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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012Open to Public
Inspection**A For the 2012 calendar year, or tax year beginning****05/01, 2012, and ending****04/30, 2013****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Doing Business As

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

Room/suite

P O BOX 2950

City, town or post office, state, and ZIP code

SAN ANTONIO, TX 78299

F Name and address of principal officer

JOHN W. ROBB, FNB CO-TRUSTEE

P.O. BOX 2950 SAN ANTONIO, TX 78299

D Employer identification number

74-6334106

E Telephone number

(210) 220-4436

G Gross receipts \$ 45,591,879.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status☒ 501(c)(3)☐ 501(c)()

(insert no)

☐ 4947(a)(1) or☐ 527**J** Website: ▶ N/A**K** Form of organization☒ Corporation☐ Trust☐ Association☐ Other ▶**L** Year of formation 1986**M** State of legal domicile TX**Part I Summary****1** Briefly describe the organization's mission or most significant activities

THIS TRUST WAS CREATED TO SUPPORT THE SIX ORGANIZATIONS SPECIFICALLY MENTIONED IN THE WILL OF ELENA S. KENEDY. SEE ATTACHMENT 1 FOR FURTHER DETAIL.

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets**3** Number of voting members of the governing body (Part VI, line 1a)

3

2.

4 Number of independent voting members of the governing body (Part VI, line 1b)

4

0

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)

5

1.

6 Total number of volunteers (estimate if necessary)

6

0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a

0

b Net unrelated business taxable income from Form 990-T, line 34

7b

0

8 Contributions and grants (Part VIII, line 1h)

Prior Year

Current Year

0

0

9 Program service revenue (Part VIII, line 2g)

0

0

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

6,199,589.

9,345,371.

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12,383,778.

7,843,471.

12 Total revenue - add lines 8 through 11 (must equal Part VII, column (A), line 12)

18,583,367.

17,188,842.

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

11,007,849.

7,317,573.

14 Benefits paid to or for members (Part IX, column (A), line 4)

0

0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

1,036,559.

986,037.

16a Professional fundraising fees (Part IX, column (A), line 11e)

0

0

b Total fundraising expenses (Part IX, column (D), line 25) ▶

0

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

1,563,218.

1,240,310.

18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)

13,607,626.

9,543,920.

19 Revenue less expenses. Subtract line 18 from line 12

4,975,741.

7,644,922.

20 Total assets (Part X, line 16)

Beginning of Current Year

End of Year

120,998,251.

128,643,173.

21 Total liabilities (Part X, line 26)

0

0

22 Net assets or fund balances Subtract line 21 from line 20

120,998,251.

128,643,173.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer *John W. Robb* FNB CO-TRUSTEE

Date 9-11-2013

Type or print name and title

Paid

Preparer Use Only

Print/Type preparer's name

STEWART GOODSON

Preparer's signature

Date

07/10/2013

Check ☐ if

self-employed

PTIN

P00084462

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ▶ P.O. BOX 2938 SAN ANTONIO, TX 78299-2938

Phone no 210-228-9696

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

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PAGE 1

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 989,937. including grants of \$ 989,937) (Revenue \$ _____)
 OUR LADY OF THE LAKE UNIVERSITY

4b (Code _____) (Expenses \$ 2,037,909. including grants of \$ 2,037,909.) (Revenue \$ _____)
 MISSIONARY SOCIETY OF THE OBLATE FATHERS OF TEXAS

4c (Code _____) (Expenses \$ 1,319,916. including grants of \$ 1,319,916) (Revenue \$ _____)
 DIOCESE OF CORPUS CHRISTI

4d Other program services (Describe in Schedule O) ATTACHMENT 2
 (Expenses \$ 2,969,811. including grants of \$ 2,969,811.) (Revenue \$ _____)

4e Total program service expenses **▶** 7,317,573.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 10		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 1		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. 14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ X**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 2		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b Enter the number of voting members included in line 1a, above, who are independent 1b 0		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **FROST FINANCIAL MGMT GROUP P. O. BOX 2950 SAN ANTONIO, TX 78299 (210)220-4436**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PABLO E. SUESS CO-TRUSTEE	20.00	X						195,487.	0	195,487.
(2) FROST BANK, CO-TRUSTEE JOHN W. ROBB, ADMINISTRATOR	40.00		X					887,490.	0	0
(3) _____										
(4) _____										
(5) _____										
(6) _____										
(7) _____										
(8) _____										
(9) _____										
(10) _____										
(11) _____										
(12) _____										
(13) _____										
(14) _____										

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

[illegible]

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization	4
---	---	---

		Yes	No
3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►		0

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII. ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		0			
Program Service Revenue	2a	Business Code					
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,988,706		2,988,706
4		Income from investment of tax-exempt bond proceeds		0			
5		Royalties		6,644,002.		6,288,412	
		(i) Real	(ii) Personal				
6a		Gross rents	1,063,082				
b		Less rental expenses					
c		Rental income or (loss)	1,063,082				
d		Net rental income or (loss)		1,063,082		1,063,082	
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
			33,817,857	941,845.			
b		Less cost or other basis and sales expenses	28,344,507.	58,530			
c		Gain or (loss)	5,473,350.	883,315			
d		Net gain or (loss)		6,356,665.		6,356,665.	
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events		0			
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities		0			
10a		Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue		Business Code					
11a	SURFACE DAMAGE INCOME	211110	3,528.		3,528		
b	NILGAI DEER MEAT INCOME	110000	132,859.		132,859.		
c							
d	All other revenue						
e	Total. Add lines 11a-11d		136,387				
12	Total revenue. See instructions		17,188,842		16,833,252		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	7,317,573.	7,317,573.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	986,037.		986,037.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	0			
10 Payroll taxes.	0			
11 Fees for services (non-employees):	0			
a Management.				
b Legal.	156,574.		156,574.	
c Accounting.	12,350.		12,350.	
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12 Advertising and promotion.	0			
13 Office expenses.	0			
14 Information technology.	0			
15 Royalties.	0			
16 Occupancy.	0			
17 Travel.	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	0			
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	0			
23 Insurance.	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a OIL AND GAS ROYALTY FEES	246,167.		246,167.	
b PRODUCTION TAXES	149,985.		149,985.	
c AD VALOREM TAXES	223,847.		223,847.	
d INTANGIBLE DRILLING COSTS	152,858.		152,858.	
e All other expenses	298,529.		298,529.	
25 Total functional expenses. Add lines 1 through 24e.	9,543,920.	7,317,573.	2,226,347.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	345,726.	2	179,405.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 22,430,458.		
	b Less accumulated depreciation	10b	22,488,988.	10c 22,430,458.
	11 Investments - publicly traded securities	98,145,431.	11	106,015,204.
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	18,106.	15	18,106.
16 Total assets. Add lines 1 through 15 (must equal line 34)	120,998,251.	16	128,643,173.	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	120,998,251.	30	128,643,173.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	0	32	0
	33 Total net assets or fund balances	120,998,251.	33	128,643,173.
34 Total liabilities and net assets/fund balances.	120,998,251.	34	128,643,173.	

Form **990** (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	17,188,842.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,543,920.
3	Revenue less expenses Subtract line 2 from line 1	3	7,644,922.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	120,998,251.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	128,643,173.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number

74-6334106

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III-Functionally integrated d ☒ Type III-Non-functionally integrated

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐

(ii) A family member of a person described in (i) above? ☐

(iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									7,317,573.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information (See instructions).

