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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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://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 GEORGE W BRACKENRIDGE FOUNDATION		A Employer identification number  74-6034977	
Number and street (or P O box number if mail is not delivered to street address) 700 N SAINT MARYS ST STE 875		B Telephone number (see instructions)  (210) 693-0819	
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 78205		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 30,138,595		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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 <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	382,235	382,235		
	5a Gross rents . . . . .	128	128		
	b Net rental income or (loss) _____ 128				
	6a Net gain or (loss) from sale of assets not on line 10	628,705			
	b Gross sales price for all assets on line 6a _____ 6,765,280				
	7 Capital gain net income (from Part IV, line 2) . . . .		628,705		
	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) . . . . .	<input checked="" type="checkbox"/> 3,328,788	3,328,788		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	4,339,856	4,339,856		
	13 Compensation of officers, directors, trustees, etc	20,265	10,132		10,133
	14 Other employee salaries and wages . . . . .	57,404	28,702		28,702
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 184,705	40,771		143,934
	b Accounting fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 146,538	42,472		104,067
	c Other professional fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 6,092			6,092
	17 Interest . . . . .	560	560		
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 45,557	2,678		2,179
	19 Depreciation (attach schedule) and depletion . . . .	<input checked="" type="checkbox"/> 30,644			
	20 Occupancy . . . . .	51,941	25,970		25,971
	21 Travel, conferences, and meetings . . . . .	98,475			98,475
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 269,768	118,587		151,181
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	911,949	269,872		570,734
	25 Contributions, gifts, grants paid . . . . .	1,342,150			1,342,150
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,254,099	269,872		1,912,884
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	2,085,757			
	b <b>Net investment income</b> (if negative, enter -0-)		4,069,984		
	c <b>Adjusted net income</b> (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 . . . . .	385,827	1,123,145	1,123,145
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ <u>27,007</u>			
		Less allowance for doubtful accounts ▶ _____	41,789	27,007	27,007
	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 . . . . .	30,749	9,142	9,142
	10a	Investments—U S and state government obligations (attach schedule)	2,866,830	 5,112,091	5,078,651
	b	Investments—corporate stock (attach schedule) . . . . .	8,114,790	 8,539,363	10,453,420
	c	Investments—corporate bonds (attach schedule). . . . .	5,501,015	 5,102,436	5,062,355
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .	6,728,775	 5,661,328	8,162,451	
14	Land, buildings, and equipment basis ▶ <u>236,974</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>34,950</u>	9,471	 202,024	202,024	
15	Other assets (describe ▶ _____)	 400	 20,401	 20,400	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,679,646	25,796,937	30,138,595	
Liabilities	17	Accounts payable and accrued expenses . . . . .	60,036	131,813	
	18	Grants payable . . . . .	5,305,000	3,418,921	
	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 ▶ _____)		 17,430	
	23	Total liabilities (add lines 17 through 22) . . . . .	5,365,036	3,568,164	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	18,314,610	22,228,773	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	18,314,610	22,228,773	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	23,679,646	25,796,937	

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	18,314,610
2	Enter amount from Part I, line 27a . . . . .	2	2,085,757
3	Other increases not included in line 2 (itemize) ▶ 	3	1,828,406
4	Add lines 1, 2, and 3 . . . . .	4	22,228,773
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	22,228,773

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 )
1 a	PUBLIC LY TRADED SECURITIES -JP 6202	P	2012-07-06	2013-02-15
b	PUBLIC LY TRADED SECURITIES - JPM6004	P	2012-05-31	2013-01-22
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 895,027		931,178	-36,151
b 5,870,253		5,205,397	664,856
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-36,151
b			664,856
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	628,705
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	

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	1,313,919	25,836,612	0 05086
2011	1,105,433	26,325,123	0 04199
2010	1,224,470	25,793,970	0 04747
2009	1,070,548	22,817,746	0 04692
2008	1,164,599	26,354,749	0 04419

2 Total of line 1, column (d). . . . .	2	0 23142
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 04629
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	27,285,005
5 Multiply line 4 by line 3. . . . .	5	1,262,886
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	40,700
7 Add lines 5 and 6. . . . .	7	1,303,586
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	1,912,884

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		<b>1</b> 40,700
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		<b>2</b>
<b>3</b> Add lines 1 and 2. . . . .		<b>3</b> 40,700
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		<b>4</b>
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		<b>5</b> 40,700
<b>6 Credits/Payments</b>		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b> 19,376	
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b> 33,000	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d. . . . .		<b>7</b> 52,376
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		<b>8</b>
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>		<b>9</b>
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . <input type="checkbox"/>		<b>10</b> 11,676
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 11,676 <b>Refunded</b> <input type="checkbox"/>		<b>11</b>

Part VII-A Statements Regarding Activities				
<b>1a</b> 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? . . . . .		<b>Yes</b>	<b>No</b>	
	<b>1a</b>		<b>No</b>	
	<b>b</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)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .		<b>1c</b>		<b>No</b>
		<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
	<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>			<b>2</b>	
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		<b>No</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>	
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>		
	<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
	<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX			
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	<b>8b</b>	<b>Yes</b>		
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>	
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>	

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 ▶ HTTP //WWW BRACKENRIDGEFOUNDATION ORG				
14	The books are in care of ▶ASEL & ASSOCIATES PLLC	Telephone no ▶(210) 544-5665		
Located at ▶18618 TUSCANY STONE STE 100 SAN ANTONIO TX		ZIP +4 ▶78258		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
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

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes 

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

No

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VICTORIA B RICO	Trustee	6,755		
700 N SAINT MARYS ST STE 875 SAN ANTONIO, TX 78205	40 00			
RANDALL J BOATRIGHT	TRUSTEE	6,755		
745 E MULBERRY SUITE 720 SAN ANTONIO, TX 78212	10 00			
STEPHANIE SHEARER	FORMER TTEE	2,591		
1005 GARRATY ROAD SAN ANTONIO, TX 78209	0 00			
DAVID ROTH	Trustee	4,164		
16 CHELSEA WAY SAN ANTONIO, TX 78209	10 00			

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.

Form 990-PF (2013)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JPMORGAN CHASE BANK NA 10680 CULEBRA RD SAN ANTONIO, TX 78251	INVESTMENT ADVISORY	84,213
SCHULMAN LOPEZ & HOFFER LLP 517 SOLEDAD STREET SAN ANTONIO, TX 78205		
ASEL & ASSOCIATES PLLC 18618 TUSCANY STONE STE 100 SAN ANTONIO, TX 78258	LEGAL	78,854
ERNST & YOUNG 100 W HOUSTON STREET SAN ANTONIO, TX 78205		
COX SMITH MATTHEWS INC 112 E PECAN STREET STE 1800 SAN ANTONIO, TX 78205	ACCOUNTING	83,469
	ACCOUNTING	61,595
	LEGAL	89,451
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> 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	24,217,105
b	Average of monthly cash balances. . . . .	1b	1,494,834
c	Fair market value of all other assets (see instructions). . . . .	1c	1,988,574
d	Total (add lines 1a, b, and c). . . . .	1d	27,700,513
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	27,700,513
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	415,508
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,285,005
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,364,250

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	1,364,250
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	40,700
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	40,700
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,323,550
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	1,323,550
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	1,323,550

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	1,912,884
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	1,912,884
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	40,700
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,872,184
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				1,323,550
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			1,126,612	
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 ▶ \$ 1,912,884				
a Applied to 2012, but not more than line 2a			1,126,612	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				786,272
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 . . . . .				537,278
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 XIVPrivate 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 XVSupplementary 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) )

b

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

GEORGE W BRACKENRIDGE FOUNDATION  
700 N SAINT MARYS ST STE 875  
SAN ANTONIO, TX 78205  
(210) 693-0819  
NORA@BRACKENRIDGEFOUNDATION.ORG

b

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

SEE ATTACHMENT 18

c

Any submission deadlines

SEE ATTACHMENT 18

d

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

SEE ATTACHMENT 18

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	1,342,150
b Approved for future payment				
Total . . . . .			3b	


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 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)				
<b>a</b> Paid during the year				
AMERICAN SUNRISE 2007 W Commerce St San Antonio,TX 78207	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	15,000
SAN ANTONIO AREA FOUNDATION 303 Pearl Pkwy 114 SAN ANTONIO,TX 78215	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	20,000
CITY KIDS ADVENTURES PO BOX 830655 SAN ANTONIO,TX 78283	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	5,000
ST PAUL'S EPISOPAL MONTESSORI SCHOO East Grayson Street San Antonio,TX 78208	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	10,000
SOUTHWEST SCHOOL OF ART CRAFT 300 Augusta St San Antonio,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	20,000
THE PHILANTHROPY ROUNDTABLE 1730 17th Street Northwest 505 Washington,DC 20036	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	15,000
GREAT HEARTS ACADEMIES 3102 n 56th st Suite 300 Phoenix,AZ 85018	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	125,000
KIPP SAN ANTONIO 735 FREDERICKSBURG RD SAN ANTONIO,TX 78201	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	500,000
IDEA PUBLIC SCHOOLS 505 ANGELITA DR SUITE 9 WESLACO,TX 78596	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	100,000
LEARNING SCHOOLS OF TEXAS 517 SOLEDAD ST SAN ANTONIO,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES OR PROGRAMS	375,000
BTX SCHOOLS INC 8519 FLOYD CURL DRIVE SAN ANTONIO,TX 78240	NONE	EXEMPT	EDUCATIONAL PURPOSES	125,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE ST SUITE 300 AUSTIN,TX 78751	NONE	EXEMPT	EDUCATIONAL PURPOSES	2,000
CHOOSE TO SUCCEED 700 NORTH ST MARYS ST STE 880 SAN ANTONIO,TX 78205	NONE	EXEMPT	EDUCATIONAL PURPOSES	12,150
GREATER HOUSTON AREA FOUNDATION 5120 WOODWAY DR STE 6000 HOUSTON,TX 77056	NONE	EXEMPT	EDUCATIONAL PURPOSES	5,000
LEADERSHIP SAISD 406 BARRERA STREET SAN ANTONIO,TX 78210	NONE	EXEMPT	EDUCATIONAL PURPOSES	5,000
<b>Total . . . . .</b>  <b>3a</b>				1,342,150

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)				
<b>a</b> <i>Paid during the year</i>				
MICROSOCIETY 1005 NORTH GLEBE ROAD SUITE 610 ARLINGTON,VA 22201	NONE	EXEMPT	EDUCATIONAL PURPOSES	3,000
DISCOVERY SCHOOL 222 SALEM SAN ANTONIO,TX 78201	NONE	EXEMPT	EDUCATIONAL PURPOSES	5,000
<b>Total . . . . .</b>			<b>3a</b>	1,342,150



**TY 2013 Accounting Fees Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Asel & Associates, PLLC	83,469	41,735	0	41,735
Ernst & Young	61,595	0	0	61,595
Fisher, Herbst, & Kemble, P C	1,474	737	0	737

## TY 2013 Contractor Compensation Explanation

**Name:** GEORGE W BRACKENRIDGE FOUNDATION

**EIN:** 74-6034977

**Software ID:** 13000170

**Software Version:** 2013v3.1

Contractor	Explanation
ASEL & ASSOCIATES PLLC	
COX SMITH MATTHEWS INC	
ERNST & YOUNG	
JPMORGAN CHASE BANK NA	
SCHULMAN LOPEZ & HOFFER LLP	

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

## TY 2013 Depreciation Schedule

**Name:** GEORGE W BRACKENRIDGE FOUNDATION

**EIN:** 74-6034977

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2012-02-16	2,998	500	91	5 0000	600			
Wireless device for offic	2012-02-17	1,100	183	91	5 0000	220			
IPHONE	2012-05-22	324	38	91	5 0000	65			
MACBOOK	2012-05-29	3,011	351	91	5 0000	602			
MACBOOK ACCESSORIES	2012-06-07	158	18	91	5 0000	32			
PROJECTOR	2012-06-11	515	60	91	5 0000	103			
IPHONE	2012-07-30	323	27	91	5 0000	65			
IPAD	2012-08-08	728	61	91	5 0000	146			
TIME CAPSULE	2012-08-13	299	25	91	5 0000	60			
OFFICE FURNITURE	2012-11-19	1,300	22	91	5 0000	260			
IPHON(2)	2013-07-15	596		91	5 0000	60			
WINDOWS 7 SYSTEM BUILDER	2013-06-14	214		91	3 0000	42			
PARALLELS SOFTWARE	2013-08-20	1,049		91	3 0000	117			
PARALLELS SOFTWARE	2013-09-14	209		91	3 0000	23			
SUITE 875 IMPROVEMENTS	2013-02-04	104,007		91	7 0000	13,620			
STONE STANDARD INVOICE 4	2013-03-15	1,618		91	7 0000	193			
FURNITURE-SUITE 875	2013-04-02	54,599		91	7 0000	5,850			
FURNITURE-SUITE 875	2013-05-29	15,499		91	7 0000	1,292			
CONSTRUCTION SERVICES-875	2013-06-16	2,876		91	7 0000	205			
IPHONE	2013-10-09	325		91	5 0000	16			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
APPLE STORE	2013-01-01	499		91	5 0000	100			
VOCALOCITY	2013-01-01	668		91	5 0000	134			
APARTMENT FURNITURE	2013-01-07	10,980		91	5 0000	2,196			
BED LINENS	2013-01-16	7,423		91	5 0000	1,361			
APARTMENT FURNITURE	2013-01-21	5,619		91	5 0000	1,030			
APPLE STORE	2013-02-13	1,572		91	5 0000	288			
MACBOOK AIR	2013-02-15	2,164		91	5 0000	397			
VOICE/DATA CABLING	2013-04-15	752		91	5 0000	113			
FURNITURE-SUITE 875	2013-04-26	2,635		91	5 0000	351			
VOICE/DATA CABLING	2013-05-10	850		91	5 0000	113			
SUITE 875 OFFICE TABLES	2013-06-03	5,693		91	5 0000	664			
SUITE 875 CABLE INSTALL	2013-06-03	475		91	5 0000	55			
VOICE/DATA CABLING	2013-06-24	988		91	5 0000	99			
UNLIMITED EXTENSION	2013-06-25	728		91	5 0000	73			
COFFEEMAKER	2013-07-01	116		91	5 0000	12			
KITCHEN SUPPLIES	2013-07-27	108		91	5 0000	9			
VOICE/DATA COMPLETION	2013-08-08	935		91	5 0000	78			

TY 2013 Investments Corporate  
Bonds Schedule

Name:

GEORGE W BRACKENRIDGE FOUNDATION

EIN:

74-6034977

Software ID:

13000170

Software Version:

2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
75,000 SHS FNMA 5.375% 07/15/16		
18,142 SHS FHLMC 5% 05/01/18	19,343	19,306
14,546 SHS FHLMC GOLD 5% 06/01/18	15,601	15,481
27,747 SHS FHLMC GOLD 4.5% 11/01/18		
39,828 SHS FHLMC GOLD 6% 10/01/2017		
165,564 SHS PAYDEN HIGH INCOME FUND	1,176,853	1,167,226
155,432 SHS JPM HIGH YIELD FD - SEL	1,233,692	1,240,351
43,183 SHS JPM TR I INFL MANAGED BD - SE	459,472	448,244
175,000 SHS MS 95% PPN CURRENCY BASKET 1		
175,000 SHS GS 95% PP CMIT BASKET 11/18/		
5,000 SHS PRINCIPAL FINL GROUP INC GTD	6,804	6,406
15,000 SHS BERKSHIRE HATHAWAY FINANCE 4		
100,000 SHS FFCB 3.75% 02/05/14		
10,000 SHS CATERPILLAR FINACIAL SE NOTE	13,530	12,589
10,000 SHS BAXTER INTERNATIONAL INC 4% M		
15,000 SHS ELI LILLY & CO 4.2% MAR 06 20	15,592	15,106
27,000 SHS SOUTHERN CALIF GAS CO 5 1/2%	30,347	27,270
4,000 SHS BHP BILLION FIN USA LTD 6.5%	4,791	4,785
10,000 SHS ABBEY NATL TREASURY SERV FLOA	10,636	10,612
3,000 SHS RIO TINTO FINANCE PLC 9% 05/19	4,093	3,876
15,000 SHS US BANCORP SR NOTES 4.2% MAY	16,248	15,222
15,000 SHS ACE INA HOLDINGS INC 5 7/8% J		
15,000 SHS WACHOVIA CORPORATION SUB NOTE	16,237	15,423
15,000 SHS DEUTSCHE BANK AG LONDON 3 7/8	17,301	17,118
10,000 SHS BANK OF AMERICA CORPORATION 7	12,830	12,393
20,000 SHS CITIGROUP INC 6.01% JAN 15 20		
15,000 SHS CREDIT SUISSE FB USA INC NOTE	16,556	15,681
15,000 SHS NATIONAL CITY CORP 4.9% JAN 1	16,418	15,657
10,000 SHS APACHE FINANCE CANADA 4 3/8%		
20,000 SHS HSBC FINANCE CORP 5% JUN 30 2		
15,000 SHS RABOBANK NEDERLAND 2 1/8% OCT	15,147	15,393
15,000 SHS DIAGO FINANCE BV 5.3% OCT 28	17,009	16,257
10,000 SHS WESTPAC BANKING CORP 3% DEV 0	10,217	10,467
10,000 SHS VERIZON COMMUNICATIONS 5.55%	11,208	10,928
10,000 SHS WYETH 5 1/2% FEB 15 2016		
15,000 SHS CISCO SYSTEMS NOTES 5 1/2% FE	15,034	16,503
15,000 SHS BB&T CORPORATION MTN 3.2% MAR	14,985	15,703
3,000 SHS AMGEN INC 2.3% JUN 15 2016	2,993	3,091
15,000 SHS BANK OF AMERICA CORP SR NOTES	16,957	16,940
15,000 SHS AT & T INC 2.4% AUG 15 2016	15,243	15,456
40,000 SHS GENERAL ELEC CAP CORP SR NOTE	43,998	44,605
5,000 SHS TEVA PHARMACEUT FIN BV 2.4% NO	5,006	5,147
23,277 SHS HYYBD AI AUTO RECEIVABLES TRUS	23,889	23,557
10,000 SHS BLACKROCK INC 6 1/4% SEP 15 2	11,729	11,613
15,000 SHS WELLS FARGO COMPANY 5 5/8% DE	17,214	17,189
17,706 SHS GNMA II 5% DEC 20 2017	18,636	19,006
379 SHS FNMA 725169 8% 03/01/13		
50,000 SHS FHLMC 5% 07/15/2014 DTD		
26,081 SHS FNMA 535208 7% 03/01/15	9,433	8,955
33,966 SHS WORLD OMNI AUTO RECEIVABLES T	720	717
20,000 SHS MORGAN STANLEY 4 3/4% 3/22/17	21,494	21,868
8,000 SHS AMERICAN EXPRESS CREDIT	7,978	8,218
15,000 SHS HEWLETT-PACKARD CO 2.6%		
15,000 SHS NYSE EURONEXT 2% 10/05/17	15,077	14,973
18,745 SHS FHLMC SER 2513 CL DB 5% 10/15	20,022	19,614
20,000 SHS GOLDMAN SACHS 6.15% 04/01/18	21,658	22,962
10,000 SHS NATIONAL RURAL UTIL CORP	14,618	13,490
5,000 SHS DUKE ENERGY CAROLINAS 7%	6,487	6,080
25,489 SHS FHLMC GOLD 3.5% 12/1/18	26,397	26,715
10,000 SHS ANHEUSER BUSCH 7 3/4% 1/15/19	13,243	12,488
10,000 SHS TRANS - CANADA PIPELINES 7 1/	12,983	12,104
15,000 SHS NOVARTIS SECS INVEST 5 1/8%	18,141	17,001
10,000 SHS SIMON PROPERTY G LP 10.35% 4/	14,007	13,640
3,000 SHS RIO TINTO FIN USA 9% 5/1/19		
23,452 SHS FNMA 5% 07/01/19	25,211	25,096
10,000 SHS HALLIBURTON CO. 6.15% 9/15/19	12,799	11,877
15,000 SHS TD AMERITRADE HOLDING CO 5.6%	17,963	17,258
25,896 SHS FNMA 6% 05/1/20	28,227	27,894
50,000 SHS FHLMC REMIC 5%5/15/20	55,500	53,972
31,565 SHS FHLMC GOLD 5.5% 05/1/21	34,425	33,566
29,944 SHS FNMA 5% 03/1/21	32,236	32,404
30,674 SHS FHLMC GOLD 5.5% 07/1/21	33,435	32,621
63,021 SHS FNMA 6% 06/1/23		
31,058 SHS GNMA 5% 1/15/24	33,659	33,289
69,774 SHS FNMA 5.5% 12/1/24		
11,000 SHS ROYAL BANK OF CANADA	10,999	10,941
10,000 SHS AMERICA MOVIL SAB DE CV 5 5/8	11,827	11,309
21,291 SHS FHLMC GOLD 5.5% 01/1/18	23,034	22,486
40,000 SHS AMERICREDIT AUTOMOBILE REC	40,175	40,112
20,000 SHS HSBC FINANCE CORP	21,622	21,204
35,000 SHS CAPITAL AUTO RECEIVABLES	34,918	34,997
40,000 SHS HONDA AUTO REC. OWNER TR	39,963	39,955
5,000 SHS BNP PARIBAS MTN	4,995	4,997
9,000 SHS WYETH 5.45% 04/01/17	10,263	10,112
23,595 SHS FHLMC GOLD 6% 10/01/17	25,741	25,001
20,000 SHS CITIGROUP INC 6 1/8% 11/21/17	23,252	23,041
5,000 SHS NUCOR CORPORATION	5,734	5,667
90,000 SHS FHLMC .875% 03/07/18	88,239	87,658
16,266 SHS FHLMC GLD B10741 4.5% 110118	17,156	17,376
3,000 SHS AT&T INC	3,000	3,003
3,000 SHS BANK OF NY MELLON MTN	2,996	2,977
10,000 SHS METLIFE INC	12,850	12,418
10,000 SHS COMCAST CORP NEW NT	12,117	11,547
15,000 SHS LOCKHEED MART 4 1/4% 11/15/19	16,813	16,179
15,000 SHS PRUDENTIAL FINANCIAL INC	17,120	16,866
69,225 SHS FHLMC GOLD 5% 09/01/21	73,811	73,816
49,324 SHS FHLMC GOLD 5.5% 04/01/23	52,407	52,996
45,590 SHS FNMA 6% 06/01/23	51,232	50,739
63,040 SHS FNMA AC3295 5% 10/01/24	69,266	69,059
49,117 SHS FNMA 255550 5.5% 12/01/24	54,090	54,281
100,000 SHS FFCB 3.75%	104,017	100,326
39,688 SHS JPM STRAT INCOME OPPORT FD	473,477	471,889

TY 2013 Investments Corporate  
Stock Schedule

**Name:** GEORGE W BRACKENRIDGE FOUNDATION  
**EIN:** 74-6034977  
**Software ID:** 13000170  
**Software Version:** 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
250,000 SHS BNP CONT BUFF EQ SPX 06/06/1		
14,791 SHS HARTFORD CAPITAL APPRECIATIO	501,420	690,599
17,370 SHS JPM INTREPID AMERICA FD - SEL	372,935	603,956
17,991 SHS PROFESSIONALLY MANAGED PORTFO		
10,370 SHS SPDR S&P 500 ETF TRUST		
8,236 SHS ISHARES RUSSELL MIDCAP VALUE	337,273	541,188
65,923 SHS JPM MARKET EXPANSION INDEX FD	743,106	865,581
42,184 SHS JPM INTL VALUE FD - SEL	498,696	589,660
38255 SHS ABERDEEN ASIA PACIFIC EX JAPA	424,302	438,781
48,117 SHS DELAWARE EMERGING MARKETS	727,890	782,864
5,381 SHS VANGUARD MSCI EMERGING MARKET	249,461	221,374
18,248 SHS EDGEWOOD GROWTH FUND	231,022	341,972
350,000 SHS SG CONT BUFF EQ SPX 11/20/13		
250,000 SHS USB CONT BUFF EQ SPX 10/23/1		
350,000 SHS SG CONT BUFF EQ SPX 12/18/13		
42,653 SHS CAPITAL PRIVATE CLIENT SVCS		
250,000 SHS JPM BREN EAFE 01/10/14	250,000	289,475
250,000 SHS DB MARKET PLUS SX5E 03/19/14	250,000	300,215
24,884 SHS MATTHEWS PACIFIC TIGER INSTL	599,456	621,354
17,991 SHS OSTERWEIS FUND	501,420	623,222
6,316 SHS SPDR S&P 500 ETF TRUST	724,063	1,166,502
11,559 SHS PRINCIPAL MIDCAP FUND-INS	227,200	236,863
42,653 SHS CAPITAL PRIVATE CLIENT SVCS	402,642	508,847
8,371 SHS ISHARES MSCI EAFE INDEX FUND	540,647	561,652
250,000 SHS JPM BREN EAFE 02/05/14	250,000	286,125
12,841 SHS JPM CHINA REGION FD-SEL	234,353	272,748
13,590 SHS OPPENHEIMER DEVELOPING MKT-Y	473,477	510,442

# TY 2013 Investments Government Obligations Schedule

**Name:** GEORGE W BRACKENRIDGE FOUNDATION

**EIN:** 74-6034977

**Software ID:** 13000170

**Software Version:** 2013v3.1

**US Government Securities - End of**

**Year Book Value:** 5,112,091

**US Government Securities - End of**

**Year Fair Market Value:** 5,078,651

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

**TY 2013 Investments - Other Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAND	AT COST	4,434	1,730,000
1,270 SHS GLOBAL ACCESS HEDGE FUND LTD	AT COST	60,500	56,552
10,089 SHS THE ARBITRAGE FUND-1	AT COST	132,061	129,741
65,219 SHS PIMCO COMMODITY PL STRAT-P	AT COST	719,876	695,883
200,000 SHS SG BRENT CBEN	AT COST	200,000	217,700
38,894 SHS JP MORGAN CASH 7008	AT COST	38,898	38,898
GLOBAL ACCESS PE VINTAGE 2013 LP	AT COST	50,930	48,113
24,940 SHS ARBITRAGE FUNDS - I	AT COST		
457 SHS BLACKSTONE PARTNERS OFFSHORE FUN	AT COST	500,000	603,031
506 SHS CORBIN CAPITAL PARTNERS	AT COST	500,000	619,927
474 SHS DOUBLELINE LEVERAGED FUND LTD CL	AT COST	475,000	478,397
2,573 SHS GLOBAL ACCESS HEDGE FUND LTD	AT COST	2,750,000	3,268,208
24,798 SHS JPM REALTY INCOME FD - INSTL	AT COST	229,629	276,001
45,858 SHS JPM US REAL ESTATED - SEL	AT COST		
250,000 SHS BARC BREN COMMODITY BSKT 12/	AT COST		
32,208 SHS HIGHBRIDGE DYNAMIC COMM STRG	AT COST		
844 SHS SPDR GOLD TRUST	AT COST		
2,573 SHS DOUBLELINE LEVERAGED FUND LTD	AT COST		



**TY 2013 Land, Etc. Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	56,578	13,592	42,986	202,024
Buildings	178,924	21,176	157,748	
Miscellaneous	1,472	182	1,290	

**TY 2013 Legal Fees Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cox Smith Matthews Inc	89,451	40,771	0	48,680
Martin Consulting Group	15,400	0	0	15,400
Musick, Peeler & Garrett LLP	1,000	0	0	1,000
Schulman, Lopez & Hoffer LLP	78,854	0	0	78,854

**TY 2013 Other Assets Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EARNEST MONEY DEPOSIT		20,000	20,000
ELECTRICITY DEPOSIT	400	400	400
Rounding		1	

## TY 2013 Other Expenses Schedule

**Name:** GEORGE W BRACKENRIDGE FOUNDATION

**EIN:** 74-6034977

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Apartment Expenses	113,665			113,665
Credit Card Fees	183	92		91
Dues & Subscriptions	3,393	1,696		1,697
Equipment Rental and Maintenance	2,678	1,339		1,339
Insurance	11,141	5,570		5,571
Investment Advisory Fees	84,213	84,213		
Meals & Entertainment	7,954	3,977		3,977
Membership/Conferences	3,140			3,140
Office Administration	40,912	20,456		20,456
Payroll Service Fees	1,639	819		820
Taxes/Licenses	850	425		425

**TY 2013 Other Income Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	3,328,788	3,328,788	

**TY 2013 Other Increases Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Amount
ACCRUAL TO CASH ADJUSTMENT	1,815,966
TAX EXEMPT INCOME	12,440

**TY 2013 Other Liabilities Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED LIABILITIES		17,430

**TY 2013 Other Professional Fees Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FPO Marketing	95	0	0	95
Outside services	5,997	0	0	5,997



**TY 2013 Taxes Schedule****Name:** GEORGE W BRACKENRIDGE FOUNDATION**EIN:** 74-6034977**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ad Valorem Taxes	500	500		
Federal Excise Tax	40,700			
Payroll - Taxes	4,357	2,178		2,179

ATTACHMENT TO 2013 FORM 990-PF

STATEMENT 16

PAGE 10, PART XV SUPPLEMENTARY INFORMATION - QUESTION 2

2A - GEORGE W BRACKENRIDGE FOUNDATION      PH (210) 693-0819  
700 N SAINT MARYS ST STE 875  
SAN ANTONIO, TEXAS 78205

2B - A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED IN THE  
FOLLOWING MANNER

(1) THE REQUEST FOR THE GRANT SHOULD BE RECEIVED ON THE ORGANIZATION'S  
LETTERHEAD AND SIGNED BY A MEMBER OF ITS BOARD OF DIRECTORS OR AN  
OFFICER OF THE ORGANIZATION

(2) THE REQUEST LETTER SHOULD CONTAIN THE FOLLOWING

- A      SPECIFIC INFORMATION RELATED TO THE DESIRED USE OF THE GRANT
- B      A COPY OF THE ORGANIZATION'S CHARTER AND BY-LAWS, AND
- C      A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE I R S  
INCLUDING THE MOST RECENT FINANCIAL STATEMENTS

2C - THERE ARE NO FORMAL SUBMISSION DEADLINES FOR GRANT REQUESTS.

2D - GRANTS ARE USUALLY LIMITED BY THE FOLLOWING FACTORS

- (1) THE ORGANIZATION MUST BE LOCATED IN TEXAS
- (2) THE ORGANIZATION MUST BE AN ACCREDITED EDUCATION ORGANIZATION OR THE  
GRANT MUST BE TO SUPPORT ONE OR MORE ACCREDITED EDUCATIONAL  
ORGANIZATION