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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*.**

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
CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

A Employer identification number
74-6038766

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 911

Room/suite

B Telephone number (see instructions)
(361) 592-7174

City or town, state or province, country, and ZIP or foreign postal code
KINGSVILLE, TX 78364

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 62,520,940

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)	10,000			
	2 Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,322	4,322		
	4 Dividends and interest from securities	926,320	926,320		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,652,002			
	b Gross sales price for all assets on line 6a 14,843,696				
	7 Capital gain net income (from Part IV, line 2)		2,652,002		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	976,311	976,311		
	12 **Total.** Add lines 1 through 11	4,568,955	4,558,955		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	123,000			123,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	216	108		108
	b Accounting fees (attach schedule)	7,510	3,755		3,755
	c Other professional fees (attach schedule)	373,519	369,019		4,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	157,561	76,240		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	87,527	43,771		43,756
	24 **Total operating and administrative expenses.** Add lines 13 through 23	749,333	492,893		175,119
	25 Contributions, gifts, grants paid	2,465,220			2,465,220
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,214,553	492,893		2,640,339
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,354,402			
	b **Net investment income** (if negative, enter -0-)		4,066,062		
	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	131,738	51,044	51,044
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 4			
	Less allowance for doubtful accounts ▶	4	4	4
	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)			
	b Investments—corporate stock (attach schedule)	41,024,466	42,533,813	61,082,308
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ 1			
	Less accumulated depreciation (attach schedule) ▶	1	1	1,403,802
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	66,670	-7,581	-16,218
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	41,222,879	42,577,281	62,520,940
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	41,222,879	42,577,281	
	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)	41,222,879	42,577,281	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	41,222,879	42,577,281	

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	41,222,879
2	Enter amount from Part I, line 27a	2	1,354,402
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	42,577,281
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	42,577,281

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				

	(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				
b				
c				
d				
e				

	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	
a				
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	2,652,002
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	2,244,849	51,846,404	0 04330
2011	2,252,614	49,422,634	0 04558
2010	1,844,345	42,912,567	0 04298
2009	2,293,161	37,042,251	0 06191
2008	2,065,148	46,614,671	0 04430

2	**Total** of line 1, column (d)	2	0 23807
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 04761
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	57,352,037
5	Multiply line 4 by line 3	5	2,730,703
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	40,661
7	Add lines 5 and 6	7	2,771,364
8	Enter qualifying distributions from Part XII, line 4	8	2,640,339

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	81,321
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	81,321
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	81,321
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 65,103		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 50,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	115,103
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶	10	33,782
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 33,782 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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		No
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 ▶ N/A

14 The books are in care of ▶ VALERIE SCHULZE Telephone no ▶ (361) 592-8501

Located at ▶ PO BOX DRAWER 911 KINGSVILLE TX ZIP+4 ▶ 78364

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? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶	16		No

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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ 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		No
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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
STEPHEN J KLEBERG PO BOX 911 KINGSVILLE,TX 78363	TRUSTEE 4 00	43,000		
DR DUANE M LEACH 1604 WINDSWEPT ROAD GARDENDALE,TX 79758	TRUSTEE 4 00	40,000		
CHRIS KLEBERG 4729 ROSINANTE EL PASO,TX 79922	TRUSTEE 4 00	40,000		

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 **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
LUTHER KING CAPITAL MANAGEMENT 301 COMMERCE STREET SUITE 1600 FORT WORTH,TX 76102	INVESTMENT MGT	147,707
SOUTH TEXAS MONEY MANAGEMENT LTD 100 W OLMOS DRIVE SUITE 101 SAN ANTONIO,TX 78212	INVESTMENT MGT	137,497
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
1	
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	56,575,068
b	Average of monthly cash balances	1b	246,548
c	Fair market value of all other assets (see instructions)	1c	1,403,802
d	**Total** (add lines 1a, b, and c)	1d	58,225,418
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	58,225,418
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	873,381
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,352,037
6	**Minimum investment return.** Enter 5% of line 5	6	2,867,602

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

1	Minimum investment return from Part X, line 6			1	2,867,602
2a	Tax on investment income for 2013 from Part VI, line 5	2a	81,321		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	81,321
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,786,281
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,786,281
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	2,786,281

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	2,640,339
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	2,640,339
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	2,640,339

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				2,786,281
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			2,311,626	
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 ▶ $ 2,640,339				
a Applied to 2012, but not more than line 2a			2,311,626	
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.				328,713
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				2,457,568
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(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))

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

STEPHEN J KLEBERG TRUSTEE
PO BOX 911
KINGSVILLE, TX 78364
(361) 592-8501
N/A

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

SEE STATEMENT 14

c Any submission deadlines

SEE STATEMENT 14

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

SEE STATEMENT 14

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TEXAS AM UNIVERSITY KINGSVILLE FDN PO BOX 2202 KINGSVILLE,TX 78363	NONE	PUBLIC CH	CHARITABLE PURPOSES	2,416,000
SAN DIEGO ZOO GLOBAL 15600 SAN PASQUAL VALLEY ROAD ESCONDIDO,CA 92027	NONE	PUBLIC CH	CHARITABLE PURPOSES	49,220
Total . . . . . ▶ **3a**				2,465,220
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,322	
4 Dividends and interest from securities			14	926,320	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,652,002	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,558,955	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	4,558,955

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-05 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JOHN C ASEL CPA				P00201377

Firm's name ▶	Asel & Associates PLLC	Firm's EIN ▶	
Firm's address ▶	18618 Tuscany Stone Ste 100 SAN ANTONIO, TX 78258	Phone no	(210) 544-5665

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a AUSTIN CALVERT CLASS ACTI			18	7,166	
b DEWBRE PETROLEUM CORP			15	602	
c EXXON MOBIL ROYALTIES			15	935,868	
d HEADINGTON ROYALTIES			15	8,455	
e OTHER INVESTMENT INCOME			18	22,825	
f OTHER ROYALTIES			15	1,395	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309000144

TY 2013 Accounting Fees Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASEL & ASSOCIATES	7,510	3,755	0	3,755

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309000144

TY 2013 Contractor Compensation Explanation

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION
EIN: 74-6038766
Software ID: 13000170
Software Version: 2013v3.1

Contractor	Explanation
LUTHER KING CAPITAL MANAGEMENT	
SOUTH TEXAS MONEY MANAGEMENT LTD	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309000144

TY 2013 Investments Corporate Stock Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION
EIN: 74-6038766
Software ID: 13000170
Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT #13	42,533,813	61,082,308

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TY 2013 Investments - Land Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	1		1	1,403,802

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TY 2013 Legal Fees Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Michael J Krueger	216	108	0	108

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TY 2013 Other Assets Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAX	58,033	-16,218	-16,218
PUBLICATION 90	8,637	8,637	

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TY 2013 Other Expenses Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CKWRI	40,864	20,432		20,432
MISCELLANEOUS EXPENSE	45,000	22,500		22,500
OFFICE EXPENSES	1,648	824		824
SAFE DEPOSIT BOX	15	15		

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TY 2013 Other Income Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AUSTIN CALVERT CLASS ACTI	7,166	7,166	
DEWBRE PETROLEUM CORP	602	602	
EXXON MOBIL ROYALTIES	935,868	935,868	
HEADINGTON ROYALTIES	8,455	8,455	
OTHER INVESTMENT INCOME	22,825	22,825	
OTHER ROYALTIES	1,395	1,395	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309000144

TY 2013 Other Professional Fees Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BESSEMER TRUST CO - INV MGT FEES	20,458	20,458	0	0
FROST BANK - CUSTODY FEES	5,200	5,200	0	0
KLEBERG BANK - ADMIN FEES	9,000	4,500	0	4,500
LIVEOAK VENTURE PARTNERS MGMT FEE	13,712	13,712	0	0
LUTHER KING - INV MGT FEES	153,747	153,747	0	0
SOUTH TEXAS MONEY MGMT - INV MGT FEES	137,497	137,497	0	0
THORNBURG CHARLES SCHWAB INVESTMENT FEES	33,905	33,905	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309000144

TY 2013 Taxes Schedule

Name: CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION

EIN: 74-6038766

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	21,376	21,376		
FEDERAL EXCISE TAX	81,321			
FOREIGN TAXES	13,969	13,969		
ROYALTY PRODUCTION TAXES	40,895	40,895		

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2013 STATEMENT 13

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,889	MCORP	$ 1 00	$ 1 00
	TOTAL - MCORP	**$ 1.00**	**$ 1.00**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	LIVE OAK VENTURE PARTNERS	$ 32,288 00	$ 32,483 00
	TOTAL - LIVE OAK VENTURE PARTNERS	**$ 32,288.00**	**$ 32,483.00**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
120	EL PASO NATURAL GAS CO	$ 1,646 25	$ -
	TOTAL - EL PASO NATURAL GAS CO.	**$ 1,646.25**	**$ -**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	VALUE
463 15	BESSEMER SWEEP PROGRAM .010%		-
250,000	OW PRIV EQUITY FD X	188,002 00	239,186 00
500,000	OW GLOBAL REAL ESTATE FUND	286,900 00	317,405 00
	OW - INVESTMENT (BOOK COST) - NOT ON BANK STATEMENT	25,293 08	
	TOTAL - BESSEMER TRUST	**$ 500,195.08**	**$ 556,591.00**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
142,479 69	INVESCO STIC LIQUID ASSET PRIVATE CL	$ 142,479 69	$ 142,479 69
1,504	ALLIANCE DATA SYS CORP COM	214,003 93	395,446 72
10,691	AMERICAN AIRLINES GROUP INC COM	172,908 33	269,947 75
5,826	AMEICAN EAGLE OUTFITTERS INC COM	93,973 38	83,894 40
5,791	AMERICAN INTL GROUP INC COM*	204,144 33	295,630 55
1,429	APACHE CORP COM*	121,535 31	122,808 26
626	APPLE INC COM*	313,649 69	351,198 52
3,855	ARM HLDGS PLC SPONS ADR*	176,289 15	210,988 01
5,256	AT&T INC COM*	189,649 57	184,800 96
7,747	AUXILIUM PHARMACEUTICALS INC COM	136,742 21	160,595 31
5,725	BRISTOL - MYERS SQUIBB CO COM*	192,714 38	304,283 75
2,922	CAPITAL ONE FINANCIAL CORP COM*	202,812 89	223,854 42
1,992	CHEVRON CORPORATION COM	187,506 03	248,820 72
3,885	CONOCOPHILLIPS COM	219,644 19	274,475 25
2,143	COVANCE INC COM	180,260 78	188,712 58
1,972	DIAGEO PLC SPONSORED ADR*	233,665 14	261,132 24
2,515	DILLARDS INC CL A COM	194,133 35	244,483 15
2,418	DOMTAR CORPORATION COM NEW	201,452 82	228,114 12
2,896	DRESSER-RAND GROUP INC COM	175,547 99	172,688 48
2,960	DUNKIN BRANDS GROUP INC COM	122,252 74	142,672 00
3,006	FIRST SOLAR INC COM	132,390 85	164,247 84
4,974	FMC TECHNOLOGIES INC COM	202,408 98	259,692 54
12,332	FORD MOTOR COMPANY COM	160,171 57	190,282 76
7,851	FREEPORT-MCMORAN COPPER & GOLD COM*	250,144 32	296,296 74
7,329	GAP INC COM	200,007 68	286,417 32
12,335	GENERAL ELECTRIC CO COM	238,916 20	345,750 05
3,889	GENERAL MOTORS COMPANY COM	113,947 70	158,943 43
2,420	HAIN CELESTIAL GROUP INC COM	171,122 84	219,687 60
3,444	INFORMATICA CORP COM	121,739 20	142,926 00
21,976	ING GROEP N V SPONSORED ADR	251,956 94	307,883 76
7,625	INTEL CORP COM*	182,272 57	197,906 88
9,058	ISHARES CORE S&P SMALL-CAP ETF*	617,521 34	988,499 54

FORM 990-PF	DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2013		STATEMENT 13
7,473	LOWES COS INC COM*	176,472 88	370,287 15
5,241	MERCK & CO INC NEW COM	242,341 20	262,312 05
8,081	MICROSOFT CORP COM	215,826 54	302,310 21
5,121	MONDELEZ INTL INC COM	108,215 13	180,771 30
2,707	NESTLE S A SPON ADR REPSTG REG SHS	193,535 88	199,208 13
6,323	PFIZER INC COM*	182,417 92	193,673 49
3,043	ROCKWELL AUTOMATION INC COM	211,959 86	359,560 88
7,506	SAFEWAY INC COM NEW	183,174 17	244,470 42
4,198	SANOFI SPONSORED ADR	175,009 18	225,138 74
14,586	SCHWAB CHARLES CORP NEW COM*	229,908 91	379,236 00
1,153	SIMON PROPERTY GROUP REIT NEW COM	156,796 47	175,440 48
17,897	SOUTHWEST AIRLINES CO COM*	232,897 68	337,179 48
6,106	SWATCH GROUP AG UNSPONS ADR	198,261 82	202,719 20
4,960	TOTAL SYS SVC INC COM	120,836 02	165,068 80
5,239	UNILEVER PLC SPONSORED ADR	161,630 05	215,846 80
12,912	UTILITIES SELECT SECTOR SPDR FUND	432,893 30	490,268 64
4,534	VERIZON COMMUNICATIONS COM	190,184 10	222,800 76
6,207	WELLS FARGO & CO NEW COM	205,637 91	281,797 80
4,972	WOLVERINE WORLD WIDE INC COM	118,825 58	168,849 12
6,446	ZIONS BANCORPORATION COM	200,787 28	193,122 16
2247	3M CO COM*	158,279 56	315,141 75
	TOTAL - SOURTH TEXAS MONEY MGMT (FA722)	**$ 10,413,857.53**	**$ 13,550,764.70**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	VALUE
22,246 93	INVESCO STIC LIQUID ASSET PRIVATE CL	$ 278,184 71	$ 278,184 71
	TOTAL - SOURTH TEXAS MONEY MGMT (FB893)	**$ 278,184.71**	**$ 278,184.71**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,595 37	INVESCO STIC LIQUID ASSET PRIVATE CL	$ 2,595 37	$ 2,595 37
150,000	ALAMO TEXAS COMMUNITY COLLEGE DISTRICT FINANCING SYSTEM	$ 150,000 00	$ 150,840 00
250,000	ARIZONA BOARD OF REGENTS UNIVERSITY OF ARIZONA SYSTEM B	273,417 50	267,957 50
250,000	ARIZONA STATE TRANSPORTATION BOARD HIGHWAY REVENUE SERIES	250,000 00	253,587 50
250,000	AUSTIN TEXAS IMPROVEMENT SERIES B	250,000 00	252,672 50
300,000	CLAYTON CNTY GEORGIA & CLAYTON CNTY WATER AUTHORITY SERIES	296,487 00	288,126 00
250,000	COLORADO RIVER TEXAS MUNICIPAL WATER DISTRICT	250,000 00	251,625 00
260,000	COLORADO SPRINGS COLORADO UTILITIES BUILD AMERICA BOND	272,545 00	272,183 60
400,000	COLORADO STATE BOARD OF GOV UNIV ENTERPRISE SERIES B	400,000 00	389,244 00
250,000	DAVIS COUNTY UTAH SCHOOL DISTRICT BUILD AMERICA BOND	271,405 00	256,032 50
250,000	ENERGY NORTHWEST WASHINGTON ELECTRIC REVENUE COLUMBIA GI	250,000 00	249,397 50
250,000	GEORGIA STATE BUILD AMERICA BONDS	256,882 50	255,565 00
250,000	GRAND STRAND SOUTH CAROLINA WATER & SEWER AUTHORITY SERIE	250,000 00	253,240 00
185,000	HOUSTON TEXAS SERIES B	185,000 00	185,190 55
250,000	MARYLAND STATE DEPARTMENT OF TRANSPORTATION BUILD	274,195 00	263,570 00
100,000	MARYLAND STATE BUILD AMERICA BONDS	108,235 00	107,265 00
250,000	MEMPHIS TENNESSEE SERIES E TAXABLE	269,477 50	267,555 00
265,000	MERCER COUNTY NEW JERSEY IMPROVEMENT AUTHORITY REVENUE S	265,895 70	264,978 80
100,000	MISSISSIPPI STATE SERIES C	100,000 00	102,075 00
250,000	NAPERVILLE ILLINOIS SERIES B	269,560 00	266,722 50
250,000	NEW YORK NEW YORK CITY TRANSITIONAL FINANCE AUTHORITY	272,742 50	260,100 00
100,000	NEWPORT NEW VIRGINIA ECONOMIC	100,400 00	98,161 00
200,000	OHIO STATE WATER DEVELOPMENT	200,000 00	201,822 00
100,000	OKLAHOMA STATE WATER RESOURCE BOARD MASTER TRST SERIES B	100,000 00	100,019 00
450,000	PENNSYLVANIA STATE SERIES B	488,650 50	482,013 00
250,000	PORT OF SEATTLE WASHINGTON SERIES C TAXABLE DATED	250,000 00	251,460 00
300,000	ROCKDALE COUNTY GEORGIA WATER & SEWERAGE AUTH REFUNDING	300,000 00	294,933 00
250,000	SOUTH DAKOTA STATE CONSERVANCY DISTRICT STATE REVOLVING FU	250,000 00	239,092 50
250,000	TENNESSEE STATE SERIES C	250,000 00	255,022 50
250,000	TEXAS STATE PUBLIC FINANCE AUTHORITY	250,000 00	259,467 50

FORM 990-PF DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2013 STATEMENT 13

260,000	TRAVIS COUNTY TEXAS HEALTHCARE DISTRICT GO OF DIST	260,000 00	265,179 20
150,000	BANK OF NEW YORK MELLON CORP 3/16/13 1 35% DUE 3/06/18@100	149,956 50	146,844 00
250,000	BERKSHIRE HATHAWAY INCORPORATED 2/11/13 1 55% DUE 2/09/18	249,652 50	247,185 00
250,000	GE CAPITAL CORP SERIES MTN 4/27/12 2 30% DUE 4/27/17	251,240 00	256,967 50
53,178	VANGAURD SHORT TERM INV GRADE FD*	569,000 00	569,000 01
250,000	BANK OF MONTREAL SERIES MTN 4/09/13 1 45% DUE 4/09/18 @100	249,558 81	243,437 50
	TOTAL - SOURTH TEXAS MONEY MGMT (FB894)	**$ 8,836,896.38**	**$ 8,771,127.03**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	VALUE
1,069,921 96	SEI DAILY INCOME TR TREASURY II	$ 1,069,921 96	$ 1,069,921 96
6,100 00	ABBOTT LABS	163,219 00	233,813.00
5,750 00	ABBVIE INC COM*	162,646 77	303,657 50
7,000	ADOBE SYS INC	206,068 69	419,153 00
5,000	AKAMAI TECHNOLOGIES INC COM	132,065 95	235,900 00
730	AMAZON COM INC	132,914 75	291,116 70
2,600	AMGEN INC COM	175,133 14	296,608 00
800	APPLE INC	181,576 94	448,816 00
5,850	BALL CORP	167,895 01	302,211 00
15,000	CABOT OIL & GAS CORP	27,106 25	581,400 00
2,120	CELGENE CORP COM	151,101 94	358,212 16
1,750	CHEVRON CORPORATION COM	205,242 45	218,592 50
6,000	COCA COLA CO	129,956 55	247,860 00
5,000	COLGATE PALMOLIVE CO	41,454.69	326,050 00
5,000	COMERICA INC COM	165,324 10	237,700 00
2,850	CONOCOPHILLIPS COM	150,662 40	201,352 50
4,000	COVIDIEN PLC	179,012 32	272,400 00
8,000	CULLEN FROST BANKERS, INC	417,132 98	595,440 00
6,000	DANAHER CORP	221,258 13	463,200 00
9,000	DU PONT E I DE NEMOURS & CO	413,292 30	584,730 00
5,100	EMERSON ELECTRIC CO	175,838 31	357,918 00
1,800	EOG RESOURCES INC COM*	187,771 50	302,112 00
4,470	EXXON MOBIL CORPORATION	305,624 41	452,364 00
7,000	FMC CORP COM	172,157 00	528,220 00
8,000	FRANKLIN ELECTRIC CO INC COM	165,624 88	357,120 00
9,100	GLACIER BANCORP INC NEW COM	131,581 45	271,089 00
400	GOOGLE INC CL A*	203,966 97	448,284 00
5,450	HANCOCK HLDG CO COM	188,590 71	199,906 00
3,490	HOME DEPOT INC COM	205,695 02	287,366 60
4,000	HONEYWELL INTERNATIONAL INC	183,388 10	365,480 00
2,000	INTERNATIONAL BUSINESS MACHS CORP	204,914 39	375,140 00
10,000	JARDEN CORP	164,140 87	613,500 00
3,600	JOHNSON & JOHNSON COM*	225,043 20	329,724 00
6,000	KIMBERLY CLARK CORP	296,398 17	626,760 00
7,000	KIRBY CORP	68,167 44	694,750 00
1,750	LIBERTY MEDIA CORP COM	226,508 80	256,011 00
2,250	MARTIN MARIETTA MATLS INC COM	176,739 53	224,865 00
3,500	MONSANTO CO NEW COM	244,135 79	407,925 00
6,000	NATIONAL INSTRS CORP COM	99,064 74	192,120 00
5,000	NOBLE ENERGY, INC	65,659 60	681,100 00
5,200	NORTHERN TRUST CORP	55,775 00	321,828 00
4,000	PALL CORPORATION COM	195,728 70	341,400 00
3,000	PEPSICO, INC	88,954 93	248,820 00
7,800	PERKINELMER INC COM	290,678 70	321,594 00
3,500	PETSMART, INC	93,887 82	254,625 00
13,300	PRIZER INC	245,059 40	407,379 00
4,500	PROCTER & GAMBLE CO	187,299 50	366,345 00
3,700	RANGE RES CORP	185,359 64	311,947 00
11,400	RAVEN INDS INC	140,349 96	468,996 00
8,000	RELIANCE STL & ALUM CO	40,627 33	606,720 00
5,000	ROCKWELL COLLINS INC COM	240,496 10	369,600 00

FORM 990-PF	DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2013		STATEMENT 13
2,800	ROPER INDS INC NEW COM	165,035 31	388,304 00
5,600	THERMO FISHER SCIENTIFIC, INC	109,835 50	623,560.00
5,000	TIFFANY & CO	170,401 00	463,900 00
4,000	TIME WARNER INC	91,276 36	278,880 00
8,000	TRACTOR SUPPLY CO	82,569 09	620,640 00
12,000	TRIMBLE NAV LTD	143,751 96	416,400 00
3,000	UNION PACIFIC CORP	246,537 00	504,000 00
18,000	US BANCORP	558,666 55	727,200 00
3,600	V F CORP COM	130,943 25	224,424 00
1,550	VALMONT INDS INC COM	196,804 36	231,136 00
6,200	WALGREEN CO COM*	273,343 74	356,128 00
16,000	WELLS FARGO & CO	347,433 57	726,400 00
	TOTAL - LUTHER KING FROST FB935	**$ 12,464,811.97**	**$ 25,240,114.92**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	VALUE
134,504 30	SEI DAILY INCOME TR TREASURY II	$ 134,504 30	$ 134,504 30
1,375 00	ACI WORLDWIDE INC COM	54,956 27	89,375 00
630 00	ACTUITY BRANDS INC (HOLDING CO)	45,761 12	68,871 60
2,390 00	ACXIOM CORP COM	47,072 98	88,382 20
370	AFFILIATED MANAGERS GROUP	31,220 25	80,245 60
4,370	AKORN INC COM	61,357 80	107,589 40
1,650	ALLEGHENY TECHNOLOGIES INC COM	54,858 60	58,789 50
978	AMTRUST FINANCIAL SERVICES INC COM	18,196 71	31,970 82
900	ANSYS INC COM	47,369 31	78,480 00
1,020	ARMSTRONG WOLD INDS INC COM	54,581 22	58,762 20
1,345	ASPEN TECHNOLOGY INC COM	30,246 26	56,221 00
930	ATHLON ENERGY INC COM	25,489 16	28,132.50
695	ATWOOD OCEANICS COM	36,592 14	37,106 05
1,275	BE AEROSPACE INC COM	40,849 93	110,963.25
1,060	BEACON ROOFING SUPPLY INC	29,708 62	42,696 80
1,360	BELDEN INC COM	52,534 10	95,812 00
2,680	BLOOMIN BRANDS INC COM	61,534 41	64,346 80
780	CASEYS GENERAL STORES INC COM	45,491 69	54,795.00
365	CHART INDS INC COM*	37,022 94	34,908 60
3,800	CIENA CORP COM	63,753 82	90,934 00
1,775	CINEMARK HOLDINGS INC COM	41,450 17	59,160 75
1,975	COMERICA INC COM	53,714 77	93,891 50
600	COVANCE INC COM	44,625 87	52,836 00
1,235	CYBERONICS INC COM	61,725 14	80,796 17
2,660	D R HORTON INC*	65,790 87	59,371 20
560	DRIL-QUIP INC COM	47,348 98	61,560 80
3,830	ETRADE FINANCIAL CORP COM	46,440.43	75,221 20
3,205	FIFTH & PACIFIC COS INC COM	41,755 70	102,784 35
2,590	FINISAR CORP COM	59,812 11	61,952 80
1,210	FIRST CASH FINANCIAL SVCS INC COM	54,931 90	74,826 40
4,430	FIRST HORIZON NATIONAL CORP COM	32,964 47	40,017 75
800	FMC CORP COM NEW	28,551 96	60,368 00
4,350	GENWORTH FINANCIAL INC CL A COM	47,807 38	67,555 50
1,640	GUESS INC COM	46,061 90	50,954 80
2,425	HEXCEL CORPORATION COM	51,880 58	108,373 25
800	KIRBY CORP COM	44,310 48	79,400 00
2,835	LKQ CORP COM	35,538 97	93,271 50
375	MIDDLEBY CORP COM	39,159 06	89,896 50
1,570	MRC GLOBAL INC COM	44,861 34	50,648 20
375	MWI VETERINARY SUPPLY INC COM	37,207 54	63,737 25
3,345	NUANCE COMMUNICATIONS INC	61,057 70	50,844 00
1,125	OASIS PETE INC COM	35,158 16	52,841 25
760	POLARIS INDS INC COM	39,846 05	110,686 40
1,780	POLYONE CORP COM	49,153 73	62,923 00
995	POOL CORPORATION COM	53,390 68	57,849 30
1,275	PROSPERITY BANCSHARES INC COM	45,149 29	80,822 25

FORM 990-PF	DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2013		STATEMENT 13
2,310	SAPIENT CORP COM	39,211 55	40,101 60
2,210	TEAM HEALTH HOLDINGS INC INC	47,600 23	100,665 50
620	TELEDYNE TECHNOLOGIES INC COM	53,000 00	56,953 20
1,080	TEXAS CAPITAL BANCSHARE INC COM	43,258 88	67,176 00
660	TRACTOR SUPPLY CO	21,023 74	51,202 80
2,330	TRIMBLE NAV LTD COM	51,493 78	80,851 00
890	UNITED NATURAL FOODS INC	49,473 81	67,097 10
750	WESCO INTL INC COM	31,471 40	68,302 50
1,910	WOLVERINE WORLD WIDE INC COM	46,153 92	64,863 60
1,860	ZIONS BANCORPORATION COM	45,631 69	55,725 60
	TOTAL - LUTHER KING FROST FB935A	**$ 2,611,115.86**	**$ 3,908,415.64**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
77,099 78	ABERDEEN EMRG MKTS INSTL	1,051,780 15	1,143,458 48
	TOTAL - CHARLES SCHWAB 0473	**$ 1,051,780.15**	**$ 1,143,458.48**

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	VALUE
	CASH	1,321 10	1,321 10
142,050 45	SCH ADV CASH RESRV PREM	142,050 45	142,050 45
723 00	A S M L HOLDING NV NEW F	43,013 74	67,745 10
689 00	ACCENTURE PLC CL A F	39,877 50	56,649 58
1,646 00	ADIDAS AG ADR F	60,213 60	105,722.58
5,436 00	AIA GROUP LTD NEW ADR F	84,171 16	109,535 40
1,184 00	AMADEUS IT HOLDING ADR F	38,971 07	50,616 00
658 00	ANHEUSER-SUSC INBEV ADRF	66,620 56	70,050 68
859 00	ARM HOLDINGS PLC ADR F	24,754 91	47,013.93
2,874 00	ASSA ABLOY AB ADR F	37,000 17	76,017 30
374 00	BAIDU INC ADR F	42,941 65	66,527 12
4,498 00	BANCO BILBAO ARGEN ADR F	49,826 75	55,730 22
1,311 00	BURBERRY GROUP PLC ADR F	55,295 34	66,271 05
1,628 00	CANADIAN NATL RY CO F	60,941 74	92,828 56
1,767 00	CARNIVAL CORP NEW F	59,253 99	70,980 39
1,256 00	CHINA MOBILE LTD ADR F	67,966 70	65,676 24
4,816 00	COMPASS GROUP PLC ADR F	58,361 64	77,677 26
391 00	DASSAULT SYSTEMS SA ADR F	34,560 49	48,601 30
1,289 00	DEUTSCHE BANK NEW F	58,452 70	62,181 36
1,764 00	EMBRAER SA ADR F	47,685 25	56,765 52
2,550 00	EXPERIAN LTD ADR F	45,780 17	46,996 50
2,918 00	FANUC CORPORATION ADR F	89,715 99	89,611 78
2,324 00	FRESENIUS MED CARE ADR F	89,339 21	82,687 92
8,553 00	HENNES & MAURITZ AB ADR F	58,588 05	78,345 48
2,837 00	HONG KONG EXC & CLR ADR F	58,640 79	47,349 53
1,213 00	HSBC HLDGS PLC ADR NEW F	54,347 46	66,872 69
7,127 00	I N G GROEP N V ADR F	76,121 97	99,849 27
3,150 00	INDUSTRIAL & COML ADR F	48,160 66	42,777 00
3,791 00	INTESA SANPAOLO SPA ADRF	52,661 73	56,675 45
3,046 00	ITAU UNI HOLDING SA ADR F	52,615 53	41,334 22
4,627 00	JULIUS BAER GROUP ADR F	44,474 90	44,650 55
9,259 00	KINGFISHER PLC ADR NEW F	77,544 12	118,885 56
2,258 00	KOMATSU LTD ADR NEW F	58,661 42	46,469 64
1,936 00	KONE OYJ ADR F	42,042 25	43,753 60
797 00	KUBOTA CORP ADR	59,952 53	66,629 20
1,122 00	LAS VEGAS SANDS CORP	47,553 16	88,492 14
1,127 00	LULULEMON ATHLETICA INC	76,132 94	66,526 81
3,377 00	LVMH MOET NEW ADR F	119,964 86	123,597 86
419 00	MERCADOLIBRE INC	29,806 66	45,164 01
3,601 00	MICHELIN COMPAGNIE ADR F	55,642 45	76,881 35
13,300 00	MITSUBISHI UFJ FINL ADR F	70,861 96	88,844 00

FORM 990-PF	DETAIL OF SECURITIES OWNED AT YEAR END 12/31/2013		STATEMENT 13
1,305 00	NESTLE S A REG B ADR F	84,171 50	96,034 95
2,780 00	NOKIA CORP SON ADR F	22,495 08	22,545 80
1,147.00	NOVARTIS A G SPON ADR F	70,309 95	92,195 86
632 00	NOVO-NORDISK A-S ADR F	77,277 80	116,768 32
3,507 00	PAC RUBIALES ENERGY NEWF	70,810 41	60,530 82
2,870 00	PEARSON PLC ADR F	54,154 21	64,288 00
2,487 00	PT BK MANDIRI PRSRO ADRF	22,002 14	16,066 02
6,380 00	PUBLICIS SA ADR F	93,240 63	146,548 60
5,860 00	RECKITT BENCKISER ADR F	67,976 00	94,287 40
1,317 00	ROCHE HLDG LTD SPON ADRF	80,729 75	92,453 40
611 00	S A P AG ADR F	36,646 90	53,242 54
1,399 00	SABMILLER PLC SPONS ADR F	58,472 38	71,740 72
1,123 00	SCHLUMBERGER LTD F	96,972 87	101,193 53
356 00	SINA CORPORATION F	21,186 47	29,993 00
1,076 00	SOUTHERN COPPER CORP	35,216 05	30,891 96
14,100 00	SUMITOMO MITSUI TR ADR F	72,489 06	74,589 00
1,862 00	SWATCH GROUP AG ADR F	34,872 93	61,818 40
841 00	SYNGENTA AG ADR F	60,101 92	67,229 54
3,754 00	TAIWAN SEMICONDUCTR ADRF	68,636 49	65,469 76
1,436 00	TATA MOTORS LTD ADR F	35,181 48	44,228 80
1,100 00	TENCENT HOLDINGS ADR F	25,265 06	70,862 00
885 00	TOYOTA MOTOR CP ADR NEWF	72,398 13	107,899 20
1,827 00	YANDEX N V CL A F	52,076 24	78,835 05
1,137 00	YUM BRANDS INC	75,793 24	85,968 57
	TOTAL - CHARLES SCHWAB 5022	**$ 3,770,366.01**	**$ 4,598,036.94**
		3,770,366 01	

# SHARES	SECURITY DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
12,564 29	GOLDMAN SACHS INSTITUTIONAL LIQUID ASSETS	12,573 32	12,573 32
	GS HEDGE FUND OPPORTUNITIES	1,350,096 45	1,524,952 37
	GS INVESTMENT PARTNERS	1,200,000 00	1,465,605 26
	TOTAL - GOLDMAN SACHS	**$ 2,562,669.77**	**$ 3,003,130.95**
	TOTAL - PORTFOLIO INVESTMENT SECURITIES	**$ 42,523,812.71**	**$ 61,082,308.37**

CAESAR KLEBERG FOUNDATION FOR WILDLIFE CONSERVATION 74-6038766

ATTACHMENT TO 2013 FORM 990-PF

STATEMENT 14

PAGE 10, PART XV SUPPLEMENTARY INFORMATION - QUESTION 2.

2A - STEPHEN J KLEBERG
P O BOX 911
KINGSVILLE, TX 78364

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

(1) THE REQUEST FOR THE GRANT SHOULD BE SUBMITTED ON THE ORGANIZATION'S LETTERHEAD

(2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION

A. A NONTECHNICAL DESCRIPTION RELATED TO THE DESIRED USE OF THE GRANT

B BUDGET INDICATING USE OF SPECIFIC GRANT AMOUNT REQUESTED

C A COPY OF THE ORGANIZATION'S 501(C) 3 EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE

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

2D - GRANTS ARE USUALLY LIMITED BY THE FOLLOWING FACTORS

(1) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH RESPECT TO RACE, COLOR OR RELIGION

(2) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHICAL AREA

(3) THE GOVERNING INSTRUMENT REQUIRES THAT CONTRIBUTIONS BE MADE TO SUPPORT WILDLIFE CONSERVATION AND STUDIES