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS							ATTACHMENT 1
(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT	
OUR LADY OF THE LAKE UNIVERSITY	74-1109631	02	X	X	X	989,937	
SPOHN HOSPITAL	74-1109836	03	X	X	X	989,937	
DIOCESE OF CORPUS CHRISTI	74-1185667	01	X	X	X	1,319,916.	
PAX CHRISTI INSTITUTE	74-2324894	01	X	X	X	989,937.	
CONVENT ACADEMY OF THE INCARNATE WORD	74-2460683	02	X	X	X	989,937.	
MISSIONARY SOCIETY OF OBLATE FATHERS OF TX	74-1256497	01	X	X	X	2,037,909	
TOTAL AMOUNT OF SUPPORT						7,317,573.	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number

74-6334106

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year.		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e g , recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☐ Yes ☐ No

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	120,998,251.	116,022,509.	110,481,733.	107,184,684.	105,373,109.
b Contributions					
c Net investment earnings, gains, and losses	17,247,372.	18,583,522.	21,301,641.	16,135,119.	26,350,687.
d Grants or scholarships	7,317,573.	11,007,849.	12,259,756.	9,818,371.	20,187,886.
e Other expenditures for facilities and programs	2,226,347.	2,599,931.	3,501,109.	3,019,699.	4,351,226.
f Administrative expenses					
g End of year balance	128,701,703.	120,998,251.	116,022,509.	110,481,733.	107,184,684.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ 100.0000 %

c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		X
3a(ii)		X
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		22,430,458.		22,430,458.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).				22,430,458.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
(11) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART V, LINE 4

UNDER ITEM 16, SECTION 2 OF THE WILL OF ELENA S. KENEDY, THE TRUST WAS
CREATED TO BENEFIT THE CATHOLIC DIOCESE OF CORPUS CHRISTI, CONVENT
ACADEMY OF THE INCARNATE WORD, SPOHN HOSPITAL, OUR LADY OF THE LAKE
UNIVERSITY, PAX CHRISTI INSTITUTE, AND THE MISSIONARY SOCIETY OF OBLATE
FATHERS OF TEXAS. THE PURPOSES INCLUDE RELIGIOUS, CHARITABLE,
SCIENTIFIC, LITERARY OR EDUCATIONAL WITHIN SECTION 501(C)(3).

SCHEDULE I
(Form 990)

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number

74-6334106

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States ☒ Yes ☐ No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH STREET SAN ANTONIO, TX 78285	74-1109631	501 (C) (3)	989,937				CHARITABLE
(2)	SPOHN HOSPITAL P O BOX 3666 CORPUS CHRISTI, TX 78404	74-1109836	501 (C) (3)	989,937				CHARITABLE
(3)	DIOCESE OF CORPUS CHRISTI P O BOX 2620 CORPUS CHRISTI, TX 78403-2620	74-1185667	501 (C) (3)	1,319,916				CHARITABLE
(4)	PAX CHRISTI INSTITUTE 4601 CALLEEN DRIVE	74-2324894	501 (C) (3)	989,937				CHARITABLE
(5)	CONVENT ACADEMY OF THE INCARNATE WORD 2930 S ALAMEDA STREET	74-2460683	501 (C) (3)	989,937				CHARITABLE
(6)	MISSIONARY SOCIETY OF OBLATE FATHERS OF TX 7711 MADONA DRIVE SAN ANTONIO, TX 78216	74-1256497	501 (C) (3)	2,037,909				CHARITABLE
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 6
- 3 Enter total number of other organizations listed in the line 1 table 6

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

PART I, LINE 2

THE TRUST IS REQUIRED TO DISTRIBUTE INCOME FROM THE RANCH PROPERTY TO THE

MISSIONARY SOCIETY OF OBLATE FATHERS OF TEXAS. THE REMAINING INCOME IS

DISTRIBUTED AS FOLLOWS:

CATHOLIC DIOCESE OF CORPUS CHRISTI 25%

CONVENT ACADEMY OF THE INCARNATE WORD 18.75%

SPOHN HOSPITAL 18.75%

OUR LADY OF THE LAKE UNIVERSITY 18.75%

PAX CHRISTI INSTITUTE 18.75%

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number

74-6334106

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
PABLO E. SUESS	(i)						
1 CO-TRUSTEE	(ii)	195,487.	0	0	195,487.	390,974.	
2	(i)						
	(ii)						
3	(i)						
	(ii)						
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number

74-6334106

FORM 990, PART VI, SECTION B, LINE 11B

YES, THE ADMINISTRATOR FOR THE TRUST REVIEWS AND SIGNS FORM 990 AS
REQUIRED BY INTERNAL BANK POLICIES.

FORM 990, PART VI, SECTION B, LINE 12C

FROST BANK HAS A WRITTEN CONFLICT OF INTEREST POLICY. BANK POLICY
REQUIRES ALL OFFICERS AND DIRECTORS TO ANNUALLY DISCLOSE INTERESTS THAT
COULD GIVE RISE TO CONFLICTS OF INTEREST. THE BANK INTERNAL POLICIES ARE
REGULARLY AND CONSISTENTLY MONITORED FOR COMPLIANCE AND ENFORCEMENT BY
INTERNAL AND EXTERNAL AUDITORS. FROST BANK HAS A WRITTEN WHISTLEBLOWER
POLICY AND A WRITTEN DOCUMENT RETENTION AND DESTRUCTION POLICY.
COMPENSATION FOR THE TRUSTEE IS EITHER SET BY THE GOVERNING DOCUMENT OR
REFLECT CHARGES THAT ARE NORMAL AND CUSTOMARY AS ESTABLISHED BY THE BANK
FOR SIMILAR ACCOUNTS.

FORM 990, PART VI, SECTION C, LINE 19

COPIES OF FORM 1023, TRUST GOVERNING DOCUMENTS, TAX RETURNS, AND
FINANCIAL REPORTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST. A
COPY OF THE CONFLICT OF INTEREST POLICY IS ALSO AVAILABLE TO THE PUBLIC
UPON WRITTEN REQUEST.

FORM 990, PART VIII, LINE 5

DETAIL OF ROYALTY INCOME

OIL AND GAS ROYALTIES: \$5,003,788.

Name of the organization	Employer identification number
JOHN G. KENEDY, JR. CHARITABLE TRUST	74-6334106

WIND ROYALTY INCOME: \$1,640,214.

TOTAL ROYALTY INCOME \$6,644,002.

FORM 990, PART IX, LINE 24(E)

OTHER EXPENSES

RANCH/WIND ROYALTY EXPENSES \$288,306.

FOREIGN TAXES PAID \$ 2,500.

MISC. OIL & GAS EXPENSES \$ 852.

OTHER EXPENSES \$ 6,870.

TOTAL OTHER EXPENSES \$298,527.

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

UNDER ITEM 16, SECTION 2 OF THE WILL OF ELENA S. KENEDY, THE TRUST WAS CREATED TO BENEFIT THE CATHOLIC DIOCESE OF CORPUS CHRISTI, CONVENT ACADEMY OF THE INCARNATE WORD, SPOHN HOSPITAL, OUR LADY OF THE LAKE UNIVERSITY, PAX CHRISTI INSTITUTE, AND THE MISSIONARY SOCIETY OF OBLATE FATHERS OF TEXAS. THE PURPOSES INCLUDE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL WITHIN SECTION 501(C)(3).

ATTACHMENT 2

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
PAX CHRISTI INSTITUTE	989,937.	989,937.	
CONVENT ACADEMY OF THE INCARNATE WORD	989,937.	989,937.	

Name of the organization	Employer identification number
JOHN G. KENEDY, JR. CHARITABLE TRUST	74-6334106
ATTACHMENT 2 (CONT'D)	

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
SPOHN HOSPITAL	989,937.	989,937.	
TOTALS	<u>2,969,811.</u>	<u>2,969,811.</u>	

ATTACHMENT 3FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
CASH EQUIV & SHORT TERM FUNDS	14,279,338.	COST
CORPORATE BONDS	14,504,977.	COST
MUTUAL FUNDS	31,693,754.	COST
COMMON STOCK	37,924,807.	COST
GOVERNMENT OBLIGATIONS	7,612,328.	COST
TOTALS	<u>106,015,204.</u>	

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

JOHN G. KENEDY, JR. CHARITABLE TRUST

Employer identification number
74-6334106**Part I** Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH STREET SAN ANTONIO, TX 78285 74-1109631	EDUCATION	TX	501 (C) (3)	2	N/A		X
(2)	SPOHN HOSPITAL P.O. BOX 3666 CORPUS CHRISTI, TX 78404 74-1109836	HEALTHCARE	TX	501 (C) (3)	3	N/A		X
(3)	DIOCESE OF CORPUS CHRISTI P.O. BOX 2620 CORPUS CHRISTI, TX 78403 74-1185667	RELIGION	TX	501 (C) (3)	1	N/A		X
(4)	PAX CHRISTI INSTITUTE 4601 CALLEEN DRIVE CORPUS CHRISTI, TX 78410 74-2324894	RELIGION	TX	501 (C) (3)	1	N/A		X
(5)	CONVENT ACADEMY OF THE INCARNATE WORD 2930 S ALAMEDA STREET CORPUS CHRISTI, TX 78404 74-2460683	RELIG./EDUC.	TX	501 (C) (3)	2	N/A		X
(6)	MISSIONARY SOCIETY OF OBLATE FATHERS 7711 MADONNA DRIVE SAN ANTONIO, TX 78216 74-1256497	RELIGION	TX	501 (C) (3)	1	N/A		X
(7)								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) _____												
(2) _____												
(3) _____												
(4) _____												
(5) _____												
(6) _____												
(7) _____												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) _____									
(2) _____									
(3) _____									
(4) _____									
(5) _____									
(6) _____									
(7) _____									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) OUR LADY OF THE LAKE UNIVERSITY	B	989,937.	ACTUAL COST
(2) SPOHN HOSPITAL	B	989,937.	ACTUAL COST
(3) DIOCESE OF CORPUS CHRISTI	B	1,319,916.	ACTUAL COST
(4) PAX CHRISTI INSTITUTE	B	989,937.	ACTUAL COST
(5) CONVENT ACADEMY OF THE INCARNATE WORD	B	989,937.	ACTUAL COST
(6) MISSIONARY SOCIETY OF OBLATE FATHERS OF TEXAS	B	2,037,909.	ACTUAL COST

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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TRUST ADMINISTRATOR: 18
INVESTMENT OFFICER: 338

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
17500.0000 FROST SMALL CAP EQUITY FUND CL I* - 00766Y844 - MINOR = 53							
SOLD		04/08/2013	161875.00				
ACQ	17500.0000	06/30/2010	161875.00	125125.00			
123559 7170 FROST SMALL CAP EQUITY FUND CL I* - 00766Y844 - MINOR = 53							
SOLD		04/08/2013	1142927.38				
ACQ	97783 5730	06/21/2010	904498 05	750000.00	154498.05	LT15	Y
	25776 1440	06/30/2010	238429 33	184299.43	54129.90	LT15	Y
15605 4980 FROST SMALL CAP EQUITY FUND CL I* - 00766Y844 - MINOR = 53							
SOLD		04/09/2013	144506.91				
ACQ	10472 0280	06/30/2010	96970 98	74875 00			
	5133 4700	02/04/2011	47535.93	50000.00	-2464.07	LT15	Y
109000 0000 FROST SMALL CAP EQUITY FUND CL I* - 00766Y844 - MINOR = 53							
SOLD		04/09/2013	1009340.01				
ACQ	37160.9190	06/30/2010	344110 11	265700.57	78409.54	LT15	Y
	71839.0810	07/06/2010	665229 90	500000.00	165229 90	LT15	Y
11500.0000 FROST DIVIDEND VALUE EQUITY FD INS* - 00766Y869 - MINOR = 53							
SOLD		12/03/2012	103615.00				
ACQ	9921.3910	05/08/2009	89391 73	70144 23	19247.50	LT15	Y
	1578.6090	07/16/2009	14223.27	11176.55	3046.72	LT15	Y
113500 0000 FROST DIVIDEND VALUE EQUITY FD INS* - 00766Y869 - MINOR = 53							
SOLD		12/03/2012	1022635.01				
ACQ	113500 0000	10/20/2008	1022635 01	855790.00	166845.01	LT15	Y
182.0000 AMAZON.COM INC* - 023135106 - MINOR = 42							
SOLD		10/25/2012	41231.39				
ACQ	182 0000	08/04/2010	41231.39	23184 46	18046.93	LT15	Y
2046 0000 AMAZON.COM INC* - 023135106 - MINOR = 42							
SOLD		10/25/2012	463513.37				
ACQ	2046.0000	08/04/2010	463513 37	260634.01	202879.36	LT15	Y
38.0000 AMAZON.COM INC* - 023135106 - MINOR = 42							
SOLD		02/19/2013	10207 33				
ACQ	38.0000	08/04/2010	10207.33	4840.71	5366 62	LT15	Y
470.0000 AMAZON.COM INC* - 023135106 - MINOR = 42							
SOLD		02/19/2013	126248.57				
ACQ	470.0000	08/04/2010	126248.57	59871.94	66376.63	LT15	Y
44.0000 AMAZON.COM INC* - 023135106 - MINOR = 42							
SOLD		04/29/2013	11129.81				
ACQ	44 0000	08/04/2010	11129 81	5605 03	5524 78	LT15	Y
302.0000 AMAZON.COM INC* - 023135106 - MINOR = 42							
SOLD		04/29/2013	76390.98				
ACQ	302.0000	08/04/2010	76390.98	38470.90	37920.08	LT15	Y
1642.0000 ANADARKO PETROLEUM CORP COM - 032511107 - MINOR = 42							
SOLD		06/11/2012	105455.58				
ACQ	1642 0000	06/02/2010	105455.58	71759 83	33695 75	LT15	Y
13912.0000 ANADARKO PETROLEUM CORP COM - 032511107 - MINOR = 42							
SOLD		06/11/2012	893482.35				
ACQ	13912.0000	06/02/2010	893482 35	607991 97	285490.38	LT15	Y
80.0000 APPLE INC COM * - 037833100 - MINOR = 42							
SOLD		11/20/2012	44816.37				
ACQ	80 0000	07/19/2006	44816 37	4230.40	40585.97	LT15	Y
795 0000 APPLE INC COM * - 037833100 - MINOR = 42							
SOLD		11/20/2012	445362 69				
ACQ	392.0000	05/01/2006	219600.22	27902.56	191697.66	LT15	Y
	403.0000	02/06/2009	225762.47	40269.05	185493 42	LT15	Y
109.0000 APPLE INC COM * - 037833100 - MINOR = 42							
SOLD		12/06/2012	59474 64				
ACQ	52.0000	07/19/2006	28373 22	2749 76	25623 46	LT15	Y
	57 0000	02/06/2009	31101.42	5695.70	25405.72	LT15	Y
749.0000 APPLE INC COM * - 037833100 - MINOR = 42							
SOLD		12/06/2012	408683.51				
ACQ	749.0000	02/06/2009	408683.51	74842.48	333841.03	LT15	Y
2612.0000 BAIDU INC SPONS ADR* - 056752108 - MINOR = 44							
SOLD		07/06/2012	300861.43				
ACQ	2612.0000	02/11/2011	300861.43	332730.14	-31868.71	LT15	
329.0000 BAIDU INC SPONS ADR* - 056752108 - MINOR = 44							
SOLD		07/06/2012	37895.64				
ACQ	329.0000	02/11/2011	37895.64	41909.73	-4014 09	LT15	
477.0000 BAIDU INC SPONS ADR* - 056752108 - MINOR = 44							
SOLD		08/24/2012	55075 24				
ACQ	477.0000	02/11/2011	55075 24	60762 74	-5687.50	LT15	
3142 0000 BAIDU INC SPONS ADR* - 056752108 - MINOR = 44							
SOLD		08/24/2012	362780 69				
ACQ	3142.0000	02/11/2011	362780 69	400244.30	-37463 61	LT15	
1765.0000 BAKER HUGHES INC COM* - 057224107 - MINOR = 42							
SOLD		05/15/2012	73159.02				
ACQ	1765.0000	02/15/2012	73159 02	84823.60	-11664 58	ST	
11773 0000 BAKER HUGHES INC COM* - 057224107 - MINOR = 42							
SOLD		05/15/2012	487989.32				
ACQ	11773.0000	02/15/2012	487989.32	565795.07	-77805.75	ST	
1054.0000 BARD C. R INC COM* - 067383109 - MINOR = 42							
SOLD		08/01/2012	102392.23				
ACQ	634 0000	03/13/2009	61590.77	47368.53	14222 24	LT15	Y
	250.0000	05/08/2009	24286.58	18487 50	5799.08	LT15	Y
	20.0000	07/30/2009	1942.93	1480.75	462 18	LT15	Y
	150.0000	09/04/2009	14571.95	12042 00	2529 95	LT15	Y

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
8307 0000 BARD C. R. INC COM* - 067383109 - MINOR = 42							
SOLD		08/01/2012	806994.50				
ACQ	6307.0000	03/13/2009	612701.86	471219.72	141482.14	LT15	Y
	2000.0000	03/16/2009	194292.64	151425.94	42866.70	LT15	Y
1217.0000 BHP BILLITON LTD-SPON ADR* - 088606108 - MINOR = 44							
SOLD		05/16/2012	79249.63			SUB TRUST F0486801	
ACQ	78.0000	12/01/2009	5079.27	5995.02	-915.75	LT15	Y
	400.0000	12/21/2009	26047.54	29283.00	-3235.46	LT15	Y
	39.0000	12/23/2009	2539.63	2926.20	-386.57	LT15	Y
	300.0000	05/11/2010	19535.65	20437.44	-901.79	LT15	Y
	200.0000	10/08/2010	13023.77	16294.00	-3270.23	LT15	Y
	200.0000	11/02/2010	13023.77	17026.00	-4002.23	LT15	Y
11000 0000 BHP BILLITON LTD-SPON ADR* - 088606108 - MINOR = 44							
SOLD		05/16/2012	716307.24				
ACQ	3300.0000	12/23/2009	214892.17	247601.64	-32709.47	LT15	Y
	2000.0000	06/02/2010	130237.68	128299.80	1937.88	LT15	Y
	1500.0000	10/08/2010	97678.26	121254.90	-23576.64	LT15	Y
	2200.0000	11/02/2010	143261.45	187304.92	-44043.47	LT15	Y
	2000.0000	11/04/2010	130237.68	179860.00	-49622.32	LT15	Y
4862.0000 BLOCK H & R INC COM* - 093671105 - MINOR = 42							
SOLD		02/19/2013	119926.32			SUB TRUST F0486801	
ACQ	4701.0000	08/16/2012	115955.09	77614.45	38340.64	ST	
	161.0000	08/17/2012	3971.23	2665.47	1305.76	ST	
38488.0000 BLOCK H & R INC COM* - 093671105 - MINOR = 42							
SOLD		02/19/2013	949346.79				
ACQ	33447.0000	08/16/2012	825005.25	552216.66	272788.59	ST	
	5041.0000	08/17/2012	124341.54	83457.28	40884.26	ST	
21027.0000 BLOCK H & R INC COM* - 093671105 - MINOR = 42							
SOLD		02/25/2013	519639.10				
ACQ	21027.0000	08/17/2012	519639.10	348116.71	171522.39	ST	
3503.0000 BLOCK H & R INC COM* - 093671105 - MINOR = 42							
SOLD		02/25/2013	86569.45			SUB TRUST F0486801	
ACQ	3503.0000	08/17/2012	86569.45	57994.61	28574.84	ST	
6247.0000 BORGWARNER INC COM* - 099724106 - MINOR = 42							
SOLD		02/25/2013	466000.76				
ACQ	2910.0000	05/11/2010	217074.15	117416.17	99657.98	LT15	Y
	3000.0000	06/02/2010	223787.78	114336.00	109451.78	LT15	Y
	337.0000	06/15/2010	25138.83	13884.40	11254.43	LT15	Y
693.0000 BORGWARNER INC COM* - 099724106 - MINOR = 42							
SOLD		02/25/2013	51694.98			SUB TRUST F0486801	
ACQ	515.0000	05/11/2010	38416.90	20779.84	17637.06	LT15	Y
	178.0000	06/02/2010	13278.08	6791.95	6486.13	LT15	Y
1970.0000 BRISTOL-MYERS SQUIBB CO COM* - 110122108 - MINOR = 42							
SOLD		08/08/2012	63128.03			SUB TRUST F0486801	
ACQ	1970.0000	08/03/2011	63128.03	55177.33	7950.70	LT15	
15810.0000 BRISTOL-MYERS SQUIBB CO COM* - 110122108 - MINOR = 42							
SOLD		08/08/2012	506626.40				
ACQ	15810.0000	08/03/2011	506626.40	442819.12	63807.28	LT15	
2135.0000 BRISTOL-MYERS SQUIBB CO COM* - 110122108 - MINOR = 42							
SOLD		08/09/2012	67864.58			SUB TRUST F0486801	
ACQ	434.0000	08/03/2011	13795.42	12155.82	1639.60	LT15	
	1701.0000	08/09/2011	54069.16	45276.36	8792.80	ST	
13770.0000 BRISTOL-MYERS SQUIBB CO COM* - 110122108 - MINOR = 42							
SOLD		08/09/2012	437702.68				
ACQ	1253.0000	08/03/2011	39828.72	35095.03	4733.69	LT15	
	12517.0000	08/09/2011	397873.96	333171.25	64702.71	ST	
1278.0000 CVS CORP COM - 126650100 - MINOR = 42							
SOLD		07/20/2012	57353.44			SUB TRUST F0486801	
ACQ	1278.0000	08/17/2011	57353.44	44005.50	13347.94	ST	
9627.0000 CVS CORP COM - 126650100 - MINOR = 42							
SOLD		07/20/2012	432035.63				
ACQ	9627.0000	08/03/2011	432035.63	344450.21	87585.42	ST	
13100.0000 CARDINAL HEALTH INC COM* - 14149Y108 - MINOR = 42							
SOLD		02/04/2013	572011.77				
ACQ	10320.0000	08/01/2012	450623.01	443545.35	7077.66	ST	
	2780.0000	08/09/2012	121388.76	112811.84	8576.92	ST	
2030.0000 CARDINAL HEALTH INC COM* - 14149Y108 - MINOR = 42							
SOLD		02/04/2013	88640.00			SUB TRUST F0486801	
ACQ	1600.0000	08/01/2012	69864.04	68766.72	1097.32	ST	
	430.0000	08/09/2012	18775.96	17449.31	1326.65	ST	
1137.0000 CELGENE CORP COM* - 151020104 - MINOR = 42							
SOLD		09/05/2012	81117.90			SUB TRUST F0486801	
ACQ	1137.0000	08/30/2011	81117.90	67463.89	13654.01	LT15	
7898.0000 CELGENE CORP COM* - 151020104 - MINOR = 42							
SOLD		09/05/2012	563473.34				
ACQ	7898.0000	08/30/2011	563473.34	468627.83	94845.51	LT15	
707.0000 CUMMINS INC* - 231021106 - MINOR = 42							
SOLD		05/23/2012	70291.76			SUB TRUST F0486801	
ACQ	249.0000	06/05/2009	24756.22	9157.47	15598.75	LT15	Y
	458.0000	06/25/2009	45535.54	15534.40	30001.14	LT15	Y
4915.0000 CUMMINS INC* - 231021106 - MINOR = 42							
SOLD		05/23/2012	488661.93				
ACQ	777.0000	06/05/2009	77251.34	28575.73	48675.61	LT15	Y
	3000.0000	06/11/2009	298267.71	108209.10	190058.61	LT15	Y
	1138.0000	06/25/2009	113142.88	38598.58	74544.30	LT15	Y

