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

**2012**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

**HOLT ATHERTON EDUCATIONAL FOUNDATION**  
300 CONVENT, SUITE 2500  
SAN ANTONIO, TX 78205-3714

**A** Employer identification number  
74-2087236

**B** Telephone number (see the instructions)  
210-227-7591

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

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 416,559.

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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
SCANNED FOR 14 2013	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	8,716.	8,716.	8,716.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	36,456.			
	<b>b</b> Gross sales price for all assets on line 6a <u>211,037.</u>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		36,456.		
	<b>8</b> Net short-term capital gain			0.	
	<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances					
	<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	45,172.	45,172.	8,716.		
<b>13</b> Compensation of officers, directors, trustees, etc	3,600.	3,600.	3,600.		
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)					
	<b>b</b> Accounting fees (attach sch) SEE ST 1	1,850.	1,850.	1,850.	
	<b>c</b> Other prof fees (attach sch) SEE ST 2	4,099.	4,099.	4,099.	
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instrs) SEE STM 3	191.	191.	191.		
<b>19</b> Depreciation (attach sch) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule)					
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	9,740.	9,740.	9,740.		
<b>25</b> Contributions, gifts, grants paid STMT 4	17,000.			17,000.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	26,740.	9,740.	9,740.	17,000.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	18,432.				
<b>b Net investment income</b> (if negative, enter -0-)		35,432.			
<b>c Adjusted net income</b> (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	24,716.	26,988.	26,988.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	313,947.	330,065.	389,571.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I).	338,663.	357,053.	416,559.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 5)	8.	1,292.	
	23 Total liabilities (add lines 17 through 22)	8.	1,292.	
NET ASSET BALANCE ORS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	231,307.	231,307.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	107,348.	124,454.	
30 Total net assets or fund balances (see instructions)	338,655.	355,761.		
31 Total liabilities and net assets/fund balances (see instructions)	338,663.	357,053.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	338,655.
2 Enter amount from Part I, line 27a	2	18,432.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	357,087.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	1,326.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	355,761.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a. SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
b. SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
c. SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
d.			
e.			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 91,414.		82,252.	9,162.
b 43,229.		30,243.	12,986.
c 76,394.		62,086.	14,308.
d.			
e.			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			9,162.
b			12,986.
c			14,308.
d.			
e.			

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	36,456.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 ]</span>	3	-1,733.

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	18,992.	391,185.	0.048550
2010	20,715.	413,886.	0.050050
2009	17,000.	374,625.	0.045379
2008	16,500.	375,843.	0.043901
2007	28,634.	545,429.	0.052498
2 Total of line 1, column (d)			0.240378
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.048076
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			401,921.
5 Multiply line 4 by line 3			19,323.
6 Enter 1% of net investment income (1% of Part I, line 27b)			354.
7 Add lines 5 and 6			19,677.
8 Enter qualifying distributions from Part XII, line 4			17,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instrs)		1	709.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	709.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	709.
6 Credits/Payments			
a 2012 estimated tax prmts and 2011 overpayment credited to 2012	6 a		10.
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld.	6 d		
7 Total credits and payments Add lines 6a through 6d		7	10.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	699.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax			
	Refunded	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>JAMES N. MARTIN</u> Telephone no ▶ <u>210-227-7591</u> Located at ▶ <u>300 CONVENT; SAN ANTONIO, TX</u> ZIP + 4 ▶ <u>78205</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year <span style="float:right">▶ 15</span> <span style="float:right">N/A</span> <input type="checkbox"/> <span style="float:right">N/A</span>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶	16		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If 'Yes,' list the years ▶ 20 <u>11</u> , 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

**5 a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If 'Yes' to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	5 b	N/A
6 b		X
7 b		

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES N. MARTIN 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	3,600.	0.	0.
PARKER ATHERTON 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	0.	0.	0.
GEARY ATHERTON 1250 NE LOOP 410 SAN ANTONIO, TX 78209	TRUSTEE 1.00	0.	0.	0.
PETER ATHERTON 5911 CAMINO SECO AUSTIN, TX 78731	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 <u>N/A</u> ----- -----		
2 ----- -----		
All other program-related investments. See instructions 3 ----- -----		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	375,866.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	32,176.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	408,042.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	408,042.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	6,121.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	401,921.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	20,096.

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

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	20,096.
<b>2 a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	709.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	709.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	19,387.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	19,387.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	19,387.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	<b>1 a</b>	17,000.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	17,000.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	17,000.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				19,387.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			18,977.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 17,000.				
a Applied to 2011, but not more than line 2a			17,000.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			1,977.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				19,387.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )  
NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

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

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

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
  
SEE STATEMENT 7

**b** The form in which applications should be submitted and information and materials they should include  
  
SEE STATEMENT FOR LINE 2A

**c** Any submission deadlines.  
  
SEE STATEMENT FOR LINE 2A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
  
SEE STATEMENT FOR LINE 2A

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
<b>Total</b>				▶ <b>3 a</b>
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3 b</b>





## HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAGEBIEL RAVENBURG & SCHUH, 990-PF	\$ 1,850.	\$ 1,850.	\$ 1,850.	
TOTAL	<u>\$ 1,850.</u>	<u>\$ 1,850.</u>	<u>\$ 1,850.</u>	<u>\$ 0.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 4,099.	\$ 4,099.	\$ 4,099.	
TOTAL	<u>\$ 4,099.</u>	<u>\$ 4,099.</u>	<u>\$ 4,099.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	\$ 186.	\$ 186.	\$ 186.	
SECRETARY OF STATE FEES	5.	5.	5.	
TOTAL	<u>\$ 191.</u>	<u>\$ 191.</u>	<u>\$ 191.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**
CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	GENERAL FUNDS/GALA	
DONEE'S NAME:	AUSTIN FILM SOCIETY	
DONEE'S ADDRESS:	1901 E. 51ST STREET	
	AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 1,500.

CLASS OF ACTIVITY:	GENERAL FUNDS-SCHOOLS	
DONEE'S NAME:	CULVER MILITARY ACADEMY	
DONEE'S ADDRESS:	1300 ACADEMY ROAD	
	CULVER, IN 46511	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.

## HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

**STATEMENT 4 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

CLASS OF ACTIVITY:	GEN -GIRLS EMPOWERMENT	
DONEE'S NAME:	GENAUSTIN	
DONEE'S ADDRESS:	PO BOX 3122 AUSTIN, TX 78704	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		\$ 500.
CLASS OF ACTIVITY:	CANCER THERAPY & RESEARCH	
DONEE'S NAME:	UNIV. OF TX MD ANDERSEN CANCER	
DONEE'S ADDRESS:	PO BOX 4486 HOUSTON, TX 77210	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL-BOTANICAL CTR	
DONEE'S NAME:	SAN ANTONIO BOTANICAL CENTER	
DONEE'S ADDRESS:	555 FUNSTON PL. SAN ANTONIO, TX 78209	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	GENERAL-CHILDREN SHELTER	
DONEE'S NAME:	SETTLEMENT HOME FOR CHILDREN	
DONEE'S ADDRESS:	1600 PAYTON GIN ROAD AUSTIN, TX 78758	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS-SCHOOLS	
DONEE'S NAME:	KIPP HOUSTON PUBLIC SCHOOLS	
DONEE'S ADDRESS:	10711 KIPP WAY HOUSTON, TX 77099	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		4,000.
CLASS OF ACTIVITY:	MEDICAL HUMANITARIAN	
DONEE'S NAME:	DOCTORS WITHOUT BORDERS	
DONEE'S ADDRESS:	333 SEVENTH AVE, 7H FLOOR NEW YORK, NY 10001	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS-WRITING/EDU	
DONEE'S NAME:	UTSA CORE WRITING DIVISION	
DONEE'S ADDRESS:	6900 N LOOP 1604 WEST SAN ANTONIO, TX 78249	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	GENERAL-EDU WORLD AFFAIRS	

## HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

**STATEMENT 4 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S NAME:	WORLD AFFAIRS COUNSEL OF SAN ANTONIO	
DONEE'S ADDRESS:	40 NE LOOP 410, SUITE 608 SAN ANTONIO, TX 78216	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		\$ 2,500.
CLASS OF ACTIVITY:	GENERAL-CHILDREN'S SHELTER	
DONEE'S NAME:	AUSTIN CHILDREN'S SHELTER	
DONEE'S ADDRESS:	4800 MANOR ROAD AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS -MEDICAL	
DONEE'S NAME:	CHILDREN'S MEDICAL CTR FDN OF CENTRAL TX	
DONEE'S ADDRESS:	4900 MUELLER BOULEVARD AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS-CHARITY	
DONEE'S NAME:	GOOD SHEPERD ACADEMY	
DONEE'S ADDRESS:	119 OCTAVIA PLACE SAN ANTONIO, TX 78214	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS-CHARITY	
DONEE'S NAME:	GOOD SAMARITAN CENTER	
DONEE'S ADDRESS:	1600 SALTILLO ST. SAN ANTONIO, TX 78207	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3) EXEMPT FOUND	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GEN -VIOLENCE PREVENTION	
DONEE'S NAME:	FAMILY VIOLENCE CENTER	
DONEE'S ADDRESS:	7911 BROADWAY SAN ANTONIO, TX 78209	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GEN-NATURE CONSERVATION	
DONEE'S NAME:	NATURE CONSERVANCY OF TEXAS	
DONEE'S ADDRESS:	200 E. GRAYSON, STE 202 SAN ANTONIO, TX 78215	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:		500.

TOTAL \$ 17,000.

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 5  
FORM 990-PF, PART II, LINE 22  
OTHER LIABILITIES

FEDERAL INCOME TAX PAYABLE	\$	699.
EXCISE TAX PAYABLE		593.
TOTAL		<u>\$ 1,292.</u>

STATEMENT 6  
FORM 990-PF, PART III, LINE 5  
OTHER DECREASES

EXCISE TAX	\$	593.
FEDERAL INCOME TAX		709.
OTHER		24.
TOTAL		<u>\$ 1,326.</u>

STATEMENT 7  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: JAMES MARTIN  
NAME: JAMES MARTIN  
CARE OF:  
STREET ADDRESS: 300 CONVENT STREET, SUITE 2500  
CITY, STATE, ZIP CODE: SAN ANTONIO, TX 78205  
TELEPHONE: 210-227-7591  
E-MAIL ADDRESS:  
FORM AND CONTENT:

A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED IN THE FOLLOWING MANNER:  
1) THE REQUEST FOR THE GRANT FROM AN ORGANIZATION SHOULD BE RECEIVED ON THE ORGANIZATION LETTERHEAD.  
2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:  
A) A NON-TECHNICAL DESCRIPTION RELATED TO THE DESIRED USE OF THE GRANT  
B) BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED  
C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE IRS  
SUBMISSION DEADLINES: N/A  
RESTRICTIONS ON AWARDS: N/A

**SOUTH TEXAS MONEY MANAGEMENT, LTD.**

*"Helping Individuals, Individually."*

Account No: 100904  
 Custodian Account No: 42859282  
 Hofl Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

REPORTING PERIOD 7/1/12 - 12/31/12

*Investment Changes*

**Annual Sales / Maturities**

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)	
						Short Term	Long Term
<b>EQUITY</b>							
07/09/2012	216	COMCAST CORP CL A (NEW)	05/13/2009	3,281.23	6,742.54		3,461.31
07/09/2012	78	COMCAST CORP CL A (NEW)	12/20/2011	1,840.80	2,434.81	594.01	
07/31/2012	153	CIGNA CORPORATION	04/29/2011	7,185.05	6,155.57		(1,029.48)
08/22/2012	52	BARD C R INC	03/03/2010	4,391.49	5,065.94		674.45
08/30/2012	183	NOVARTIS SPONSORED ADR	11/14/2005	9,816.12	10,739.74		923.62
08/30/2012	12	NOVARTIS SPONSORED ADR	03/02/2006	652.44	704.24		51.80
09/14/2012	14	NICE SYSTEMS LTD-SPONS ADR	02/10/2011	481.77	433.85		(47.92)
09/14/2012	187	SYSCO CORP	01/31/2008	5,215.43	5,651.61		436.18
09/17/2012	110	NICE SYSTEMS LTD-SPONS ADR	02/10/2011	3,785.32	3,394.52		(390.80)
09/27/2012	139	HANCOCK HOLDING CO.	08/31/2011	4,331.41	4,383.39		51.98
09/28/2012	102	HANCOCK HOLDING CO.	08/31/2011	3,178.44	3,168.93		(9.51)
10/03/2012	1	KRAFT FOODS GROUP INC	12/20/2011	25.86	30.57	4.71	
10/05/2012	136	SECTOR SPDR TRUST SBI INT-U	08/15/2011	4,463.53	4,990.59		527.06
10/09/2012	115	BAKER HUGHES INC	04/28/2010	5,890.37	5,151.09		(739.28)
10/18/2012	57	SAP AG	01/28/2011	3,262.24	4,056.10		793.86



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 Jim Martin - Secretary

REPORTING PERIOD 7/1/12 - 12/31/12

*Investment Changes*

**Annual Sales / Maturities**

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Short Term	Long Term
<b>EQUITY</b>							
10/18/2012	84	SAP AG	02/04/2011	4,949.85	5,977.40		1,027.55
11/13/2012	133	ARCHER-DANIELS MIDLAND CO	10/29/2010	4,439.58	3,309.95		(1,129.63)
11/13/2012	55	ARCHER-DANIELS MIDLAND CO	10/18/2011	1,543.05	1,368.78		(174.27)
12/03/2012	0	EATON CORPORATION	12/03/2012	0.00	166.52	166.52	
12/03/2012	0	EATON CORPORATION	12/03/2012	0.00	4,214.30		4,214.30
12/05/2012	226	INTEL CORP	09/28/2011	5,097.90	4,476.67		(621.23)
12/21/2012	163	EATON CORPORATION PLC	12/03/2012	8,419.77	8,796.73	376.96	

EQUITY Totals:

82,251.65      91,413.84      1,142.20      8,819.99

★ ★ ★ ★ ★

# SOUTH TEXAS MONEY MANAGEMENT LTD

HELPING INDIVIDUALS, INDIVIDUALLY™

Account No: 100904  
 Custodian Account No: 42859282  
 Holt Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

REPORTING PERIOD 01/01/2013 TO 03/31/2013

## Investment Changes

### Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Short Term	Long Term
<b>EQUITY</b>							
01/10/2013	83	CHUBB CORP	05/14/2009	3,324.32	6,433.02		3,108.70
01/16/2013	57	ACE LTD	09/01/2011	3,645.99	4,719.15		1,073.16
01/16/2013	22	ACE LTD	10/20/2011	1,463.86	1,821.42		357.56
01/22/2013	97	WAL MART STORES INC	05/30/2008	5,605.63	6,719.69		1,114.06
01/22/2013	16	WAL MART STORES INC	09/30/2009	786.08	1,108.40		322.32
01/30/2013	282	EMC CORPORATION MASS	12/18/2008	3,130.82	6,927.40		3,796.58
02/20/2013	136	F M C CORP NEW	03/24/2009	2,971.43	7,919.94		4,948.51
02/20/2013	30	F M C CORP NEW	12/23/2011	1,317.06	1,747.05		429.99
03/12/2013	28	FRESH MARKET INC	04/17/2012	1,454.70	1,067.47	(387.23)	
03/12/2013	91	FRESH MARKET INC	04/18/2012	4,746.56	3,469.29	(1,277.27)	
03/12/2013	34	FRESH MARKET INC	04/19/2012	1,796.60	1,296.22	(500.38)	
<b>EQUITY Totals:</b>				30,243.05	43,229.05	(2,164.88)	15,150.88
<b>Total Sales:</b>				30,243.05	43,229.05	(2,164.88)	15,150.88

★ ★ ★ ★ ★

# SOUTH TEXAS MONEY MANAGEMENT LTD

HELPING INDIVIDUALS INDIVIDUALLY™

Account No: 100904  
 Custodian Account No: 42859282  
 Holt Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

REPORTING PERIOD: 04/01/2013 TO 06/30/2013

## Investment Changes

### Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)	
						Short Term	Long Term
<b>EQUITY</b>							
04/05/2013	70	FEDEX CORP	11/23/2009	5,777.58	6,689.07		911.49
04/11/2013	227	TEXAS INSTRUMENTS INC	02/03/2012	7,635.30	8,084.15		448.85
04/15/2013	50	PHILLIPS 66	02/29/2012	1,761.60	2,888.15		1,126.55
04/25/2013	171	MACY'S INC	10/27/2011	5,468.14	7,647.27		2,179.13
05/08/2013	7	SPDR GOLD TRUST	09/28/2012	1,203.21	992.90	(210.31)	
05/08/2013	28	SPDR GOLD TRUST	10/08/2012	4,820.12	3,971.61	(848.51)	
05/09/2013	38	INTERNATIONAL BUSINESS MACH	04/20/2011	6,265.51	7,705.94		1,440.43
05/17/2013	90	TORONTO-DOMINION BANK	09/01/2011	7,338.69	7,236.11		(102.58)
05/28/2013	75	VANGUARD REIT ETF	03/13/2012	4,740.71	5,517.58		776.87
05/30/2013	169	TIME WARNER INC	09/01/2010	5,192.64	10,065.40		4,872.76
06/11/2013	38	LAZARD LTD CLS A	04/30/2012	1,045.22	1,251.49		206.27
06/11/2013	93	LAZARD LTD CLS A	10/24/2012	2,714.52	3,062.84	348.32	
06/12/2013	70	LAZARD LTD CLS A	04/30/2012	1,925.41	2,272.38		346.97
06/13/2013	35	LAZARD LTD CLS A	04/30/2012	962.70	1,130.43		167.73
06/26/2013	262	ORACLE CORP	01/31/2008	5,234.76	7,878.93		2,644.17
<b>EQUITY Totals:</b>				62,086.11	76,394.25	(710.50)	15,018.64

<b>Total Sales:</b>	62,086.11
<b>Total Gain or Loss:</b>	(710.50)
<b>Total Proceeds:</b>	76,394.25
<b>Total Long Term Gain:</b>	15,018.64

\* \* \* \* \*

# SOUTH TEXAS MONEY MANAGEMENT LTD

HELPING INDIVIDUALS, INDIVIDUALLY™

REPORTING PERIOD: 04/01/2013 TO 06/30/2013

Account No: 100904  
Custodian Account No: 42859282  
Holt Atherton Educational Foundation Inc  
Geary Atherton - President  
Jim Martin - Secretary

## Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	Current Yield %	Cost YTW	Unrealized Gain/Loss (\$)
<b>EQUITY</b>										
<b>CONSUMER DISCRETIONARY</b>										
98	DUNKIN' BRANDS GROUP, INC.	41.323	4,050	42.820	4,196	0.99	74	1.77		147
452	FORD MOTOR CO (NEW) PAR \$0.01	12.998	5,875	15.470	6,992	1.65	181	2.59		1,117
254	GAP INC	29.760	7,559	41.730	10,599	2.50	152	1.44		3,040
156	GARMIN LTD	34.952	5,453	36.170	5,643	1.33	281	4.98		190
215	GENERAL MOTORS CO	26.317	5,658	33.310	7,162	1.69	0	.00		1,504
268	LOWES CO INC	21.625	5,795	40.900	10,961	2.59	193	1.76		5,166
7	RESTORATION HARDWARE HOLDING	59.893	419	75.000	525	0.12	0	.00		106
553	STAPLES INC	14.244	7,877	15.870	8,776	2.07	265	3.02		899
71	WOLVERINE WORLD WIDE INC	48.092	3,415	54.610	3,877	0.92	34	.88		463
	<b>TOTAL CONSUMER DISCRETIONARY</b>		<b>46,101</b>		<b>58,732</b>	<b>13.86</b>	<b>1,181</b>	<b>2.01</b>		<b>12,631</b>
<b>CONSUMER STAPLES</b>										
60	HAIN CELESTIAL GROUP INC	68.336	4,100	65.010	3,901	0.92	0	.00		(200)
162	KRAFT FOODS GROUP INC	43.882	7,109	55.870	9,051	2.14	324	3.58		1,942
194	MONDELEZ INTL INC	22.633	4,391	28.530	5,535	1.31	101	1.82		1,144
196	SAFEWAY INC NEW	24.395	4,781	23.660	4,637	1.09	157	3.38		(144)
195	UNILEVER PLC SPNSRD ADR NEW	28.161	5,491	40.450	7,888	1.86	250	3.17		2,396
	<b>TOTAL CONSUMER STAPLES</b>		<b>25,873</b>		<b>31,011</b>	<b>7.32</b>	<b>832</b>	<b>2.68</b>		<b>5,139</b>
<b>ENERGY</b>										
47	APACHE CORP	84.810	3,986	83.830	3,940	0.93	38	.95		(46)
89	CHEVRON CORP NEW	60.066	5,346	118.340	10,532	2.49	356	3.38		5,186
142	CONOCOPHILLIPS	57.141	8,114	60.500	8,591	2.03	375	4.36		477
67	DRESSER RAND GROUP	60.766	4,071	59.980	4,019	0.95	0	.00		(53)
145	ENSCO PLC CLASS A	50.866	7,376	58.120	8,427	1.99	254	3.01		1,052

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# SOUTH TEXAS MONEY MANAGEMENT LTD

HELPING INDIVIDUALS, INDIVIDUALLY™

Account No: 100904  
 Custodian Account No: 42859282  
 Holt Atherton Educational Foundation Inc  
 Geary Atherton - President  
 Jim Martin - Secretary

REPORTING PERIOD 04/01/2013 TO 06/30/2013

## Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Cost YTW	Unrealized Gain/Loss (\$)
<b>EQUITY</b>										
	<b>ENERGY (Cont.)</b>									
155	FMC TECHNOLOGIES INC	47.680	7,390	55.680	8,630	2.04	0	.00		1,240
	<b>TOTAL ENERGY</b>		<b>36,283</b>		<b>44,140</b>	<b>10.42</b>	<b>1,022</b>	<b>2.32</b>		<b>7,856</b>
	<b>FINANCIALS</b>									
219	AMERICAN INTL GROUP INC	35.332	7,738	44.700	9,789	2.31	0	.00		2,052
79	HSBC HOLDING PLC	55.465	4,382	51.900	4,100	0.97	182	4.43		(282)
324	SCHWAB CHARLES CORP	19.222	6,228	21.230	6,879	1.62	78	1.13		651
56	SIMON PROPERTY GROUP INC	131.727	7,377	157.920	8,844	2.09	258	2.91		1,467
109	VANGUARD REIT ETF	63.209	6,890	68.720	7,490	1.77	271	3.62		601
218	WELLS FARGO & CO (NEW)	34.156	7,446	41.270	8,997	2.12	262	2.91		1,551
	<b>TOTAL FINANCIALS</b>		<b>40,060</b>		<b>46,099</b>	<b>10.88</b>	<b>1,050</b>	<b>2.28</b>		<b>6,039</b>
	<b>HEALTH CARE</b>									
40 *	NOVO-NORDISK A/S-SPONS ADR	116.055	4,642	154.970	6,199	1.46	91	1.46		1,557
216	BRISTOL-MYERS SQUIBB CO	33.702	7,280	44.690	9,653	2.28	302	3.13		2,374
171	MERCK & CO. INC.	45.961	7,859	46.450	7,943	1.87	294	3.70		84
333	PERKIN ELMER INC	22.102	7,360	32.500	10,823	2.55	93	.86		3,463
48	PERRIGO COMPANY	119.538	5,738	121.000	5,808	1.37	17	.30		70
181	SANOFLI-ADR	41.127	7,444	51.510	9,323	2.20	227	2.44		1,879
	<b>TOTAL HEALTH CARE</b>		<b>40,323</b>		<b>49,749</b>	<b>11.74</b>	<b>1,025</b>	<b>2.06</b>		<b>9,426</b>
	<b>INDUSTRIALS</b>									
77	3M CO	79.286	6,105	109.350	8,420	1.99	196	2.32		2,315
82	GATERPILLAR INC DEL	94.163	7,721	82.490	6,764	1.60	197	2.91		(957)
336	GENERAL ELECTRIC CO	23.535	7,908	23.190	7,792	1.84	255	3.28		(116)
77	ROCKWELL AUTOMATION INC	69.639	5,362	83.140	6,402	1.51	160	2.50		1,040
603	SOUTHWEST AIRLINES CO	12.986	7,831	12.890	7,773	1.83	96	1.24		(58)
106	STANLEY BLACK & DECKER INC	68.146	7,223	77.300	8,194	1.93	208	2.54		970
361	US AIRWAYS GROUP INC	15.968	5,764	16.420	5,928	1.40	0	.00		163
	<b>TOTAL INDUSTRIALS</b>		<b>47,915</b>		<b>51,272</b>	<b>12.10</b>	<b>1,112</b>	<b>2.17</b>		<b>3,357</b>
	<b>INFORMATION TECHNOLOGY</b>									
52	ALLIANCE DATA SYSTEMS CORP	149.047	7,750	181.030	9,414	2.22	0	.00		1,663

REPORTING PERIOD 04/01/2013 TO 06/30/2013

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# SOUTH TEXAS MONEY MANAGEMENT LTD

HELPING INDIVIDUALS, INDIVIDUALLY™

Account No: 100904  
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Holt Atherton Educational Foundation Inc  
Geary Atherton - President  
Jim Martin - Secretary

## Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Cost YTW	Unrealized Gain/Loss (\$)
<b>EQUITY</b>										
<b>INFORMATION TECHNOLOGY (Cont.)</b>										
130	ARM HOLDINGS PLC ADR	45.797	5,954	36.230	4,710	1.11	36	.76		(1,244)
116	INFORMATICA CORP	35.207	4,084	34.980	4,058	0.96	0	.00		(26)
123	LEXMARK INTERNATIONAL INC - A	25.753	3,168	30.570	3,760	0.89	148	3.93		592
278	MICROSOFT CORP	26.755	7,438	34.545	9,604	2.27	256	2.66		2,166
97	QUALCOMM INC	55.297	5,364	61.090	5,926	1.40	136	2.29		562
55	TERADATA CORP	60.039	3,302	50.230	2,763	0.65	0	.00		(539)
163	TOTAL SYSTEM SERVICES INC	24.275	3,957	24.480	3,990	0.94	65	1.63		33
	<b>TOTAL INFORMATION TECHNOLOGY</b>		<b>41,016</b>		<b>44,223</b>	<b>10.44</b>	<b>640</b>	<b>1.45</b>		<b>3,207</b>
<b>MATERIALS</b>										
86	SPDR GOLD TRUST	167.916	14,441	119.110	10,243	2.42	0	.00		(4,197)
	<b>TOTAL MATERIALS</b>		<b>14,441</b>		<b>10,243</b>	<b>2.42</b>	<b>0</b>			<b>(4,197)</b>
<b>TELECOMMUNICATION SERVICES</b>										
135	AT&T INC	33.822	4,566	35.400	4,779	1.13	243	5.08		213
181	VERIZON COMMUNICATIONS	35.969	6,510	50.340	9,112	2.15	373	4.09		2,601
	<b>TOTAL TELECOMMUNICATION SERVICES</b>		<b>11,076</b>		<b>13,891</b>	<b>3.28</b>	<b>616</b>	<b>4.43</b>		<b>2,814</b>
<b>UTILITIES</b>										
411	SECTOR SPDR TRUST SBI INT-UTIL	31.264	12,850	37.630	15,466	3.65	609	3.94		2,616
	<b>TOTAL UTILITIES</b>		<b>12,850</b>		<b>15,466</b>	<b>3.65</b>	<b>609</b>	<b>3.94</b>		<b>2,616</b>
<b>SMALL CAP FUNDS</b>										
274	ISHARES CORE S&P SMALL-CAP ETF	51.562	14,128	90.310	24,745	5.84	354	1.43		10,617
	<b>TOTAL SMALL CAP FUNDS</b>		<b>14,128</b>		<b>24,745</b>	<b>5.84</b>	<b>354</b>	<b>1.43</b>		<b>10,617</b>
	<b>TOTAL EQUITY</b>		<b>330,065</b>		<b>389,571</b>	<b>91.96</b>	<b>8,441</b>	<b>2.17</b>		<b>159,506</b>