Eliza Kempner Fund Inc**EIN:** 76-0680130**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBIT TAXES	1,730			
PAYROLL TAXES	13,389			13,389
FOREIGN TAX ON SECURITIES	15,348	15,348		
EXCISE TAXES	67,970			

SCHEDULE 1
2012 GRANTS AND MATCHING GIFTS
HARRIS & ELIZA KEMPNER FUND
2012 FORM 990-PF
76-0680130

Recipient	Purpose	Amount
Advocacy Center for Children of Galveston County 5710 Ave. S 1/2 Galveston, TX 77551	Forensic Interviewing Project	\$7,500
AIDS Coalition of Coastal Texas, Inc. 707 Tremont St. Galveston, TX 77550	Director Discretion - Unrestricted	\$3,000
Alcohol Drug Abuse Women's Center 201 First Street Galveston, TX 77550	Operations	\$20,000
Ambassador Academy 5001 Ave U Galveston, TX 77551	Student's attendance at The Grand performances	\$3,000
American Cancer Society Gulf Coast Region 6301 Richmond Ave Houston, TX 77057	Patient Transportation	\$3,500
American Red Cross P. O. Box 37243 Washington, DC 20013	Disaster Relief (Sandy)	\$7,500
American Red Cross - Greater Houston Chapter 2700 Southwest Freeway Houston, TX 77098	Disaster Preparedness Program	\$15,000
Archdiocese of Galveston-Houston 1700 San Jacinto Houston, TX 77002	Restoration of St Mary's Cathedral Basilica	\$10,000
The Artist Boat, Inc. 2415 Ave. K Galveston, TX 77550	Green Project NativeScapes at a Galveston school	\$6,000
Blue Grass Community Foundation 250 W Main St. Lexington, KY 40507	Operations	\$3,000
Boys and Girls Clubs of Greater Houston, Inc. 1520 A Airline Dr. Houston, TX 77009-3606	Operations at the Johnny Mitchell Club in Galveston	\$20,000
Central Christian Church 2702 Ave. O 1/2 Galveston, TX 77550	Green Projec Energy Audit, Garden and Recycling Program	\$2,474

SCHEDULE 1
2012 GRANTS AND MATCHING GIFTS
HARRIS & ELIZA KEMPNER FUND
2012 FORM 990-PF
76-0680130

Recipient	Purpose	Amount
Central Christian Church 2702 Ave. O 1/2 Galveston, TX 77550	Green Initiative	\$2,000
Children's Advocacy Center of the Bluegrass 183 Walton Avenue Lexington, KY 40508	Advisory Committee Operations	\$500
The Children's Center, Inc. P. O. Box 2600 Galveston, TX 77553	Family Homeless Shelter Case Management	\$10,000
Christus Foundation for Health Care P. O. Box 1919 Houston, TX 77251-1919	Operations Our Daily Bread	\$9,000
The Ciesla Foundation, Inc. 5005 Linnean Ave. NW Washington, DC 20008	The Rosewald Schools	\$2,000
City of Galveston 601 54th St Galveston, TX 77553	Construction of Community Swimming Pool	\$125,000
City of Galveston 601 54th St Galveston, TX 77553	Community Outreach Program	\$10,000
Congregation Beth Aaron 2031 Broadwater Billings, MT 59103	Director Discretion Restoration and new art by Smadar Livne	\$3,000
Crisis Intervention of Houston, Inc. 3701 Kirby Dr. Suite 540 Houston, TX 77098	Operations	\$6,000
East End Preschool 1903 Church St. Galveston,, TX 77550-	Operations and Teacher Training	\$5,000
Family Service Center Of Galveston County 2200 Market Street, Suite 600 Galveston, TX 77550-	Project Community Mental Health Services Outreach Program	\$30,000

SCHEDULE 1
2012 GRANTS AND MATCHING GIFTS
HARRIS & ELIZA KEMPNER FUND
2012 FORM 990-PF
76-0680130

Recipient	Purpose	Amount
Galveston Arts Center 2501 Market Street Galveston, TX 77550	Director Discretion Strand Building Restoration	\$1,000
Galveston Arts Center 2501 Market Street Galveston, TX 77550	Operations and Programs	\$17,500
Galveston Arts Center 2501 Market Street Galveston, TX 77550	Director Discretion Unrestricted	\$1,000
Galveston Ballet P. O. Box 594 Galveston, TX 77553	Dance in Schools	\$5,000
Galveston Bay Foundation 17330 Highway 3 Webster, TX 77598	Get Hip to Habitat	\$10,000
Galveston College Foundation 4015 Ave. Q Galveston, TX 77550-	Cecile Kempner Vocational Technical Scholarship Fund	\$50,000
Galveston County Adoption Day Foundation P. O. Box 3203 Galveston, TX 77552	Operations	\$500
Galveston County Food Bank 624 4th St. Ave. North Texas City, TX 77590	Galveston County Food Bank Program	\$10,000
Galveston County Food Bank 624 4th St. Ave. North Texas City, TX 77590	Garten Verein Repairs	\$14,638
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Green Project Green Revival Rain Barrel Program	\$1,200
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Director Discretion Mitchell Wortham Challenge	\$3,000
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Restoration of Elissa	\$50,000

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Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Operations	\$15,000
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Director Discretion Operations Elissa	\$1,000
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Director Discretion Mitchell Wortham and Friends Challenge	\$1,000
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Gartein Verein Repairs	\$10,362
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Green Project Ball High School NHS	\$1,600
Galveston Independent School District P.O. Box 660 Galveston, TX 77553-	School supplies for elementary and middle schools	\$500
Galveston Independent School District P.O. Box 660 Galveston, TX 77553-	Operations	\$15,000
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Director Discretion Operations IMO Rudy Teichman	\$3,000
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Director Discretion Unrestricted	\$1,000
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Aquatics and Science Program at Ball High School	\$2,000
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	FeatherFest 2012	\$3,000
Galveston Island Swim Team P. O. Box 8238 Galveston, TX 77553-8238	Learn to Swim Coach and Fees	\$4,500

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Galveston Island Tree Conservancy P. O. Box 2123 Galveston, TX 77553	Professional Arborist for Agalveston Reforestation	\$20,000
Gateway Domestic Violence Center House P. O. Box 2962 Gainesville, GA 30503	Operations	\$500
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	Girl Scouts on the Go - Galveston County	\$3,000
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550-	Memorial Jennifer L Ezell	\$3,299
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations and Programming 2011- 2012	\$35,000
Gulf Coast Big Brothers-Big Sisters, Inc. 1413 Tremont Galveston, TX 77550	'Bowl for Kids' Sake'	\$8,000
Historic Downtown Galveston Partnership P.O. Box 715 Galveston, TX 77553	Operations	\$10,000
HK Express Transit 1300 Bay Area Blvd. Ste. 115 Houston, TX 77058	Matching funds for dispatcher	\$5,000
Holocaust Museum Houston 5401 Caroline St. Houston, TX 77004-6804	Restoration of Hanne Frank	\$5,000
Islesboro Island Trust P. O. Box 182 Islesboro, ME 04848	Unrestricted	\$3,000
Jane's Due Process, Inc. .P. O. Box 685137 Austin, TX 78768	Operations	\$3,000
Jewish Federation of Galveston County P. O. Box 146 Galveston, TX 77553	Unrestricted	\$1,000

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Junior League of Galveston County 210 Kempner Ave. Galveston, TX 77550	IHO Lyda Ann Thomas for Student Scholarships	\$2,000
Justice for Children 2600 Southwest Freeway Ste 806 Houston, TX 77098	Operations	\$3,500
Kids4Kids 146 Park Dr. San Antonio, TX 78212	Scholarships for Education	\$2,000
Kipp, Inc. 10711 Kipp Way Houston, TX 77099-2675	Everything is Earned Program at Coastal Village in Galveston	\$7,500
La Leche League International P. O. Box 4079 Schaumburg, IL 60168-4079	Director Discretion Unrestricted	\$1,000
Lutheran Music Academy of Galveston 2415 Winnie Galveston, TX 77550	Summer Scholarships	\$3,000
NAMI Gulf Coast P. O. Box 4096 Alvin, TX 77512	Operations	\$15,000
NIA Cultural Center PO Box 1491 Galveston, TX 77553-1491	Operations for 'Freedom School'	\$25,000
O'Connell College Preparatory School 1320 Tremont Galveston, TX 77550	Scholarships	\$7,500
Odyssey Academy 2412 61st. St. Galveston, TX 77551	Furniture for computer lab	\$4,000
Palacios Area Historical Association 401 Commerce St. Palacios, TX 77465-	Capital Improvements to Museum	\$1,500
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Operations' Galveston County Clinic	\$12,500

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Planned Parenthood of Metropolitan Washington 1108 16th St. NW Washington, DC 20036	Operations	\$2,500
Planned Parenthood of San Antonio and South Central Texas 104 Babcock Rd San Antonio, TX 78201-2900	Director Discretion Unrestricted	\$3,000
Project Graduation, Inc. Galveston, TX 77550	Harris and Eliza Kempner Fund Graduation Celebration	\$1,000
Project Graduation, Inc. Galveston, TX 77550	Chemical Free Graduation Celebration	\$1,000
Resource and Crisis Center PO Box 1545 Galveston, TX 77553	Director Discretion - Unrestricted	\$1,000
The Rose 12700 N. Featherwood Ste 260 Houston, TX 77034	Mobile Mammography to Digital Equipment	\$3,000
Rosenberg Library 2310 Sealy Galveston, TX 77550-	Galveston Reads Project	\$3,000
Rosenberg Library 2310 Sealy Galveston, TX 77550-	Renovation of 1st Floor (Phase V)	\$50,000
Rosenberg Library 2310 Sealy Galveston, TX 77550-	Jennifer Ezell Memorial	\$3,299
The Salvation Army of Galveston 601 51st St. Galveston, TX 77551	2011 Red Kettle Campaign for kitchen equipment in new facility	\$10,000
The Salvation Army of Galveston 601 51st St. Galveston, TX 77551	Director Discretion Unrestricted	\$1,000
Samaritan Women at the Well 226 6th Ave. N Texas City, TX 77590	Operations	\$5,000

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San Jacinto Battleground Conservancy 811 Rusk Ste 720 Houston, TX 77002	Purchase of land original to 1836 San Jacinto Battleground	\$2,500
Satori, Inc. 2503 Sealy Galveston, TX 77550	Director Discrepancy - Playground Equipment	\$1,000
Satori, Inc. 2503 Sealy Galveston, TX 77550	Scholarships	\$7,500
Sea Turtle Restoration Network P. O. Box 681231 Houston, TX 77268-1231	Operations	\$1,000
SMART Family Literacy, Inc. 1713 Driftwood Lane Galveston, TX 77551	Operations	\$5,000
SMART Family Literacy, Inc. 1713 Driftwood Lane Galveston, TX 77551	Director Discretion Unrestricted	\$1,000
Southwestern Diabetic Foundation/Camp Sweeney P. O. Box 918 Gainesville, TX 76241	Camperships for Galveston diabetic children	\$2,500
St. Vincent's House 2817 Post Office Galveston, TX 77550	Operations Free Medical Clinic	\$17,500
St. Vincent's House 2817 Post Office Galveston, TX 77550	Operations Preschool	\$30,000
Sugar Land Heritage Foundation 198 Kempner Sugar Land, TX 77498	Operations	\$30,000
Sunshine Center, Inc. 1726 21st Street Galveston, TX 77550-	Operations	\$17,500
Tahirih Justice Center 1717 St. James Place, Ste 320 Houston, TX 77056	Operatnos	\$5,000

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Teen Health Center PO Box 925 Galveston, TX 77553-0925	Patient Services Coordinator	\$12,500
Texas A&M University at Galveston P. O. Box 1675 Galveston, TX 77553	Educational Outreach Sixth Grade Field Trip Program	\$5,000
Texas Accountants and Lawyers for the Arts 1540 Sul Ross Houston, TX 77006-	Operations	\$2,000
Texas General Land Office 1700 North Congress Austin, TX 78701-1495	Operations	\$1,000
United Negro College Fund, Inc. 723 Main St., Suite 1010 Houston, TX 77002	Scholarships for Galveston County Students	\$4,000
The University of Texas at Austin P. O. Box 7339 Austin, TX 78713-9953	The Center for Students in Recovery	\$3,000
The University of Texas at Austin P. O. Box 7339 Austin, TX 78713-9953	The Center for Students in Recovery	\$1,000
The University of Texas Medical Branch Office of University Advancement 301 University Blvd. Galveston, TX 77555-0148	Memorial Jeane B Kempner Fellowships	\$254,740
The University of Texas Medical Branch Office of University Advancement 301 University Blvd. Galveston, TX 77555-0148	Capital Campaign	\$100,000
Veterans of Foreign Wars 1014 24th St. Galveston, TX 77550	Facility Repairs	\$4,000
WOMAN, Inc. P. O. Box 571898 Houston, TX 77257-1898	Director Discretion Beacon Place	\$1,000

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Recipient	Purpose	Amount
WOMAN, Inc. P. O. Box 571898 Houston, TX 77257-1898	Operations at Beacon Place	\$5,000
Woodley House, Inc. 1406 N Capitol St NW Washington, DC 20002-3342	Operations	\$3,000
Acumen Fund, Inc. 76 Ninth Ave., Suite 315 New York, NY 10011	Operations	\$2,000
AIDS Coalition of Coastal Texas, Inc. 707 Tremont St. Galveston, TX 77550	All Aboard the Orient Express	\$750
AIDS Coalition of Coastal Texas, Inc. 707 Tremont St. Galveston, TX 77550	Operations	\$450
Alcohol Drug Abuse Women's Center 201 First Street Galveston, TX 77550	Operations	\$750
All Austin Cooperative Nursery School 2301 Hancock Dr. Austin, TX 78756	Operations	\$500
Alley Theatre 615 Texas Avenue Houston,, TX 77002	Operations	\$100
American Heart Association P. O. Box 78851 Phoenix, AZ 85062-8851	Operations	\$1,800
American National Red Cross Pioneer Valley Chapter 506 Cottage St. Springfield, MA 01104	Operations	\$500
American Red Cross - Greater Houston Chapter 2700 Southwest Freeway Houston, TX 77098	Operations	\$100
American Red Cross P. O. Box 37243 Washington, DC 20013	Operations	\$1,000

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Recipient	Purpose	Amount
American Red Cross - Greater Houston Chapter 2700 Southwest Freeway Houston, TX 77098	Operations	\$100
Amigos De Las Americas 5618 Star LN Houston, TX 77057-9927	Operations	\$100
Amnesty International, USA 5 Penn Plaza New York, NY 10001	Operations	\$100
Animal Trustees of Austin P. O. Box 14542 Austin, TX 78761-4542	Operations	\$500
Apne Aap Women International Peck Slip Station P. O. Box 916 New York, NY 10272	Operations	\$2,000
The Artist Boat, Inc. 2415 Ave. K Galveston, TX 77550	Operations	\$375
The Artist Boat, Inc. 2415 Ave. K Galveston, TX 77550	Operations	\$750
The Artist Boat, Inc. 2415 Ave. K Galveston, TX 77550	Operations	\$750
The Artist Boat, Inc. 2415 Ave. K Galveston, TX 77550	IMO Zachary Kempner Thomas	\$975
Association for Community Broadcasting 4343 Elgin Houston, TX 77204	Operations	\$100
Association for Community Broadcasting 4343 Elgin Houston, TX 77204	Operations	\$100

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Recipient	Purpose	Amount
Association for Community Broadcasting 4343 Elgin Houston, TX 77204	Operations	\$100
Association for Community Broadcasting 4343 Elgin Houston, TX 77204	Operations	\$104
Austin Parks Foundation 701 Brazos St. Austin, TX 78701	Operations	\$750
Avenue L Missionary Baptist Church 2612 Ave. L Galveston, TX 77550	Praise Ministry	\$225
Bayou Preservation Association, Inc. P. O. Box 131563 Houston, TX 77219-1563	Operations	\$100
The Bellaire Men's Club P. O. Box 1231 Bellaire, TX 77402	Operations	\$990
Bering Omega Community Service 1407 Hawthorne St Houston, TX 77006	Operations	\$100
Bering Omega Community Service 1407 Hawthorne St Houston, TX 77006	Operations	\$100
Bering Omega Community Service 1407 Hawthorne St Houston, TX 77006	Operations	\$100
Big Thicket Association P. O. Box 198 Saratoga, TX 77585	Operations	\$500
Bolivar Peninsula Cultural Foundation P. O. Box 1346 Crystal Beach, TX 77650	Operations	\$750
Boys and Girls Clubs of Greater Houston, Inc. 1520 A Airline Dr. Houston, TX 77009-3606	Johnny Mitchell	\$2,250

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Boys and Girls Clubs of Greater Houston, Inc. 1520 A Airline Dr. Houston, TX 77009-3606	Johnny Mitchell Branch	\$750
Boys and Girls Clubs of Weld County 2400 W. 4th Greelley, CO 80632-0812	Operations	\$250
Brady Center to Prevent Gun Violence 1225 Eye Street, Suite 1100 Washington, DC 20005	Operations	\$100
CanCare of Houston 9575 Katy Frwy, Suite 428 Houston, TX 77024	Operations	\$100
Cape Eleuthera Foundation, Inc. P. O. Box 6008 Lawrenceville, NJ 08648	Unrestricted	\$250
Cape Eleuthera Foundation, Inc. P. O. Box 6008 Lawrenceville, NJ 08648	Operations	\$40
The Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	Operations	\$100
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$10,000
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$10,000
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$3,500
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$5,000
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$2,500

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Recipient	Purpose	Amount
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$5,000
Center for Holocaust and Humanity Education 8401 Montgomery Road Cincinnati, OH 45236	Rescue in the Philippines	\$5,000
Child Advocates Inc. 2401 Portsmount, Suite 210 Houston, TX 77098-3936	Operations	\$100
The Children's Assessment Center 2500 Bolsover Houston, TX 77005	Operations	\$100
The Children's Center, Inc. P. O. Box 2600 Galveston, TX 77553	Operations	\$15,000
Childrens Hospital Corporation 401 Park Dr., Ste 602 Boston, MA 01060	Neurofibromatosis Research	\$1,000
Children's Tumor Foundation 95 Pine St., 16th Fl New York, NY 10005-1769	Operations	\$1,000
Child's Park Foundation, Inc. P. O. Box 658 Hadley, MA 01035-0658	Unrestricted	\$250
The Chinquapin School 2615 East Wallace Road Highlands, TX 77562	Operations	\$150
Choate Rosemary Hall Foundation 333 Christian St. Wallingford, CT 06492-3800	Operations	\$500
Communities in Schools Houston, Inc. 1235 N Loop West, Suite 300 Houston, TX 77008	Operations	\$250
Community Council for the Homeless at Friendship Place 4713 Wisconsin Ave NW Washington, DC 20016-4609	Operations	\$1,000

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Community Hospice Foundation 4266 Sunbeam Rd Jacksonville, FL 32257	In Memory of Roger Lee McCrary	\$100
Contemporary Arts Museum Houston 5216 Montrose Houston, TX 77006-6598	Operations	\$10,000
Countryside School 4301 Kirby Ave. Champaign, IL 61822	Operations	\$500
Countryside School 4301 Kirby Ave. Champaign, IL 61822	Operations	\$7,500
D & R Greenway Land Trust One Preservation Place Princeton, NJ 08540	Operations	\$1,000
Dallas Institute of Humanities and Culture 2719 Routh St. Dallas, TX 75201-1968	Operations	\$500
Doctors Without Borders USA, Inc. 333 Seventh Ave, 2nd Floor New York, NY 10001-5004	Operations	\$200
Doctors Without Borders USA, Inc. 333 Seventh Ave, 2nd Floor New York, NY 10001-5004	Unrestricted	\$1,000
Doctors Without Borders USA, Inc. 333 Seventh Ave, 2nd Floor New York, NY 10001-5004	Operations	\$1,000
Duke University P. O. Box 90581 Durham, NC 27708	Pratt School of Engineering	\$200
Island Etc 2317 Ships Mechanic Row Galveston, TX 77550	Operations	\$750
Faith in Practice P. O. Box 4976 Houston, TX 770210-4976	IHO Dr Peter and Nancy Thompson	\$1,000

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Recipient	Purpose	Amount
Faith in Practice P. O. Box 4976 Houston, TX 770210-4976	Operations	\$500
Faith in Practice P. O. Box 4976 Houston, TX 770210-4976	Operations	\$475
Faith in Practice P. O. Box 4976 Houston, TX 770210-4976	IHO Peter & Nancy Thompson	\$50
Faith in Practice P. O. Box 4976 Houston, TX 770210-4976	IHO Peter & Nancy Thompson	\$250
Faith in Practice P. O. Box 4976 Houston, TX 770210-4976	Peter and Nancy Thompson's missions	\$500
Family Services of Greater Houston 3815 Montrose Blvd., Suite 200 Houston, TX 77006	Operations	\$100
Food Bank of Contra Costa & Solano Counties P. O. Box 6324 Concord, CA 94524	Operations	\$2,000
FotoFest Inc. 1113 Vine St., Suite 101 Houston, TX 77002	Operations	\$500
FotoFest Inc. 1113 Vine St., Suite 101 Houston, TX 77002	Operations	\$2,000
FotoFest Inc. 1113 Vine St., Suite 101 Houston, TX 77002	Operations	\$380
FotoFest Inc. 1113 Vine St., Suite 101 Houston, TX 77002	Operations	\$380
FotoFest Inc. 1113 Vine St., Suite 101 Houston, TX 77002	Operations	\$1,500

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Fourth Ward Clinic Good Neighbor Health Care Center 190 Heights Blvd Houston, TX 77007	Operations	\$100
Friends of Rosenberg Library 2310 Sealy Galveston, TX 77550	IMO Dr Burke Evane	\$75
Friends of the National Zoo 3001 Connecticut Ave. NW Washington, DC 20008	Operations	\$1,250
The Friendship Circle 16934 Chabad Way Poway, CA 92064	Operations	\$250
Frio Canyon E.M.S., Inc. Box 803 Leakey, TX 78873	Operations	\$25
Galveston Arts Center 2501 Market Street Galveston, TX 77550	Operations	\$750
Galveston Arts Center 2501 Market Street Galveston, TX 77550	Operations	\$3,750
Galveston Arts Center 2501 Market Street Galveston, TX 77550	Operations	\$1,500
Galveston College Foundation 4015 Ave. Q Galveston, TX 77550	Operations	\$750
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Operations	\$1,500
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Steel Oleander Award	\$75

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Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Operations	\$1,500
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Operations	\$150
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Plankowners' Syndicate Party	\$375
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	IMO Dr Burke Evans	\$375
Galveston Historical Foundation 502 20th St. Galveston, TX 77550	Mitchell Whoten Challenge-Elissa, EMS -Afterguard	\$1,586
Galveston Island Oktoberfest, Inc. 2415 Ave. G Galveston, TX 77550	IMO George Hausinger	\$150
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Operations	\$375
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	IMO Lyda Kempner Quinn	\$7,500
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Teacher Awards	\$150
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Operations	\$1,500
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Operations	\$2,250
Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Operations	\$375

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Galveston ISD Educational Foundation P. O. Box 660 Galveston, TX 77553	Operations	\$375
Galveston Island Humane Society, Inc. 6814 Broadway Galveston, TX 77551	IMO Zachary Kempner Thomas	\$405
Galveston Island Humane Society, Inc. 6814 Broadway Galveston, TX 77551	Operations	\$225
Galveston Island Humane Society, Inc. 6814 Broadway Galveston, TX 77551	IMO Zachary Thomas	\$7,350
Galveston Island Meals on Wheels 2228 Seawall Blvd. Galveston, TX 77550	Operations	\$750
Galveston Island Tree Conservancy P. O. Box 2123 Galveston, TX 77553	Operations	\$285
The Gazelle Foundation P. O. Box 1487 Austin, TX 78767-1487	Operations	\$1,000
Georgetown Day School 4530 MacArthur Blvd., NW Washington, DC 20007	Operations	\$1,750
Goodwill Industries 1140 West Loop North Houston, TX 77055	Operations	\$100
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Sidewalk of Stars	\$625
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations	\$625
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Sidewalk of Stars	\$625

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The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations	\$1,500
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	SideWalk of Stars	\$625
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations	\$1,800
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations	\$4,837
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Sidewalk of Stars	\$625
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations	\$1,000
The Grand 1894 Opera House 2020 Postoffice Galveston, TX 77550	Operations	\$1,500
Gulf Coast Big Brothers-Big Sisters, Inc. 1413 Tremont Galveston, TX 77550	Bowl for Kids' Sake	\$60
Habitat for Horses P. O. Box 213 Hitchcock, TX 77563	IHO Lyda Ann Thomas	\$75
Houston Habitat for Humanity P. O. Box 8467 Houston, TX 77288	Operations	\$100
Halo Flight 1843 Fm 665 Old Brownsville Rd Corpus Christ, TX 78415	Operations	\$150
Heifer International P. O. Box 6021 Albert Lea, MN 56007-9831	Operations	\$750

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Hermann Park Conservancy 6201 A Hermann Park Dr Houston, TX 77030	Operations	\$100
Hill Country Conservancy P. O. Box 163125 Austin, TX 78716-3125	Operations	\$50
Hits Theatre 311 W 18th St. Houston, TX 77008-3903	Operations	\$500
Houston Achievement Place 245 W 17th. Houston, TX 77008	Operations	\$100
Houston Area Women's Center 1010 Waugh Houston, TX 77019	Operations	\$250
Houston Botanic Garden P.O. Box 27510 Houston, TX 77227	Operations	\$250
Houston Center for Literacy 2401 Portsmouth, Suite 230 Houston, TX 77098	Operations	\$100
Houston Compass, Inc. 1117 Texas Ave. Houston, TX 77002	Operations	\$100
Houston Food Bank 535 Portwall St. Houston, TX 77029-1332	Operations	\$100
Houston Food Bank 535 Portwall St. Houston, TX 77029-1332	Operations	\$200
Houston Grand Opera Association, Inc. 510 Preston St., Barrow Suite Houston, TX 77002	Operations	\$250
Houston Grand Opera Association, Inc. 510 Preston St., Barrow Suite Houston, TX 77002	Operations	\$100

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Houston Hospice 1905 Holcombe Houston, TX 77030-4123	Operations	\$100
Houston Museum of Natural Science P. O. Box 200425 Houston, TX 77216	Operations	\$100
Houston Parks Board 300 North Post Oak Lane Houston, TX 77024	Operations	\$100
Houston Public Library Foundation 500 McKinney Houston, TX 77002	Operations	\$100
Houston SPCA 900 Portway Drive Houston, TX 77024-8022	Operations	\$100
Houston Symphony 615 Louisiana St. Houston, TX 77002-9997	Operations	\$100
Humane Society of San Antonio 4804 Fredericksburg Rd San Antonio, TX 78229	IMO Stanley Frank, Jr	\$25
Illinois Education Foundation 226 West Jackson, Suite 426 Chicago, IL 60606	Operations	\$2,500
Inprint, Inc. 1520 West Main Houston, TX 77006	Operations	\$100
Isles, Inc. 10 Wood Street Trenton, NJ 08618	Operations	\$2,000
Jarrow School, Inc. 3900 Orange Ct Boulder, CO 80304	Operations	\$1,500
The Jesse Tree P. O. Box 575 Galveston, TX 77550-1433	Operations	\$1,500

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The Jesse Tree P. O. Box 575 Galveston, TX 77550-1433	Operations	\$750
JF Kapnek Charitable Trust Pediatric Aids Fund Zimbabwe 936 Dewing Ave., Ste. E3 Lafayette, CA 94549	Operations	\$1,000
Justin Siena High School 4026 Maher St. Napa, CA 94558	Operations	\$2,825
Justin-Siena High School 4026 Maher St Napa, CA 94558	Sports expansion program	\$2,500
Kipp, Inc. 10711 Kipp Way Houston, TX 77099-2675	Galveston PTO	\$750
Lady Bird Johnson Wildflower Center P. O. Box 718 San Antonio, TX 78293-0718	Operations	\$100
Latin American Youth Center 1419 Columbia RD NW Washington, DC 20009	Operations	\$258
Leakey Volunteer Fire Dept. P. O. Box 250 Leakey, TX 78873	Operations	\$25
The Leukemia & Lymphoma Society 1311 Mamaroneck Ave., Suite 310 White Plains, NY 10605	IHO Kelly Buttermore	\$100
Lighthouse Charity Team 6918 Broadway Galveston, TX 77551	Operations	\$375
The Luke Society 518 White Oak Point League City, TX 77573	Operations	\$375
Maret School 3000 Cathedral Ave. N/W Washington, DC 20008	Second Century	\$500

