Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
MAX AND MINNIE TOMERLIN VOELCKER FUND

A Employer identification number
74-2985834

Number and street (or P O box number if mail is not delivered to street address) C/O BANKS M. SMITH, 112 E. PECAN
Room/suite 3000

B Telephone number
210-224-4491

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

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 68,276,438.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	37.	37.		STATEMENT 1
	4	Dividends and interest from securities	654,727.	654,727.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,373,478.			
	b	Gross sales price for all assets on line 6a 9,188,228.				
	7	Capital gain net income (from Part IV, line 2)		1,373,478.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	1,045,915.	1,044,391.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	3,074,157.	3,072,633.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	237,000.	237,000.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	41,141.	20,571.		20,570.
	b	Accounting fees STMT 5	13,250.	8,250.		5,000.
	c	Other professional fees STMT 6	479,736.	423,453.		56,283.
	17	Interest				
	18	Taxes STMT 7	47,790.	29,666.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,561.	0.		2,561.
	22	Printing and publications				
	23	Other expenses STMT 8	141,926.	140,763.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	963,404.	859,703.		84,414.
	25	Contributions, gifts, grants paid	2,954,275.			2,954,275.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,917,679.	859,703.		3,038,689.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-843,522.			
	b	**Net investment income** (if negative, enter -0-)		2,212,930.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	876,255.	1,126,947.	1,126,947.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	21,326.		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 9	25,420,529.	23,711,518.	29,212,284.
	c	Investments - corporate bonds STMT 10	2,099,030.	2,099,030.	2,131,120.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	28,891,948.	29,528,071.	35,806,087.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	57,309,088.	56,465,566.	68,276,438.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	57,309,088.	56,465,566.	
	30	**Total net assets or fund balances**	57,309,088.	56,465,566.	
	31	**Total liabilities and net assets/fund balances**	57,309,088.	56,465,566.	

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	57,309,088.
2	Enter amount from Part I, line 27a	2	-843,522.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	56,465,566.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	56,465,566.

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

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	9,188,228.		7,814,750.	1,373,478.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,373,478.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,373,478.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,843,486.	60,147,647.	.047275
2010	2,818,241.	62,471,021.	.045113
2009	3,271,508.	60,464,604.	.054106
2008	4,283,883.	61,316,685.	.069865
2007	4,005,445.	83,821,036.	.047786

2 **Total** of line 1, column (d)	2	.264145
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.052829
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	65,211,689.
5 Multiply line 4 by line 3	5	3,445,068.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,129.
7 Add lines 5 and 6	7	3,467,197.
8 Enter qualifying distributions from Part XII, line 4	8	3,038,689.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	44,259.
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	44,259.
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	44,259.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	45,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	45,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	741.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 741. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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?	13	X	

Website address ▶ VOELCKERFUND.ORG

14 The books are in care of ▶ BANKS M. SMITH Telephone no. ▶ 210-224-4491

Located at ▶ 112 E. PECAN, SUITE 3000, SAN ANTONIO, TX ZIP+4 ▶ 78205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ CAYMAN ISLANDS			

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **5b**

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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.

(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
BANKS M. SMITH 112 E. PECAN, SUITE 3000 SAN ANTONIO, TX 78205	TRUSTEE 3.00	79,000.	0.	0.
DAVID P. BERNDT 5605 N. MACARTHUR BLVD., SUITE 210 IRVING, TX 75038	TRUSTEE 3.00	79,000.	0.	0.
FORRESTER M. SMITH, III P.O. BOX 6914 SAN ANTONIO, TX 78209	TRUSTEE 3.00	79,000.	0.	0.

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
LCG ASSOCIATES, INC - 12700 PARK CENTRAL, STE 1912, DALLAS, TX 75251	INVESTMENT SERVICES	100,000.
STRALEM & COMPANY 645 MADISON AVENUE, NEW YORK, NY 10022	INVESTMENT SERVICES	92,933.
QE PHILANTHROPIC ADVISORS, LLC 7313 BROOKSTONE COURT, POTOMAC, MD 20854	CONSULTING ON GRANTS	53,283.
WESTERN ASSET MANAGEMENT COMPANY - 620 8TH AVENUE, 50TH FLOOR, NEW YORK, NY 10018	INVESTMENT SERVICES	49,740.
LUTHER KING CAPITAL MANAGEMENT 5121 BROADWAY ST, SAN ANTONIO, TX 78209	INVESTMENT SERVICES	49,232.
Total number of others receiving over $50,000 for professional services ▶		0

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 PROGRAM MANAGEMENT OF THE YOUNG INVESTIGATOR AWARDS AND SCHOLAR AWARDS	58,844.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	31,171,294.
b	Average of monthly cash balances		1b	1,975,918.
c	Fair market value of all other assets		1c	33,057,548.
d	**Total** (add lines 1a, b, and c)		1d	66,204,760.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	66,204,760.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	993,071.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	65,211,689.
6	**Minimum investment return**. Enter 5% of line 5		6	3,260,584.

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

1	Minimum investment return from Part X, line 6		1	3,260,584.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 44,259.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	44,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,216,325.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,216,325.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	3,216,325.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,038,689.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,038,689.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,038,689.

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				3,216,325.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,856,227.	
b Total for prior years: ______ , ______ , ______		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: ▶ $ 3,038,689.				
a Applied to 2011, but not more than line 2a			1,856,227.	
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				1,182,462.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,033,863.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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)

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

Part XV **Supplementary Information (Complete this part only if the 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 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PHIL HARDBERGER PARK CONSERVANCY 115 E TRAVIS ST SAN ANTONIO, TX 78205	N/A	PUBLIC	FUND PARK IMPROVEMENTS, INCLUDING BUT NOT LIMITED TO THE VOELCKER DAIRY BARN	33,696.
PHIL HARDBERGER PARK CONSERVANCY 115 E TRAVIS ST SAN ANTONIO, TX 78205	N/A	PUBLIC	CONTRIBUTE THE ROYALTIES FROM THE SALES OF THE BOOK "LAST FARM STANDING ON BUTTERMILK HILL"	449.
BOYSVILLE INC P.O. BOX 369 CONVERSE, TX 78109	N/A	PUBLIC	FUND PRIVATE PLACEMENT SERVICES	180,000.
CHRISTUS SANTA ROSA CHILDREN'S HOSPITAL OF SAN ANTONIO 343 W. HOUSTON, SUITE 505 SAN ANTONIO, TX 78205	N/A	PUBLIC	PURCHASE GE LOGIQ E9 ULTRASOUND EQUIPMENT AND FUND CHILD LIFE SERVICES	200,000.
CONTRIBUTIONS PAID THROUGH MIT PRIVATE EQUITY FUND IV, LP 238 MAIN STREET, SUITE 200 CAMBRIDGE, MA 02142	N/A	PUBLIC	CHARITABLE CONTRIBUTION	5.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,954,275.
b *Approved for future payment*				
TEXAS BIOMEDICAL RESEARCH INSTITUTE - YOUNG INVESTIGATOR AWARD 7620 NORTHWEST LOOP 410 SAN ANTONIO, TX 78227	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. QIANG SHI, M.D., PH.D.	150,000.
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	N/A	PUBLIC	FUND THE CENTER FOR INNOVATION IN DRUG DISCOVERY MEDICINAL CHEMISTRY CORE FACILITY	373,362.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	FUND THE VOELCKER BIOMEDICAL RESEARCH ACADEMY	224,158.
Total SEE CONTINUATION SHEET(S)			▶ 3b	2,594,520.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37.	
4 Dividends and interest from securities			14	654,727.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,047,736.	
8 Gain or (loss) from sales of assets other than inventory			18	1,373,478.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 13		-1,821.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-1,821.		3,075,978.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 3,074,157.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ √ | √ 11/12/13 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
PAT E. LANGE	Pat E Lange	11/7/13		P01361957

Firm's name ▶ LANGE, POTEET & CO., L.L.P. | Firm's EIN ▶ 74-2730109

Firm's address ▶ P. O. BOX 12199
SAN ANTONIO, TX 78212 | Phone no. 210-735-6181

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		06/30/13
b	OLD SQUARE CAPITAL,LP LIQUIDATION	P		06/30/13
c	PMI GROUP SECS LITIGATION	P		09/18/12
d	PMI GROUP SECS LITIGATION	P		09/18/12
e	CREDIT SUISSE SECS LITIGATION	P		06/19/13
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	9,090,559.		7,814,750.	1,275,809.
b	92,337.			92,337.
c	390.			390.
d	52.			52.
e	2,303.			2,303.
f	2,587.			2,587.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,275,809.
b				92,337.
c				390.
d				52.
e				2,303.
f				2,587.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,373,478.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
SAN ANTONIO AREA FOUNDATION FBO YOUNG WOMEN'S LEADERSHIP ACADEMY 110 BROADWAY STREET, SUITE 230 SAN ANTONIO, TX 78205	N/A	PUBLIC	FUND A SCIENTIFIC RESEARCH INTERNSHIP AND MENTORSHIP PROGRAM AT THE YOUNG WOMEN'S LEADERSHIP ACADEMY	43,800.
TEXAS BIOMEDICAL RESEARCH INSTITUTE - YOUNG INVESTIGATOR AWARD 7620 NORTHWEST LOOP 410 SAN ANTONIO, TX 78227	N/A	PUBLIC	SUPPORT THE RESEARCH OF MATTHEW PETER JOHNSON, PH.D.	150,000.
TEXAS BIOMEDICAL RESEARCH INSTITUTE - YOUNG INVESTIGATOR AWARD 7620 NORTHWEST LOOP 410 SAN ANTONIO, TX 78227	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. QIANG SHI, M.D., PH.D.	150,000.
TEXAS BIOMEDICAL RESEARCH INSTITUTE 7620 NORTHWEST LOOP 410 SAN ANTONIO, TX 78227	N/A	PUBLIC	FUND PROTEOMICS RECRUITMENT PACKAGES	250,000.
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	N/A	PUBLIC	FUND THE CENTER FOR INNOVATION IN DRUG DISCOVERY MEDICINAL CHEMISTRY CORE FACILITY	344,528.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	FUND THE VOELCKER SCIENCE TEACHERS' ACADEMY	148,500.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	FUND THE VOELCKER BIOMEDICAL RESEARCH ACADEMY	219,096.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	FUND A SCIENTIFIC RESEARCH INTERNSHIP AND MENTORSHIP PROGRAM AT THE YOUNG WOMEN'S LEADERSHIP ACADEMY	27,260.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. DAVID KADOSH, PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. RICARDO AGUIAR, M.D., PH.D.	150,000.
Total from continuation sheets				2,540,125.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. PATRICIA DAHIA, M.D., PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. ROBERT SVATEK, M.D., PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. MANJEET RAO, MS, PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. STEFFAN NAWROCKI, PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. LUIZ O. PENALVA, PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. JENNIFER CAREW, PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	FUND PROMOTIONAL VIDEO FOR THE VOELCKER BIOMEDICAL RESEARCH ACADEMY	6,941.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. JENNIFER CAREW, PH.D.	150,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. ROBERT SVATEK, M.D., PH.D.	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER - YOUNG INVESTIGATOR AWARD 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	SUPPORT THE RESEARCH OF DR. MANJEET RAO, PH.D.	300,000.
TEXAS BIOMEDICAL RESEARCH INSTITUTE - YOUNG INVESTIGATOR AWARD 7620 NORTHWEST LOOP 410 SAN ANTONIO, TX 78227	N/A	PUBLIC	SUPPORT THE RESEARCH OF MATTHEW PETER JOHNSON, PH.D.	300,000.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PUBLIC	FUND VOELCKER SCIENCE TEACHERS' ACADEMY	297,000.
TEXAS BIOMEDICAL RESEARCH INSTITUTE 7620 NORTHWEST LOOP 410 SAN ANTONIO, TX 78227	N/A	PUBLIC	FUND PROTEOMICS RECRUITMENT PACKAGES	500,000.
Total from continuation sheets				1,847,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THE NORTHERN TRUST COMPANY	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JEFFERSON BANK	657,314.	2,587.	654,727.
TOTAL TO FM 990-PF, PART I, LN 4	657,314.	2,587.	654,727.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	449.	449.	
INTEREST THRU PARTNERSHIPS (NON-UBTI)	442,251.	442,251.	
DIVIDENDS THRU PARTNERSHIPS (NON-UBTI)	370,940.	370,940.	
CAPITAL GAIN(LOSS) THRU PARTNERSHIPS (NON-UBTI)	200,962.	200,962.	
OTHER INCOME(LOSS) THRU PARTNERSHIPS (NON-UBTI)	31,272.	31,272.	
TAX-EXEMPT INCOME THRU PARTNERSHIPS (NON-UBTI)	2,768.	0.	
REFUND OF UNSPENT GRANT FUNDS	577.	0.	
ORDINARY INCOME (LOSS) THRU PARTNERSHIPS (NON-UBTI)	-1,483.	-1,483.	
EMERGENT TECHNOLGIES FUND IV, LP (UBTI)	-10,856.	0.	
MIT PRIVATE EQUITY FUND IV, LP (UBTI)	-693.	0.	
WESTERN ASSET TOTAL RETURN UNCON BD, LLC (UBTI)	4.	0.	
FIR TREE REAL ESTATE OPPORTUNITY FD II, LP (UBTI)	9,724.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,045,915.	1,044,391.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - SCHOENBAUM, CURPHY & SCANLAN, P.C.	41,141.	20,571.		20,570.
TO FM 990-PF, PG 1, LN 16A	41,141.	20,571.		20,570.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING SERVICES - LANGE, POTEET & CO, LLP	8,250.	8,250.		0.
PREPARATION OF FORM 990PF - LANGE, POTEET & CO, LLP	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	13,250.	8,250.		5,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES - JEFFERSON BANK	33,469.	33,469.		0.
INVESTMENT ADVISORY FEES	389,984.	389,984.		0.
GRANTMAKING EXPENSES - QE PHILANTHROPIC ADVISORS, LLC	53,283.	0.		53,283.
GRANTMAKING EXPENSES - MEDICAL ADVISORY COMMITTEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	479,736.	423,453.		56,283.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES ON INVESTMENT INCOME	18,124.	0.		0.
FOREIGN TAXES WITHHELD THROUGH PARTNERSHIPS	23,585.	23,585.		0.
FOREIGN TAXES WITHHELD ON DIVIDENDS	6,081.	6,081.		0.
TO FORM 990-PF, PG 1, LN 18	47,790.	29,666.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIABILITY INSURANCE	1,469.	1,469.		0.
OTHER DEDUCTIONS THROUGH PARTNERSHIPS (NON-UBTI)	273.	273.		0.
NONDEDUCTIBLE EXPENSES THROUGH PARTNERSHIPS	163.	0.		0.
INTEREST EXPENSE THROUGH PARTNERSHIPS (NON-UBTI)	4,215.	4,215.		0.
EXPENSES OF PUBLISHING VOELCKER FAMILY BOOK	1,000.	0.		0.
PORTFOLIO DEDUCTIONS THROUGH PARTNERSHIPS (NON-UBTI)	134,806.	134,806.		0.
TO FORM 990-PF, PG 1, LN 23	141,926.	140,763.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JEFFERSON BANK-ACCT #74703-SEE SCHED	9,278,594.	12,109,142.
AZAYA THERAPEUTICS INC SER C PREF	200,000.	0.
JEFFERSON BANK-ACCT #74708-SEE SCHED	2,546,694.	3,270,036.
AZAYA THERAPEUTICS INC SER D PREF	169,999.	0.
DREYFUS INTERNATIONAL STOCK FUND	2,925,000.	3,220,449.
JEFFERSON BANK-ACCT #74709-SEE SCHED	8,591,231.	10,612,657.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,711,518.	29,212,284.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO FUNDS UNCONSTRAINED BD FUND INSTL CLASS	2,099,030.	2,131,120.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,099,030.	2,131,120.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EMERGENT TECHNOLOGIES FUND IV, LP	COST	142,100.	0.
WESTERN ASSET TOTAL RETURN UNCONSTRAINED (TRU) BD, LLC	COST	8,012,453.	8,287,653.
FIR TREE INTL VALUE SER	COST	2,977,845.	4,410,169.
THIRD AVENUE SP SIT CL A/S1/07	COST	1,504,317.	2,141,737.
MIT PRIVATE EQUITY FUND IV, LP	COST	302,385.	454,819.
PINNACLE EQUITY FUND	COST	2,992,579.	4,347,143.
FIR TREE R/E OPP FD II SER 0410	COST	1,281,913.	2,853,470.
PYRFORD INTL TRUST	COST	3,032,251.	3,378,461.
EDGBASTON ASIAN EQUITY TRUST	COST	3,282,228.	3,601,966.
ESG OPPORTUNITY OFFSHORE FUND	COST	4,000,000.	4,251,267.
FIR TREE REAL ESTATE III (CAYMAN-CE) LTD	COST	2,000,000.	2,079,402.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,528,071.	35,806,087.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BANKS M. SMITH, THE MAX AND MINNIE TOMERLIN VOELCKER FUND
112 E PECAN, SUITE 3000
SAN ANTONIO, TX 78205

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
210-224-4491	NONE

FORM AND CONTENT OF APPLICATIONS

SEE STATEMENT 12(A)

ANY SUBMISSION DEADLINES

THE VOELCKER FUND ACCEPTS LETTERS OF INQUIRY (LOI) ON AN ONGOING BASIS, THERE ARE NO DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE STATEMENT 12(A)

FORM 990-PF OTHER REVENUE STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EMERGENT TECHNOLGIES FUND IV, LP (UBTI)	541700	-10,856.			
MIT PRIVATE EQUITY FUND IV, LP (UBTI)	523000	-693.			
WESTERN ASSET TOTAL RETURN UNCON BD, LLC (UBTI)	523000	4.			
FIR TREE REAL ESTATE OPPORTUNITY FD II, LP (UBTI)	523000	9,724.			
TOTAL TO FORM 990-PF, PG 12, LN 11		-1,821.			

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/Stralem & Co

Account #: 74703 **Account Detail On: 06/30/2013**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Cash							
		% of Portfolio: 0.00%						
	Cash				0.00	0.00		
	Cash Equivalents							
	Money Market-Taxable	**% of Portfolio: 3.69%**						
463,749.270000	Fidelity Institutional Money Market Portfolio 2013 - Principal		FNSXX	1.0000	463,749.27	463,749.27	548.60	0.12%
	Equity							
	Stock - Common	**% of Portfolio: 96.31%**						
11,700 000000	AT&T Inc		T	35 4000	328,250.91	414,180.00	21,060.00	5.08%
4,300 000000	Abbott Laboratories		ABT	34.8800	95,877.50	149,984.00	2,408.00	1 61%
3,700.000000	Abbvie Inc Common		ABBV	41.3400	89,418.71	152,958.00	5,920.00	3.87%
2,600.000000	Celgene Corporation		CELG	116.9800	149,896 72	304,148.00	0.00	0.00%
4,100.000000	Chevron Corp New		CVX	118.3400	284,634.77	485,194.00	16,400.00	3.38%
13,200.000000	Cisco Systems Inc		CSCO	24.3350	297,229.77	321,222.00	8,976.00	2.79%
10,800.000000	Coca-Cola Company		KO	40.1100	346,802.04	433,188.00	12,096 00	2 79%
7,000.000000	Danaher Corp		DHR	63.3000	258,011.13	443,100.00	700.00	0.16%
7,700 000000	Dominion Res Inc Va New		D	56.8200	346,961 44	437,514.00	17,325.00	3 96%
12,500.000000	Dow Chemical Company		DOW	32.1700	341,507.87	402,125.00	16,000.00	3 98%
7,700.000000	DuPont (EI) deNemours & Co		DD	52.5000	398,046.88	404,250.00	13,860.00	3.43%
6,800.000000	Eaton Corp		ETN	65.8100	351,254.00	447,508.00	11,424.00	2 55%
5,617.000000	Exxon Mobil Corp		XOM	90.3500	276,964.35	507,495 95	14,154.84	2.79%
4,500.000000	Fedex Corp		FDX	98.5800	399,062.61	443,610.00	2,700.00	0.61%
18,500.000000	General Electric Company		GE	23 1900	340,402.12	429,015 00	14,060 00	3.28%
400 000000	Google Inc Cl A		GOOG	880.3700	300,930.04	352,148 00	0.00	0.00%
2,100.000000	International Business Machines Corp		IBM	191.1100	239,158.29	401,331 00	7,980.00	1.99%
4,400.000000	McDonalds Corp		MCD	99.0000	184,629.28	435,600.00	13,552.00	3.11%
9,300.000000	Merck & Co Inc New		MRK	46 4500	356,293.72	431,985.00	15,996.00	3.70%
9,100.000000	Microsoft Corp		MSFT	34.5450	257,145.04	314,359.50	8,372.00	2.66%
6,000 000000	Nextera Energy Inc		NEE	81.4800	393,714.00	488,880.00	15,840.00	3.24%

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/Stralem & Co

Account #: 74703 **Account Detail On: 06/30/2013**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 96.31%**						
9,400.000000	Oracle Corp		ORCL	30.7100	270,546 10	288,674.00	4,512.00	1.56%
14,500.000000	PPL Corp Common		PPL	30.2600	407,445.88	438,770 00	21,315.00	4.86%
16,000 000000	Pfizer Inc		PFE	28.0100	309,076.51	448,160.00	15,360.00	3.43%
4,700 000000	Phillip Morris Intl Inc		PM	86.6200	423,081.31	407,114.00	15,980.00	3.93%
5,000.000000	Qualcomm Inc		QCOM	61.0900	248,543 00	305,450.00	7,000.00	2.29%
5,900 000000	Schlumberger Ltd		SLB	71.6600	438,874.27	422,794.00	7,375 00	1.74%
9,900.000000	Southern Company		SO	44.1300	343,207.02	436,887.00	20,097.00	4 60%
3,600.000000	Thermo Electron Corp		TMO	84.6300	184,265.64	304,668 00	2,160.00	0.71%
4,500.000000	United Technologies Corp		UTX	92.9400	227,172.69	418,230.00	9,630 00	2.30%
2,400.000000	Visa Common Cl A		V	182.7500	390,190.08	438,600.00	3,168 00	0 72%
227,917.000000	Stock - Common Total				9,278,593.69	12,109,142.45	325,420.84	2 69%
691,666.270000	Grand Total				9,742,342.96	12,572,891.72	325,969.44	2.59%

Capital Gain/Loss Summary

Capital Gain Term		YTD Amount
Long Term		$543,976.24
Short Term		$56,688.05
	Grand Total	$600,664.29

Reported gains are based on settlement date to coincide with your transaction statement
For complete tax information, including trade details, contact your account administrator.

Voelcker Fund / McClain Value Mgmt

Account #: 74708 **Account Detail On: 06/30/2013**

Shares		Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Cash						
	% of Portfolio: 0.00%						
	Cash			0.00	0.00		
	Cash Equivalents						
	Money Market-Taxable **% of Portfolio: 5.16%**						
177,849.3200	Fidelity Institutional Money Market Portfolio 2013 - Principal	FNSXX	1 0000	177,849.32	177,849 32	210 39	0 12%
	Equity						
	Stock - Common **% of Portfolio: 94.84%**						
26,449.0000	1 800 Flowers Inc Class A	FLWS	6.1900	76,725.43	163,719.31	0.00	0.00%
6,032.0000	Alere Inc	ALR	24.5000	140,716.44	147,784.00	0.00	0.00%
4,980 0000	Allegheny Technologies Inc	ATI	26.3100	137,340 26	131,023.80	3,585.60	2.74%
17,913 0000	Brightcove Inc	BCOV	8.7600	134,367.20	156,917.88	0.00	0.00%
22,136.0000	Builders Firstsource Inc	BLDR	5.9800	68,547 56	132,373.28	0.00	0.00%
4,666 0000	CGI Group Cl A Sub VTG	GIB	29.2900	94,268.44	136,667.14	0.00	0.00%
7,389.0000	Callaway Golf Co	ELY	6.5800	47,202 41	48,619.62	295.56	0.61%
41,698.0000	Ciber Inc	CBR	3.3400	134,750 77	139,271.32	0 00	0.00%
14,464.0000	E Trade Financial Corp	ETFC	12.6600	128,950.30	183,114.24	0.00	0 00%
34,157.0000	Endeavor International Corporation	END	3 8400	177,661.24	131,162.88	0.00	0.00%
5,125.0000	Fidelity National Financial Inc	FNF	23.8100	71,064.13	122,026.25	3,280.00	2.69%
2,239.0000	Howard Hughes Corp Common	HHC	112.0900	108,905.30	250,969.51	0 00	0.00%
14,689.0000	Istar Finl Inc Common	SFI	11.2900	130,899.06	165,838.81	0.00	0.00%
7,716.0000	Layne Christensen Common	LAYN	19 5100	157,776.73	150,539.16	0.00	0.00%
23,154.0000	Leapfrog Enterprises Inc Class A	LF	9.8400	144,895.15	227,835.36	0.00	0.00%
5,636.0000	Owens Ill Inc Common New	OI	27.7900	94,691.63	156,624.44	0.00	0.00%
53,841.0000	Pacific Sunwear Calif Inc Common	PSUN	3.6200	89,794.26	194,904.42	0.00	0.00%
9,334.0000	Polycom Inc	PLCM	10 5300	93,978 44	98,287.02	0.00	0.00%
15,166.0000	Stoneridge Inc Common	SRI	11 6400	99,575.99	176,532.24	0 00	0.00%
11,140.0000	Suncoke Energy Inc	SXC	14.0200	178,408.52	156,182.80	0.00	0.00%
9,439.0000	Universal Technical Inst Inc	UTI	10.3300	113,242.43	97,504.87	3,775 60	3 87%

Voelcker Fund / McClain Value Mgmt

Account #: 74708 **Account Detail On: 06/30/2013**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 94.84%**						
6,076.0000	Verifone Sys Inc Common		PAY	16.8100	122,932.22	102,137.56	0.00	0.00%
343,439.0000	Stock - Common Total				2,546,693 91	3,270,035.91	10,936.76	0.33%
521,288.3200	Grand Total				2,724,543.23	3,447,885 23	11,147 15	0.32%

Capital Gain/Loss Summary

Capital Gain Term	YTD Amount
Long Term	$31,001.05
Short Term	$125,868.86
Grand Total	$156,869 91

Reported gains are based on settlement date to coincide with your transaction statement. For complete tax information, including trade details, contact your account administrator

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Cash							
		% of Portfolio: 0.00%						
	Cash				0.00	0.00		
	Cash Equivalents							
	Money Market-Taxable	**% of Portfolio: 0.87%**						
92,868.590000	Fidelity Institutional Money Market Portfolio 2013 - Principal		FNSXX	1 0000	92,868.59	92,868.59	109.86	0 12%
	Equity							
	Stock - Common	**% of Portfolio: 99.13%**						
2,000 000000	Abbott Laboratories		ABT	34.8800	58,427.40	69,760.00	1,120.00	1.61%
2,000.000000	Abbvie Inc Common		ABBV	41.3400	63,347 08	82,680 00	3,200 00	3.87%
2,500.000000	Adobe Systems Inc		ADBE	45.5600	83,950.00	113,900 00	0.00	0.00%
2,000.000000	Allergan Inc		AGN	84 2400	184,774.00	168,480.00	400.00	0.24%
600.000000	Amazon.Com Inc		AMZN	277.6900	121,166.52	166,614.00	0.00	0.00%
1,000.000000	Amgen Inc		AMGN	98 6600	69,899.00	98,660.00	1,880.00	1.91%
400.000000	Apple Inc		AAPL	396.5300	229,571.00	158,612.00	4,880 00	3 08%
2,500.000000	Ball Corp		BLL	41.5400	102,141.96	103,850 00	1,300.00	1.25%
1,700.000000	Bok Finl Corp New		BOKF	64 0500	92,188.00	108,885.00	2,584.00	2.37%
3,000.000000	Cabot Oil & Gas		COG	71 0200	94,168.40	213,060.00	240.00	0.11%
2,500.000000	Celgene Corporation		CELG	116.9800	188,149 40	292,450.00	0.00	0.00%
2,000 000000	Chevron Corp New		CVX	118.3400	206,755.00	236,680.00	8,000.00	3 38%
3,000.000000	Coca-Cola Company		KO	40 1100	110,122.50	120,330.00	3,360.00	2.79%
4,000.000000	Colgate-Palmolive		CL	57 2900	202,097 48	229,160.00	5,440.00	2.37%
8,000 000000	Comerica Inc		CMA	39 8300	244,746 16	318,640.00	5,440.00	1.71%
4,744.000000	ConocoPhillips		COP	60.5000	272,247.14	287,012 00	12,524.16	4.36%
2,000.000000	Covidien PLC, Dublin Shs		COV	62.8400	108,514.04	125,680.00	2,080.00	1.65%
3,000.000000	Cullen Frost Bankers Inc		CFR	66.7700	173,417.60	200,310 00	6,000.00	3.00%
3,500.000000	Danaher Corp		DHR	63.3000	188,475.97	221,550.00	350.00	0.16%
3,000 000000	Dentsply Intl Inc New		XRAY	40.9600	118,280.00	122,880.00	750.00	0 61%
2,000.000000	DuPont (El) deNemours & Co		DD	52.5000	91,132.80	105,000 00	3,600 00	3 43%

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/Luther King Capital Management

Account #: 74709 **Account Detail On: 06/30/2013**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 99.13%**						
6,157.000000	EMC Corp		EMC	23.6200	143,236.44	145,428.34	2,462.80	1 69%
1,300.000000	EOG Resources Inc		EOG	131.6800	139,814.84	171,184.00	975.00	0.57%
3,000.000000	Emerson Electric Co		EMR	54.5400	150,565.99	163,620.00	4,920.00	3.01%
1,500.000000	Exxon Mobil Corp		XOM	90.3500	127,783.02	135,525.00	3,780.00	2.79%
4,130.000000	FMC Corp New		FMC	61.0600	146,904.17	252,177.80	2,230 20	0.88%
1,736.000000	Fedex Corp		FDX	98.5800	137,192.60	171,134.88	1,041.60	0 61%
250 000000	Google Inc Cl A		GOOG	880.3700	161,628.50	220,092.50	0.00	0 00%
5,000 000000	Hancock Hldg		HBHC	30.0700	153,639.30	150,350.00	4,800.00	3.19%
3,000.000000	Home Depot Inc		HD	77.4700	188,145.00	232,410.00	4,680.00	2.01%
2,000.000000	Honeywell Intl Inc		HON	79 3400	121,240.00	158,680.00	3,280.00	2.07%
1,111 000000	International Business Machines Corp		IBM	191.1100	189,234.50	212,323.21	4,221.80	1.99%
3,750.000000	Jarden Corp		JAH	43.7500	100,399.60	164,062.50	0.00	0.00%
1,500.000000	Johnson & Johnson		JNJ	85.8600	96,255.00	128,790.00	3,960.00	3.07%
2,000.000000	Kimberly-Clark		KMB	97.1400	157,156.00	194,280 00	6,480.00	3.34%
2,500 000000	Kirby Corp		KEX	79.5400	148,959.20	198,850 00	0 00	0.00%
3,587 000000	Lowes Cos Inc		LOW	40.9000	74,861.52	146,708.30	2,582.64	1 76%
2,000.000000	Martin Marietta Matls Inc		MLM	98.4200	159,854 40	196,840.00	3,200.00	1.63%
1,500.000000	Monsanto Co, St Louis, Mo		MON	98.8000	113,982.50	148,200.00	2,250.00	1 52%
4,000.000000	National Instrs Corp		NATI	27.9400	106,201.28	111,760.00	2,240.00	2.00%
5,000 000000	Netapp Inc		NTAP	37.7800	137,528.80	188,900.00	750.00	0.40%
5,500.000000	Nuance Communications Inc		NUAN	18 4000	118,940.95	101,200.00	0.00	0.00%
2,000 000000	Pall Corp		PLL	66 4300	118,375.36	132,860.00	2,000.00	1 51%
2,400.000000	Pepsico Inc		PEP	81 7900	164,160 00	196,296.00	5,448.00	2 78%
6,967.000000	Perkinelmer Inc		PKI	32.5000	170,637.97	226,427.50	1,950.76	0.86%
2,000.000000	Petsmart		PETM	66.9900	115,081.52	133,980 00	1,320.00	0 99%
3,200.000000	Pfizer Inc		PFE	28 0100	70,240.00	89,632.00	3,072.00	3.43%
2,000.000000	Procter & Gamble		PG	76 9900	132,005.52	153,980.00	4,812.00	3.13%
1,699 000000	Qualcomm Inc		QCOM	61 0900	106,490.78	103,791.91	2,378.60	2.29%

The Max and Minnie Tomerlin Voelcker Fund Custody Acct/Luther King Capital Management

Account #: 74709 **Account Detail On: 06/30/2013**

Shares			Ticker	Unit Price	Cost	Market Value	Estimated Annual Income	Current Yield
	Equity							
	Stock - Common	**% of Portfolio: 99.13%**						
2,000 000000	Range Res Corp		RRC	77.3200	120,534.04	154,640.00	320.00	0.21%
2,200 000000	Rockwell Collins Inc Del		COL	63.4100	125,082.80	139,502 00	2,640.00	1.89%
1,200.000000	Roper Inds Inc New Common		ROP	124 2200	118,086.04	149,064.00	792.00	0.53%
1,500.000000	Thermo Electron Corp		TMO	84 6300	85,133.25	126,945 00	900.00	0.71%
1,000.000000	Tiffany & Co		TIF	72.8400	58,947.00	72,840.00	1,360.00	1.87%
5,356.000000	Time Warner Inc. New		TWX	57 8200	179,205.76	309,683.92	6,159.40	1.99%
1,500.000000	Tractor Supply		TSCO	117.5480	134,224.05	176,322.00	1,560 00	0.88%
7,000.000000	Trimble Nav Ltd		TRMB	25.9900	184,937.05	181,930.00	0.00	0.00%
2,400.000000	US BanCorp Del		USB	36 1500	75,844.56	86,760.00	2,208.00	2.54%
1,000 000000	Union Pacific Corp		UNP	154.2800	111,792.24	154,280 00	2,760.00	1.79%
1,898.000000	Unitedhealth Group Inc		UNH	65.4800	51,167.06	124,281.04	2,125.76	1.71%
800.000000	VF Corp		VFC	193.0600	116,014.50	154,448.00	2,784.00	1.80%
1,000.000000	Valmont Inds Inc Common		VMI	143 0900	112,913.16	143,090 00	1,000.00	0.70%
3,000.000000	Walgreen Co		WAG	44.2000	95,920.00	132,600.00	3,300 00	2.49%
3,500 000000	Waste Connections Inc		WCN	41.1400	112,411.07	143,990.00	1,400 00	0.97%
4,570.000000	Wells Fargo & Co New		WFC	41 2700	154,931.87	188,603.90	5,484.00	2 91%
176,155.000000	Stock - Common Total				8,591,230.66	10,612,656.80	172,776.72	1.63%
269,023.590000	Grand Total				8,684,099.25	10,705,525.39	172,886.58	1.61%

Capital Gain/Loss Summary

Capital Gain Term		**YTD Amount**
Long Term		$30,294.77
Short Term		($19,573.40)
	Grand Total	$10,721.37

Reported gains are based on settlement date to coincide with your transaction statement
For complete tax information, including trade details, contact your account administrator

VF The Max and Minnie Tomerlin Voelcker Fund

▷The Fund ▷The Voelckers ▷Grant Seekers ▷Trustees ▷Awarded Grants ▷Contact Us

For Grant Seekers:

The Voelcker Fund offers restricted grants for designated 501 (c)(3) non-profit organizations engaged in medical research   The Voelcker Fund emphasizes research in the areas of heart disease, cancer, arthritis, muscular dystrophy, and inherited vision degeneration disorders of the retina   The Voelcker Fund lends special consideration to organizations operating in the San Antonio and Bexar County area.

The Voelcker Fund concentrates on supporting the costs of medical research, it does not accept grant solicitations for administrative costs, debt reduction, fund-raising efforts, or from individuals   The Voelcker Fund will consider seed funding, challenge or matching grants, as well as multi-year awards for programs or organizations that align with its mission.

The Voelcker Fund accepts Letters of Inquiry (LOI) on an ongoing basis   **The Voelcker Fund will inform potential grantees after reviewing their LOIs if it would like to receive a more detailed grant proposal.**   An invitation to submit a more detailed proposal does not mean a grant will be awarded

The Voelcker Fund does not support organizations that discriminate in their leadership, staffing, or service provision on the basis of age, gender, race, ethnicity, sexual orientation, disability, national origin, political affiliation, or religious belief

Guidelines:

Potential grantees should first submit a Letter of Inquiry

LOIs should be no longer than 4 pages and include

- A brief statement of the organization's purpose and history
- How the organization's objectives relate to those of the Voelcker Fund
- A description of the program or project the grant will fund including.
    - Problem the project/program will address
    - Desired outcome
    - Timeline for proposed activities
    - Estimated total cost
    - Amount of the total cost grantee will assume, amount sought from other organizations, and the amount requested from the VF.
    - Plans/methods for evaluation of the program
- Organizations that have funded the grantee in the past
- Names and qualifications of personnel responsible for leadership of project and the organization, if different
- Copy of Determination Letter from Internal Revenue Service

LOIs may be submitted by mail or email to the following address

The Max and Minnie Tomerlin Voelcker Fund
112 E Pecan, Suite 3000
San Antonio, TX 78205
voelckerfund@scs-law com

Voelcker Fund Young Investigator Awards:

For Applicants under the Request for Proposals on Translational Research that Bridge the Gap Between Basic Research and Patient Care to Prevent or Cure Cancer, Arthritis, Heart Disease, Muscular Dystrophy, Retinitis and/or Macular Degeneration, please see the following links

- Request for Proposals
- Application for Young Investigator Award
- Instructions for Award Applications
- Scholar Award Budget Sheet
- Young Investigator Award Budget Sheet

STATEMENT 12(A)

REQUEST FOR PROPOSALS ON TRANSLATIONAL RESEARCH THAT BRIDGE THE GAP BETWEEN BASIC RESEARCH AND PATIENT CARE TO PREVENT OR CURE CANCER, ARTHRITIS, HEART DISEASE, MUSCULAR DYSTROPHY, RETINITIS AND/OR MACULAR DEGENERATION

Program Background

The mission of the Max and Minnie Tomerlin Voelcker Fund (the AVoelcker Fund@) is to advance medical research with emphasis given to research to find cures for cancer, heart disease, arthritis, muscular dystrophy, retinitis, and/or macular degeneration of the retina. The Voelcker Fund aims to support research that will lead to newer and better treatments to improve the health of our population.

The Institute of Medicine noted in its 1990 report, *AFunding Health Sciences Research*@, that the goals of health research can only be achieved by creating a positive research environment for health sciences. This environment should A*identify and encourage young talented individuals to pursue health research careers, provide stable research support for talented scientists throughout their careers and offer flexibility in allocating resources to foster creativity and meet changing demands*Y.@

The report went on to note that the most critical and longest-term investment in the research system is the development of career scientists who contribute to the long-term success of the enterprise through both their own research efforts and their training of future generations of scientists. This report is as relevant today and it was nearly twenty years ago as talented scientists remain the intellectual engines for advances in improved health.

Recognizing the need to provide support for the Ahuman capital@ of the research enterprise, the Voelcker Fund proposes the Voelcker Fund Young Investigator Award program open to scientists from San Antonio institutions conducting research the goal of which is to either prevent or treat cancer, heart disease, arthritis, muscular dystrophy, retinitis and/or macular degeneration.

The Voelcker Fund Young Investigator Award program seeks proposals from young investigators at the assistant professorial level or equivalent position to enable them to develop new data and innovate to secure follow-on funding from other sources.

Voelcker Fund Young Investigator Award

This program is open to investigators at the assistant professor level or equivalent position at University of Texas Health Science Center, San Antonio, Texas, University of Texas, San Antonio, Texas, the Texas Biomedical Research Institute, and the Retina Foundation of the Southwest to help them take risks and develop their careers. The

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Voelcker Fund invites proposals for innovative research projects to find cures for the diseases noted above that bridge the gap between basic research and patient care. The program provides awards of up to $450,000 over a three year period to enable investigators to innovate and develop data that might generate follow-on funding from other funders. Awards are paid to the sponsoring institution and can be used flexibly as noted above. The principal investigator must allocate at least 50% of their time to research. Up to 3 such awards, for a total of $450,000, may be made in 2013.

Program

The Max and Minnie Tomerlin Voelcker Fund may make up to $1,350,000 in awards in 2013 to support scientists at the University of Texas Health Science Center, San Antonio, Texas, the University of Texas at San Antonio, the Texas Biomedical Research Institute, and the Retina Foundation of the Southwest. This announcement requests proposals for the Voelcker Fund Young Investigator Award. The program's goal is to foster research to prevent and find cures for diseases such as cancer, heart disease, arthritis, muscular dystrophy, macular degeneration and retinitis. The Fund wishes to support work that bridges the gap between basic research and patient care.

Studies may involve research in a variety of broad areas such as:

Etiology, pathogenesis and mechanisms of disease (particularly studies with direct application to disease prevention and treatment).

Clinical knowledge, improved diagnosis (including development of new biomarkers, diagnostic methods, or devices), natural history of disease, and biomedical informatics. This includes the use of large clinical and genomic datasets for the purpose of generating and testing hypotheses.

Disease management (including therapeutics aimed at molecular targets), molecular epidemiology, and limited small-scale clinical studies involving Afirst-in-humans@ testing of novel approaches.

Large scale clinical trials are not eligible for support.

Guidelines For Application

Candidates must have a PhD, MD, or MD PhD degree, or equivalent.

Candidates must be academic investigators at the assistant professor level for the Young Investigator Award. The principal investigator should hold a tenure track **or equivalent position** at the University of Texas Health Science Center, San Antonio, Texas, the University of Texas, San Antonio, the Texas Biomedical Research Institute, and the Retina Foundation of the Southwest at the time of application.

Candidates must be citizens or permanent residents of the United States at the time of application.

Candidates are eligible only if the candidate received their undergraduate degree within twenty five years of application to the Voelcker Fund.

The Voelcker Fund must receive all application materials by March 18, 2013.

The sponsoring institution must demonstrate that it can provide the environment necessary for successful research.

Selection

An advisory committee will review all applications and make recommendations for awards to the Voelcker Fund Trustees. The Voelcker Fund will not provide critiques of unfunded proposals.

Selection will be based on the quality and originality of the proposed research and its potential to advance preventive or clinical care, especially on the diseases of interest to the Voelcker FundCcancer heart disease, arthritis, muscular dystrophy, macular degeneration and retinitis. Proposals that contain novel ideas and new approaches for probing difficult problems will be considered more competitive. The track record of the researcher proposing the work and his or her potential to carry out innovative collaborative research will also be an important element of the funding decision.

≥The committee seeks evidence that the sponsoring institution has the necessary laboratory and patient facilities and has made a tangible commitment to collaborative research will also be considered.

Application Instructions

Proposals should be submitted to:

Emily Harrison Liljenwall
The Max and Minnie Tomerlin Voelcker Fund
112 E Pecan, 30th floor
San Antonio, TX 78205
(210) 224-4491
(210) 224-7983 facsimile
eliljenwall@scs-law.com

Application instructions and proposal information are posted on the Max and Minnie Tomerlin Voelcker website at www.voelckerfund.org .

Applicants should direct their questions to Emily Harrison Liljenwall.

Terms

Awards are made to the sponsoring institution on behalf of the award recipient. The sponsoring institution is responsible for disbursing the funds and maintaining adequate supporting records and receipts of expenditures. Indirect costs may not be charged against the awards.

Award recipients must devote at least 50 percent of their time to research-related activities, and the sponsoring institution must make a commitment in writing to honor this requirement.

Award recipients must provide the Voelcker Fund with an annual progress report detailing scientific progress as long as the grant is active. Sponsoring institutions must provide an annual financial report. Both reports must be submitted (on forms that will be provided) within 60 days of the end of each award year. Annual progress reports will be reviewed by the scientific advisory committee to assess research outcomes and make decisions concerning ongoing funding.

No more than 50% of the award may be used annually for salary support of the award recipient=s salary support without prior written consent of the Voelcker Fund. The sponsoring institution may supplement the award recipient=s salary to a level consistent with its salary scale. There is no limit on the use of the award for salary support of other laboratory or clinical personnel working with the award recipient.

Research support, which is under the control of the award recipient, may be used flexibly for items such as consumable supplies, equipment, travel to scientific meetings, and laboratory personnel working with the award recipient. Prior approval by the Voelcker Fund is required when, within an award year, purchases of equipment will exceed $20,000 or travel costs exceed $3,000.

During the award period, unused research funds may be carried over to the succeeding year. Any unused funds held by the sponsoring institution when awards expire or are terminated must be returned to the Voelcker Fund unless permission has been given to retain the funds. Award recipients may receive a no-cost extension of up to 24 months with prior written approval of the Voelcker Fund, and requests explaining why an extension is needed must be submitted in writing at least four months prior to the end of the award.

Awards may not be transferred to another institution.

Award recipients who want to take a sabbatical year in order to acquire new research skills must submit a written request to the Voelcker Fund that includes appropriate justification.

Scientific publications or presentations that result from these awards must acknowledge the award recipient=s receipt of an award from the Voelcker Fund. Copies of journal articles and other publications should be sent to the Voelcker Fund along with the annual progress report.

Award recipients should follow the sponsoring institution=s patent, copyright, intellectual property, and conflict of interest policies regarding discoveries that result from research conducted under these awards. Award recipients are expected to adhere to all federal, state, and local regulations regarding the participation of human subjects, and the use of animals, radioactive or hazardous materials, and recombinant DNA in their research projects. The Voelcker Fund expects the appropriate federal, state and local guidelines with regard to scientific misconduct are in place and enforced at all institutions with which award recipients are affiliated.

Award recipients should share scientific findings in a timely manner via the standard means of scientific communication, including publications and/or presentations in scientific forums. The Voelcker Fund will not retain any rights to published results or patents that result from the research.

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