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

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation THE ZACHRY FOUNDATION		A Employer identification number 74-1485544
Number and street (or P O box number if mail is not delivered to street address) 2330 NORTH LOOP 1604 WEST		B Telephone number (see the instructions) (210) 258-2100
Room/suite		C If exemption application is pending, check here. <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78248-4512		
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		
H Check type of organization		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 10,638,309.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (att sch)	50,000.			
2	Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	322.	322.		
4	Dividends and interest from securities	324,747.	324,747.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	481,621.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		481,621.		
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
	See Line 11 Stmt	365,848.			
12	Total. Add lines 1 through 11.	1,222,538.	806,690.	0.	
13	Compensation of officers, directors, trustees, etc	36,000.	9,000.		27,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) . L-16c Stmt.	123,316.	123,316.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	19,820.	2,701.		2,684.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Line 23 Stmt	15,572.	3,893.		11,679.
24	Total operating and administrative expenses. Add lines 13 through 23	194,708.	138,910.		41,363.
25	Contributions, gifts, grants paid	2,057,150.			2,057,150.
26	Total expenses and disbursements. Add lines 24 and 25	2,251,858.	138,910.		2,098,513.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,029,320.			
b	Net investment income (if negative, enter -0-)		667,780.		
c	Adjusted net income (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	2,706.	111,445.	111,445.
	2	Savings and temporary cash investments			
	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) L-10b Stmt	9,779,513.	8,422,945.	9,791,678.
	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) . . L-13 Stmt	514,475.	735,186.	735,186.	
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).	10,296,694.	9,269,576.	10,638,309.	
LIABILITIES	17	Accounts payable and accrued expenses		2,202.	
	18	Grants payable	150,000.	150,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶			
	23	Total liabilities (add lines 17 through 22)	150,000.	152,202.	
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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,146,694.	9,117,374.	
30	Total net assets or fund balances (see instructions)	10,146,694.	9,117,374.		
31	Total liabilities and net assets/fund balances (see instructions)	10,296,694.	9,269,576.		

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 10,146,694.
2	Enter amount from Part I, line 27a	2 -1,029,320.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 9,117,374.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6 9,117,374.

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 FROST NATIONAL BANK	P	Various	Various
b PIMCO	P	Various	Various
c EATON VANCE GLOBAL	P	Various	Various
d THORNBERRY	P	Various	Various
e See Columns (a) thru (d)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,027,992.		2,999,216.	28,776.
b 564,494.		572,806.	-8,312.
c 251,547.		259,578.	-8,031.
d 100,000.		81,526.	18,474.
e See Columns (e) thru (h)		1,482,624.	450,714.

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 0.	0.	0.	28,776.
b			-8,312.
c			-8,031.
d 0.	0.	0.	18,474.
e See Columns (i) thru (l)	0.	0.	450,714.

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	481,621.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 	3	481,621.

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))
2012	1,546,803.	8,553,142.	0.180846
2011	2,032,310.	8,373,733.	0.242701
2010	2,073,290.	12,671,793.	0.163615
2009	2,395,584.	11,777,347.	0.203406
2008	3,429,051.	9,988,895.	0.343286
2 Total of line 1, column (d)			1.133854
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			0.226771
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			8,811,020.
5 Multiply line 4 by line 3			1,998,084.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,678.
7 Add lines 5 and 6			2,004,762.
8 Enter qualifying distributions from Part XII, line 4			2,098,513.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,678.
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	6,678.
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	6,678.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	0.	
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	20,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,322.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	13,322.	Refunded

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)?		X
<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>		
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 . . . ▶ \$ _____ (2) On foundation managers . . . ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?		X
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 XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX – Texas		
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 2013 or the taxable year beginning in 2013 (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-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)? **5 b** 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)

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? **6 b** 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? **7 b** Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. P. ZACHRY 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	PRESIDENT, TRUSTEE 2.00	0.	0.	0.
H. B. ZACHRY JR. 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	VICE PRESIDENT, TRUSTEE 2.00	0.	0.	0.
ANNE ROCHELLE 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	VICE PRESIDENT - TRUSTEE 25.00	36,000.	0.	138.
See Information about Officers, Directors, Trustees, Etc.		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				

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	1 a	10,537,449.
b	Average of monthly cash balances	1 b	152,747.
c	Fair market value of all other assets (see instructions)	1 c	470,824.
d	Total (add lines 1a, b, and c)	1 d	11,161,020.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,161,020.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,350,000.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,811,020.
6	Minimum investment return. Enter 5% of line 5	6	440,551.

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	440,551.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	6,678.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	6,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	433,873.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	433,873.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	433,873.

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	1 a	2,098,513.
b	Program-related investments – total from Part IX-B.	1 b	
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).	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,098,513.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	6,678.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,091,835.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				433,873.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			412,603.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,936,154.			
b From 2009	2,376,357.			
c From 2010	2,073,290.			
d From 2011	2,032,310.			
e From 2012	1,546,803.			
f Total of lines 3a through e	10,964,914.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 2,098,513.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	2,098,513.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	433,873.			433,873.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,629,554.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			412,603.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	2,502,281.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	10,127,273.			
10 Analysis of line 9				
a Excess from 2009	2,376,357.			
b Excess from 2010	2,073,290.			
c Excess from 2011	2,032,310.			
d Excess from 2012	1,546,803.			
e Excess from 2013	2,098,513.			

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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.
 ANNE ROCHELLE
 2330 N. LOOP 1604 WEST
 SAN ANTONIO TX 78248

b The form in which applications should be submitted and information and materials they should include
 BY INVITATION, OUTLINE DESCRIBING APPLICANT, ITS PURPOSE AND ACTIVITIES, AND PROPOSED BUDGET

c Any submission deadlines:
 FEBRUARY 15TH EACH YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 ARTS AND HUMANITIES IN SAN ANTONIO, TX; EDUCATION, HEALTH, AND SCIENCE IN TEXAS; NO INDIVIDUAL GRANTS

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				
ST. GEORGE EPISCOPAL CHURCH SAN ANTONIO, TX				25,000.
SAN ANTONIO BOTANY CAMPAIGN SAN ANTONIO, TX				50,000.
AVANCE SAN ANTONIO, TX				20,000.
CHRISTIAN SENIOR SERVICE SAN ANTONIO, TX				22,100.
YOUTH ORCHESTRA OF SAN ANTONIO SAN ANTONIO, TX				15,000.
SYMPHONIC SOCIETY OF SAN ANTONIO SAN ANTONIO, TX				50,000.
SAN ANTONIO PUBLIC LIBRARY FOUNDATION SAN ANTONIO, TX				10,000.
WILDFLOWER DONOR, INC. AUSTIN, TX				295,050.
THE EPISCOPAL CHURCH FOUNDATION SAN ANTONIO, TX				350,000.
See Line 3a statement				1,220,000.
Total				2,057,150.
b Approved for future payment				
BRISCOE WESTERN ART MUSEUM SAN ANTONIO, TX				150,000.
UNIVERSITY OF TEXAS AT SAN ANTONIO SAN ANTONIO, TX				2,000,000.
TOBIN CENTER FOR PERFORMING ARTS SAN ANTONIO, TX				200,000.
Total				2,350,000.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
FROST NATIONAL BANK			
INCUBE VENTURES II	365,848.		
Total	<u>365,848.</u>		

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROPERTY TAX	114.	114.		
FOREIGN TAX	1,692.	1,692.		
EXCISE TAX	14,435.			
PAYROLL TAX	3,579.	895.		2,684.
Total	<u>19,820.</u>	<u>2,701.</u>		<u>2,684.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SERVICES	8,024.	2,006.		6,018.
INSURANCE	7,548.	1,887.		5,661.
Total	<u>15,572.</u>	<u>3,893.</u>		<u>11,679.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
DIAMOND HILL	P	Various	Various
SOUTHERN SUN	P	Various	Various
CAMBRION INVESTMENT	P	Various	Various
WESTEND	P	Various	Various
LOOMIS	P	Various	Various
SOUTHERN SUN	P	Various	Various
FORWARD TACTICAL	P	Various	Various
DIAMOND HILL	P	Various	Various
LOOMIS	P	Various	Various
INCUBE VENTURES	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
75,000.		52,037.	22,963.
75,000.		38,849.	36,151.
602,925.		536,285.	66,640.
795,315.		651,011.	144,304.
246,069.		204,442.	41,627.
42,869.		0.	42,869.
17,226.		0.	17,226.
39,640.		0.	39,640.
402.		0.	402.
38,892.		0.	38,892.
Total		<u>1,482,624.</u>	<u>450,714.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

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

(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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
0.	0.	0.	22,963.
0.	0.	0.	36,151.
0.	0.	0.	66,640.
0.	0.	0.	144,304.
0.	0.	0.	41,627.
0.	0.	0.	42,869.
0.	0.	0.	17,226.
0.	0.	0.	39,640.
0.	0.	0.	402.
0.	0.	0.	38,892.
Total	<u>0.</u>	<u>0.</u>	<u>450,714.</u>

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> GONZALO ORNELAS 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	SECRETARY, TREAS, TRUSTEE 2.00	0.	0.	0.
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> MOLLIE S. ZACHRY 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	TRUSTEE 2.00	0.	0.	0.
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> ELLEN ZACHRY CARRIE 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	TRUSTEE 1.00	0.	0.	0.
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> CATHY O. GREEN 2330 N. LOOP 1604 WEST SAN ANTONIO TX 78248	TRUSTEE 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year GOOD SAMARITAN COMMUNITY SERVICES SAN ANTONIO, TX	-----	-----	-----	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
COMMUNITIES IN SCHOOLS OF SAN ANTONIO SAN ANTONIO, TX	-----	-----	-----	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
VANDERBILT UNIVERSITY SAN ANTONIO, TX	-----	-----	-----	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 75,000.
SAN ANTONIO ZOOLOGICAL SOCIETY SAN ANTONIO, TX	-----	-----	-----	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year P16 PLUS COUNCIL SAN ANTONIO, TX				Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
SAN ANTONIO FOUNDATION FOR EXCELLENCE IN EDUCATION SAN ANTONIO, TX				Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
UNITED WAY OF BEXAR COUNTY SAN ANTONIO, TX				Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
PHIL HARDBURGER PARK SAN ANTONIO, TX				Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
HELPING OUR CHILDREN - PRIOR YEAR GRANT CANCELLED SAN ANTONIO, TX				Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> -5,000.
UNIVERSITY OF TEXAS AT SAN ANTONIO - MEDICAL SCHOOL SAN ANTONIO, TX				Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000,000.

Total

1,220,000.

Explanation Statement

Form/Line: <u>Form 990-PF, Page 8, Part X</u>	<u>Line 4</u>
Explanation of: <u>Minimum Investment Return - Cash Deemed Held for Charity</u>	
BRISCOE WESTERN ART MUSEUM	150,000
UNIVERSITY OF TEXAS-SA-MEDICAL SCIENCE	\$3,000,000
TOTAL:	\$3,150,000

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROST BANK	INVESTMENT EXPENSE	-71.	-71.		
MORGAN STANLEY - CASH	INVESTMENT EXPENSE	21,828.	21,828.		
LOOMIS	INVESTMENT EXPENSE	-3,877.	-3,877.		
CAMBRIAR	INVESTMENT EXPENSE	5,762.	5,762.		
WEST END	INVESTMENT EXPENSE	7,894.	7,894.		
INCUBE VENTURES II, LP	INVESTMENT EXPENSE	91,780.	91,780.		
Total		<u>123,316.</u>	<u>123,316.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
FROST NATIONAL BANK - BONDS	3,429,831.	3,382,720.
PIMCO	726,518.	675,437.
MORGAN STANLEY CASH	11,209.	11,209.
THORNBURG	671,220.	865,711.
NUVEEN	0.	0.
SOUTHERN SUN	500,656.	956,270.
DIAMOND HILL	474,745.	680,912.
CAMBRIAR	718,567.	875,445.
WEST END	860,552.	1,096,293.
LOOMIS	545,057.	756,280.
FORWARD TACTICAL	284,590.	286,079.
MAINSTAY MARKETFIELD	200,000.	205,322.
Total	<u>8,422,945.</u>	<u>9,791,678.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
INCUBE VENTURES II	735,186.	735,186.
Total	<u>735,186.</u>	<u>735,186.</u>

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
BRISCOE WESTERN ART MUSEUM	50,000.
Total	<u>50,000.</u>

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
INCUBE VENTURES II	514,475.
Total	<u>514,475.</u>