SCHEDULE 1
2012 GRANTS AND MATCHING GIFTS
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Recipient	Purpose	Amount
Maret School 3000 Cathedral Ave. N/W Washington, DC 20008	Operations	\$1,000
Marion Institute 202 Spring St Marion, MA 02738	Operations	\$200
Meals on Wheels and More 3227 E 5th St. Austin, TX 78702	Operations	\$500
Menil Foundation 1511 Branard Houston, TX 77006	Operations	\$100
Menil Foundation 1511 Branard Houston, TX 77006	Unrestricted	\$2,000
The Methodist Hospital Foundation P. O. Box 4384 Houston, TX 77210-4384	Operations	\$1,000
Michael J. Fox Foundation for Parkinson's Research Church Street Station P. O. Box 780 New York, NY 10008-0780	Operations	\$2,500
Monte Vista Historical Association P. O. Box 12386 San Antonio, TX 78212	Operations	\$1,000
Museum of Fine Arts Houston P. O. Box 6826 Houston, TX 77265	Operations	\$250
National Kidney Foundation of Northern California 131 Stewart St., Ste 520 San Francisco, CA 94105-1240	Operations	\$5,000
National Parks Conservation Association P. O. Box 97202 Washington, DC 20077-7431	Operations	\$100

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Recipient	Purpose	Amount
National Trust for Historic Preservation 1785 Massachusetts Ave., N.W. Washington, DC 20036	Operations	\$50
The Nature Conserancy P. O. Box 6014 Alberta Le, MN 56007-9984	Operations	\$2,000
Neuhaus Education Center 4433 Bissonnet Bellaire, TX 77401-3233	Operations	\$100
Northampton Community Music Center, Inc. 139 South St. Northampton, MA 01060-4017	Unrestricted	\$250
Northern California Public Broadcasting 2601 Mariposa St. San Francisco, CA 94110	Operations	\$2,000
Oberlin College Office of Development Oberlin, OH 44074-1089	Operations	\$2,500
Our Lady of the Valley Catholic Church 1250 7th St. Widsor, CO 80550	Operations	\$950
Parent-Teacher Organization of John F Kennedy Middle School, Inc. 100 Bridge Rd Florence, MA 01062-4504	Principal's Discretionary Fund for educational enrichment	\$2,000
Parkside Community School 1701 Toomey Rd Austin, TX 78704	Operations	\$4,000
Partners in Health P. O. Box 996 Frederick, MD 21705-9942	Operations	\$1,500
Planned Parenthood of Mercer Area 437 East State St. Trenton, NJ 08608-1597	Operations	\$2,000
Planned Parenthood Federation of America, Inc. 434 West 33rd St. - 11th Fl New York, NY `000`	Operations	\$100

SCHEDULE 1
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Recipient	Purpose	Amount
Planned Parenthood Federation of America, Inc. 434 West 33rd St. - 11th Fl New York, NY 10001	Operations	\$100
Planned Parenthood Federation of America, Inc. 434 West 33rd St. - 11th Fl New York, NY 10001	Operations	\$500
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Operations	\$100
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Operations	\$1,400
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Operations	\$625
Planned Parenthood of Greater Texas 7424 Greenville Ave. Dallas, TX 75231	Operations	\$1,000
Planned Parenthood of Metropolitan Washington 1108 16th St. NW Washington, DC 20036	Operations	\$6,000
Planned Parenthood of Northern New England 128 Lakeside Ave. Burlington, VT 05401-9821	Operations	\$500
Preservation Houston 3272 Westheimer Rd, Ste. 2 Houston, TX 77098	Operations	\$100
Princeton University Princeton, NJ 08544-0140	Operations	\$10,000
Rachel's Challenge 7901 Southpark Plaza, Ste. 210 Littleton, CO 80120	Operations	\$250
Resource and Crisis Center PO Box 1545 Galveston, TX 77553	Operations	\$375

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Recipient	Purpose	Amount
Resource and Crisis Center PO Box 1545 Galveston, TX 77553	Operations	\$375
Resource and Crisis Center PO Box 1545 Galveston, TX 77553	Operations	\$1,500
Rosenberg Library 2310 Sealy Galveston, TX 77550	Operations	\$1,500
Rosenberg Library 2310 Sealy Galveston, TX 77550	Operations	\$1,500
Safe Passage 81 Bridge St. Suite 104 Yarmouth, ME 04096	IHO Peter and Nancy Thompson	\$1,000
Safe Passage 81 Bridge St. Suite 104 Yarmouth, ME 04096	Operations	\$100
Saint Mary's Hall P. O. Box 33430 San Antonio, TX 78265-3430	Operations	\$250
Salvation Army - Greater Houston 1500 Austin St Houston, TX 77002-7708	Operations	\$100
Salvation Army/Greeley 1119 6th St. Greeley, CO 80631	Operations	\$2,500
San Antonio Academy 117 E French San Antonio, TX 78212-5802	Operations	\$500
San Antonio Academy 117 E French San Antonio, TX 78212-5802	Operations	\$250

SCHEDULE 1
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Recipient	Purpose	Amount
San Antonio Academy 117 E French San Antonio, TX 78212-5802	Operations	\$2,600
San Antonio Symphony P. O. Box 658 San Antonio, TX 78293-0658	IMO Doris Staffel	\$25
San Antonio Symphony League P. O. Box 6986 San Antonio, TX 78209	Operations	\$100
San Jacinto Museum One Monument Circle La Porte, TX 77571-9744	IHO David Randall Family	\$500
Satori, Inc. 2503 Sealy Galveston, TX 77550	Energizing the Future	\$300
Satori, Inc. 2503 Sealy Galveston, TX 77550	Campaign	\$112
Satori, Inc. 2503 Sealy Galveston, TX 77550	Operations	\$500
Satori, Inc. 2503 Sealy Galveston, TX 77550	Playground Equipment	\$300
Satori, Inc. 2503 Sealy Galveston, TX 77550	Operations	\$750
Satori, Inc. 2503 Sealy Galveston, TX 77550	Operations	\$750
Scenic Texas, Inc. 3015 Richmond Ave. Suite 220 Houston, TX 77098	Operations	\$100
Servicenet, Inc. 129 King St. Northampton, MA 01060-3258	Unrestricted	\$1,000

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Recipient	Purpose	Amount
Southwest School of Art & Craft 300 Augusta San Antonio, TX 78205-1296	Operations	\$500
Spurs Sorority Foundation 26605 Bulverde Rd, Suite 101 San Antonio, TX 78260	Operations	\$2,500
St. Anne's Catholic School 2120 Westheimer Houston, TX 77098	O'Docharty Children Education Fund	\$100
St. Apollinaris Church 3700 Lassen St. Napa, CA 94558	Operations	\$3,370
St. Catherine's Montessori 9821 Timberside Houston, TX 77025	Operations	\$200
St. John's School 2401 Claremont Lane Houston, TX 77019	Operations	\$1,500
St. John's School 2401 Claremont Lane Houston, TX 77019	Operations	\$3,000
St. John's School 2401 Claremont Lane Houston, TX 77019	Operations	\$1,250
St. Vincent's House 2817 Post Office Galveston, TX 77550	Operations	\$375
St. Vincent's House 2817 Post Office Galveston, TX 77550	Partner in Hope	\$188
Stages, Inc. 3201 Allen Parkway, Suite 101 Houston,, TX 77019	Operations	\$100
Star of Hope Mission P. O. Box 1505 Houston, TX 77251-1505	Operations	\$100

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Recipient	Purpose	Amount
Stony Brook-Millstone Watershed Association 31 Titus Mill Road Pennington, NJ 08534-9946	Operations	\$1,000
Sunshine Center, Inc. 1726 21st Street Galveston, TX 77550	Operations	\$750
Teach for America, Inc. 4669 Southwest Fwy, Suite 600 Houston, TX 77027	Operations	\$100
Teach for America, Inc. 4669 Southwest Fwy, Suite 600 Houston, TX 77027	Operations	\$100
Temple B'nai Israel 3006 Ave. O Galveston, TX 77550	Operations	\$375
Temple B'nai Israel 3006 Ave. O Galveston, TX 77550	Operations	\$750
Temple Emanu-El 6299 Capri Dr. San Diego, CA 92120-4632	Operations	\$1,000
Temple Emanu-El 6299 Capri Dr. San Diego, CA 92120-4632	Operations	\$250
Temple Etz Chaim 900 Washington St Franklin, MA 02028	Operations IHO Tom Alpert's installation	\$1,000
Texas A&M University at Galveston P. O. Box 1675 Galveston, TX 77553	Engineers Without Borders	\$375
Texas Biomedical Research Institute P. O. Box 760549 San Antonio, TX 78245	Operations	\$950

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Recipient	Purpose	Amount
Texas Lighthouse Foundation, Inc. Hometown Bank P. O. Box 3090 Galveston, TX 77550	Trelle Dandridge Medical Care	\$450
Texas Women for the Arts Texas Cultural Trust 823 Congress, Suite 650 Austin, TX 78701	Operations Mother/Dauthter Membership	\$1,500
Trees for Houston P. O. Box 270477 Houston, TX 77277	Operations	\$350
Trinity University One Trinity Place #49 San Antonio, TX 78212-7200	Operations	\$100
Trustees of the Forbes Library 20 West St. Northampton, MA 01060	Unrestricted	\$500
United Way of Greater Houston P. O. Box 3247 Houston, TX 77253	Operations	\$700
United Way of Weld County 814 9th Greeley, CO 80631	Operations	\$3,000
University of Central Oklahoma Foundation 100 N University Dr Edmond, OK 73034	IHO Robert and Edward Walker	\$250
University of Central Oklahoma Foundation 100 N University Dr Edmond, OK 73034	Operations	\$250
University of Houston-Houston Public Radio P. O. Box 4878 Houston, TX 77210	Operations	\$100
University of Houston-Houston Public Radio P. O. Box 4878 Houston, TX 77210	Operations	\$500

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Recipient	Purpose	Amount
University of Houston-Houston Public Radio P. O. Box 4878 Houston, TX 77210	Operations	\$120
University of Houston-Houston Public Radio P. O. Box 4878 Houston, TX 77210	Operations	\$100
University of Houston/KUHT-TV Houston PBS P. O. Box 4415 Houston, TX 77210	Operations	\$120
University of Houston/KUHT-TV Houston PBS P. O. Box 4415 Houston, TX 77210	Operations	\$100
University of Houston/KUHT-TV Houston PBS P. O. Box 4415 Houston, TX 77210	Operations	\$500
University of Texas at Austin P. O. Box 7600 Austin, TX 78713-7600	KUT Experience Austin	\$50
The University of Texas Medical Branch - School of Nursing 301 University Blvd. Galveston, TX 77555-0822	IHO Suzanne Sullivan	\$225
The University of Texas Medical Branch 301 University Blvd. Galveston, TX 77555-0148	President's Cabinet	\$750
University of the Pacific 2155 Webster St., Ste 616 San Francisco, CA 94115	Kids in Clinic	\$1,304
US Fund for UNICEF P. O. Box 27780 Newark, NJ 07101-9840	Operations	\$1,500
Valley Zoological Society 500 Ringgold St. Brownsville, TX 78520	Operations	\$250

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Recipient	Purpose	Amount
Vermont Wilderness School 263 Capt. Beers Plain Rd Northfield, MA 01360	5 College Red Tent	\$1,000
Vermont Wilderness 263 Capt Bee's Plain Rd Northfield, MA 01360	5 College Red Tent	\$1,000
Washington Hospital Center Foundation 110 Irving St., NW, Room EB-1001 Washington, DC 20010	The Emergency Dept	\$2,500
Weld Food Bank 1108 H Street Greeley, CO	Operations	\$1,500
WFCR Foundation 131 County Circle Amherst, MA 01003	New England Public Radio	\$500
Whitman Walker Clinic 1701 14th NW Washington, DC 20009	Operations	\$250
Women's International Network for Guatemalan Solutions 793 Ashbury St. San Francisco, CA 77024	Operations	\$300
Woodley House, Inc. 1406 N Capitol St NW Washington, DC 20002-3342	Operations	\$6,500
Woodley House, Inc. 1406 N Capitol St NW Washington, DC 20002-3342	Operations	\$3,493
World Bicycle Relief 1333 North Kingsbury, 4th Fl Chicago, IL 60622	Operations	\$2,000
Yes Prep Public Schools 6201 Bonhomme, Suite 168 N Houston, TX 77036	Operations	\$1,500

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<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Young Men's Christian Association of Greater Houston 3920 Ave. L Galveston, TX 77550	Operations	<u>\$750</u>
TOTAL GRANTS AND MATCHING GIFTS - 2012		<u>\$1,617,141</u>

SCHEDULE 2

ASSET LIST

HARRIS & ELIZA KEMPNER FUND

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
PAGE 2, PART II, LINE 7			
	GALVESTON HISTORICAL FOUNDATION - PRI	37,091	37,091
	THE GRAND 1894 OPERA HOUSE - PRI	38,912	38,912
	KEMPNER STUDENT LOANS CHG OFF ATTORNEY	14,816	14,816
	KEMPNER OUTSTANDING STUDENT LOANS	43,275	43,275
TOTAL OTHER NOTES AND RECEIVABLES		134,093	134,093
PAGE 2, PART II, LINE 10a			
86,000	U S TREASURY TIPS 1.875% MATURES 07/15/13	102,831	110,057
226,000	U S TREASURY TIPS 2 500% MATURES 07/15/16	266,375	297,493
502,000	U S TREASURY TIPS 2.625% MATURES 07/15/17	550,176	671,381
121,000	U S TREASURY TIPS 1.375% MATURES 07/15/18	125,449	151,093
228,000	U S TREASURY TIPS 2.500% MATURES 01/15/29	245,038	350,357
168,000	U S TREASURY BOND 1.375% MATURES 1/15/20	178,796	213,028
271,000	U S TREASURY BOND 2.375% MATURES 1/15/25	362,199	448,625
141,000	U S TREASURY BOND 1.75% MATURES 1/15/28	149,974	201,530
211,000	U S TREASURY BOND 2.125% MATURES 02/15/40	237,871	331,353
34,000	U S TREASURY TIPS 1.875% MATURES 07/15/13	41,238	43,511
88,000	U S TREASURY TIPS 2.625% MATURES 07/15/17	97,925	117,693
127,000	U S TREASURY TIPS 1.375% MATURES 07/15/18	131,476	158,585
85,000	U S TREASURY TIPS 2.500% MATURES 01/15/29	91,354	130,616
56,000	U S TREASURY BOND 1.375% MATURES 01/15/20	59,601	71,010
42,000	U S TREASURY BOND 2.3750% MATURES 01/15/25	57,397	69,529
42,000	U S TREASURY BOND 1 750% MATURES 01/15/28	44,682	60,030
54,000	U S TREASURY BOND 2 125% MATURES 02/15/40	60,041	84,801
2,001,213	UBS SELECT TREASURY INSTITUTIONAL FUND 3.90%	2,001,213	2,001,213
507,225	UBS SELECT TREASURY INSTITUTIONAL FUND 3.90%	507,276	507,275
TOTAL INVESTMENTS - U S & STATE GOVERNMENT OBLIGATIONS		5,310,911	6,019,177

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
PAGE 2, PART II, LINE 10b			
6,300	ALCOA INC	104,250	54,684
9,400	ALLSTATE CORPORATION	456,956	377,598
13,250	ANNALY CAPITAL MANAGEMENT INC	187,899	186,030
11,000	APPLIED MATERIALS INC	134,824	125,840
12,200	ARCHER DANIELS MIDLAND CO.	260,634	334,158
9,887	AT&T INC	191,333	333,291
3,500	AVON PRODUCTS INC	88,705	50,260
8,900	BAKER HUGHES INC	378,088	363,538
9,918	BANK OF AMERICA CORP	348,669	115,148
10,000	BARCLAYS PLC ADR	424,984	173,200
1,700	BECTON DICKINSON & CO	123,337	132,923
15,300	BEST BUY CO INC	371,459	181,305
8,800	BLACK BOX CORP	267,903	214,192
5,400	BOEING COMPANY	283,302	406,944
7,100	BP PLC SPON ADR	284,215	295,644
1,550	COACH, INC	82,341	86,041
5,800	DOVER CORP	221,296	381,118
7,840	DOW CHEMICAL	286,463	253,459
16,200	GANNETT CO	654,051	291,762
14,325	HEWLETT PACKARD	508,177	204,131
1,750	HONDA MOTOR CO ADR JAPAN	55,235	64,645
2,600	INTL BUSINESS MACH	201,497	498,030
2,900	JOHNSON CONTROLS INC	79,906	88,943
800	JOHNSON & JOHNSON COM	46,410	56,080
1,886	LINCOLN NATL CORP IND	101,152	48,847
11,100	MARSH & MCLENNAN COS IN	366,888	382,617
1,900	MICROSOFT CORP	50,944	50,747
1,700	MOSAIC CO	79,565	96,271
16,650	NIPPON TELEG & TEL CORP SPON ADR	362,514	350,150
2,600	NOVARTIS AG SPON ADR	103,914	164,580
3,225	RAYTHEON CO NEW	137,502	185,631
750	RIO TINTO PLC SPON ADR	164,949	220,742
31,400	STAPLES INC	476,492	357,960
8,650	TEVA PHARMACEUTICALS IND LTD	367,352	322,991

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
3,900	VALERO ENERGY CORP	74,589	133,068
5,000	VODAFONE GROUP PLC NEW SPON ADR	134,505	125,950
4,425	WAL MART STORES INC	220,627	301,918
31,266	WESTERN UNION CO	488,393	425,530
8,330	XL GROUP PLC SHS	516,741	208,750
1,350	ALCOA INC	26,226	11,718
2,490	ALLSTATE CORPORATION	123,356	100,023
3,650	ANNALY CAPITAL MANAGEMENT INC	51,769	51,246
3,400	APPLIED MATERIALS INC	41,458	38,896
2,800	ARCHER DANIELS MIDLAND CO	59,877	76,692
2,887	AT & T INC	63,630	97,321
750	AVON PRODUCTS INC	20,593	10,770
2,250	BAKER HUGHES INC	95,689	91,906
2,742	BANK OF AMERICA CORP	97,945	31,835
2,650	BARCLAYS PLC ADR	114,082	45,898
450	BECTON DICKINSON & CO	32,651	35,186
3,950	BEST BUY CO INC	96,287	46,808
2,300	BLACK BOX CORP	71,139	55,982
1,395	BOEING COMPANY	72,281	105,127
1,850	BP PLC SPON ADR	73,635	77,034
400	COACH, INC	21,253	22,204
1,500	DOVER CORP	59,869	98,565
2,144	DOW CHEMICAL	77,200	69,313
4,310	GANNETT CO	174,290	77,623
3,750	HEWLETT PACKARD	132,112	53,438
475	HONDA MOTOR CO ADR JAPAN	14,996	17,547
680	INTL BUSINESS MACH	52,777	130,254
750	JOHNSON CONTROLS INC	20,668	23,003
200	JOHNSON & JOHNSON COM	11,568	14,020
538	LINCOLN NATL CORP IND	28,904	13,934
3,100	MARSH & MCLENNAN COS IN	102,697	106,857
500	MICROSOFT CORP	13,410	13,355
440	MOSAIC CO	20,597	24,917
4,600	NIPPON TELEG & TEL CORP SPON ADR	100,219	96,738
700	NOVARTIS AG SPON ADR	27,981	44,310
675	RAYTHEON CO NEW	29,813	38,853
1,000	RIO TINTO PLC SPON ADR	43,357	58,090

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
8,375	STAPLES INC	127,312	95,475
22,660	TEVA PHARMACEUTICALS IND LTD	95,893	84,388
1,050	VALERO ENERGY CORP	19,841	35,826
1,300	VODAFONE GROUP PLC NEW SPON ADR	34,942	32,747
1,150	WAL MART STORES INC	57,402	78,465
8,150	WESTERN UNION CO	128,067	110,922
2,310	XL GROUP PLC SHS	137,650	57,889
190	ALCOA INC	2,802	1,649
305	ALLSTATE CORPORATION	12,784	12,252
280	ANNALY CAPITAL MANAGEMENT INC	3,976	3,931
330	APPLIED MATERIALS INC	4,044	3,775
325	ARCHER DANIELS MIDLAND CO	7,242	8,902
177	AT & T INC	3,519	5,967
130	AVON PRODUCTS INC	3,209	1,867
230	BAKER HUGHES INC	9,803	9,395
253	BANK OF AMERICA CORP	9,801	2,937
215	BARCLAYS PLC ADR	9,273	3,724
50	BECTON DICKINSON & CO	3,633	3,910
405	BEST BUY CO INC	9,833	4,799
235	BLACK BOX CORP	6,831	5,720
135	BOEING COMPANY	6,925	10,174
205	BP PLC SPON ADR	8,141	8,536
45	COACH, INC	2,396	2,498
130	DOVER CORP	4,866	8,542
145	DOW CHEMICAL	5,507	4,688
350	GANNETT CO	13,739	6,304
370	HEWLETT PACKARD	13,258	5,273
50	HONDA MOTOR CO ADR JAPAN	1,583	1,847
50	INTL BUSINESS MACH	3,880	9,578
80	JOHNSON CONTROLS INC	2,209	2,454
25	JOHNSON & JOHNSON COM	1,470	1,753
35	LINCOLN NATL CORP IND	1,929	907
225	MARSH & MCLENNAN COS IN	7,378	7,756
55	MICROSOFT CORP	1,479	1,469
45	MOSAIC CO	2,111	2,548
350	NIPPON TELEG & TEL CORP SPON ADR	7,626	7,361
65	NOVARTIS AG SPON ADR	2,603	4,115

SCHEDULE 2

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
120	RAYTHEON CO NEW	5,111	6,907
100	RIO TINTO PLC SPON ADR	4,360	5,809
865	STAPLES INC	13,146	9,861
245	TEVA PHARMACEUTICALS IND LTD	10,541	9,148
105	VALERO ENERGY CORP	2,017	3,583
135	VODAFONE GROUP PLC NEW SPON ADR	3,637	3,401
120	WAL MART STORES INC	6,005	8,188
850	WESTERN UNION CO	13,229	11,569
180	XL GROUP PLC SHS	10,395	4,511
90	ALCOA INC	1,436	781
160	ALLSTATE CORPORATION	6,733	6,427
150	ANNALY CAPITAL MANAGEMENT INC	2,132	2,106
175	APPLIED MATERIALS INC	2,148	2,002
170	ARCHER DANIELS MIDLAND CO.	3,827	4,656
99	AT & T INC	2,061	3,337
55	AVON PRODUCTS INC	1,334	790
125	BAKER HUGHES INC	5,328	5,106
104	BANK OF AMERICA CORP	3,868	1,207
110	BARCLAYS PLC ADR	4,767	1,905
30	BECTON DICKINSON & CO	2,182	2,346
215	BEST BUY CO INC	5,240	2,548
125	BLACK BOX CORP	3,646	3,043
70	BOEING COMPANY	3,591	5,275
105	BP PLC SPON ADR	4,168	4,372
20	COACH INC	1,068	1,110
70	DOVER CORP	2,590	4,600
75	DOW CHEMICAL	2,843	2,425
190	GANNETT CO	7,226	3,422
200	HEWLETT PACKARD	7,174	2,850
25	HONDA MOTOR CO ADR JAPAN	794	924
40	INTL BUSINESS MACH	3,132	7,662
45	JOHNSON CONTROLS INC	1,245	1,380
15	JOHNSON & JOHNSON COM	884	1,052
17	LINCOLN NATL CORP IND	937	440
115	MARSH & MCLENNAN COS IN	3,808	3,964
30	MICROSOFT CORP	809	801
25	MOSAIC CO	1,175	1,416

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HARRIS & ELIZA KEMPNER FUND

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
190	NIPPON TELEG & TEL CORP SPON ADR	4,151	3,996
35	NOVARTIS AG SPON ADR	1,404	2,216
65	RAYTHEON CO NEW	2,772	3,741
55	RIO TINTO PLC SPON ADR	2,395	3,195
460	STAPLES INC	6,975	5,244
130	TEVA PHARMACEUTICALS IND LTD	5,717	4,854
50	VALERO ENERGY CORP	983	1,706
70	VODAFONE GROUP PLC NEW SPON ADR	1,888	1,763
65	WAL MART STORES INC	3,261	4,435
450	WESTERN UNION CO	6,938	6,125
100	XL GROUP PLC SHS	5,696	2,506
800	ABBOTT LABS	39,856	52,400
2,200	ALTRIA GROUP INC	24,756	69,168
404	APPLE INC	95,404	214,997
325	ARCOS DORADOS HOLDINGS INC	7,860	3,887
500	AUTOMATIC DATA PROCESSING	21,421	28,465
250	BLACKROCK INC	16,873	20,671
250	CATERPILLAR INC	18,906	22,402
900	CHEVRON CORP	44,323	97,326
4,200	COCA COLA CO COM	104,380	152,250
750	CONOCOPHILLIPS	28,216	43,493
100	DIAGEO PLC NEW GB SPON ADR	11,419	11,658
1,940	EXXON MOBIL CO	78,975	167,907
175	FRANKLIN RESOURCES INC	17,510	21,998
800	FREEPORT-MCMORAN COPPER & GOLD INC	41,035	27,360
850	GENL ELECTRIC CO	29,297	17,842
700	INTEL CORP	28,921	14,434
300	INTL BUSINESS MACH	54,612	57,465
1,400	JOHNSON & JOHNSON COM	75,400	98,140
550	JPMORGAN CHASE & CO	46,706	53,862
1,290	MCDONALDS CORP	68,029	113,791
700	MERCK & CO	44,177	28,658
1,000	NESTLE S A SPONSORED ADR REPSTG	57,275	65,170
200	NOVO NORDISK ADR ADENMARK ADR	23,581	32,642
1,198	OCCIDENTAL PETROLEUM CORP	97,835	91,779
500	PEPSICO INC	24,782	34,215
2,300	PHILIP MORRIS INTL INC	58,973	192,372

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
375	PHILLIPS 66	8,897	19,913
1,212	PRAXAIR INC	87,093	132,653
1,250	PROCTOR & GAMBLE CO	55,000	84,863
500	RIO TINTO PLC SPON ADR	34,624	29,045
600	ROCHE HLDG LTD SPONS ADR SWITZ	26,514	30,300
700	ROYAL DUTCH SHELL PLC CL A SPON ADR	46,269	48,265
275	SABMILLER PLC SPON ADR	11,756	12,867
775	TARGET CORP	31,713	45,857
900	TEXAS INSTRUMENTS	30,142	27,801
150	TIME WARNER CABLE INC	9,307	14,579
700	TOTAL S.A. FRANCE SPON ADR	44,483	36,407
200	UNTD TECHNOLOGIES CORP	26,022	28,704
500	WAL MART STORES INC	40,488	47,761
900	WALGREEN CO	32,071	33,309
500	WALT DISNEY CO (HOLDING CO)	16,980	24,895
200	ABBOTT LABS	9,096	13,100
850	ALTRIA GROUP INC	8,046	26,724
125	AMER EXPRESS CO	6,908	7,185
127	APPLE INC	28,933	67,586
100	ARCOS DORADOS HOLDINGS INC	2,422	1,196
150	AUTOMATIC DATA PROCESSING	6,166	8,540
15	BLACKROCK INC	2,319	3,101
100	CATERPILAR INC	5,997	8,961
175	CHEVRON CORP	8,437	18,925
1,200	COCA COLA CO COM	39,140	43,500
200	CONOCOPHILLIPS	10,137	11,598
60	DIAGEO PLC NEW GB SPON ADR	6,904	6,995
550	EXXON MOBIL CO	23,754	47,603
50	FRANKLIN RESOURCES INC	5,007	6,285
150	FREEPORT-MCMORAN COPPER & GOLD INC	7,056	5,130
200	GENL ELECTRIC CO	7,271	4,198
135	HSBC HOLDINGS PLC NEW GB SPON ADR	2,496	7,164
225	INTEL CORP	7,384	4,640
310	JOHNSON & JOHNSON COM	14,066	21,731
200	JPMORGAN CHASE & CO	10,700	8,794
150	LAUDER ESTEE COS CL A	2,486	8,979
465	MCDONALDS CORP	26,900	41,018

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
150	MERCK & CO	12,170	6,141
300	NESTLE S A SPONSORED ADR REPSTG	18,990	19,551
370	NEWS CORP INC DELA CL A	4,865	9,439
353	OCCIDENTAL PETROLEUM CORP	33,310	27,043
200	PEPSICO INC	7,737	13,686
600	PHILIP MORRIS INTL INC	12,934	50,184
50	PHILLIPS 66	1,440	2,655
357	PRAXAIR INC	26,142	39,074
450	PROCTOR & GAMBLE CO	21,672	30,551
100	RIO TINTO PLC SPON ADR	6,963	5,809
150	ROYAL DUTCH SHELL PLC CL A SPON ADR	7,719	10,343
150	SABMILLER PLC SPON ADR	6,418	7,019
225	TARGET CORP	9,372	13,313
350	TEXAS INSTRUMENTS	11,299	10,812
100	TIME WARNER CABLE INC	6,021	9,719
200	TOTAL S.A. FRANCE SPON ADR	11,123	10,402
100	UNTD TECHNOLOGIES CORP	7,457	8,201
300	WALGREEN CO	8,920	11,103
80	XILINX INC	2,676	2,869
737	ABB LTD SPON ADR	13,474	15,322
254	AMCOR LTD ADR NEW AU ADR	5,286	8,585
349	ASTELLAS PHARMA INC	11,978	15,653
1,006	BANCO SANTANDER S.A. SPON ADR	10,083	8,219
622	BG GROUP PLC SPON ADR	6,979	10,394
457	BP PLC SPON ADR	28,912	19,029
604	CANON INC ADR JAPAN	21,982	23,683
3,414	CARREFOUR SA ADR	21,426	17,582
1,441	DEUTSCHE TELEKOM AG DE SPON	25,645	16,373
308	ENI SPA IT SPON ADR	13,429	15,135
1,429	FRANCE TELECOM SA SPON ADR	27,809	15,790
311	GDF SUEZ SPON ADR	10,696	6,543
457	GLAXO SMITHKLINE PLC ADR	23,254	19,866
915	IBERDROLA SA SPON ADR	23,535	19,508
655	KAO CORP REPSTG 10 SHS COM SPON ADR	17,280	17,010
1,219	KONINKLIJKE AHOLD NV NEW 2007	15,679	16,578
231	NATIONAL GRID PLC NEW SPON ADR	11,797	13,269
474	NOVARTIS AG SPON ADR	25,908	30,004

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
481	QBE INS GROUP LTD SPON ADR	5,978	5,498
475	REED EKSEVIER NV REPSTG 2 ORD SHS SPON ADR	15,311	14,051
197	ROYAL DUTCH SHELL PLC CL A SPON ADR	13,703	13,583
492	RWE AG ADR	25,479	20,487
538	SANOFI SPON ADR	18,146	25,490
316	SEVEN & I HLDGS CO LTD ADR	14,645	17,807
446	SINGAPORE TELECOM LTD NEW 2006 SPON ADR	8,070	12,149
997	SOCIETE GENERALE FRANCE SPONS ADR	21,433	7,797
925	TAIWAN SEMICONDUCTOR MGF CO	10,536	15,873
875	TAKEDA PHARMACEUTICAL CO	21,463	19,425
1,336	TELEFONICA S A SPON ADR	21,477	18,023
1,295	TESCO PLC SPONS ADR	24,144	21,471
318	TEVA PHARMACEUTICALS IND LTD	14,682	11,874
682	TOKIO MARINE HOLDINGS INC SPON ADR	21,818	18,987
784	TOKYO ELECTRON LTD ADR	9,631	8,930
447	TOTAL S.A. FRANCE SPON ADR	27,929	23,248
168	TOYOTA MOTOR CORP NEW JAPAN	12,520	15,666
632	UNILEVER PLC AMER SHS NEW SPON ADR	14,821	24,471
357	UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE	6,568	11,727
1,318	VINCI SA ADR	15,836	15,816
612	VODAFONE GROUP PLC NEW SPON ADR	13,513	15,416
514	ZURICH FINANCIAL SVCS SPON ADR	11,212	13,775
205	ABB LTD SPON ADR	3,748	4,262
71	AMCOR LTD ADR NEW AU ADR	1,478	2,400
97	ASTELLAS PHARMA INC	3,339	4,350
280	BANCO SANTANDER S.A. SPON ADR	2,811	2,288
171	BG GROUP PLC SPON ADR	1,377	2,857
129	BP PLC SPON ADR	8,226	5,372
168	CANON INC ADR JAPAN	5,843	6,587
963	CARREFOUR SA ADR	6,080	4,959
384	DEUTSCHE TELEKOM AG DE SPON	6,842	4,363
319	ENI SPA IT SPON ADR	3,741	4,226
397	FRANCE TELECOM SA SPON ADR	7,707	4,387
86	GDF SUEZ SPON ADR	2,962	1,809
127	GLAXO SMITHKLINE PLC ADR	6,555	5,521
259	IBERDROLA SA SPON ADR	6,770	5,522
191	KAO CORP REPSTG 10 SHS COM SPON ADR	5,147	4,960

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
340	KONINKLIJKE AHOLD NV NEW 2007	4,354	4,624
64	NATIONAL GRID PLC NEW SPON ADR	3,267	3,676
135	NOVARTIS AG SPON ADR	7,361	8,546
134	QBE INS GROUP LTD SPON ADR	1,635	1,532
135	REED ELSEVIER NV REPSTG 2 ORD SHS SPON ADR	4,351	3,993
55	ROYAL DUTCH SHELL PLC CL A SPON ADR	3,815	3,792
139	RWE AG ADR	7,251	5,788
149	SANOFI-AVENTIS SA SPON ADR	5,007	7,060
88	SEVEN & I HLDGS CO LTD ADR	4,068	4,959
124	SINGAPORE TELECOM LTD NEW 2006 SPON ADR	2,227	3,378
277	SOCIETE GENERALE FRANCE SPONS ADR	5,997	2,166
257	TAIWAN SEMICONDUCTOR MGF CO	2,883	4,410
248	TAKEDA PHARMACEUTICAL CO	6,079	5,506
371	TELEFONICA S A SPON ADR	5,945	5,005
361	TESCO PLC SPONS ADR	6,921	5,985
89	TEVA PHARMACEUTICALS IND LTD	4,107	3,323
193	TOKIO MARINE HOLDINGS INC SPON ADR	6,389	5,373
216	TOKYO ELECTRON LTD ADR	2,655	2,460
113	TOTAL S A. FRANCE SPON ADR	7,134	5,877
50	TOYOTA MOTOR CORP NEW JAPAN	3,726	4,663
161	UNILEVER PLC AMER SHS NEW SPON ADR	3,733	6,234
100	UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE	1,822	3,285
366	VINCI SA ADR	4,410	4,392
166	VODAFONE GROUP PLC NEW SPON ADR	3,476	3,955
143	ZURICH FINANCIAL SVCS SPON ADR	3,113	3,832
3,037	ALTERA CORP	106,391	104,442
1,070	AMER EXPRESS CO	60,627	61,504
728	BECTON DICKINSON & CO	56,810	56,922
3,652	BG GROUP PLC SPON ADR	76,248	61,025
197	BLACKROCK INC	35,945	40,722
611	BORG WARNER INC	37,801	43,760
956	CAMERON INTL CORP	48,775	53,976
780	CIMAREX ENERGY CO	46,899	45,029
712	CME GROUP INC	40,327	36,077
990	COVIDIEN PLC	56,040	57,163
1,698	DANAHER CORP	88,756	94,918
570	ECOLAB INC	35,997	40,983

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
105	GOOGLE INC CL A	77,913	74,275
184	GRAINGER W W INC	37,152	37,236
1,595	HERMAN MILLER INC	30,507	34,229
564	HUNT J B TRANS SVCS INC	29,479	33,676
498	INTERCONTINENTALEXCHANGE INC	65,894	61,657
62	MASTERCARD INC CL A	28,205	30,459
621	MC CORMICK & CO NV	39,320	39,452
2,198	NATL INSTRUMENTS CORP	57,168	56,730
1,818	NEWELL RUBBERMAID INC	39,743	40,487
567	NOBLE ENERGY INC	52,178	57,687
636	NOVOZYMES A/S ADR	18,024	17,999
647	O'REILLY AUTOMOTIVE INC	53,260	57,855
868	PALL CORP	54,487	52,306
344	PRAXAIR INC	36,983	37,651
1,023	PROCTER & GAMBLE CO	70,154	69,451
3,753	PROGRESSIVE CORP OHIO	77,677	79,188
1,203	ROCHE HLDG LTD SPONS ADR SWITZ	56,614	60,752
1,061	SCRIPPS NETWORKS INTERACT INC	60,558	61,453
603	SMUCKER J M CO NEW	51,309	52,003
665	TARGET CORP	43,364	39,348
3,287	TEXAS INSTRUMENTS	94,474	101,535
2,009	UNILEVER NV N Y SHS NEW NETHERLANDS SPON	70,715	76,945
1,586	Lazard LTD CL A MLP	47,528	47,326
660	3M CO	60,178	61,281
789	ALTERA CORP	27,679	27,134
278	AMER EXPRESS CO	15,711	15,979
189	BECTON DICKINSON & CO	14,712	14,778
948	BG GROUP PLC SPON ADR	19,858	15,841
50	BLACKROCK INC	9,143	10,336
159	BORG WARNER INC	9,837	11,388
248	CAMERON INTL CORP	12,653	14,002
202	CIMAREX ENERGY CO	12,144	11,661
185	CME GROUP INC	10,449	9,374
257	COVIDIEN PLC	14,405	14,839
441	DANAHER CORP	22,869	24,652
148	ECOLAB INC	9,316	10,641
27	GOOGLE INC CL A	19,897	19,099

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
48	GRAINGER W W INC	9,676	9,714
414	HERMAN MILLER INC	7,913	8,884
146	HUNT J B TRANS SVCS INC	7,648	8,718
130	INTERCONTINENTALEXCHANGE INC	17,194	16,095
16	MASTERCARD INC CL A	7,279	7,860
161	MC CORMICK & CO NV	10,194	10,228
571	NATL INSTRUMENTS CORP	14,844	14,738
472	NEWELL RUBBERMAID INC	10,319	10,511
147	NOBLE ENERGY INC	13,512	14,956
165	NOVOZYMES A/S ADR	4,691	4,670
168	O'REILLY AUTOMOTIVE INC	13,827	15,023
225	PALL CORP	14,050	13,559
89	PRAXAIR INC	9,573	9,741
266	PROCTER & GAMBLE CO	18,207	18,059
975	PROGRESSIVE CORP OHIO	20,121	20,573
312	ROCHE HLDG LTD SPONS ADR SWITZ	14,597	15,756
275	SCRIPPS NETWORKS INTERACT INC	15,497	15,928
157	SMUCKER J M CO NEW	13,275	13,540
174	TARGET CORP	11,284	10,296
854	TEXAS INSTRUMENTS	24,591	26,380
522	UNILEVER NV NY SHS NEW NETHERLANDS SPON ADR	18,327	19,993
412	LIZARD LTD CL A MLP	12,319	12,294
171	3M CO	15,518	15,877
1,677	ADOBE SYSTEMS INC (DELAWARE)	49,853	63,189
732	AMGEN INC	41,852	63,098
1,795	AUTODESK INC	57,506	63,453
1,142	BED BATH & BEYOND INC	59,061	63,849
805	CELGENE CORP	48,082	63,168
1,107	COACH INC	65,353	61,450
644	COSTCO WHOLESALE CORP	47,629	63,582
887	CROWN CASTLE INTL GROUP	56,268	64,006
2,487	EMC CORP MASS	62,646	62,921
3,076	INTEL CORP	68,880	63,427
329	INTL BUSINESS MACH	50,123	63,020
1,062	LAUDER ESTEE COS CL A	63,263	63,571
1,811	LOWES COMPANIES INC	45,557	64,327
1,220	NIKE INC CL B	53,637	62,952

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
1,225	NORDSTROM INC	54,960	65,538
1,883	ORACLE CORP	53,373	62,742
1,020	QUALCOMM INC	53,040	63,096
1,063	TARGET CORP	58,496	62,898
1,272	WALT DISNEY CO (HOLDING CO)	63,787	63,333
699	WHOLE FOODS MARKET INC	44,740	63,721
4,710	ADOBE SYSTEMS INC (DELAWARE)	139,827	177,473
2,055	AMGEN INC	121,138	177,141
5,041	AUTODESK INC	161,076	178,199
3,206	BED BATH & BEYOND INC	169,027	179,247
2,262	CELGENE CORP	137,223	177,499
3,109	COACH INC	183,965	172,581
1,808	COSTCO WHOLESALE CORP	136,125	178,504
2,493	CROWN CASTLE INTL GROUP	158,143	179,895
6,985	EMC CORP MASS	175,062	176,721
8,639	INTEL CORP	192,464	178,136
924	INTL BUSINESS MACH	144,318	176,992
2,983	LAUDER ESTEE COS CL A	177,697	178,562
5,087	LOWES COMPANIES INC	128,258	180,690
3,426	NIKE INC CL B	154,101	176,782
3,447	NORDSTROM INC	155,041	184,094
5,288	ORACLE CORP	151,374	176,196
2,864	QUALCOMM INC	151,179	177,164
2,987	TARGET CORP	164,330	176,741
3,573	WALT DISNEY CO (HOLDING CO)	179,175	177,900
1,964	WHOLE FOODS MARKET INC	126,569	179,038
1,100	ALLIANZ SE ADR	12,190	15,202
420	AXA ADR	6,785	7,652
160	BASF SE SPON ADR	10,148	15,200
470	BHP BILLITON LTD SPON ADR	31,351	36,857
180	BRITISH AMER TOBACCO PLC GB SPON ADR	14,356	18,225
200	BROOKFIELD ASSET MGMT INC LTD VTG SHS CL A	5,453	7,330
280	CANADIAN PAC RAILWAY LTD CAD	18,290	28,454
750	CANADIAN NAT RESOURCES LTD CAD	26,774	21,653
255	CDN NATL RAILWAY CO CAD	18,402	23,208
60	CORE LABORATORIES N V EUR	5,318	6,559
165	DIAGEO PLC NEW GB SPON ADR	12,603	19,236

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
209	EATON CORP	16,257	16,742
220	ENSIGN ENERGY SERVICES INC CAD	2,891	3,399
60	FINNING INTL CAD	1,563	1,474
370	INGERSOLL RAND CO CL A	15,104	17,745
550	MANULIFE FINANCIAL CORP CAD	7,878	7,475
2,160	NABORS INDUSTRIES LTD NEW	35,041	31,212
420	NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ	21,836	27,371
910	NOBLE CORP CHF	31,689	31,686
220	NOVARTIS AG SPON ADR	11,336	13,926
100	PARTNERRE LTD ORD	7,589	8,049
700	POTASH CORP SASK INC CANADA CAD	26,680	28,483
670	RIO TINTO PLC SPON ADR	31,126	38,920
460	SCHLUMBERGER LTD NETHERLANDS ANTILLES	31,307	31,877
1,000	SUNCOR ENERGY INC NEW CAD	31,405	32,980
500	TALISMAN ENERGY INC CAD	7,241	5,665
185	TECK RESOURCES LTD CL B ORD CAD	6,640	6,725
670	TENARIS SA ADS	26,302	28,086
710	TRANSOCEAN LTD CHF	38,652	31,709
440	UNILEVER NV NY SHS NEW NETHERLANDS SPON ADR	13,555	16,852
1,450	VALE SA-SP SPON ADR	31,108	30,392
2,630	WEATHERFORD INTL LTD CHF	36,181	29,430
30	YARA INTL ASA SPON ADR	1,034	1,492
300	ALLIANZ SE ADR	3,256	4,146
120	AXA ADR	1,942	2,186
40	BASF SE SPON ADR	2,537	3,800
130	BHP BILLITON LTD SPON ADR	8,636	10,195
50	BRITISH AMER TOBACCO PLC GB SPON ADR	3,895	5,063
60	BROOKFIELD ASSET MGMT INC LTD VTG SHS CL A	1,636	2,199
80	CANADIAN PAC RAILWAY LTD CAD	5,132	8,130
210	CANADIAN NAT RESOURCES LTD CAD	6,996	6,063
70	CDN NATL RAILWAY CO CAD	4,753	6,371
15	CORE LABORATORIES N V EUR	1,052	1,640
45	DIAGEO PLC NEW GB SPON ADR	3,397	5,246
88	EATON CORP	4,634	4,768
70	ENSIGN ENERGY SERVICES INC CAD	913	1,081
20	FINNING INTL CAD	520	491
100	INGERSOLL RAND CO CL A	3,981	4,796

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SHARES OR PAR VALUE	DESCRIPTION	BOOK VALUE	MARKET VALUE
150	MANULIFE FINANCIAL CORP CAD	2,179	2,039
600	NABORS INDUSTRIES LTD NEW	9,871	8,670
115	NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ	5,795	7,495
255	NOBLE CORP CHF	8,818	8,879
60	NOVARTIS AG SPON ADR	2,957	3,798
25	PARTNERRE LTD ORD	1,910	2,012
190	POTASH CORP SASK INC CANADA CAD	6,960	7,731
190	RIO TINTO PLC SPON ADR	8,776	11,037
125	SCHLUMBERGER LTD NETHERLANDS ANTILLES	8,385	8,662
275	SUNCOR ENERGY INC NEW CAD	8,553	9,070
150	TALISMAN ENERGY INC CAD	2,251	1,700
50	TECK RESOURCES LTD CL B ORD CAD	1,795	1,818
190	TENARIS SA ADS	7,387	7,965
200	TRANSOCEAN LTD CHF	11,122	8,932
120	UNILEVER NV NY SHS NEW NETHERLANDS SPON ADR	3,579	4,596
410	VALE SA-SP SPON ADR	8,975	8,594
740	WEATHERFORD INTL LTD CHF	10,295	8,281
10	YARA INTL ASA SPON ADR	314	497
4,450	SPDR S&P 500 ETF TR	498,472	633,725
6,870	SPDR S&P 500 ETF TR	1,004,937	978,357
	LESS. UNSETTLED TRANSACTIONS	<u>24,512,782</u>	<u>24,834,237</u>
TOTAL INVESTMENTS - COMMON STOCK			

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796	BLACKSTONE MINERALS COMPANY LP	71,035	1,927,069
57,630	BLACKSTONE NATURAL RESOURCES, LLC	101,735	119,465
126	FOSTER FARMS, INC.	8,820	8,820
3,722	H KEMPNER CBI	461,170	1,320,222
3,723	KEMPNER SECURITIES LP	6,334,419	5,615,540
3,723	GALVESTON FINALE LP	141,781	300,594
3,601		<u>7,118,960</u>	<u>9,291,710</u>

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
63	BAIDU INC ADS REPSNTG CL A	P		11/06/09	01/05/12	7,629.15	2,538.29	5,090.86
202	BAIDU INC ADS REPSNTG CL A	P		11/06/09	01/05/12	24,461.73	8,138.65	16,323.08
129	BAIDU INC ADS REPSNTG CL A	P		10/08/10	01/05/12	15,621.60	12,802.11	2,819.49
38	BAIDU INC ADS REPSNTG CL A	P		10/08/10	01/05/12	4,601.71	3,771.17	830.54
5	BAIDU INC ADS REPSNTG CL A	P		12/20/10	01/05/12	605.49	494.4	111.09
38	BAIDU INC ADS REPSNTG CL A	P		12/20/10	01/05/12	4,601.71	3,757.44	844.27
406	COACH INC	P		05/12/10	01/05/12	24,904.05	16,970.68	7,933.37
136	COACH INC	P		05/12/10	01/05/12	8,342.23	5,684.75	2,657.48
57	COACH INC	P		12/14/10	01/05/12	3,496.38	3,286.53	209.85
16	CUMMINS INC	P		08/12/10	01/05/12	1,484.61	1,251.86	232.75
51	CUMMINS INC	P		08/12/10	01/05/12	4,732.20	3,990.30	741.90
110	CUMMINS INC	P		08/13/10	01/05/12	10,206.70	8,586.38	1,620.32
33	CUMMINS INC	P		08/13/10	01/05/12	3,062.01	2,575.91	486.10
54	CUMMINS INC	P		09/23/10	01/05/12	5,010.56	4,824.42	186.14
182	CUMMINS INC	P		09/23/10	01/05/12	16,887.45	16,260.08	627.37
21	CUMMINS INC	P		12/20/10	01/05/12	1,948.55	2,293.03	(344.48)
3	CUMMINS INC	P		12/20/10	01/05/12	278.37	327.58	(49.21)
15	JOHNSON CONTROLS INC	P		11/08/10	01/05/12	487.54	562.31	(74.77)
21	JOHNSON CONTROLS INC	P		11/08/10	01/05/12	682.55	787.23	(104.68)
16	LAUDER ESTEE COS CL A	P		08/12/10	01/05/12	1,798.52	922.94	875.58
45	LAUDER ESTEE COS CL A	P		08/12/10	01/05/12	5,058.35	2,595.74	2,462.61
360	LAUDER ESTEE COS CL A	P		09/23/10	01/05/12	40,466.82	21,679.49	18,787.33
106	LAUDER ESTEE COS CL A	P		09/23/10	01/05/12	11,915.23	6,383.40	5,531.83
3	LAUDER ESTEE COS CL A	P		12/20/10	01/05/12	337.23	237.18	100.05
26	LAUDER ESTEE COS CL A	P		12/20/10	01/05/12	2,922.60	2,055.56	867.04
77	MEAD JOHNSON NUTRITION CO	P		09/30/10	01/05/12	5,455.34	4,392.04	1,063.30
256	MEAD JOHNSON NUTRITION CO	P		09/30/10	01/05/12	18,137.25	14,602.12	3,535.13
16	MEAD JOHNSON NUTRITION CO	P		12/20/10	01/05/12	1,133.58	1,004.64	128.94
2	MEAD JOHNSON NUTRITION CO	P		12/20/10	01/05/12	141.70	125.58	16.12
52	MONSANTO CO NEW	P		09/23/10	01/05/12	3,899.92	2,799.76	1,100.16
150	MONSANTO CO NEW	P		09/23/10	01/05/12	11,249.78	8,076.22	3,173.56
223	MONSANTO CO NEW	P		09/28/10	01/05/12	16,724.68	10,737.63	5,987.05
67	MONSANTO CO NEW	P		09/28/10	01/05/12	5,024.91	3,226.10	1,798.81
65	MONSANTO CO NEW	P		10/01/10	01/05/12	4,874.90	3,126.60	1,748.30
220	MONSANTO CO NEW	P		10/01/10	01/05/12	16,499.68	10,582.35	5,917.33
73	MONSANTO CO NEW	P		10/05/10	01/05/12	5,474.90	3,561.11	1,913.79
10	MONSANTO CO NEW	P		10/06/10	01/05/12	749.98	492.73	257.25
281	MONSANTO CO NEW	P		10/06/10	01/05/12	21,074.60	13,845.60	7,229.00
80	MONSANTO CO NEW	P		12/20/10	01/05/12	5,999.88	5,196.67	803.21
10	MONSANTO CO NEW	P		12/20/10	01/05/12	749.99	649.58	100.41
17	NIKE INC CL B	P		12/08/08	01/05/12	1,662.97	962.71	700.26
29	NIKE INC CL B	P		12/08/08	01/05/12	2,836.83	1,642.27	1,194.56
240	NIKE INC CL B	P		12/09/08	01/05/12	23,477.18	12,914.66	10,562.52
70	NIKE INC CL B	P		12/09/08	01/05/12	6,847.51	3,766.78	3,080.73
9	NIKE INC CL B	P		03/27/09	01/05/12	880.39	421.29	459.10
32	NIKE INC CL B	P		03/27/09	01/05/12	3,130.30	1,497.90	1,632.40

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation			GROSS	COST	GAIN
		DATE ACQUIRED	DATE SOLD	SALES	OR OTHER	OR	
				PRICE	BASIS	(LOSS)	
8	NIKE INC CL B	P	10/27/09	01/05/12	782.58	510.58	272.00
27	NIKE INC CL B	P	10/27/09	01/05/12	2,641.18	1,723.21	917.97
49	NIKE INC CL B	P	02/03/10	01/05/12	4,793.26	3,132.75	1,660.51
168	NIKE INC CL B	P	02/03/10	01/05/12	16,434.03	10,740.86	5,693.17
120	NIKE INC CL B	P	02/04/10	01/05/12	11,738.59	7,480.18	4,258.41
35	NIKE INC CL B	P	02/04/10	01/05/12	3,423.75	2,181.72	1,242.03
35	NIKE INC CL B	P	05/12/10	01/05/12	3,423.76	2,688.54	735.22
141	NIKE INC CL B	P	05/12/10	01/05/12	13,792.85	10,830.95	2,961.90
32	PRECISION CASTPARTS CORP	P	10/22/10	01/05/12	5,383.57	4,484.21	899.36
101	PRECISION CASTPARTS CORP	P	10/22/10	01/05/12	16,991.91	14,153.29	2,838.62
109	PRECISION CASTPARTS CORP	P	11/12/10	01/05/12	18,337.81	14,555.38	3,782.43
32	PRECISION CASTPARTS CORP	P	11/12/10	01/05/12	5,383.58	4,273.14	1,110.44
1	PRECISION CASTPARTS CORP	P	11/26/10	01/05/12	168.23	138.78	29.45
15	PRECISION CASTPARTS CORP	P	12/20/10	01/05/12	2,523.55	2,117.10	406.45
2	PRECISION CASTPARTS CORP	P	12/20/10	01/05/12	336.47	282.28	54.19
8	PRICELINE.COM INC NEW	P	04/27/10	01/05/12	3,832.57	2,110.16	1,722.41
30	PRICELINE.COM INC NEW	P	04/27/10	01/05/12	14,372.12	7,913.10	6,459.02
28	PRICELINE.COM INC NEW	P	05/11/10	01/05/12	13,413.98	6,157.70	7,256.28
9	PRICELINE.COM INC NEW	P	05/11/10	01/05/12	4,311.63	1,979.26	2,332.37
14	PRICELINE.COM INC NEW	P	07/21/10	01/05/12	6,706.99	3,104.78	3,602.21
47	PRICELINE.COM INC NEW	P	07/21/10	01/05/12	22,516.33	10,423.19	12,093.14
1	PRICELINE.COM INC NEW	P	10/26/10	01/05/12	479.07	372.81	106.26
1	PRICELINE.COM INC NEW	P	10/26/10	01/05/12	479.07	372.81	106.26
1	PRICELINE.COM INC NEW	P	12/20/10	01/05/12	479.07	405.6	73.47
8	PRICELINE.COM INC NEW	P	12/20/10	01/05/12	3,832.57	3,244.80	587.77
200	QUALCOMM INC	P	05/12/10	01/05/12	11,150.02	7,640.78	3,509.24
551	QUALCOMM INC	P	05/12/10	01/05/12	30,718.32	21,050.35	9,667.97
129	QUALCOMM INC	P	12/14/10	01/05/12	7,191.77	6,369.38	822.39
86	STARBUCKS CORP	P	12/07/10	01/05/12	3,972.26	2,834.82	1,137.44
279	STARBUCKS CORP	P	12/07/10	01/05/12	12,886.76	9,196.70	3,690.06
21	STARBUCKS CORP	P	12/20/10	01/05/12	969.97	694.26	275.71
3	STARBUCKS CORP	P	12/20/10	01/05/12	138.57	99.18	39.39
36	STARWOOD HOTELS & RESORTS INC	P	10/20/08	01/05/12	1,761.81	749.04	1,012.77
9	STARWOOD HOTELS & RESORTS INC	P	10/20/08	01/05/12	440.45	187.26	253.19
89	STARWOOD HOTELS & RESORTS INC	P	10/21/08	01/05/12	4,355.58	1,910.57	2,445.01
286	STARWOOD HOTELS & RESORTS INC	P	10/21/08	01/05/12	13,996.56	6,139.59	7,856.97
70	STARWOOD HOTELS & RESORTS INC	P	11/05/08	01/05/12	3,425.73	1,458.73	1,967.00
20	STARWOOD HOTELS & RESORTS INC	P	11/05/08	01/05/12	978.78	412.4	566.38
3	STARWOOD HOTELS & RESORTS INC	P	10/27/09	01/05/12	146.81	94.95	51.86
10	STARWOOD HOTELS & RESORTS INC	P	10/27/09	01/05/12	489.39	316.5	172.89
25	STARWOOD HOTELS & RESORTS INC	P	12/20/10	01/05/12	1,223.48	1,526.95	(303.47)
3	STARWOOD HOTELS & RESORTS INC	P	12/20/10	01/05/12	146.82	183.23	(36.41)
14	TIFFANY & CO NEW	P	07/27/10	01/05/12	926.50	586.69	339.81
22	TIFFANY & CO NEW	P	07/27/10	01/05/12	1,455.93	921.94	533.99
43	TIFFANY & CO NEW	P	12/20/10	01/05/12	2,845.69	2,808.76	36.93
5	TIFFANY & CO NEW	P	12/20/10	01/05/12	330.89	326.6	4.29

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
594	TJX COS INC NEW	P	06/18/10	01/05/12	37,961.81	27,545.50	10,416.31	
181	TJX COS INC NEW	P	06/18/10	01/05/12	11,567.49	8,393.49	3,174.00	
89	TJX COS INC NEW	P	12/02/10	01/05/12	5,687.87	3,962.93	1,724.94	
298	TJX COS INC NEW	P	12/02/10	01/05/12	19,044.81	13,269.14	5,775.67	
62	TJX COS INC NEW	P	12/20/10	01/05/12	3,962.35	2,724.28	1,238.07	
7	TJX COS INC NEW	P	12/20/10	01/05/12	447.37	307.58	139.79	
403	UNION PACIFIC CORP	P	11/05/08	01/05/12	43,519.13	26,423.94	17,095.19	
127	UNION PACIFIC CORP	P	11/05/08	01/05/12	13,714.47	8,326.17	5,388.30	
4	UNION PACIFIC CORP	P	10/27/09	01/05/12	431.95	221.72	210.23	
14	UNION PACIFIC CORP	P	10/27/09	01/05/12	1,511.83	776.02	735.81	
28	UNION PACIFIC CORP	P	04/27/10	01/05/12	3,023.66	2,146.03	877.63	
9	UNION PACIFIC CORP	P	04/27/10	01/05/12	971.89	689.8	282.09	
9	UNION PACIFIC CORP	P	12/20/10	01/05/12	971.89	819.47	152.42	
68	UNION PACIFIC CORP	P	12/20/10	01/05/12	7,343.18	6,191.54	1,151.64	
124	US BANCORP DEL (NEW)	P	07/09/10	01/05/12	3,402.49	2,934.99	467.50	
63	US BANCORP DEL (NEW)	P	07/09/10	01/05/12	1,728.69	1,491.17	237.52	
205	US BANCORP DEL (NEW)	P	10/20/10	01/05/12	5,625.09	4,684.64	940.45	
683	US BANCORP DEL (NEW)	P	10/20/10	01/05/12	18,741.16	15,607.85	3,133.31	
529	US BANCORP DEL (NEW)	P	12/10/10	01/05/12	14,515.48	13,946.50	568.98	
152	US BANCORP DEL (NEW)	P	12/15/10	01/05/12	4,170.80	3,918.56	252.24	
27	US BANCORP DEL (NEW)	P	12/20/10	01/05/12	740.86	707.36	33.50	
202	US BANCORP DEL (NEW)	P	12/20/10	01/05/12	5,542.78	5,292.08	250.70	
4	WELLS FARGO & CO NEW 8.000% PREFERRED	P	02/25/09	01/05/12	114.44	61	53.44	
1	WELLS FARGO & CO NEW 8.000% PREFERRED	P	03/27/09	01/05/12	28.61	15.77	12.84	
116	WELLS FARGO & CO NEW 8.000% PREFERRED	P	04/30/09	01/05/12	3,318.69	2,157.83	1,160.86	
393	WELLS FARGO & CO NEW 8.000% PREFERRED	P	04/30/09	01/05/12	11,243.51	7,310.59	3,932.92	
138	WELLS FARGO & CO NEW 8.000% PREFERRED	P	08/28/09	01/05/12	3,948.10	3,381.18	566.92	
40	WELLS FARGO & CO NEW 8.000% PREFERRED	P	08/28/09	01/05/12	1,144.37	980.05	164.32	
1	WELLS FARGO & CO NEW 8.000% PREFERRED	P	10/27/09	01/05/12	28.61	24.93	3.68	
4	WELLS FARGO & CO NEW 8.000% PREFERRED	P	10/27/09	01/05/12	114.44	99.72	14.72	
34	WELLS FARGO & CO NEW 8.000% PREFERRED	P	12/20/10	01/05/12	972.72	921.74	50.98	
4	WELLS FARGO & CO NEW 8.000% PREFERRED	P	12/20/10	01/05/12	114.44	108.44	6.00	
16	WYNN RESORTS LTD	P	07/14/10	01/05/12	1,783.00	1,321.00	462.00	
60	WYNN RESORTS LTD	P	07/14/10	01/05/12	6,686.27	4,953.75	1,732.52	
3	WYNN RESORTS LTD	P	07/27/10	01/05/12	334.31	262.35	71.96	
1	WYNN RESORTS LTD	P	07/27/10	01/05/12	111.44	87.45	23.99	
30	WYNN RESORTS LTD	P	07/30/10	01/05/12	3,343.14	2,613.48	729.66	
99	WYNN RESORTS LTD	P	07/30/10	01/05/12	11,032.35	8,624.48	2,407.87	
10	WYNN RESORTS LTD	P	12/20/10	01/05/12	1,114.38	1,061.39	52.99	
2	WYNN RESORTS LTD	P	12/20/10	01/05/12	222.87	212.28	10.59	
64	YUM! BRANDS INC	P	09/03/10	01/05/12	3,774.65	2,835.05	939.60	
211	YUM! BRANDS INC	P	09/03/10	01/05/12	12,444.54	9,346.79	3,097.75	
207	YUM! BRANDS INC	P	09/14/10	01/05/12	12,208.62	9,517.14	2,691.48	
62	YUM! BRANDS INC	P	09/14/10	01/05/12	3,656.68	2,850.54	806.14	
65	YUM! BRANDS INC	P	10/01/10	01/05/12	3,833.63	3,014.98	818.65	
219	YUM! BRANDS INC	P	10/01/10	01/05/12	12,916.37	10,158.16	2,758.21	

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
40	YUM! BRANDS INC		P	12/20/10	01/05/12	2,359.16	1,988.40	370.76
5	YUM! BRANDS INC		P	12/20/10	01/05/12	294.89	248.55	46.34
2	TELSTRA CORP LTD (FINAL)	ADR	P	02/08/06	01/12/12	33.75	29.82	3.93
14	TELSTRA CORP LTD (FINAL)	ADR	P	02/08/06	01/12/12	236.23	208.7	27.53
9	TELSTRA CORP LTD (FINAL)	ADR	P	02/09/06	01/12/12	151.86	137.06	14.80
139	TELSTRA CORP LTD (FINAL)	ADR	P	04/20/09	01/12/12	2,345.42	1,571.51	773.91
44	TELSTRA CORP LTD (FINAL)	ADR	P	04/20/09	01/12/12	742.43	497.45	244.98
139	DANAHER CORP		P	05/11/10	01/13/12	6,997.14	5,852.95	1,144.19
45	DANAHER CORP		P	05/11/10	01/13/12	2,265.26	1,894.84	370.42
60	DANAHER CORP		P	05/12/10	01/13/12	3,020.35	2,604.41	415.94
196	DANAHER CORP		P	05/12/10	01/13/12	9,866.46	8,507.75	1,358.71
70	DANAHER CORP		P	07/14/10	01/13/12	3,523.74	2,658.30	865.44
7	DANAHER CORP		P	07/14/10	01/13/12	352.37	265.83	86.54
15	HOME DEPOT INC		P	05/16/06	01/17/12	650.23	582.4	67.83
400	HOME DEPOT INC		P	05/16/06	01/17/12	17,475.10	15,488.33	1,986.77
30	HOME DEPOT INC		P	05/16/06	01/17/12	1,305.72	1,162.20	143.52
1500	HOME DEPOT INC		P	05/16/06	01/17/12	65,543.81	58,065.07	7,478.74
100	HOME DEPOT INC		P	07/05/06	01/17/12	4,369.59	3,566.63	802.96
60	HOME DEPOT INC		P	07/05/06	01/17/12	2,621.26	2,140.16	481.10
10	DANAHER CORP		P	07/14/10	01/23/12	516.49	379.76	136.73
3	DANAHER CORP		P	07/14/10	01/23/12	154.94	113.93	41.01
4	KAO CORP REPSTG 10 SHS COM SPON ADR		P	05/23/06	01/27/12	110.20	105.6	4.60
1	KAO CORP REPSTG 10 SHS COM SPON ADR		P	05/23/06	01/30/12	27.64	26.4	1.24
33	KAO CORP REPSTG 10 SHS COM SPON ADR		P	05/24/06	01/30/12	912.24	856.61	55.63
79	KAO CORP REPSTG 10 SHS COM SPON ADR		P	05/24/06	01/30/12	2,183.84	2,050.67	133.17
7000	US TSY INFL PROT BOND 1.375 % DUE 01/15/20		P	01/11/10	01/30/12	8,483.03	7,286.57	1,196.46
22000	US TSY INFL PROT BOND 1 375 % DUE 01/15/20		P	01/11/10	01/30/12	26,672.20	22,899.88	3,772.32
18000	US TSY INFL PROT BOND 1 750 % DUE 01/15/28		P	12/22/09	01/30/12	23,903.74	18,725.35	5,178.39
5000	US TSY INFL PROT BOND 1.750 % DUE 01/15/28		P	12/22/09	01/30/12	6,640.52	5,202.58	1,437.94
6000	US TSY INFL PROT BOND 2 375 % DUE 01/15/25		P	11/24/08	01/30/12	9,333.88	6,419.92	2,913.96
35000	US TSY INFL PROT BOND 2.375 % DUE 01/15/25		P	08/03/09	01/30/12	54,525.54	42,798.50	11,727.04
4000	US TSY INFL PROT NOTE 1 375 % DUE 07/15/18		P	01/20/09	01/30/12	4,829.98	4,014.99	814.99
12000	US TSY INFL PROT NOTE 1 375 % DUE 07/15/18		P	08/03/09	01/30/12	14,489.93	12,236.79	2,253.14
17000	US TSY INFL PROT NOTE 1.375 % DUE 07/15/18		P	08/03/09	01/30/12	20,527.73	17,335.15	3,192.58
4000	US TSY INFL PROT NOTE 1 875 % DUE 07/15/13		P	12/11/08	01/30/12	5,163.65	4,601.35	562.30
11000	US TSY INFL PROT NOTE 1 875 % DUE 07/15/13		P	12/11/08	01/30/12	14,224.47	12,618.91	1,605.56
29000	US TSY INFL PROT NOTE 2 500 % DUE 07/15/16		P	07/13/06	01/30/12	38,055.59	32,346.31	5,709.28
65000	US TSY INFL PROT NOTE 2.625 % DUE 07/15/17		P	11/17/08	01/30/12	85,905.17	68,250.00	17,655.17
11000	US TSY INFL PROT NOTE2 625 % DUE 07/15/17		P	11/17/08	01/30/12	14,512.42	11,550.57	2,961.85
7000	US TSY NOTE 02 125 % DUE 02/15/40		P	02/22/10	01/30/12	10,111.92	7,161.93	2,949.99
28000	US TSY NOTE 02.125 % DUE 02/15/40		P	02/22/10	01/30/12	40,448.78	28,645.75	11,803.03
30000	US TSY NOTE 02.500 % DUE 01/15/29		P	03/10/09	01/30/12	43,085.72	31,534.16	11,551.56
11000	US TSY NOTE 02.500% DUE 01/15/29		P	03/10/09	01/30/12	15,804.19	11,562.76	4,241.43
58	ROYAL DUTCH SHELL PLC CL A SPON ADR		P	07/19/05	02/01/12	4,189.35	3,601.22	588.13
16	ROYAL DUTCH SHELL PLC CL A SPON ADR		P	07/19/05	02/01/12	1,155.68	993.44	162.24
5	HOME DEPOT INC		P	05/16/06	02/14/12	228.64	194.13	34.51

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
1500	HOME DEPOT INC	P	07/05/06	02/14/12	69,113.42	53,499.47	15,613.95
30	HOME DEPOT INC	P	07/05/06	02/14/12	1,377.12	1,071.70	305.42
450	HOME DEPOT INC	P	07/05/06	02/14/12	20,730.35	16,051.22	4,679.13
10	HOME DEPOT INC	P	07/05/06	02/14/12	457.29	357.96	99.33
230	AUTODESK INC	P	05/12/10	02/23/12	8,774.73	7,362.99	1,411.74
200	AUTODESK INC	P	05/12/10	02/23/12	7,630.20	6,402.60	1,227.60
180	AUTODESK INC	P	06/08/10	02/23/12	6,867.18	4,647.56	2,219.62
146	AUTODESK INC	P	12/14/10	02/23/12	5,570.05	5,683.78	(113.73)
10	BASF SE SPON ADR	P	05/17/10	02/23/12	861.38	553.1	308.28
20	BRITISH AMER TOBACCO PLC GB SPON ADR	P	05/17/10	02/23/12	1,972.36	1,191.34	781.02
20	CANADIAN PAC RAILWAY LTD CAD	P	05/17/10	02/23/12	1,484.97	1,118.36	366.61
10	CANADIAN PAC RAILWAY LTD CAD	P	05/17/10	02/23/12	742.48	559.18	183.30
125	COACH INC	P	05/12/10	02/23/12	9,242.91	5,224.97	4,017.94
348	COACH INC	P	12/14/10	02/23/12	25,732.25	20,065.12	5,667.13
5	CORE LABORATORIES N V	P	05/17/10	02/23/12	626.38	350.6	275.78
2	COSTCO WHOLESALE CORP	P	05/12/10	02/23/12	169.11	115.64	53.47
5	DIAGEO PLC NEW GB SPON ADR	P	05/17/10	02/23/12	470.29	318.44	151.85
15	DIAGEO PLC NEW GB SPON ADR	P	05/17/10	02/23/12	1,410.87	955.32	455.55
12	INTL BUSINESS MACH	P	05/12/10	02/23/12	2,372.79	1,557.23	815.56
33	INTL BUSINESS MACH	P	05/12/10	02/23/12	6,525.20	4,282.36	2,242.84
20	NESTLE S A SPONSORED ADR	P	05/17/10	02/23/12	1,226.37	932.6	293.77
10	NESTLE S A SPONSORED ADR	P	05/17/10	02/23/12	613.18	466.3	146.88
7	NIKE INC CL B	P	05/12/10	02/23/12	743.10	537.7	205.40
19	NIKE INC CL B	P	05/12/10	02/23/12	2,017.00	1,459.49	557.51
50	NOBLE CORP CHF	P	05/17/10	02/23/12	1,955.16	1,689.34	265.82
64	QUALCOMM INC	P	05/12/10	02/23/12	4,049.84	2,445.05	1,604.79
177	QUALCOMM INC	P	12/14/10	02/23/12	11,200.35	8,739.37	2,460.98
50	SUNCOR ENERGY INC NEW CAD	P	05/17/10	02/23/12	1,820.16	1,494.84	325.32
39	TARGET CORP	P	05/12/10	02/23/12	2,121.56	2,192.46	(70.90)
117	TARGET CORP	P	05/12/10	02/23/12	6,364.68	6,577.37	(212.69)
23	ENI SPA IT SPON ADR	P	08/25/10	03/01/12	1,073.17	892.77	180.40
79	ENI SPA IT SPON ADR	P	08/25/10	03/01/12	3,686.15	3,066.48	619.67
6	ENI SPA IT SPON ADR	P	09/23/10	03/01/12	279.96	250.34	29.62
1	ENI SPA IT SPON ADR	P	09/23/10	03/01/12	46.66	41.72	4.94
1255	VERIZON COMMUNICATIONS INC	P	09/30/03	03/07/12	48,816.46	36,619.12	12,197.34
5	VERIZON COMMUNICATIONS INC	P	09/30/03	03/07/12	193.62	146.18	47.44
500	VERIZON COMMUNICATIONS INC	P	09/30/03	03/07/12	19,446.36	14,596.17	4,850.19
20	VERIZON COMMUNICATIONS INC	P	09/30/03	03/07/12	776.23	584.67	191.56
40	VERIZON COMMUNICATIONS INC	P	06/08/06	03/07/12	1,552.47	1,134.14	418.33
300	VERIZON COMMUNICATIONS INC	P	06/08/06	03/07/12	11,667.82	8,472.68	3,195.14
25	VERIZON COMMUNICATIONS INC	P	06/08/06	03/07/12	968.10	709.7	258.40
1800	VERIZON COMMUNICATIONS INC	P	06/08/06	03/07/12	70,015.64	50,796.42	19,219.22
100	WALGREEN CO	P	08/30/01	03/07/12	3,293.03	3,563.46	(270.43)
169	TELSTRA CORP LTD (FINAL) ADR	P	04/20/09	03/15/12	2,849.84	1,910.68	939.16
47	TELSTRA CORP LTD (FINAL) ADR	P	04/20/09	03/15/12	792.56	531.38	261.18
3100	AVON PRODUCTS INC	P	03/04/11	04/02/12	71,448.87	85,100.25	(13,651.38)

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			D - Donation					
45	AVON PRODUCTS INC		P	03/04/11	04/02/12	1,033.28	1,240.50	(207.22)
80	AVON PRODUCTS INC		P	03/04/11	04/02/12	1,839.29	2,201.25	(361.96)
800	AVON PRODUCTS INC		P	03/04/11	04/02/12	18,434.33	21,965.25	(3,530.92)
187	TELSTRA CORP LTD (FINAL)	ADR	P	04/20/09	04/03/12	3,223.58	2,114.18	1,109.40
49	TELSTRA CORP LTD (FINAL)	ADR	P	04/20/09	04/03/12	844.67	553.98	290.69
8	TELSTRA CORP LTD (FINAL)	ADR	P	03/12/10	04/03/12	137.91	113.19	24.72
18	TELSTRA CORP LTD (FINAL)	ADR	P	03/12/10	04/03/12	310.29	254.68	55.61
4100	FIDELITY NATL FINANCIAL	INC CL A	P	03/04/10	04/13/12	74,613.07	59,146.09	15,466.98
55	FIDELITY NATL FINANCIAL	INC CL A	P	03/04/10	04/13/12	995.72	796.41	199.31
1100	FIDELITY NATL FINANCIAL	INC CL A	P	03/04/10	04/13/12	20,014.30	15,870.71	4,143.59
100	FIDELITY NATL FINANCIAL	INC CL A	P	03/04/10	04/13/12	1,814.70	1,447.75	366.95
77	TELSTRA CORP LTD (FINAL)	ADR	P	03/12/10	04/13/12	1,336.96	1,089.47	247.49
277	TELSTRA CORP LTD (FINAL)	ADR	P	03/12/10	04/13/12	4,809.58	3,919.25	890.33
75	GENL ELECTRIC CO		P	09/19/01	04/18/12	1,425.71	2,585.04	(1,159.33)
5	AMERICAN TOWER CORP REIT		P	05/12/10	04/25/12	323.29	207.79	115.50
46	AMGEN INC		P	05/12/10	04/25/12	3,211.64	2,593.79	617.85
17	AMGEN INC		P	05/12/10	04/25/12	1,186.91	958.58	228.33
8	AUTODESK INC		P	05/12/10	04/25/12	312.39	256.11	56.28
23	AUTODESK INC		P	12/14/10	04/25/12	898.12	895.39	2.73
160	BED BATH & BEYOND INC		P	05/12/10	04/25/12	10,999.75	7,456.70	3,543.05
110	BED BATH & BEYOND INC		P	05/12/10	04/25/12	7,562.33	5,126.49	2,435.84
121	BED BATH & BEYOND INC		P	11/08/10	04/25/12	8,318.56	5,443.69	2,874.87
27	BED BATH & BEYOND INC		P	12/14/10	04/25/12	1,856.21	1,305.17	551.04
60	CELGENE CORP		P	05/12/10	04/25/12	4,700.29	3,569.10	1,131.19
22	CELGENE CORP		P	05/12/10	04/25/12	1,723.44	1,308.67	414.77
26	COSTCO WHOLESALE CORP		P	05/12/10	04/25/12	2,270.52	1,503.27	767.25
9	COSTCO WHOLESALE CORP		P	05/12/10	04/25/12	785.95	520.36	265.59
106	INTEL CORP		P	05/12/10	04/25/12	2,925.84	2,427.93	497.91
38	INTEL CORP		P	05/12/10	04/25/12	1,048.88	870.39	178.49
5	INTL BUSINESS MACH		P	05/12/10	04/25/12	1,015.07	648.84	366.23
20	LOWES COMPANIES INC		P	05/12/10	04/25/12	633.21	541.2	92.01
246	LOWES COMPANIES INC		P	05/12/10	04/25/12	7,788.53	6,656.76	1,131.77
55	LOWES COMPANIES INC		P	06/08/10	04/25/12	1,741.33	1,267.64	473.69
105	LOWES COMPANIES INC		P	06/08/10	04/25/12	3,324.38	2,420.04	904.34
466	LOWES COMPANIES INC		P	11/08/10	04/25/12	14,753.87	10,270.41	4,483.46
8	LOWES COMPANIES INC		P	11/08/10	04/25/12	253.29	176.32	76.97
276	LOWES COMPANIES INC		P	12/14/10	04/25/12	8,738.35	6,906.90	1,831.45
30	TARGET CORP		P	05/12/10	04/25/12	1,707.07	1,686.50	20.57
84	TARGET CORP		P	05/12/10	04/25/12	4,779.78	4,722.21	57.57
33	VERIZON COMMUNICATIONS	INC	P	05/12/10	04/25/12	1,300.62	886.58	414.04
92	VERIZON COMMUNICATIONS	INC	P	05/12/10	04/25/12	3,625.95	2,471.66	1,154.29
54	ROYAL DUTCH SHELL PLC	CL A SPON ADR	P	07/19/05	04/26/12	3,824.55	3,352.86	471.69
15	ROYAL DUTCH SHELL PLC	CL A SPON ADR	P	07/19/05	04/26/12	1,062.37	931.35	131.02
62	SEVEN & I HLDGS CO LTD	ADR	P	08/26/09	04/26/12	3,689.28	3,003.90	685.38
17	SEVEN & I HLDGS CO LTD	ADR	P	08/26/09	04/26/12	1,011.57	823.65	187.92
19	UNILEVER PLC AMER SHS	NEW SPON ADR	P	01/24/06	04/26/12	657.97	436.94	221.03

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
				ACQUIRED	SOLD			
83	UNILEVER PLC AMER SHS	NEW SPON ADR	P	03/01/06	04/26/12	2,874.31	1,953.68	920.63
29	UNILEVER PLC AMER SHS	NEW SPON ADR	P	03/01/06	04/26/12	1,004.27	682.61	321.66
1600	HOME DEPOT INC		P	07/05/06	04/27/12	83,512.87	57,066.10	26,446.77
30	HOME DEPOT INC		P	07/05/06	04/27/12	1,560.71	1,071.70	489.01
460	HOME DEPOT INC		P	07/05/06	04/27/12	24,006.21	16,407.91	7,598.30
15	HOME DEPOT INC		P	07/05/06	04/27/12	777.73	536.95	240.78
7000	US TSY INFL PROT BOND 1 375 % DUE 01/15/20		P	01/11/10	04/27/12	8,560.61	7,328.01	1,232.60
20000	US TSY INFL PROT BOND 1.375 % DUE 01/15/20		P	01/11/10	04/27/12	24,475.21	20,936.46	3,538.75
16000	US TSY INFL PROT BOND 1.750 % DUE 01/15/28		P	12/22/09	04/27/12	21,432.58	16,739.55	4,693.03
5000	US TSY INFL PROT BOND 1.750 % DUE 01/15/28		P	12/22/09	04/27/12	6,694.10	5,232.20	1,461.90
2000	US TSY INFL PROT BOND 2.375 % DUE 01/15/25		P	11/24/08	04/27/12	3,149.76	2,152.15	997.61
3000	US TSY INFL PROT BOND 2 375 % DUE 01/15/25		P	01/20/09	04/27/12	4,724.65	3,571.45	1,153.20
32000	US TSY INFL PROT BOND 02 375 % DUE 01/15/2		P	08/03/09	04/27/12	50,412.47	39,352.72	11,059.75
14000	US TSY INFL PROT NOTE 01.375 % DUE 07/15/11		P	08/03/09	04/27/12	17,040.71	14,357.48	2,683.23
15000	US TSY INFL PROT NOTE 01 375 % DUE 07/15/11		P	08/03/09	04/27/12	18,253.41	15,382.75	2,870.66
4000	US TSY INFL PROT NOTE 01.875 % DUE 07/15/11		P	12/11/08	04/27/12	5,156.77	4,627.53	529.24
10000	US TSY INFL PROT NOTE 01.875 % DUE 07/15/11		P	12/11/08	04/27/12	12,895.92	11,537.01	1,358.91
27000	US TSY INFL PROT NOTE 02 500 % DUE 07/15/11		P	07/13/06	04/27/12	35,439.74	30,287.03	5,152.71
59000	US TSY INFL PROT NOTE 02.625 % DUE 07/15/11		P	11/17/08	04/27/12	78,058.14	62,302.43	15,755.71
10000	US TSY INFL PROT NOTE 02.625 % DUE 07/15/11		P	11/17/08	04/27/12	13,229.27	10,560.25	2,669.02
6000	US TSY NOTE 02 125 % DUE 02/15/40		P	02/22/10	04/27/12	8,671.50	6,173.75	2,497.75
25000	US TSY NOTE 02 125 % DUE 02/15/40		P	02/22/10	04/27/12	36,188.90	25,722.19	10,466.71
27000	US TSY NOTE 02 500 % DUE 01/15/29		P	03/10/09	04/27/12	39,087.05	28,542.34	10,544.71
10000	US TSY NOTE 02.500 % DUE 01/15/29		P	03/10/09	04/27/12	14,480.01	10,571.46	3,908.55
05	PHILLIPS 66		P	03/02/09	05/01/12	16.78	8.65	8.13
10	RENAISSANCERE HOLDINGS LTD		P	04/14/05	05/01/12	776.23	458.7	317.53
175	RENAISSANCERE HOLDINGS LTD		P	04/14/05	05/01/12	13,670.69	8,010.03	5,660.66
15	RENAISSANCERE HOLDINGS LTD		P	04/14/05	05/01/12	1,166.97	687.46	479.51
750	RENAISSANCERE HOLDINGS LTD		P	04/14/05	05/01/12	58,605.93	34,324.84	24,281.09
109	TAIWAN SEMICONDUCTOR MFG CO LTD ADR		P	01/08/08	05/02/12	1,724.44	954.19	770.25
40	TAIWAN SEMICONDUCTOR MFG CO LTD ADR		P	01/08/08	05/02/12	632.82	353.02	279.80
1400	INGERSOLL-RAND PLC		P	07/15/08	05/09/12	62,573.34	46,825.04	15,748.30
360	INGERSOLL-RAND PLC		P	07/15/08	05/09/12	16,086.38	12,042.09	4,044.29
30	INGERSOLL-RAND PLC		P	07/15/08	05/09/12	1,335.71	1,005.32	330.39
15	INGERSOLL-RAND PLC		P	07/15/08	05/09/12	665.23	503.64	161.59
54	TIME WARNER INC NEW		P	03/03/11	05/16/12	1,907.23	2,048.44	(141.21)
46	TIME WARNER INC NEW		P	03/04/11	05/16/12	1,624.67	1,721.00	(96.33)
162	TIME WARNER INC NEW		P	03/04/11	05/17/12	5,676.80	6,060.90	(384.10)
338	TIME WARNER INC NEW		P	04/13/11	05/17/12	11,844.20	12,053.96	(209.76)
3000	US TSY INFL PROT BOND 1.375 % DUE 01/15/20		P	01/11/10	05/18/12	3,698.87	3,155.50	543.37
9000	US TSY INFL PROT BOND 1.375 % DUE 01/15/20		P	01/11/10	05/18/12	11,083.55	9,466.18	1,617.37
7000	US TSY INFL PROT BOND 1 750 % DUE 01/15/28		P	12/22/09	05/18/12	9,569.21	7,358.35	2,210.86
2000	US TSY INFL PROT BOND 1.750 % DUE 01/15/28		P	12/22/09	05/18/12	2,732.49	2,102.82	629.67
2000	US TSY INFL PROT BOND 2 375 % DUE 01/15/25		P	01/20/09	05/18/12	3,192.85	2,392.27	800.58
13000	US TSY INFL PROT BOND 2 375 % DUE 01/15/25		P	08/03/09	05/18/12	20,782.77	16,062.92	4,719.85
1000	US TSY INFL PROT BOND 2 375 % DUE 01/15/25		P	08/07/09	05/18/12	1,598.68	1,223.45	375.23

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
6000	US TSY INFL PROT NOTE 1.375 % DUE 07/15/18		P	08/03/09	05/18/12	7,312.62	6,182.42	1,130.20
7000	US TSY INFL PROT NOTE 1.375 % DUE 07/15/18		P	08/03/09	05/18/12	8,516.67	7,212.70	1,303.97
2000	US TSY INFL PROT NOTE 1.875 % DUE 07/15/13		P	12/11/08	05/18/12	2,566.98	2,326.27	240.71
5000	US TSY INFL PROT NOTE 1.875 % DUE 07/15/13		P	12/11/08	05/18/12	6,428.46	5,795.94	632.52
12000	US TSY INFL PROT NOTE 2.500 % DUE 07/15/16		P	07/13/06	05/18/12	15,716.30	13,524.83	2,191.47
26000	US TSY INFL PROT NOTE 2.625 % DUE 07/15/17		P	11/17/08	05/18/12	34,362.81	27,585.85	6,776.96
5000	US TSY INFL PROT NOTE 2.625 % DUE 07/15/17		P	11/17/08	05/18/12	6,603.99	5,305.22	1,298.77
3000	US TSY NOTE 02.125 % DUE 02/15/40		P	02/22/10	05/18/12	4,461.01	3,101.54	1,359.47
11000	US TSY NOTE 02.125 % DUE 02/15/40		P	02/22/10	05/18/12	16,371.02	11,371.52	4,999.50
12000	US TSY NOTE 02.500 % DUE 01/15/29		P	03/10/09	05/18/12	17,768.46	12,745.69	5,022.77
5000	US TSY NOTE 02.500 % DUE 01/15/29		P	03/10/09	05/18/12	7,400.46	5,310.81	2,089.65
12	ASTELLAS PHARMA INC ADR		P	01/14/10	05/22/12	456.22	457.81	(1.59)
83	BG GROUP PLC SPON ADR		P	07/19/05	05/22/12	1,647.51	668.32	979.19
12	BP PLC SPON ADR		P	07/19/05	05/22/12	453.58	783.84	(330.26)
10	GLAXO SMITHKLINE PLC ADR		P	07/19/05	05/22/12	443.79	470.8	(27.01)
24	GLAXO SMITHKLINE PLC ADR		P	07/19/05	05/22/12	1,065.09	1,129.92	(64.83)
19	GLAXO SMITHKLINE PLC ADR		P	10/11/06	05/22/12	843.20	1,032.54	(189.34)
21	REED ELSEVIER NV NEW		P	07/19/05	05/22/12	460.51	663.96	(203.45)
11	RWE AG ADR		P	07/19/05	05/22/12	422.83	708.29	(285.46)
46	RWE AG ADR		P	07/19/05	05/22/12	1,768.20	2,961.95	(1,193.75)
22	TOYOTA MOTOR CORP NEW		P	07/19/05	05/22/12	1,698.14	1,639.49	58.65
51	UNTD OVERSEAS BK LTD		P	02/26/08	05/22/12	1,416.23	1,379.55	36.68
17	UNTD OVERSEAS BK LTD		P	02/26/08	05/22/12	472.07	459.85	12.22
2300	AT&T INC		P	04/22/02	05/31/12	78,470.58	71,338.16	7,132.42
55	AT&T INC		P	04/22/02	05/31/12	1,871.74	1,708.71	163.03
25	AT&T INC		P	04/22/02	05/31/12	848.60	778	70.60
900	AT&T INC		P	04/22/02	05/31/12	30,702.06	27,914.89	2,787.17
5	AT&T INC		P	05/06/02	05/31/12	169.72	124.25	45.47
662	AT&T INC		P	05/06/02	05/31/12	22,585.88	14,858.23	7,727.65
338	AT&T INC		P	07/18/02	05/31/12	11,531.76	9,351.26	2,180.50
5	AT&T INC		P	07/18/02	05/31/12	170.16	138.63	31.53
42	GLAXO SMITHKLINE PLC ADR		P	10/11/06	06/13/12	1,896.80	2,282.46	(385.66)
14	GLAXO SMITHKLINE PLC ADR		P	10/11/06	06/13/12	632.26	760.82	(128.56)
500	AT&T INC		P	04/22/02	06/20/12	17,706.68	15,508.27	2,198.41
1	AT&T INC		P	05/06/02	06/20/12	35.19	24.85	10.34
400	AT&T INC		P	05/06/02	06/20/12	14,165.35	8,974.76	5,190.59
3262	AT&T INC		P	07/18/02	06/20/12	115,532.25	90,247.99	25,284.26
55	AT&T INC		P	07/18/02	06/20/12	1,942.80	1,524.98	417.82
29	AT&T INC		P	07/18/02	06/20/12	1,020.63	805.67	214.96
38	AT&T INC		P	07/22/02	06/20/12	1,345.87	683.18	662.69
10	BRITISH AMER TOBACCO PLC		P	05/17/10	06/26/12	998.97	595.67	403.30
20	COOPER INDUSTRIES PLC		P	05/17/10	06/26/12	1,329.57	960.93	368.64
1900	FIDELITY NATL FINANCIAL INC CL A		P	03/04/10	07/02/12	36,381.75	27,409.16	8,972.59
40	FIDELITY NATL FINANCIAL INC CL A		P	03/04/10	07/02/12	762.16	579.21	182.95
700	FIDELITY NATL FINANCIAL INC CL A		P	03/04/10	07/02/12	13,401.35	10,099.54	3,301.81
80	FIDELITY NATL FINANCIAL INC CL A		P	03/09/10	07/02/12	1,527.76	1,155.25	372.51

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
				ACQUIRED	SOLD			
50	FIDELITY NATL FINANCIAL	INC CL A	P	03/09/10	07/02/12	957.24	724	233.24
350	FIDELITY NATL FINANCIAL	INC CL A	P	06/04/10	07/02/12	6,700.68	4,797.67	1,903.01
20	FIDELITY NATL FINANCIAL	INC CL A	P	06/04/10	07/02/12	381.94	274.63	107.31
15	FIDELITY NATL FINANCIAL	INC CL A	P	06/04/10	07/02/12	285.81	206.32	79.49
2200	FIDELITY NATL FINANCIAL	INC CL A	P	06/07/10	07/02/12	42,126.23	30,152.58	11,973.65
20	NIPPON TELEG & TEL CORP	SPON ADR	P	06/04/07	07/03/12	463.73	456.35	7.38
500	NIPPON TELEG & TEL CORP	SPON ADR	P	06/04/07	07/03/12	11,719.48	11,383.59	335.89
40	NIPPON TELEG & TEL CORP	SPON ADR	P	06/04/07	07/03/12	932.72	911.77	20.95
1850	NIPPON TELEG & TEL CORP	SPON ADR	P	06/04/07	07/03/12	43,376.27	42,116.38	1,259.89
1475	WAL MART STORES INC		P	08/06/09	07/10/12	106,944.60	72,492.10	34,452.50
20	WAL MART STORES INC		P	08/06/09	07/10/12	1,444.91	986.2	458.71
400	WAL MART STORES INC		P	08/06/09	07/10/12	28,998.09	19,665.50	9,332.59
40	WAL MART STORES INC		P	08/06/09	07/10/12	2,895.08	1,970.10	924.98
83	TIME WARNER INC NEW		P	04/13/11	07/17/12	3,190.24	2,959.99	230.25
217	TIME WARNER INC NEW		P	04/21/11	07/17/12	8,340.75	7,895.00	445.75
2400	H & R BLOCK INC		P	11/04/10	07/18/12	40,073.84	27,133.58	12,940.26
70	H & R BLOCK INC		P	11/04/10	07/18/12	1,163.72	796.73	366.99
700	H & R BLOCK INC		P	11/04/10	07/18/12	11,684.48	7,936.01	3,748.47
40	H & R BLOCK INC		P	11/04/10	07/18/12	662.73	453.68	209.05
800	JOHNSON & JOHNSON COM		P	02/06/06	07/18/12	55,465.50	45,613.83	9,851.67
15	JOHNSON & JOHNSON COM		P	02/06/06	07/18/12	1,034.82	858.37	176.45
25	JOHNSON & JOHNSON COM		P	02/06/06	07/18/12	1,728.21	1,428.00	300.21
200	JOHNSON & JOHNSON COM		P	02/06/06	07/18/12	13,862.43	11,404.75	2,457.68
7	PHILLIPS 66		P	03/02/09	07/18/12	254.65	121.08	133.57
15	PHILLIPS 66		P	03/02/09	07/18/12	551.23	258.65	292.58
155	PHILLIPS 66		P	03/02/09	07/18/12	5,745.12	2,662.58	3,082.54
550	PHILLIPS 66		P	03/02/09	07/18/12	20,399.29	9,445.67	10,953.62
16	ASTELLAS PHARMA INC ADR		P	01/13/10	07/19/12	772.12	614.84	157.28
55	ASTELLAS PHARMA INC ADR		P	01/14/10	07/19/12	2,654.15	2,098.30	555.85
11	ASTELLAS PHARMA INC ADR		P	01/14/10	07/19/12	530.83	419.66	111.17
5	ASTELLAS PHARMA INC ADR		P	01/15/10	07/19/12	241.28	191.03	50.25
25	ASTELLAS PHARMA INC ADR		P	01/15/10	07/19/12	1,206.43	955.16	251.27
1	ASTELLAS PHARMA INC ADR		P	06/07/10	07/19/12	48.26	32.28	15.98
3	ASTELLAS PHARMA INC ADR		P	06/07/10	07/19/12	144.77	96.84	47.93
1300	PPG INDUSTRIES INC		P	07/02/08	07/19/12	141,626.57	72,953.29	68,673.28
270	PPG INDUSTRIES INC		P	07/02/08	07/19/12	29,410.59	15,154.20	14,256.39
20	PPG INDUSTRIES INC		P	07/02/08	07/19/12	2,174.74	1,124.93	1,049.81
10	PPG INDUSTRIES INC		P	07/02/08	07/19/12	1,084.22	563.78	520.44
5	PPG INDUSTRIES INC		P	10/10/08	07/19/12	543.69	230.84	312.85
145	AMERICAN TOWER CORP REIT		P	05/12/10	07/23/12	10,124.42	6,025.95	4,098.47
262	AMERICAN TOWER CORP REIT		P	05/12/10	07/23/12	18,293.79	10,888.28	7,405.51
143	AMERICAN TOWER CORP REIT		P	12/14/10	07/23/12	9,984.78	7,228.51	2,756.27
84	AMGEN INC		P	05/12/10	07/23/12	6,509.01	4,736.47	1,772.54
102	AMGEN INC		P	05/12/10	07/23/12	7,903.80	5,751.43	2,152.37
53	AMGEN INC		P	11/08/10	07/23/12	4,106.88	2,934.61	1,172.27
115	AMGEN INC		P	11/08/10	07/23/12	8,911.15	6,367.55	2,543.60

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
236	AMGEN INC	P	12/14/10	07/23/12	18,287.23	13,215.41	5,071.82
228	COSTCO WHOLESALE CORP	P	05/12/10	07/23/12	21,459.67	13,182.55	8,277.12
105	COSTCO WHOLESALE CORP	P	05/12/10	07/23/12	9,882.74	6,070.92	3,811.82
25	COSTCO WHOLESALE CORP	P	11/08/10	07/23/12	2,353.03	1,611.95	741.08
42	COSTCO WHOLESALE CORP	P	12/14/10	07/23/12	3,953.10	2,981.06	972.04
5	INTL BUSINESS MACH	P	05/12/10	07/23/12	953.07	648.84	304.23
10	INTL BUSINESS MACH	P	05/12/10	07/23/12	1,906.15	1,297.69	608.46
615	ORACLE CORP	P	05/12/10	07/23/12	18,174.87	15,115.47	3,059.40
220	ORACLE CORP	P	05/12/10	07/23/12	6,501.58	5,407.16	1,094.42
145	TARGET CORP	P	05/12/10	07/23/12	8,771.33	8,151.44	619.89
94	TARGET CORP	P	05/12/10	07/23/12	5,686.24	5,284.38	401.86
105	TARGET CORP	P	11/08/10	07/23/12	6,351.65	5,772.73	578.92
216	TARGET CORP	P	12/14/10	07/23/12	13,066.26	12,787.20	279.06
268	VERIZON COMMUNICATIONS INC	P	05/12/10	07/23/12	11,872.13	7,200.05	4,672.08
214	VERIZON COMMUNICATIONS INC	P	05/12/10	07/23/12	9,479.99	5,749.29	3,730.70
22	VERIZON COMMUNICATIONS INC	P	12/13/10	07/23/12	974.58	751.96	222.62
601	VERIZON COMMUNICATIONS INC	P	12/14/10	07/23/12	26,623.70	20,732.58	5,891.12
10	BRITISH AMER TOBACCO PLC GB SPON ADR	P	05/17/10	07/24/12	1,017.97	595.67	422.30
100	JOHNSON & JOHNSON COM	P	08/30/01	07/24/12	6,696.90	5,385.73	1,311.17
2600	VALERO ENERGY CORP NEW	P	06/09/10	07/31/12	71,363.14	42,813.88	28,549.26
40	VALERO ENERGY CORP NEW	P	06/09/10	07/31/12	1,092.72	663.85	428.87
675	VALERO ENERGY CORP NEW	P	06/09/10	07/31/12	18,523.08	11,118.30	7,404.78
70	VALERO ENERGY CORP NEW	P	06/09/10	07/31/12	1,916.20	1,157.45	758.75
7	DANAHER CORP	P	07/14/10	08/06/12	372.11	265.83	106.28
3	DANAHER CORP	P	07/14/10	08/06/12	159.47	113.93	45.54
550	ING GROEP N V NL SPON ADR	P	07/19/05	08/06/12	3,785.78	13,873.34	(10,087.56)
118	ING GROEP N V NL SPON ADR	P	07/19/05	08/06/12	812.22	2,976.46	(2,164.24)
200	VALERO ENERGY CORP NEW	P	06/09/10	08/06/12	5,609.47	3,293.37	2,316.10
125	VALERO ENERGY CORP NEW	P	06/09/10	08/06/12	3,505.20	2,058.95	1,446.25
5	VALERO ENERGY CORP NEW	P	06/09/10	08/06/12	139.87	82.67	57.20
65	VALERO ENERGY CORP NEW	P	09/23/10	08/06/12	1,818.33	1,093.54	724.79
550	VALERO ENERGY CORP NEW	P	09/23/10	08/06/12	15,422.87	9,231.63	6,191.24
40	VALERO ENERGY CORP NEW	P	09/23/10	08/06/12	1,116.72	674.7	442.02
2400	VALERO ENERGY CORP NEW	P	09/23/10	08/06/12	67,313.64	40,274.93	27,038.71
93	ADOBE SYSTEMS INC	P	06/20/11	08/08/12	3,015.76	2,881.14	134.62
34	ADOBE SYSTEMS INC	P	06/20/11	08/08/12	1,102.53	1,053.32	49.21
1	AMGEN INC	P	11/08/10	08/08/12	81.33	55.37	25.96
5	AMGEN INC	P	12/14/10	08/08/12	406.67	279.99	126.68
31	AUTODESK INC	P	05/12/10	08/08/12	1,093.65	992.4	101.25
84	AUTODESK INC	P	06/08/10	08/08/12	2,963.45	2,168.86	794.59
328	AUTODESK INC	P	12/14/10	08/08/12	11,571.58	12,769.04	(1,197.46)
40	CELGENE CORP	P	05/12/10	08/08/12	2,860.08	2,379.40	480.68
34	CELGENE CORP	P	05/12/10	08/08/12	2,431.06	2,022.49	408.57
25	CELGENE CORP	P	06/08/10	08/08/12	1,787.54	1,300.48	487.06
18	CELGENE CORP	P	11/08/10	08/08/12	1,287.04	1,093.23	193.81
17	CELGENE CORP	P	12/14/10	08/08/12	1,215.53	979.15	236.38

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
89	EMC CORP MASS		P	06/28/11	08/08/12	2,377.13	2,377.13	-
252	EMC CORP MASS		P	06/28/11	08/08/12	6,730.76	6,730.76	-
87	INTEL CORP		P	05/12/10	08/08/12	2,316.17	1,992.74	323.43
31	INTEL CORP		P	05/12/10	08/08/12	825.30	710.06	115.24
667	JOHNSON CONTROLS INC		P	11/08/10	08/08/12	17,046.54	25,003.89	(7,957.35)
396	JOHNSON CONTROLS INC		P	11/08/10	08/08/12	10,120.58	14,844.89	(4,724.31)
434	JOHNSON CONTROLS INC		P	12/13/10	08/08/12	11,091.75	16,491.31	(5,399.56)
1673	JOHNSON CONTROLS INC		P	12/14/10	08/08/12	42,756.90	64,308.45	(21,551.55)
39	ORACLE CORP		P	05/12/10	08/08/12	1,212.48	958.54	253.94
16	ORACLE CORP		P	05/12/10	08/08/12	497.42	393.25	104.17
10	ORACLE CORP		P	06/08/10	08/08/12	310.89	213.18	97.71
27	QUALCOMM INC		P	05/12/10	08/08/12	1,654.38	1,031.50	622.88
82	QUALCOMM INC		P	12/14/10	08/08/12	5,024.41	4,048.75	975.66
306	JOHNSON CONTROLS INC		P	12/13/10	08/09/12	7,886.27	11,627.51	(3,741.24)
767	JOHNSON CONTROLS INC		P	12/14/10	08/09/12	19,767.22	29,482.71	(9,715.49)
125	JOHNSON CONTROLS INC		P	02/02/11	08/09/12	3,221.51	4,702.50	(1,480.99)
45	JOHNSON CONTROLS INC		P	02/02/11	08/09/12	1,159.74	1,692.90	(533.16)
90	JOHNSON CONTROLS INC		P	04/25/11	08/09/12	2,319.49	3,562.13	(1,242.64)
244	JOHNSON CONTROLS INC		P	04/25/11	08/09/12	6,288.40	9,657.32	(3,368.92)
155	TIME WARNER INC NEW		P	04/21/11	08/10/12	6,619.47	5,639.29	980.18
45	TIME WARNER INC NEW		P	05/24/11	08/10/12	1,921.78	1,612.26	309.52
15	CONOCOPHILLIPS		P	03/02/09	08/16/12	857.38	411.43	445.95
30	CONOCOPHILLIPS		P	03/02/09	08/16/12	1,720.01	820.3	899.71
310	CONOCOPHILLIPS		P	03/02/09	08/16/12	17,819.35	8,444.14	9,375.21
1100	CONOCOPHILLIPS		P	03/02/09	08/16/12	63,254.33	29,956.08	33,298.25
81	ING GROEP N V NL SPON	ADR	P	07/19/05	08/17/12	585.81	2,043.16	(1,457.35)
13	ING GROEP N V NL SPON	ADR	P	07/19/05	08/17/12	94.02	327.92	(233.90)
90	ING GROEP N V NL SPON	ADR	P	02/29/08	08/17/12	650.90	2,570.73	(1,919.83)
310	ING GROEP N V NL SPON	ADR	P	02/29/08	08/17/12	2,241.99	8,854.74	(6,612.75)
375	ING GROEP N V NL SPON	ADR	P	06/07/10	08/17/12	2,712.09	2,751.23	(39.14)
110	ING GROEP N V NL SPON	ADR	P	06/07/10	08/17/12	795.54	807.03	(11.49)
10	CANADIAN PAC RAILWAY LTD	CAD	P	05/17/10	08/22/12	847.98	559.18	288.80
10	CDN NATL RAILWAY CO CAD		P	05/19/10	08/22/12	916.87	572.67	344.20
30	COOPER INDUSTRIES PLC NEW		P	05/17/10	08/22/12	2,222.05	1,441.40	780.65
10	COOPER INDUSTRIES PLC		P	05/17/10	08/22/12	740.68	480.47	260.21
10	CORE LABORATORIES N V	EUR	P	05/17/10	08/22/12	1,234.17	701.2	532.97
5	DIAGEO PLC NEW GB SPON	ADR	P	05/17/10	08/22/12	532.03	318.44	213.59
24	BG GROUP PLC SPON ADR		P	07/19/05	08/24/12	491.33	193.25	298.08
46	DEUTSCHE TELEKOM AG DE	SPON ADR	P	04/13/07	08/24/12	544.16	805.85	(261.69)
16	KAO CORP REPSTG 10 SHS	COM SPON ADR	P	05/24/06	08/24/12	482.54	415.32	67.22
144	KONINKLIJKE AHOLD NV NEW	2007 SPON ADR	P	11/04/10	08/24/12	1,798.51	2,016.66	(218.15)
40	KONINKLIJKE AHOLD NV NEW	2007 SPON ADR	P	11/04/10	08/24/12	499.58	560.19	(60.61)
31	NOVARTIS AG SPON ADR		P	06/18/07	08/24/12	1,861.66	1,729.51	132.15
73	REED ELSEVIER NV NEW		P	07/19/05	08/24/12	1,836.13	2,304.48	(468.35)
52	SANOFI SPON ADR		P	02/26/10	08/24/12	2,125.89	1,895.44	230.45
31	TESCO PLC SPONS ADR	UNITED KINGDOM	P	11/03/10	08/24/12	500.32	643.02	(142.70)

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
				ACQUIRED	SOLD			
45	TESCO PLC SPONS ADR	UNITED KINGDOM	P	11/03/10	08/24/12	726.28	933.42	(207.14)
68	TESCO PLC SPONS ADR	UNITED KINGDOM	P	11/19/10	08/24/12	1,097.49	1,394.57	(297.08)
18	VODAFONE GROUP PLC NEW	SPON ADR	P	08/26/09	08/24/12	528.00	391.14	136.86
76	AMERICAN TOWER CORP REIT		P	05/12/10	08/27/12	5,263.81	3,158.43	2,105.38
590	AMERICAN TOWER CORP REIT		P	12/13/10	08/27/12	40,863.78	29,671.10	11,192.68
1772	AMERICAN TOWER CORP REIT		P	12/14/10	08/27/12	122,729.87	89,572.83	33,157.04
65	AMERICAN TOWER CORP REIT		P	03/25/11	08/27/12	4,501.94	3,225.85	1,276.09
22	AMERICAN TOWER CORP REIT		P	03/25/11	08/27/12	1,523.73	1,091.82	431.91
793	VERIZON COMMUNICATIONS	INC	P	12/13/10	08/27/12	34,009.42	27,104.74	6,904.68
2109	VERIZON COMMUNICATIONS	INC	P	12/14/10	08/27/12	90,448.76	72,753.75	17,695.01
90	VERIZON COMMUNICATIONS	INC	P	04/25/11	08/27/12	3,859.84	3,333.47	526.37
34	VERIZON COMMUNICATIONS	INC	P	04/25/11	08/27/12	1,458.16	1,259.31	198.85
800	HOME DEPOT INC		P	07/05/06	09/06/12	45,859.81	28,533.05	17,326.76
30	HOME DEPOT INC		P	07/05/06	09/06/12	1,714.01	1,071.70	642.31
230	HOME DEPOT INC		P	07/05/06	09/06/12	13,183.01	8,203.96	4,979.05
15	HOME DEPOT INC		P	07/05/06	09/06/12	854.83	536.94	317.89
20	RAYTHEON CO NEW		P	12/15/10	09/06/12	1,138.72	906.5	232.22
225	RAYTHEON CO NEW		P	12/15/10	09/06/12	12,864.46	10,162.69	2,701.77
40	RAYTHEON CO NEW		P	12/15/10	09/06/12	2,282.69	1,809.50	473.19
1000	RAYTHEON CO NEW		P	12/15/10	09/06/12	57,193.83	45,155.25	12,038.58
75	RAYTHEON CO NEW		P	12/16/10	09/06/12	4,289.54	3,385.14	904.40
40	VALERO ENERGY CORP NEW		P	09/23/10	09/07/12	1,276.72	672.95	603.77
300	VALERO ENERGY CORP NEW		P	09/23/10	09/07/12	9,609.53	5,035.43	4,574.10
20	VALERO ENERGY CORP NEW		P	09/23/10	09/07/12	635.73	337.35	298.38
1300	VALERO ENERGY CORP NEW		P	09/23/10	09/07/12	41,658.81	21,815.59	19,843.22
100	BECTON DICKINSON & CO		P	07/24/09	09/17/12	7,899.58	7,149.50	750.08
1600	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	1,113.39	34,985.68	(33,872.29)
3400	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	2,356.93	74,344.57	(71,987.64)
400	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	272.84	8,747.50	(8,474.66)
1000	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	693.00	21,868.75	(21,175.75)
110	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	76.23	2,410.40	(2,334.17)
25	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	12.12	547.31	(535.19)
35	PULSE ELECTRONICS CORP		P	03/01/07	09/19/12	24.43	766.24	(741.81)
20	PULSE ELECTRONICS CORP		P	05/06/08	09/19/12	13.95	416.55	(402.60)
40	PULSE ELECTRONICS CORP		P	05/06/08	09/19/12	27.72	827.85	(800.13)
500	PULSE ELECTRONICS CORP		P	05/06/08	09/19/12	346.49	10,287.75	(9,941.26)
2200	PULSE ELECTRONICS CORP		P	05/06/08	09/19/12	1,525.07	45,248.25	(43,723.18)
6300	PULSE ELECTRONICS CORP		P	06/26/08	09/19/12	4,367.25	108,459.75	(104,092.50)
1700	PULSE ELECTRONICS CORP		P	06/26/08	09/19/12	1,178.10	29,270.75	(28,092.65)
140	PULSE ELECTRONICS CORP		P	06/26/08	09/19/12	97.01	2,415.35	(2,318.34)
75	PULSE ELECTRONICS CORP		P	06/26/08	09/19/12	52.34	1,296.37	(1,244.03)
100	PULSE ELECTRONICS CORP		P	07/02/08	09/19/12	69.79	1,526.75	(1,456.96)
100	PULSE ELECTRONICS CORP		P	07/02/08	09/19/12	69.30	1,526.75	(1,457.45)
1600	PULSE ELECTRONICS CORP		P	07/02/08	09/19/12	1,108.79	24,349.25	(23,240.46)
6100	PULSE ELECTRONICS CORP		P	07/02/08	09/19/12	4,228.61	92,816.75	(88,588.14)
5100	PULSE ELECTRONICS CORP		P	09/15/08	09/19/12	3,535.39	74,745.75	(71,210.36)

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase	D - Donation	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
				DATE ACQUIRED				
700	PULSE ELECTRONICS CORP	P	09/15/08	09/19/12		485.10	10,263.75	(9,778.65)
35	PULSE ELECTRONICS CORP	P	09/15/08	09/19/12		24.43	518.17	(493.74)
75	PULSE ELECTRONICS CORP	P	10/10/08	09/19/12		52.34	527.62	(475.28)
140	PULSE ELECTRONICS CORP	P	10/10/08	09/19/12		97.01	980.35	(883.34)
1000	PULSE ELECTRONICS CORP	P	10/23/08	09/19/12		693.00	6,970.25	(6,277.25)
1100	PULSE ELECTRONICS CORP	P	12/16/09	09/19/12		762.29	5,264.75	(4,502.46)
100	PULSE ELECTRONICS CORP	P	12/16/09	09/19/12		69.30	481.75	(412.45)
50	PULSE ELECTRONICS CORP	P	12/16/09	09/19/12		34.89	243	(208.11)
4200	PULSE ELECTRONICS CORP	P	12/16/09	09/19/12		2,911.50	19,979.25	(17,067.75)
2500	PULSE ELECTRONICS CORP	P	02/05/10	09/19/12		1,733.04	9,917.75	(8,184.71)
35	PULSE ELECTRONICS CORP	P	02/05/10	09/19/12		24.43	142.62	(118.19)
30	PULSE ELECTRONICS CORP	P	02/05/10	09/19/12		20.79	121.37	(100.58)
35	PULSE ELECTRONICS CORP	P	02/05/10	09/19/12		19.07	141.6	(122.53)
600	PULSE ELECTRONICS CORP	P	02/05/10	09/19/12		415.80	2,384.25	(1,968.45)
1650	FIDELITY NATL FINANCIAL INC CL A	P	06/04/10	09/20/12		33,112.01	22,617.58	10,494.43
180	FIDELITY NATL FINANCIAL INC CL A	P	06/04/10	09/20/12		3,609.65	2,471.62	1,138.03
90	FIDELITY NATL FINANCIAL INC CL A	P	06/04/10	09/20/12		1,803.48	1,237.95	565.53
5100	FIDELITY NATL FINANCIAL INC CL A	P	06/07/10	09/20/12		102,352.49	69,899.17	32,453.32
7000	FIDELITY NATL FINANCIAL INC CL A	P	01/31/11	09/20/12		140,483.80	94,505.25	45,978.55
80	FIDELITY NATL FINANCIAL INC CL A	P	01/31/11	09/20/12		1,603.09	1,085.25	517.84
150	FIDELITY NATL FINANCIAL INC CL A	P	01/31/11	09/20/12		3,008.05	2,030.25	977.80
1500	FIDELITY NATL FINANCIAL INC CL A	P	01/31/11	09/20/12		30,101.82	20,255.25	9,846.57
106	ADOBE SYSTEMS INC	P	06/20/11	09/21/12		3,572.51	3,283.88	288.63
38	ADOBE SYSTEMS INC	P	06/20/11	09/21/12		1,280.71	1,177.24	103.47
6	AUTODESK INC	P	06/08/10	09/21/12		201.66	154.92	46.74
169	AUTODESK INC	P	12/13/10	09/21/12		5,680.18	6,543.09	(862.91)
492	AUTODESK INC	P	12/14/10	09/21/12		16,536.38	19,153.56	(2,617.18)
55	CELGENE CORP	P	05/12/10	09/21/12		4,264.05	3,271.67	992.38
154	CELGENE CORP	P	12/14/10	09/21/12		11,939.35	8,869.94	3,069.41
38	COSTCO WHOLESALE CORP	P	05/12/10	09/21/12		3,928.96	2,197.09	1,731.87
107	COSTCO WHOLESALE CORP	P	12/14/10	09/21/12		11,063.12	7,594.59	3,468.53
3	DANAHER CORP	P	07/14/10	09/21/12		164.45	113.93	50.52
64	EMC CORP MASS	P	06/28/11	09/21/12		1,792.81	1,735.20	57.61
179	EMC CORP MASS	P	06/28/11	09/21/12		5,014.30	4,853.12	161.18
7	INTL BUSINESS MACH	P	05/12/10	09/21/12		1,451.55	908.38	543.17
19	INTL BUSINESS MACH	P	05/12/10	09/21/12		3,939.94	2,465.60	1,474.34
222	LOWES COMPANIES INC	P	11/08/10	09/21/12		6,638.34	4,892.77	1,745.57
38	LOWES COMPANIES INC	P	12/13/10	09/21/12		1,136.29	952.63	183.66
730	LOWES COMPANIES INC	P	12/14/10	09/21/12		21,828.77	18,268.25	3,560.52
39	NORDSTROM INC	P	08/16/11	09/21/12		2,224.90	1,680.92	543.98
14	NORDSTROM INC	P	08/16/11	09/21/12		798.68	603.41	195.27
36	ORACLE CORP	P	05/12/10	09/21/12		1,163.63	884.81	278.82
55	ORACLE CORP	P	06/08/10	09/21/12		1,777.78	1,172.46	605.32
45	ORACLE CORP	P	12/14/10	09/21/12		1,454.54	1,378.26	76.28
32	QUALCOMM INC	P	05/12/10	09/21/12		2,062.48	1,222.53	839.95
89	QUALCOMM INC	P	12/14/10	09/21/12		5,736.28	4,394.38	1,341.90

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
6	TARGET CORP	P	05/12/10	09/21/12	394.07	337.3	56.77
18	TARGET CORP	P	11/08/10	09/21/12	1,182.21	989.61	192.60
68	TARGET CORP	P	12/14/10	09/21/12	4,466.13	4,025.60	440.53
81	WHOLE FOODS MARKET INC	P	08/18/11	09/21/12	8,084.10	4,882.22	3,201.88
29	WHOLE FOODS MARKET INC	P	08/18/11	09/21/12	2,894.30	1,747.96	1,146.34
200	GENL ELECTRIC CO	P	09/19/01	10/22/12	4,305.35	6,893.45	(2,588.10)
1400	INGERSOLL-RAND PLC	P	07/15/08	10/26/12	65,093.29	46,377.04	18,716.25
355	INGERSOLL-RAND PLC	P	07/15/08	10/26/12	16,501.87	11,761.24	4,740.63
35	INGERSOLL-RAND PLC	P	07/15/08	10/26/12	1,622.21	1,161.67	460.54
20	INGERSOLL-RAND PLC	P	07/15/08	10/26/12	924.72	665.13	259.59
276	LOWES COMPANIES INC	P	12/13/10	11/08/12	8,997.36	6,919.10	2,078.26
776	LOWES COMPANIES INC	P	12/14/10	11/08/12	25,296.95	19,419.40	5,877.55
450	MCGRAW HILL FINANCIAL INC	P	10/04/01	11/12/12	22,905.26	11,186.89	11,718.37
350	MEDTRONIC INC	P	09/18/07	11/12/12	14,471.65	19,275.57	(4,803.92)
15	APPLE INC	P	02/01/08	11/13/12	8,116.01	2,026.91	6,089.10
150	MCGRAW HILL FINANCIAL INC	P	03/23/99	11/13/12	7,742.49	3,871.69	3,870.80
38	TIME WARNER INC NEW	P	02/28/11	11/13/12	1,689.09	1,451.86	237.23
47	TIME WARNER INC NEW	P	03/03/11	11/13/12	2,089.13	1,782.90	306.23
60	TIME WARNER INC NEW	P	03/04/11	11/13/12	2,666.99	2,244.78	422.21
122	TIME WARNER INC NEW	P	04/13/11	11/13/12	5,422.86	4,350.84	1,072.02
107	TIME WARNER INC NEW	P	04/21/11	11/13/12	4,756.12	3,892.93	863.19
51	TIME WARNER INC NEW	P	06/28/11	11/13/12	2,266.93	1,821.09	445.84
59	TIME WARNER INC NEW	P	06/29/11	11/13/12	2,622.53	2,128.24	494.29
93	CULLEN FROST BANKERS INC	P	01/01/11	11/19/12	5,004.05	5004.05	-
135	COOPER INDUSTRIES PLC	P	05/17/10	12/03/12	10,688.19	6,486.29	4,201.90
50	COOPER INDUSTRIES PLC	P	05/17/10	12/03/12	3,958.59	2,402.33	1,556.26
10	COOPER INDUSTRIES PLC	P	12/17/10	12/03/12	791.72	586.59	205.13
35	COOPER INDUSTRIES PLC	P	12/17/10	12/03/12	2,771.01	2,053.08	717.93
1700	H & R BLOCK INC	P	11/04/10	12/07/12	31,274.05	19,219.61	12,054.44
50	H & R BLOCK INC	P	11/04/10	12/07/12	914.73	569.1	345.63
480	H & R BLOCK INC	P	11/04/10	12/07/12	8,826.55	5,441.84	3,384.71
25	H & R BLOCK INC	P	11/04/10	12/07/12	454.74	283.55	171.19
80	PPG INDUSTRIES INC	P	07/02/08	12/14/12	10,442.24	4,490.13	5,952.11
10	PPG INDUSTRIES INC	P	10/10/08	12/14/12	1,301.97	464.3	837.67
15	PPG INDUSTRIES INC	P	10/10/08	12/14/12	1,955.06	692.51	1,262.55
500	PPG INDUSTRIES INC	P	10/10/08	12/14/12	65,271.48	22,957.75	42,313.73
500	PPG INDUSTRIES INC	P	10/28/08	12/14/12	65,271.48	21,537.75	43,733.73
115	PPG INDUSTRIES INC	P	10/28/08	12/14/12	15,010.72	4,957.72	10,053.00
10	PPG INDUSTRIES INC	P	11/19/08	12/14/12	1,303.37	435.7	867.67
5	PPG INDUSTRIES INC	P	11/19/08	12/14/12	650.99	220.57	430.42
12	PPG INDUSTRIES INC	P	07/09/10	12/14/12	1,566.34	774.34	792.00
17	PPG INDUSTRIES INC	P	07/09/10	12/14/12	2,219.23	1,096.99	1,122.24
117	PPG INDUSTRIES INC	P	07/21/10	12/14/12	15,273.52	7,617.25	7,656.27
34	PPG INDUSTRIES INC	P	07/21/10	12/14/12	4,437.95	2,213.56	2,224.39
5	PPG INDUSTRIES INC	P	12/20/10	12/14/12	652.64	412	240.64
40	PPG INDUSTRIES INC	P	12/20/10	12/14/12	5,221.72	3,296.00	1,925.72

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
65	PPG INDUSTRIES INC	P	06/28/11	12/14/12	8,485.29	5,739.08	2,746.21	
18	PPG INDUSTRIES INC	P	06/28/11	12/14/12	2,349.50	1,589.28	760.22	
11	PPG INDUSTRIES INC	P	06/29/11	12/14/12	1,435.81	971.8	464.01	
36	PPG INDUSTRIES INC	P	06/29/11	12/14/12	4,699.55	3,180.42	1,519.13	
3900	H & R BLOCK INC	P	11/04/10	12/17/12	74,015.09	44,092.06	29,923.03	
120	H & R BLOCK INC	P	11/04/10	12/17/12	2,272.30	1,365.82	906.48	
1120	H & R BLOCK INC	P	11/04/10	12/17/12	21,251.87	12,697.62	8,554.25	
60	H & R BLOCK INC	P	11/04/10	12/17/12	1,133.52	680.52	453.00	
98	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	P	01/08/08	12/17/12	1,654.35	857.9	796.45	
26	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	P	01/08/08	12/17/12	438.91	229.46	209.45	
39	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	P	05/05/08	12/17/12	658.37	434.85	223.52	
136	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	P	05/05/08	12/17/12	2,295.83	1,503.04	792.79	
736	ADOBE SYSTEMS INC	P	06/20/11	12/21/12	27,805.46	22,801.28	5,004.18	
262	ADOBE SYSTEMS INC	P	06/20/11	12/21/12	9,898.14	8,116.76	1,781.38	
1	AMGEN INC	P	11/08/10	12/21/12	86.64	55.37	31.27	
59	AMGEN INC	P	12/13/10	12/21/12	5,111.88	3,186.44	1,925.44	
168	AMGEN INC	P	12/14/10	12/21/12	14,555.86	9,407.58	5,148.28	
152	AUTODESK INC	P	12/13/10	12/21/12	5,367.00	5,884.91	(517.91)	
429	AUTODESK INC	P	12/14/10	12/21/12	15,147.65	16,700.97	(1,553.32)	
18	CARREFOUR SA SPON ADR	P	03/11/09	12/21/12	90.36	112.79	(22.43)	
85	CARREFOUR SA SPON ADR	P	03/11/09	12/21/12	426.69	532.62	(105.93)	
80	CARREFOUR SA SPON ADR	P	08/04/09	12/21/12	401.59	733.53	(331.94)	
15	CARREFOUR SA SPON ADR	P	08/04/09	12/21/12	75.30	137.54	(62.24)	
89	CARREFOUR SA SPON ADR	P	08/05/09	12/21/12	446.77	816.65	(369.88)	
319	CARREFOUR SA SPON ADR	P	08/05/09	12/21/12	1,601.35	2,927.08	(1,325.73)	
29	CELGENE CORP	P	05/12/10	12/21/12	2,284.09	1,725.07	559.02	
10	CELGENE CORP	P	06/08/10	12/21/12	787.62	520.19	267.43	
108	CELGENE CORP	P	12/14/10	12/21/12	8,506.29	6,220.47	2,285.82	
19	COACH INC	P	05/12/10	12/21/12	1,086.78	794.19	292.59	
29	COACH INC	P	12/13/10	12/21/12	1,658.76	1,681.40	(22.64)	
136	COACH INC	P	12/14/10	12/21/12	7,779.03	7,841.54	(62.51)	
8	DANAHER CORP	P	07/14/10	12/21/12	446.18	303.81	142.37	
9	DANAHER CORP	P	07/14/10	12/21/12	501.95	341.78	160.17	
5	GOOGLE INC CL A	P	11/11/11	12/21/12	3,567.07	3,027.15	539.92	
2	GOOGLE INC CL A	P	11/11/11	12/21/12	1,426.83	1,210.86	215.97	
17	IBERDROLA SA SPON ADR	P	02/02/09	12/21/12	377.22	518.96	(141.74)	
7	IBERDROLA SA SPON ADR	P	07/16/09	12/21/12	155.33	222.98	(67.65)	
70	IBERDROLA SA SPON ADR	P	07/16/09	12/21/12	1,553.27	2,229.83	(676.56)	
35	IBERDROLA SA SPON ADR	P	08/26/09	12/21/12	776.63	1,250.90	(474.27)	
6	KAO CORP REPSTG 10 SHS COM SPON ADR	P	05/24/06	12/21/12	156.66	155.75	0.91	
82	KAO CORP REPSTG 10 SHS COM SPON ADR	P	11/09/06	12/21/12	2,140.97	2,126.69	14.28	
102	LOWES COMPANIES INC	P	12/13/10	12/21/12	3,564.19	2,557.06	1,007.13	
287	LOWES COMPANIES INC	P	12/14/10	12/21/12	10,028.65	7,182.18	2,846.47	
67	NIKE INC CL B	P	05/12/10	12/21/12	6,959.77	5,146.62	1,813.15	
22	NIKE INC CL B	P	05/12/10	12/21/12	2,285.30	1,689.93	595.37	
124	NIKE INC CL B	P	07/21/10	12/21/12	12,880.78	8,665.13	4,215.65	

SCHEDULE D-1

HARRIS AND ELIZA KEMPNER FUND, INC.

2012 FORM 990-PF

TIN#: 76-680130

LONG TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
44	NIKE INC CL B	P	12/14/10	12/21/12	4,570.60	3,923.03	647 57
140	ORACLE CORP	P	05/12/10	12/21/12	4,714.05	3,440 92	1,273.13
396	ORACLE CORP	P	12/14/10	12/21/12	13,334 05	12,128 69	1,205 36
20	SINGAPORE TELECOM LTD	P	08/18/08	12/21/12	544.39	492.12	52 27
70	SINGAPORE TELECOM LTD	P	08/18/08	12/21/12	1,905.36	1,722 40	182 96
4	TAKEDA PHARMACEUTICAL CO LTD SPON ADR	P	07/01/08	12/21/12	91.84	102 94	(11.10)
65	TAKEDA PHARMACEUTICAL CO LTD SPON ADR	P	07/01/08	12/21/12	1,492 37	1,672 82	(180 45)
40	TAKEDA PHARMACEUTICAL CO LTD SPON ADR	P	07/02/08	12/21/12	918 38	1,038.52	(120.14)
21	TAKEDA PHARMACEUTICAL CO LTD SPON ADR	P	07/02/08	12/21/12	482.15	545 22	(63.07)
22	TOKIO MARINE HOLDINGS INC SPON ADR	P	07/19/05	12/21/12	618.63	574 03	44 60
88	TOKIO MARINE HOLDINGS INC SPON ADR	P	07/19/05	12/21/12	2,474 50	2,296.09	178 41
12	TOTAL S A. FRANCE SPON ADR	P	07/19/05	12/21/12	619 79	736.98	(117.19)
15	UNILEVER PLC AMER SHS NEW SPON ADR	P	03/01/06	12/21/12	582.74	353 08	229 66
81	UNILEVER PLC AMER SHS NEW SPON ADR	P	10/26/09	12/21/12	2,162 65	1,984.33	178.32
23	UNILEVER PLC AMER SHS NEW SPON ADR	P	10/26/09	12/21/12	614.09	563 45	50 64
100	ARCOS DORADOS HOLDINGS INC CL A	P	10/17/11	12/26/12	1,174 12	2,422.21	(1,248 09)
325	ARCOS DORADOS HOLDINGS INC CL A	P	10/17/11	12/26/12	3,827.71	7,860 37	(4,032 66)
50	JPMORGAN CHASE & CO	P	03/23/99	12/26/12	2,184 70	2,674 92	(490.22)
50	MERCK & CO INC NEW COM	P	03/23/99	12/26/12	2,055.70	4,056 72	(2,001 02)
75	PROCTER & GAMBLE CO	P	03/23/99	12/26/12	5,074 64	3,566.35	1,508.29
100	PROCTER & GAMBLE CO	P	10/30/01	12/26/12	6,767 93	3,614.01	3,153 92
103	TIME WARNER INC NEW	P	05/24/11	12/26/12	4,863 87	3,690.28	1,173.59
174	TIME WARNER INC NEW	P	06/28/11	12/26/12	8,216 63	6,212.30	2,004.33
204	TIME WARNER INC NEW	P	06/29/11	12/26/12	9,633.30	7,358 65	2,274 65
279	TIME WARNER INC NEW	P	12/22/11	12/26/12	13,174 95	9,864 38	3,310 57
150	WALGREEN CO	P	03/22/99	12/26/12	5,459.61	4,460.01	999 60
50	WALGREEN CO	P	08/30/01	12/26/12	1,816.37	1,781.73	34 64
	FROM KEMPNER SECURITIES LP K-1	P			-	24,020.00	(24,020.00)
	FROM BLACK STONE MINERALS CO LP K-1	P			-	216.00	(216.00)
	FROM BLACK STONE NATURAL RESOURCES K-1	P			-	4.00	(4 00)
	FROM KEMPNER SECURITIES LP K-1	P			-	67.00	(67.00)
	FROM BLACK STONE MINERALS CO LP K-1	P			-	1 00	(1 00)
	ADJUST SCHEDULE TO GENERAL LEDGER				-	1,108.05	(1,108.05)
LONG TERM TOTALS					6,539,958.93	5,498,665.46	1,041,293.47

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE	DATE	GROSS	COST	GAIN
				ACQUIRED	SOLD	SALES PRICE	OR OTHER BASIS	OR (LOSS)
61	ACCENTURE PLC IRELAND	CL A	P	09/15/11	01/05/12	3,231.11	3,245.14	(14.03)
210	ACCENTURE PLC IRELAND	CL A	P	09/15/11	01/05/12	11,123.49	11,171.79	(48.30)
211	ACCENTURE PLC IRELAND	CL A	P	09/16/11	01/05/12	11,176.45	11,524.99	(348.54)
61	ACCENTURE PLC IRELAND	CL A	P	09/16/11	01/05/12	3,231.11	3,331.87	(100.76)
62	ACCENTURE PLC IRELAND	CL A	P	09/20/11	01/05/12	3,284.07	3,417.24	(133.17)
211	ACCENTURE PLC IRELAND	CL A	P	09/20/11	01/05/12	11,176.46	11,629.62	(453.16)
165	ACCENTURE PLC IRELAND	CL A	P	09/28/11	01/05/12	8,739.88	8,955.05	(215.17)
48	ACCENTURE PLC IRELAND	CL A	P	09/28/11	01/05/12	2,542.51	2,605.10	(62.59)
53	ACCENTURE PLC IRELAND	CL A	P	12/28/11	01/05/12	2,807.36	2,808.57	(1.21)
184	ACCENTURE PLC IRELAND	CL A	P	12/28/11	01/05/12	9,746.29	9,750.49	(4.20)
141	ALLERGAN INC		P	08/24/11	01/05/12	12,376.74	10,862.55	1,514.19
41	ALLERGAN INC		P	08/24/11	01/05/12	3,598.91	3,158.61	440.30
42	ALLERGAN INC		P	08/30/11	01/05/12	3,686.69	3,374.08	312.61
145	ALLERGAN INC		P	08/30/11	01/05/12	12,727.85	11,648.62	1,079.23
113	ALLERGAN INC		P	09/28/11	01/05/12	9,918.95	9,505.44	413.51
33	ALLERGAN INC		P	09/28/11	01/05/12	2,896.68	2,775.92	120.76
37	AUTOZONE INC		P	08/24/11	01/05/12	12,013.29	11,119.18	894.11
11	AUTOZONE INC		P	08/24/11	01/05/12	3,571.52	3,305.70	265.82
139	BAIDU INC ADS REPSNTG CL A		P	04/20/11	01/05/12	16,832.58	20,918.67	(4,086.09)
41	BAIDU INC ADS REPSNTG CL A		P	04/20/11	01/05/12	4,965.00	6,170.25	(1,205.25)
12	BAIDU INC ADS REPSNTG CL A		P	06/30/11	01/05/12	1,453.17	1,678.96	(225.79)
38	BAIDU INC ADS REPSNTG CL A		P	06/30/11	01/05/12	4,601.71	5,316.72	(715.01)
80	BAIDU INC ADS REPSNTG CL A		P	08/30/11	01/05/12	9,687.81	11,860.59	(2,172.78)
23	BAIDU INC ADS REPSNTG CL A		P	08/30/11	01/05/12	2,785.25	3,409.92	(624.67)
36	BIOGEN IDEC INC		P	06/22/11	01/05/12	4,094.92	3,597.22	497.70
123	BIOGEN IDEC INC		P	06/22/11	01/05/12	13,990.98	12,290.49	1,700.49
125	BIOGEN IDEC INC		P	06/23/11	01/05/12	14,218.47	12,514.00	1,704.47
35	BIOGEN IDEC INC		P	06/23/11	01/05/12	3,981.17	3,503.92	477.25
1	BIOGEN IDEC INC		P	06/24/11	01/05/12	113.75	100.11	13.64
15	BIOGEN IDEC INC		P	06/27/11	01/05/12	1,706.22	1,569.69	136.53
55	BIOGEN IDEC INC		P	06/27/11	01/05/12	6,256.13	5,755.54	500.59
167	BIOGEN IDEC INC		P	06/28/11	01/05/12	18,995.89	17,782.34	1,213.55
50	BIOGEN IDEC INC		P	06/28/11	01/05/12	5,687.39	5,324.06	363.33
18	BIOGEN IDEC INC		P	11/23/11	01/05/12	2,047.46	1,994.27	53.19
62	BIOGEN IDEC INC		P	11/23/11	01/05/12	7,052.36	6,869.17	183.19
357	BRISTOL MYERS SQUIBB CO		P	11/29/11	01/05/12	12,144.91	11,248.50	896.41
104	BRISTOL MYERS SQUIBB CO		P	11/29/11	01/05/12	3,538.01	3,276.87	261.14
102	BRISTOL MYERS SQUIBB CO		P	12/05/11	01/05/12	3,469.98	3,370.80	99.18
350	BRISTOL MYERS SQUIBB CO		P	12/05/11	01/05/12	11,906.77	11,566.49	340.28
256	BRISTOL MYERS SQUIBB CO		P	12/20/11	01/05/12	8,708.95	8,942.90	(233.95)
74	BRISTOL MYERS SQUIBB CO		P	12/20/11	01/05/12	2,517.43	2,585.06	(67.63)
26	BRISTOL MYERS SQUIBB CO		P	12/27/11	01/05/12	884.50	917.50	(33.00)
89	BRISTOL MYERS SQUIBB CO		P	12/27/11	01/05/12	3,027.72	3,140.66	(112.94)
90	CHECK POINT SOFTWARE		P	08/12/11	01/05/12	4,658.31	4,951.78	(293.47)

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			D - Donation					
25	CHECK POINT SOFTWARE		P	08/12/11	01/05/12	1,293.97	1,375.49	(81.52)
34	CHECK POINT SOFTWARE		P	08/15/11	01/05/12	1,759.81	1,910.11	(150.30)
113	CHECK POINT SOFTWARE		P	08/15/11	01/05/12	5,848.77	6,348.29	(499.52)
196	CHECK POINT SOFTWARE		P	08/17/11	01/05/12	10,144.76	11,064.30	(919.54)
57	CHECK POINT SOFTWARE		P	08/17/11	01/05/12	2,950.26	3,217.68	(267.42)
50	COGNIZANT TECH SOLUTIONS	CRP	P	09/28/11	01/05/12	3,279.93	3,255.42	24.51
171	COGNIZANT TECH SOLUTIONS	CRP	P	09/28/11	01/05/12	11,217.38	11,133.54	83.84
38	CUMMINS INC		P	09/28/11	01/05/12	3,525.95	3,426.28	99.67
130	CUMMINS INC		P	09/28/11	01/05/12	12,062.47	11,721.48	340.99
20	DECKERS OUTDOOR CORP		P	12/28/11	01/05/12	1,580.37	1,686.80	(106.43)
68	DECKERS OUTDOOR CORP		P	12/28/11	01/05/12	5,373.25	5,735.11	(361.86)
32	DECKERS OUTDOOR CORP		P	12/29/11	01/05/12	2,528.59	2,550.67	(22.08)
9	DECKERS OUTDOOR CORP		P	12/29/11	01/05/12	711.16	717.37	(6.21)
20	DOLLAR TREE INC		P	12/23/11	01/05/12	1,654.37	1,651.84	2.53
70	DOLLAR TREE INC		P	12/23/11	01/05/12	5,790.29	5,781.45	8.84
67	DOLLAR TREE INC		P	12/28/11	01/05/12	5,542.13	5,622.35	(80.22)
20	DOLLAR TREE INC		P	12/28/11	01/05/12	1,654.36	1,678.31	(23.95)
71	EATON CORP		P	04/20/11	01/05/12	3,229.73	3,790.48	(560.75)
241	EATON CORP		P	04/20/11	01/05/12	10,962.88	12,866.27	(1,903.39)
306	EATON CORP		P	10/12/11	01/05/12	13,919.67	14,125.87	(206.20)
89	EATON CORP		P	10/12/11	01/05/12	4,048.53	4,103.30	(54.77)
72	EATON CORP		P	10/14/11	01/05/12	3,275.21	3,036.31	238.90
250	EATON CORP		P	10/14/11	01/05/12	11,372.28	10,542.75	829.53
342	HALLIBURTON CO		P	02/02/11	01/05/12	11,894.53	15,855.87	(3,961.34)
100	HALLIBURTON CO		P	02/02/11	01/05/12	3,477.93	4,636.22	(1,158.29)
44	HALLIBURTON CO		P	02/03/11	01/05/12	1,530.29	2,037.15	(506.86)
36	HALLIBURTON CO		P	02/03/11	01/05/12	1,252.06	1,665.31	(413.25)
152	HALLIBURTON CO		P	02/03/11	01/05/12	5,286.46	7,037.43	(1,750.97)
125	HALLIBURTON CO		P	02/03/11	01/05/12	4,347.42	5,782.33	(1,434.91)
341	HALLIBURTON CO		P	03/14/11	01/05/12	11,859.75	15,182.89	(3,323.14)
99	HALLIBURTON CO		P	03/14/11	01/05/12	3,443.15	4,407.94	(964.79)
29	HALLIBURTON CO		P	05/05/11	01/05/12	1,008.60	1,366.02	(357.42)
99	HALLIBURTON CO		P	05/05/11	01/05/12	3,443.15	4,663.30	(1,220.15)
354	HALLIBURTON CO		P	07/21/11	01/05/12	12,311.88	20,036.75	(7,724.87)
103	HALLIBURTON CO		P	07/21/11	01/05/12	3,582.27	5,829.90	(2,247.63)
36	HALLIBURTON CO		P	08/24/11	01/05/12	1,252.06	1,437.23	(185.17)
125	HALLIBURTON CO		P	08/24/11	01/05/12	4,347.42	4,990.39	(642.97)
74	HALLIBURTON CO		P	08/30/11	01/05/12	2,573.67	3,182.79	(609.12)
21	HALLIBURTON CO		P	08/30/11	01/05/12	730.37	903.22	(172.85)
37	HALLIBURTON CO		P	09/27/11	01/05/12	1,286.83	1,294.14	(7.31)
125	HALLIBURTON CO		P	09/27/11	01/05/12	4,347.42	4,379.06	(31.64)
55	HALLIBURTON CO		P	12/28/11	01/05/12	1,912.86	1,836.73	76.13
16	HALLIBURTON CO		P	12/28/11	01/05/12	556.47	534.32	22.15
59	LAUDER ESTEE COS CL A		P	08/15/11	01/05/12	6,632.07	5,511.25	1,120.82

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase		D - Donation		GROSS	COST	GAIN
			DATE	DATE	SALES	OR OTHER	OR	
			ACQUIRED	SOLD	PRICE	BASIS	(LOSS)	
17	LAUDER ESTEE COS CL A	P	08/15/11	01/05/12	1,910.93	1,587.99	322.94	
29	LAUDER ESTEE COS CL A	P	08/24/11	01/05/12	3,259.83	2,678.29	581.54	
100	LAUDER ESTEE COS CL A	P	08/24/11	01/05/12	11,240.78	9,235.47	2,005.31	
22	LAUDER ESTEE COS CL A	P	10/07/11	01/05/12	2,472.97	2,052.48	420.49	
7	LAUDER ESTEE COS CL A	P	10/07/11	01/05/12	786.85	653.06	133.79	
109	LULULEMON ATHLETICA INC	P	10/05/11	01/05/12	5,522.92	5,400.10	122.82	
32	LULULEMON ATHLETICA INC	P	10/05/11	01/05/12	1,621.40	1,585.35	36.05	
31	MEAD JOHNSON NUTRITION CO	P	06/29/11	01/05/12	2,196.31	2,075.21	121.10	
104	MEAD JOHNSON NUTRITION CO	P	06/29/11	01/05/12	7,368.26	6,962.01	406.25	
29	MEAD JOHNSON NUTRITION CO	P	08/17/11	01/05/12	2,054.61	2,058.11	(3.50)	
8	MEAD JOHNSON NUTRITION CO	P	08/17/11	01/05/12	566.79	567.76	(0.97)	
17	MEAD JOHNSON NUTRITION CO	P	08/30/11	01/05/12	1,204.43	1,203.38	1.05	
59	MEAD JOHNSON NUTRITION CO	P	08/30/11	01/05/12	4,180.07	4,176.43	3.64	
20	MEAD JOHNSON NUTRITION CO	P	08/31/11	01/05/12	1,416.97	1,420.43	(3.46)	
6	MEAD JOHNSON NUTRITION CO	P	08/31/11	01/05/12	425.09	426.13	(1.04)	
61	MEAD JOHNSON NUTRITION CO	P	12/22/11	01/05/12	4,321.76	4,257.79	63.97	
210	MEAD JOHNSON NUTRITION CO	P	12/22/11	01/05/12	14,878.21	14,657.96	220.25	
61	MEAD JOHNSON NUTRITION CO	P	12/29/11	01/05/12	4,321.77	4,128.03	193.74	
17	MEAD JOHNSON NUTRITION CO	P	12/29/11	01/05/12	1,204.43	1,150.43	54.00	
155	NATL-OILWELLVARCO INC	P	07/21/11	01/05/12	10,862.19	12,623.79	(1,761.60)	
46	NATL-OILWELLVARCO INC	P	07/21/11	01/05/12	3,223.62	3,746.42	(522.80)	
21	NATL-OILWELLVARCO INC	P	07/28/11	01/05/12	1,471.65	1,718.67	(247.02)	
74	NATL-OILWELLVARCO INC	P	07/28/11	01/05/12	5,185.82	6,056.26	(870.44)	
115	NATL-OILWELLVARCO INC	P	08/24/11	01/05/12	8,059.04	7,273.19	785.85	
33	NATL-OILWELLVARCO INC	P	08/24/11	01/05/12	2,312.59	2,087.09	225.50	
12	NATL-OILWELLVARCO INC	P	09/27/11	01/05/12	840.95	699.41	141.54	
40	NATL-OILWELLVARCO INC	P	09/27/11	01/05/12	2,803.15	2,353.85	449.30	
200	NATL-OILWELLVARCO INC	P	10/06/11	01/05/12	14,015.73	11,434.70	2,581.03	
58	NATL-OILWELLVARCO INC	P	10/06/11	01/05/12	4,064.56	3,316.06	748.50	
26	NATL-OILWELLVARCO INC	P	12/28/11	01/05/12	1,822.04	1,744.75	77.29	
89	NATL-OILWELLVARCO INC	P	12/28/11	01/05/12	6,237.00	5,972.40	264.60	
9	O REILLY AUTOMOTIVE INC	P	06/17/11	01/05/12	712.97	558.00	154.97	
3	O REILLY AUTOMOTIVE INC	P	06/17/11	01/05/12	237.66	186.00	51.66	
24	O REILLY AUTOMOTIVE INC	P	06/20/11	01/05/12	1,901.24	1,505.96	395.28	
84	O REILLY AUTOMOTIVE INC	P	06/20/11	01/05/12	6,654.35	5,270.87	1,383.48	
96	O REILLY AUTOMOTIVE INC	P	06/21/11	01/05/12	7,604.97	6,073.82	1,531.15	
28	O REILLY AUTOMOTIVE INC	P	06/21/11	01/05/12	2,218.11	1,771.53	446.58	
33	O REILLY AUTOMOTIVE INC	P	07/28/11	01/05/12	2,614.21	1,971.64	642.57	
113	O REILLY AUTOMOTIVE INC	P	07/28/11	01/05/12	8,951.69	6,751.37	2,200.32	
91	O REILLY AUTOMOTIVE INC	P	08/09/11	01/05/12	7,208.88	5,315.29	1,893.59	
26	O REILLY AUTOMOTIVE INC	P	08/09/11	01/05/12	2,059.68	1,518.65	541.03	
1	O REILLY AUTOMOTIVE INC	P	10/07/11	01/05/12	79.22	67.60	11.62	
1	O REILLY AUTOMOTIVE INC	P	10/07/11	01/05/12	79.22	67.60	11.62	
10	PRECISION CASTPARTS CORP	P	01/07/11	01/05/12	1,682.37	1,429.06	253.31	

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
36	PRECISION CASTPARTS CORP	P	01/07/11	01/05/12	6,056 53	5,144.62	911 91
51	PRECISION CASTPARTS CORP	P	06/28/11	01/05/12	8,580 07	8,137.37	442.70
15	PRECISION CASTPARTS CORP	P	06/28/11	01/05/12	2,523 55	2,393.34	130.21
35	PRICELINE.COM INC NEW	P	06/28/11	01/05/12	16,767.47	17,280.17	(512 70)
10	PRICELINE.COM INC NEW	P	06/28/11	01/05/12	4,790 71	4,937 19	(146 48)
2	PRICELINE.COM INC NEW	P	08/30/11	01/05/12	958.14	1,074 05	(115 91)
7	PRICELINE.COM INC NEW	P	08/30/11	01/05/12	3,353.50	3,759 19	(405 69)
121	STARBUCKS CORP	P	02/01/11	01/05/12	5,588 88	3,884.78	1,704.10
420	STARBUCKS CORP	P	02/01/11	01/05/12	19,399.43	13,484.35	5,915 08
208	STARBUCKS CORP	P	02/28/11	01/05/12	9,607 33	6,835 03	2,772.30
61	STARBUCKS CORP	P	02/28/11	01/05/12	2,817 54	2,004.50	813 04
54	STARBUCKS CORP	P	03/01/11	01/05/12	2,494.21	1,748 99	745 22
189	STARBUCKS CORP	P	03/01/11	01/05/12	8,729 75	6,121 46	2,608.29
401	STARBUCKS CORP	P	03/04/11	01/05/12	18,521 83	13,232.96	5,288 87
116	STARBUCKS CORP	P	03/04/11	01/05/12	5,357 93	3,827.99	1,529 94
4	STARBUCKS CORP	P	04/12/11	01/05/12	184 76	141 98	42.78
16	STARBUCKS CORP	P	04/12/11	01/05/12	739 03	567.93	171 10
77	STARBUCKS CORP	P	04/14/11	01/05/12	3,556.56	2,726.08	830 48
23	STARBUCKS CORP	P	04/14/11	01/05/12	1,062.35	814 28	248 07
45	STARBUCKS CORP	P	08/24/11	01/05/12	2,078.51	1,654.27	424 24
154	STARBUCKS CORP	P	08/24/11	01/05/12	7,113 12	5,661 29	1,451 83
25	TIFFANY & CO NEW	P	01/11/11	01/05/12	1,654.47	1,517 54	136 93
24	TIFFANY & CO NEW	P	01/11/11	01/05/12	1,588 29	1,453.86	134 43
83	TIFFANY & CO NEW	P	01/11/11	01/05/12	5,492.83	5,027 92	464 91
89	TIFFANY & CO NEW	P	01/11/11	01/05/12	5,889 90	5,402 42	487 48
4	TIFFANY & CO NEW	P	01/12/11	01/05/12	264.72	244 15	20 57
110	TIFFANY & CO NEW	P	01/12/11	01/05/12	7,279 66	6,722.38	557 28
1	TIFFANY & CO NEW	P	01/12/11	01/05/12	66.18	61 04	5 14
33	TIFFANY & CO NEW	P	01/12/11	01/05/12	2,183 89	2,016.71	167 18
2	TIFFANY & CO NEW	P	01/24/11	01/05/12	132.36	116 28	16.08
6	TIFFANY & CO NEW	P	01/24/11	01/05/12	397.07	348 84	48.23
57	TJX COS INC NEW	P	03/04/11	01/05/12	3,642 80	2,877 65	765.15
196	TJX COS INC NEW	P	03/04/11	01/05/12	12,526.12	9,895 08	2,631 04
107	TJX COS INC NEW	P	05/05/11	01/05/12	6,838 24	5,727.09	1,111 15
31	TJX COS INC NEW	P	05/05/11	01/05/12	1,981 17	1,659 25	321 92
60	TJX COS INC NEW	P	06/21/11	01/05/12	3,834 52	3,054 02	780 50
205	TJX COS INC NEW	P	06/21/11	01/05/12	13,101 29	10,434 56	2,666 73
117	TJX COS INC NEW	P	06/28/11	01/05/12	7,477 33	6,019 76	1,457 57
34	TJX COS INC NEW	P	06/28/11	01/05/12	2,172 90	1,749 33	423 57
125	UNION PACIFIC CORP	P	12/22/11	01/05/12	13,498 49	13,041 35	457 14
35	UNION PACIFIC CORP	P	12/22/11	01/05/12	3,779 58	3,651.58	128.00
8	UNION PACIFIC CORP	P	12/23/11	01/05/12	863 90	841 40	22 50
21	UNION PACIFIC CORP	P	12/23/11	01/05/12	2,267 75	2,208.68	59 07
203	US BANCORP DEL (NEW)	P	12/21/11	01/05/12	5,570.21	5,413 12	157 09

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS	COST	GAIN
			ACQUIRED	SOLD	SALES PRICE	OR OTHER BASIS	OR (LOSS)
59	US BANCORP DEL (NEW)	P	12/21/11	01/05/12	1,618 93	1,573.27	45 66
24	VISA INC CL A	P	06/30/11	01/05/12	2,416 51	2,036.27	380 24
85	VISA INC CL A	P	06/30/11	01/05/12	8,558 48	7,211.81	1,346 67
450	VISA INC CL A	P	07/01/11	01/05/12	45,309 63	39,211.02	6,098 61
131	VISA INC CL A	P	07/01/11	01/05/12	13,190 14	11,414 76	1,775 38
51	VISA INC CL A	P	08/24/11	01/05/12	5,135 09	4,366.75	768 34
175	VISA INC CL A	P	08/24/11	01/05/12	17,620 41	14,983.96	2,636 45
124	WELLS FARGO & CO NEW	P	12/09/11	01/05/12	3,536 41	3,341 23	195 18
426	WELLS FARGO & CO NEW	P	12/09/11	01/05/12	12,149 29	11,478 74	670 55
883	WELLS FARGO & CO NEW	P	12/21/11	01/05/12	25,182 67	23,396 85	1,785 82
256	WELLS FARGO & CO NEW	P	12/21/11	01/05/12	7,300 98	6,783.23	517 75
29	WYNN RESORTS LTD	P	01/19/11	01/05/12	3,231 70	3,439.36	(207 66)
101	WYNN RESORTS LTD	P	01/19/11	01/05/12	11,255.22	11,978 46	(723 24)
172	WYNN RESORTS LTD	P	08/30/11	01/05/12	19,167.32	26,335 01	(7,167 69)
49	WYNN RESORTS LTD	P	08/30/11	01/05/12	5,460 45	7,502 41	(2,041 96)
1	WYNN RESORTS LTD	P	08/31/11	01/05/12	111 44	153.42	(41 98)
4	WYNN RESORTS LTD	P	10/03/11	01/05/12	445 75	455 01	(9 26)
11	WYNN RESORTS LTD	P	10/03/11	01/05/12	1,225 81	1,251 29	(25 48)
127	WYNN RESORTS LTD	P	12/23/11	01/05/12	14,152 61	13,881.30	271 31
37	WYNN RESORTS LTD	P	12/23/11	01/05/12	4,123.20	4,044 16	79 04
38	YOUKU TUDOU INC SPON ADR	P	05/20/11	01/05/12	592.03	1,836 72	(1,244 69)
130	YOUKU TUDOU INC SPON ADR	P	05/20/11	01/05/12	2,025 36	6,288.21	(4,262.85)
133	YOUKU TUDOU INC SPON ADR	P	05/23/11	01/05/12	2,072.10	6,085 30	(4,013 20)
39	YOUKU TUDOU INC SPON ADR	P	05/23/11	01/05/12	607 61	1,784 41	(1,176 80)
25	YOUKU TUDOU INC SPON ADR	P	06/07/11	01/05/12	389.49	868.58	(479 09)
86	YOUKU TUDOU INC SPON ADR	P	06/07/11	01/05/12	1,339 85	2,999 56	(1,659 71)
200	YOUKU TUDOU INC SPON ADR	P	06/28/11	01/05/12	3,115 94	6,757.36	(3,641.42)
57	YOUKU TUDOU INC SPON ADR	P	06/28/11	01/05/12	888 04	1,925 85	(1,037 81)
25	YUM! BRANDS INC	P	07/07/11	01/05/12	1,474 47	1,385.10	89.37
86	YUM! BRANDS INC	P	07/07/11	01/05/12	5,072.18	4,764.74	307 44
56	YUM! BRANDS INC	P	08/24/11	01/05/12	3,302.81	2,931.82	370 99
16	YUM! BRANDS INC	P	08/24/11	01/05/12	943 67	837 66	106 01
40	YUM! BRANDS INC	P	08/25/11	01/05/12	2,359 15	2,076 92	282 23
135	YUM! BRANDS INC	P	08/25/11	01/05/12	7,962.15	7,009 59	952 56
20	COMPUTER SCIENCES	P	06/23/11	01/06/12	470 94	758 63	(287 69)
15	COMPUTER SCIENCES	P	06/23/11	01/06/12	357 29	568 96	(211.67)
40	COMPUTER SCIENCES	P	06/23/11	01/06/12	947 53	1,514 63	(567 10)
25	COMPUTER SCIENCES	P	06/23/11	01/06/12	594 98	946.64	(351 66)
400	COMPUTER SCIENCES	P	06/23/11	01/06/12	9,522 56	15,122 80	(5,600 24)
250	COMPUTER SCIENCES	P	06/23/11	01/06/12	5,952 38	9,451.75	(3,499 37)
1,400 00	COMPUTER SCIENCES	P	06/23/11	01/06/12	33,356 10	52,922.63	(19,566 53)
1,000 00	COMPUTER SCIENCES	P	06/23/11	01/06/12	23,799 54	37,801 87	(14,002 33)
5	COMPUTER SCIENCES	P	06/23/11	01/10/12	118 05	189 66	(71.61)
15	COMPUTER SCIENCES	P	06/23/11	01/10/12	356 24	567 98	(211 74)

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS	COST	GAIN
			ACQUIRED	SOLD	SALES PRICE	OR OTHER BASIS	OR (LOSS)
100	COMPUTER SCIENCES	P	06/23/11	01/10/12	2,393.33	3,780.70	(1,387.37)
400	COMPUTER SCIENCES	P	06/23/11	01/10/12	9,581.48	15,120.75	(5,539.27)
500	COMPUTER SCIENCES	P	08/05/11	01/10/12	11,976.85	16,276.46	(4,299.61)
1,300.00	COMPUTER SCIENCES	P	08/05/11	01/10/12	31,394.39	42,318.79	(10,924.40)
100	COMPUTER SCIENCES	P	08/05/11	01/10/12	2,393.32	3,256.17	(862.85)
350	COMPUTER SCIENCES	P	08/05/11	01/10/12	8,452.33	11,396.58	(2,944.25)
10	COMPUTER SCIENCES	P	08/05/11	01/10/12	237.49	326.67	(89.18)
35	COMPUTER SCIENCES	P	08/05/11	01/10/12	845.23	1,143.33	(298.10)
10	COMPUTER SCIENCES	P	08/05/11	01/10/12	236.09	327.25	(91.16)
20	COMPUTER SCIENCES	P	08/05/11	01/10/12	482.99	654.50	(171.51)
7	GOOGLE INC CL A	P	07/15/11	01/13/12	4,367.91	4,149.67	218.24
22	GOOGLE INC CL A	P	07/15/11	01/13/12	13,727.74	13,041.82	685.92
19	GOOGLE INC CL A	P	08/30/11	01/13/12	11,855.77	11,944.53	(88.76)
5	GOOGLE INC CL A	P	08/30/11	01/13/12	3,119.94	3,143.30	(23.36)
5	GOOGLE INC CL A	P	10/14/11	01/13/12	3,119.94	2,961.13	158.81
16	GOOGLE INC CL A	P	10/14/11	01/13/12	9,983.81	9,493.45	490.36
3	GOOGLE INC CL A	P	11/11/11	01/13/12	1,871.96	1,816.29	55.67
1,250.00	ADVANCE AUTO PARTS INC	P	07/11/11	01/18/12	90,555.51	73,802.85	16,752.66
25	ADVANCE AUTO PARTS INC	P	07/11/11	01/18/12	1,805.96	1,478.02	327.94
275	ADVANCE AUTO PARTS INC	P	07/11/11	01/18/12	19,918.11	16,238.41	3,679.70
20	ADVANCE AUTO PARTS INC	P	07/11/11	01/18/12	1,443.72	1,183.80	259.92
12	ALTERA CORP	P	01/13/12	01/23/12	474.23	448.87	25.36
41	ALTERA CORP	P	01/13/12	01/23/12	1,620.28	1,533.65	86.63
4	ANIXTER INTL INC	P	01/13/12	01/23/12	267.82	258.48	9.34
12	ANIXTER INTL INC	P	01/13/12	01/23/12	803.48	775.44	28.04
2	BECTON DICKINSON & CO	P	01/13/12	01/23/12	155.01	149.99	5.02
13	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	01/23/12	329.80	321.44	8.36
3	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	01/23/12	76.10	74.18	1.92
22	COVIDIEN PLC	P	01/13/12	01/23/12	1,060.37	999.17	61.20
7	COVIDIEN PLC	P	01/13/12	01/23/12	337.39	317.92	19.47
125	GREEN MTN COFFEE ROASTERS INC	P	11/08/11	01/23/12	6,293.18	8,751.62	(2,458.44)
9	HERMAN MILLER INC	P	01/13/12	01/23/12	185.44	170.16	15.28
33	HERMAN MILLER INC	P	01/13/12	01/23/12	679.98	623.94	56.04
5	ICF INTL INC	P	01/13/12	01/23/12	134.74	131.77	2.97
18	ICF INTL INC	P	01/13/12	01/23/12	485.09	474.37	10.72
14	NATL INSTRUMENTS CORP	P	01/13/12	01/23/12	380.93	361.34	19.59
20	PROGRESSIVE CORP OHIO	P	01/13/12	01/23/12	411.99	388.54	23.45
66	PROGRESSIVE CORP OHIO	P	01/13/12	01/23/12	1,359.57	1,282.17	77.40
32	SCHWAB CHARLES CORP NEW	P	01/13/12	01/23/12	403.26	385.85	17.41
108	SCHWAB CHARLES CORP NEW	P	01/13/12	01/23/12	1,361.02	1,302.25	58.77
7	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	01/23/12	315.20	305.21	9.99
24	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	01/23/12	1,080.69	1,046.43	34.26
42	TEXAS INSTRUMENTS	P	01/13/12	01/23/12	1,389.06	1,298.07	90.99
13	TEXAS INSTRUMENTS	P	01/13/12	01/23/12	429.95	401.78	28.17

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
3,900.00	REGIS CORP MINN		P	08/08/11	01/26/12	66,440.87	53,045.25	13,395.62
110	REGIS CORP MINN		P	08/08/11	01/26/12	1,871.11	1,501.25	369.86
1,000.00	REGIS CORP MINN		P	08/08/11	01/26/12	17,085.42	13,605.25	3,480.17
55	REGIS CORP MINN		P	08/08/11	01/26/12	931.38	753.25	178.13
1,050.00	ADVANCE AUTO PARTS INC		P	07/11/11	02/08/12	81,505.34	61,994.40	19,510.94
25	ADVANCE AUTO PARTS INC		P	07/11/11	02/08/12	1,935.46	1,478.02	457.44
300	ADVANCE AUTO PARTS INC		P	07/11/11	02/08/12	23,283.30	17,714.62	5,568.68
15	ADVANCE AUTO PARTS INC		P	07/11/11	02/08/12	1,160.49	887.85	272.64
5	ADVANCE AUTO PARTS INC		P	07/15/11	02/08/12	386.83	281.31	105.52
150	ADVANCE AUTO PARTS INC		P	07/15/11	02/08/12	11,643.62	8,400.53	3,243.09
63	ECOLAB INC		P	01/13/12	02/13/12	3,861.00	3,761.10	99.90
19	ECOLAB INC		P	01/13/12	02/13/12	1,164.42	1,134.30	30.12
15	ADVANCE AUTO PARTS INC		P	07/11/11	02/16/12	1,265.08	886.81	378.27
25	ADVANCE AUTO PARTS INC		P	07/11/11	02/16/12	2,113.16	1,476.22	636.94
15	ADVANCE AUTO PARTS INC		P	07/15/11	02/16/12	1,262.97	843.94	419.03
215	ADVANCE AUTO PARTS INC		P	07/15/11	02/16/12	18,173.22	12,042.82	6,130.40
10	ADVANCE AUTO PARTS INC		P	07/15/11	02/16/12	843.38	561.31	282.07
1,300.00	ADVANCE AUTO PARTS INC		P	07/15/11	02/16/12	109,907.77	72,804.55	37,103.22
34	CDN NATL RAILWAY CO CAD		P	01/13/12	02/22/12	2,588.85	2,588.56	0.29
114	CDN NATL RAILWAY CO CAD		P	01/13/12	02/22/12	8,680.27	8,679.28	0.99
40	ECOLAB INC		P	01/13/12	02/22/12	2,477.44	2,388.00	89.44
12	ECOLAB INC		P	01/13/12	02/22/12	743.23	716.40	26.83
340	ADOBE SYSTEMS INC		P	06/20/11	02/23/12	11,189.19	10,533.20	655.99
122	ADOBE SYSTEMS INC		P	06/20/11	02/23/12	4,014.94	3,779.56	235.38
93	COMCAST CORP NEW SPECIAL CL A		P	01/13/12	02/23/12	2,678.14	2,299.52	378.62
28	COMCAST CORP NEW SPECIAL CL A		P	01/13/12	02/23/12	806.32	692.33	113.99
332	EMC CORP MASS		P	06/28/11	02/23/12	9,003.67	9,001.32	2.35
919	EMC CORP MASS		P	06/28/11	02/23/12	24,922.83	24,916.30	6.53
2	GRAINGER W W INC		P	01/13/12	02/23/12	412.89	392.90	19.99
8	GRAINGER W W INC		P	01/13/12	02/23/12	1,651.57	1,571.60	79.97
4	MASTERCARD INC CL A		P	01/13/12	02/23/12	1,624.26	1,355.88	268.38
10	MASTERCARD INC CL A		P	01/13/12	02/23/12	4,060.64	3,389.70	670.94
88	NORDSTROM INC		P	08/16/11	02/23/12	4,673.99	3,792.83	881.16
32	NORDSTROM INC		P	08/16/11	02/23/12	1,699.62	1,379.21	320.41
139	WHOLE FOODS MARKET INC		P	08/18/11	02/23/12	11,253.54	8,378.14	2,875.40
51	WHOLE FOODS MARKET INC		P	08/18/11	02/23/12	4,128.99	3,073.99	1,055.00
85	TIME WARNER INC NEW		P	03/03/11	02/27/12	3,191.54	3,224.39	(32.85)
101	SCHWAB CHARLES CORP NEW		P	01/13/12	02/29/12	1,411.66	1,217.85	193.81
336	SCHWAB CHARLES CORP NEW		P	01/13/12	02/29/12	4,696.22	4,051.46	644.76
17	3M CO		P	01/13/12	03/08/12	1,472.98	1,417.25	55.73
6	3M CO		P	01/13/12	03/08/12	519.88	500.21	19.67
13	NOVO NORDISK ADR		P	01/13/12	03/08/12	1,825.21	1,515.90	309.31
4	NOVO NORDISK ADR		P	01/13/12	03/08/12	561.59	466.43	95.16
13	PRAXAIR INC		P	01/13/12	03/08/12	1,427.28	1,410.28	17.00

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
4	PRAXAIR INC	P	01/13/12	03/08/12	439.16	433 93	5 23	
19	BLACKROCK INC	P	01/13/12	03/09/12	3,736 68	3,547 74	188 94	
5	BLACKROCK INC	P	01/13/12	03/09/12	983.34	933 61	49 73	
120	ADVANCE AUTO PARTS INC	P	07/15/11	03/14/12	10,668 55	6,721 58	3,946 97	
15	ADVANCE AUTO PARTS INC	P	07/15/11	03/14/12	1,328.97	841 97	487 00	
50	ADVANCE AUTO PARTS INC	P	07/15/11	03/14/12	4,447 00	2,800.17	1,646.83	
575	ADVANCE AUTO PARTS INC	P	08/10/11	03/14/12	51,140 49	28,493 77	22,646 72	
10	ADVANCE AUTO PARTS INC	P	08/10/11	03/14/12	884 23	498 13	386 10	
65	ADVANCE AUTO PARTS INC	P	07/15/11	03/22/12	5,778.80	3,640 85	2,137 95	
15	ADVANCE AUTO PARTS INC	P	07/15/11	03/22/12	1,328.97	841 97	487 00	
625	ADVANCE AUTO PARTS INC	P	08/10/11	03/22/12	55,587.49	30,971 48	24,616.01	
55	ADVANCE AUTO PARTS INC	P	08/10/11	03/22/12	4,889 75	2,730 50	2,159 25	
10	ADVANCE AUTO PARTS INC	P	08/10/11	03/22/12	884 23	498 12	386.11	
20	BLACKROCK INC	P	01/13/12	03/27/12	4,095 62	3,734.46	361.16	
6	BLACKROCK INC	P	01/13/12	03/27/12	1,228 68	1,120 34	108 34	
129	SCHWAB CHARLES CORP NEW	P	01/13/12	03/27/12	1,924 11	1,555 47	368 64	
425	SCHWAB CHARLES CORP NEW	P	01/13/12	03/27/12	6,339 14	5,124.61	1,214 53	
10	AVON PRODUCTS INC	P	06/10/11	04/02/12	229 91	275.16	(45.25)	
15	AVON PRODUCTS INC	P	06/10/11	04/02/12	344 43	413 72	(69 29)	
500	AVON PRODUCTS INC	P	06/10/11	04/02/12	11,524 01	13,725 94	(2,201.93)	
19	ANIXTER INTL INC	P	01/13/12	04/20/12	1,340 43	1,227.78	112 65	
63	ANIXTER INTL INC	P	01/13/12	04/20/12	4,444 60	4,071 06	373 54	
34	EMC CORP MASS	P	06/28/11	04/25/12	953 41	921 82	31 59	
96	EMC CORP MASS	P	06/28/11	04/25/12	2,692.00	2,602.79	89 21	
41	NORDSTROM INC	P	08/16/11	04/25/12	2,249 20	1,767 12	482.08	
15	NORDSTROM INC	P	08/16/11	04/25/12	822.88	646 51	176 37	
16	ECOLAB INC	P	01/13/12	05/29/12	1,031 78	955 20	76.58	
5	ECOLAB INC	P	01/13/12	05/29/12	322.43	298 50	23 93	
18	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	05/29/12	988 14	784 83	203 31	
58	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	05/29/12	3,184 03	2,528.88	655 15	
1	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	05/29/12	54 89	43 61	11 28	
72	NOVO NORDISK ADR	P	01/13/12	05/30/12	9,781 93	8,395 78	1,386 15	
22	NOVO NORDISK ADR	P	01/13/12	05/30/12	2,988 92	2,565 38	423.54	
16	PROGRESSIVE CORP OHIO	P	01/13/12	06/07/12	351 25	310 82	40 43	
52	PROGRESSIVE CORP OHIO	P	01/13/12	06/07/12	1,141 55	1,010 19	131 36	
39	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	06/26/12	1,170 40	964 31	206.09	
12	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	06/26/12	360 12	296 71	63.41	
17	MC CORMICK & CO NV	P	01/13/12	06/27/12	1,004 68	871 47	133 21	
57	MC CORMICK & CO NV	P	01/13/12	06/27/12	3,368 66	2,921 99	446 67	
10	TARGET CORP	P	01/13/12	07/13/12	612 30	496.56	115 74	
32	TARGET CORP	P	01/13/12	07/13/12	1,959.37	1,589 01	370 36	
44	ANIXTER INTL INC	P	01/13/12	07/19/12	2,389.02	2,843 28	(454 26)	
145	ANIXTER INTL INC	P	01/13/12	07/19/12	7,872 93	9,369.90	(1,496 97)	
75	NORDSTROM INC	P	08/16/11	07/23/12	3,905 12	3,232 53	672 59	

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION		P - Purchase D - Donation	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
25	NORDSTROM INC		P	08/16/11	07/23/12	1,301.71	1,077.51	224.20
190	WHOLE FOODS MARKET INC		P	08/18/11	07/23/12	15,954.61	11,452.13	4,502.48
65	WHOLE FOODS MARKET INC		P	08/18/11	07/23/12	5,458.15	3,917.84	1,540.31
3	ALTERA CORP		P	01/13/12	08/06/12	106.79	112.22	(5.43)
9	ALTERA CORP		P	01/13/12	08/06/12	320.39	336.65	(16.26)
7	BECTON DICKINSON & CO		P	01/13/12	08/06/12	526.31	524.95	1.36
7	BG GROUP PLC SPON ADR		P	01/13/12	08/06/12	140.27	155.53	(15.26)
4	BG GROUP PLC SPON ADR		P	01/13/12	08/06/12	80.15	88.88	(8.73)
2	CIMAREX ENERGY CO		P	01/13/12	08/06/12	112.69	120.01	(7.32)
9	CIMAREX ENERGY CO		P	01/13/12	08/06/12	507.13	540.06	(32.93)
2	CME GROUP INC		P	03/27/12	08/06/12	104.05	117.50	(13.45)
3	CME GROUP INC		P	03/27/12	08/06/12	156.08	176.25	(20.17)
4	COMCAST CORP NEW SPECIAL	CL A	P	01/13/12	08/06/12	136.27	98.90	37.37
2	COMCAST CORP NEW SPECIAL	CL A	P	01/13/12	08/06/12	68.13	49.45	18.68
3	ECOLAB INC		P	01/13/12	08/06/12	193.88	179.10	14.78
1	GOOGLE INC CL A		P	11/11/11	08/06/12	646.73	605.43	41.30
4	ICF INTL INC		P	01/13/12	08/06/12	87.81	105.42	(17.61)
11	ICF INTL INC		P	01/13/12	08/06/12	241.50	289.90	(48.40)
2	LAZARD LTD CL A		P	03/07/12	08/06/12	54.05	59.95	(5.90)
6	LAZARD LTD CL A		P	03/07/12	08/06/12	162.17	179.85	(17.68)
2	NATL INSTRUMENTS CORP		P	01/13/12	08/06/12	52.63	51.62	1.01
6	NATL INSTRUMENTS CORP		P	01/13/12	08/06/12	157.91	154.86	3.05
1	NOBLE ENERGY INC		P	01/13/12	08/06/12	87.02	94.68	(7.66)
7	NOVOZYMES A/S ADR		P	01/13/12	08/06/12	168.69	206.78	(38.09)
2	NOVOZYMES A/S ADR		P	01/13/12	08/06/12	48.19	59.08	(10.89)
1	PALL CORP		P	03/13/12	08/06/12	54.20	59.18	(4.98)
13	PROCTER & GAMBLE CO		P	01/13/12	08/06/12	857.46	854.07	3.39
4	PROCTER & GAMBLE CO		P	01/13/12	08/06/12	263.83	262.79	1.04
3	PROGRESSIVE CORP OHIO		P	01/13/12	08/06/12	58.85	58.29	0.56
8	PROGRESSIVE CORP OHIO		P	01/13/12	08/06/12	156.95	155.42	1.53
3	ROCHE HLDG LTD SPONS ADR		P	01/13/12	08/06/12	133.94	127.77	6.17
8	ROCHE HLDG LTD SPONS ADR		P	01/13/12	08/06/12	357.19	340.72	16.47
3	SCRIPPS NETWORKS INTERACT INC CL A		P	01/13/12	08/06/12	173.30	130.80	42.50
8	SCRIPPS NETWORKS INTERACT INC CL A		P	01/13/12	08/06/12	462.14	348.81	113.33
1	SMUCKER J M CO NEW		P	01/13/12	08/06/12	76.38	78.65	(2.27)
4	UNILEVER NV N Y SHS NEW		P	01/13/12	08/06/12	140.63	128.91	11.72
49	NORDSTROM INC		P	08/16/11	08/08/12	2,706.42	2,111.92	594.50
19	NORDSTROM INC		P	08/16/11	08/08/12	1,049.42	818.90	230.52
130	WHOLE FOODS MARKET INC		P	08/18/11	08/08/12	12,168.19	7,835.68	4,332.51
49	WHOLE FOODS MARKET INC		P	08/18/11	08/08/12	4,586.47	2,953.44	1,633.03
569	JOHNSON CONTROLS INC		P	08/25/11	08/09/12	14,664.34	16,876.54	(2,212.20)
212	JOHNSON CONTROLS INC		P	08/25/11	08/09/12	5,463.69	6,287.92	(824.23)
48	JOHNSON CONTROLS INC		P	10/25/11	08/09/12	1,237.06	1,565.08	(328.02)
129	JOHNSON CONTROLS INC		P	10/25/11	08/09/12	3,324.60	4,206.16	(881.56)

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS	COST	GAIN
			ACQUIRED	SOLD	SALES PRICE	OR OTHER BASIS	OR (LOSS)
359	JOHNSON CONTROLS INC	P	12/22/11	08/09/12	9,252.19	10,912.63	(1,660.44)
132	JOHNSON CONTROLS INC	P	12/22/11	08/09/12	3,401.92	4,012.44	(610.52)
82	JOHNSON CONTROLS INC	P	01/12/12	08/09/12	2,113.32	2,877.92	(764.60)
363	JOHNSON CONTROLS INC	P	01/12/12	08/09/12	9,355.28	12,740.07	(3,384.79)
557	JOHNSON CONTROLS INC	P	02/23/12	08/09/12	14,355.07	18,596.56	(4,241.49)
196	JOHNSON CONTROLS INC	P	02/23/12	08/09/12	5,051.33	6,543.85	(1,492.52)
174	JOHNSON CONTROLS INC	P	04/25/12	08/09/12	4,484.35	5,428.35	(944.00)
489	JOHNSON CONTROLS INC	P	04/25/12	08/09/12	12,602.57	15,255.53	(2,652.96)
1,135.00	JOHNSON CONTROLS INC	P	07/23/12	08/09/12	29,251.36	27,644.74	1,606.62
405	JOHNSON CONTROLS INC	P	07/23/12	08/09/12	10,437.71	9,864.42	573.29
200	GENL DYNAMICS CORP	P	09/21/11	08/17/12	13,084.45	11,695.25	1,389.20
25	GENL DYNAMICS CORP	P	09/21/11	08/17/12	1,630.96	1,466.50	164.46
15	GENL DYNAMICS CORP	P	09/21/11	08/17/12	976.47	882.00	94.47
800	GENL DYNAMICS CORP	P	09/21/11	08/17/12	52,353.57	46,765.25	5,588.32
16	AMERICAN TOWER CORP REIT	P	10/25/11	08/27/12	1,108.17	900.96	207.21
45	AMERICAN TOWER CORP REIT	P	10/25/11	08/27/12	3,116.73	2,533.95	582.78
138	AMERICAN TOWER CORP REIT	P	01/05/12	08/27/12	9,557.97	8,305.09	1,252.88
42	AMERICAN TOWER CORP REIT	P	01/05/12	08/27/12	2,908.95	2,527.64	381.31
93	AMERICAN TOWER CORP REIT	P	01/12/12	08/27/12	6,441.24	5,790.25	650.99
329	AMERICAN TOWER CORP REIT	P	01/12/12	08/27/12	22,786.75	20,483.80	2,302.95
119	AMERICAN TOWER CORP REIT	P	02/23/12	08/27/12	8,242.01	7,520.40	721.61
40	AMERICAN TOWER CORP REIT	P	02/23/12	08/27/12	2,770.43	2,527.86	242.57
36	AMERICAN TOWER CORP REIT	P	08/08/12	08/27/12	2,493.38	2,524.98	(31.60)
101	AMERICAN TOWER CORP REIT	P	08/08/12	08/27/12	6,995.33	7,083.96	(88.63)
145	VERIZON COMMUNICATIONS INC	P	10/25/11	08/27/12	6,218.62	5,269.30	949.32
390	VERIZON COMMUNICATIONS INC	P	10/25/11	08/27/12	16,725.94	14,172.60	2,553.34
274	VERIZON COMMUNICATIONS INC	P	01/05/12	08/27/12	11,751.05	10,633.20	1,117.85
88	VERIZON COMMUNICATIONS INC	P	01/05/12	08/27/12	3,774.06	3,415.04	359.02
188	VERIZON COMMUNICATIONS INC	P	01/12/12	08/27/12	8,062.76	7,323.88	738.88
636	VERIZON COMMUNICATIONS INC	P	01/12/12	08/27/12	27,276.16	24,776.52	2,499.64
391	VERIZON COMMUNICATIONS INC	P	02/23/12	08/27/12	16,768.83	14,837.79	1,931.04
137	VERIZON COMMUNICATIONS INC	P	02/23/12	08/27/12	5,875.52	5,198.92	676.60
68	VERIZON COMMUNICATIONS INC	P	08/08/12	08/27/12	2,916.32	3,004.00	(87.68)
192	VERIZON COMMUNICATIONS INC	P	08/08/12	08/27/12	8,234.31	8,481.89	(247.58)
43	HOME DEPOT INC	P	12/02/11	09/06/12	2,464.65	1,724.64	740.01
147	HOME DEPOT INC	P	12/02/11	09/06/12	8,426.74	5,895.88	2,530.86
142	HOME DEPOT INC	P	12/05/11	09/06/12	8,140.11	5,726.46	2,413.65
41	HOME DEPOT INC	P	12/05/11	09/06/12	2,350.02	1,653.42	696.60
87	HOME DEPOT INC	P	12/06/11	09/06/12	4,986.62	3,505.92	1,480.70
298	HOME DEPOT INC	P	12/06/11	09/06/12	17,082.78	12,008.77	5,074.01
227	HOME DEPOT INC	P	12/20/11	09/06/12	13,012.72	9,418.37	3,594.35
66	HOME DEPOT INC	P	12/20/11	09/06/12	3,782.95	2,738.38	1,044.57
19	PROCTER & GAMBLE CO	P	01/13/12	09/13/12	1,308.18	1,248.26	59.92
6	PROCTER & GAMBLE CO	P	01/13/12	09/13/12	413.11	394.19	18.92

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation			GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
		DATE ACQUIRED	DATE SOLD				
47	SCHWAB CHARLES CORP NEW	P	01/13/12	09/13/12	669 57	566 72	102 85
154	SCHWAB CHARLES CORP NEW	P	01/13/12	09/13/12	2,193 94	1,856 91	337 03
16	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	09/13/12	985.01	697 62	287 39
54	SCRIPPS NETWORKS INTERACT INC CL A	P	01/13/12	09/13/12	3,324 44	2,354 47	969 97
3	3M CO	P	01/13/12	09/21/12	279.80	250 11	29 69
1	ALTERA CORP	P	01/13/12	09/21/12	37.05	37.05	-
4	ALTERA CORP	P	01/13/12	09/21/12	148.19	148.19	-
3	AMER EXPRESS CO	P	02/23/12	09/21/12	175 13	158 06	17 07
1	AMER EXPRESS CO	P	02/23/12	09/21/12	58 37	52.69	5.68
1	BECTON DICKINSON & CO	P	01/13/12	09/21/12	79 40	74 99	4 41
3	BECTON DICKINSON & CO	P	01/13/12	09/21/12	238 22	224 98	13 24
3	BG GROUP PLC SPON ADR	P	01/13/12	09/21/12	60 95	60 95	-
1	BG GROUP PLC SPON ADR	P	01/13/12	09/21/12	20.31	20 31	-
1	BLACKROCK INC	P	01/13/12	09/21/12	182 97	182 97	-
1	BLACKROCK INC	P	01/13/12	09/21/12	182 97	182 97	-
2	CIMAREX ENERGY CO	P	01/13/12	09/21/12	123.83	120 02	3 81
6	CIMAREX ENERGY CO	P	01/13/12	09/21/12	371 50	360 04	11 46
1	CME GROUP INC	P	03/27/12	09/21/12	58 05	58.05	-
1	CME GROUP INC	P	03/27/12	09/21/12	58.05	58 05	-
9	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	09/21/12	317.78	222 54	95 24
2	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	09/21/12	70.62	49 45	21 17
1	ECOLAB INC	P	01/13/12	09/21/12	63 92	59 70	4.22
1	ECOLAB INC	P	01/13/12	09/21/12	63 92	59 70	4.22
1	GOOGLE INC CL A	P	11/11/11	09/21/12	734 35	605.43	128.92
1	GOOGLE INC CL A	P	11/11/11	09/21/12	734 35	605 43	128 92
22	LAUDER ESTEE COS CL A	P	09/04/12	09/21/12	1,366 38	1,310.51	55.87
63	LAUDER ESTEE COS CL A	P	09/04/12	09/21/12	3,912 85	3,752 83	160 02
8	LAZARD LTD CL A	P	03/07/12	09/21/12	243 91	239 81	4 10
1	MASTERCARD INC CL A	P	01/13/12	09/21/12	459 43	338 97	120 46
4	MC CORMICK & CO NV	P	01/13/12	09/21/12	254 55	205 05	49 50
2	NATL INSTRUMENTS CORP	P	01/13/12	09/21/12	53 39	51.62	1 77
6	NATL INSTRUMENTS CORP	P	01/13/12	09/21/12	160 19	154 86	5.33
2	NEWFIELD EXPLORATION COS	P	01/13/12	09/21/12	65.53	65 53	-
9	NEWFIELD EXPLORATION COS	P	01/13/12	09/21/12	294 92	294 92	-
1	NOBLE ENERGY INC	P	01/13/12	09/21/12	93 42	93 42	-
4	NOBLE ENERGY INC	P	01/13/12	09/21/12	373 79	373 79	-
3	PALL CORP	P	03/13/12	09/21/12	194 03	177 53	16 50
2	PRAXAIR INC	P	01/13/12	09/21/12	216 45	216 45	-
4	PROGRESSIVE CORP OHIO	P	01/13/12	09/21/12	84 59	77 70	6 89
14	PROGRESSIVE CORP OHIO	P	01/13/12	09/21/12	296 09	271 97	24.12
5	ROCHE HLDG LTD SPONS ADR	P	01/13/12	09/21/12	239 69	212 95	26.74
2	TARGET CORP	P	01/13/12	09/21/12	131 39	99 31	32 08
5	UNILEVER NV N Y SHS NEW	P	01/13/12	09/21/12	181 59	161 14	20.45
151	WALT DISNEY CO	P	08/08/12	09/21/12	8,041.09	7,586 14	454 95

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS	COST	GAIN
			ACQUIRED	SOLD	SALES PRICE	OR OTHER BASIS	OR (LOSS)
53	WALT DISNEY CO	P	08/08/12	09/21/12	2,822 37	2,662 68	159 69
85	ICF INTL INC	P	01/13/12	10/04/12	1,610 69	2,240 09	(629 40)
283	ICF INTL INC	P	01/13/12	10/04/12	5,362 67	7,458 18	(2,095 51)
825	ICF INTL INC	P	09/24/12	10/04/12	15,633.23	17,853 00	(2,219 77)
205	ICF INTL INC	P	09/24/12	10/04/12	3,884.62	4,436 20	(551 58)
1,100 00	SIEMENS A G SPON ADR	P	03/06/12	10/04/12	113,299 95	104,857 25	8,442 70
30	SIEMENS A G SPON ADR	P	03/06/12	10/04/12	3,082.28	2,864.85	217 43
300	SIEMENS A G SPON ADR	P	03/06/12	10/04/12	30,894.95	28,601 25	2,293 70
15	SIEMENS A G SPON ADR	P	03/06/12	10/04/12	1,542.41	1,435.05	107 36
10	SIEMENS A G SPON ADR	P	05/08/12	10/04/12	1,028 28	863 83	164 45
200	SIEMENS A G SPON ADR	P	05/08/12	10/04/12	20,596.64	17,226 63	3,370 01
20	SIEMENS A G SPON ADR	P	05/08/12	10/04/12	2,054 85	1,725 03	329 82
775	SIEMENS A G SPON ADR	P	05/08/12	10/04/12	79,824 97	66,745 54	13,079 43
15	GOOGLE INC CL A	P	11/11/11	10/11/12	11,330 62	9,081 46	2,249.16
4	GOOGLE INC CL A	P	11/11/11	10/11/12	3,021 50	2,421 72	599 78
8	MASTERCARD INC CL A	P	01/13/12	10/11/12	3,800 76	2,711 76	1,089 00
27	MASTERCARD INC CL A	P	01/13/12	10/11/12	12,827 57	9,152 19	3,675 38
5	MASTERCARD INC CL A	P	09/24/12	10/11/12	2,375.48	2,274.62	100 86
31	MC CORMICK & CO NV	P	01/13/12	10/11/12	1,921 68	1,589 15	332 53
112	MC CORMICK & CO NV	P	01/13/12	10/11/12	6,942 85	5,741 46	1,201.39
11	GOOGLE INC CL A	P	11/11/11	10/16/12	8,202 14	6,659.73	1,542 41
2	GOOGLE INC CL A	P	11/11/11	10/16/12	1,491 29	1,210 86	280 43
154	NEWFIELD EXPLORATION COS	P	01/13/12	10/25/12	4,197 82	5,851.73	(1,653.91)
508	NEWFIELD EXPLORATION COS	P	01/13/12	10/25/12	13,847.36	19,303.14	(5,455 78)
43	NEWFIELD EXPLORATION COS	P	01/23/12	10/25/12	1,172 12	1,726 88	(554.76)
13	NEWFIELD EXPLORATION COS	P	01/23/12	10/25/12	354 36	522.08	(167 72)
15	NEWFIELD EXPLORATION COS	P	07/13/12	10/25/12	408 88	452.02	(43 14)
51	NEWFIELD EXPLORATION COS	P	07/13/12	10/25/12	1,390 19	1,536 87	(146 68)
1,750 00	NEWFIELD EXPLORATION COS	P	09/24/12	10/25/12	47,702 53	56,944 81	(9,242 28)
435	NEWFIELD EXPLORATION COS	P	09/24/12	10/25/12	11,857 49	14,153.63	(2,296 14)
81	TIME WARNER INC NEW	P	12/22/11	11/13/12	3,600 43	2,863 85	736 58
166	SCHWAB CHARLES CORP NEW	P	01/13/12	11/15/12	2,077.99	2,001 61	76 38
550	SCHWAB CHARLES CORP NEW	P	01/13/12	11/15/12	6,884 91	6,631 85	253 06
1,580.00	SCHWAB CHARLES CORP NEW	P	09/24/12	11/15/12	19,778 47	21,264 59	(1,486 12)
385	SCHWAB CHARLES CORP NEW	P	09/24/12	11/15/12	4,819 43	5,181 56	(362.13)
10	SIEMENS A G SPON ADR	P	05/08/12	11/15/12	982 73	863.82	118 91
200	SIEMENS A G SPON ADR	P	05/08/12	11/15/12	19,687 35	17,226 62	2,460 73
20	SIEMENS A G SPON ADR	P	05/08/12	11/15/12	1,966 85	1,725 02	241 83
825	SIEMENS A G SPON ADR	P	05/08/12	11/15/12	81,217 12	71,051 71	10,165 41
1,050 00	SIEMENS A G SPON ADR	P	06/05/12	11/15/12	103,367 24	83,795 25	19,571 99
30	SIEMENS A G SPON ADR	P	06/05/12	11/15/12	2,950 28	2,399 25	551.03
275	SIEMENS A G SPON ADR	P	06/05/12	11/15/12	27,070 10	21,950 25	5,119 85
20	SIEMENS A G SPON ADR	P	06/05/12	11/15/12	1,965 45	1,601.25	364.20
100	COOPER INDUSTRIES PLC	P	09/25/12	12/03/12	7,917 18	7,467.35	449 83

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
15	COOPER INDUSTRIES PLC	P	09/25/12	12/03/12	1,187.58	1,120.10	67.48
0 11	EATON CORP PLC	P	12/03/12	12/03/12	5.60	5.60	-
0 19	EATON CORP PLC	P	12/03/12	12/03/12	9.91	9.91	-
13	MASTERCARD INC CL A	P	09/24/12	12/03/12	6,393.33	5,913.99	479.34
4	MASTERCARD INC CL A	P	09/24/12	12/03/12	1,967.17	1,819.69	147.48
55	MC CORMICK & CO NV	P	01/13/12	12/03/12	3,558.54	2,819.47	739.07
169	MC CORMICK & CO NV	P	01/13/12	12/03/12	10,934.44	8,663.45	2,270.99
180	MC CORMICK & CO NV	P	09/24/12	12/03/12	11,646.15	11,397.01	249.14
36	MC CORMICK & CO NV	P	09/24/12	12/03/12	2,329.23	2,279.40	49.83
45	ROCHE HLDG LTD SPONS ADR	P	01/13/12	12/03/12	2,213.50	1,916.55	296.95
175	ROCHE HLDG LTD SPONS ADR	P	01/13/12	12/03/12	8,608.03	7,453.25	1,154.78
307	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	12/14/12	10,854.39	7,590.88	3,263.51
93	COMCAST CORP NEW SPECIAL CL A	P	01/13/12	12/14/12	3,288.14	2,299.52	988.62
225	COMCAST CORP NEW SPECIAL CL A	P	09/24/12	12/14/12	7,955.17	7,941.80	13.37
910	COMCAST CORP NEW SPECIAL CL A	P	09/24/12	12/14/12	32,174.24	32,120.18	54.06
68	TARGET CORP	P	01/13/12	12/14/12	4,140.89	3,376.64	764.25
237	TARGET CORP	P	01/13/12	12/14/12	14,432.20	11,768.59	2,663.61
21	TARGET CORP	P	09/24/12	12/14/12	1,278.80	1,369.38	(90.58)
4	3M CO	P	01/13/12	12/21/12	372.79	333.47	39.32
2	3M CO	P	01/13/12	12/21/12	186.39	166.73	19.66
16	ALTERA CORP	P	01/13/12	12/21/12	550.71	550.71	-
57	ALTERA CORP	P	01/13/12	12/21/12	1,961.91	1,961.91	-
3	BECTON DICKINSON & CO	P	01/13/12	12/21/12	235.80	224.98	10.82
17	BECTON DICKINSON & CO	P	01/13/12	12/21/12	1,336.22	1,274.88	61.34
48	BG GROUP PLC SPON ADR	P	01/13/12	12/21/12	776.62	1,066.52	(289.90)
17	BG GROUP PLC SPON ADR	P	01/13/12	12/21/12	275.05	377.72	(102.67)
4	BLACKROCK INC	P	01/13/12	12/21/12	823.14	746.89	76.25
5	BORG WARNER INC	P	11/15/12	12/21/12	342.64	309.33	33.31
19	BORG WARNER INC	P	11/15/12	12/21/12	1,302.04	1,175.47	126.57
34	CAMERON INTL CORP	P	11/02/12	12/21/12	1,909.28	1,734.68	174.60
10	CAMERON INTL CORP	P	11/02/12	12/21/12	561.55	510.20	51.35
4	CIMAREX ENERGY CO	P	01/13/12	12/21/12	234.99	240.02	(5.03)
22	CIMAREX ENERGY CO	P	01/13/12	12/21/12	1,292.47	1,320.14	(27.67)
12	CME GROUP INC	P	03/27/12	12/21/12	607.43	705.00	(97.57)
3	CME GROUP INC	P	03/27/12	12/21/12	151.85	176.25	(24.40)
15	COVIDIEN PLC	P	01/13/12	12/21/12	858.28	681.24	177.04
5	COVIDIEN PLC	P	01/13/12	12/21/12	286.09	227.08	59.01
294	CROWN CASTLE INTL CORP	P	09/05/12	12/21/12	20,990.10	18,602.97	2,387.13
105	CROWN CASTLE INTL CORP	P	09/05/12	12/21/12	7,496.46	6,643.92	852.54
9	ECOLAB INC	P	01/13/12	12/21/12	641.24	537.30	103.94
2	ECOLAB INC	P	01/13/12	12/21/12	142.49	119.40	23.09
2	GRAINGER W W INC	P	01/13/12	12/21/12	397.35	392.90	4.45
9	GRAINGER W W INC	P	01/13/12	12/21/12	1,788.08	1,768.05	20.03
15	HERMAN MILLER INC	P	01/13/12	12/21/12	315.59	283.61	31.98

SCHEDULE D-2

HARRIS AND ELIZA KEMPNER FUND, INC.
2012 FORM 990-PF
TIN#: 76-680130

SHORT TERM GAIN/ LOSS

QTY OF SHARES	DESCRIPTION	P - Purchase D - Donation	DATE	DATE	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN OR (LOSS)
			ACQUIRED	SOLD			
63	HERMAN MILLER INC	P	01/13/12	12/21/12	1,325.49	1,191.15	134.34
25	HUNT J B TRANS SVCS INC	P	07/18/12	12/21/12	1,478.22	1,370.82	107.40
5	HUNT J B TRANS SVCS INC	P	07/18/12	12/21/12	295.64	274.16	21.48
4	LAZARD LTD CL A	P	03/07/12	12/21/12	122.63	119.90	2.73
14	LAZARD LTD CL A	P	03/07/12	12/21/12	429.23	419.66	9.57
9	MC CORMICK & CO NV	P	09/24/12	12/21/12	577.91	569.85	8.06
3	MC CORMICK & CO NV	P	09/24/12	12/21/12	192.63	189.95	2.68
19	NATL INSTRUMENTS CORP	P	01/13/12	12/21/12	487.53	490.39	(2.86)
71	NATL INSTRUMENTS CORP	P	01/13/12	12/21/12	1,821.82	1,832.51	(10.69)
36	NEWELL RUBBERMAID INC	P	12/05/12	12/21/12	779.38	779.38	-
11	NEWELL RUBBERMAID INC	P	12/05/12	12/21/12	238.14	238.14	-
6	NOBLE ENERGY INC	P	01/13/12	12/21/12	613.85	568.06	45.79
23	NOBLE ENERGY INC	P	01/13/12	12/21/12	2,353.08	2,177.59	175.49
10	NOVOZYMES A/S ADR	P	01/13/12	12/21/12	279.99	295.40	(15.41)
4	O REILLY AUTOMOTIVE INC	P	07/30/12	12/21/12	359.91	346.35	13.56
2	O REILLY AUTOMOTIVE INC	P	07/30/12	12/21/12	179.95	173.18	6.77
4	PALL CORP	P	03/13/12	12/21/12	241.95	236.71	5.24
20	PALL CORP	P	03/13/12	12/21/12	1,209.77	1,183.57	26.20
12	PRAXAIR INC	P	01/13/12	12/21/12	1,305.33	1,301.80	3.53
4	PRAXAIR INC	P	01/13/12	12/21/12	435.11	433.94	1.17
8	PROCTER & GAMBLE CO	P	01/13/12	12/21/12	548.34	525.58	22.76
4	PROCTER & GAMBLE CO	P	01/13/12	12/21/12	274.16	262.79	11.37
15	PROGRESSIVE CORP OHIO	P	01/13/12	12/21/12	316.04	291.40	24.64
38	PROGRESSIVE CORP OHIO	P	01/13/12	12/21/12	800.64	738.22	62.42
11	ROCHE HLDG LTD SPONS ADR	P	01/13/12	12/21/12	558.35	468.49	89.86
37	ROCHE HLDG LTD SPONS ADR	P	01/13/12	12/21/12	1,878.08	1,575.83	302.25
3	SCRIPPS NETWORKS	P	01/13/12	12/21/12	173.63	130.81	42.82
10	SCRIPPS NETWORKS	P	01/13/12	12/21/12	578.79	436.02	142.77
16	SMUCKER J M CO NEW	P	01/13/12	12/21/12	1,381.13	1,258.45	122.68
5	SMUCKER J M CO NEW	P	01/13/12	12/21/12	431.60	393.27	38.33
4	TARGET CORP	P	09/24/12	12/21/12	238.23	260.83	(22.60)
79	TEXAS INSTRUMENTS	P	01/13/12	12/21/12	2,446.83	2,441.62	5.21
22	TEXAS INSTRUMENTS	P	01/13/12	12/21/12	681.39	679.95	1.44
12	UNILEVER NV N Y SHS NEW	P	01/13/12	12/21/12	460.11	386.73	73.38
37	UNILEVER NV N Y SHS NEW	P	01/13/12	12/21/12	1,418.68	1,192.42	226.26
	FROM KEMPNER SECURITIES LP K-1				51,789.00	-	51,789.00
	ADJUST SCHEDULE TO GENERAL LEDGER				178.57	-	178.57
SHORT TERM TOTALS					3,606,067.63	3,311,460.68	294,606.95

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
CAROL ROBERTS	Director 0 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ELIZA K QUIGLEY	Vice President 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ANNE BRASIER	Executive Direc 40 00	104,287	9,270	
2201 MARKET SUITE 1250 GALVESTON,TX 77551				
ELIZABETH K MCFARLAND	Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
PATRICIA GRAY	Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
LISA ALLEN	Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
RANDALL T KEMPNER	Secretary 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
DANIEL K THORNE	Treasurer 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
VICTORIA MARCHAND	Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
BARBARA W SASSER	HON DIRECTOR 10 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
HETTA T KEMPNER	Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
JOHN T CURRIE	HON DIRECTOR 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ARTHUR M ALPERT	HON DIRECTOR 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ROBERT L K LYNCH	President 10 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
ARMIN CANTINI	Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				
LYDA ANN Q THOMAS	Hon Director 4 00	0		
2201 MARKET SUITE 1250 GALVESTON,TX 77550				