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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE ALICE KLEBERG REYNOLDS MEYER FOUNDATION FROST NATIONAL BANK TR		A Employer identification number 74-2847652	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 2127		B Telephone number (see instructions) (514) 473-4804	
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78768		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 29,303,471		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	282,208	282,208		
	4 Dividends and interest from securities.	401,125	401,125		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	778,101			
	b Gross sales price for all assets on line 6a 5,271,743				
	7 Capital gain net income (from Part IV, line 2) . . .		778,101		
	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)	2,546	2,546		
	12 Total. Add lines 1 through 11	1,463,980	1,463,980		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	90,098	90,098		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	8,389	8,389		
	b Accounting fees (attach schedule)	4,950	4,950		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	65,114	7,967		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,230	1,230		
	24 Total operating and administrative expenses. Add lines 13 through 23	169,781	112,634		0
	25 Contributions, gifts, grants paid	1,329,000			1,329,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,498,781	112,634		1,329,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-34,801			
	b Net investment income (if negative, enter -0-)		1,351,346		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,031,708	754,330	754,330
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	751,055	494,507	499,905
	b	Investments—corporate stock (attach schedule)	13,271,464	13,118,927	20,331,521
	c	Investments—corporate bonds (attach schedule).	7,290,583	7,942,243	7,717,715
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,344,810	22,310,007	29,303,471	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	22,344,810	22,310,007	
	30	Total net assets or fund balances (see instructions)	22,344,810	22,310,007	
31	Total liabilities and net assets/fund balances (see instructions) . . .	22,344,810	22,310,007		

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 22,344,810
2	Enter amount from Part I, line 27a	2 -34,801
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 22,310,009
5	Decreases not included in line 2 (itemize) ▶ _____	5 2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 22,310,007

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	778,101
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	-38,603

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 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))
2013	1,209,000	27,264,759	0 044343
2012	1,253,549	24,505,522	0 051154
2011	1,172,500	25,360,173	0 046234
2010	1,073,500	23,857,687	0 044996
2009	1,242,049	21,556,561	0 057618

2	Total of line 1, column (d).	2	0 244345
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 048869
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	28,937,410
5	Multiply line 4 by line 3.	5	1,414,142
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,513
7	Add lines 5 and 6.	7	1,427,655
8	Enter qualifying distributions from Part XII, line 4.	8	1,329,000

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter

(attach copy of letter if necessary—see instructions)

1

27,027

2

27,027

3

27,027

4

27,027

5

27,027

6

27,270

7

27,270

8

63

9

10

180

11

180

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation

(2) On foundation managers

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers

2

No

3

Has the foundation engaged in any activities that have not previously been reported to the IRS?

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

By language in the governing instrument, or

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year?

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

TX

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G?

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)?

9

No

10

Did any persons become substantial contributors during the tax year?

10

No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address WWW AKRFOUNDATION ORG				
14	The books are in care of FROST NATIIONAL BANK Telephone no (512) 473-4804 Located at 401 CONGRESS AVENUE AUSTIN TX ZIP+4 78701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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.			
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 2014?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

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

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FROST NATIONAL BANK	TRUSTEE	90,098	0	0
P O BOX 2127	4 00			
AUSTIN,TX 78768				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	28,290,834
b	Average of monthly cash balances.	1b	1,087,247
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	29,378,081
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	29,378,081
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	440,671
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,937,410
6	Minimum investment return. Enter 5% of line 5.	6	1,446,871

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	1,446,871
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	27,027
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	27,027
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,419,844
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,419,844
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,419,844

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	1,329,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,329,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,329,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,419,844
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,326,300	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,329,000				
a Applied to 2013, but not more than line 2a			1,326,300	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				2,700
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,417,144
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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

Tax year	Prior 3 years				(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed.					
d Amounts included in line 2c not used directly for active conduct of exempt activities.					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

NONE

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,329,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

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

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.

Sign Here	*****	2015-01-26	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name DAVID ZURBRIGGEN	Preparer's Signature	Date 2015-02-13	Check if self-employed ☒	PTIN P00104993
	Firm's name ☒ FINDLING MILAM & PYLE			Firm's EIN ☒ 74-1470214	
	Firm's address ☒ 3011 NACOGDOCHES ROAD BUILDING 2 SAN ANTONIO, TX 78217			Phone no (210) 824-3224	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
4,200 SH BLOCK H & R INC	P	2013-01-14	2014-01-22
2,700 SH ENSCO PLC CL A	P	2013-08-21	2014-05-28
164 SH CDK GLOBAL INC	P	2010-11-04	2014-11-18
300,000 PV CONOCOPHILLIPS 4 75%	P	2013-07-11	2014-02-01
458 SH EXXON MOBIL CORP	P	2009-09-11	2014-05-29
1,800 SH SAP AG	P	2013-08-21	2014-11-20
1,200 SH ALLERGAN INC	P	2012-02-08	2014-04-23
9,000 SH FIRST NIAGARA FINL GROUP IN	P	2013-04-22	2014-05-28
3,000 SH SEADRILL LTD	P	2011-08-31	2014-11-14
250,000 PV WAL MART STORES INC 1 626	P	2011-07-20	2014-04-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
122,516		81,017	41,499
138,372		149,837	-11,465
6,530		2,788	3,742
300,000		307,029	-7,029
46,353		26,617	19,736
123,543		136,150	-12,607
197,480		106,908	90,572
77,489		83,879	-6,390
61,816		98,085	-36,269
250,000		255,180	-5,180

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			41,499
			-11,465
			3,742
			-7,029
			19,736
			-12,607
			90,572
			-6,390
			-36,269
			-5,180

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2,400 SH FIRST NIAGARA FINL GROUP IN	P	2013-08-21	2014-05-28
800 SH SEADRILL LTD	P	2011-09-09	2014-11-14
20,886 SH THORNBURG INTL VALUE FUND	P	2004-05-07	2014-05-08
495 SH HOME DEPOT INC	P	2009-12-22	2014-05-29
250,000 PV FEDERAL FARM CR BKS 1 625	P	2011-08-03	2014-11-19
29,538 882 SH THORNBURG INTL VALUE F	P	2005-01-14	2014-05-08
50 SH INTUITIV SURGICAL INC	P	2006-11-20	2014-05-29
6,626 905 SH CAUSWAY INTERNATIONAL V	P	2014-05-08	2014-12-18
1,299 SH THORNBURG INTL VALUE FUND	P	2005-11-17	2014-05-08
50 SH INTUITIVE SURGICAL INC	P	2009-01-12	2014-05-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,664		25,344	-4,680
16,484		25,090	-8,606
637,650		366,549	271,101
39,466		14,503	24,963
250,000		256,548	-6,548
901,822		593,732	308,090
18,744		5,017	13,727
99,139		109,079	-9,940
39,658		29,591	10,067
18,744		5,103	13,641

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,680
			-8,606
			271,101
			24,963
			-6,548
			308,090
			13,727
			-9,940
			10,067
			13,641

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2,618 SH CINEMARK HOLDINGS INC	P	2012-02-08	2014-12-04
3,066 769 SH THORNBURG INTL VALUE FU	P	2006-06-07	2014-05-08
376 SH PEPSICO INC	P	2003-03-24	2014-05-29
1,282 SH CINEMARK HOLDINGS INC	P	2012-02-08	2014-12-05
932 231 SH THORNBURG INTL VALUE FUND	P	2006-06-07	2014-05-28
607 SH STATOIL ASA	P	2007-05-23	2014-05-29
5,966 587 SH LAZARD INTL EQTY PORT I	P	2014-05-08	2014-12-18
1,998 SH THORNBURG INTL VALUE FUND	P	2006-07-20	2014-05-28
250,000 PV HEWLETT PACKARD CO 4 75%	P	2011-06-13	2014-06-02
3,535 SH STATOIL ASA	P	2007-05-23	2014-12-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
92,529		53,001	39,528
93,628		79,061	14,567
32,888		15,207	17,681
45,231		25,954	19,277
28,787		24,033	4,754
18,595		17,310	1,285
102,208		107,697	-5,489
61,698		51,329	10,369
250,000		274,720	-24,720
63,028		100,809	-37,781

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			39,528
			14,567
			17,681
			19,277
			4,754
			1,285
			-5,489
			10,369
			-24,720
			-37,781

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
13,831 465 SH THORNBURG INTL VALUE F	P	2007-06-11	2014-05-28
2,954 368 SH THORNBURG INTL VALUE FU	P	2007-06-11	2014-08-06
358 SH STATOIL ASA	P	2007-05-24	2014-12-18
3,212 167 SH THORNBURG INTL VALUE FU	P	2007-06-11	2014-05-29
9,999 SH THORNBURG INTL VALUE FUND	P	2008-03-05	2014-08-06
81 SH STATOIL ASA	P	2009-09-01	2014-12-18
100 SH CHEVRON CORPORATION	P	2004-03-26	2014-05-29
0 6667 SH CDK GLOBAL INC	P	2007-02-02	2014-10-08
2,026 SH STATOIL ASA	P	2010-11-04	2014-12-18
337 SH CHEVRON CORPORATION	P	2004-07-02	2014-05-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
427,116		449,938	-22,822
89,074		96,106	-7,032
6,383		10,128	-3,745
99,224		104,492	-5,268
301,470		304,070	-2,600
1,444		1,733	-289
12,173		4,226	7,947
19		11	8
36,123		43,312	-7,189
41,022		15,878	25,144

