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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

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

Name of foundation JOAN AND HERB KELLEHER CHARITABLE FOUNDATION		A Employer identification number 74-2833381
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 12170		B Telephone number (see the instructions) (210) 229-1975
City or town, state or province, country, and ZIP or foreign postal code San Antonio TX 78212		C If exemption application is pending, check here. ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 14,860,943.	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	275,287.	275,287.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,154,123.		
	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)					
12 Total. Add lines 1 through 11.	275,287.	1,429,410.			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	60,000.	15,000.		45,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule). L-16a Stmt.	4,484.	2,242.		2,242.
	b Accounting fees (attach sch). L-16b Stmt.	25,000.	12,500.		12,500.
	c Other prof fees (attach sch) . L-16c Stmt.	115,453.	115,453.		
	17 Interest	5.	5.		
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	16,120.	5,662.		0.
	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	1,231.	1,118.		113.
	24 Total operating and administrative expenses. Add lines 13 through 23	222,293.	151,980.		59,855.
	25 Contributions, gifts, grants paid	690,750.			690,750.
26 Total expenses and disbursements. Add lines 24 and 25	913,043.	151,980.		750,605.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-637,756.				
b Net investment income (if negative, enter -0-)		1,277,430.			
c Adjusted net income (if negative, enter -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		6,384.	6,576.	6,576.
	2	Savings and temporary cash investments		372,018.	462,375.	462,375.
	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) L-10a Stmt . .		1,774,735.	1,764,540.	1,741,122.
		b Investments — corporate stock (attach schedule) . L-10b Stmt . .		8,010,929.	8,365,140.	11,532,885.
		c Investments — corporate bonds (attach schedule) . L-10c Stmt . .		1,071,409.	1,130,336.	1,088,465.
	LIABILITIES	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 L-15 Stmt)		8,324.	29,520.	29,520.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		11,243,799.	11,758,487.	14,860,943.
17		Accounts payable and accrued expenses				
18		Grants payable		918,250.	1,050,000.	
NET ASSETS OR FUND BALANCES	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)		918,250.	1,050,000.	
		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		10,325,549.	10,708,487.		
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		10,325,549.	10,708,487.		
31	Total liabilities and net assets/fund balances (see instructions)		11,243,799.	11,758,487.		

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	10,325,549.
2	Enter amount from Part I, line 27a	2	-637,756.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	1,572,373.
4	Add lines 1, 2, and 3	4	11,260,166.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	551,679.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,708,487.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE SCHEDULE 9		P	Various	Various
b CAPITAL GAIN DISTRIBUTIONS		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 4,820,958.		3,705,516.	1,115,442.
b 38,681.		0.	38,681.
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 0.	0.	0.	1,115,442.
b 0.	0.	0.	38,681.
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	1,154,123.
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	1,154,123.

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	677,854.	13,076,613.	0.051837
2011	662,676.	12,888,942.	0.051414
2010	572,715.	11,267,601.	0.050828
2009	580,735.	10,934,822.	0.053109
2008	641,460.	12,988,876.	0.049385

2 Total of line 1, column (d)	2	0.256573
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	0.051315
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	13,916,098.
5 Multiply line 4 by line 3	5	714,105.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,774.
7 Add lines 5 and 6	7	726,879.
8 Enter qualifying distributions from Part XII, line 4	8	750,605.

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.

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 12,774.
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 12,774.
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 12,774.
6 Credits/Payments:		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 7,200.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 7,200.	
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 5,574.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 0.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	
	Refunded	

Part II 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
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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? If 'Yes,' complete Part II, column (c), and Part XV	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? If 'No,' attach explanation	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)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of JOHN J. RIZZO, JR., CPA PC Telephone no. (210) 229-1975 Located at 405 N. ST. MARY'S ST., SUITE 700, SAN ANTONIO, TX ZIP + 4 78205			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				X

Part VIII 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		
1 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)? ☐		X
1 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? ☐		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 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 __, 20 __, 20 __, 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5 b****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?

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

6 b

X

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****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
HERBERT D. KELLEHER 2702 LOVE FIELD DR. DALLAS TX 75235	TRUSTEE-NV 2.00	0.	0.	0.
JOAN N. KELLEHER 2702 LOVE FIELD DR. DALLAS TX 75235	TRUSTEE-NV 2.00	0.	0.	0.
J. MICHAEL KELLEHER 300 PASEO ENCINAL SAN ANTONIO TX 78212	TRUSTEE 5.00	15,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		45,000.	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

None

Part I 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
ALAMO ADVISORS LP 4114 POND HILL RD SAN ANTONIO TX 78231	INVESTMENT ADVISOR	54,180.
Total number of others receiving over \$50,000 for professional services		None

Part IV 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	
2	
3	
4	

Part V 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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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Part VII 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	12,991,764.
b Average of monthly cash balances	1 b	1,136,254.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	14,128,018.
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	14,128,018.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	211,920.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,916,098.
6 Minimum investment return. Enter 5% of line 5	6	695,805.

Part VIII 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	695,805.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	12,774.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	12,774.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	683,031.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	683,031.
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	683,031.

Part IX 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	750,605.
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	750,605.
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	12,774.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	737,831.

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 VII 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				683,031.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			558,165.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	0.			
b From 2009	0.			
c From 2010	0.			
d From 2011	0.			
e From 2012	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 750,605.				
a Applied to 2012, but not more than line 2a			558,165.	
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				192,440.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				490,591.
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)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009	0.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	0.			
e Excess from 2013	0.			

BAA

Form 990-PF (2013)

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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				

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).)

JOAN N. KELLEHER AND HERBERT D. KELLEHER (NON-VOTING TRUSTEES)

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:

TINA A. PAWELEK
405 N. ST. MARY'S ST., SUITE 700
SAN ANTONIO TX 78205 (210) 229-1975

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

NO APPLICATION FORM. GUIDELINES ARE PROVIDED BY THE FOUNDATION UPON REQUEST.

c Any submission deadlines:

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE SCHEDULE 10		501(c) (3)	SEE SCHEDULE 10	690,750.
Total			3 a	690,750.
<i>b Approved for future payment</i> SEE SCHEDULE 10		501(c) (3)	SEE SCHEDULE 10	1,050,000.
Total			3 b	1,050,000.

Part 202 Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	275,287.	
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					
8	Gain or (loss) from sales of assets other than inventory . . .			18	1,154,123.	
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)				1,429,410.	
13	Total. Add line 12, columns (b), (d), and (e)					1,429,410.

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

Part XV-E Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	5,662.	5,662.		
FEDERAL EXCISE TAX	10,458.	0.		0.
Total	16,120.	5,662.		0.

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
BANK FEES	113.	0.		113.
ADR FEES	1,118.	1,118.		0.
Total	1,231.	1,118.		113.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

DISBURSEMENT ON MULTI-YEAR GRANTS DURING YEAR	418,250.
CAPITAL GAIN ON INVESTMENTS-SEE PART IV	1,154,123.
Total	1,572,373.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

MULTI-YEAR GRANTS AWARDED DURING YEAR	550,000.
BASIS ADJUSTMENTS ON INVESTMENTS	1,679.
Total	551,679.

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 . . ☒ Business . ☐ JULIA K. STACY 223 ALLEN ST. SAN ANTONIO TX 78209	TRUSTEE 5.00	15,000.	0.	0.
Person . . ☒ Business . ☐ RUTH K. AGATHER 300 W. FRENCH PL. SAN ANTONIO TX 78212	TRUSTEE 5.00	15,000.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

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 . . ☒ Business . ☐ DAVID N. KELLEHER 315 PASEO ENCINAL SAN ANTONIO TX 78212	TRUSTEE 5.00	15,000.	0.	0.

Total

45,000. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RPSA LAW FIRM	LEGAL FEES	4,484.	2,242.		2,242.
Total		4,484.	2,242.		2,242.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOHN J. RIZZO, JR. CPA PC	ACCOUNTING AND TAX SERVICES	18,000.	9,000.		9,000.
MISC PROVIDERS	ACCOUNTING AND TAX SERVICES	7,000.	3,500.		3,500.
Total		25,000.	12,500.		12,500.

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
LAZARD ASSET MANAGEMENT	INVESTMENT MANAGEMENT FEES	7,327.	7,327.		
WASATCH ADVISORS	INVESTMENT MANAGEMENT FEES	10,970.	10,970.		
MASTRAPASQUA	INVESTMENT MANAGEMENT FEES	3,992.	3,992.		
GABELLI ASSET MANAGEMENT	INVESTMENT MANAGEMENT FEES	11,131.	11,131.		
MCDONNELL	INVESTMENT MANAGEMENT FEES	9,327.	9,327.		

Form 990-PF, Page 1, Part I

Continued

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
METROPOLITAN WEST	INVESTMENT MANAGEMENT FEES	7,320.	7,320.		
SANDS CAPITAL	INVESTMENT MANAGEMENT FEES	11,206.	11,206.		
ALAMO ADVISORS LP	INVESTMENT ADVISORY FEES	54,180.	54,180.		
Total		<u>115,453.</u>	<u>115,453.</u>		

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
MC DONNELL BOND ACCT-SEE SCHEDULE 1	93,022.	91,680.	1,671,518.	1,649,442.
Total	<u>93,022.</u>	<u>91,680.</u>	<u>1,671,518.</u>	<u>1,649,442.</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
DIVERSIFIED MUTUAL FUND ACCOUNT-SEE SCHEDULE 2	3,880,474.	4,245,060.
GABELLI EQUITY ACCOUNT - SEE SCHEDULE 3	618,852.	1,335,993.
WASATCH EQUITY ACCOUNT - SEE SCHEDULE 4	844,862.	1,339,289.
LAZARD EQUITY ACCOUNT - SEE SCHEDULE 5	882,680.	1,201,132.
METWEST EQUITY ACCOUNT - SEE SCHEDULE 6	1,076,030.	1,594,822.
SANDS EQUITY CAPITAL ACCOUNT - SEE SCHEDULE 7	1,062,242.	1,816,589.
Total	<u>8,365,140.</u>	<u>11,532,885.</u>

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
MC DONNELL BOND MGMT ACCOUNT (DOMESTIC)-SEE SCHEDULE 8	1,130,336.	1,088,465.
Total	<u>1,130,336.</u>	<u>1,088,465.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
INVESTMENT ACCOUNTS RECEIVABLE	8,324.	29,520.	29,520.
Total	<u>8,324.</u>	<u>29,520.</u>	<u>29,520.</u>

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 1

FEDERAL AND STATE OBLIGATIONS

YEAR END 12/31/13

<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
UNITED STATES TREASURY NOTE	70,000.00	84,816
UNITED STATES TREASURY NOTE	275,000.00	279,876
UNITED STATES TREASURY NOTE	70,000.00	77,100
UNITED STATES TREASURY NOTE	150,000.00	152,438
UNITED STATES TREASURY NOTE	225,000.00	225,729
UNITED STATES TREASURY NOTE	150,000.00	155,708
UNITED STATES TREASURY NOTE	250,000.00	242,188
UNITED STATES TREASURY NOTE	50,000.00	49,391
UNITED STATES TREASURY NOTE	50,000.00	50,104
FEDL HOME LOAN MTG CORP#C57076	145,000.00	522
FEDL HOME LOAN MTG CORP#C57865	145,000.00	1,266
FEDERAL NATIONAL MTG ASSN	85,000.00	86,023
FEDERAL NATIONAL MTG ASSN	50,000.00	50,329
FEDERAL HOME LOAN MTG CORP	50,000.00	54,499
FEDERAL HOME LOAN MTG CORP	50,000.00	49,700
FNMA GTD PASS THRU POOL#600058	145,000.00	2,070
FEDERAL NATIONAL MTG ASSN	85,000.00	87,687
		1,649,442

TOTAL STATE OBLIGATIONS

STATE OF CONNECTICUT TAX G/O	15,000.00	15,118
FLORIDA HURRICANE CATASTROPHE	15,000.00	14,993
MECKLENBURG CNTY N C LTD	15,000.00	14,432
NEW YORK ST ENVIRONMENTAL	10,000.00	9,606
OAKLAND UNIV MICH REV GEN REV	10,000.00	9,519
PORT AUTH N Y & N J FOR	10,000.00	11,268
SIERRA PAC PWR CO GEN& REF-M 6	15,000.00	16,744
		91,680

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 2

MUTUAL FUND ACCOUNT

YEAR END 12/31/13

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
JAHYX	**JANUS INVESTMENT FUND	100,398.59	921,659
LZEMX	**LAZARD EMERGING MARKETS	14,826.66	276,814
PFORX	**PIMCO FOREIGN BOND FUND	35,486.63	373,319
PTLDX	**PIMCO LOW DURATION FUND	88,524.89	914,462
TRREX	**T ROWE PRICE REAL ESTATE	20,202.27	428,490
VFINX	**VANGUARD 500 INDEX FUND	5,428.97	924,880
WAIGX	**WASATCH FDS INC	13,956.48	405,436
			4,245,060

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 3

GABELLI EQUITY ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
AMCX	AMC NETWORKS INC	600.00	40,866
AN	AUTONATION INC DEL	300.00	14,907
ASMA	ASCENT CAPITAL GROUP INC	210.00	17,968
AXP	AMERICAN EXPRESS COMPANY	500.00	45,365
BBGI	BEASLEY BROADCAST GROUP INC	3,000.00	26,190
BK	BANK NEW YORK MELLON CORP	1,000.00	34,940
CBB	CINCINNATI BELL INC NEW	2,000.00	7,120
CHE	CHEMED CORPORATION	300.00	22,986
CPB	CAMPBELL SOUP CO	500.00	21,640
CR	CRANE CO	500.00	33,625
CVC	CABLEVISION SYSTEMS CORP-CL A	1,400.00	25,102
DANOY	***DANONE	1,000.00	14,419
DBD	DIEBOLD INC	400.00	13,204
DISH	DISH NETWORK CORP	500.00	28,960
DPS	DR PEPPER SNAPPLE GROUP INC	240.00	11,693
DTV	DIRECTV	600.00	41,436
ENR	ENERGIZER HOLDINGS INC	300.00	32,472
FDML	FEDERAL MOGUL HOLDINGS	1,213.00	23,872
FLO	FLOWERS FOODS INC	450.00	9,662
FLS	FLOWERVE CORP	600.00	47,298
GFF	GRIFFON CORP	1,000.00	13,210
GGG	GRACO INC	200.00	15,624
GIS	GENERAL MILLS INC	700.00	34,937
GPC	GENUINE PARTS CO	500.00	41,595
GTI	GRAFTECH INTERNATIONAL LTD	500.00	5,615
HON	HONEYWELL INTL INC	500.00	45,685
HSI	HILLSHIRE BRANDS CO	280.00	9,363
HSIC	HENRY SCHEIN INC	200.00	22,852
IFF	INTL FLAVORS & FRAGRANCES INC	300.00	25,794
INAP	INTERNAP NETWORK SERVICES	2,000.00	15,040
ITT	ITT CORPORATION	200.00	8,684
KO	COCA COLA COMPANY	1,000.00	41,310
LENB	LENNAR CORP	300.00	10,116
LM	LEGG MASON INC	600.00	26,088
LMCA	LIBERTY MEDIA CORP DELAWARE	104.00	15,214
MDLZ	MONDELEZ INTERNATIONAL INC	500.00	17,650
MSEX	MIDDLESEX WATER CO	300.00	6,282
MSG	MADISON SQUARE GARDEN CO (THE)	400.00	23,032
MYE	MYERS INDUSTRIES INC	600.00	12,672

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 3

GABELLI EQUITY ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
NFG	NATIONAL FUEL GAS CO	500.00	35,700
NTRS	NORTHERN TRUST CORP	400.00	24,756
OKE	ONEOK INC	400.00	24,872
PBY	PEP BOYS-MANNY MOE & JACK	800.00	9,712
PDCO	PATTERSON COMPANIES INC	600.00	24,720
PNK	PINNACLE ENTERTAINMENT INC	500.00	12,995
RHP	RYMAN HOSPITALITY PPTYS INC	565.85	23,641
SATS	ECHOSTAR CORPORATION	100.00	4,972
SNI	SCRIPPS NETWORKS INTERACTIVE	400.00	34,564
SXT	SENSIENT TECHNOLOGIES CORP	200.00	9,704
TG	TREDEGAR CORPORATION	300.00	8,643
TV	***GRUPO TELEVISA SA DE CV	1,000.00	30,260
TWX	TIME WARNER INC	266.00	18,546
TXN	TEXAS INSTRUMENTS INCORPORATED	800.00	35,128
WFC	WELLS FARGO & CO	800.00	36,320
WM	WASTE MANAGEMENT INC DEL	600.00	26,922
WTS	WATTS WATER TECHNOLOGIES INC	500.00	30,935
XLS	EXELIS INC	200.00	3,812
XRAY	DENTSPLY INTERNATIONAL INC NEW	300.00	14,544
XYL	XYLEM INC	600.00	20,760

1,335,993

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 4

WASATCH EQUITY ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
ACTG	ACACIA RESEARCH - ACACIA	1,002.00	14,569
ADS	ALLIANCE DATA SYSTEM CORP	188.00	49,431
ALGT	ALLEGiant TRAVEL CO	231.00	24,357
AMG	AFFILIATED MANAGERS GROUP INC	124.00	26,893
ANSS	ANSYS INC	388.00	33,834
BCPC	BALCHEM CORP	335.00	19,665
CACC	CREDIT ACCEPTANCE CORP-MICH	194.00	25,218
CEB	CORPORATE EXECUTIVE BOARD	350.00	27,101
CHS	CHICOS FAS INC	987.00	18,595
CPRT	COPART INC	2,311.00	84,698
CRR	CARBO CERAMICS INC	167.00	19,461
DLLR	DFC GLOBAL CORP	1,499.00	17,164
DRQ	DRIL-QUIP INC	203.00	22,316
ENSG	ENSIGN GROUP INC COM USD0.001	823.00	36,434
ENV	ENVESTNET INC	102.00	4,111
EXLS	EXLSERVICE HOLDINGS INC	566.00	15,633
FCFS	FIRST CASH FINANCIAL SERVICES	245.00	15,151
FIO	FUSION-IO INC	838.00	7,467
GGG	GRACO INC	274.00	21,405
GMAN	GORDMANS STORES INC	475.00	3,643
GNRC	GENERAC HOLDINGS INC	190.00	10,762
HIBB	HIBBETT SPORTS INC	255.00	17,124
HITT	HITTITE MICROWAVE CORP	167.00	10,309
HLF	***HERBALIFE LTD	274.00	21,564
ICLR	***ICON PLC	635.00	25,664
IEX	IDEX CORP	657.00	48,519
INT	WORLD FUEL SERVICES CORP	416.00	17,955
INWK	INNERWORKINGS INC	2,169.00	16,897
IPCM	IPC THE HOSPITALIST CO INC	328.00	19,480
JOBS	***51JOB INC	178.00	13,866
KNX	KNIGHT TRANSPORTATION INC	891.00	16,341
LTM	LIFE TIME FITNESS INC	1,020.00	47,940
MD	MEDNAX INC	906.00	48,362
MFA	MFA FINANCIAL INC	1,343.00	9,482
MFRM	MATTRESS FIRM HOLDING CORP	210.00	9,038
MNRO	MONRO MUFFLER BRAKE INC	257.00	14,485
MSM	MSC INDUSTRIAL DIRECT CO INC	494.00	39,950
NILE	BLUE NILE INC	224.00	10,548

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 4

WASATCH EQUITY ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
NUS	NU SKIN ENTERPRISES INC	216.00	29,856
ODFL	OLD DOMINION FREIGHT LINES INC	550.00	29,161
ONE	HIGHER ONE HLDGS INC	982.00	9,584
POOL	POOL CORPORATION	438.00	25,465
POWI	POWER INTEGRATIONS INC	226.00	12,615
PPO	POLYPORE INTERNATIONAL INC	956.00	37,188
PRAA	PORTFOLIO RECOVERY ASSOCIATES	438.00	23,144
RP	REALPAGE INC	598.00	13,981
RUSHB	RUSH ENTERPRISES INC	277.00	7,064
SAVE	SPIRIT AIRLINES INC	545.00	24,748
SD	SANDRIDGE ENERGY INC	725.00	4,401
SEIC	SEI INVESTMENTS CO	737.00	25,596
SYNT	SYNTEL INC	185.00	16,826
TECH	TECHNE CORP	114.00	10,792
TRAK	DEALERTRACK TECHNOLOGIES	456.00	21,924
TTEK	TETRA TECH INC NEW	542.00	15,165
TYL	TYLER TECHNOLOGIES INC	225.00	22,979
ULTI	ULTIMATE SOFTWARE GROUP INC	119.00	18,233
VPRT	***VISTAPRINT NV	669.00	38,033
WAIR	WESCO AIRCRAFT HOLDINGS INC	787.00	17,251
WCN	WASTE CONNECTIONS INC	874.00	38,133
WDR	WADDELL & REED FINANCIAL INC	180.00	11,722
			1,339,289

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 5

LAZARD EQUITY ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
ASAZY	***ASSA ABLOY AB	970.00	25,660
ASBFY	***ASSOCIATED BRITISH FOODS	415.00	16,806
ATASY	***ATLANTIA SPA	2,138.00	24,025
BAMXY	***BAYERISCHE MOTOREN WERKE AG	790.00	30,923
BAYRY	***BAYER AKTIENGESELLSCHAFT	290.00	40,739
BHP	***BHP BILLITON LTD	330.00	22,506
BNPQY	***BNP PARIBAS	935.00	36,493
BRGY Y	***BG GROUP PLC ADR FINAL	810.00	17,407
BTI	***BRITISH AMERICAN TOBACCO	249.00	26,748
BUD	***ANHEUSER-BUSCH INBEV SA	375.00	39,923
CABGY	***CARLSBERG AS	590.00	13,077
CFRUY	***COMPAGNIE FINANCIERE	1,485.00	14,828
DKILY	***DAIKIN INDS LTD	160.00	19,942
DWAHY	***DAIWA HOUSE INDUSTRY CO LTD	125.00	24,202
E	***ENI S P A SPONSORED ADR	310.00	15,032
EXPGY	***EXPERIAN PLC	440.00	8,118
FSNUY	***FRESENTUS SE & CO	465.00	8,938
HSBC	***HSBC HOLDINGS PLC	580.00	31,975
IFJPY	***INFORMA PLC	1,275.00	24,221
JSGRY	***LIXIL GROUP CORPORATION	390.00	21,395
KDDIY	***KDDI CORPORATION	995.00	15,312
KMTUY	***KOMATSU LTD	660.00	13,419
LDBKY	***LADBROKES PLC	2,600.00	7,704
LYG	***LLOYDS BANKING GROUP PLC	5,110.00	27,185
MDLAY	***MEDIOLANUM SPA	1,050.00	18,230
MKTAY	***MAKITA CORP	400.00	21,008
NVO	***NOVO NORDISK A/S-ADR	205.00	37,876
NVS	***NOVARTIS AG	583.00	46,862
PGSVY	***PETROLEUM GEO SVCS ASA NEW	760.00	8,951
PUK	***PRUDENTIAL PLC SPONS ADR	1,045.00	47,025
RCI	***ROGERS COMMUNICATIONS INC	345.00	15,611
RDEIY	***RED ELECTRICA CORPORACION	1,640.00	21,920
RDSA	***ROYAL DUTCH SHELL PLC	320.00	22,806
REXMY	***REXAM PLC	635.00	27,897
RYAAY	***RYANAIR HOLDINGS PLC	415.00	19,476
SAP	***SAP AG	445.00	38,777
SAXPY	***SAMPO OYJ	1,130.00	27,809

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 5

LAZARD EQUITY ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
SCHYY	***SANDS CHINA LTD	395.00	32,272
SIG	***SIGNET JEWELERS LIMITED	225.00	17,708
SMFG	***SUMITOMO MITSUI FINL GROUP	3,860.00	40,491
SNY	***SANOFI	585.00	31,374
SUTNY	***SUMITOMO MITSUI TR HOLDINGS	2,200.00	11,596
SVNDY	***SEVEN & I HOLDINGS CO LTD	345.00	27,441
SWDBY	***SWEDBANK AB	585.00	16,486
SWGAY	***SWATCH GROUP AG (THE)	435.00	14,417
TUWOY	***TULLOW OIL PLC	1,180.00	8,356
UL	***UNILEVER PLC	655.00	26,986
VLECY	***VALEO-SPONSORED ADR	510.00	28,261
WOSYY	***WOLSELEY PLC	3,276.00	18,585
YAHOO	***YAHOO JAPAN CORP	2,366.00	26,338
	***EUROPEAN AERONAUTIC DEFENCE	1,040.00	19,995
			1,201,132

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 6

MET WEST ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
AAPL	APPLE INC	60.00	33,661
ABBV	ABBVIE INC	400.00	21,124
ABT	ABBOTT LABORATORIES	1,150.00	44,080
BA	BOEING CO	420.00	57,326
BAX	BAXTER INTERNATIONAL INC	495.00	34,427
BEN	FRANKLIN RESOURCES INC	665.00	38,390
CI	CIGNA CORPORATION	500.00	43,740
DD	E I DU PONT DE NEMOURS & CO	660.00	42,880
DE	DEERE & CO	325.00	29,682
DEO	***DIAGEO PLC-SPONSORED ADR	250.00	33,105
DIS	WALT DISNEY CO	660.00	50,424
EMC	EMC CORP-MASS	1,300.00	32,695
ESRX	EXPRESS SCRIPTS HOLDING	520.00	36,525
GS	GOLDMAN SACHS GROUP INC	273.00	48,392
HD	HOME DEPOT INC	490.00	40,347
HES	HESS CORPORATION	205.00	17,015
HII	HUNTINGTON INGALLS INDUSTRIES	310.00	27,903
HON	HONEYWELL INTL INC	200.00	18,274
HSY	HERSHEY COMPANY (THE)	405.00	39,378
IBM	INTERNATIONAL BUSINESS	135.00	25,322
INTU	INTUIT INC	555.00	42,358
JPM	JPMORGAN CHASE & CO	750.00	43,860
NEE	NEXTERA ENERGY INC	570.00	48,803
NTRS	NORTHERN TRUST CORP	640.00	39,610
NU	NORTHEAST UTILITIES	650.00	27,554
ORCL	ORACLE CORPORATION	1,050.00	40,173
OXY	OCCIDENTAL PETE CORP	455.00	43,271
PEP	PEPSICO INC	530.00	43,958
PPRU	***KERING	1,550.00	32,817
QCOM	QUALCOMM INC	560.00	41,580
QEP	QEP RESOURCES INC	760.00	23,294
SCHW	CHARLES SCHWAB CORP NEW	1,500.00	39,000
SLB	***SCHLUMBERGER LTD	390.00	35,143
ST	***SENSATA TECHNOLOGIES	758.00	29,388
STI	SUNTRUST BANKS INC	1,100.00	40,491
TIF	TIFFANY & CO NEW	230.00	21,339
TRW	TRW AUTOMOTIVE HOLDINGS INC	620.00	46,122

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 6

MET WEST ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
TWX	TIME WARNER INC	620.00	43,226
TXN	INCORPORATED	730.00	32,054
UBS	***UBS AG	1,990.00	38,308
UN	***UNILEVER N V	910.00	36,609
UPS	UNITED PARCEL SVC INC	440.00	46,235
ZION	ZIONS BANCORPORATION	1,500.00	44,940
			1,594,822

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 7

SANDS ACCOUNT

12/31/2013

<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
ALXN	ALEXION PHARMACEUTICALS INC	415.00	55,147
AMZN	AMAZON.COM INC	305.00	121,631
ARMH	***ARM HOLDINGS PLC	1,080.00	59,109
ASML	***ASML HOLDING N V	675.00	63,248
ATHN	ATHENAHEALTH INC	180.00	24,210
BIDU	***BAIDU INC	595.00	105,839
BIIB	BIOGEN IDEC INC	210.00	58,710
BMRN	BIOMARIN PHARMACEUTICAL INC	375.00	26,381
CERN	CERNER CORP	785.00	43,756
CMG	CHIPOTLE MEXICAN GRILL INC	130.00	69,261
CRM	SALESFORCE.COM INC	1,980.00	109,276
FB	FACEBOOK INC	1,545.00	84,433
FTI	FMC TECHNOLOGIES INC	775.00	40,463
GOOGL	GOOGLE INC	125.00	140,089
ISRG	INTUITIVE SURGICAL INC	95.00	36,488
LNKD	LINKEDIN CORPORATION	180.00	39,029
LVS	LAS VEGAS SANDS CORP	680.00	53,632
MON	MONSANTO CO	410.00	47,786
NKE	NIKE INC-CL B	725.00	57,014
NOV	NATIONAL-OILWELL VARCO INC	605.00	48,116
PCLN	PRICELINE GROUP INC (THE)	80.00	92,992
REGN	REGENERON PHARMACEUTICALS INC	175.00	48,167
SBUX	STARBUCKS CORP	405.00	31,748
SCHW	CHARLES SCHWAB CORP NEW	1,655.00	43,030
SLB	***SCHLUMBERGER LTD	680.00	61,275
SPLK	SPLUNK INC	575.00	39,485
SWN	SOUTHWESTERN ENERGY CO	1,225.00	48,179
ULTA	ULTA SALON COSMETICS &	415.00	40,056
V	VISA INC	575.00	128,041

1,816,589

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 8

CORPORATE BONDS

12/31/2013

<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
AT&T INC	20,000.00	20,017
ACE INA HLDG INC	16,000.00	17,942
AETNA INC	25,000.00	23,029
***AMERICA MOVIL S A DE C V	15,000.00	16,896
AMERICAN EXPRESS CO	20,000.00	23,074
AMERICAN INTL GROUP INC	20,000.00	22,941
ANHEUSER BUSCH COS INC	20,000.00	22,250
APPLE INC	25,000.00	22,480
BB&T CORP	20,000.00	20,221
***BHP BILLITON FIN USA LTD	21,000.00	20,875
BAPTIST HEALTH SOUTH FLA TAX	10,000.00	10,311
BROWN FORMAN CORP	15,000.00	15,493
BURLINGTON NORTHN SANTA FE LLC	23,000.00	21,419
CIGNA CORP	17,000.00	17,694
CAPITAL ONE FINANCIAL CO	20,000.00	20,901
CATERPILLAR FINL SVCS CORP	18,000.00	17,453
CHEVRON CORP NEW	13,000.00	12,951
CITIGROUP INC	16,000.00	18,443
COMCAST CORP NEW	15,000.00	16,734
COSTCO WHOLESALE CORP NEW	20,000.00	19,265
***COVIDIEN INTL FIN S A	20,000.00	21,222
***CREDIT SUISSE	20,000.00	22,227
DEERE JOHN CAP CORP	20,000.00	20,476
DIRECTV HLDGS LLC / DIRECTV	16,000.00	16,808
DISCOVERY COMMUNICATIONS LLC	20,000.00	21,831
DR PEPPER SNAPPLE INC	20,000.00	20,757
ERP OPER LTD PARTNERSHIP	16,000.00	17,964
ENERGY NORTHWEST WASH ELEC	25,000.00	24,440
ENTERPRISE PRODUCTS OPER	20,000.00	23,024
GENERAL ELEC CAP CORP	25,000.00	28,709
GEORGIA PWR CO	15,000.00	16,263
GOLDMAN SACHS GROUP INC	20,000.00	22,739
GOOGLE INC	16,000.00	16,531
INTEL CORP	20,000.00	19,870
J P MORGAN CHASE & CO	30,000.00	27,960
KINDER MORGAN ENERGY PARTNERS	20,000.00	19,778
MAGELLAN MIDSTREAM PARTNERS LP	20,000.00	22,362
MARATHON OIL CORP	20,000.00	18,432

JOAN & HERB KELLEHER
CHARITABLE FOUNDATION

SCHEDULE 8

CORPORATE BONDS

12/31/2013

<u>Description</u>	<u>Quantity</u>	<u>Market Value</u>
MCKESSON CORP	16,000.00	16,675
MERRILL LYNCH & CO INC	16,000.00	18,475
METLIFE INC	20,000.00	21,228
MICROSOFT CORP	20,000.00	18,094
MORGAN STANLEY	20,000.00	19,827
PPL CAPITAL FUNDING INC	20,000.00	18,610
PACCAR FINANCIAL CORP	18,000.00	17,974
PRAXAIR INC	15,000.00	16,729
***RIO TINTO FINANCE USA LTD	18,000.00	18,563
***ROYAL BK CDA	20,000.00	20,676
SEMPRA ENERGY	20,000.00	18,414
THERMO FISHER SCIENTIFIC	18,000.00	18,408
TIME WARNER INC	20,000.00	21,327
TOYOTA MOTOR CREDIT CORP	20,000.00	20,094
US BANCORP	20,000.00	20,042
VERIZON COMMUNICATIONS INC	20,000.00	21,171
WELLS FARGO & CO	20,000.00	20,373
		1,088,465

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

74-2833381

12/31/2013

SCHEDULE 9 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
Fixed income 981-00097							
XEROX CORP	16000.000	P	VARIOUS	1/28/2013	17,979	17,884	95
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	1/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	1/15/2013	2,247	104	2,143
FNMA POOL #600058		P	8/28/2001	1/25/2013	4	0	4
GOLDMAN SACHS GROUP INC	17000.000	P	VARIOUS	2/13/2013	18,826	18,045	781
UNITED STATES TREASURY NOT	25000.000	P	3/14/2012	2/13/2013	26,821	25,000	1,821
CATERPILLAR FINL SVCS CORP	18000.000	P	VARIOUS	2/26/2013	16,757	16,898	(141)
ROYAL BANK OF CANADA	15000.000	P	4/16/2012	2/27/2013	15,115	15,051	64
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	2/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	2/15/2013	17	1	16
FNMA POOL #600058		P	8/28/2001	2/25/2013	4	0	4
BURLINGTON NORTHERN SANTA	18000.000	P	VARIOUS	3/6/2013	21,127	20,598	529
REPUBLIC SVCS INC	16000.000	P	VARIOUS	3/13/2013	18,326	17,805	521
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	3/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	3/15/2013	1,060	49	1,011
FNMA POOL #600058		P	8/28/2001	3/25/2013	4	0	4
WASTE MGMT INC	15000.000	P	VARIOUS	4/10/2013	16,540	16,364	176
KRAFT FOODS INC	25000.000	P	VARIOUS	4/19/2013	30,191	29,740	451
MORGAN STANLEY	21000.000	P	VARIOUS	4/23/2013	21,445	21,047	398
UNITED STATES TREASURY NOT	50000.000	P	4/25/2012	4/25/2013	50,131	50,097	34
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	4/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	4/15/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	4/25/2013	4	0	4
MCDONALDS CORP	15000.000	P	9/19/2012	5/1/2013	17,929	17,596	333
BEAR STEARNS COS INC	14000.000	P	VARIOUS	5/7/2013	17,399	16,424	976
COSTCO WHSL CORP	8000.000	P	3/27/2012	5/15/2013	9,345	9,234	110
UNITED STATES TREASURY NOT	50000.000	P	VARIOUS	5/16/2013	54,559	52,154	2,405
WILLIS NORTH AMER INC	17000.000	P	VARIOUS	5/20/2013	20,291	19,385	905
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	5/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	5/15/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	5/28/2013	4	0	4
DOW CHEM CO	16000.000	P	VARIOUS	6/24/2013	17,337	17,526	(189)
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	6/17/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	6/17/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	6/25/2013	5	0	4
PETROBAS INTL FIN CO	15000.000	P	4/19/2012	7/8/2013	17,134	17,977	(843)
INTERNATIONAL BK FOR RECON	50000.000	P	4/26/2010	7/15/2013	50,000	49,830	170
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	7/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	7/15/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	7/25/2013	5	0	4
BANK MONTREAL	18000.000	P	VARIOUS	8/21/2013	18,445	18,349	96
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	8/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	8/15/2013	4	0	3
FNMA POOL #600058		P	8/28/2001	8/26/2013	5	0	5
VERIZON COMMUNICATIONS INC	18000.000	P	VARIOUS	9/13/2013	18,630	18,739	(109)
UNITED STATES TREASURY NOT	75000.000	P	VARIOUS	9/16/2013	75,000	75,000	-
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	9/16/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	9/16/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	9/25/2013	5	0	5
FEDEX CORP	20000.000	P	8/22/2012	10/31/2013	18,689	19,756	(1,068)
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	10/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	10/15/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	10/25/2013	5	0	5
AT&T INC	17000.000	P	VARIOUS	11/20/2013	17,750	17,659	91
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	11/15/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	11/15/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	11/25/2013	5	0	5
UNITED STATES TREASURY NOT	50000.000	P	3/14/2012	11/29/2013	50,209	50,148	61

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

74-2833381

12/31/2013

SCHEDULE 9 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
FEDL HOME LOAN MTG CORP#C57076		P	8/28/2001	12/16/2013	1	0	1
FEDL HOME LOAN MTG CORP#C57865		P	8/28/2001	12/16/2013	3	0	3
FNMA POOL #600058		P	8/28/2001	12/26/2013	5	0	5
Mutual Funds 981-00094							
PIMCO LOW DURATION FUND	58479.532	P	VARIOUS	7/1/2013	599,985	607,576	(7,591)
LAZARD 981-00098							
SANOFI	125	P	VARIOUS	1/15/2013	5,983	4,588	1,394
BHP BILLITON LTD	105	P	VARIOUS	1/16/2013	8,011	7,750	260
MERCK	100	P	4/28/2011	1/17/2013	4,467	3,491	976
MERCK	70	P	4/29/2011	1/22/2013	3,058	2,491	567
REXAM	0.5	P	2/3/2011	1/29/2013	18	15	3
DAITO TRUST CONSTRUCTION C	155	P	VARIOUS	2/4/2013	3,652	2,356	1,296
LVMH MOET HENNESSY LOUIS V	360	P	VARIOUS	2/6/2013	12,896	7,912	4,984
SANOFI	145	P	5/18/2006	2/8/2013	6,575	7,050	(474)
GETINGE	120	P	10/5/2012	2/11/2013	3,601	3,672	(71)
DAIHATSU MOTOR	100	P	12/10/2012	2/19/2013	3,947	3,720	227
PETROFAC LTD	200	P	4/6/2011	2/19/2013	2,460	2,513	(53)
PETROFAC LTD	170	P	VARIOUS	2/20/2013	2,061	2,135	(74)
DAITO TRUST CONSTRUCTION C	145	P	VARIOUS	3/8/2013	3,042	2,196	846
BRITISH AMERICAN TOBACCO	75	P	1/24/2007	3/14/2013	7,860	4,443	3,417
ORICA LTD	100	P	VARIOUS	3/18/2013	2,491	2,793	(302)
ORICA LTD	275	P	VARIOUS	3/19/2013	6,849	7,744	(895)
ING GROEP	300	P	VARIOUS	3/27/2013	2,143	3,414	(1,271)
ING GROEP	1800	P	VARIOUS	3/28/2013	12,918	17,094	(4,176)
ING GROEP	40	P	7/19/2012	4/2/2013	274	267	7
SOFTBANK CORP	500	P	VARIOUS	4/16/2013	11,074	9,657	1,417
SOFTBANK CORP	5	P	8/2/2012	4/17/2013	96	101	(5)
SANDVIK	790	P	VARIOUS	4/22/2013	11,085	11,132	(47)
CANON INC	200	P	VARIOUS	4/30/2013	7,136	9,265	(2,129)
CANON INC	182	P	VARIOUS	5/1/2013	6,395	5,768	627
BRITISH SKY BROADCASTING	200	P	VARIOUS	5/10/2013	9,929	8,611	1,317
FANUC CORPORATION	455	P	VARIOUS	5/17/2013	11,972	9,002	2,970
DAIHATSU MOTOR	100	P	12/10/2012	6/10/2013	3,964	3,720	244
DAIHATSU MOTOR	155	P	12/10/2012	6/11/2013	6,247	5,766	481
VALEO	85	P	VARIOUS	6/26/2013	2,584	2,609	(25)
MERCK	100	P	6/1/2012	7/3/2013	4,998	3,077	1,920
SANOFI	100	P	5/16/2006	7/1/2013	5,195	4,862	333
MERCK	200	P	VARIOUS	7/2/2013	10,178	6,456	3,723
MERCK	40	P	6/1/2012	7/9/2013	1,973	1,231	742
DAITO TRUST CONSTRUCTION C	300	P	VARIOUS	7/10/2013	6,595	5,494	1,101
DAITO TRUST CONSTRUCTION C	145	P	3/18/2011	7/11/2013	3,197	2,798	398
ANHEUSER-BUSCH INBEV	115	P	VARIOUS	7/16/2013	10,479	4,847	5,632
POTASH CORP	309	P	VARIOUS	7/16/2013	11,917	13,171	(1,254)
TELSTRA CORPORATION	440	P	VARIOUS	7/25/2013	9,980	6,730	3,250
ASSA ABLOY	200	P	2/4/2010	7/31/2013	4,393	1,813	2,580
UNILEVER	100	P	7/10/2007	7/31/2013	4,033	3,085	948
UNILEVER	195	P	VARIOUS	7/31/2013	7,890	6,282	1,607
ASSA ABLOY	55	P	2/4/2010	8/1/2013	1,182	498	684
ASSA ABLOY	200	P	2/4/2010	7/30/2013	4,393	1,813	2,580
SANOFI	205	P	VARIOUS	8/7/2013	10,686	7,340	3,346
VOLVO	300	P	3/15/2013	9/25/2013	4,686	4,728	(43)
VOLVO	300	P	3/15/2013	9/26/2013	4,580	4,728	(148)
VOLVO	70	P	3/15/2013	9/27/2013	1,038	1,103	(65)
EXPERIAN	250	P	8/10/2012	9/30/2013	4,728	3,853	875
AKTIEBOLAGET ELECTROLUX	100	P	7/25/2013	10/3/2013	5,283	5,760	(477)
AKTIEBOLAGET ELECTROLUX	190	P	VARIOUS	10/7/2013	9,640	10,999	(1,359)

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

74-2833381

12/31/2013

SCHEDULE 9 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
GETINGE	200	P	VARIOUS	10/16/2013	6,214	6,005	209
GETINGE	185	P	VARIOUS	10/18/2013	5,872	5,931	(59)
TECHNIP	100	P	VARIOUS	10/31/2013	2,629	2,039	589
YAHOO JAPAN	0.66666	P	1/27/2010	10/8/2013	7	5	2
TECHNIP	200	P	VARIOUS	11/1/2013	5,108	4,378	730
TECHNIP	205	P	VARIOUS	11/4/2013	5,236	5,426	(190)
SIGNET JEWELERS LIMITED	75	P	3/14/2013	11/21/2013	5,779	4,735	1,044
PETROFAC LTD	100	P	4/7/2011	12/17/2013	887	1,255	(368)
PETROFAC LTD	720	P	VARIOUS	12/18/2013	6,409	9,132	(2,723)
WOLSELEY	0.77417	P	10/20/2011	12/3/2013	4	2	2
MASTRAPASQUA 981-00101							
SAP	320	P	4/7/2011	1/22/2013	24,606	20,100	4,505
TARGET CORP	230	P	6/18/2012	1/29/2013	14,095	13,483	611
AMGEN INC	90	P	1/3/2012	1/31/2013	7,700	5,759	1,941
APPLE INC	20	P	12/8/2009	1/31/2013	9,111	3,787	5,324
BROADCOM CORP	130	P	3/16/2010	1/31/2013	4,335	4,254	81
BLACKROCK INC	20	P	1/7/2013	1/31/2013	4,729	4,319	411
BORG WARNER AUTOMOTIVE IN	125	P	7/2/2009	1/31/2013	9,284	4,131	5,153
COMCAST CORP	125	P	7/19/2012	1/31/2013	4,795	4,078	717
CATERPILLAR INC	75	P	5/17/2010	1/31/2013	7,366	4,736	2,630
DOW CHEMICAL CO	150	P	6/18/2012	1/31/2013	4,930	4,947	(16)
EMC CORP	1000	P	5/16/2011	1/31/2013	24,700	27,578	(2,878)
EXXON MOBIL CORP	145	P	9/1/2005	1/31/2013	13,061	8,953	4,109
GENUINE PARTS CO	70	P	7/26/2010	1/31/2013	4,705	3,065	1,641
HONEYWELL INTL INC	145	P	6/15/2005	1/31/2013	9,880	5,423	4,457
HOME DEPOT INC	285	P	3/25/2009	1/31/2013	19,129	6,773	12,356
INTEL CORP	270	P	2/8/2010	1/31/2013	5,686	5,262	424
INTERNATIONAL BUSINESS MAC	30	P	12/14/2011	1/31/2013	6,101	5,650	451
KLA-TENCOR CORP	75	P	2/23/2010	1/31/2013	4,134	2,193	1,941
MERCK & CO INC	100	P	7/19/2012	1/31/2013	4,351	4,375	(24)
MICROCHIP TECHNOLOGY INC	145	P	7/6/2006	1/31/2013	4,853	4,274	579
MICROSOFT CORP	210	P	3/15/2012	1/31/2013	5,777	6,901	(1,124)
NATIONAL OILWELL VARCO INC	85	P	12/2/2010	1/31/2013	6,256	5,307	949
NOVARTIS	75	P	3/15/2012	1/31/2013	5,101	4,078	1,023
NIKE INC	120	P	10/14/2008	1/31/2013	6,440	3,537	2,903
PRICE T ROWE GROUP INC	170	P	12/14/2011	1/31/2013	12,112	9,187	2,926
PARKER HANNIFIN CORP	60	P	3/10/2010	1/31/2013	5,583	3,830	1,753
PRAXAIR INC	50	P	7/1/2010	1/31/2013	5,490	3,842	1,648
STARWOOD HOTELS & RESORTS	70	P	3/15/2012	1/31/2013	4,283	3,928	355
SCHLUMBERGER LTD	80	P	9/2/2010	1/31/2013	6,270	4,466	1,804
STARBUCKS CORP	185	P	4/6/2010	1/31/2013	10,326	4,550	5,776
UNION PACIFIC CORP	50	P	9/12/2012	1/31/2013	6,559	6,212	347
VISA INC	40	P	8/10/2010	1/31/2013	6,263	2,995	3,267
BROADCOM CORP	745	P	VARIOUS	2/5/2013	24,190	25,247	(1,057)
MERCK & CO INC	300	P	7/19/2012	3/7/2013	13,031	13,124	(93)
DOW CHEMICAL CO	375	P	6/18/2012	3/27/2013	11,823	12,366	(543)
BORG WARNER AUTOMOTIVE IN	350	P	VARIOUS	4/16/2013	25,678	10,667	15,011
NIELSEN HOLDINGS	305	P	3/7/2013	5/23/2013	10,490	10,507	(17)
HOME DEPOT INC	145	P	3/25/2009	6/10/2013	11,353	3,446	7,907
ABBOTT LABORATORIES	400	P	VARIOUS	7/2/2013	14,013	11,637	2,376
ACCENTURE	260	P	VARIOUS	7/2/2013	18,705	17,113	1,592
ACE LIMITED	150	P	1/24/2013	7/2/2013	13,441	12,796	645
ABBVIE INC	400	P	VARIOUS	7/2/2013	16,985	12,619	4,366
ALLERGAN INC	225	P	9/1/2011	7/2/2013	18,889	18,363	526
AMGEN INC	310	P	1/3/2012	7/2/2013	29,799	19,836	9,963
ANADARKO PETROLEUM CORP	190	P	VARIOUS	7/2/2013	16,623	13,836	2,787
APPLE INC	60	P	12/8/2009	7/2/2013	25,093	11,361	13,732
BLACKROCK INC	70	P	1/7/2013	7/2/2013	17,997	15,115	2,882

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(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
BAXTER INTERNATIONAL INC	260	P	VARIOUS	7/2/2013	18,133	17,916	217
CVS CAREMARK CORPORATION	480	P	VARIOUS	7/2/2013	28,041	20,839	7,202
COMCAST CORP	565	P	VARIOUS	7/2/2013	23,058	18,945	4,113
COVIDIEN	400	P	12/2/2011	7/2/2013	23,109	16,998	6,111
CATERPILLAR INC	270	P	5/17/2010	7/2/2013	22,390	17,048	5,341
CISCO SYSTEMS INC	970	P	VARIOUS	7/2/2013	23,688	18,341	5,347
WALT DISNEY CO	350	P	VARIOUS	7/2/2013	22,392	19,594	2,797
E I DUPONT DE NEMOURS & CO	475	P	VARIOUS	7/2/2013	25,098	22,605	2,493
EXXON MOBIL CORP	280	P	9/1/2005	7/2/2013	25,428	17,288	8,140
ENSCO	280	P	VARIOUS	7/2/2013	16,121	16,554	(433)
ECOLAB INC	135	P	VARIOUS	7/2/2013	11,646	9,803	1,843
FLUOR CORP	245	P	VARIOUS	7/2/2013	14,335	14,655	(321)
GENUINE PARTS CO	375	P	VARIOUS	7/2/2013	31,121	18,181	12,939
HONEYWELL INTL INC	460	P	6/15/2005	7/2/2013	35,993	17,205	18,788
HOME DEPOT INC	420	P	VARIOUS	7/2/2013	32,615	10,038	22,577
INTEL CORP	960	P	VARIOUS	7/2/2013	22,868	19,079	3,789
INTERNATIONAL BUSINESS MAC	115	P	VARIOUS	7/2/2013	22,123	22,452	(328)
KLA-TENCOR CORP	460	P	2/23/2010	7/2/2013	25,441	13,448	11,993
MONSANTO CO	270	P	VARIOUS	7/2/2013	26,502	19,090	7,411
MALLINCKRODT	50	P	12/2/2011	7/2/2013	2,160	1,628	532
MARSH & MCLENNAN	415	P	VARIOUS	7/2/2013	16,734	15,496	1,239
MCDONALDS CORP	175	P	VARIOUS	7/2/2013	17,466	16,257	1,209
MICROCHIP TECHNOLOGY INC	750	P	VARIOUS	7/2/2013	28,185	14,813	13,372
MICROSOFT CORP	910	P	VARIOUS	7/2/2013	30,931	28,546	2,386
NATIONAL OILWELL VARCO INC	215	P	VARIOUS	7/2/2013	15,106	15,127	(21)
NOVARTIS	325	P	3/15/2012	7/2/2013	23,037	17,670	5,367
NIKE INC	530	P	10/14/2008	7/2/2013	33,348	15,621	17,726
PRICE T ROWE GROUP INC	290	P	VARIOUS	7/2/2013	21,366	18,259	3,107
PARKER HANNIFIN CORP	285	P	3/10/2010	7/2/2013	27,393	18,194	9,199
PRAXAIR INC	200	P	7/1/2010	7/2/2013	23,065	15,368	7,698
QUALCOMM INC	320	P	4/2/2012	7/2/2013	19,518	21,984	(2,466)
STARWOOD HOTELS & RESORTS	210	P	3/15/2012	7/2/2013	13,331	11,785	1,546
SCHLUMBERGER LTD	320	P	9/2/2010	7/2/2013	23,306	17,866	5,441
STARBUCKS CORP	565	P	4/6/2010	7/2/2013	37,730	13,897	23,834
3M COMPANY	225	P	12/14/2011	7/2/2013	24,586	17,657	6,929
THERMO FISHER SCIENTIFIC INC	225	P	VARIOUS	7/2/2013	19,164	14,227	4,936
UNION PACIFIC CORP	140	P	VARIOUS	7/2/2013	21,741	18,660	3,081
UNITED TECHNOLOGIES CORP	250	P	12/14/2011	7/2/2013	23,617	18,232	5,385
VISA INC	160	P	8/10/2010	7/2/2013	29,724	11,981	17,743
GABELLI 981-00100							
AUTONATION INC	200	P	6/24/2008	2/1/2013	9,399	2,304	7,095
BANK NEW YORK MELLON CORP	400	P	11/24/2010	2/1/2013	10,993	10,939	54
BOEING CO	200	P	9/13/2011	2/1/2013	14,893	12,593	2,300
D E MASTER BLENTERS	600	P	10/18/2010	2/1/2013	7,536	6,102	1,434
DIEBOLD INC	200	P	4/9/2008	2/1/2013	5,889	7,600	(1,711)
ENERGIZER HOLDINGS INC	100	P	12/24/2002	2/1/2013	8,826	2,737	6,089
FLOWSERVE CORP	100	P	7/23/2002	2/1/2013	15,685	1,470	14,214
FEDERAL MOBUL CORPORATION	200	P	1/26/2010	2/1/2013	1,897	3,488	(1,591)
GENERAL MILLS INC	300	P	4/20/2008	2/1/2013	12,609	7,382	5,227
INTERNAP NETWORK SERVICES	1000	P	4/28/2011	2/1/2013	8,010	8,208	(198)
MADISON SQUARE GARDEN CO	100	P	12/7/2009	2/1/2013	5,208	1,733	3,475
MYERS INDUSTRIES INC	400	P	11/24/2010	2/1/2013	6,029	4,006	2,023
ONEOK INC	200	P	8/16/2002	2/1/2013	9,459	1,984	7,475
PATTERSON COMPANIES INC	200	P	6/16/2003	2/1/2013	7,349	4,471	2,878
PEP BOYS-MANNY MOE & JACK	400	P	12/4/2012	2/1/2013	4,385	3,696	689
HENRY SCHEIN INC	200	P	6/16/2003	2/1/2013	17,393	5,150	12,242
UNITED STATES CELLULAR COR	200	P	1/6/2011	2/1/2013	7,632	10,084	(2,451)
YOUNG INNOVATIONS INC	500	P	6/16/2003	2/1/2013	19,750	13,993	5,757

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(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
KRAFT FOODS GROUP INC	166	P	3/18/2010	5/16/2013	9,152	5,216	3,936
D E MASTER BLENTERS	800	P	10/18/2010	7/17/2013	12,894	8,135	4,759
SENSIENT TECHNOLOGIES CORI	300	P	6/12/2003	11/20/2013	14,835	6,614	8,221
DENTSPLY INTERNATIONAL INC	200	P	6/16/2003	11/21/2013	9,571	4,055	5,516
ENERGIZER HOLDINGS INC	100	P	12/24/2002	11/21/2013	10,793	2,737	8,056
EXELIS INC	200	P	10/28/2005	11/21/2013	3,453	1,351	2,102
ONEOK INC	200	P	8/16/2002	11/21/2013	11,485	1,984	9,501
HENRY SCHEIN INC	100	P	6/16/2003	11/21/2013	11,407	2,575	8,832
STARZ	104	P	VARIOUS	11/21/2013	2,815	84	2,721
SUPERIOR INDUSTRIES INTL	500	P	2/21/2012	11/21/2013	9,281	9,524	(243)
TELEPHONE & DATA SYSTEM INC	326	P	1/16/2003	11/21/2013	9,553	7,160	2,394
<u>METWEST 981-00095</u>							
ABBVIE INC	150	P	VARIOUS	1/16/2013	5,295	3,919	1,376
HESS CORPORATION	150	P	VARIOUS	1/29/2013	10,169	8,090	2,080
NORTHROP GRUMMAN CORP	250	P	VARIOUS	2/5/2013	16,226	15,467	759
HOSPIRA INC	270	P	VARIOUS	2/14/2013	8,158	10,022	(1,863)
NORTHROP GRUMMAN CORP	250	P	VARIOUS	2/22/2013	16,479	12,841	3,638
HOME DEPOT INC	220	P	4/23/2007	2/26/2013	14,800	8,632	6,168
H J HEINZ	320	P	VARIOUS	4/25/2013	23,171	14,791	8,379
SPX CORP	160	P	VARIOUS	5/14/2013	12,222	8,602	3,620
HESS CORPORATION	250	P	VARIOUS	5/15/2013	17,731	13,896	3,836
BOEING CO	140	P	5/12/2006	5/23/2013	13,902	12,283	1,619
H J HEINZ	180	P	VARIOUS	6/6/2013	13,028	8,445	4,583
SPX CORP	170	P	VARIOUS	7/22/2013	12,759	9,272	3,487
PPR	175	P	6/20/2013	8/1/2013	216	4,555	(4,339)
CIGNA CORPORATION	190	P	8/19/2011	8/7/2013	14,802	7,974	6,829
EBAY INC	460	P	VARIOUS	9/20/2013	25,255	12,648	12,607
CHARLES SCHWAB CORP	1000	P	VARIOUS	11/13/2013	23,879	16,765	7,114
BAXTER INTERNATIONAL INC	50	P	5/12/2006	11/20/2013	3,443	1,910	1,533
DEERE & CO	40	P	5/12/2006	11/20/2013	3,375	1,779	1,596
WALT DISNEY CO	50	P	10/22/2012	11/20/2013	3,469	2,583	886
EMC CORP	150	P	6/16/2008	11/20/2013	3,568	2,472	1,097
EXPRESS SCRIPTS HOLDING CO	50	P	8/9/2013	11/20/2013	3,246	3,302	(56)
FRANKLIN RESOURCES INC	70	P	VARIOUS	11/20/2013	3,775	2,320	1,456
GOLDMAN SACHS GROUP INC	20	P	6/20/2013	11/20/2013	3,321	3,149	172
HESS CORPORATION	40	P	6/23/2010	11/20/2013	3,247	2,195	1,052
HUNTINGTON INGALLS INDUSTR	40	P	VARIOUS	11/20/2013	3,176	1,588	1,588
HERSHEY COMPANY	30	P	VARIOUS	11/20/2013	2,873	1,043	1,830
INTERNATIONAL BUSINESS MAC	20	P	5/12/2006	11/20/2013	3,700	1,665	2,035
INTUIT INC	45	P	VARIOUS	11/20/2013	3,289	1,337	1,952
M&T BANK CORP	30	P	VARIOUS	11/20/2013	3,399	1,330	2,069
NEXTERA ENERGY INC	40	P	9/29/2008	11/20/2013	3,467	2,093	1,374
NORTHEAST UTILITIES	80	P	12/19/2012	11/20/2013	3,364	3,162	203
NORTHERN TRUST CORP	60	P	VARIOUS	11/20/2013	3,432	3,359	73
OCCIDENTAL PETE CORP	30	P	6/18/2012	11/20/2013	2,904	2,508	396
ORACLE CORPORATION	100	P	5/12/2006	11/20/2013	3,478	1,405	2,073
PEPSICO INC	40	P	1/24/2012	11/20/2013	3,421	2,649	772
QUALCOMM INC	50	P	4/18/2011	11/20/2013	3,573	2,660	913
TRW AUTOMOTIVE HOLDINGS	40	P	4/10/2012	11/20/2013	2,999	1,728	1,271
TIME WARNER INC	50	P	VARIOUS	11/20/2013	3,292	1,362	1,931
TEXAS INSTRUMENTS INC	80	P	5/12/2006	11/20/2013	3,367	2,663	704
UNILEVER	90	P	6/4/2009	11/20/2013	3,517	2,246	1,271
TIME WARNER INC	250	P	VARIOUS	11/21/2013	16,643	6,792	9,850
EMC CORP	350	P	VARIOUS	11/27/2013	8,364	5,060	3,304
INTERNATIONAL BUSINESS MAC	40	P	5/12/2006	11/27/2013	7,170	3,331	3,839
CIGNA CORPORATION	100	P	VARIOUS	12/4/2013	8,630	4,205	4,426
M&T BANK CORP	300	P	VARIOUS	12/13/2013	34,107	18,319	15,788

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SANDS 981-00096							
INTERCONTINENTALEXCHANGE	55	P	7/1/2006	1/10/2013	6,986	2,938	4,048
QUALCOMM INC	300	P	VARIOUS	1/18/2013	19,472	13,358	6,114
INTERCONTINENTALEXCHANGE	175	P	VARIOUS	1/31/2013	24,327	14,781	9,545
APPLE INC	50	P	12/4/2009	2/8/2013	23,078	9,635	13,443
REGENERON PHARMACEUTICAL	85	P	VARIOUS	2/20/2013	13,513	5,658	7,855
APPLE INC	15	P	12/4/2009	2/22/2013	6,700	2,891	3,809
COACH INC	625	P	VARIOUS	3/14/2013	31,163	36,960	(5,797)
APPLE INC	30	P	12/4/2009	3/25/2013	13,903	5,781	8,122
APPLE INC	60	P	12/4/2009	4/3/2013	25,936	11,562	14,374
APPLE INC	40	P	12/4/2009	4/5/2013	16,909	7,708	9,201
AMAZON.COM INC	5	P	12/4/2009	5/10/2013	1,297	685	612
FMC TECHNOLOGIES INC	20	P	2/25/2008	5/10/2013	1,100	513	587
QUALCOMM INC	400	P	VARIOUS	5/10/2013	25,782	15,608	10,175
ALLERGAN INC	95	P	5/11/2006	5/20/2013	9,477	4,518	4,959
ALLERGAN INC	100	P	VARIOUS	6/19/2013	10,088	5,227	4,861
CERNER CORP	165	P	VARIOUS	7/17/2013	8,144	5,995	2,149
F5 NETWORKS INC	365	P	VARIOUS	7/17/2013	29,354	39,308	(9,954)
PRAXAIR INC	385	P	VARIOUS	8/5/2013	46,198	38,012	8,185
ALEXION PHARMACEUTICALS INC	45	P	VARIOUS	8/6/2013	5,136	1,425	3,711
AMAZON.COM INC	45	P	12/4/2009	8/6/2013	13,511	6,161	7,350
GOOGLE INC	10	P	12/7/2009	8/6/2013	8,961	5,817	3,144
STARBUCKS CORP	170	P	5/11/2006	8/6/2013	12,375	6,225	6,150
VISA INC	50	P	3/19/2008	8/6/2013	9,154	2,885	6,269
BIOMARIN PHARMACEUTICAL INC	60	P	11/1/2012	9/16/2013	4,373	2,227	2,146
AMAZON.COM INC	60	P	12/4/2009	10/18/2013	19,036	8,215	10,821
CHIPOTLE MEXICAN GRILL INC	25	P	11/13/2012	10/18/2013	11,978	6,615	5,363
ALLERGAN INC	210	P	VARIOUS	10/22/2013	19,279	12,816	6,463
ALLERGAN INC	250	P	VARIOUS	11/8/2013	22,232	22,779	(546)
ALEXION PHARMACEUTICALS INC	50	P	VARIOUS	11/20/2013	6,057	1,613	4,445
AMAZON.COM INC	35	P	12/4/2009	11/20/2013	12,731	4,792	7,938
ARM HOLDINGS	125	P	1/18/2013	11/20/2013	5,748	5,161	586
ATHENAHEALTH INC	20	P	2/17/2012	11/20/2013	2,510	1,314	1,196
ASML HOLDING	85	P	VARIOUS	11/20/2013	7,590	2,524	5,065
BIOMARIN PHARMACEUTICAL INC	45	P	11/1/2012	11/20/2013	3,127	1,670	1,456
BIOMARIN PHARMACEUTICAL INC	25	P	3/25/2013	11/20/2013	6,228	4,429	1,799
BAIDU INC	70	P	6/19/2013	11/20/2013	11,181	6,652	4,529
CHIPOTLE MEXICAN GRILL INC	15	P	11/13/2012	11/20/2013	7,978	3,969	4,009
CERNER CORP	95	P	VARIOUS	11/20/2013	5,325	3,583	1,742
FMC TECHNOLOGIES INC	80	P	2/25/2008	11/20/2013	3,888	2,053	1,835
FACEBOOK INC	190	P	5/17/2012	11/20/2013	8,877	7,220	1,657
GOOGLE INC	15	P	12/7/2009	11/20/2013	15,394	8,726	6,668
INTUITIVE SURGICAL INC	7	P	12/7/2009	11/20/2013	2,745	2,027	718
LAS VEGAS SANDS CORP	80	P	11/10/2008	11/20/2013	5,562	440	5,122
MONSANTO CO	45	P	8/5/2013	11/20/2013	4,921	4,393	528
NIKE INC	110	P	VARIOUS	11/20/2013	8,610	3,003	5,607
PRICELINE.COM INC	10	P	3/2/2011	11/20/2013	11,517	4,498	7,018
REGENERON PHARMACEUTICAL	15	P	VARIOUS	11/20/2013	4,197	1,166	3,031
SALESFORCE.COM INC	260	P	VARIOUS	11/20/2013	14,046	2,939	11,106
SPLUNK INC	65	P	4/19/2013	11/20/2013	4,074	2,630	1,444
SCHLUMBERGER LTD	80	P	5/11/2006	11/20/2013	7,273	5,793	1,480
STARBUCKS CORP	50	P	5/11/2006	11/20/2013	3,972	1,831	2,141
ULTA SALON COSMETICS	50	P	4/16/2013	11/20/2013	6,340	4,335	2,005
VISA INC	65	P	3/19/2008	11/20/2013	12,978	3,729	9,249
VISA INC	60	P	VARIOUS	11/26/2013	12,087	3,624	8,463
Nike Inc	170	P	VARIOUS	12/18/2013	13,136	4,785	8,351
Salesforce.com Inc	165	P	VARIOUS	12/18/2013	8,624	1,929	6,696
Starbucks Corp	70	P	5/11/2006	12/18/2013	5,333	2,563	2,770

JOAN AND HERB KELLEHER CHARITABLE FOUNDATION

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SCHEDULE 9 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
WASATCH 981-00099							
LUMBER LIQUIDATORS HOLDING	8	P	11/17/2010	1/16/2013	434	172	262
LUMBER LIQUIDATORS HOLDING	66	P	VARIOUS	1/16/2013	3,562	1,439	2,123
LUMBER LIQUIDATORS HOLDING	68	P	VARIOUS	1/16/2013	3,685	1,523	2,162
LUMBER LIQUIDATORS HOLDING	17	P	VARIOUS	1/17/2013	930	408	522
LUMBER LIQUIDATORS HOLDING	20	P	3/9/2012	1/17/2013	1,093	481	612
ANSYS INC	87	P	VARIOUS	1/31/2013	6,372	3,899	2,472
AFFILIATED MANAGERS GROUP	46	P	11/14/2008	1/31/2013	6,604	1,435	5,169
ALLIANCE DATA SYSTEM CORP	48	P	VARIOUS	1/31/2013	7,519	2,208	5,311
ACACIA RESEARCH	156	P	VARIOUS	1/31/2013	3,944	3,819	125
ALLEGIANTRAVEL CO	83	P	VARIOUS	1/31/2013	6,179	3,223	2,956
BLUE NILE INC	40	P	8/22/2011	1/31/2013	1,339	1,260	79
BALCHEM CORP	77	P	VARIOUS	1/31/2013	2,911	2,185	727
CARBO CERAMICS INC	35	P	9/24/2012	1/31/2013	2,711	2,243	468
CORPORATE EXECUTIVE BOARD	79	P	VARIOUS	1/31/2013	3,950	2,426	1,524
COPART INC	521	P	VARIOUS	1/31/2013	18,506	8,388	10,118
DRIL-QUIP INC	46	P	7/15/2008	1/31/2013	3,744	2,736	1,008
DEALERTRACK TECHNOLOGIES	103	P	VARIOUS	1/31/2013	3,199	2,134	1,066
DFC GLOBAL CORP	337	P	VARIOUS	1/31/2013	6,436	5,957	479
EXLSERVICE HOLDINGS INC	126	P	VARIOUS	1/31/2013	3,724	3,245	479
ENSIGN GROUP INC	249	P	VARIOUS	1/31/2013	7,007	5,604	1,403
FIRST CASH FINANCIAL SERVICE	56	P	VARIOUS	1/31/2013	3,008	1,116	1,892
GORDMANS STORES INC	134	P	5/25/2012	1/31/2013	1,586	2,245	(658)
GRACO INC	62	P	5/25/2007	1/31/2013	3,557	2,405	1,152
ICON	162	P	11/24/2010	1/31/2013	4,752	3,240	1,512
HERBALIFE LTD	115	P	5/3/2012	1/31/2013	4,398	4,621	(223)
HITTITE MICROWAVE CORP	43	P	VARIOUS	1/31/2013	2,647	1,628	1,019
INNERWORKINGS INC	377	P	VARIOUS	1/31/2013	5,264	3,088	2,176
HIBBETT SPORTS INC	58	P	8/4/2006	1/31/2013	3,033	1,220	1,814
IPC THE HOSPITALIST CO INC	74	P	VARIOUS	1/31/2013	3,158	2,883	275
HIGHER ONE HLDGS INC	301	P	VARIOUS	1/31/2013	3,260	5,798	(2,538)
IDEX CORP	184	P	VARIOUS	1/31/2013	9,111	5,634	3,477
KNIGHT TRANSPORTATION INC	202	P	1/25/2012	1/31/2013	3,169	3,271	(102)
LIFE TIME FITNESS INC	213	P	VARIOUS	1/31/2013	10,697	3,726	6,971
MSC INDUSTRIAL DIRECT CO INC	111	P	VARIOUS	1/31/2013	8,759	5,066	3,693
MFA FINANCIAL INC	304	P	1/17/2008	1/31/2013	2,719	2,812	(93)
MEDNAX INC	101	P	VARIOUS	1/31/2013	8,608	6,458	2,150
MONRO MUFFLER BRAKE INC	105	P	VARIOUS	1/31/2013	3,689	3,337	352
POWER INTEGRATIONS INC	99	P	6/15/2007	1/31/2013	3,697	2,592	1,104
PSS WORLD MEDICAL INC	211	P	VARIOUS	1/31/2013	6,102	3,517	2,585
PORTFOLIO RECOVERY ASSOCI	43	P	10/30/2009	1/31/2013	4,564	1,948	2,617
POLYPORE INTERNATIONAL INC	216	P	VARIOUS	1/31/2013	8,375	6,928	1,447
POOL CORPORATION	99	P	1/12/2007	1/31/2013	4,518	3,622	896
OLD COMINION FREIGHT LINES I	125	P	11/14/2008	1/31/2013	4,622	1,346	3,276
RUSH ENTERPRISES INC	63	P	VARIOUS	1/31/2013	1,231	940	291
REALPAGE INC	69	P	VARIOUS	1/31/2013	1,588	1,225	363
SEI INVESTMENTS CO	182	P	VARIOUS	1/31/2013	5,174	4,216	959
TYLER TECHNOLOGIES INC	63	P	7/31/2009	1/31/2013	3,385	973	2,412
TESLA MOTORS INC	94	P	5/22/2012	1/31/2013	3,492	2,892	600
TECHNE CORP	26	P	5/6/2010	1/31/2013	1,844	1,612	231
TETRA TECH INC	123	P	VARIOUS	1/31/2013	3,527	2,528	1,000
ULTIMATE SOFTWARE GROUP IN	30	P	9/21/2011	1/31/2013	3,028	1,520	1,509
VISTAPRINT	150	P	9/21/2011	1/31/2013	5,383	4,026	1,357
WADDELL & REED FINANCIAL INC	55	P	4/13/2009	1/31/2013	2,169	1,152	1,017
WASTE CONNECTIONS INC	211	P	VARIOUS	1/31/2013	7,556	3,407	4,149
SILICON LABORATORIES INC	58	P	VARIOUS	1/31/2013	2,523	2,447	76
PSS WORLD MEDICAL INC	932	P	VARIOUS	2/25/2013	27,028	17,939	9,089
ALLIGIANTRAVEL CO	41	P	4/21/2010	4/3/2013	3,487	2,109	1,379
SKULLCANDY INC	63	P	6/29/2012	4/3/2013	326	878	(553)

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(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
SKULLCANDY INC	101	P	VARIOUS	4/3/2013	525	1,458	(933)
ALLEGiant TRAVEL CO	78	P	VARIOUS	4/4/2013	6,595	3,983	2,612
SKULLCANDY INC	31	P	7/11/2012	4/4/2013	161	438	(277)
SKULLCANDY INC	109	P	VARIOUS	4/4/2013	564	1,590	(1,025)
ALLEGiant TRAVEL CO	16	P	5/5/2010	4/5/2013	1,347	832	515
TESLA MOTORS INC	56	P	5/22/2012	4/23/2013	2,893	1,719	1,174
ALLIANCE DATA SYSTEM CORP	28	P	VARIOUS	4/25/2013	4,651	1,510	3,141
COPART INC	330	P	VARIOUS	4/25/2013	11,367	6,365	5,001
PORTFOLIO RECOVERY ASSOCI	44	P	10/30/2009	5/7/2013	6,136	2,007	4,129
TESLA MOTORS INC	33	P	5/22/2012	5/7/2013	1,905	1,014	892
TESLA MOTORS INC	43	P	5/22/2012	5/14/2013	3,638	1,320	2,318
COPART INC	136	P	9/30/2008	5/21/2013	5,027	2,591	2,437
IDEX CORP	34	P	10/3/2008	5/21/2013	1,927	1,026	901
IDEX CORP	124	P	VARIOUS	5/21/2013	7,016	3,328	3,688
MONRO MUFFLER BRAKE INC	6	P	3/11/2011	5/21/2013	288	188	100
MONRO MUFFLER BRAKE INC	21	P	3/11/2011	5/21/2013	995	657	338
MONRO MUFFLER BRAKE INC	31	P	VARIOUS	5/21/2013	1,470	970	500
MONRO MUFFLER BRAKE INC	33	P	3/14/2011	5/21/2013	1,547	1,033	514
MONRO MUFFLER BRAKE INC	111	P	VARIOUS	5/21/2013	5,164	3,412	1,753
TESLA MOTORS INC	34	P	VARIOUS	5/21/2013	2,940	1,029	1,912
MONRO MUFFLER BRAKE INC	6	P	6/13/2011	5/22/2013	291	185	105
HITTITE MICROWAVE CORP	3	P	5/14/2008	5/24/2013	164	122	42
HITTITE MICROWAVE CORP	16	P	5/14/2008	5/24/2013	881	651	230
POWER INTEGRATIONS INC	161	P	6/15/2007	5/24/2013	7,091	4,190	2,901
SILICON LABORATORIES INC	10	P	2/15/2008	5/24/2013	424	323	101
SILICON LABORATORIES INC	23	P	2/15/2008	5/24/2013	967	742	225
HITTITE MICROWAVE CORP	3	P	5/14/2008	5/28/2013	166	122	44
SILICON LABORATORIES INC	11	P	VARIOUS	5/28/2013	460	333	126
SILICON LABORATORIES INC	17	P	9/17/2008	5/28/2013	709	502	206
SILICON LABORATORIES INC	22	P	9/17/2008	5/28/2013	929	650	279
SILICON LABORATORIES INC	29	P	9/17/2008	5/28/2013	1,214	857	358
SILICON LABORATORIES INC	7	P	2/4/2010	6/13/2013	289	311	(22)
SILICON LABORATORIES INC	22	P	VARIOUS	6/13/2013	897	928	(31)
SILICON LABORATORIES INC	31	P	8/4/2010	6/13/2013	1,271	1,274	(3)
POWER INTEGRATIONS INC	50	P	6/15/2007	6/19/2013	2,047	1,339	708
SILICON LABORATORIES INC	4	P	9/17/2008	6/19/2013	171	118	53
SILICON LABORATORIES INC	8	P	9/17/2008	6/19/2013	343	236	106
WASTE CONNECTIONS INC	67	P	VARIOUS	6/19/2013	2,756	1,180	1,576
TESLA MOTORS INC	38	P	5/23/2012	7/3/2013	4,424	1,139	3,285
TESLA MOTORS INC	32	P	5/23/2012	7/5/2013	3,754	969	2,786
ICON	25	P	11/24/2010	7/9/2013	935	500	435
ICON	27	P	11/24/2010	7/9/2013	1,016	540	476
ICON	30	P	11/24/2010	7/9/2013	1,130	600	530
TESLA MOTORS INC	23	P	5/23/2012	7/9/2013	2,848	689	2,158
TESLA MOTORS INC	17	P	5/23/2012	7/10/2013	2,072	510	1,562
HERBALIFE LTD	83	P	5/3/2012	7/17/2013	4,251	3,833	418
HERBALIFE LTD	30	P	5/3/2012	7/23/2013	1,842	1,426	416
HERBALIFE LTD	39	P	VARIOUS	7/23/2013	2,402	1,857	545
HERBALIFE LTD	40	P	5/4/2012	7/23/2013	2,467	1,929	538
HERBALIFE LTD	97	P	VARIOUS	7/23/2013	5,959	4,288	1,671
TESLA MOTORS INC	23	P	VARIOUS	8/5/2013	3,237	733	2,504
TESLA MOTORS INC	65	P	VARIOUS	8/7/2013	8,748	2,166	6,582
TESLA MOTORS INC	18	P	8/24/2012	8/8/2013	2,749	534	2,214
TESLA MOTORS INC	18	P	8/24/2012	8/20/2013	2,662	534	2,128
TESLA MOTORS INC	49	P	VARIOUS	8/26/2013	8,377	1,671	6,706
TESLA MOTORS INC	38	P	2/21/2013	9/5/2013	6,413	1,330	5,084
HERBALIFE LTD	43	P	5/14/2012	9/12/2013	2,969	1,876	1,093
SILICON LABORATORIES INC	3	P	9/17/2008	9/23/2013	125	89	37
SILICON LABORATORIES INC	22	P	VARIOUS	9/23/2013	917	702	215

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SCHEDULE 9 - FORM 990PF, PART IV, CAPITAL GAINS AND LOSSES

(a) PROPERTY	(b) SOLD	(c) HOW ACQUIRED	(d) DATE ACQUIRED	(e) DATE SOLD	(f) GROSS SALE PRICE	(g) BASIS	(h) GAIN OR LOSS
SILICON LABORATORIES INC	3	P	2/4/2010	9/24/2013	124	133	(9)
SILICON LABORATORIES INC	20	P	2/4/2010	9/24/2013	827	888	(62)
SILICON LABORATORIES INC	24	P	VARIOUS	9/24/2013	991	988	4
AFFILIATED MANAGERS GROUP	3	P	11/14/2008	10/10/2013	563	94	470
AFFILIATED MANAGERS GROUP	5	P	11/14/2008	10/10/2013	938	156	782
AFFILIATED MANAGERS GROUP	53	P	VARIOUS	10/10/2013	9,906	2,911	6,994
GORDMANS STORES INC	7	P	5/25/2012	10/11/2013	74	117	(43)
GORDMANS STORES INC	2	P	5/25/2012	10/14/2013	21	34	(12)
GORDMANS STORES INC	3	P	5/25/2012	10/14/2013	32	50	(19)
GORDMANS STORES INC	8	P	5/25/2012	10/15/2013	84	134	(50)
GORDMANS STORES INC	9	P	5/25/2012	10/15/2013	95	151	(56)
GORDMANS STORES INC	17	P	5/25/2012	10/15/2013	179	285	(106)
GORDMANS STORES INC	17	P	5/25/2012	10/15/2013	178	285	(106)
GORDMANS STORES INC	6	P	5/25/2012	10/16/2013	64	101	(37)
AFFILIATED MANAGERS GROUP	17	P	2/1/2010	10/17/2013	3,240	1,093	2,147
GORDMANS STORES INC	9	P	5/25/2012	10/17/2013	96	151	(55)
SEI INVESTMENTS CO	17	P	8/20/2012	10/17/2013	548	374	174
SEI INVESTMENTS CO	82	P	VARIOUS	10/17/2013	2,638	1,825	813
TYLER TECHNOLOGIES INC	16	P	7/31/2009	10/17/2013	1,446	247	1,199
TYLER TECHNOLOGIES INC	39	P	7/31/2009	10/17/2013	3,525	602	2,923
ULTIMATE SOFTWARE GROUP INC	19	P	9/21/2011	10/17/2013	2,728	964	1,765
WADDELL & REED FINANCIAL INC	63	P	VARIOUS	10/17/2013	3,561	1,345	2,215
GORDMANS STORES INC	16	P	5/25/2012	10/18/2013	169	268	(99)
SEI INVESTMENTS CO	30	P	8/21/2012	10/18/2013	965	669	296
GORDMANS STORES INC	3	P	5/25/2012	10/21/2013	31	50	(19)
GORDMANS STORES INC	6	P	5/25/2012	10/21/2013	63	101	(38)
GORDMANS STORES INC	6	P	5/25/2012	10/22/2013	62	101	(38)
GORDMANS STORES INC	5	P	5/25/2012	10/23/2013	50	84	(34)
GORDMANS STORES INC	3	P	5/25/2012	10/24/2013	30	50	(20)
GORDMANS STORES INC	2	P	5/25/2012	10/25/2013	20	34	(14)
GORDMANS STORES INC	1	P	5/25/2012	10/28/2013	10	17	(7)
GORDMANS STORES INC	5	P	5/25/2012	10/28/2013	49	84	(34)
INNERWORKINGS INC	22	P	6/21/2011	11/6/2013	143	182	(39)
HIGHER ONE HLDGS INC	137	P	8/8/2011	11/12/2013	1,408	2,056	(648)
HIGHER ONE HLDGS INC	148	P	VARIOUS	11/13/2013	1,510	2,461	(951)
HIGHER ONE HLDGS INC	31	P	9/22/2011	11/14/2013	316	524	(208)
HIGHER ONE HLDGS INC	38	P	VARIOUS	11/14/2013	383	579	(197)
TOTAL ALL TRANSACTIONS					4,820,958	3,705,516	1,115,442

JOAN & HERB KELLEHER CHARITABLE FOUNDATION

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PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ALAMO AREA COUNCIL BOY SCOUTS OF AMERICA 2226 N.W Military Highway, San Antonio, TX 78213-1894	CAPITAL CAMPAIGN (5 OF 5)	5,000
BAKER INDUSTRIES 184 Pennsylvania Ave., Malvern , PA 19355	GENERAL FUNDING	5,000
BAT CONSERVATION INTERNATIONAL INC. P.O. BOX 162603, AUSTIN, TX 78716	GENERAL FUNDING	20,000
BATTLE OF FLOWERS ASSOCIATION P.O BOX 6432, SAN ANTONIO, TX 78209	GENERAL FUNDING	5,000
CHILD ADVOCATES SAN ANTONIO 406 SAN PEDRO, SAN ANTONIO, TX 78212	GENERAL FUNDING	5,000
CHRISTIAN SENIOR SERVICES 4306 NW LOOP 410, SAN ANTONIO, TX 78229	GENERAL FUNDING	2,500
CIBOLO NATURE CENTER P.O Box 9, Boerne, TX 78006	HERFF FARM PURCHASE (5 OF 5)	10,000
DEVILS RIVER CONSERVANCY 401 CONGRESS AVE., SUITE 1600, AUSTIN, TX 78701	GENERAL FUNDING	5,000
FRANKLIN INSTITUTE 222 NORTH 20TH ST., PHILADELPHIA, PA 19103	GENERAL FUNDING (6 OF 10)	25,000
GOODWILL INDUSTRIES 406 W. COMMERCE, SAN ANTONIO, TX 78207-3102	CAPITAL CAMPAIGN (2 OF 5) CAPITAL CAMPAIGN (3 OF 5)	10,000 10,000
GUIDE DOGS OF TEXAS 1503 Allena Dr., San Antonio, TX 78213	COMPUTERS & ACCESSORIES	3,000
HUMANE SOCIETY OF BEXAR COUNTY 4804 Fredericksburg Road, San Antonio, Texas 78229	GENERAL FUNDING	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 8700 Crownhill Blvd., Suite 407, San Antonio, Texas 78209	GENERAL FUNDING	10,000
MD ANDERSON CANCER CENTER P O. BOX 301439, HOUSTON, TX 77230-1439	PROSTATE CANCER RESEARCH (PAYMENT 5 OF 5)	50,000
NATIONAL AIR AND SPACE MUSEUM 6TH ST & INDEPENDENCE AVE SW, WASHINGTON, DC 20560-0321	STEVEN F. UDVAR-HAZY CENTER PHASE II 9 OF 10	100,000
SECURING AMERICA'S FUTURE ENERGY 1111 19TH STREET, NW SUITE 406, WASHINGTON, DC 20036	GENERAL FUNDING	50,000
SAINT MARY'S HALL 9401 Starcrest Drive, San Antonio, TX 78217	CAPITAL CAMPAIGN (4 of 5) FUND A MIND (1 OF 2) ANNUAL FUND FUND A MIND (2 OF 2)	110,000 12,500 25,000 12,500
SALVATION ARMY 14038 FAIRWAY OAKS, SAN ANTONIO, TX 78217	SUMMER CHILDREN'S CAMPS CHRISTMAS SEASON NEEDS	5,000 2,500
SAN ANTONIO ACADEMY FOUNDATION 117 East French Place, San Antonio, TX 78212-5899	CAPITAL CAMPAIGN (1 OF 5)	50,000
SAN ANTONIO BOTANICAL GARDEN P O. BOX 6569, SAN ANTONIO, TX 78209-0569	ANNUAL FUND	5,000

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PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SAN ANTONIO LIVESTOCK EXPOSITION INC P.O. BOX 200230, SAN ANTONIO, TX 78220-0230	AUCTION FUND CALF SCRAMBLE	5,000 1,500
SAN ANTONIO INTL PIANO COMPETITION P.O. BOX 781146, SAN ANTONIO, TX 78278	GENERAL FUNDING	2,500
SAN ANTONIO LIGHTHOUSE FOR THE BLIND 2305 ROOSEVELT AVE., SAN ANTONIO, TX 78210	SENIOR PROGRAM	5,000
SAN ANTONIO RIVER FOUNDATION P.O. BOX 830045, SAN ANTONIO, TX 78283-0045	PHASE I OF CONFLUENCE PARK	10,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR., COLLEGE STATION, TX 77840-2811	GENERAL FUNDING (4 OF 4) GENERAL FUNDING	13,250 15,000
TEXAS A&M UNIVERSITY KINGSVILLE MSC 218, Kingsville, TX 78363-8202	SOUTH TEXAS NATIVES	15,000
TEXAS A&M UNIVERSITY SAN ANTONIO FOUNDATION 1450 Gillette Blvd., San Antonio, TX 78224	FOUNDERS CIRCLE CAMPAIGN (5 OF 5)	5,000
TEXAS AGRICULTURAL LAND TRUST P.O. BOX 6152, SAN ANTONIO, TX 78209	STRATEGIC PLANNING INITIATIVE 2013	10,000
TEXAS LUTHERAN UNIVERSITY 1000 W COURT STREET, SEGUIN, TX 78155	AVIATION PROGRAM SCHOARSHIP FUND	2,500
TEXAS PARKS & WILDLIFE FOUNDATION 1901 N. AKARD ST., DALLAS, TX 75201	TRANS-PECOS PRONGHORN RESTORATION	10,000
THRIVE WELL CANCER FOUNDATION P.O. Box 29331, San Antonio, TX 78229	SPONSORSHIP FOR 2014 LUNCHEOIN	5,000
TRACY'S KIDS 4410 MEDICAL DR, #550, SAN ANTONIO, TX 78229	GENERAL FUNDING	5,000
UNICORN CENTERS INC 4630 HAMILTON WOLFE RD, SAN ANTONIO, TX 78229	PROGRAM EXPENSES	5,000
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION C1402, AUSTIN, TX 78712	MCDONALD OBSERVATORY EDUCATION PROGRAMS	5,000
UNIVERSITY OF TEXAS SCHOOL OF LAW 727 E DEAN KEETON ST., AUSTIN, TX 78705-9916	GENERAL FUNDING	3,000
VANDERBILT UNIVERSITY VU STATION B #357735, 2301 VANDERBILT PLACE NASHVILLE, TN 37235-7735	UNDERGRADUATE SCHOLARSHIP FUND (1 of 5)	5,000
WITTE MUSEUM 3801 Broadway, San Antonio, TX 78209-6396	DINOSAURS UNEARTHED EXHIBIT ALIEN WORLDS & ANDROIDS EXHIBIT	10,000 15,000

Total Line 3 (a)

690,750

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PART XV, SUPPLEMENTARY INFORMATION

<u>Name and Address of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Line 3 (b), Grants Approved for Future Payment		
FRANKLIN INSTITUTE 222 NORTH 20TH ST., PHILADELPHIA, PA 19103	GENERAL FUNDING (over 4 years)	100,000
GOODWILL INDUSTRIES 406 W. COMMERCE, SAN ANTONIO, TX 78207-3102	CAPITAL CAMPAIGN (OVER 2 YEARS)	20,000
NATIONAL AIR & SPACE MUSEUM P.O. BOX 37012, WASHINGTON, DC 20013-7012	PHASE TWO OF THE STEVEN F. UDVAR HAZY CENTER (over 1 year)	100,000
SAINT MARY'S HALL 9401 Starcrest Drive, San Antonio, TX 78217	CAPITAL CAMPAIGN (over 1 years)	110,000
SAN ANTONIO ACADEMY FOUNDATION 117 East French Place, San Antonio, TX 78212-5899	SCIENCE LABS (over 4 years)	200,000
TEXAS STATE HISTORIC MUSEUM 1800 CONGRESS AVE., AUSTIN, TX 78701	GENERAL FUNDING (OVER 2 YEARS)	500,000
VANDERBILT UNIVERSITY VU STATION B #357735, 2301 VANDERBILT PLACE NASHVILLE, TN 37235-7735	UNDERGRADUATE SCHOLARSHIP FUND (OVER 4 YEARS)	20,000
	Total Line 3 (b)	<u><u>1,050,000</u></u>