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1387 0000 DEERE & CO COM * - 244199105 - MINOR = 42							
SOLD		06/11/2012	102299.22				
ACQ	387 0000	07/23/2009	28543.47	16259.15			
	400.0000	09/04/2009	29502.30	16562.92			
	200 0000	09/15/2009	14751.15	9045.70			
	400.0000	10/20/2009	29502.30	18840.00			
10553.0000 DEERE & CO COM * - 244199105 - MINOR = 42							
SOLD		06/11/2012	778344.39				
ACQ	4553 0000	07/23/2009	335809.91	191286.56			
	3000 0000	08/04/2009	221267.24	137155.50			
	3000.0000	10/20/2009	221267.24	141300.00			
987.0000 DISNEY (WALT) COMPANY HOLDING CO * - 254687106 - MINOR = 42							
SOLD		06/12/2012	45410.46				
ACQ	987.0000	02/09/2011	45410.46	42628.43			
9326.0000 DISNEY (WALT) COMPANY HOLDING CO * - 254687106 - MINOR = 42							
SOLD		06/12/2012	429075.91				
ACQ	9326.0000	02/09/2011	429075.91	402407.57			
3742 0000 EDWARDS LIFESCIENCES CORP COM* - 28176E108 - MINOR = 42							
SOLD		01/10/2013	347768.08				
ACQ	3742.0000	12/09/2011	347768.08	242143.70			
314 0000 EDWARDS LIFESCIENCES CORP COM* - 28176E108 - MINOR = 42							
SOLD		01/10/2013	29182.03				
ACQ	314 0000	12/09/2011	29182.03	20318.85			
125000.0000 FEDERAL HOME LN STEP							
SOLD		0.5% 10/30/17 - 3133793B3 - MINOR = 16					
ACQ	125000.0000	07/30/2012	125000.00				
		04/19/2012	125000.00	125000.00			
500000.0000 FEDERAL HOME LN STEP							
SOLD		0.5% 10/30/17 - 3133793B3 - MINOR = 16					
ACQ	500000.0000	07/30/2012	500000.00				
		04/19/2012	500000.00	500000.00			
561.0000 F5 NETWORKS INC COM* - 315616102 - MINOR = 42							
SOLD		05/16/2012	68423.97				
ACQ	313.0000	07/05/2011	38175.94	35188.09			
	248.0000	08/03/2011	30248.03	23235.57			
3978 0000 F5 NETWORKS INC COM* - 315616102 - MINOR = 42							
SOLD		05/16/2012	485188.18				
ACQ	2187.0000	07/05/2011	266743.73	245866.92			
	1791.0000	08/03/2011	218444.45	167802.02			
44.6300 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	44.6300	05/15/2012	44.63				
		10/27/1988	44.63	44.20			
45.0000 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	45.0000	06/15/2012	45.00				
		10/27/1988	45.00	44.56			
45.3800 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	45.3800	07/15/2012	45.38				
		10/27/1988	45.38	44.94			
45.7500 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	45.7500	08/15/2012	45.75				
		10/27/1988	45.75	45.31			
46.1300 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	46.1300	09/15/2012	46.13				
		10/27/1988	46.13	45.68			
46.5200 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	46.5200	10/15/2012	46.52				
		10/27/1988	46.52	46.07			
46.9000 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	46.9000	11/15/2012	46.90				
		10/27/1988	46.90	46.45			
47.3000 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	47.3000	12/15/2012	47.30				
		10/27/1988	47.30	46.84			
47.6900 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	47.6900	01/15/2013	47.69				
		10/27/1988	47.69	47.23			
48.0900 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	48.0900	02/15/2013	48.09				
		10/27/1988	48.09	47.62			
48.4900 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	48.4900	03/15/2013	48.49				
		10/27/1988	48.49	48.02			
48.9000 GNMA I POOL #209561							
SOLD		9.5% 9/15/17 - 362171WW6 - MINOR = 20					
ACQ	48.9000	04/15/2013	48.90				
		10/27/1988	48.90	48.43			
14992.0800 GNMA I POOL #701962							
SOLD		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
ACQ	14992.0800	05/15/2012	14992.08				
		03/09/2010	14992.08	15165.20			
13833.2000 GNMA I POOL #701962							
SOLD		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
ACQ	13833.2000	06/15/2012	13833.20				
		03/09/2010	13833.20	13988.95			
18304.7400 GNMA I POOL #701962							
SOLD		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
ACQ	18304.7400	07/15/2012	18304.74				
		03/09/2010	18304.74	18505.85			
16767.1400 GNMA I POOL #701962							
SOLD		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
ACQ	16767.1400	08/15/2012	16767.14				
		03/09/2010	16767.14	16946.76			

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
20179.2400 GNMA I POOL #701962		4 5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		09/15/2012	20179.24				
ACQ	20179.2400	03/09/2010	20179.24	20390 01	-210.77	LT15	Y
24477.4800 GNMA I POOL #701962		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		10/15/2012	24477.48				
ACQ	24477.4800	03/09/2010	24477.48	24727.49	-250.01	LT15	Y
19091.9600 GNMA I POOL #701962		4 5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		11/15/2012	19091.96				
ACQ	19091.9600	03/09/2010	19091.96	19282 51	-190.55	LT15	Y
16206.1500 GNMA I POOL #701962		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		12/15/2012	16206.15				
ACQ	16206.1500	03/09/2010	16206.15	16364.32	-158.17	LT15	Y
19163.2100 GNMA I POOL #701962		4 5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		01/15/2013	19163.21				
ACQ	19163.2100	03/09/2010	19163.21	19345 91	-182.70	LT15	Y
23164.9000 GNMA I POOL #701962		4 5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		02/15/2013	23164.90				
ACQ	23164.9000	03/09/2010	23164.90	23380 69	-215.79	LT15	Y
15577.2400 GNMA I POOL #701962		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		03/15/2013	15577.24				
ACQ	15577.2400	03/09/2010	15577.24	15719.42	-142.18	LT15	Y
14367.0400 GNMA I POOL #701962		4.5% 6/15/39 - 36296UZ37 - MINOR = 20					
SOLD		04/15/2013	14367.04				
ACQ	14367.0400	03/09/2010	14367.04	14495.25	-128.21	LT15	Y
130.0000 GOOGLE INC CL A* - 38259P508 - MINOR = 42		06/06/2012	75360.90				
SOLD		05/29/2007	75360.90	63783.68			
ACQ	130.0000						
1144.0000 GOOGLE INC CL A* - 38259P508 - MINOR = 42		06/06/2012	663175.90				
SOLD		05/29/2007	637669.13	539708.07	97961.06	LT15	Y
ACQ	1100.0000	06/22/2007	25506.77	23044.40	2462.37	LT15	Y
623.0000 GOOGLE INC CL A* - 38259P508 - MINOR = 42		07/10/2012	361449.34				
SOLD		06/22/2007	361449.34	326287.81	35161.53	LT15	Y
ACQ	623.0000						
94.0000 GOOGLE INC CL A* - 38259P508 - MINOR = 42		07/10/2012	54536.49				
SOLD		05/29/2007	3481.05	2943.86			
ACQ	6.0000	06/22/2007	36551.05	32995.40	537.19	LT15	Y
	63.0000	04/01/2008	14504.39	11363.75	3555.65	LT15	Y
	25.0000				3140.64	LT15	Y
7196.5600 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		05/20/2012	7196.56				
ACQ	7196.5600	07/29/2011	7196.56	7486.21	-289.65	ST	Y
7149.6800 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		06/20/2012	7149.68				
ACQ	7149.6800	07/29/2011	7149.68	7429.90	-280.22	ST	Y
7103.1000 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		07/20/2012	7103.10				
ACQ	7103.1000	07/29/2011	7103.10	7373.97	-270.87	ST	Y
7056.8000 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		08/20/2012	7056.80				
ACQ	7056.8000	07/29/2011	7056.80	7318.55	-261.75	LT15	Y
11435.3100 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		09/20/2012	11435.31				
ACQ	11435.3100	07/29/2011	11435.31	11848.91	-413.60	LT15	Y
15912.6600 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		10/20/2012	15912.66				
ACQ	15912.6600	07/29/2011	15912.66	16474.32	-561.66	LT15	Y
20030.2400 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		11/20/2012	20030.24				
ACQ	20030.2400	07/29/2011	20030.24	20719.61	-689.37	LT15	Y
16760.1500 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		12/20/2012	16760.15				
ACQ	16760.1500	07/29/2011	16760.15	17323.04	-562.89	LT15	Y
16055.4100 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		01/20/2013	16055.41				
ACQ	16055.4100	07/29/2011	16055.41	16581.06	-525.65	LT15	Y
16071.4300 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		02/20/2013	16071.43				
ACQ	16071.4300	07/29/2011	16071.43	16584.19	-512.76	LT15	Y
17292.4600 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		03/20/2013	17292.46				
ACQ	17292.4600	07/29/2011	17292.46	17832.84	-540.38	LT15	Y
18378.1400 GNMA REMIC 09-101 L		4% 10/20/38 - 38376JQK3 - MINOR = 21					
SOLD		04/20/2013	18378.14				
ACQ	18378.1400	07/29/2011	18378.14	18939.03	-560.89	LT15	Y
4272.0000 INTEL CORP COM * - 458140100 - MINOR = 42		07/12/2012	105721.51				
SOLD		05/13/2011	60210.78	57661.37			
ACQ	2433.0000	06/14/2011	45510.73	40218.75	2549.41	LT15	
30794.0000 INTEL CORP COM * - 458140100 - MINOR = 42		07/12/2012	762075.88				
SOLD		05/13/2011	427192.11	409104.22	18087.89	LT15	
ACQ	17262.0000	06/14/2011	334883.77	295943.49	38940.28	LT15	
	13532.0000						

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188458.6920 IVY HIGH INCOME FUND CLASS I* - 466000122 - MINOR = 54							
SOLD		02/26/2013	1630167.69				
ACQ	104456.8240	05/05/2009	903551.53	750000.00	153551.53	LT15	Y
	34293.5530	05/12/2009	296639.23	250000.00	46639.23	LT15	Y
	49708.3150	05/20/2009	429976.93	361379.45	68597.48	LT15	Y
11273.2880 IVY HIGH INCOME FUND CLASS I* - 466000122 - MINOR = 54							
SOLD		02/26/2013	97513.94			SUB TRUST F0486801	
ACQ	11273.2880	05/20/2009	97513.94	81956.80	15557.14	LT15	Y
25137.1480 IVY HIGH INCOME FUND CLASS I* - 466000122 - MINOR = 54							
SOLD		03/06/2013	218190.44			SUB TRUST F0486801	
ACQ	2481.8700	05/20/2009	21542.63	18043.20	3499.43	LT15	Y
	4648.0750	07/16/2009	40345.29	35000.00	5345.29	LT15	Y
	6002.4010	08/10/2010	52100.84	50000.00	2100.84	LT15	Y
	12004.8020	08/10/2010	104201.68	100000.00	4201.68	LT15	Y
151404.5400 IVY HIGH INCOME FUND CLASS I* - 466000122 - MINOR = 54							
SOLD		03/06/2013	1314191.40				
ACQ	19067.4760	05/20/2009	165505.69	138620.55	26885.14	LT15	Y
	66666.6680	06/11/2009	578666.68	500000.00	78666.68	LT15	Y
	36014.4060	08/10/2010	312605.04	300000.00	12605.04	LT15	Y
	29655.9900	09/27/2010	257413.99	250000.00	7413.99	LT15	Y
13874.0000 JPMORGAN CHASE & CO COM* - 46625H100 - MINOR = 42							
SOLD		02/25/2013	672950.22				
ACQ	220.0000	06/20/2005	10670.97	7915.60	2755.37	LT15	Y
	13654.0000	03/12/2009	662279.25	297372.02	364907.23	LT15	Y
791.0000 JPMORGAN CHASE & CO COM* - 46625H100 - MINOR = 42							
SOLD		02/25/2013	38366.99			SUB TRUST F0486801	
ACQ	58.0000	07/24/2006	2813.26	2567.08	246.18	LT15	Y
	733.0000	03/12/2009	35553.73	15964.09	19589.64	LT15	Y
9462.0000 KOHLS CORP COM - 500255104 - MINOR = 42							
SOLD		01/09/2013	397267.36				
ACQ	9462.0000	02/23/2012	397267.36	469419.28	-72151.92	ST	
1422.0000 KOHLS CORP COM - 500255104 - MINOR = 42							
SOLD		01/09/2013	59703.47			SUB TRUST F0486801	
ACQ	1422.0000	02/23/2012	59703.47	70546.84	-10843.37	ST	
1679.0000 LAM RESEARCH CORPORATION COM* - 512807108 - MINOR = 42							
SOLD		02/19/2013	71757.52			SUB TRUST F0486801	
ACQ	1601.0000	07/26/2011	68423.94	70669.26	-2245.32	LT15	Y
	78.0000	08/09/2011	3333.58	2851.90	481.68	LT15	Y
11597.0000 LAM RESEARCH CORPORATION COM* - 512807108 - MINOR = 42							
SOLD		02/19/2013	495635.39				
ACQ	11228.0000	07/26/2011	479864.98	495611.78	-15746.80	LT15	Y
	369.0000	08/09/2011	15770.41	13491.67	2278.74	LT15	Y
288.0000 MEDTRONIC INC COM* - 585055106 - MINOR = 42							
SOLD		01/25/2013	13329.52			SUB TRUST F0486801	
ACQ	288.0000	05/04/2011	13329.52	12184.62	1144.90	LT15	Y
6268.0000 MEDTRONIC INC COM* - 585055106 - MINOR = 42							
SOLD		01/25/2013	290102.23				
ACQ	6268.0000	05/04/2011	290102.23	265184.66	24917.57	LT15	Y
1872.0000 MEDTRONIC INC COM* - 585055106 - MINOR = 42							
SOLD		02/19/2013	84473.79			SUB TRUST F0486801	
ACQ	1872.0000	05/04/2011	84473.79	79200.01	5273.78	LT15	Y
11307.0000 MEDTRONIC INC COM* - 585055106 - MINOR = 42							
SOLD		02/19/2013	510227.10				
ACQ	11307.0000	05/04/2011	510227.10	478373.17	31853.93	LT15	Y
1404.0000 MYRIAD GENETICS INCORPORATED COM* - 62855J104 - MINOR = 42							
SOLD		11/05/2012	37480.62			SUB TRUST F0486801	
ACQ	702.0000	05/23/2012	18740.31	17840.77	899.54	ST	
	702.0000	05/24/2012	18740.31	18045.19	695.12	ST	
9292.0000 MYRIAD GENETICS INCORPORATED COM* - 62855J104 - MINOR = 42							
SOLD		11/05/2012	248055.53				
ACQ	4642.0000	05/23/2012	123920.98	117972.72	5948.26	ST	
	4650.0000	05/24/2012	124134.55	119530.11	4604.44	ST	
8150.0000 NETAPP INC COM* - 64110D104 - MINOR = 42							
SOLD		02/28/2013	278116.58				
ACQ	8150.0000	08/24/2012	278116.58	283470.04	-5353.46	ST	
1237.0000 NETAPP INC COM* - 64110D104 - MINOR = 42							
SOLD		02/28/2013	42212.30			SUB TRUST F0486801	
ACQ	1237.0000	08/24/2012	42212.30	43024.84	-812.54	ST	
1455.0000 NEWMONT MINING CORP - 651639106 - MINOR = 31001							
SOLD		04/15/2013	49233.33			SUB TRUST F0486801	
ACQ	793.0000	05/18/2012	26833.01	37042.06	-10209.05	ST	
	662.0000	08/30/2012	22400.32	32302.89	-9902.57	ST	
9264.0000 NEWMONT MINING CORP - 651639106 - MINOR = 31001							
SOLD		04/15/2013	313469.12				
ACQ	5281.0000	05/18/2012	178694.99	246682.37	-67987.38	ST	
	3983.0000	08/30/2012	134774.13	194354.07	-59579.94	ST	
5000.0000 PHILLIPS 66 COM* - 718546104 - MINOR = 42							
SOLD		05/15/2012	15.72			SUB TRUST F0486801	
ACQ	.5000	10/02/2009	15.72	11.22	4.50	LT15	Y
508.0000 PHILLIPS 66 COM* - 718546104 - MINOR = 42							
SOLD		10/23/2012	22380.04			SUB TRUST F0486801	
ACQ	83.0000	10/02/2009	3656.58	1862.63	1793.95	LT15	Y
	150.0000	06/14/2010	6608.28	3854.46	2753.82	LT15	Y
	150.0000	07/29/2010	6608.28	3944.71	2663.57	LT15	Y
	125.0000	09/13/2010	5506.90	3327.99	2178.91	LT15	Y

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3687 0000 PHILLIPS 66 COM* - 718546104 - MINOR = 42							
SOLD		10/23/2012	162431.57				
ACQ	1437.0000	08/24/2009	63307.34	31166.90	32140.44	LT15	Y
	1250.0000	06/14/2010	55069.02	32122.94	22946.08	LT15	Y
	1000 0000	11/04/2010	44055.21	29419.30	14635.91	LT15	Y
2472.0000 POTASH CORP SASK INC COM* - 73755L107 - MINOR = 44							
SOLD		03/13/2013	101721.00			SUB TRUST F0486801	
ACQ	2472.0000	02/28/2011	101721.00	153365.11	-51644.11	LT15	
17369.0000 POTASH CORP SASK INC COM* - 73755L107 - MINOR = 44							
SOLD		03/13/2013	714721.79				
ACQ	17369.0000	02/28/2011	714721.79	1077588.39	-362866.60	LT15	
23.0000 PRICELINE.COM INCORPORATED COM* - 741503403 - MINOR = 42							
SOLD		05/11/2012	15639.42			SUB TRUST F0486801	
ACQ	23.0000	09/30/2011	15639.42	10701.11	4938.31	ST	
205.0000 PRICELINE.COM INCORPORATED COM* - 741503403 - MINOR = 42							
SOLD		05/11/2012	139394.85				
ACQ	205.0000	09/30/2011	139394.85	95379.41	44015.44	ST	
26.0000 PRICELINE.COM INCORPORATED COM* - 741503403 - MINOR = 42							
SOLD		05/15/2012	17411.58			SUB TRUST F0486801	
ACQ	26.0000	09/30/2011	17411.58	12096.90	5314.68	ST	
171.0000 PRICELINE.COM INCORPORATED COM* - 741503403 - MINOR = 42							
SOLD		05/15/2012	114514.61				
ACQ	171.0000	09/30/2011	114514.61	79560.38	34954.23	ST	
83 0000 PRICELINE.COM INCORPORATED COM* - 741503403 - MINOR = 42							
SOLD		06/29/2012	55063.82			SUB TRUST F0486801	
ACQ	83.0000	09/30/2011	55063.82	38617.03	16446.79	ST	
551.0000 PRICELINE.COM INCORPORATED COM* - 741503403 - MINOR = 42							
SOLD		06/29/2012	365544.11				
ACQ	551.0000	09/30/2011	365544.11	256361.23	109182.88	ST	
840.0000 QUALCOMM INC COM* - 747525103 - MINOR = 42							
SOLD		06/12/2012	49426.18			SUB TRUST F0486801	
ACQ	840.0000	10/12/2010	49426.18	37782.11	11644.07	LT15	Y
6938.0000 QUALCOMM INC COM* - 747525103 - MINOR = 42							
SOLD		06/12/2012	408236.64				
ACQ	6938.0000	10/12/2010	408236.64	312062.22	96174.42	LT15	Y
32.0000 QUALCOMM INC COM* - 747525103 - MINOR = 42							
SOLD		01/18/2013	2064.28			SUB TRUST F0486801	
ACQ	32.0000	10/12/2010	2064.28	1439.32	624.96	LT15	Y
1807.0000 QUALCOMM INC COM* - 747525103 - MINOR = 42							
SOLD		01/18/2013	116567.67				
ACQ	1807 0000	10/12/2010	116567.67	81276.51	35291.16	LT15	Y
800.0000 QUALCOMM INC COM* - 747525103 - MINOR = 42							
SOLD		02/21/2013	51605.25			SUB TRUST F0486801	
ACQ	800.0000	10/12/2010	51605.25	35982.96	15622.29	LT15	Y
4631 0000 QUALCOMM INC COM* - 747525103 - MINOR = 42							
SOLD		02/21/2013	298729.84				
ACQ	4631.0000	10/12/2010	298729.84	208296.36	90433.48	LT15	Y
2390 0000 SANDISK CORP - 80004C101 - MINOR = 42							
SOLD		02/26/2013	119339.58			SUB TRUST F0486801	
ACQ	1695 0000	06/21/2011	84636.23	73194.51	11441.72	LT15	
	695 0000	07/23/2012	34703.35	27258.11	7445.24	ST	
15824.0000 SANDISK CORP - 80004C101 - MINOR = 42							
SOLD		02/26/2013	790137.89				
ACQ	1464 0000	04/25/2011	73101.74	73414.62	-312.88	LT15	
	4255.0000	05/06/2011	212464.40	201354.26	11110.14	LT15	
	6496 0000	06/21/2011	324363.99	280514.17	43849.82	LT15	
	3609.0000	07/23/2012	180207.76	141546.06	38661.70	ST	
4208.9000 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	4208 9000	05/15/2012	4208.90				
		02/04/2011	4208.90	4208.86	0.04	LT15	Y
4095.1700 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	4095.1700	06/15/2012	4095.17				
		02/04/2011	4095.17	4095.13	0.04	LT15	Y
4112.4900 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	4112 4900	07/15/2012	4112.49				
		02/04/2011	4112.49	4112.45	0.04	LT15	Y
4048.1000 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	4048 1000	08/15/2012	4048.10				
		02/04/2011	4048.10	4048.06	0.04	LT15	Y
4145.6600 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	4145 6600	09/15/2012	4145.66				
		02/04/2011	4145.66	4145.62	0.04	LT15	Y
3696.3700 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	3696.3700	10/15/2012	3696.37				
		02/04/2011	3696.37	3696.33	0.04	LT15	Y
3825.4900 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	3825 4900	11/15/2012	3825.49				
		02/04/2011	3825.49	3825.45	0.04	LT15	Y
3486.8500 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	3486.8500	12/15/2012	3486.85				
		02/04/2011	3486.85	3486.82	0.03	LT15	Y
3323.5500 SANTANDER 11-S1A C							
SOLD		1.89% 5/15/17 - 80282LAB0 - MINOR = 87					
ACQ	3323.5500	01/15/2013	3323.55				
		02/04/2011	3323.55	3323.52	0.03	LT15	Y

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TRUST YEAR ENDING 04/30/2013

TAX PREPARER: 45
TRUST ADMINISTRATOR: 18
INVESTMENT OFFICER: 338

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
3317 6100 SANTANDER 11-S1A C		1 89% 5/15/17 - 80282LABO - MINOR = 87					
SOLD		02/15/2013	3317 61				
ACQ	3317.6100	02/04/2011	3317.61	3317 58	0.03	LT15	Y
3447.7600 SANTANDER 11-S1A C		1.89% 5/15/17 - 80282LABO - MINOR = 87					
SOLD		03/15/2013	3447.76				
ACQ	3447.7600	02/04/2011	3447.76	3447 73	0.03	LT15	Y
3394.2500 SANTANDER 11-S1A C		1.89% 5/15/17 - 80282LABO - MINOR = 87					
SOLD		04/15/2013	3394.25				
ACQ	3394.2500	02/04/2011	3394.25	3394.22	0.03	LT15	Y
1036.0000 SCHLUMBERGER LIMITED COM *		- 806857108 - MINOR = 44					
SOLD		04/15/2013	75823.35				
ACQ	885 0000	05/06/2008	64771 88	91534.58		SUB TRUST F0486801	
	115.0000	05/16/2008	8416 68	12011.75	-26762.70	LT15	Y
	36 0000	05/19/2008	2634.79	3813.48	-3595.07	LT15	Y
					-1178.69	LT15	Y
9212.0000 SCHLUMBERGER LIMITED COM *		- 806857108 - MINOR = 44					
SOLD		04/15/2013	674213.00				
ACQ	4525 0000	05/06/2008	331178.23	468015 77	-136837.54	LT15	Y
	1000.0000	05/19/2008	73188.56	105944.99	-32756.43	LT15	Y
	1928.0000	06/06/2008	141107.54	202395.27	-61287.73	LT15	Y
	1759.0000	01/02/2009	128738.67	78697.60	50041.07	LT15	Y
2362.0000 VARIAN MEDICAL SYSTEMS INC COM*		- 92220P105 - MINOR = 42					
SOLD		01/09/2013	177865.96				
ACQ	2362 0000	03/09/2012	177865.96	159575.07	18290 89	ST	
218.0000 VARIAN MEDICAL SYSTEMS INC COM*		- 92220P105 - MINOR = 42					
SOLD		01/09/2013	16416.08				
ACQ	218 0000	03/09/2012	16416.08	14727.93		SUB TRUST F0486801	
					1688.15	ST	
7753.0000 VARIAN MEDICAL SYSTEMS INC COM*		- 92220P105 - MINOR = 42					
SOLD		02/01/2013	550746.82				
ACQ	5037.0000	03/09/2012	357811.39	340296.19	17515.20	ST	
	1083.0000	04/26/2012	76932.65	69842.89	7089.76	ST	
	441 0000	04/26/2012	31327 14	28440 18	2886.96	ST	
	1192 0000	06/11/2012	84675.64	71293.88	13381.76	ST	
1309 0000 VARIAN MEDICAL SYSTEMS INC COM*		- 92220P105 - MINOR = 42					
SOLD		02/01/2013	92986.92				
ACQ	892.0000	03/09/2012	63364.65	60262.89	3101.76	ST	
	151.0000	04/26/2012	10726.53	9738.02	988.51	ST	
	62.0000	04/26/2012	4404.27	3998.39	405.88	ST	
	204 0000	06/11/2012	14491.47	12201.30	2290 17	ST	
121.0000 VISA INC CL A COM*		- 92826C839 - MINOR = 42					
SOLD		01/28/2013	19036 65				
ACQ	121 0000	08/10/2011	19036.65	9692.57	9344.08	LT15	
2254.0000 VISA INC CL A COM*		- 92826C839 - MINOR = 42					
SOLD		01/28/2013	354616.57				
ACQ	2254.0000	08/10/2011	354616 57	180554.19	174062.38	LT15	
5735.0000 INVESCO LTD* - G491BT108 - MINOR = 44							
SOLD		08/16/2012	136696.39				
ACQ	3235.0000	04/06/2010	77107.73	73559 69	3548 04	LT15	Y
	1500 0000	04/07/2010	35753.20	33801.30	1951.90	LT15	Y
	1000.0000	12/21/2010	23835.46	23549 50	285 96	LT15	Y
40800.0000 INVESCO LTD* - G491BT108 - MINOR = 44							
SOLD		08/16/2012	972486.97				
ACQ	22800.0000	04/06/2010	543448.60	518442.36	25006 24	LT15	Y
	8000.0000	04/07/2010	190683 72	180148.80	10534.92	LT15	Y
	10000.0000	12/21/2010	238354 65	235498.00	2856 65	LT15	Y
TOTALS			33749206 35	28432028.34			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-840.74	0.00	4276792.79	0.00	0.00	0.00*
COVERED FROM ABOVE	841878.56	0.00	199347.40	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	159908.26			0.00
	841037.82	0.00	4636048.45	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	-840.74	0.00	4276792.79	0.00	0.00	0.00*
COVERED FROM ABOVE	841878.56	0.00	199347.40	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	159908.26			0.00
	841037.82	0.00	4636048.45	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE