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Form

990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION FROST NATIONAL BANK TR		A Employer identification number 74-2847652	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 2127		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78768		B Telephone number (see instructions) (514) 473-4804	
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 ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 28,906,074		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	199,972	199,972		
	4 Dividends and interest from securities.	426,347	426,347		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,303,224			
	b Gross sales price for all assets on line 6a 8,141,881				
	7 Capital gain net income (from Part IV, line 2) . . .		1,303,224		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,718	1,718		
	12 Total. Add lines 1 through 11	1,931,261	1,931,261		
	13 Compensation of officers, directors, trustees, etc	71,183	71,183		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	30,467	30,467		
	b Accounting fees (attach schedule)	4,800	4,800		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,989	5,778		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,159	1,159		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	114,598	113,387		0
	25 Contributions, gifts, grants paid	1,209,000			1,209,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,323,598	113,387		1,209,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	607,663			
	b Net investment income (if negative, enter -0-)		1,817,874		
	c Adjusted net income (if negative, enter -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			
	2	Savings and temporary cash investments	565,460	1,031,708	1,031,708
	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 schedule) ▶ _____ 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)	456,548	 751,055	744,148
	b	Investments—corporate stock (attach schedule)	14,084,311	 13,271,464	19,954,861
	c	Investments—corporate bonds (attach schedule).	6,630,827	 7,290,583	7,175,357
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,737,146	22,344,810	28,906,074	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	21,737,146	22,344,810	
	30	Total net assets or fund balances (see page 17 of the instructions)	21,737,146	22,344,810	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,737,146	22,344,810		

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	21,737,146
2	Enter amount from Part I, line 27a	2	607,663
3	Other increases not included in line 2 (itemize) ▶ 	3	1
4	Add lines 1, 2, and 3	4	22,344,810
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	22,344,810

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
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	1,303,224
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	-39,294

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,253,549	24,505,522	0 051154
2011	1,172,500	25,360,173	0 046234
2010	1,073,500	23,857,687	0 044996
2009	1,242,049	21,556,561	0 057618
2008	1,335,055	25,065,286	0 053263

2	Total of line 1, column (d).	2	0 253265
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 050653
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	27,264,759
5	Multiply line 4 by line 3.	5	1,381,042
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,179
7	Add lines 5 and 6.	7	1,399,221
8	Enter qualifying distributions from Part XII, line 4. 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	8	1,209,000

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	36,357		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2.				3	36,357
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	36,357		
6 Credits/Payments		7	6,480		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			6,480	
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	6,480		
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	29,877		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11			

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
	1a		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.			No
	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		
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.	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.AKRFOUNDATION.ORG				
14	The books are in care of ▶ FROST NATIIONAL BANK Telephone no ▶ (512) 473-4804 Located at ▶ 401 CONGRESS AVENUE AUSTIN TX ZIP +4 ▶ 78701			
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 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
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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?.	1c		
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
FROST NATIONAL BANK 401 CONGRESS AVE AUSTIN, TX 78701	TRUSTEE 4 00	71,183	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.				

Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

1

2

3

4

Part IX-B

1 N/A

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	26,276,822
b	Average of monthly cash balances.	1b	1,403,136
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	27,679,958
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	27,679,958
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	415,199
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,264,759
6	Minimum investment return. Enter 5% of line 5.	6	1,363,238

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	1,363,238
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	36,357
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,357
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,326,881
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,326,881
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	1,326,881

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,209,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,209,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,209,000
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,326,881
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,208,419	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,209,000				
a Applied to 2012, but not more than line 2a			1,208,419	
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.				581
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				1,326,300
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).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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.	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					

Part XV

Supplementary Information (Complete this part only if the organization 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 address of the person to whom applications should be addressed

FROST NATIONAL BK
C/O S MCGILLICUDDY
401 CONGRESS AVE
AUSTIN, TX 78701
(512) 473-4804

b

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

1) THE REQUEST FOR THE GRANT SHOULD BE RECEIVED ON THE ORGANIZATIONS LETTERHEAD AND SIGNED BY A MEMBER OF THEIR BOARD OF DIRECTORS OR AN OFFICER OF THE ORGANIZATION 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION A) SPECIFIC INFORMATION RELATED TO THE DESIRED USE OF THE GRANT B) A COPY OF THE ORGANIZATIONS CHARTER AND BY-LAWS C) A COPY OF THE ORGANIZATIONS EXEMPTION LETTER FROM INTERNAL REVENUE SERVICE, INCLUDING THE MOST RECENT FINANCIAL STATEMENT

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

GRANTS ARE RESTRICTED TO ORGANIZATIONS WHOSE CHARITABLE PURPOSES SHALL BE LIMITED TO AND SHALL INCLUDE ONLY MEDICAL, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES AND THE ARTS, WITHIN THE MEANING OF THOSE TERMS AS HAVE BEEN DETERMINED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, BUT ONLY SUCH PURPOSES AS ALSO CONSTITUTE PUBLIC CHARITABLE PURPOSES UNDER THE LAW OF TRUSTS OF THE STATE OF TEXAS. GRANTS ARE FURTHER RESTRICTED TO THOSE ABOVE MENTIONED ORGANIZATIONS THAT WILL USE THE DISTRIBUTION EXCLUSIVELY WITHIN SPECIFIED SOUTH TEXAS COUNTIES

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,209,000
b Approved for future payment				
AUSTIN BRIDGE BUILDERS ALLIANCE 6836 AUSTIN CENTER BLVD STE 130 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATIONS	3,250
AUSTIN YMBL SUNSHINE CAMP P O BOX 684980 AUSTIN,TX 787684980	N/A	PUBLIC	SUNRISE PROGRAM SERIES	20,000
Total			3b	23,250

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
0 252-CAMBIAR SMALL CAP FUND INSTL	P	2010-07-09	2013-01-14
2-THORNBURG INTL VALUE FUND INSTL CL	P	2006-07-20	2013-01-14
1232-KENNAMETAL INC	P	2009-12-22	2013-04-22
4795-ORACLE CORPORATION	P	2005-06-03	2013-07-02
274-MOSAIC COMPANY	P	2010-11-04	2013-08-21
600-PETSMART INC	P	2006-11-16	2013-10-01
3000-NETAPP INC	P	2013-08-21	2013-12-19
0 917-CAMBIAR SMALL CAP FUND INSTL	P	2012-09-19	2013-01-14
2-THORNBURG INTL VALUE FUND INSTL CL	P	2007-06-11	2013-01-14
1975-NORTHERN TRUST CORP	P	2009-12-22	2013-04-22
3200-ADOBE SYSTEMS INC	P	2012-05-03	2013-08-21
1856-NEXTERA ENERGY INC	P	2009-12-22	2013-08-21
435 5-PHILLIPS 66	P	2006-02-06	2013-10-01
616-PETSMART INC	P	2006-11-16	2013-12-19
1 093-FEDERATED GNMA TRUST SH BEN IN	P	2010-04-30	2013-01-14
1-THORNBURG INTL VALUE FUND INSTL CL	P	2008-03-05	2013-01-14
5928-FEDERATED GNMA TRUST SH BEN INT	P	2010-04-30	2013-06-18
3400-AMERICAN WTR WKS CO INC	P	2011-08-31	2013-08-21
707-NEXTERA ENERGY INC	P	2010-11-04	2013-08-21
125-PHILLIPS 66	P	2006-07-20	2013-10-01
1017-PETSMART INC	P	2009-09-01	2013-12-19
1 911-FEDERATED GNMA TRUST SH BEN IN	P	2010-11-04	2013-01-14
2 721-T ROWE PRICE INTL DISCOVERY FU	P	2010-03-17	2013-01-14
5205-FEDERATED GNMA TRUST SH BEN INT	P	2010-11-04	2013-06-18
600-AMERICAN WTR WKS CO INC	P	2011-09-09	2013-08-21
2000-TIME WARNER CABLE INC	P	2011-12-02	2013-08-15
64 5-PHILLIPS 66	P	2007-06-13	2013-10-01
767-PETSMART INC	P	2009-12-22	2013-12-19
0 485-FROST LOW DURATION BOND FD	P	2009-09-11	2013-01-14
0 688-T ROWE PRICE INTL DISCOVERY FU	P	2010-11-04	2013-01-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
6717-FROST LOW DURATION BOND FD	P	2009-09-11	2013-06-18
2000-BCE INC	P	2011-08-11	2013-08-21
4000-VODAFONE GROUP PLC	P	2011-09-09	2013-08-21
490 5-PHILLIPS 66	P	2009-09-01	2013-10-01
2545-SPECTRA ENERGY CORP	P	2009-09-11	2013-12-19
1400-HUMANA INC	P	2011-09-09	2013-01-14
1 618-VAN ECK GLOBAL HARD ASSETS FD	P	2012-06-08	2013-01-14
4591-ISHARES BARCLAYS TIPS BOND FUND	P	2009-09-01	2013-06-18
1000-BCE INC	P	2011-08-31	2013-08-21
8715-CAMBIAR SMALL CAP FUND INSTL	P	2010-07-09	2013-10-01
366 5-PHILLIPS 66	P	2009-12-22	2013-10-01
2100-TERADATA CORP	P	2013-10-01	2013-12-12
2 428-INVESCO DEV MARKETS FUND INSTL	P	2012-09-19	2013-01-15
3000-MONDELEZ INTL INC	P	2011-09-09	2013-02-19
323-ISHARES BARCLAYS TIPS BOND FUND	P	2009-09-01	2013-06-20
1300-COACH INC	P	2006-06-15	2013-08-21
3039-CAMBIAR SMALL CAP FUND INSTL	P	2012-09-19	2013-10-01
655-PROCTER & GAMBLE CO	P	2004-07-02	2013-10-01
1362-THE HERSHEY COMPANY	P	2007-06-11	2013-12-19
10-ISHARES COHEN & STEERS REALTY	P	2006-06-07	2013-01-14
1200-VMWARE INC	P	2011-09-28	2013-01-30
1964-ISHARES BARCLAYS TIPS BOND FUND	P	2009-09-16	2013-06-20
1500-COACH INC	P	2006-07-20	2013-08-21
868-COLGATE-PALMOLIVE CO	P	2007-06-04	2013-10-01
786-STARBUCKS CORP	P	2007-06-04	2013-10-01
347-THE HERSHEY COMPANY	P	2007-06-13	2013-12-19
50-ISHARES DJ SELECT DIVIDEND INDEX	P	2007-09-05	2013-01-14
1600-BHP BILLITON LTD	P	2011-09-28	2013-03-19
2713-ISHARES BARCLAYS TIPS BOND FUND	P	2009-12-22	2013-06-20
108-COCA COLA CO	P	2006-06-07	2013-08-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
13-GENERAL ELECTRIC CO	P	2006-03-17	2013-10-01
250000-BERKSHIRE HATHAWAY 4 625% DUE	P	2011-08-03	2013-10-15
410-THE HERSHEY COMPANY	P	2007-09-05	2013-12-19
3000-PETROLEO BRASILEIRO SA PETRO AD	P	2005-04-20	2013-01-14
1058-GENERAL ELECTRIC CO	P	2003-09-24	2013-04-22
46047 583-TEMPLETON GLOBAL BOND FUND	P	2010-11-04	2013-06-18
4000-COCA COLA CO	P	2006-10-17	2013-08-21
61-GENERAL ELECTRIC CO	P	2007-06-04	2013-10-01
250000-WELLS FARGO & CO 4 95% DUE 10	P	2005-08-18	2013-10-16
254-PETROLEO BRASILEIRO SA PETRO ADR	P	2009-12-22	2013-01-14
1900-GENERAL ELECTRIC CO	P	2004-04-15	2013-04-22
63122 723-TEMPLETON GLOBAL BOND FUND	P	2010-11-04	2013-06-20
392-COCA COLA CO	P	2007-06-11	2013-08-21
2539-GENERAL ELECTRIC CO	P	2009-09-01	2013-10-01
1044-CVS CAREMARK CORP	P	2006-08-25	2013-12-19
762-PETROLEO BRASILEIRO SA PETRO ADR	P	2010-11-04	2013-01-14
1644-GENERAL ELECTRIC CO	P	2006-03-17	2013-04-22
5672-AQUA AMERICA INC	P	2009-12-22	2013-07-25
740-COCA COLA CO	P	2009-12-22	2013-08-21
2487-GENERAL ELECTRIC CO	P	2009-12-22	2013-10-01
1136-DOW CHEMICAL CO	P	2009-12-22	2013-12-19
1 862-THORNBURG INTL VALUE FUND INST	P	2004-05-07	2013-01-14
13000-HUNTINGTON BANCSHARES INC	P	2012-01-20	2013-04-22
919-AQUA AMERICA INC	P	2010-11-04	2013-07-25
1596-MCDONALD'S CORP	P	2009-12-22	2013-08-21
700-INTL BUSINESS MACHINES CORP	P	2011-09-28	2013-10-01
495-DUKE ENERGY HOLDING CORP	P	2007-06-04	2013-12-19
0 415-THORNBURG INTL VALUE FUND INST	P	2005-11-17	2013-01-14
150-ISHARES DJ SELECT DIVIDEND INDEX	P	2007-09-05	2013-04-22
300-MALLINCKRODT PLC	P	2011-12-07	2013-07-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
187-MCDONALD'S CORP	P	2010-11-04	2013-08-21
567-ISHARES SELECT DIVIDEND ETF	P	2007-09-05	2013-10-01
1400-EDWARDS LIFESCIENCES CORP	P	2012-02-08	2013-12-12
1-THORNBURG INTL VALUE FUND INSTL CL	P	2006-06-07	2013-01-14
4246-KENNAMETAL INC	P	2009-09-11	2013-04-22
4600-KROGER CO	P	2012-06-26	2013-07-11
1715-MOSAIC COMPANY	P	2009-12-22	2013-08-21
233-ISHARES SELECT DIVIDEND ETF	P	2009-12-22	2013-10-01
1000-ISHARES SELECT DIVIDEND ETF	P	2009-12-22	2013-12-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5		3	2
58		51	7
44,943		33,747	11,196
144,161		60,753	83,408
11,305		19,470	-8,165
46,139		17,869	28,270
120,522		125,692	-5,170
18		17	1
58		65	-7
103,362		101,435	1,927
143,966		107,411	36,555
151,002		100,038	50,964
25,280		13,222	12,058
44,515		18,345	26,170
12		12	
29		30	-1
65,919		66,512	-593
137,079		101,296	35,783
57,521		38,777	18,744
7,256		3,912	3,344
73,493		21,296	52,197
22		22	
129		104	25
57,880		60,066	-2,186
24,190		17,633	6,557
223,147		124,698	98,449
3,744		2,399	1,345
55,427		20,991	34,436
5		5	
33		30	3

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
70,864		70,260	604
81,062		74,280	6,782
119,840		103,680	16,160
28,473		10,602	17,871
86,142		48,813	37,329
97,849		104,320	-6,471
75		66	9
525,065		462,827	62,238
40,531		40,022	509
203,931		118,873	85,058
21,275		8,933	12,342
82,634		116,772	-34,138
84		80	4
81,011		67,896	13,115
36,337		32,685	3,652
67,807		38,295	29,512
71,113		56,920	14,193
49,917		28,404	21,513
130,909		70,061	60,848
801		831	-30
93,143		102,018	-8,875
220,945		201,006	19,939
78,239		40,350	37,889
52,105		29,160	22,945
60,420		22,635	37,785
33,352		17,684	15,668
2,927		3,455	-528
112,092		109,870	2,222
305,206		282,695	22,511
4,158		2,357	1,801

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
313		452	-139
250,000		269,375	-19,375
39,407		18,806	20,601
59,339		31,947	27,392
22,482		33,055	-10,573
597,237		635,917	-38,680
154,012		87,936	66,076
1,470		2,318	-848
250,000		253,348	-3,348
5,024		11,697	-6,673
40,374		57,855	-17,481
805,446		871,725	-66,279
15,093		10,109	4,984
61,191		34,911	26,280
72,954		34,530	38,424
15,072		27,615	-12,543
34,934		57,210	-22,276
190,084		100,469	89,615
28,492		21,223	7,269
59,938		38,620	21,318
49,873		30,695	19,178
54		33	21
90,218		74,932	15,286
30,798		19,810	10,988
152,366		100,593	51,773
130,175		125,549	4,626
34,244		28,920	5,324
12		10	2
9,600		10,365	-765
12,651		9,652	2,999

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,852		14,800	3,052
37,807		39,180	-1,373
86,546		103,110	-16,564
29		26	3
154,893		100,758	54,135
172,648		103,661	68,987
70,760		100,754	-29,994
15,536		10,382	5,154
69,539		44,558	24,981

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2
			7
			11,196
			83,408
			-8,165
			28,270
			-5,170
			1
			-7
			1,927
			36,555
			50,964
			12,058
			26,170
			-1
			-593
			35,783
			18,744
			3,344
			52,197
			25
			-2,186
			6,557
			98,449
			1,345
			34,436
			3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			604
			6,782
			16,160
			17,871
			37,329
			-6,471
			9
			62,238
			509
			85,058
			12,342
			-34,138
			4
			13,115
			3,652
			29,512
			14,193
			21,513
			60,848
			-30
			-8,875
			19,939
			37,889
			22,945
			37,785
			15,668
			-528
			2,222
			22,511
			1,801

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-139
			-19,375
			20,601
			27,392
			-10,573
			-38,680
			66,076
			-848
			-3,348
			-6,673
			-17,481
			-66,279
			4,984
			26,280
			38,424
			-12,543
			-22,276
			89,615
			7,269
			21,318
			19,178
			21
			15,286
			10,988
			51,773
			4,626
			5,324
			2
			-765
			2,999

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,052
			-1,373
			-16,564
			3
			54,135
			68,987
			-29,994
			5,154
			24,981

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLISON ORR DANCE INC DBA FORKLIFT DANCEWORKS P O BOX 1304 AUSTIN,TX 78767	N/A	PUBLIC	"PLAY BALL" PROGRAM	5,000
ALZHEIMERS DISEASE & RELATED DISORDERS ASSOC INC 3520 EXECUTIVE CENTER DR STE 140 AUSTIN,TX 78731	N/A	PUBLIC	CAMPAIGN FOR AWARENESS & SUPPORT	35,000
AMERICAN RED CROSS 2218 PERSHING DRIVE AUSTIN,TX 78723	N/A	PUBLIC	DISASTER RESPONSE & PREPAREDNESS SER	15,000
ASSISTHERS INC P O BOX 541095 HOUSTON,TX 77254	N/A	PUBLIC	FOOD ASSISTANCE PROGRAM	7,500
AUGUSTHEART 755 E MULBERRY STE 101 SAN ANTONIO,TX 78212	N/A	PUBLIC	OPERATING SUPPORT	2,000
AUSTIN BRIDGE BUILDERS ALLIANCE 6836 AUSTIN CENTER BLVD STE 190 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATIONS	3,250
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STE 300 AUSTIN,TX 78751	N/A	PUBLIC	A LEGACY OF GIVING	3,000
AUSTIN EXPLORE INC 2121 E CESAR CHAVEZ ST AUSTIN,TX 78702	N/A	PUBLIC	PROGRAMS FOR UNDERSERVED YOUTH	5,000
AUSTIN EXPLORE INC 2121 E CESAR CHAVEZ ST AUSTIN,TX 78702	N/A	PUBLIC	GIRLS' PROGRAMS	5,000
AUSTIN FILM FESTIVAL INC 1801 SALINA STREET AUSTIN,TX 78702	N/A	PUBLIC	ON STORY TV SERIES/2013- 2014	35,000
AUSTIN GROUPS FOR THE ELDERLY DBA AGE OF CENTRAL TEXAS 3710 CEDAR STREET BOX 2 AUSTIN,TX 78705	N/A	PUBLIC	EARLY MEMORY LOSS SUPPORT	5,000
AUSTIN HABITAT FOR HUMANITY 310 COMAL ST STE 100 AUSTIN,TX 78702	N/A	PUBLIC	2013 OPERATING SUPPORT	2,500
AUSTIN MUSEUM OF ART 3809 W 35TH ST AUSTIN,TX 78703	N/A	PUBLIC	LAGUNA GLORIA LAND STEWARDSHIP PROGR	25,000
AUSTIN PUBLIC LIBRARY FOUNDATION P O BOX 13201 AUSTIN,TX 78711	N/A	PUBLIC	GENERAL OPERATING SUPPORT	2,500
AUSTIN THEATRE ALLIANCE PARAMOUNT & STATE THEATRES P O BOX 1566 AUSTIN,TX 78767	N/A	PUBLIC	EDUCATION & OUTREACH	10,000
Total  3a				1,209,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AUSTIN YMBL SUNSHINE CAMP P O BOX 684980 AUSTIN,TX 787684980	N/A	PUBLIC	SUNRISE PROGRAM SERIES	20,000
BACK ON MY FEET 100 S BROAD ST STE 1400 PHILADELPHIA,PA 19110	N/A	PUBLIC	AUSTIN NEXT STEPS PROGRAM	5,000
BE AN ARTIST INC 510 SOUTH CONGRESS STE 108 AUSTIN,TX 78704	N/A	PUBLIC	SONGWRITING WITH SOLDIERS	1,000
BEXAR COUNTY HEALTH COLLABORATIVE DBA NOWCASTSA 1002 N FLORES ST SAN ANTONIO,TX 78212	N/A	PUBLIC	NOWCASTSA	10,000
BIG BROTHERS BIG SISTERS 1400 TILLERY STREET AUSTIN,TX 78721	N/A	PUBLIC	MENTORING PROGRAMS	2,000
BUGLE BOY FOUNDATION 1051 N JEFFERSON LA GRANGE,TX 78945	N/A	PUBLIC	FEMALE ARTIST PROGRAM	5,000
CAMPUS CRUSADE FOR CHRIST CRUAUSTIN 6836 AUSTIN CENTER BLVD STE 190 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATING SUPPORT - AUSTIN	10,000
CANDLELIGHT RANCH P O BOX 26367 AUSTIN,TX 78755	N/A	PUBLIC	CHILDREN & NATURE PROGRAMS	10,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL P O BOX 7158 AUSTIN,TX 78713	N/A	PUBLIC	KLRU - OVERHEARD WITH EVAN SMITH	25,000
CARRY THE LOAD 8333 DOUGLAS AVENUE STE 342 DALLAS,TX 75225	N/A	PUBLIC	GENERAL OPERATIONS 2013	10,000
CASA MARIANELLA 821 GUNTER STREET AUSTIN,TX 78702	N/A	PUBLIC	IMMIGRATION LEGAL SERVICES	7,500
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN,TX 78724	N/A	PUBLIC	GENERAL OPERATIONS	5,000
CENTER FOR WOMEN & THEIR WORK 1710 LAVACA AUSTIN,TX 78701	N/A	PUBLIC	THIRST CONSERVATION PROJECT	5,000
CENTRO CULTURAL AZTLAN 1800 FREDERICKSBURG RD STE 103 SAN ANTONIO,TX 78201	N/A	PUBLIC	LASMUJERES DE AZTLAN	30,000
CORPUS CHRISTI METRO MINISTRIES 1919 LEOPARD ST CORPUS CHRISTI,TX 78408	N/A	PUBLIC	RAINBOW HOUSE PROGRAMS	3,000
Total  3a				1,209,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
E3 ALLIANCE 5930 MIDDLE FISKVILLE RD STE 507 AUSTIN,TX 78752	N/A	PUBLIC	EDUCATION EQUALS ECONOMICS PROGRAMS	7,500
EASTSIDE YOUTH SERVICES AND STREET OUTREACH P O BOX 1415 AUSTIN,TX 78767	N/A	PUBLIC	GENERAL OPERATIONS 2013	5,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO,TX 78212	N/A	PUBLIC	WOMEN'S CLAY COOPERATIVE	25,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO,TX 78212	N/A	PUBLIC	DOMESTIC WORKERS UNITED TRAINING	20,600
FOSTER ANGELS OF SOUTH TEXAS P O BOX 18863 CORPUS CHRISTI,TX 78748	N/A	PUBLIC	GENERAL OPERATIONS 2013	3,000
FREESTYLE FOUNDATION DBA OD2 PRODUCTIONS 12223 HIGHLAND AVE STE 106-305 CUCAMONGA,CA 91739	N/A	PUBLIC	OPERATION DETOUR/TEXAS	5,000
FRIENDS OF THE PORT ISABEL PUBLIC LIBRARY 213 N YTURRIA ST PORT ISABEL,TX 78578	N/A	PUBLIC	REPLACEMENT OF BOOKS/EQUIPMENT	2,500
FUERZA UNIDA 710 NEW LAREDO HWY SAN ANTONIO,TX 78211	N/A	PUBLIC	GENERAL OPERATIONS	30,000
GAZELLE FOUNDATION P O BOX 1487 AUSTIN,TX 787671487	N/A	PUBLIC	AUSTIN OPERATIONS	35,000
GEMINI INC 513 S PRESA SAN ANTONIO,TX 78205	N/A	PUBLIC	STORYBOOK WORKSHOP	5,000
GENAUSTIN P O BOX 3122 AUSTIN,TX 78704	N/A	PUBLIC	PROGRAMS FOR ADOLESCENT GIRLS	5,000
GIRL SCOUTS OF CENTRAL TEXAS 12012 PARK THIRTY-FIVE CIRCLE AUSTIN,TX 78753	N/A	PUBLIC	THE HACA PROGRAM	2,500
GIRLS INCORPORATED OF SAN ANTONIO 1209 S ST MARYS SAN ANTONIO,TX 78210	N/A	PUBLIC	ROBOTICS PROGRAM	5,000
GREATER AUSTIN CRIME COMMISSION 221 WEST 6TH ST STE 310 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATIONS 2013	10,000
GREENLIGHTS FOR NONPROFIT SUCCESS 7703 N LAMAR BLVD STE 400 AUSTIN,TX 78752	N/A	PUBLIC	GENERAL OPERATIONS 2013	3,000
Total  3a				1,209,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HARRIS COUNTY DOMESTIC VIOLENCE COORDINATING COUNCIL 3015 RICHMOND AVE STE 120-I HOUSTON,TX 77098	N/A	PUBLIC	SAFETY PROGRAMS FOR VICTIMS	5,000
HEALING HARTWORK 2722 GREEN RANGE SAN ANTONIO,TX 78231	N/A	PUBLIC	BREAST CANCER SCREENING LOW INC WOMN	5,000
HEALTH ALLIANCE FOR AUSTIN MUSICIANS P O BOX 301496 AUSTIN,TX 78703	N/A	PUBLIC	GENERAL OPERATING SUPPORT	5,000
HISPANAS UNIDAS 2507 NW 36TH STREET SAN ANTONIO,TX 78228	N/A	PUBLIC	ESCUELITAS LEADERSHIP & MENTORING PR	5,000
HISPANAS UNIDAS 2507 NW 36TH STREET SAN ANTONIO,TX 78228	N/A	PUBLIC	GENERAL OPERATIONS	15,000
HONOR FLIGHT AUSTIN 815 A-BRAZOS ST UPS BOX 498 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATIONS 2013	40,000
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON,TX 770193902	N/A	PUBLIC	CHILDREN'S COURT SERVICES	10,000
INDIGENOUS WOMEN'S NETWORK 13621 FM 2769 AUSTIN,TX 78726	N/A	PUBLIC	INDIGENOUS YOUTH/WOMEN'S PROGRAMS	7,500
I LIVE HERE I GIVE HERE 98 SAN JACINTO BLVD STE 1200 AUSTIN,TX 78757	N/A	PUBLIC	GENERAL OPERATIONS 2013	2,500
JEREMIAH PROGRAM P O BOX 50590 AUSTIN,TX 78763	N/A	PUBLIC	JEREMIAH PROGRAM AUSTIN CAMPUS	5,000
KING HIGH HISTORICAL FOUNDATION 700 N ST MARYS STE 1200 SAN ANTONIO,TX 78205	N/A	PUBLIC	SCHOOL REHABILITATION PROJECT	1,750
LA PENA 227 CONGRESS AUSTIN,TX 78701	N/A	PUBLIC	LATINO ARTS AT LA PENA	30,000
LESBIAN HEALTH INITIATIVE OF HOUSTIN INC 401 BRANARD ST HOUSTON,TX 77006	N/A	PUBLIC	LHI ACCESS & EDUCATION PROGRAMS	15,000
MARTINEZ STREET WOMEN'S CENTER 1510 S HACKBERRY SAN ANTONIO,TX 78210	N/A	PUBLIC	GIRL ZONE PROGRAMS	22,500
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL DRIVE HOUSTON,TX 77007	N/A	PUBLIC	CRITICAL FORESTRY SUPPORT	5,000
Total  3a				1,209,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
MONTROSE COUNSELING CENTER INC 401 BRANARD ST 2ND FLOOR HOUSTON,TX 77006	N/A	PUBLIC	LESBIAN VIOLENCE SURVIVOR/AGING SERV	10,000
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN 8668 SPICEWOOD SPRINGS RD STE 200 AUSTIN,TX 787598668	N/A	PUBLIC	EDUCATION/TRAINING PROGRAMS	2,000
NUECES COUNTY CHILDREN'S ADVOCACY CENTER 502 MCCLENDON ST CORPUS CHRISTI,TX 78404	N/A	PUBLIC	SECONDARY VICTIMS ASSTANCE PROGRAM	2,500
ODYSSEY AFTER SCHOOL ENRICHMENT PROGRAM P O BOX 237 301 HWY 35 N ROCKPORT,TX 78381	N/A	PUBLIC	STEM EXPLORERS PROGRAMS	5,000
OFICINA LEGAL DEL PUEBLO UNIDO INC - DBA TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DR AUSTIN,TX 78741	N/A	PUBLIC	VIOLENCE AGAINST WOMEN ACT PROGRAM	15,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH 35 AUSTIN,TX 787222304	N/A	PUBLIC	GENERAL OPERATING SUPPORT	15,000
PET PATROL A PEOPLE PET PARTNERSHIP 1809 W 14 1/2 STREET HOUSTON,TX 77008	N/A	PUBLIC	GENERAL OPERATIONS	10,000
PET PREVENT A LITTER OF CENTRAL TEXAS P O BOX 401 SAN MARCOS,TX 78667	N/A	PUBLIC	GENERAL OPERATIONS	3,600
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON,TX 77023	N/A	PUBLIC	UNFUNDED PATIENT CARE/EDUCATION	15,000
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS,TX 75231	N/A	PUBLIC	GENERAL OPERATIONS	30,000
PROJECT WALK - AUSTIN 1905-B KRAMER LANE STE 850 AUSTIN,TX 78758	N/A	PUBLIC	EQUIPMENT ACQUISITION PROJECT	1,000
ROY LOZANO'S BALLET FOLKLORICO DE TEXAS 1928-C GASTON PLACE DR AUSTIN,TX 78723	N/A	PUBLIC	GENERAL OPERATIONS 2013	2,000
SAHELI P O BOX 16254 AUSTIN,TX 78761	N/A	PUBLIC	SEXUAL ASSAULT AWARENESS PROJECT	5,000
SAVAGE VANGUARD THEATER 2803 E MANOR RD AUSTIN,TX 78722	N/A	PUBLIC	BRIGHT NOW BEYOND PROGRAM	2,500
SOUTH TEXAS INSTITUTE FOR THE ARTS 1902 N SHORELINE BLVD CORPUS CHRISTI,TX 78401	N/A	PUBLIC	SHELIA ROGERS OCEANS OF PLASTIC	5,000
Total  3a				1,209,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a Paid during the year				
SPAY-NEUTER ASSISTANCE PROGRAM P O BOX 70286 HOUSTON,TX 77270	N/A	PUBLIC	SAN ANTONIO MOBILE CLINIC PROJECT	6,300
SUSTAINABLE FOOD CENTER 2921 E 17TH STREET BLDG C AUSTIN,TX 78702	N/A	PUBLIC	CULTIVATING HEALTHY COMMUNITIES	5,000
TAHIRIH JUSTICE CENTER 1717 ST JAMES PLACE STE 320 HOUSTON,TX 77056	N/A	PUBLIC	GENERAL OPERATIONS 2013	5,000
TEXAS ADVOCACY PROJECT INC P O BOX 833 AUSTIN,TX 78701	N/A	PUBLIC	ATTORNEYS AGAINST VIOLENCE PROGRAM	5,000
TEXAS BLACK HISTORY PRESERVATION PROJECT 1108 LAVACA ST 110-212 AUSTIN,TX 78701	N/A	PUBLIC	ONLINE ENCYCLOPEDIA	1,000
TEXAS FREEDOM NETWORK EDUCATION FUND P O BOX 1624 AUSTIN,TX 78767	N/A	PUBLIC	ENGAGING MILLENNIALS PROGRAM	5,000
TEXAS LOW INCOME HOUSING INFORMATION SERVICE 508 POWELL ST AUSTIN,TX 78703	N/A	PUBLIC	BETTER HOMES PROGRAM	7,000
THE ANN RICHARDS SCHOOL FOUNDATION P O BOX 684746 AUSTIN,TX 78768	N/A	PUBLIC	GENERAL OPERATIONS	144,500
THE ANN RICHARDS SCHOOL FOUNDATION P O BOX 684746 AUSTIN,TX 78768	N/A	PUBLIC	ENDOWMENT PROGRAM	10,000
THE BRIDGE OVER TROUBLED WATERS INC 3811 ALLEN-GENOA ROAD PASADENA,TX 77504	N/A	PUBLIC	THE BRIDGE SHELTER PROGRAM	5,000
THE FIRST TEE OF GREATER AUSTIN 5501 ED BLUESTEIN BLVD AUSTIN,TX 78723	N/A	PUBLIC	GENERAL OPERATIONS 2013	2,000
THE MINISTRY OF CHALLENGE 1500 EAST 12TH ST AUSTIN,TX 78702	N/A	PUBLIC	RESTROOMS REPAIR/RENOVATION	20,000
THE PLANNED PARENTHOOD TRUST OF SOUTH TEXAS 104 BABCOCK RD SAN ANTONIO,TX 78201	N/A	PUBLIC	WOMEN'S HEALTH CARE/FAMILY PLANNING	32,500
THE ROSE 12700 N FEATHERWOOD DR STE 260 HOUSTON,TX 77034	N/A	PUBLIC	EMPOWER HER PROGRAM	5,000
THE SETON FUND OF THE DAUGHTERS OF CHARITY OF ST VINCENT DE PAUL 1201 WEST 38TH ST AUSTIN,TX 78705	N/A	PUBLIC	SETON BREAST CARE CENTER	17,000
Total  3a				1,209,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
THE TEXAS DEMOCRACY FOUNDATION DBA THE TEXAS OBSERVER 307 W 7TH ST AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATIONS 2013	5,000
THE TEXAS TRIBUNE 823 CONGRESS AVE STE 210 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATING SUPPORT	5,000
THE UNIVERISTY OF TEXAS AT AUSTIN P O BOX 7458 AUSTIN,TX 78713	N/A	PUBLIC	BLANTON MUSEUM OF ART WALTERCIO	10,000
THE UNIVERSITY OF TEXAS PAN AMERICAN FOUNDATION 1201 WEST UNIVERSITY DR EDINBURG,TX 78539	N/A	PUBLIC	MOTHER DAUGHTER PROGRAMS	10,000
THE UNIVERSITY OF TEXAS SYSTEM 210 WEST 5TH ST STE 1200 AUSTIN,TX 78701	N/A	PUBLIC	EDUCATION/RESEARCH/HEALTHCARE	5,000
THEATRE ACTION PROJECT 701 TILLERY ST BOX 9 AUSTIN,TX 78702	N/A	PUBLIC	ENPOWERING YOUNG ARTISTS PROGRAM	5,000
TRAVIS CTNY DOMESTIC VIOLENCE & SEXUAL ASSAULT SURVIVAL CENTER 1515 A GROVE BLVD AUSTIN,TX 78741	N/A	PUBLIC	KELLY WHITE FAMILY SHELTER	20,000
UNIVERSITY OF HOUSTON 5000 GULF FWY BLDG 1 RM 300 HOUSTON,TX 77204	N/A	PUBLIC	HOUSTON HERSTORIES PROJECT	2,500
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO,TX 78249	N/A	PUBLIC	ASIAN FESTIVAL 2014 PROGRAM	2,500
VISITATION HOSPITALITY HOUSE OF SAN ANTONIO 945 W HUISACHE SAN ANTONIO,TX 78201	N/A	PUBLIC	WOMEN'S EDUCATION PROGRAMS	5,000
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368 CORPUS CHRISTI,TX 78463	N/A	PUBLIC	PRIMARY PREVENTION OF DOMESTIC/SEXUA	5,000
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN,TX 78758	N/A	PUBLIC	OPERATING SUPPORT	60,000
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN,TX 78758	N/A	PUBLIC	BERETTA NO WORRIES CLASSIC	5,000
WORKERS DEFENSE PROJECT 5406 MANOR ROAD AUSTIN,TX 78723	N/A	PUBLIC	WORKPLACE JUSTICE PROGRAM	15,000
YWCA GREATER AUSTIN 2015 SOUTH IG 35 110 AUSTIN,TX 78741	N/A	PUBLIC	YW COUNSELING & REFERRAL CENTER	2,500
Total  3a				1,209,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
ZACHARY SCOTT THEATER CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704	N/A	PUBLIC	GENERAL OPERATING	10,000
Total  3a				1,209,000

TY 2013 Accounting Fees Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,800	4,800		

TY 2013 Compensation Explanation

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Person Name	Explanation
FROST NATIONAL BANK	

TY 2013 Investments Corporate

Bonds Schedule

Name:

THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN:

74-2847652

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 PV AMERICAN EXPRESS CENTRURI		
BANK 0.875% DUE 11/13/15	300,192	300,669
250,000 AMGEN INC 2.3% DUE 06/15/16	249,678	257,758
250,000 PV ASSOC CORP 6.95% 11/01/18	301,570	297,453
250,000 PV BANK OF AMER CORP		
FLOATING RATE DUE 10/14/16	238,657	247,328
250,000 PV BERKSHIRE HATHAWAY 4.625%		
250,000 PV CISCO SYSTEMS INC 5.5%	287,140	275,033
300,000 PV CONOCOPHILLIPS 4.75%	307,029	301,017
250,000 PV DU PONT E I DE NEMOURS		
4.75% DUE 03/15/15	275,930	262,188
250,000 PV GENERAL ELECTRIC CAPITAL	253,845	262,603
300,000 PV GOLDMAN SACHS GROUP INC	327,036	324,651
250,000 PV HEWLETT PACKARD CO 4.75%	274,720	254,003
250,000 PV IBM CORP 5.7%	294,688	287,075
250,000 PV JP MORGAN CHASE & CO 3.7%		
DUE 01/20/15	263,375	257,800
250,000 PV LOWES COMPANIES INC 5%	283,585	269,230
300,000 PV MERCK & CO INC FLOATING R	300,312	300,786
250,000 PV MERRILL LYNCH & CO 6.875%	299,365	295,593
300,000 PV MORGAN STANLEY SERIES GMT	339,012	335,520
300,000 PV NORDSTROM INC 6.25%	346,395	347,070
250,000 PV OCCIDENTAL PETROLEUM CORP		
1.75% DUE 02/15/17	250,929	250,860
250,000 PV ORACLE CORP 5.25%	289,260	272,900
300,000 PV SHELL INTL FINANCE BV	328,836	328,836
250,000 PV TARGET CORP 5.375%	293,155	281,013
300,000 PV TOYOTA MOTOR CREDIT CORP	295,209	294,504
300,000 PV WACHOVIA CORP 5.75%	342,975	345,924
250,000 PV WAL MART STORES INC		
1.625% DUE 04/15/14	255,180	251,013
250,000 PV WELLS FARGO & CO 4.95%		
DUE 10/16/13		
250,000 PV WYETH 5.5% DUE 02/15/16	292,510	274,530
11,136.004 SH FEDERATED GNMA TR UST		
6,717.485 SH FROST LOW DURATION		
BOND FUND I		
109,170.306 TEMPLETON GLOBAL BOND FD		

TY 2013 Investments Corporate
Stock Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,200 SH ADOBE SYSTEMS INC		
1,200 SH ALLERGAN INC	106,908	133,296
3,633 SH AMERICAN EXPRESS CO	216,506	329,622
3,900 SH AMERICAN INTL GROUP INC	157,893	199,095
4,000 SH AMERICAN WTR WKS CO INC		
2,619 SH AMGEN INC	144,763	298,775
1,700 SH ANADARKO PETROLEUM	123,588	134,844
639 SH APPLE INC	38,565	358,492
6,591 SH AQUA AMERICA INC		
4,782 SH AT & T INC	128,322	168,135
3,101 SH AUTOMATIC DATA PROCESSING	137,563	250,558
3,000 SH BAKER HUGHES INC	107,056	165,780
4,000 SH BB&T CORP	96,320	149,280
3,000 SH BCE INC		
1,600 SH BHP BILLITON LTD		
600 SH BIOGEN IDEC INC	124,554	167,743
450 SH BLACKROCK INC	80,100	142,411
4,200 SH BLOCK H & R INC	81,017	121,968
1,080 SH BOEING CO	93,960	147,409
4,000 SH BORGWARNER INC	67,367	223,640
2,600 SH BRISTOL-MYERS SQUIBB CO	131,514	138,190
4,800 SH BROADRIDGE FINANCIAL SOLUTI	109,697	189,696
11,755.169 SH CAMBIAR SMALL CAP FUND		
1,050 SH CANADIAN PACIFIC RAILWAY LT	131,862	158,886
2,100 SH CAPITAL ONE FIANANCIAL CORP	137,907	160,881
2,600 SH CARDINAL HEALTH INC	109,484	173,706
2,253 SH CATERPILLAR INC	145,768	204,595
1,937 SH CHEVRON CORP	104,050	241,950
330 SH CHIPOTLE MEXICAN GRILL INC	113,890	175,817
5,000 SH CINEMARK HOLDINGS INC	101,225	166,650

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,800 SH CISCO SYSTEM INC	117,695	107,664
2,800 SH COACH INC		
5,240 SH COCA COLA CO		
2,801 SH COGNIZANT TECH SOLUTIONS		
CLASS A	71,026	282,845
2,700 SH COLGATE-PALMOLIVE CO	91,327	176,067
2,964 SH CONOCOPHILLIPS	123,903	209,406
9,000 SH CORNING INC	130,139	160,380
1,200 SH COSTCO WHOLESALE CORP	141,971	142,824
2,400 SH COVIDIEN PLC	97,226	163,440
3,600 SH CVS CAREMARK CORP	117,415	257,652
1,800 SH DISCOVERY COMMUNICATIONS IN	156,075	162,756
4,643 SH DISNEY (WALT) CO HOLDING CO	106,061	354,725
3,300 SH DOW CHEMICAL CO	93,204	146,520
2,975 SH DU PONT E I DE NEMOURS & CO	105,440	193,286
2,895 SH DUKE CORP		
2,400 SH DUKE ENERGY CORP	131,893	165,624
1,800 SH EATON CORP PLC	116,509	137,016
1,400 SH EDWARDS LIFESCIENCES CORP		
5,100 SH E M C CORP MASSACHUSETTS	131,271	128,265
3,298 SH EMERSON ELEC CO	116,470	231,453
2,700 SH ENSCO PLC	149,836	154,386
9,900 SH ERICSSON AMERICAN DEPOSITAR	116,720	121,176
2,258 SH EXXON MOBIL CORP	135,600	228,509
2,700 SH FACEBOOK INC	142,095	147,552
11,400 SH FIRST NIAGARA FINL GROUP I	109,223	121,068
9,702 SH GENERAL ELECTRIC CO		
275 SH GOOGLE INC CL A	140,021	308,195
4,395 SH HOME DEPOT INC	131,299	361,884
2,000 SH HONEYWELL INTERNATIONAL INC	96,560	182,740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,100 SH HSBC HOLDINGS PLC	112,305	115,773
1,400 SH HUMANA INC		
13,000 SH HUNTINGTON BANCSHARES INC		
8,683 SH INTEL CORP	191,774	225,367
700 SH INTL BUSINESS MACHINES CORP		
400 SH INTUITIVE SURGICAL INC	40,736	153,632
6,084 SH INVESCO DEV MARKETS FUN	199,920	196,939
9,591 SH ISHARES BARCLAYS TIPS BOND		
3,990 SH ISHARES COHEN & STEERS REAL	334,999	298,133
2,000 SH ISHARES DJ SELECT DIVIDEND		
INDEX FD		
2,500 SH JOHNSON & JOHNSON	140,734	228,975
3,670 SH JPMORGAN CHASE & CO	149,836	214,621
2,824 SH KELLOGG CO	146,191	172,462
5,478 SH KENNAMETAL INC		
2,100 SH KRAFT FOODS GROUP INC	94,748	113,211
4,600 SH KROGER CO		
2,300 SH LINCOLN ELECTRIC HOLDINGS I	85,547	164,082
1,783 SH MCDONALD'S CORP		
5,179 SH MICROSOFT CORP	146,476	193,746
3,000 SH MONDELEZ INTL INC		
2,351 SH MONSANTO CO	126,693	274,009
1,989 SH MOSAIC COMPANY		
2,563 SH NEXTERA ENERGY INC		
4,200 SH NIELSEN HOLDINGS	139,868	192,738
2,832 SH NORFOLK SOUTHERN CORP	141,561	262,894
1,975 SH NORTHERN TRUST CORP		
2,770 SH NOVARTIS AG ADR	155,088	222,653
4,795 SH ORACLE CORPORATION		
2,476 SH PEPSICO INC	118,066	205,359

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,016 SH PETROLEO BRASILEIRO SA		
PETRO ADR		
3,000 SH PETSMART INC		
8,568 SH PFIZER INC	195,731	262,438
1,482 SH PHILLIPS LL		
99 SH PRICELINE.COM INC	117,914	115,078
1,800 SH PROCTER & GAMBLE CO	82,838	146,538
1,800 SH SAP AG	136,150	156,852
2,352 SH SCHLUMBERGER LIMITED	165,980	211,939
3,800 SH SEADRILL LTD	123,175	156,104
4,800 SH SPECTRA ENERGY CORP	94,766	170,976
5,400 SH STARBUCKS CORP	133,052	423,306
6,607 SH STATOIL ASA	173,291	159,427
2,100 SH THE HERSHEY COMPANY	86,547	204,183
87,717.882 SH THORNBURG INTL VALUE		
FUND INSTL CL	2,098,899	2,812,235
2,000 SH TIME WARNER CABLE INC		
2,000 SH TOTAL S.A. SPONSORED ADR	106,520	122,540
3,000 SH TRAVELERS COMPANIES INC	136,334	271,620
8,076 SH T ROWE PRICE INTL DISC	314,947	450,156
5,034 SH VAN ECK GLOBAL HARD	204,934	251,146
4,730.622 SH VANGUARD SMALL-CAP GROW	193,104	203,322
4,519 SH VERIZON COMMUNICATIONS	135,326	222,064
4,133.904 SH VIRTUS SMALL-CAP CORE F	100,288	106,241
1,772 SH VISA INC CL A	148,592	394,589
1,200 SH VMWARE INC		
4,000 SH VODAFONE GROUP PLC		
2,804 SH WAL MART STORES INC	134,985	220,647
3,000 SH WASTE CONNECTIONS INC	137,832	130,890
3,600 SH WELLS FARGO & CO	153,072	163,440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,600 SH ZOETIS INC	113,787	117,684

TY 2013 Investments Government Obligations Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

US Government Securities - End of Year Book Value:	551,055
US Government Securities - End of Year Fair Market Value:	545,804
State & Local Government Securities - End of Year Book Value:	200,000
State & Local Government Securities - End of Year Fair Market Value:	198,344

TY 2013 Legal Fees Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	30,467	30,467		

TY 2013 Other Expenses Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WEBSITE EXPENSE	315	315		
MISCELLANEOUS EXPENSE	94	94		
SUBSCRIPTIONS	750	750		

TY 2013 Other Income Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS FEE REBATES	136	136	
PROCEEDS OF LITIGATION	1,582	1,582	

TY 2013 Other Increases Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR
EIN: 74-2847652

Description	Amount
ROUNDING	1

TY 2013 Taxes Schedule

Name: THE ALICE KLEBERG REYNOLDS MEYER
FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	5,778	5,778		
EXCISE TAX - 2013 ESTIMATE PAYME	1,211			