



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2013

Department of the Treasury
Internal Revenue Service

▶ 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.

For calendar year 2013, or tax year beginning 7/01, 2013, and ending 6/30, 2014

HOLT ATHERTON EDUCATIONAL FOUNDATION
300 CONVENT, SUITE 2500
SAN ANTONIO, TX 78205-3714

A Employer identification number
74-2087236

B Telephone number (see the instructions)
210-227-7591

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

C If exemption application is pending, check here

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 484,556.

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

IRS COPY

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)
--	------------------------------------	---------------------------	-------------------------	---

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1	1	1	
4 Dividends and interest from securities	9,664	9,664	9,664	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	43,135			
b Gross sales price for all assets on line 6a	233,089			
7 Capital gain net income (from Part IV, line 2)		43,135		
8 Net short-term capital gain			1,285	
9 Income modifications				
10a Gross sales (less) allowances				
b Less Cost of goods sold				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	52,800	52,800	10,950	
13 Compensation of officers, directors, trustees, etc.	1,800	1,800	1,800	
14 Other employee salaries and wages.				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch). SEE ST 1	1,850	1,850	1,850	
c Other prof fees (attach sch) SEE ST 2	4,670	4,670	4,670	
17 Interest				
18 Taxes (attach schedule)(see instrs). SEE STM 3	187	187	187	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	8,507	8,507	8,507	
25 Contributions, gifts, grants paid STMT 4.	20,800			20,800
26 Total expenses and disbursements. Add lines 24 and 25	29,307	8,507	8,507	20,800
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	23,493			
b Net investment income (if negative, enter -0-)		44,293		
c Adjusted net income (if negative, enter -0-)			2,443	

SCANNED OCT 23 2014

RECEIVED
OCT 20 2014
OGDEN UT

514 1A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments	26,988.	22,002.	22,002.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – US and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)	330,065.	356,946.	462,448.	
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ SEE STATEMENT 5)		106.	106.		
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	357,053.	379,054.	484,556.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ SEE STATEMENT 6)	1,292.	902.		
	23	Total liabilities (add lines 17 through 22)	1,292.	902.		
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	231,307.	231,307.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	124,454.	146,845.		
30	Total net assets or fund balances (see instructions)	355,761.	378,152.			
31	Total liabilities and net assets/fund balances (see instructions)	357,053.	379,054.			

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	355,761.
2	Enter amount from Part I, line 27a	2	23,493.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	379,254.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,102.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	378,152.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
b SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
c SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
d SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
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 54,351.		49,777.	4,574.
b 38,368.		35,874.	2,494.
c 82,613.		61,494.	21,119.
d 57,757.		42,809.	14,948.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			4,574.
b			2,494.
c			21,119.
d			14,948.
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	43,135.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	1,285.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	17,000.	401,921.	0.042297
2011	18,992.	391,185.	0.048550
2010	20,715.	413,886.	0.050050
2009	17,000.	374,625.	0.045379
2008	16,500.	375,843.	0.043901

2 Total of line 1, column (d)	2	0.230177
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	0.046035
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	456,722.
5 Multiply line 4 by line 3	5	21,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	443.
7 Add lines 5 and 6	7	21,468.
8 Enter qualifying distributions from Part XII, line 4	8	20,800.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	886.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-.)		2	0.
3 Add lines 1 and 2		3	886.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-.)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	886.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		16.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		902.
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	11	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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		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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>JAMES N. MARTIN</u> Telephone no ▶ <u>210-227-7591</u> Located at ▶ <u>300 CONVENT; SAN ANTONIO, TX</u> ZIP + 4 ▶ <u>78205</u>			
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 ▶ N/A	15		N/A
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶	16	Yes	No
				X

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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
1 c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is 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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes 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) N/A

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

7 b N/A

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
JAMES N. MARTIN 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	SECRETARY 1.00	1,800.	0.	0.
PARKER ATHERTON 300 CONVENT ST, SUITE 2500 SAN ANTONIO, TX 78205	TRUSTEE 1.00	0.	0.	0.
GEARY ATHERTON 1250 NE LOOP 410 SAN ANTONIO, TX 78209	PRESIDENT 1.00	0.	0.	0.
PETER ATHERTON 5911 CAMINO SECO AUSTIN, TX 78731	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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	1 a	434,495.
b	Average of monthly cash balances	1 b	29,182.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	463,677.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	463,677.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	456,722.
6	Minimum investment return. Enter 5% of line 5	6	22,836.

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	22,836.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	886.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	886.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	21,950.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,950.
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	21,950.

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	1 a	20,800.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,800.
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	20,800.

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				21,950.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			19,387.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		1,977.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>20,800.</u>				
a Applied to 2012, but not more than line 2a			19,387.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				1,413.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		1,977.		
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		1,977.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				20,537.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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
<i>a</i> Paid during the year				
Total				▶ 3 a
<i>b</i> Approved for future payment				
Total				▶ 3 b

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAGEBIEL RAVENBURG & SCHUH, 990-PF	\$ 1,850.	\$ 1,850.	\$ 1,850.	
TOTAL	<u>\$ 1,850.</u>	<u>\$ 1,850.</u>	<u>\$ 1,850.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 4,670.	\$ 4,670.	\$ 4,670.	
TOTAL	<u>\$ 4,670.</u>	<u>\$ 4,670.</u>	<u>\$ 4,670.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	\$ 187.	\$ 187.	\$ 187.	
TOTAL	<u>\$ 187.</u>	<u>\$ 187.</u>	<u>\$ 187.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS
CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	GENERAL FUNDS	
DONEE'S NAME:	AUSTIN FILM SOCIETY	
DONEE'S ADDRESS:	1901 E. 51ST STREET	
	AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		\$ 1,000.

CLASS OF ACTIVITY:	GENERAL FUNDS	
DONEE'S NAME:	AUSTIN FILM FESTIVAL	
DONEE'S ADDRESS:	1801 SALINA ST	
	AUSTIN, TX 78702	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		500.

CLASS OF ACTIVITY:	GENERAL FUNDS-SCHOOLS	
--------------------	-----------------------	--

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

DONEE'S NAME:	CULVER MILITARY ACADEMY	
DONEE'S ADDRESS:	1300 ACADEMY ROAD CULVER, IN 46511	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 1,000.
CLASS OF ACTIVITY:	GENERAL-CANCER RESEARCH	
DONEE'S NAME:	UNIV. OF TX. MD ANDERSON CANCER CTR	
DONEE'S ADDRESS:	PO BOX 4486 HOUSTON, TX 77210	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GEN -GIRLS EMPOWERMENT	
DONEE'S NAME:	GENAUSTIN	
DONEE'S ADDRESS:	PO BOX 3122 AUSTIN, TX 78704	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	SCHOOLS & UNIVERSITIES	
DONEE'S NAME:	KIPP HOUSTON PUBLIC SCHOOLS	
DONEE'S ADDRESS:	10711 KIPP WAY HOUSTON, TX 77099	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A) (1) PUBLIC CHARITY	
AMOUNT GIVEN:		2,500.
CLASS OF ACTIVITY:	PROMOTION OF THE ARTS	
DONEE'S NAME:	THE MUSEUM OF FINE ARTS, HOUSTON	
DONEE'S ADDRESS:	PO BOX 6826 HOUSTON, TX 77265	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		2,300.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	THE WORLD AFFAIRS COUNCIL OF SAN ANTONIO	
DONEE'S ADDRESS:	40 NE LOOP 410, SUITE 608 SAN ANTONIO, TX 78216	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		2,500.
CLASS OF ACTIVITY:	PROMOTION OF SCIENCE	
DONEE'S NAME:	THINKERY	
DONEE'S ADDRESS:	1830 SIMOND AVE. AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	GENERAL-CHILDREN SHELTER	
DONEE'S NAME:	AUSTIN CHILDREN'S SHELTER	

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

DONEE'S ADDRESS:	4800 MANOR ROAD AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		\$ 500.
CLASS OF ACTIVITY:	GENERAL-BOTANICAL CTR	
DONEE'S NAME:	SAN ANTONIO BOTANICAL CENTER	
DONEE'S ADDRESS:	555 FUNSTON PL. SAN ANTONIO, TX 78209	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	UTSA CORE WRITING DIVISION	
DONEE'S ADDRESS:	6900 N LOOP 1604 WEST SAN ANTONIO, TX 78249	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	509(A)(1) PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	GENERAL-CHILDREN SHELTER	
DONEE'S NAME:	SETTLEMENT HOME FOR CHILDREN	
DONEE'S ADDRESS:	1600 PAYTON GIN ROAD AUSTIN, TX 78758	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	MEDICAL HUMANITARIAN	
DONEE'S NAME:	DOCTORS WITHOUT BORDERS	
DONEE'S ADDRESS:	333 SEVENTH AVE, 7H FLOOR NEW YORK, NY 10001	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL-CHARITY	
DONEE'S NAME:	CHRIST CHURCH-FRIENDS OF MUSIC	
DONEE'S ADDRESS:	510 BELKNAP PL SAN ANTONIO, TX 78212	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3) EXEMPT FOUND	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS -MEDICAL	
DONEE'S NAME:	CHILDREN'S MEDICAL CTR FDN OF CENTRAL TX	
DONEE'S ADDRESS:	4900 MUELLER BOULEVARD AUSTIN, TX 78723	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		500.
CLASS OF ACTIVITY:	GENERAL FUNDS-CHARITY	
DONEE'S NAME:	GOOD SAMARITAN SOCIETY	
DONEE'S ADDRESS:	2500 HINKLE DR.	

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE:	DENTON, TX 76201	
ORGANIZATIONAL STATUS OF DONEE:	UNRELATED	
AMOUNT GIVEN:	501(C) (3) EXEMPT FOUND	\$ 1,000.
CLASS OF ACTIVITY:	GEN -VIOLENCE PREVENTION	
DONEE'S NAME:	FAMILY VIOLENCE CENTER	
DONEE'S ADDRESS:	7911 BROADWAY	
	SAN ANTONIO, TX 78209	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		1,250.
CLASS OF ACTIVITY:	GEN-NATURE CONSERVATION	
DONEE'S NAME:	NATURE CONSERVANCY OF TEXAS	
DONEE'S ADDRESS:	200 E. GRAYSON, STE 202	
	SAN ANTONIO, TX 78215	
RELATIONSHIP OF DONEE:	UNRELATED	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:		1,250.
	TOTAL \$	<u>20,800.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
TAX REFUND RECEIVABLE	\$ 106.	\$ 106.
TOTAL	<u>\$ 106.</u>	<u>\$ 106.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

FEDERAL INCOME TAX PAYABLE	\$ 902.
TOTAL	<u>\$ 902.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL INCOME TAX	\$ 886.
NONDEDUCTIBLE DONATIONS	200.
PENALTIES	16.
TOTAL	<u>\$ 1,102.</u>

HOLT ATHERTON EDUCATIONAL FOUNDATION

74-2087236

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME: JAMES MARTIN

CARE OF:

STREET ADDRESS: 300 CONVENT STREET, SUITE 2500

CITY, STATE, ZIP CODE: SAN ANTONIO, TX 78205

TELEPHONE: 210-227-7591

E-MAIL ADDRESS:

FORM AND CONTENT:

A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED
IN THE FOLLOWING MANNER:

1) THE REQUEST FOR THE GRANT FROM AN ORGANIZATION SHOULD
BE RECEIVED ON THE ORGANIZATION LETTERHEAD.

2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:

A) A NON-TECHNICAL DESCRIPTION RELATED TO THE DESIRED
USE OF THE GRANT

B) BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED

C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM

THE IRS

SUBMISSION DEADLINES:

N/A

RESTRICTIONS ON AWARDS:

N/A

REPORTING PERIOD: 04/01/2014 TO 06/30/2014

★ ★ ★ ★ ★

SOUTH TEXAS MONEY MANAGEMENT™ LTD

HELPING INDIVIDUALS, INDIVIDUALLY.®

Account No: 100904
Custodian Account No: 42859282
Holt Atherton Educational Foundation Inc
EIN: 74-2087236

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Cost YTW	Unrealized Gain/Loss (\$)
EQUITY										
CONSUMER DISCRETIONARY										
220	AMERICAN EAGLE OUTFITTERS	11.806	2,597	11.220	2,468	0.51	110	4.46		(129)
122	DICK'S SPORTING GOODS INC	57.075	6,963	46.560	5,680	1.17	61	1.07		(1,283)
82	DILLARDS INC	76.771	6,295	116.610	9,562	1.96	20	.21		3,267
288	FORD MOTOR CO (NEW) PAR \$0.01	12.992	3,742	17.240	4,965	1.02	144	2.90		1,223
254	GAP INC	29.760	7,559	41.570	10,559	2.17	224	2.12		3,000
193	LOWES CO INC	21.625	4,174	47.990	9,262	1.90	178	1.92		5,089
147	SWATCH GROUP AG/THE-UNSP ADR	31.662	4,654	30.240	4,445	0.91	36	.82		(209)
86	VOLKSWAGEN AG-SPONS ADR PFD	52.768	4,538	52.450	4,511	0.93	70	1.56		(27)
142	WOLVERINE WORLD WIDE INC	24.046	3,415	26.060	3,701	0.76	34	.92		286
	TOTAL CONSUMER DISCRETIONARY		43,937		55,153	11.32	877	1.59		11,216
CONSUMER STAPLES										
81	COSTCO WHSL CORP (NEW)	114.786	9,298	115.160	9,328	1.91	115	1.23		30
70	DIAGEO PLC SPONSORED ADR (NEW)	124.522	8,717	127.270	8,909	1.83	224	2.51		192
60	HAIN CELESTIAL GROUP INC	68.336	4,100	88.740	5,324	1.09	0	.00		1,224
134	LAUDER ESTEE COS INC	69.615	9,328	74.260	9,951	2.04	107	1.08		622
194	MONDELEZ INTL INC	22.633	4,391	37.610	7,296	1.50	109	1.49		2,905
92	NESTLE SA SPNSRD ADR REP RG SH	71.771	6,603	77.670	7,146	1.47	187	2.61		543
	ONE ADR REP 1/4TH OF A REG SH									
196	SAFEWAY INC NEW	24.395	4,781	34.340	6,731	1.38	180	2.68		1,949
	TOTAL CONSUMER STAPLES		47,218		54,685	11.22	922	1.69		7,467
ENERGY										
115	APACHE CORP	85.073	9,783	100.620	11,571	2.37	115	.99		1,788
89	CHEVRON CORP NEW	60.066	5,346	130.550	11,619	2.38	381	3.28		6,273

South Texas Money Management, Ltd.

★ ★ ★ ★ ★

SOUTH TEXAS MONEY MANAGEMENT[™] LTD

HELPING INDIVIDUALS, INDIVIDUALLY.™

Account No: 100904
Custodian Account No: 42859282
Holt Atherton Educational Foundation Inc
EIN: 74-2087236

REPORTING PERIOD: 04/01/2014 TO 06/30/2014

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	% Current Yield	Cost YTW	Unrealized Gain/Loss (\$)
EQUITY										
	ENERGY (Cont.)									
142	CONOCOPHILLIPS	57.141	8,114	85.730	12,174	2.50	392	3.22		4,060
107	ROYAL DUTCH SHELL PLC ADR	76.754	8,213	87.010	9,310	1.91	402	4.32		1,097
	TOTAL ENERGY		31,456		44,674	9.17	1,290	2.89		13,218
	FINANCIALS									
219	AMERICAN INTL GROUP INC	35.332	7,738	54.580	11,953	2.45	110	.92		4,215
90	CAPITAL ONE FINL CORP	71.822	6,464	82.600	7,434	1.53	108	1.45		970
92	CULLEN FROST BANKERS, INC.	72.930	6,710	79.420	7,307	1.50	188	2.57		597
681	ING GROEP NV ADR	11.985	8,161	14.020	9,548	1.96	0	.00		1,386
343	JULIUS BAER GROUP LTD-JN ADR	9.642	3,307	8.190	2,809	0.58	37	1.33		(498)
74	SL GREEN REALTY CORP	97.987	7,251	109.410	8,096	1.66	148	1.83		845
194	ZIONS BANCORP	31.382	6,088	29.470	5,717	1.17	31	.54		(371)
	TOTAL FINANCIALS		45,719		52,864	10.85	622	1.18		7,145
	HEALTH CARE									
227	AUXILIUM PHARMACEUTICALS INC	17.760	4,032	20.060	4,554	0.93	0	.00		522
216	BRISTOL-MYERS SQUIBB CO	33.702	7,280	48.510	10,478	2.15	311	2.97		3,199
78	COVANCE INC	84.914	6,623	85.580	6,675	1.37	0	.00		52
204	HOLOGIC INC	22.679	4,627	25.350	5,171	1.06	0	.00		545
171	MERCK & CO. INC.	45.961	7,859	57.850	9,892	2.03	301	3.04		2,033
181	SANOFI-ADR	41.127	7,444	53.170	9,624	1.97	238	2.48		2,180
84	VARIAN MEDICAL SYSTEMS INC	84.540	7,101	83.140	6,984	1.43	0	.00		(118)
	TOTAL HEALTH CARE		44,966		53,378	10.95	850	1.59		8,413
	INDUSTRIALS									
196	AMERICAN AIRLINES GROUP INC	15.925	3,121	42.960	8,420	1.73	0	.00		5,299
336	GENERAL ELECTRIC CO	23.535	7,908	26.280	8,830	1.81	296	3.35		922
77	ROCKWELL AUTOMATION INC	69.639	5,362	125.160	9,637	1.98	179	1.85		4,275
288	SOUTHWEST AIRLINES CO	12.912	3,719	26.860	7,736	1.59	69	.89		4,017
120	WASTE MANAGEMENT INC	44.606	5,353	44.730	5,368	1.10	180	3.35		15
	TOTAL INDUSTRIALS		25,463		39,991	8.21	723	1.81		14,528
	INFORMATION TECHNOLOGY									

Account No: 100904
 Custodian Account No: 42859282
 Hoit Atherton Educational Foundation Inc
 EIN: 74-2087236

**SOUTH TEXAS
 MONEY MANAGEMENTTM**
 LTD

HEIRING INDIVIDUALS, INDIVIDUALLY*

REPORTING PERIOD: 04/01/2014 TO 06/30/2014

Assets in Portfolio

Par Value or Shares	Description	Average Unit Cost (\$)	Total Cost (\$)	Unit Market Price (\$)	Total Market Value (\$)	Percent of Portfolio	Est. Annual Income (\$)	Current Yield %	Cost YTW	Unrealized Gain/Loss (\$)
EQUITY										
INFORMATION TECHNOLOGY (Cont.)										
35	ALLIANCE DATA SYSTEMS CORP	149.047	5,217	281.250	9,844	2.02	0	.00		4,627
147	APPLE INC	71.754	10,548	92.930	13,661	2.80	276	2.02		3,113
130	ARM HOLDINGS PLC ADR	45.797	5,954	45.240	5,881	1.21	33	.55		(72)
98	FIRST SOLAR INC	44.182	4,330	71.060	6,964	1.43	0	.00		2,634
283	INTEL CORP	24.294	6,875	30.900	8,745	1.79	255	2.91		1,869
278	MICROSOFT CORP	26.755	7,438	41.700	11,593	2.38	311	2.69		4,155
163	TOTAL SYSTEM SERVICES INC	24.275	3,957	31.410	5,120	1.05	65	1.27		1,163
	TOTAL INFORMATION TECHNOLOGY		44,318		61,807	12.68	940	1.52		17,489
MATERIALS										
144	DOMTAR CORPORATION	41.365	5,957	42.850	6,170	1.27	216	3.50		214
135	DU PONT E I DE NEMOURS & CO	67.297	9,085	65.440	8,834	1.81	243	2.75		(251)
	TOTAL MATERIALS		15,042		15,005	3.08	459	3.06		(37)
TELECOMMUNICATION SERVICES										
265	AT&T INC	34.529	9,150	35.360	9,370	1.92	488	5.20		220
181	VERIZON COMMUNICATIONS	35.969	6,510	48.930	8,856	1.82	384	4.33		2,346
	TOTAL TELECOMMUNICATION SERVICES		15,661		18,227	3.74	871	4.78		2,566
UTILITIES										
673	SECTOR SPDR TRUST SBI INT-UTIL	34.994	23,551	44.260	29,787	6.11	993	3.33		6,236
	TOTAL UTILITIES		23,551		29,787	6.11	993	3.33		6,236
SMALL CAP FUNDS										
329	ISHARES CORE S&P SMALL-CAP ETF	59.625	19,617	112.090	36,878	7.57	404	1.10		17,261
	TOTAL SMALL CAP FUNDS		19,617		36,878	7.57	404	1.10		17,261
TOTAL EQUITY			356,946		452,448	94.90	8,951	1.69		105,502

*** **

SOUTH TEXAS MONEY MANAGEMENT LTD.

HELPING INDIVIDUALS, INDIVIDUALLY™

Account No: 100904
Custodian Account No: 42859282
Holt Atherton Educational Foundation Inc
EIN: 74-2087236

REPORTING PERIOD: 07/01/2013 TO 09/30/2013

Investment Changes

Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)	
						Short Term	Long Term
EQUITY							
07/08/2013	40	NOVO-NORDISK A/S-SPONS ADR	01/27/2011	4,642.19	6,432.27		1,790.08
07/10/2013	82	CATERPILLAR INC DEL	09/19/2012	7,721.38	6,948.13	(773.25)	
07/12/2013	7	RESTORATION HARDWARE HOLD	06/13/2013	419.25	478.99	59.74	
07/19/2013	357	STAPLES INC	10/12/2011	5,331.65	5,861.67		530.02
07/19/2013	196	STAPLES INC	06/06/2012	2,545.37	3,218.17		672.80
07/29/2013	105	ENSCO PLC CLASS A	12/05/2011	5,450.16	6,127.58		677.42
07/29/2013	40	ENSCO PLC CLASS A	12/21/2011	1,925.44	2,334.32		408.88
08/15/2013	22	SPDR GOLD TRUST	09/28/2012	3,781.50	2,898.62	(942.88)	
08/19/2013	49	KRAFT FOODS GROUP INC	10/10/2011	1,766.05	2,552.49		786.44
08/19/2013	15	KRAFT FOODS GROUP INC	12/20/2011	581.77	781.38		199.61
08/19/2013	98	KRAFT FOODS GROUP INC	03/01/2013	4,761.09	5,105.00	343.91	
08/23/2013	79	KRAFT FOODS GROUP INC	01/17/2013	4,381.71	4,277.37	(104.34)	
08/30/2013	123	LEXMARK INTERNATIONAL INC - A	03/25/2013	3,167.66	4,220.99	1,053.33	
09/10/2013	55	TERADATA CORP	12/14/2012	3,302.12	3,174.51	(127.61)	
EQUITY Totals:				49,777.34	54,351.49	(491.10)	5,065.25

*** **

SOUTH TEXAS MONEY MANAGEMENT LTD.

HELPING INDIVIDUALS, INDIVIDUALLY™

Account No: 100904
Custodian Account No: 42859282
Holt Atherton Educational Foundation Inc

EIN : 74-2047236

REPORTING PERIOD: 10/01/13 - 12/31/13

Investment Changes Annual Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Short Term Gain or Loss (\$)	Long Term Gain or Loss (\$)
10/01/2013	109	VANGUARD REIT ETF	03/13/2012	6,889.82	7,299.94		410.12
10/03/2013	81	STANLEY BLACK & DECKER INC	11/15/2011	5,524.37	7,300.45		1,776.08
10/03/2013	25	STANLEY BLACK & DECKER INC	12/22/2011	1,699.05	2,253.22		554.17
10/09/2013	57	QUALCOMM INC	07/31/2008	3,151.57	3,744.88		593.36
10/09/2013	16	QUALCOMM INC	04/22/2009	654.26	1,051.20	18.74	396.94
10/09/2013	24	QUALCOMM INC	01/03/2013	1,558.06	1,576.80		
11/13/2013	24	SPDR GOLD TRUST	09/28/2012	4,126.28	2,946.47		(1,178.81)
11/13/2013	40	SPDR GOLD TRUST	01/23/2013	6,533.99	4,910.77	(1,623.22)	
12/12/2013	48	PERRIGO COMPANY	06/21/2013	5,737.80	7,284.40	1,546.60	
				35,874.15	38,136.13	(51.88)	2,551.86

EQUITY Totals:

Account No: 100904
 Custodian Account No: 42859282
 Holt Atherton Educational Foundation Inc
 EIN: 74-2987236

**SOUTH TEXAS
 MONEY MANAGEMENT**
 LTD

HELPING INDIVIDUALS, INDIVIDUALLY™

REPORTING PERIOD: 01/01/2014 TO 03/31/2014

Investment Changes

Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Short Term	Gain or Loss (\$)	Long Term
EQUITY								
01/08/2014	195	UNILEVER PLC SPNSRD ADR NE	09/28/2009	5,491.41	7,754.16			2,262.75
01/08/2014	156	GARMIN LTD	11/14/2011	5,452.56	7,102.90			1,650.34
01/09/2014	164	FORD MOTOR CO (NEW) PAR \$0	02/06/2012	2,133.31	2,597.35			464.04
01/21/2014	92	WELLS FARGO & CO (NEW)	08/23/2012	3,124.23	4,273.67			1,149.44
01/21/2014	126	WELLS FARGO & CO (NEW)	10/22/2012	4,321.77	5,853.06			1,531.29
01/29/2014	194	FREEMONT MCMORAN COPPER & COPPER	08/15/2013	6,192.34	6,272.12		79.78	
01/30/2014	116	INFORMATICA CORP	05/13/2013	4,084.02	4,685.18		601.16	
01/31/2014	67	DRESSER RAND GROUP	06/04/2013	4,071.35	3,812.78		(258.57)	
02/18/2014	25	SIMON PROPERTY GROUP INC	01/12/2012	3,164.29	3,978.68			814.39
02/18/2014	31	SIMON PROPERTY GROUP INC	01/26/2012	4,212.42	4,933.57			721.15
02/27/2014	333	PERKIN ELMER INC	06/09/2010	7,359.93	15,080.59			7,720.66
03/06/2014	324	SCHWAB CHARLES CORP	05/21/2013	6,227.75	8,769.77		2,542.02	
03/12/2014	215	GENERAL MOTORS CO	02/07/2012	5,658.13	7,498.76			1,840.63
EQUITY Totals:				61,493.51	82,612.59		2,964.39	18,154.69

★ ★ ★ ★ ★

SOUTH TEXAS MONEY MANAGEMENTTM LTD

HELPING INDIVIDUALS, INDIVIDUALLY[®]

REPORTING PERIOD: 04/01/2014 TO 06/30/2014

Account No: 100904
Custodian Account No: 42859282
Holt Atherton Educational Foundation Inc
EIN: 74-2087236

Investment Changes Sales / Maturities

Date Sold	Quantity	Description	Purchase Date	Total Cost (\$)	Total Proceeds (\$)	Gain or Loss (\$)		
						Short Term	Long Term	
EQUITY								
04/02/2014	57	3M CO	05/26/2010	4,547.82	7,737.84		3,190.02	
04/02/2014	20	3M CO	06/11/2010	1,557.20	2,715.03		1,157.83	
04/03/2014	130	FMC TECHNOLOGIES INC	09/05/2012	6,100.77	6,988.45		887.68	
04/03/2014	25	FMC TECHNOLOGIES INC	03/08/2013	1,289.60	1,343.93		54.33	
04/09/2014	17	ALLIANCE DATA SYSTEMS CORP	01/02/2013	2,533.80	4,436.81		1,903.01	
04/14/2014	0	BLACKHAWK NETWORK HLDGS I	04/15/2014	4.78	4.88		0.10	
04/17/2014	151	PFIZER INC	07/17/2013	4,351.62	4,563.40		211.78	
04/21/2014	54	AMERICAN AIRLINES GROUP INC	04/15/2013	859.97	1,921.30		1,061.33	
04/21/2014	111	AMERICAN AIRLINES GROUP INC	04/18/2013	1,782.97	3,949.33		2,166.36	
04/24/2014	169	SOUTHWEST AIRLINES CO	04/09/2013	2,182.11	4,062.01		1,879.90	
04/24/2014	146	SOUTHWEST AIRLINES CO	04/17/2013	1,929.96	3,509.20		1,579.24	
06/04/2014	33	FACEBOOK INC-A	02/25/2014	2,305.57	2,086.25	(219.32)		
06/04/2014	184	KONINKLIJKE PHILIPS N.V. ADR	01/23/2014	6,929.73	5,781.65	(1,148.08)		
06/04/2014	75	LOWES CO INC	10/15/2009	1,621.85	3,532.48		1,910.63	
06/16/2014	32	BLACKHAWK NETWORK HLDGS I	04/15/2014	761.28	786.64		25.36	
06/19/2014	80	DUNKIN' BRANDS GROUP, INC.	06/07/2013	3,305.84	3,549.87		244.03	
06/20/2014	18	DUNKIN' BRANDS GROUP, INC.	06/07/2013	743.82	787.99		44.17	
EQUITY Totals:				42,808.69	57,757.06	(1,130.16)	16,078.53	