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SCANNED MAY 2 7 2014

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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: PRYOR, MYRA STAFFORD CHAR TR F0030100

A Employer identification number: 74-6417499

Number and street (or P O box number if mail is not delivered to street address): P O BOX 2950, TAX DEPT T-8

Room/suite:

B Telephone number (see instructions): 210-220-4438

City or town, state or province, country, and ZIP or foreign postal code: SAN ANTONIO, TX 78299-2950

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
[X] 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) ▶ $ 25,619,864.

J Accounting method: [X] 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))*

	Line	Description	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	592,759.	592,759.		STMT 1
	5a	Gross rents	44,659.	44,659.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	805,090.			
	b	Gross sales price for all assets on line 6a 1,764,875.				
	7	Capital gain net income (from Part IV, line 2)		805,090.		
	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)	196,344.	196,344.		STMT 2
	12	**Total.** Add lines 1 through 11	1,638,852.	1,638,852.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	73,472.	36,736.		36,736.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	5,300.	2,650.	NONE	2,650.
	c	Other professional fees (attach schedule) STMT 4	4,743.	4,743.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	40,422.	37,057.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	46,838.	46,838.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	170,775.	128,024.	NONE	39,386.
	25	Contributions, gifts, grants paid	1,077,501.			1,077,501.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,248,276.	128,024.	NONE	1,116,887.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	390,576.			
	b	**Net investment income** (if negative, enter -0-)		1,510,828.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	NONE	NONE	
2 Savings and temporary cash investments	2,496,415.	2,396,775.	2,396,775.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶		NONE	
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶		NONE	
5 Grants receivable		NONE	
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE		NONE	
8 Inventories for sale or use		NONE	
9 Prepaid expenses and deferred charges		NONE	
10 a Investments - U S and state government obligations (attach schedule) STMT 7	392,852.	392,852.	410,890.
b Investments - corporate stock (attach schedule)		NONE	
c Investments - corporate bonds (attach schedule) STMT 8	1,411,227.	1,692,383.	1,863,655.
11 Investments - land, buildings, and equipment basis ▶ 139,304.			
Less accumulated depreciation (attach schedule) ▶	115,254.	139,304.	3,489,803.
12 Investments - mortgage loans		NONE	
13 Investments - other (attach schedule) STMT 9	13,330,005.	13,511,119.	16,527,399.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶		NONE	
15 Other assets (describe ▶ STMT 10)	41.	41.	931,342.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,745,794.	18,132,474.	25,619,864.
Liabilities			
17 Accounts payable and accrued expenses		NONE	
18 Grants payable		NONE	
19 Deferred revenue		NONE	
20 Loans from officers, directors, trustees, and other disqualified persons		NONE	
21 Mortgages and other notes payable (attach schedule)		NONE	
22 Other liabilities (describe ▶)		NONE	
23 **Total liabilities** (add lines 17 through 22)		NONE	
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	17,745,794.	18,132,474.	
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 instructions)	17,745,794.	18,132,474.	
31 **Total liabilities and net assets/fund balances** (see instructions)	17,745,794.	18,132,474.	

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	17,745,794.
2 Enter amount from Part I, line 27a	2	390,576.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	18,136,370.
5 Decreases not included in line 2 (itemize) ▶ ACCURED INTEREST CARRY OVER	5	3,896.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,132,474.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,764,875.		959,785.	805,090.
b				
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				805,090.
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** 805,090.

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 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	1,081,909.	22,961,684.	0.047118
2011	1,028,719.	22,402,100.	0.045921
2010	1,140,224.	21,881,154.	0.052110
2009	1,228,314.	20,856,153.	0.058895
2008	1,270,211.	24,594,379.	0.051646

2	**Total** of line 1, column (d)	2	0.255690
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	0.051138
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	24,311,516.
5	Multiply line 4 by line 3	5	1,243,242.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,108.
7	Add lines 5 and 6	7	1,258,350.
8	Enter qualifying distributions from Part XII, line 4	8	1,116,887.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

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	30,217.
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	30,217.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	30,217.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 22,350.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	22,350.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	146.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	8,013.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 11 Telephone no. ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[ ] Yes [X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	[ ] Yes [X] No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FROST BANK P.O. BOX 2950, SAN ANTONIO, TX 78299-2950	TRUSTEE 40	73,472.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	17,995,954.
b	Average of monthly cash balances	1b	2,178,210.
c	Fair market value of all other assets (see instructions)	1c	4,507,578.
d	**Total** (add lines 1a, b, and c)	1d	24,681,742.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	24,681,742.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	370,226.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,311,516.
6	**Minimum investment return.** Enter 5% of line 5	6	1,215,576.

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	1,215,576.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,217.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	30,217.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,185,359.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,185,359.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,185,359.

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	1,116,887.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,116,887.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,116,887.

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				1,185,359.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			438,947.	
b Total for prior years 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,116,887.				
a Applied to 2012, but not more than line 2a			438,947.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				677,940.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				507,419.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation 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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NOT APPLICABLE

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.

NOT APPLICABLE

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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

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*				
SEE STATEMENT 41				1,077,501.
Total . . . . ▶ **3a**				1,077,501.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	592,759.	
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	805,090.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b ROYALTY INCOME	0		16	196,344.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,594,193.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,594,193.

(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.)
11	ROYALTY INCOME

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

		Line	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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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) is based on all information of which preparer has any knowledge

▶ [signature] 5-14-14 ▶ SVP

Signature of officer or trustee — Date — Title

FROST BANK TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

JSA
3E1493 1 000
DM0632 L710 03/31/2014 18:07:08 F0030100 22 -

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND & INTEREST		592,759.	592,759.
	TOTAL	592,759.	592,759.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME		196,344.	196,344.
	TOTALS	196,344.	196,344.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX RETURN PREP		5,300.	2,650.		2,650.
	TOTALS	5,300.	2,650.	NONE	2,650.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY FEES	10,852.	10,852.
PROFESSIONAL FEES	-6,109.	-6,109.
TOTALS	4,743.	4,743.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRODUCTION TAX		-12,380.	12,380.
AD VALOREM TAX		2,459.	2,459.
REAL ESTATE TAX		22,218.	22,218.
FORM 990PF TAX		28,125.	
	TOTALS	40,422.	37,057.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISC OIL & GAS EXP.	2,200.	2,200.
TAX RENDITION	65.	65.
RENTAL INSURANCE	3,278.	3,278.
RENTAL LEGAL FEES	16,173.	16,173.
RENTAL TAX RENDITION	1,048.	1,048.
ADMINISTRATIVE EXPENSE	231.	231.
OTHER RENTAL EXPENSE	9,926.	9,926.
LEGAL FEES	13,917.	13,917.
TOTALS	46,838.	46,838.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TREASURY NOTES 5/15/15	242,852.	242,852.	263,300.
FEDERAL HOME LOAN BKS 12/28/17	150,000.	150,000.	147,590.
TOTALS	392,852.	392,852.	410,890.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS GROUP INC 7.5	352,497.	352,128.	426,290.
JP MORGAN CHASE	351,321.	351,141.	413,088.
WALGREENS	251,061.	250,906.	279,487.
BERKSHIRE HATHAWAY FINANCE	300,000.	300,000.	300,024.
GOLDMAN SACHS GROUP INC 5.35	156,348.	154,340.	162,326.
VERIZON COMMUNICATION		283,868.	282,440.
TOTALS	1,411,227.	1,692,383.	1,863,655.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FROST DIVIDEND VALUE FUND	C	1,656,460.	1,656,460.	2,159,062.
FROST GROWTH EQUITY FUND CLASS	C	2,302,462.	2,302,462.	3,576,421.
FROST LOW DURATION BOND FUND	C	748,346.	748,346.	764,686.
FROST TOTAL RETURN BOND FUND	C	2,984,503.	3,258,753.	3,302,977.
FORWARD HOOVER SM CAP	C	630,000.		
FROST INTERNATIONAL EQUITY FD	C	1,088,511.	1,088,511.	1,215,259.
T ROWE PRICE MID-CAP VALUE FD	C	957,054.	957,054.	1,192,685.
TEMPELTON GLOBAL BND FN	C	687,530.		
IVY GLOBAL NAT RESC FND	C		218,389.	258,420.
IVY FUNDS HIGH INCOME INST CLS	C	421,525.	687,530.	707,172.
T ROWE PRICE MID-CAP GROWTH	C	1,150,000.	1,150,000.	1,673,521.
T ROWE PRICE INTNT'L DISCOVERY	C	254,600.	254,600.	355,728.
FROST MID CAP EQUITY FD CL I	C		740,000.	857,767.
COHEN & STEERS INSTIT REALTY	C	349,014.	349,014.	358,541.
FROST NATURAL RESOURCE INST FD	C	100,000.	100,000.	105,160.
TOTALS		13,330,005.	13,511,119.	16,527,399.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ROYALTY INTEREST	34.	34.	931,342.
WORTHLESS STOCK	6.	6.	
HARRELL BORS PROMISORY NOTE	1.	1.	
TOTALS	41.	41.	931,342.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: FROST WEALTH ADVISORS
FROST BANK TRUSTEE
ADDRESS: 100 W. HOUSTON
SAN ANTONIO, TX 78299

TELEPHONE NUMBER: (210)220-4914

RECIPIENT NAME:
MELISSA ADAMS, VICE PRESIDENT
ADDRESS:
FROST BANK, 100 W HOUSTON
SAN ANTONIO, TX 78210
RECIPIENT'S PHONE NUMBER: 210-220-4353
FORM, INFORMATION AND MATERIALS:
REQUEST FOR A GRANT SHOULD BE SENT ON ORGANIZATION'S LETTERHEAD AND SIGNED BY A MEMBER OF THE BOARD OF DIRECTORS. LETTER SHOULD INCLUDE SPECIFIC INFORMATION RELATED TO THE USE OF THE GRANT.
SUBMISSION DEADLINES:
PROVIDE CHARTER, BYLAWS, IRS EXEMPT LTR AND FINANCIAL STATEMENTS.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78293-0898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO CHRISTIAN SENIOR SERVICE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,192.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO CHILDREN'S SHELTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,446.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO CHRISTIAN ASSISTANCE MINISTRY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,346.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO COUNTY DETENTION MINISTRIES
FOUNDATION STATUS OF RECIPIENT:
EXEMPPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ST MARK'S EPISCOPAL
CHURCH, HELEN TAFEL, MGR
ADDRESS:
315 E PECAN
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 300.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO COMMUNITIES IN SCHOOLS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO AND
BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78293-0898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO GIRL SCOUTS OF SW TEXAS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SAN ANTONIO FOOD BANK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO BOYS & GIRLS CLUBS OF SA
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NATIONAL AUDUBON SOCIETY INC
MITCHELL LAKE AUDUBON CENTER
ADDRESS:
10750 PLEASANTON RD
SAN ANTONIO, TX 78221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,444.

RECIPIENT NAME:
CITY YEAR SAN ANTONIO
ADDRESS:
315 E COMMERCE SUITE 301
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,800.

RECIPIENT NAME:
MUNICIPAL GOLF ASSOCIATION
OF SAN ANTONIO
ADDRESS:
2315 AVENUE B
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SPORTS OUTDOOR AND RECREATION
ADDRESS:
1202 WEST BITTER BLDG 1 STE 1200
SAN ANTONIO, TX 78216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BEXAR COUNTY PERFORMING
ARTS CENTER
ADDRESS:
3316 OAKWELL COURT
San Antonio, TX 78218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 22,998.

RECIPIENT NAME:
CLASSIC THEATRE OF SAN ANTONIO
ADDRESS:
P. O. BOX 15454
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,800.

RECIPIENT NAME:
ABODE CONTEMPLATIVE CARE
ADDRESS:
PO BOX 47640
SAN ANTONIO, TX 78284
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
GENERATION TEXAS
ADDRESS:
150 W. SUNSET
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 9,935.

RECIPIENT NAME:
NATIONAL WESTERN ART FDN
ADDRESS:
P O BOX 90009
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
SAN ANTONIO RIVER FOUNDATION
ADDRESS:
P.O. BOX 830045
SAN ANTONIO, TX 78283-0045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ALAMO CITY OPERA
ADDRESS:
8603 BOTTS ST
SAN ANTONIO, TX 78217
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 4,917.

RECIPIENT NAME:
PROVIDENCE CATHOLIC SCHOOL
ADDRESS:
1215 NORTH ST. MARY'S
SAN ANTONIO, TX 78215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,752.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BERRY COLLEGE
ADDRESS:
P.O. BOX 490069
MOUNT BERRY, GA 30149-0039
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 300.

RECIPIENT NAME:
SAN ANTONIO ACADEMY
ADDRESS:
117 E FRENCH PLACE
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
OUR LADY OF THE LAKE UNIV ENDOW FD
ADDRESS:
411 S.W. 24TH STREET
SAN ANTONIO, TX 78285
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
TRINITY UNIVERSITY
ADDRESS:
715 UNIVERSITY, #49
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF SA
ADDRESS:
600 SW 19TH ST
SAN ANTONIO, TX 78207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UNIVERSITY OF THE INCARNATE WORD
ADDRESS:
4301 BROADWAY
SAN ANTONIO, TX 78209-6397
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHRISTUS SANTA ROSA HEALTH CARE
ADDRESS:
333 NORTH SANTA ROSA STREET
SAN ANTONIO, TX 78207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GOOD SAMARITAN CENTER OF
ADDRESS:
1600 SALTILLO ST
SAN ANTONIO, TX 78207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CENTRAL CATHOLIC HIGH SCHOOL
ADDRESS:
1403 N ST MARY'S ST
SAN ANTONIO, TX 78215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DIOCESE OF WEST TEXAS
ADDRESS:
111 TORCIDO DRIVE
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ST MARY'S UNIVERSITY
ADDRESS:
ONE CAMINO SANTA MARIA
SAN ANTONIO, TX 78228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ST PETER-ST JOSEPH
CHILDREN'S HOME
ADDRESS:
919 MISSION ROAD
SAN ANTONIO, TX 78210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CLARITY CHILD GUIDANCE CENTER
ATTN: FRED HINES
ADDRESS:
8535 TOM SLICK
SAN ANTONIO, TX 78229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50.

RECIPIENT NAME:
KEYSTONE SCHOOL
ADDRESS:
119 E CRAIG PLACE
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
MCNAY ART MUSEUM
ADDRESS:
P O BOX 6069
SAN ANTONIO, TX 78209-0069
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 21,250.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
BOYSVILLE INC
ADDRESS:
307 W OLMOS DR
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UNITED METHODIST CHURCH
SOUTHWEST TEXAS CONFERENCE
ADDRESS:
16400 HUEBNER
SAN ANTONIO, TX 78248
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P. O. BOX 898
SAN ANTONIO, TX 78293-0898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO BOY SCOUTS OF AMERICA - ALAMO AREA COUNCIL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P O BOX 898
SAN ANTONIO, TX 78293-0898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO BOYSVILLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P O BOX 898
SAN ANTONIO, TX 78293-0898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO LIFETIME RECOVERY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
700 SOUTH ALAMO
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO HEALY-MURPHY CENTER, INC
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P. O. BOX 898
SAN ANTONIO, TX 78293
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO MISSION ROAD MINISTRIES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P. O. BOX 898
SAN ANTONIO, TX 78293
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO GOODWILL INDUSTRIES OF SA
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P. O. BOX 898
SAN ANTONIO, TX 78293
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO CROSSPOINT, INC
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P. O. BOX 898
SAN ANTONIO, TX 78293
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO BRIGHTON SCHOOL, INC
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNITED WAY OF SAN ANTONIO
AND BEXAR COUNTY
ADDRESS:
P O BOX 898
SAN ANTONIO, TX 78293-0898
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TO SA METROPOLITAN MINISTRY, INC
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 14,600.

RECIPIENT NAME:
SAN ANTONIO LIGHTHOUSE FOR BLIND
ADDRESS:
2305 ROOSVELT AVENUE
SAN ANTONIO, TX 78210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,050.

RECIPIENT NAME:
ST. DAVID'S EPISCOPAL SCHOOL
ADDRESS:
1300 WILSHIRE
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YOUTH FOR CHRIST USA, INC
ADDRESS:
8600 WURZBACH, SUITE 1202
SAN ANTONIO, TX 78240
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,175.

RECIPIENT NAME:
ANTONIAN HIGH SCHOOL
ADDRESS:
6425 WEST AVENUE
San Antonio, TX 78213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ADMIRAL NIMITZ FOUNDATION
ADDRESS:
310 E AUSTIN ST,
FREDERICKSBERG, TX 78624
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SAN ANTONIO CHRISTIAN SCHOOL
ADDRESS:
19202 REDLAND ROAD, BLDG 1
SAN ANTONIO, TX 78259
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
ST. GEORGE EPISCOPAL DAY
SCHOOL INC
ADDRESS:
6900 WEST AVE
SAN ANTONIO, TX 78213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
YOUTH ORCHESTRAS OF SAN ANTONIO
ADDRESS:
106 AUDITORIUM CIRCLE #130
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
TEXAS STATE UNIVERSITY
ADDRESS:
601 UNIVERSITY DR.
SAN MARCOS, TX 78666-4616
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
OLD SPANISH MISSIONS, INC.
ADDRESS:
P.O. BOX 28410
SAN ANTONIO, TX 78228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
SAN ANTONIO PARK FOUNDATION
ADDRESS:
600 HEMISFAIR WAY, NO 247
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SAN ANTONIO PUBLIC LIBRARY FDN
ADDRESS:
315 E COMMERCE, STE 201
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
URBAN-15 GROUP
ADDRESS:
2500 S PRESA ST
SAN ANTONIO, TX 78210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST ANTHONY CATHOLIC SCHOOL
ADDRESS:
205 W HUISACHE
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
JUMP START PERFORMANCE
COMPANY
ADDRESS:
108 BLUE STAR
SAN ANTONIO, TX 78204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,400.

RECIPIENT NAME:
ALAMO PUBLIC TELEVISION - KLRN
ADDRESS:
501 BROADWAY
SAN ANTONIO, TX 78215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TEXAS PUBLIC RADIO
ADDRESS:
8401 DATAPOINT DR,STE 800
SAN ANTONIO, TX 78229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
FREE TRADE ALLIANCE EDUCATION FND
ADDRESS:
203 S. ST. MARY'S ST, STE 130
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SAN ANTONIO CHILDREN'S MUSEUM
ADDRESS:
305 E HOUSTON ST
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
SAN ANTONIO MUSEUM OF ART
ADDRESS:
200 WEST JONES
SAN ANTONIO, TX 78215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ACCION TEXAS
ADDRESS:
2014 S. HACKBERRY ST
SAN ANTONIO, TX 78210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LAITY RENEWAL FOUNDATION
ADDRESS:
P O BOX 290670
KERRVILLE, TX 78029-0670
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SAY SI
ADDRESS:
1414 S ALAMO STUDIO 103
SAN ANTONIO, TX 78210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GEMINI SERIES INC
ADDRESS:
513 SO PRESA
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,237.

RECIPIENT NAME:
CHILDREN'S BEREAVEMENT CTR
OF SOUTH TEXAS
ADDRESS:
332 WEST CRAIG PLACE
SAN ANTONIO, TX 78212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MUSICAL BRIDGES AROUND
THE WORLD, INC.
ADDRESS:
7904 SUMMIT CIRCLE
SAN ANTONIO, TX 78256
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,450.

RECIPIENT NAME:
WOMEN INVOLVED IN NUTURING GIVING
ADDRESS:
7500 HIGHWAY 90 WEST #2-240
SAN ANTONIO, TX 78227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,600.

RECIPIENT NAME:
MARTINEZ STREET WOMEN'S
CENTER
ADDRESS:
1510 SOUTH HACKBERRY ST
SAN ANTONIO, TX 78210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,417.

RECIPIENT NAME:
VOICES FOR CHILDREN OF SAN ANTONIO
ADDRESS:
1 HAVEN FOR HOPE WAY #3
SAN ANTONIO, TX 78207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,700.

RECIPIENT NAME:
HIDALGO FOUNDATION OF
BEXAR COUNTY INC
ADDRESS:
111 SOLEDAD, SUITE 1111
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GIRL SCOUTS OF SAN JACINTO
COUNTY
ADDRESS:
3110 SOUTHWEST FREEWAY
HOUSTON, TX 77098
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ASSUMPTION SEMINARY
ADDRESS:
2600 WEST WOODLAWN
SAN ANTONIO, TX 78228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SAN ANTONIO AREA FOUNDATIO
EXECUTIVE DIRECTOR
ADDRESS:
110 BORADWAY SUITE 230
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SOUTHWEST SCHOOL OF ART
AND CRAFT
ADDRESS:
300 AUGUSTA
SAN ANTONIO, TX 78205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BATTLESHIP TEXAS FOUNDATION
ADDRESS:
908 TOWN AND COUNTRY BLVD, STE 120
HOUSTON, TX 77024
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SAN ANTONIO CLUBHOUSE
ADDRESS:
445 RECOLETA
SAN ANTONIO, TX 78216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LEXI'S PLACE
ADDRESS:
PO BOX 91212
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
COMMUNICARE HEALTH CENTERS
ADDRESS:
3066 E COMMERCE
SAN ANTONIO, TX 78220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SOCIAL RESPONSIBILITY CORPORATION
ADDRESS:
PO BOX 90509
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 9,842.

TOTAL GRANTS PAID: 1,077,501.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust: PRYOR, MYRA STAFFORD CHAR TR F0030100

Employer identification number: 74-6417499

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	135,766.	126,649.		9,117.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	9,117.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	987,853.	833,136.		154,717.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	641,256.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	795,973.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			9,117.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			795,973.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			755.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			805,090.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 19, column (3) **or** **b** $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 **2013** Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
PRYOR, MYRA STAFFORD CHAR TR F0030100	74-6417499

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
298. APPLE INC COM *	04/29/2013	08/01/2013	135,766.00	126,649.00			9,117.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			135,766.	126,649.			9,117.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
PRYOR, MYRA STAFFORD CHAR TR F0030100

Social security number or taxpayer identification number
74-6417499

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
28291.951 IVY HIGH INCOME I*	05/05/2009	02/26/2013	244,725.00	203,136.00			41,589.00
80251.351 FROST SMALL CAP CL I*	02/25/2011	04/09/2013	743,128.00	630,000 00			113,128.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			987,853.	833,136.			154,717.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment