



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 ,

MCCOMBS FOUNDATION, INC.
755 E. MULBERRY, SUITE 600
SAN ANTONIO, TX 78212A Employer identification number
74-2204217

B Telephone number (see the instructions)

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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, column (c), line 16)
▶ \$ 41,776,354.

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) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

420,368.

420,368.

5a Gross rents
b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-9,003,545.

b Gross sales price for all assets on line 6a

4,944,199.

7 Capital gain net income (from Part IV, line 2)

0.

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

88,940.

88,940.

12 Total. Add lines 1 through 11

-8,494,237.

0.

ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc

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)

17 Interest

595.

595.

18 Taxes (attach schedule) (see instrs) SEE STM 2

4,745.

726.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

654.

654.

23 Other expenses (attach schedule)

SEE STATEMENT 3

106,115.

106,109.

24 Total operating and administrative expenses. Add lines 13 through 23

112,109.

107,430.

654.

25 Contributions, gifts, grants paid PART XV

4,688,375.

4,688,375.

26 Total expenses and disbursements. Add lines 24 and 25

4,800,484.

107,430.

0.

4,689,029.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-13,294,721.

b Net investment income (if negative, enter -0-)

401,878.

c Adjusted net income (if negative, enter -0-)

0.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		1,996,969.	357,666.	357,666.
	2	Savings and temporary cash investments		323,069.	276,431.	276,431.
	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)	24,567,994.	12,759,878.	15,299,209.	
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 4)	21,039,752.	25,843,048.	25,843,048.		
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	47,927,784.	39,237,023.	41,776,354.		
LIABILITIES	17	Accounts payable and accrued expenses	1,403,292.	6,007,252.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	1,403,292.	6,007,252.		
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.		X			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund	46,524,492.	33,229,771.		
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	46,524,492.	33,229,771.		
31	Total liabilities and net assets/fund balances (see instructions)	47,927,784.	39,237,023.			

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	46,524,492.
2	Enter amount from Part I, line 27a	2	-13,294,721.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	33,229,771.
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	33,229,771.

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 BROKERAGE - STATEMENT 6		P	VARIOUS	VARIOUS
b BROKERAGE - STATEMENT 6		P	VARIOUS	VARIOUS
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 521,138.		499,818.	21,320.
b 4,423,061.		13,447,926.	-9,024,865.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			21,320.
b			-9,024,865.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-9,003,545.
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	0.

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	6,036,767.	47,529,892.	0.127010
2011	7,608,304.	59,842,841.	0.127138
2010	7,473,503.	68,450,381.	0.109181
2009	5,595,080.	64,030,822.	0.087381
2008	11,797,147.	88,266,012.	0.133654

2 Total of line 1, column (d)	2	0.584364
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.116873
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	40,042,192.
5 Multiply line 4 by line 3	5	4,679,851.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,019.
7 Add lines 5 and 6	7	4,683,870.
8 Enter qualifying distributions from Part XII, line 4	8	4,689,029.

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 ☐ 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. ☒ and enter 1% of Part I, line 27b		1	4,019.
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	4,019.
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	4,019.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	12,820.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	12,820.	
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	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,801.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.	
			8,801. 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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <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

BAA

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GARY V. WOODS, TRUSTEE</u> Telephone no <u>210-821-6523</u> Located at <u>755 E. MULBERRY, STE 600 SAN ANTONIO TX</u> ZIP + 4 <u>78212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, 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			

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6 and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a 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 2013 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 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

BAA

Form 990-PF (2013)

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 N/A

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).

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 X

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?

N/A

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARSHA M. SHIELDS 755 E. MULBERRY, SUITE 600 SAN ANTONIO, TX 78212	PRESIDENT 0	0.	0.	0.
LYNDA G. MCCOMBS 755 E. MULBERRY, SUITE 600 SAN ANTONIO, TX 78212	DIRECTOR 0	0.	0.	0.
CONNIE M. MCNAB 755 E. MULBERRY, SUITE 600 SAN ANTONIO, TX 78212	DIRECTOR 0	0.	0.	0.
GARY V. WOODS 755 E. MULBERRY, SUITE 600 SAN ANTONIO, TX 78212	SEC / TREAS 0	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 ACTIVITIES CONSIST OF MAKING CONTRIBUTIONS TO QUALIFIED ORGANIZATIONS TO ASSIST THEM IN CONDUCTING THEIR ACTIVITIES. EXPENSES RELATE TO PRINTING AND PUBLICATION FEES.	
2	
3	
4	

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

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

BAA

Form 990-PF (2013)

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	16,208,827.
b Average of monthly cash balances	1 b	876,373.
c Fair market value of all other assets (see instructions)	1 c	23,566,772.
d Total (add lines 1a, b, and c)	1 d	40,651,972.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	40,651,972.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	609,780.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,042,192.
6 Minimum investment return. Enter 5% of line 5	6	2,002,110.

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

1 Minimum investment return from Part X, line 6	1	2,002,110.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	4,019.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	4,019.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,998,091.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,998,091.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,998,091.

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	4,689,029.
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	4,689,029.
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	4,019.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,685,010.

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				1,998,091.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	7,505,560.			
b From 2009	2,399,750.			
c From 2010	4,052,548.			
d From 2011	4,655,338.			
e From 2012	3,685,906.			
f Total of lines 3a through e	22,299,102.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,689,029.				
a Applied to 2012, but not more than line 2a			0.	
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 2013 distributable amount				1,998,091.
e Remaining amount distributed out of corpus	2,690,938.			
5 Excess distributions carryover applied to 2013 (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	24,990,040.			
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 2012. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	7,505,560.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	17,484,480.			
10 Analysis of line 9				
a Excess from 2009	2,399,750.			
b Excess from 2010	4,052,548.			
c Excess from 2011	4,655,338.			
d Excess from 2012	3,685,906.			
e Excess from 2013	2,690,938.			

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)
--------------------------	---------------	-------------------------------------

- 2a** 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(i)(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(i)(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 5

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE ATTACHED - STATEMENT 8		PUBLIC	EDUCATION, RELIGION & CIVIC	4,688,375.
Total			3 a	4,688,375.
<i>b</i> Approved for future payment				
Total			3 b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	420,368.	
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			18	88,940.	
8 Gain or (loss) from sales of assets other than inventory			18	-9,003,545.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-8,494,237.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-8,494,237.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2013

FEDERAL STATEMENTS

PAGE 1

CLIENT MF990PF

MCCOMBS FOUNDATION, INC.

74-2204217

5/23/14

10 04AM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 88,940.	\$ 88,940.	
TOTAL	\$ 88,940.	\$ 88,940.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	\$ 726.	\$ 726.		
INCOME TAXES	4,019.			
TOTAL	\$ 4,745.	\$ 726.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 78,801.	\$ 78,801.		
OTHER EXPENSES	6.			
PORTFOLIO DEDUCTIONS	27,308.	27,308.		
TOTAL	\$ 106,115.	\$ 106,109.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
FIT DEPOSIT	\$ 8,801.	\$ 8,801.
OTHER ASSETS	25,834,247.	25,834,247.
TOTAL	\$ 25,843,048.	\$ 25,843,048.

2013

FEDERAL STATEMENTS

PAGE 2

CLIENT MF990PF

MCCOMBS FOUNDATION, INC.

74-2204217

5/23/14

10 04AM

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

GARY V. WOODS, TRUSTEE

CARE OF:

STREET ADDRESS:

755 E. MULBERRY, SUITE 600

CITY, STATE, ZIP CODE:

SAN ANTONIO, TX 78212

TELEPHONE:

210-821-6523

E-MAIL ADDRESS:

FORM AND CONTENT:

REQUIRED INFO: 1) NAME, 2) ADDRESS, 3) TYPE OF ORGANIZATION,
AND 4) USE

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

MC COMBS FOUNDATION, INC
EIN. 74-2204217
FORM 990PF - PART IV
DECEMBER 31, 2013
STATEMENT NO 6

# OF SHS	NAME OF SECURITY	DATE OF PURCHASE	COST	DATE SOLD	SALES PROCEEDS	REALIZED GAIN(LOSS)	SHORT TERM	LONG TERM
2,972	COVANTA HLDG CORP	20-Jun-2013	60,595 92	4-Nov-2013	50,765 33	(9,830 59)	(9,830 59)	0 00
784	HCP INC	11-Jun-2013	36,724 89	8-Oct-2013	31,555 77	(5,169 12)	(5,169 12)	0 00
1,257	COVANTA HLDG CORP	15-Aug-2013	26,239 33	4-Nov-2013	21,471 07	(4,768 26)	(4,768 26)	0 00
854	COVANTA HLDG CORP	23-Sep-2013	18,357 73	4-Nov-2013	14,587 35	(3,770 38)	(3,770 38)	0 00
631	NATIONAL RETAIL PPTYS 1160-529	20-Jun-2013	22,711 97	17-Dec-2013	19,039 84	(3,672 13)	(3,672 13)	0 00
529	NATIONAL RETAIL PPTYS	20-Jun-2013	19,040 63	18-Dec-2013	15,957 59	(3,083 04)	(3,083 04)	0 00
151	DOW CHEMICAL CO	10-Jan-2013	5,065 17	28-Mar-2013	4,868 63	(196 54)	(196 54)	0 00
97	TEXAS INSTRUMENTS	13-Mar-2013	3,397 93	28-Mar-2013	3,343 51	(54 42)	(54 42)	0 00
103	SONOCO PRODUCTS CO	22-Mar-2013	3,516 44	28-Mar-2013	3,529 70	13 26	13 26	0 00
36	TIME WARNER CABLE INC	23-Nov-2012	3,300 93	28-Mar-2013	3,429 64	128 71	128 71	0 00
99	ABBVIE INC	22-Feb-2013	3,753 37	28-Mar-2013	3,898 53	145 16	145 16	0 00
45	CANADIAN IMPERIAL BANK	23-Apr-2012	3,411 93	28-Mar-2013	3,571 56	159 63	159 63	0 00
45	JOHNSON AND JOHNSON	20-Feb-2013	3,414 20	28-Mar-2013	3,587 76	173 56	173 56	0 00
74	EXXON MOBIL CORP	14-May-2012	6,189 45	28-Mar-2013	6,585 11	395 66	395 66	0 00
197	CISCO SYSTEMS INC	5-Sep-2012	3,724 72	28-Mar-2013	4,124 10	399 38	399 38	0 00
112	MAXIM INTEGRATED PRODS	19-Nov-2012	3,151 31	28-Mar-2013	3,566 00	414 69	414 69	0 00
87	HASBRO INC	15-Aug-2012	3,261 58	28-Mar-2013	3,792 24	530 66	530 66	0 00
3,302	MAXIM INTEGRATED PRODS	19-Nov-2012	92,907 38	20-Jun-2013	93,438 37	530 99	530 99	0 00
118	CONAGRA FOODS INC	29-Oct-2012	3,308 60	28-Mar-2013	4,148 79	840 19	840 19	0 00
91	WALGREEN CO	4-Sep-2012	3,225 87	28-Mar-2013	4,231 40	1,005 53	1,005 53	0 00
166	CINEMARK HLDGS INC	27-Apr-2012	3,729 06	28-Mar-2013	4,787 35	1,058 29	1,058 29	0 00
3,988	STAPLES INC	23-Jan-2013	50,989 37	22-Feb-2013	57,543 55	6,554 18	6,554 18	0 00
427	HEINZ H J CO PV 25CT	17-May-2012	23,520 18	20-Feb-2013	30,943 74	7,423 56	7,423 56	0 00
2,716	WALGREEN CO	4-Sep-2012	96,279 75	3-Apr-2013	128,371 03	32,091 28	32,091 28	0 00
TOTAL SHORT TERM			499,817 71		521,137 96	21,320 25	21,320.25	0 00
174	CONSOLIDATED EDISON INC	17-Dec-2010	8,623 44	10-Jan-2013	9,802 17	1,178 73	0 00	1,178 73
1,591	CONSOLIDATED EDISON INC	25-Mar-2011	79,390 90	10-Jan-2013	89,627 93	10,237 03	0 00	10,237 03
490	SCANA CORP NEW COM	4-Oct-2010	19,849 90	10-Jan-2013	22,547 68	2,697 78	0 00	2,697 78
346	SCANA CORP NEW COM	17-Dec-2010	14,092 58	10-Jan-2013	15,921 42	1,828 84	0 00	1,828 84
945	SCANA CORP NEW COM	25-Mar-2011	36,966 13	10-Jan-2013	43,484 80	6,518 67	0 00	6,518 67
824	HEINZ H J CO PV 25CT	4-Oct-2010	39,534 86	20-Feb-2013	59,713 45	20,178 59	0 00	20,178 59
581	HEINZ H J CO PV 25CT	17-Dec-2010	29,201 06	20-Feb-2013	42,103 78	12,902 72	0 00	12,902 72
1,591	HEINZ H J CO PV 25CT	25-Mar-2011	77,338 51	20-Feb-2013	115,296 23	37,957 72	0 00	37,957 72
1,284	MONDELEZ INTERNATIONAL	4-Oct-2010	26,111 81	13-Mar-2013	36,579 44	10,467 63	0 00	10,467 63
906	MONDELEZ INTERNATIONAL	17-Dec-2010	18,489 02	13-Mar-2013	25,810 73	7,321 71	0 00	7,321 71
2,479	MONDELEZ INTERNATIONAL	25-Mar-2011	50,018 81	13-Mar-2013	70,623 39	20,604 58	0 00	20,604 58
3,200	ALTRIA GROUP INC	4-Oct-2010	77,920 00	22-Mar-2013	108,253 57	30,333 57	0 00	30,333 57
2,638	MARATHON OIL CORP	2-Aug-2011	82,626 61	22-Mar-2013	90,281 68	7,655 07	0 00	7,655 07
173	AT & T INC	4-Oct-2010	4,978 94	28-Mar-2013	6,303 97	1,325 03	0 00	1,325 03
65	BRISTOL-MYERS SQUIBB CO	4-Oct-2010	1,780 35	28-Mar-2013	2,608 39	828 04	0 00	828 04
80	CHEVRON CORP	4-Oct-2010	6,529 60	28-Mar-2013	9,608 58	3,078 98	0 00	3,078 98
362	CENTERPOINT ENERGY INC	4-Oct-2010	5,734 08	28-Mar-2013	8,481 46	2,747 38	0 00	2,747 38
148	CONOCOPHILLIPS	4-Oct-2010	6,585 46	28-Mar-2013	8,961 19	2,375 73	0 00	2,375 73
26	COCA COLA COM	17-Dec-2010	831 61	28-Mar-2013	1,042 06	210 45	0 00	210 45
83	COCA COLA COM	25-Mar-2011	2,640 23	28-Mar-2013	3,326 56	686 33	0 00	686 33
39	DOMINION RES INC NEW VA	4-Oct-2010	1,721 07	28-Mar-2013	2,217 49	496 42	0 00	496 42
78	DR PEPPER SNAPPLE GROUP	8-Jun-2011	3,152 00	28-Mar-2013	3,611 31	459 31	0 00	459 31
147	DUKE ENERGY CORP NEW	4-Oct-2010	7,540 31	28-Mar-2013	10,337 80	2,797 49	0 00	2,797 49
75	DU PONT E I DE NEMOURS	4-Oct-2010	3,353 25	28-Mar-2013	3,680 91	327 66	0 00	327 66
55	ISHARES IBOXX \$	17-Dec-2010	5,905 35	28-Mar-2013	6,570 15	664 80	0 00	664 80
85	S&P US PFD STK INDEX FD ISHARES	4-Oct-2010	3,387 25	28-Mar-2013	3,436 47	49 22	0 00	49 22
49	ISHARES IBOXX \$ HIGH YIELD	4-Oct-2010	4,378 64	28-Mar-2013	4,617 65	239 01	0 00	239 01
48	GLAXOSMITHKLINE PLC ADR	4-Oct-2010	1,914 71	28-Mar-2013	2,220 91	306 20	0 00	306 20
437	GENERAL ELECTRIC	4-Oct-2010	7,193 02	28-Mar-2013	10,147 39	2,954 37	0 00	2,954 37
25	GENUINE PARTS CO	4-Oct-2010	1,127 75	28-Mar-2013	1,915 95	788 20	0 00	788 20
79	HCP INC	4-Oct-2010	2,736 86	28-Mar-2013	3,872 49	1,135 63	0 00	1,135 63
123	INTEL CORP	4-Oct-2010	2,388 66	28-Mar-2013	2,602 01	213 35	0 00	213 35
110	INTL PAPER CO	13-Apr-2011	3,336 51	28-Mar-2013	4,945 48	1,608 97	0 00	1,608 97
111	JPMORGAN CHASE & CO	20-Sep-2011	3,705 36	28-Mar-2013	5,394 47	1,689 11	0 00	1,689 11
93	KRAFT FOODS INC VA CL A	4-Oct-2010	3,067 24	28-Mar-2013	4,762 42	1,695 18	0 00	1,695 18
27	KIMBERLY CLARK	4-Oct-2010	1,760 40	28-Mar-2013	2,558 46	798 06	0 00	798 06
58	LOCKHEED MARTIN CORP	4-Oct-2010	4,179 48	28-Mar-2013	5,356 15	1,176 67	0 00	1,176 67
61	ELI LILLY & CO	4-Oct-2010	2,240 53	28-Mar-2013	3,390 91	1,150 38	0 00	1,150 38
112	MEADWESTVACO CORP	4-Oct-2010	2,443 56	28-Mar-2013	4,061 02	1,617 46	0 00	1,617 46
47	MERCK AND CO INC SHS	4-Oct-2010	1,747 87	28-Mar-2013	2,054 32	306 45	0 00	306 45
48	MARSH & MCLENNAN COS INC	4-Oct-2010	1,167 36	28-Mar-2013	1,788 91	621 55	0 00	621 55
33	MCDONALDS CORP COM	25-Mar-2011	2,438 04	28-Mar-2013	3,245 47	807 43	0 00	807 43
167	MICROSOFT CORP	21-Apr-2011	4,157 38	28-Mar-2013	4,704 30	546 92	0 00	546 92
171	NATIONAL RETAIL PPTYS	5-Dec-2011	4,367 94	28-Mar-2013	6,065 23	1,697 29	0 00	1,697 29
1,510	NATIONAL RETAIL PPTYS	5-Dec-2011	38,209 22	17-Dec-2013	45,562 85	7,353 63	0 00	7,353 63
1,716	NATIONAL RETAIL PPTYS	12-Dec-2011	43,601 16	17-Dec-2013	51,778 71	8,177 55	0 00	8,177 55
1,651	NATIONAL RETAIL PPTYS	15-Aug-2012	48,487 48	17-Dec-2013	49,817 40	1,329 92	0 00	1,329 92

MCCOMBS FOUNDATION, INC

EIN 74-2204217

FORM 990PF - PART IV

DECEMBER 31, 2013

STATEMENT NO 6

# OF SHS	NAME OF SECURITY	DATE OF PURCHASE	COST	DATE SOLD	SALES PROCEEDS	REALIZED GAIN/(LOSS)	SHORT TERM	LONG TERM
65	PHILIP MORRIS INTL INC	4-Oct-2010	3,678 99	28-Mar-2013	6,001 31	2,322 32	0 00	2,322 32
148	PFIZER INC	4-Oct-2010	2,585 56	28-Mar-2013	4,164 63	1,579 07	0 00	1,579 07
28	PINNACLE WEST CAP CORP	4-Oct-2010	1,165 36	28-Mar-2013	1,587 56	422 20	0 00	422 20
35	PROCTER & GAMBLE CO	4-Oct-2010	2,112 95	28-Mar-2013	2,684 43	571 48	0 00	571 48
154	REYNOLDS AMERICAN INC	4-Oct-2010	4,619 23	28-Mar-2013	6,769 70	2,150 47	0 00	2,150 47
133	ROYAL DUTCH SHEL PLC	4-Oct-2010	7,828 38	28-Mar-2013	8,880 21	1,051 83	0 00	1,051 83
60	SOUTHERN COMPANY	4-Oct-2010	2,247 60	28-Mar-2013	2,738 33	490 73	0 00	490 73
108	SYS CO CORPORATION	4-Oct-2010	3,146 58	28-Mar-2013	3,781 53	634 95	0 00	634 95
33	VENTAS INC REIT	4-Oct-2010	1,701 81	28-Mar-2013	2,358 12	656 31	0 00	656 31
142	VERIZON COMMUNICATNS COM	4-Oct-2010	4,649 08	28-Mar-2013	6,987 67	2,338 59	0 00	2,338 59
65	VODAFONE GROU PLC SP ADR	4-Oct-2010	1,644 50	28-Mar-2013	1,849 85	205 35	0 00	205 35
54	WEINGARTEN RLTY INVS SBI REIT	4-Oct-2010	1,180 44	28-Mar-2013	1,696 10	515 66	0 00	515 66
888	WEINGARTEN RLTY INVS SBI REIT	4-Oct-2010	19,411 68	17-Dec-2013	24,564 76	5,153 08	0 00	5,153 08
666	WEINGARTEN RLTY INVS SBI REIT	17-Dec-2010	15,617 70	17-Dec-2013	18,423 57	2,805 87	0 00	2,805 87
1,819	WEINGARTEN RLTY INVS SBI REIT	25-Mar-2011	44,419 98	17-Dec-2013	50,319 03	5,899 05	0 00	5,899 05
776	MARSH & MCLENNAN COS INC	4-Oct-2010	18,872 32	14-May-2013	30,556 88	11,684 56	0 00	11,684 56
581	MARSH & MCLENNAN COS INC	17-Dec-2010	15,750 91	14-May-2013	22,878 28	7,127 37	0 00	7,127 37
1,591	MARSH & MCLENNAN COS INC	25-Mar-2011	46,377 65	14-May-2013	62,649 47	16,271 82	0 00	16,271 82
2,664	INTL PAPER CO	13-Apr-2011	80,804 18	20-Jun-2013	122,890 84	42,086 66	0 00	42,086 66
784	EXXON MOBIL CORP	14-May-2012	65,574 70	12-Jul-2013	72,398 12	6,821 42	0 00	6,821 42
763	GENERAL ELECTRIC	4-Oct-2010	12,558 98	12-Jul-2013	18,017 93	5,458 95	0 00	5,458 95
848	GENERAL ELECTRIC	17-Dec-2010	9,639 00	12-Jul-2013	12,751 88	3,112 88	0 00	3,112 88
194	LOCKHEED MARTIN CORP	4-Oct-2010	13,979 64	12-Aug-2013	23,977 65	9,998 01	0 00	9,998 01
83	LOCKHEED MARTIN CORP	17-Dec-2010	5,818 30	12-Aug-2013	10,258 48	4,440 18	0 00	4,440 18
336	VENTAS INC REIT	4-Oct-2010	17,327 52	16-Aug-2013	21,651 93	4,324 41	0 00	4,324 41
202	VENTAS INC REIT	4-Oct-2010	10,417 14	16-Aug-2013	12,083 81	1,666 67	0 00	1,666 67
404	VENTAS INC REIT	17-Dec-2010	20,078 80	16-Aug-2013	24,167 62	4,088 82	0 00	4,088 82
1,103	VENTAS INC REIT	25-Mar-2011	57,830 29	16-Aug-2013	65,982 42	8,152 13	0 00	8,152 13
462	PINNACLE WEST CAP CORP	4-Oct-2010	19,228 44	4-Sep-2013	24,944 05	5,715 61	0 00	5,715 61
346	PINNACLE WEST CAP CORP	17-Dec-2010	14,244 82	4-Sep-2013	18,681 05	4,436 23	0 00	4,436 23
945	PINNACLE WEST CAP CORP	25-Mar-2011	39,340 35	4-Sep-2013	51,021 93	11,681 58	0 00	11,681 58
766	VODAFONE GROU PLC SP ADR	4-Oct-2010	19,379 80	23-Sep-2013	25,792 30	6,412 50	0 00	6,412 50
587	VODAFONE GROU PLC SP ADR	17-Dec-2010	15,843 13	23-Sep-2013	19,765 12	3,921 99	0 00	3,921 99
483	VODAFONE GROU PLC SP ADR	21-Jan-2011	13,891 08	23-Sep-2013	16,263 29	2,372 21	0 00	2,372 21
2,156	VODAFONE GROU PLC SP ADR	25-Mar-2011	62,200 60	23-Sep-2013	72,595 57	10,394 97	0 00	10,394 97
1,101	HCP INC	4-Oct-2010	38,030 23	12-Aug-2013	46,239 54	8,209 31	0 00	8,209 31
185	HCP INC	4-Oct-2010	6,390 19	4-Sep-2013	7,521 53	1,131 34	0 00	1,131 34
469	HCP INC	17-Dec-2010	14,932 85	4-Sep-2013	19,068 08	4,135 23	0 00	4,135 23
496	HCP INC	17-Dec-2010	15,792 54	8-Oct-2013	19,963 85	4,171 31	0 00	4,171 31
2,636	HCP INC	25-Mar-2011	94,268 76	8-Oct-2013	106,098 21	11,829 45	0 00	11,829 45
986	SOUTHERN COMPANY	4-Oct-2010	36,935 56	22-Oct-2013	40,683 03	3,747 47	0 00	3,747 47
739	SOUTHERN COMPANY	17-Dec-2010	28,067 22	22-Oct-2013	30,491 64	2,424 42	0 00	2,424 42
2,020	SOUTHERN COMPANY	25-Mar-2011	75,608 60	22-Oct-2013	83,346 58	7,737 98	0 00	7,737 98
4,047	CINEMARK HLDGS INC	27-Apr-2012	90,912 61	14-Nov-2013	131,076 20	40,163 59	0 00	40,163 59
95	LOCKHEED MARTIN CORP	17-Dec-2010	6,659 50	26-Nov-2013	13,167 24	6,507 74	0 00	6,507 74
332	LOCKHEED MARTIN CORP	25-Mar-2011	27,024 80	26-Nov-2013	46,016 07	18,991 27	0 00	18,991 27
	CAPITAL GAIN DISTRIBUTIONS	VARIOUS	0 00	VARIOUS	2,678 00	2,678 00	0 00	2,678 00
	LKCM HEADWATER INVESTMENTS I, LP	VARIOUS	1 00	VARIOUS	0 00	(1 00)	0 00	(1 00)
	CORRIENTE OFFSHORE PARTNERS, LP	1-Jul-2009	11,539,183 04	30-Apr-2013	1,983,482 84	(9,555,700 20)	0 00	(9,555,700 20)
TOTAL LONG TERM			13,447,926 69		4,423,061 34	(9,024,865 34)	0 00	(9,024,865 34)

McCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2013

STATEMENT NO. 7

DATE	ORGANIZATION NAME	ADDRESS	STATUS	PURPOSE	CHECK AMOUNT
01/11/13	San Antonio Academy	117 East French Place, San Antonio, TX 78212	Public	Civic	\$ 100 00
01/18/13	Children's National Medical Center	111 Michigan Ave , NW, Washington, DC 20010-2970	Public	Civic	250 00
01/18/13	Christian Senior Services	4306 NW Loop 410, San Antonio, TX 78229-5140	Public	Civic	2,000 00
01/18/13	San Antonio Medical Foundation	P O. Box 29736, San Antonio, TX 78229	Public	Civic	1,000.00
01/18/13	The Battle of flowers Association	c/o Marion Lee 225 E Lullwood, San Antonio, TX 78212	Public	Civic	2,500 00
01/18/13	World Affairs Council of San Antonio	40 NE Loop 410, Suite 608, San Antonio, TX 78216	Public	Civic	10,000 00
01/25/13	Alamo Heights United Methodist Church	825 East Basse Rd, San Antonio, TX 78209	Public	Civic	1,000 00
01/25/13	Campus Crusade for Christ, Inc	c/o Bill Boldt 1273 Sweetwood Circle, Auburn, AL 6830	Public	Civic	250 00
01/25/13	Edgewood ISD Foundation	5358 W Commerce, San Antonio, TX 78237	Public	Civic	500 00
01/25/13	Judson Education Foundation	8012 Shin Oak Drive, Live Oak, TX 78233	Public	Civic	500 00
01/25/13	Judson FFA Alumni	c/o Cody Sniff, 9142 FM 78, Converse, TX 78109	Public	Civic	100 00
01/25/13	North East Educational Foundation, Inc	8961 Tesoro Drive, San Antonio, TX 78217	Public	Civic	1,600 00
01/25/13	Northside Education Foundation	6632 Bandera Rd, Bldg A, San Antonio, TX 78238	Public	Civic	1,000 00
01/25/13	SAISD Foundation for Excellence in Education	141 Lavaca, San Antonio, TX 78210	Public	Civic	600 00
01/25/13	San Antonio Sports Foundation	P O Box 830386, San Antonio, TX 78283-0386	Public	Civic	500 00
01/25/13	Southside ISD Education Foundation	1460 Martinez Losoya Rd, San Antonio, TX 78221	Public	Civic	600.00
01/25/13	Southwest School of Art	300 Augusta, San Antonio, TX 78205	Public	Civic	2,000 00
01/25/13	Texas A&M University San Antonio Foundation	1450 Gillette Blvd, San Antonio, TX 78224	Public	Civic	600 00
01/25/13	The One Hundred Club of San Antonio	P O Box 6741, San Antonio, TX 78209	Public	Civic	500 00
01/25/13	The Roadrunner Foundation	c/o Bodenstedt, 11327 Caliza Crest, Boerne, TX 78006	Public	Civic	150,000 00
02/01/13	AHISD -Softball Team	7101 Broadway, San Antonio, TX 78209	Public	Civic	150 00
02/01/13	The Heidi Group	P O Box 2050, Round Rock, TX 78680	Public	Civic	5,000 00
02/08/13	American Heart Association	8415 Wurzbach Road, San Antonio, TX 78229	Public	Civic	1,000 00
02/08/13	Vision Walk/Foundation Fighting Blindness	5600 Tennyson, Suite 180, Plano, TX 75024	Public	Civic	500.00
02/15/13	Las Casas Scholarship Fund	P O Box 15873, San Antonio, TX 78212	Public	Civic	10,000 00
02/15/13	Saint Mary's Hall	Advancement Office 9401 Starcrest Dr San Antonio, TX 78217	Public	Civic	2,500 00
02/15/13	San Antonio Sports Foundation	P O Box 830386, San Antonio, TX 78230	Public	Civic	2,500 00
02/15/13	The Briscoe	210 W Market St, San Antonio, TX 78205	Public	Civic	5,000 00
02/22/13	San Antonio Museum of Art	200 West Jones Ave, San Antonio, TX 78215	Public	Civic	475 00
02/22/13	Thrive Well Cancer Foundation	P O Box 29331, San Antonio, TX 78229	Public	Civic	1,000 00
03/01/13	Artpace San Antonio	445 North Main Ave, San Antonio, TX 78205-1441	Public	Civic	1,250 00
03/01/13	Texas Biomedical Research Institute	P O Box 760549, San Antonio, TX 78245-0549	Public	Civic	950 00
03/08/13	Blanco Volunteer Fire Department	P O Box 868, Blanco, TX 78606-0868	Public	Civic	500 00
03/08/13	Leukemia & Lymphoma Society	8001 Centre Park, Suite 150, Austin, TX 78754	Public	Civic	1,000 00
03/08/13	San Antonio Medical Foundation	P O Box 29736, San Antonio, TX 78229	Public	Civic	500 00
03/15/13	Children's Hunger Fund	13931 Balboa Blvd Sylmar, CA 91342	Public	Civic	5,000 00
03/15/13	Respite Care	P O Box 12633, San Antonio, TX 78212	Public	Civic	5,000 00
03/22/13	Southern University Baton Rouge Foundation	P O Box 2468, Baton Rouge, LA 70821	Public	Civic	1,000.00
03/22/13	St Luke's Episcopal School	15 St Luke's Lane, San Antonio, TX 78209	Public	Civic	1,000 00
03/28/13	Avance-San Antonio, Inc	118 N Medina, Suite 300, San Antonio, TX 78207-3048	Public	Civic	1,000 00
03/28/13	CTRC/UT Health Science Center	7703 Floyd Curl Drive, San Antonio, TX 78229-9674	Public	Civic	1,000 00
03/28/13	Daughters of the Republic of Texas	510 E Anderson Lane, Austin, TX 78752	Public	Civic	1,000 00
03/28/13	Harte Research Institute Foundation	P.O Box 460629, Houston, TX 77056	Public	Civic	250 00
03/28/13	National MS Society	c/o Dallas Griffin, 1307 Dominion Dr, Katy, TX 77450	Public	Civic	1,000.00
03/28/13	Texas Transportation Museum	1731 Wetmore Rd, San Antonio, TX 78247-3606	Public	Civic	1,500 00
03/28/13	The Chanty Ball Association	P O. Box 6708, San Antonio, TX 78209	Public	Civic	2,500 00
03/28/13	Unicorn Centers	4630 Hamilton Wolf Rd, San Antonio, TX 78229-3331	Public	Civic	3,000 00

McCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2013

STATEMENT NO. 7

DATE	ORGANIZATION NAME	ADDRESS	STATUS	PURPOSE	CHECK AMOUNT
04/05/13	Alamo Heights United Methodist Church	825 E Basse Rd, San Antonio, TX 78209	Public	Civic	4,000 00
04/05/13	Fellowship of Christian Athletes	16161 College Oak, Suite 101, San Antonio, TX 78249	Public	Civic	6,000 00
04/05/13	MADD South Texas Affiliate	110 Broadway, Suite 442, San Antonio, TX 78205	Public	Civic	1,000 00
04/05/13	San Antonio Can'	1807 Centennial Blvd, San Antonio, TX 78211	Public	Civic	1,000 00
04/05/13	Seton Home San Antonio	1115 Mission Road, San Antonio, TX 78210-4505	Public	Civic	1,000 00
04/12/13	Mary Hull Elementary School	7320 Remuda, San Antonio, TX 78227	Public	Civic	1,500 00
04/12/13	SSFCU Chantable Foundation, Inc	P O Box 691510, San Antonio, TX 78269	Public	Civic	5,000.00
04/12/13	World Affairs Council of San Antonio	40 NE Loop 410, Suite 608, San Antonio, TX 78216	Public	Civic	2,500.00
04/19/13	Mind Science Foundation	117 West El Prado Drive, San Antonio, TX 78212	Public	Civic	1,000.00
04/19/13	Rains Independent School District	P O Box 247, Emory, TX 75440-0247 Attn Derek Smith	Public	Civic	500 00
04/26/13	Battered Women and Children's Shelter	7911 Broadway, San Antonio, TX 78209	Public	Civic	500 00
04/26/13	Fisher House	c/o 2 10 E Aviation Blvd, Universal City, TX 78148	Public	Civic	5,000 00
05/03/13	Southwest School of Art	300 Augusta, San Antonio, TX 78205	Public	Civic	150 00
05/03/13	The McCombs School of Business	2110 Speedway, Mail Stop B6006, Austin, TX 78712-1270	Public	Civic	5,000 00
05/10/13	Witte Museum	3801 Broadway, San Antonio, TX 78209-6396	Public	Civic	1,000 00
05/10/13	YMCA of Greater San Antonio	3233 N St Mary's St , San Antonio, TX 78212-3579	Public	Civic	5,000 00
05/17/13	Briscoe Center for American History	2300 Red River Stop D1100 SRH 2 Ste 2 109 Austin, TX 78712	Public	Civic	1,000 00
05/17/13	Southwestern Assembly of God University	1200 Sycamore Street, Waxahachie, TX 75165	Public	Civic	500 00
05/24/13	Bill Glass Champions for Life	1101 S Cedar Ridge Drive, Duncanville, TX 75137	Public	Civic	1,000 00
05/31/13	Alpha Home, Inc	300 E Mulberry, San Antonio, TX 78212	Public	Civic	1,000 00
06/07/13	First Baptist Church of San Antonio	515 McCullough Ave , San Antonio, TX 78215	Public	Civic	20,000 00
06/07/13	San Antonio Livestock Exposition, Inc	P O Box 200230, San Antonio, TX 78220	Public	Civic	10,000 00
06/07/13	World Sports	P O Box 2607, Bonita Springs, FL 34133	Public	Civic	2,500 00
06/14/13	Down Syndrome Association of South Texas	2800 NW Loop 410, San Antonio, TX 78230	Public	Civic	500 00
06/14/13	Special Olympics Texas--San Antonio	10223 McAllister Freeway, Ste 100, San Antonio, TX 78216	Public	Civic	1,000 00
06/14/13	Texas Public Policy Foundation	P O Box 1449, Austin, TX 78767-9928	Public	Civic	1,000 00
06/14/13	The Blind & Tissue Center Foundation	6211 IH 10 West, San Antonio, TX 78201	Public	Civic	5,000 00
06/14/13	The Paisano Educational Trust	14545 Roadrunner Way, San Antonio, TX 78249	Public	Civic	25,000 00
06/14/13	UT Health Science Center San Antonio	Off of Dev MC7835 7703 Floyd Curl, San Antonio, TX 78229	Public	Civic	1,000.00
06/28/13	M D Anderson Cancer Center	P O Box 4470, Houston, TX 77210-4470	Public	Civic	10,000.00
06/28/13	National Parkinson Foundation	1501 NW 9th Ave/Bob Hope Road, Miami, FL 33136-1494	Public	Civic	500 00
06/28/13	Philanthropy Roundtable	1730 M Street NW, Suite 601, Washington, DC 20036	Public	Civic	1,500 00
06/28/13	Texas NF Foundation	3030 Olive St, 400 Victory Plaza E, Dallas, TX 75219	Public	Civic	5,000.00
07/12/13	Cuchara Chapel Scholarship Fund	160 County Road 406, Cuchara, CO 81055	Public	Civic	1,000 00
07/12/13	Gridiron Heroes	P O Box 507, Schertz, TX 78154	Public	Civic	2,500 00
07/12/13	Rebuilding Together San Antonio	P O Box 6071, San Antonio, TX 78209	Public	Civic	5,000 00
07/19/13	Archdiocese of SA/Old Spanish Missions	P O Box 28480, San Antonio, TX 78228	Public	Civic	50,000.00
07/19/13	Centurion Ministries	221 Witherspoon St , Princeton, NJ 08542	Public	Civic	250.00
07/19/13	Junior Achievement of South Texas	403 E Ramsey, Suite 201, San Antonio, TX 78216	Public	Civic	2,500 00
07/19/13	SOAR, Inc	5223 David Edwards Dr, San Antonio, TX 78233	Public	Civic	10,000 00
07/19/13	WINGS, Inc	7500 Highway 90 W, Bldg 2, Ste 240 San Antonio, TX 78227	Public	Civic	3,000 00
07/26/13	Center for Public Policy Priorities	7020 Easy Wind Dr #200, Austin,, TX 78752	Public	Civic	1,000 00
07/26/13	The McNay Art Museum	P.O. Box 6069 San Antonio, TX 78209-0069	Public	Civic	5,000 00
08/02/13	August Heart	755 E Mulberry, Suite 100, San Antonio, TX 78212	Public	Civic	4,000 00
08/02/13	Las Casas Foundation	P O Box 15873, San Antonio, TX 78212	Public	Civic	1,000 00
08/02/13	The Forgotten Child, Inc	1524 Mount Laurel Circle, Schertz, TX 78154	Public	Civic	5,000.00
08/02/13	University of Texas at Austin	300 W Dean Keeton St, A0900, Austin, TX 78712-1069	Public	Civic	1,000 00

McCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2013

STATEMENT NO. 7

DATE	ORGANIZATION NAME	ADDRESS	STATUS	PURPOSE	CHECK AMOUNT
08/16/13	Pregnancy Care Center	7210 Louis Pasteur, San Antonio, TX 782229	Public	Civic	5,000 00
08/16/13	Texas Association Against Sexual Assault	6200 La Calma, Ste 110, Austin, TX 78752	Public	Civic	2,500 00
08/30/13	Girl Scouts of Southwest Texas	811 N Coker Loop, San Antonio, TX 78216	Public	Civic	10,000 00
09/06/13	ABODE	P O Box 47640, San Antonio, TX 78265	Public	Civic	1,000 00
09/06/13	San Antonio Food Bank	5200 Old Highway 90 W, San Antonio, TX 78227-2209	Public	Civic	1,000 00
09/06/13	Texas Biomedical Research Institute	P O Box 760549, San Antonio, TX 78245-0549	Public	Civic	10,000 00
09/06/13	Texas Sports Hall of Fame	1108 S University Parks Dr , Waco, TX 76706	Public	Civic	1,250 00
09/06/13	The University of Texas at Austin	P O. Box 65080, Austin, TX 78765-5080	Public	Civic	2,000 00
09/06/13	UT at Austin/Ctr for Students in Recovery	P O Box 7727, Austin, TX 78713-9953	Public	Civic	10,000 00
09/13/13	Children's Hunger Fund	4940 Eisenhower Rd, Bldg A, Ste 146, San Antonio, TX 78218	Public	Civic	3,000 00
09/13/13	MD Anderson	P O Box 4470, Houston, TX 77210-4470	Public	Civic	10,000 00
09/13/13	UNCF	723 Main St, Ste 1010, Houston, TX 77002	Public	Civic	7,500 00
09/20/13	Greater Austin-San Antonio Corridor Council, Inc	P O Box 1618, San Marcos, TX 78667	Public	Civic	5,000 00
09/20/13	Harp & Shamrock Society of Texas	P O Box 15306, San Antonio, TX 78212	Public	Civic	1,500 00
09/20/13	Los Compadres	6701 San Jose Drive, San Antonio, TX 78214	Public	Civic	500 00
09/20/13	Trinity Oaks-Ride Texas 2013	9385 Miller Lane, San Antonio, TX 78266	Public	Civic	500 00
09/27/13	Admiral Nimitz Foundtion	328 E Main St , Fredericksburg, TX 78624	Public	Civic	5,000 00
09/27/13	Morningside Ministries	700 Babcock Rd, San Antonio, TX 78201	Public	Civic	2,500 00
09/27/13	San Antonio Sports Foundation	P O Box 830386, San Antonio, TX 78283-0386	Public	Civic	2,500 00
09/27/13	Sunshine Cottage	603 E Hildebrand Ave, San Antonio, TX 78212	Public	Civic	2,500 00
09/27/13	The St James AME Church	P O Box 7407, San Antonio, TX 78207	Public	Civic	500 00
09/27/13	Trinity University	One Trinity Place #49, San Antonio, TX 78212-7200	Public	Civic	1,000 00
09/27/13	Women's Prayer International	P O Box 460365, San Antonio, TX 78246	Public	Civic	1,200 00
10/11/13	Jewish National Fund	42 East 69th St, New York, NY 10021	Public	Civic	250 00
10/11/13	Juvenile Diabetes Research Foundation	26 Broadway, New York, NY 10004	Public	Civic	1,000 00
10/11/13	San Antonio Sports Foundation	P O Box 830386, San Antonio, TX 78283-0386	Public	Civic	10,000 00
10/25/13	ARTS San Antonio	418 10th St, San Antonio, TX 78215	Public	Civic	500 00
10/25/13	Moonlight Fund	P O Box 1299, Bandera, TX 78003	Public	Civic	1,000 00
10/25/13	Operation Comfort	4900 Broadway #100, San Antonio, TX 78209	Public	Civic	2,500 00
10/25/13	Respite Care	P O Box 12633, San Antonio, TX 78212	Public	Civic	5,000 00
10/25/13	San Antonio Museum of Art	200 West Jones Ave, San Antonio, TX 78215	Public	Civic	1,000 00
10/25/13	The University of Texas Intercollegiate Athletics	P O Box 7399, Austin, TX 78713-7399	Public	Civic	450 00
11/01/13	Mind Science Foundation	117 West El Prado Drive, San Antonio, TX 78212	Public	Civic	3,750 00
11/01/13	Saint Mary's Hall	P O Box 33430, San Antonio, TX 78265	Public	Civic	5,000 00
11/01/13	University of Southern California	P O box 80354 Los Angeles, CA 90080-9987	Public	Civic	2,500 00
11/08/13	Fellowship of Christian Athletes	16161 College Oak, Suite 101, San Antonio, TX 78249	Public	Civic	6,000 00
11/08/13	Texas Economic Development Corporation	P.O Boix 684702, Austin, TX 78768	Public	Civic	5,000 00
11/15/13	University of Texas --British Studies	P O Box 7219, Austin, TX 78712-7219	Public	Civic	150 00
11/26/13	North Blanco County EMS	P O Box 557, Johnson City, TX 78636-0557	Public	Civic	500 00
12/06/13	Austin Recovery	8402 Cross Park Drive, Austin, TX 78754	Public	Civic	2,500 00
12/06/13	The Salvation Army-TX Divisional HQ	6500 Harry Hines Blvd, Dallas, TX 75235	Public	Civic	5,000 00
12/13/13	Duke University	P O Box 90581, Durham, NC 27708-0581	Public	Civic	5,000 00
12/13/13	MD Anderson	P O Box 4470, Houston, TX 77210-4470	Public	Civic	1,500 00
12/13/13	San Antonio Chrtian Dental Clinic	1 Haven For Hope Bldg 1 Ste 400 San Antonio TX 78207	Public	Civic	2,500 00
12/13/13	San Antonio River Foundation	P O Box 830045, San Antonio, TX 78283-0045	Public	Civic	5,000 00
12/13/13	Texas Historical Foundation	P O.Box 50314, Austin, TX 78763	Public	Civic	1,000 00
12/18/13	Mary Hull Elementary School	7320 Remuda, San Antonio, TX 78227	Public	Civic	250 00

McCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2013

STATEMENT NO. 7

DATE	ORGANIZATION NAME	ADDRESS	STATUS	PURPOSE	CHECK AMOUNT
12/20/13	American Academy of Achievement	1222 16th St, NW, Washington, DC 20036	Public	Civic	10,000.00
12/20/13	Bexar County Performing Arts Center Foundation	P O Box 90869, San Antonio, TX 78209	Public	Civic	300,000.00
12/20/13	Briscoe Western Art Museum	210 W Market St, San Antonio, TX 78205	Public	Civic	250,000.00
12/20/13	Crosspoint Inc of San Antonio	301 Yucca, San Antonio, TX 78203	Public	Civic	12,500.00
12/20/13	Free Trade Alliance San Antonio	203 S St Mary's St, Ste 130, San Antonio, TX 78205	Public	Civic	20,000.00
12/20/13	George W Bush Foundation	P O Box 600610, Dallas, TX 75206	Public	Civic	250,000.00
12/20/13	Haven for Hope of Bexar County	1 Haven For Hope Bldg 3, Accting, San Antonio TX 78207	Public	Civic	20,000.00
12/20/13	Hill Country Youth Ranch	P O Box 67, Ingram, TX 78025-9986	Public	Civic	3,000.00
12/20/13	Phil Hardberger Park Copnservancy	115 E Travis, Sute 1004, San Antonio, TX 78205	Public	Civic	5,000.00
12/20/13	Rise Across Texas Foundation	P O Box 12275, Austin, TX 78711	Public	Civic	20,000.00
12/20/13	Saint Mary's Hall	9401 Starcrest Drive, San Antonio, TX 78217	Public	Civic	300,000.00
12/20/13	San Antonio Academy	117 E French Place, San Antonio, TX 78212	Public	Civic	50,000.00
12/20/13	San Antonio Canl High School	c/o Mark Johnson 745 E Mulberry 350 San Antonio, TX 78212	Public	Civic	10,000.00
12/20/13	Southwestern University	P O Box 770, Georgetown, TX 78627-0770	Public	Civic	250,000.00
12/20/13	Southwestern University	1001 E University Ave, Georgetown, TX 78626	Public	Civic	5,000.00
12/20/13	Southwestern University Football	1001 E University Ave, Georgetown, TX 78626	Public	Civic	50,000.00
12/20/13	Sports Outdoor & Recreation	1202 W Bitters Bldg 1, Ste 1200 San Antonio, TX 78216	Public	Civic	20,000.00
12/20/13	Texas Biomedical Research Institute	P O Box 760549, San Antonio, TX 78245-0549	Public	Civic	50,000.00
12/20/13	Texas Christian University	2800 S University Dr Ft Worth, TX 76129 Attn Dev Dir	Public	Civic	500.00
12/20/13	The M Power Foundation	P O Box 684927, Austin, TX 78768	Public	Civic	20,000.00
12/20/13	The McNay Art Museum	P O Box 6069 San Antonio, TX 78209-0069	Public	Civic	12,500.00
12/20/13	The University of Texas Longhorn Foundation	P O Box 13178, Austin, TX 78711-3178	Public	Civic	2,000,000.00
12/20/13	Trinity University	One Trinity Place #49, San Antonio, TX 78212-7200	Public	Civic	100,000.00
12/20/13	United Way of San Antonio & Bexar County	P O Box 898, San Antonio, TX 78293-0898	Public	Civic	12,500.00
12/20/13	University of the Incarnate Word	4301 Broadway #309, San Antonio, TX 78209	Public	Civic	200,000.00
12/20/13	USC Annenberg School	3502 Watt Way, Ste 304, Los Angeles, CA 90089-0281	Public	Civic	20,000.00
12/20/13	Vietnam Veterans Memorial Fund	2600 Virginia Ave NW, Ste 104 Washington, DC 20037	Public	Civic	20,000.00
12/20/13	Witte Museum	3801 Broadway, San Antonio, TX 78209-6396	Public	Civic	75,000.00
					<u>\$ 4,688,375.00</u>

MCCOMBS FOUNDATION, INC.
EIN: 74-2204217
FORM 990PF 12-31-13
PART II - LINE 10b CORPORATE STOCK

# OF SHS	NAME OF SECURITY	DATE OF PURCHASE	COST	CURRENT MKT VALUE
END OF YEAR				
2,710	ABBVIE INC	22-Feb-2013	102,743.69	143,115.10
190	AGL RESOURCES INC	23-Sep-2013	8,541.60	8,973.70
407	AGL RESOURCES INC	25-Sep-2013	18,642.84	19,222.61
587	AGL RESOURCES INC	26-Sep-2013	27,234.57	27,724.01
1,154	AGL RESOURCES INC	27-Sep-2013	54,008.01	54,503.42
1,232	AGL RESOURCES INC	6-Nov-2013	58,844.76	58,187.36
1,155	ALTRIA GROUP INC	4-Oct-2010	28,124.25	44,340.45
3,077	ALTRIA GROUP INC	17-Dec-2010	76,217.29	118,126.03
8,410	ALTRIA GROUP INC	25-Mar-2011	214,412.95	322,859.90
2,948	ALTRIA GROUP INC	28-Mar-2013	100,150.93	113,173.72
2,817	AT& T INC	4-Oct-2010	81,073.26	99,045.72
2,113	AT& T INC	17-Dec-2010	61,826.38	74,293.08
5,773	AT& T INC	25-Mar-2011	162,336.18	202,978.68
684	BRISTOL-MYERS SQUIBB CO	4-Oct-2010	18,734.76	36,354.60
359	BRISTOL-MYERS SQUIBB CO	19-Oct-2010	9,892.89	19,080.85
800	BRISTOL-MYERS SQUIBB CO	17-Dec-2010	21,196.72	42,520.00
2,159	BRISTOL-MYERS SQUIBB CO	25-Mar-2011	56,954.42	114,750.85
2,784	CAMPBELL SOUP CO	17-Dec-2013	113,159.02	120,491.52
535	CAMPBELL SOUP CO	23-Dec-2013	22,744.24	23,154.80
1,188	CANADIAN IMPERIAL BANK	23-Apr-2012	90,074.99	101,467.08
168	CANADIAN IMPERIAL BANK	3-Apr-2013	13,116.62	14,348.88
1,626	CENTERPOINT ENERGY INC	4-Oct-2010	25,755.84	37,690.68
1,405	CENTERPOINT ENERGY INC	17-Dec-2010	22,634.55	32,567.90
1,224	CENTERPOINT ENERGY INC	21-Jan-2011	19,289.75	28,372.32
5,240	CENTERPOINT ENERGY INC	25-Mar-2011	88,634.60	121,463.20
1,180	CENTERPOINT ENERGY INC	13-Mar-2013	25,701.70	27,352.40
432	CHEVRON CORP	4-Oct-2010	35,259.84	53,961.12
362	CHEVRON CORP	17-Dec-2010	32,040.62	45,217.42
988	CHEVRON CORP	25-Mar-2011	104,153.97	123,411.08
578	CHEVRON CORP	15-Aug-2012	65,190.60	72,197.98
430	CHEVRON CORP	18-Dec-2013	51,795.65	53,711.30
5,045	CISCO SYSTEMS INC	5-Sep-2012	95,386.82	113,159.35
3,241	COCA COLA COM	25-Mar-2011	103,096.21	133,885.71
3,414	CONAGRA FOODS INC	29-Oct-2012	95,725.15	115,051.80
920	CONOCOPHILLIPS	4-Oct-2010	40,936.63	64,998.00
755	CONOCOPHILLIPS	17-Dec-2010	38,268.43	53,340.75
2,063	CONOCOPHILLIPS	25-Mar-2011	123,237.51	145,750.95
708	CONOCOPHILLIPS	12-Mar-2013	41,099.05	50,020.20
366	CONOCOPHILLIPS	18-Dec-2013	25,594.01	25,857.90
636	DOMINION RES INC NEW VA	4-Oct-2010	28,066.68	41,142.84
477	DOMINION RES INC NEW VA	17-Dec-2010	20,053.08	30,857.13
1,304	DOMINION RES INC NEW VA	25-Mar-2011	58,017.05	84,355.76
460	DOMINION RES INC NEW VA	20-Jun-2013	26,058.49	29,757.40
4,379	DOW CHEMICAL CO	10-Jan-2013	146,890.06	194,427.60
2,002	DR PEPPER SNAPPLE GROUP	8-Jun-2011	80,901.22	97,537.44
240	DR PEPPER SNAPPLE GROUP	14-May-2012	9,836.18	11,692.80
430	DU PONT E I DE NEMOURS	4-Oct-2010	19,225.30	27,937.10
356	DU PONT E I DE NEMOURS	17-Dec-2010	17,529.19	23,129.32
974	DU PONT E I DE NEMOURS	25-Mar-2011	52,333.02	63,280.78
368	DU PONT E I DE NEMOURS	10-Jan-2013	16,806.52	23,908.96
247	DUKE ENERGY CORP NEW	4-Oct-2010	12,669.77	17,045.47

MCCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 99QPF 12-31-13

PART II - LINE 10b CORPORATE STOCK

# OF SHS	NAME OF SECURITY	DATE OF PURCHASE	COST	CURRENT MKT VALUE
731	DUKE ENERGY CORP NEW	4-Oct-2010	39,385.66	50,446.31
278	DUKE ENERGY CORP NEW	17-Dec-2010	14,049.93	19,184.78
518	DUKE ENERGY CORP NEW	17-Dec-2010	27,537.63	35,747.18
761	DUKE ENERGY CORP NEW	25-Mar-2011	39,272.12	52,516.61
1,413	DUKE ENERGY CORP NEW	25-Mar-2011	75,433.08	97,511.13
495	DUKE ENERGY CORP NEW	12-Mar-2013	34,493.18	34,159.95
1,000	ELI LILLY & CO	4-Oct-2010	36,730.00	51,000.00
750	ELI LILLY & CO	17-Dec-2010	26,287.50	38,250.00
2,048	ELI LILLY & CO	25-Mar-2011	70,840.32	104,448.00
548	EXXON MOBIL CORP	14-May-2012	45,835.38	55,457.60
304	EXXON MOBIL CORP	17-May-2012	25,013.03	30,764.80
560	EXXON MOBIL CORP	16-Aug-2012	49,202.72	56,672.00
308	GENERAL ELECTRIC	17-Dec-2010	5,497.80	8,633.24
2,317	GENERAL ELECTRIC	25-Mar-2011	45,320.52	64,945.51
3,120	GENERAL ELECTRIC	6-Oct-2011	47,865.17	87,453.60
3,835	GENERAL ELECTRIC	2-Dec-2011	57,692.59	107,495.05
1,907	GENERAL ELECTRIC	3-Aug-2012	39,797.18	53,453.21
957	GENERAL ELECTRIC	23-Dec-2013	26,078.63	26,824.71
413	GENUINE PARTS CO	4-Oct-2010	18,630.43	34,357.47
309	GENUINE PARTS CO	17-Dec-2010	15,737.37	25,705.71
845	GENUINE PARTS CO	25-Mar-2011	44,294.90	70,295.55
464	GLAXOSMITHKLINE PLC ADR	4-Oct-2010	18,508.82	24,772.96
362	GLAXOSMITHKLINE PLC ADR	17-Dec-2010	14,429.32	19,327.18
559	GLAXOSMITHKLINE PLC ADR	21-Jan-2011	21,340.27	29,845.01
1,621	GLAXOSMITHKLINE PLC ADR	25-Mar-2011	61,677.10	86,545.19
2,583	HASBRO INC	15-Aug-2012	96,835.12	142,090.83
1,613	INTEL CORP	4-Oct-2010	31,324.46	41,865.42
1,227	INTEL CORP	17-Dec-2010	26,355.96	31,846.79
664	INTEL CORP	21-Mar-2011	13,375.02	17,234.12
4,117	INTEL CORP	25-Mar-2011	83,039.89	106,856.74
2,453	INTL PAPER CO	22-Oct-2013	110,978.63	120,270.59
25	ISHARES IBOXX \$	17-Dec-2010	2,684.25	2,854.70
1,648	ISHARES IBOXX \$	25-Mar-2011	180,122.94	188,181.82
535	ISHARES IBOXX \$	3-Apr-2013	64,158.11	61,090.58
157	ISHARES IBOXX \$	2-Jul-2013	17,822.47	17,927.52
797	ISHARES IBOXX \$ HIGH YIELD	4-Oct-2010	71,219.92	74,025.36
597	ISHARES IBOXX \$ HIGH YIELD	17-Dec-2010	53,341.95	55,449.36
1,634	ISHARES IBOXX \$ HIGH YIELD	25-Mar-2011	149,854.14	151,765.92
1,327	JOHNSON AND JOHNSON	20-Feb-2013	100,680.95	121,539.93
2,391	JPMORGAN CHASE & CO	20-Sep-2011	79,815.40	139,825.68
734	JPMORGAN CHASE & CO	18-May-2012	26,630.84	42,924.32
270	KIMBERLY CLARK	4-Oct-2010	17,604.00	28,204.20
161	KIMBERLY CLARK	19-Oct-2010	10,719.93	16,818.06
330	KIMBERLY CLARK	17-Dec-2010	20,464.59	34,471.80
892	KIMBERLY CLARK	25-Mar-2011	58,078.12	93,178.32
334	KRAFT FOODS INC VA CL A	4-Oct-2010	11,015.69	18,005.94
302	KRAFT FOODS INC VA CL A	17-Dec-2010	9,994.96	16,280.82
827	KRAFT FOODS INC VA CL A	25-Mar-2011	27,062.12	44,583.57
605	KRAFT FOODS INC VA CL A	23-Nov-2012	27,021.30	32,615.55
666	KRAFT FOODS INC VA CL A	12-Mar-2013	32,689.68	35,904.06

MCCOMBS FOUNDATION, INC.
 EIN: 74-2204217
 FORM 990PF 12-31-13
 PART II - LINE 10b CORPORATE STOCK

# OF SHS	NAME OF SECURITY	DATE OF PURCHASE	COST	CURRENT MKT VALUE
156	LOCKHEED MARTIN CORP	25-Mar-2011	12,698 40	23,190 96
753	LOCKHEED MARTIN CORP	30-Sep-2011	56,049 18	111,940 98
2,340	LORILLARD INC	22-Oct-2013	111,141.81	118,591 20
953	MCDONALDS CORP COM	25-Mar-2011	70,407.64	92,469.59
108	MCDONALDS CORP COM	3-Apr-2013	10,763 46	10,479.24
369	MCDONALDS CORP COM	11-Oct-2013	34,798.99	35,804.07
322	MCDONALDS CORP COM	6-Nov-2013	31,191.66	31,243.66
682	MEADWESTVACO CORP	4-Oct-2010	14,879.57	25,186.26
561	MEADWESTVACO CORP	17-Dec-2010	12,978.71	20,717 73
1,533	MEADWESTVACO CORP	25-Mar-2011	39,627 93	56,613.69
536	MEADWESTVACO CORP	14-May-2012	14,798 75	19,794 48
480	MERCK AND CO INC SHS	4-Oct-2010	17,850 57	24,024.00
294	MERCK AND CO INC SHS	19-Oct-2010	10,944.97	14,714 70
591	MERCK AND CO INC SHS	17-Dec-2010	21,648.33	29,579.55
1,598	MERCK AND CO INC SHS	25-Mar-2011	52,014.42	79,979.90
445	MERCK AND CO INC SHS	20-Jun-2013	21,265 53	22,272.25
3,194	MICROSOFT CORP	21-Apr-2011	79,513 03	119,487 54
1,507	MICROSOFT CORP	6-Oct-2011	38,106 45	56,376 87
7,723	PEOPLES UNITED FNL INC	26-Nov-2013	114,783 86	116,771 76
2,404	PFIZER INC	4-Oct-2010	41,997 88	73,634.52
1,804	PFIZER INC	17-Dec-2010	30,974 68	55,256.52
4,928	PFIZER INC	25-Mar-2011	98,532.90	150,944.64
1,055	PHILIP MORRIS INTL INC	4-Oct-2010	59,712 79	91,922 15
792	PHILIP MORRIS INTL INC	17-Dec-2010	46,965 36	69,006.96
2,163	PHILIP MORRIS INTL INC	25-Mar-2011	137,220 72	188,462 19
573	PROCTER & GAMBLE CO	4-Oct-2010	34,592.01	46,647.93
430	PROCTER & GAMBLE CO	17-Dec-2010	27,356 60	35,006.30
1,175	PROCTER & GAMBLE CO	25-Mar-2011	71,686 75	95,656 75
616	PROCTER & GAMBLE CO	6-Nov-2013	49,926 06	50,148.56
3,321	REPUBLIC SERVICES INC	13-Nov-2013	113,632.66	110,257.20
2,502	REYNOLDS AMERICAN INC	4-Oct-2010	75,047.49	125,074.98
1,877	REYNOLDS AMERICAN INC	17-Dec-2010	60,383 09	93,831 23
5,129	REYNOLDS AMERICAN INC	25-Mar-2011	175,514 38	256,398.71
928	ROYAL DUTCH SHEL PLC	4-Oct-2010	54,622 08	69,702.08
750	ROYAL DUTCH SHEL PLC	17-Dec-2010	49,413 53	56,332.50
2,048	ROYAL DUTCH SHEL PLC	25-Mar-2011	147,988 48	153,825.28
221	ROYAL DUTCH SHEL PLC	15-Aug-2012	16,201 60	16,599 31
2,338	SEADRILL LTD	4-Sep-2013	107,355 58	96,045 04
1,369	S&P US PFD STK INDEX FD ISHARES	4-Oct-2010	54,554.65	50,420.27
1,028	S&P US PFD STK INDEX FD ISHARES	17-Dec-2010	40,112.56	37,861.24
2,808	S&P US PFD STK INDEX FD ISHARES	25-Mar-2011	110,859 84	103,418 64
1,331	S&P US PFD STK INDEX FD ISHARES	3-Apr-2013	53,929.46	49,020.73
3,064	SONOCO PRODUCTS CO	22-Mar-2013	104,605 57	127,830 08
508	SYSCO CORPORATION	4-Oct-2010	14,800 58	18,338 80
435	SYSCO CORPORATION	17-Dec-2010	12,710.70	15,703.50
1,189	SYSCO CORPORATION	25-Mar-2011	33,470 35	42,922.90
1,088	SYSCO CORPORATION	16-Aug-2012	32,634 56	39,276 80
2,947	TEXAS INSTRUMENTS	13-Mar-2013	103,234.00	129,402.77
1,017	TIME WARNER CABLE INC	23-Nov-2012	93,251.38	137,803 50
1,254	UNITED PARCEL SVC	15-Aug-2013	110,082.39	131,770.32

MCCOMBS FOUNDATION, INC.

EIN: 74-2204217

FORM 990PF 12-31-13

PART II - LINE 10b CORPORATE STOCK

# OF SHS	NAME OF SECURITY	DATE OF PURCHASE	COST	CURRENT MKT VALUE
1,958	VERIZON COMMUNICATNS COM	4-Oct-2010	64,104 92	96,216 12
311	VERIZON COMMUNICATNS COM	16-Dec-2010	10,654 61	15,282 54
1,752	VERIZON COMMUNICATNS COM	17-Dec-2010	60,601 68	86,093 28
4,711	VERIZON COMMUNICATNS COM	25-Mar-2011	174,376 72	231,498 54
1,449	WAL-MART STORES	21-Aug-2013	107,481.75	114,021 81
771	WAL-MART STORES	11-Oct-2013	56,349.15	60,669 99
2,691	WASTE MANAGEMENT INC	20-Jun-2013	109,118 97	120,745 17
3,735	WELLS FARGO & CO NEW DEL	14-May-2013	143,063 95	169,569.00
3,245	WILLIAMS COMPANIES DEL	12-Jul-2013	108,838.92	125,159 65
339,813	CIPHER PHARMACEUTICALS, INC.	6-May-2013	1,332,066 99	2,568,986 00
	EUROPEAN DIVERGENCE OFFSHORE PTRS	2-Jul-2009	1,267,573 51	134,372.82
	GEN IV CAPITAL PARTNERS, LLC	31-Oct-2010	977,066 04	894,020 00
	LKCM HEADWATER INVESTMENTS I, LP	1-Jul-2011	333,687.68	351,393 00
			12,759,878	15,299,209

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MCCOMBS FOUNDATION, INC.	74-2204217
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	755 E. MULBERRY, SUITE 600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN ANTONIO, TX 78212	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► GARY V. WOODS, TRUSTEE

Telephone No ► 210-821-6523

Fax No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

► ☒ calendar year 20 13 or► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	4,019.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	12,820.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 1-2014)

FIF20501L 12/31/13