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-22,822
			-7,032
			-3,745
			-5,268
			-2,600
			-289
			7,947
			8
			-7,189
			25,144

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
859 333 SH CDK GLOBAL INC	P	2007-02-02	2014-11-18
1,100 SH CINEMARK HOLDINGS INC	P	2012-02-08	2014-05-29
9 6667 SH CDK GLOBAL INC	P	2009-09-01	2014-11-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
34,216		14,175	20,041
34,564		22,270	12,294
385		136	249

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			20,041
			12,294
			249

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALLISON ORR DANCE INC DBA FORKLIFT DANCEWORKS 2023 CESAR CHAVEZ AUSTIN,TX 78702	N/A	PUBLIC	GOVALIE ROOTS	10,000
ARTS SAN ANTONIO 418 10TH STREET SAN ANTONIO,TX 78215	N/A	PUBLIC	SUPPORT SINGER SONGWRITER CONCERT	5,000
ASSISTHERS INC P O BOX 541095 HOUSTON,TX 77254	N/A	PUBLIC	FOOD ASSISTANCE PROGRAM	7,500
AUSTIN BRIDGE BUILDERS ALLIANCE 6836 AUSTIN CENTER BLVD STE 190 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATIONS	3,250
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STE 300 AUSTIN,TX 78751	N/A	PUBLIC	AWARE FUND, ALZHEIEMER'S RESEARCH	25,000
AUSTIN EXPLORE INC 2121 E CESAR CHAVEZ ST AUSTIN,TX 78702	N/A	PUBLIC	PROGRAMS FOR UNDERSERVED YOUTH	3,500
AUSTIN FILM FESTIVAL INC 1801 SALINA STREET AUSTIN,TX 78702	N/A	PUBLIC	GENERAL OPERATIONS	35,000
AUSTIN FILM SOCIETY 1901 E 51ST ST AUSTIN,TX 78723	N/A	PUBLIC	AFS YOUTH EDUCATION PROGRAMMING	2,000
AUSTIN MUSEUM OF ART 3809 W 35TH ST AUSTIN,TX 78703	N/A	PUBLIC	LAGUNA GLORIA LAND STEWARDSHIP PROGR	20,550
AUSTIN PUBLIC LIBRARY FOUNDATION P O BOX 13201 AUSTIN,TX 78711	N/A	PUBLIC	GENERAL OPERATING SUPPORT	2,500
AUSTIN THEATRE ALLIANCE PARAMOUNT & STATE THEATRES P O BOX 1566 AUSTIN,TX 78767	N/A	PUBLIC	PARAMOUNT ACADEMY FOR ARTS/HISTORIC	10,000
AUSTIN YMBL SUNSHINE CAMP P O BOX 684980 AUSTIN,TX 787684980	N/A	PUBLIC	SUNRISE PROGRAM SERIES	20,000
AWARE AWAKE ALIVE 3112 WINDSOR RD STE A113 AUSTIN,TX 78703	N/A	PUBLIC	HIGH SCHOOL TOOLBOX	2,500
BACK ON MY FEET 100 S BROAD ST STE 1400 PHILADELPHIA,PA 19110	N/A	PUBLIC	AUSTIN NEXT STEPS PROGRAM	5,000
BALLET AUSTIN 501 W 3RD ST AUSTIN,TX 78701	N/A	PUBLIC	STAY AWAKE/SEASON OF INNOCENCE	5,000
Total  3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS 1400 TILLERY STREET AUSTIN,TX 78721	N/A	PUBLIC	MENTORING PROGRAMS	5,000
BIHL HAUS ARTS INC P O BOX 100806 SAN ANTONIO,TX 78201	N/A	PUBLIC	GO ARTS	2,000
BLUE LAPIS LIGHT P O BOX 1821 AUSTIN,TX 78767	N/A	PUBLIC	YOUTH TAKING FLIGHT	2,500
BREAKTHROUGH 1050 EAST 11TH ST STE 350 AUSTIN,TX 78702	N/A	PUBLIC	2015 SUMMER PROGRAMS	10,000
BREAST CANCER RESOURCE CENTERS OF TEXAS P O BOX 300040 AUSTIN,TX 78703	N/A	PUBLIC	BREAST CANCER PATIENT NAVIGATION	2,000
BUGLE BOY FOUNDATION 1051 N JEFFERSON LA GRANGE,TX 78945	N/A	PUBLIC	FEMALE ARTIST PROGRAM	5,000
CAMPUS CRUSADE FOR CHRIST CRUAUSTIN 6836 AUSTIN CENTER BLVD STE 190 AUSTIN,TX 78731	N/A	PUBLIC	GENERAL OPERATING SUPPORT - AUSTIN	10,000
CANDLELIGHT RANCH P O BOX 26367 AUSTIN,TX 78755	N/A	PUBLIC	CHILDREN & NATURE PROGRAMS	10,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL P O BOX 7158 AUSTIN,TX 78713	N/A	PUBLIC	KL RU - TV COMPREHENSIVE REQUEST	37,000
CAPITAL AREA COUNCIL BOY SCOUTS OF AMERICA 12500 N IH 35 AUSTIN,TX 78753	N/A	PUBLIC	AFTER SHCOOL PROGRAMS	1,000
CASA MARIANELLA 821 GUNTER STREET AUSTIN,TX 78702	N/A	PUBLIC	IMMIGRATION LEGAL SERVICES	7,500
CASA OF KLEBERG COUNTY 635 E KING STE 110 KINGSVILLE,TX 78363	N/A	PUBLIC	BRUSH COUNTRY CASA	8,000
CENTER FOR CHILD PROTECTION 8509 FM 969 BLDG 2 AUSTIN,TX 78724	N/A	PUBLIC	GENERAL OPERATIONS	5,000
CENTER FOR WOMEN & THEIR WORK 1710 LAVACA AUSTIN,TX 78701	N/A	PUBLIC	NEW WORK IN EXHIBITION/PERFORMANCE	10,000
CENTRO CULTURAL AZTLAN 1800 FREDERICKSBURG RD STE 103 SAN ANTONIO,TX 78201	N/A	PUBLIC	LAS MUJERES DE AZTLAN	30,000
Total  3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHILDREN'S ADVOCACY CENTER OF THE COASTAL BEND 502 MCCLENDON STREET CORPUS CHRISTI,TX 78404	N/A	PUBLIC	STRENGTHENING FAMILIES	7,000
DIVERSEWORKS ARTSPACE 4102 FANNIN STE 200 HOUSTON,TX 77004	N/A	PUBLIC	DUET LOVE PROGRAM	5,000
E3 ALLIANCE 5930 MIDDLE FISKVILLE RD STE 507 AUSTIN,TX 78752	N/A	PUBLIC	MISSING SCHOOL MATTERS	2,500
EASTSIDE YOUTH SERVICES AND STREET OUTREACH P O BOX 1415 AUSTIN,TX 78767	N/A	PUBLIC	2014 ESYSSO CONTINUED MAINTENANCE	5,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO,TX 78212	N/A	PUBLIC	MUJER ARTES WOMEN'S CLAY COOPERATIVE	30,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO,TX 78212	N/A	PUBLIC	DOMESTIC WORKERS UNITED TRAINING	25,000
FOREVER FOUNDATION FOR TEXAS TEXAS WILDLIFE ASSOCIATION FOUNDATION 3660 THOUSAND OAKS STE 126 SAN ANTONIO,TX 78247	N/A	PUBLIC	NATURAL RESOURCE EDUCATION	20,000
FUERZA UNIDA 710 NEW LAREDO HWY SAN ANTONIO,TX 78211	N/A	PUBLIC	GENERAL OPERATIONS	30,000
GAZELLE FOUNDATION P O BOX 1487 AUSTIN,TX 787671487	N/A	PUBLIC	AUSTIN OPERATIONS	30,000
GEMINI INC 513 S PRESA SAN ANTONIO,TX 78205	N/A	PUBLIC	STORYBOOK WRITING WORKSHOP	5,000
GENAUSTIN P O BOX 3122 AUSTIN,TX 78764	N/A	PUBLIC	ANTI-BULLYING PROGRAMS FOR ADOLESCEN	10,000
GIRLSTART 1400 WEST ANDERSON LANE AUSTIN,TX 78757	N/A	PUBLIC	STEM EDUCATION FOR HIGH-NEEDS GIRLS	5,000
GREATER AUSTIN CRIME COMMISSION 221 WEST 6TH ST STE 310 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATIONS	10,000
GREATER EDWARDS SQUIFER ALLIANCE P O BOX 15618 SAN ANTONIO,TX 78212	N/A	PUBLIC	GEAA TECHNICAL ASSISTANCE PROGRAM	7,000
GREENLIGHTS FOR NONPROFIT SUCCESS 8303 N MOPAC EXPY STE A201 AUSTIN,TX 78759	N/A	PUBLIC	GENERAL OPERATIONS	2,500
Total  3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HEALING HARTWORK 2722 GREEN RANGE SAN ANTONIO,TX 78231	N/A	PUBLIC	BREAST CANCER SCREENING LOW INC WOMN	5,000
HEALTHY COMMUNITIES OF BROWNSVILLE 80 FORT BROWN SPH BLDG BROWNSVILLE,TX 78520	N/A	PUBLIC	TAKE RESPONSIBILITY AND START HELPIN	7,000
HEALTHY FUTURES OF TEXAS 2300 W COMMERCE ST STE 203/204 SAN ANTONIO,TX 78207	N/A	PUBLIC	FAMILIES TALKING TOGETHER	6,000
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN,TX 78751	N/A	PUBLIC	CHAMPIONS FOR CHILDREN	5,000
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON,TX 770193902	N/A	PUBLIC	CHILDREN'S COURT SERVICES	10,000
I LIVE HERE I GIVE HERE 98 SAN JACINTO BLVD STE 1200 AUSTIN,TX 78703	N/A	PUBLIC	GENERAL OPERATIONS	2,500
JANE'S DUE PROCESS INC P O BOX 685137 AUSTIN,TX 78768	N/A	PUBLIC	SONOGRAM FUND/GENERAL OPERATIONS	8,000
JUMP-START PERFORMANCE CO 710 FREDERICKSBURG RD SAN ANTONIO,TX 78201	N/A	PUBLIC	JUMP-START STUDIO SERIES	7,000
JUMP-START PERFORMANCE CO 710 FREDERICKSBURG RD SAN ANTONIO,TX 78201	N/A	PUBLIC	GIRL PROJECT AT JAPHET ELEMENTARY	5,000
LAND HERITAGE INSTITUTE 114 EAST CEVALLOS SAN ANTONIO,TX 78204	N/A	PUBLIC	ART ON THE GROUND	12,000
LA PENA 227 CONGRESS AUSTIN,TX 78701	N/A	PUBLIC	LATINO ARTS AT LA PENA	35,000
LA PENA 227 CONGRESS AUSTIN,TX 78701	N/A	PUBLIC	SOUTHWEST OF SALEM	10,000
LESBIAN HEALTH INITIATIVE OF HOUSTIN INC 401 BRANARD ST HOUSTON,TX 77006	N/A	PUBLIC	LHI CAPACITY BUILDING PROJECT	15,000
MARTINEZ STREET WOMEN'S CENTER 1510 S HACKBERRY SAN ANTONIO,TX 78210	N/A	PUBLIC	GIRL ZONE PROGRAMS	30,000
MEXIC-ARTE MUSEUM 419 CONGRESS AUSTIN,TX 78701	N/A	PUBLIC	EDUCATION DEPARTMENT EXPANSION PROGR	5,000
Total  3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MONTROSE COUNSELING CENTER INC 401 BRANARD ST 2ND FLOOR HOUSTON,TX 77006	N/A	PUBLIC	WOMEN'S SERVICES	10,000
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET ST 370 SAN FRANCISCO,CA 94102	N/A	PUBLIC	BUILDING LGBT LEGAL AID OFFICES TX	6,000
NOW CASTSA 600 SOLEDAD 6TH FLOOR SAN ANTONIO,TX 78205	N/A	PUBLIC	QUALITY NEWS COVERAGE WOMEN'S/LGBT	12,000
ODYSSEY AFTER SCHOOL ENRICHMENT PROGRAM P O BOX 237 ROCKPORT,TX 78381	N/A	PUBLIC	MUSIC AROUND THE WORLD	5,000
OFICINA LEGAL DEL PUEBLO UNIDO INC - DBA TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DR AUSTIN,TX 78741	N/A	PUBLIC	TX CIVIL RIGHTS PROJECT	10,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH 35 AUSTIN,TX 787222304	N/A	PUBLIC	BUILDING A HEALTHY COMMUNITY	15,000
PEOPLE'S COMMUNICY CLINIC 2909 N IH 35 AUSTIN,TX 78722	N/A	PUBLIC	PCC CAPITAL CAMPAIGN	30,000
PET PATROL A PEOPLE PET PARTNERSHIP 1809 W 14 1/2 STREET HOUSTON,TX 77008	N/A	PUBLIC	GENERAL OPERATIONS	10,000
PLANNED PARENTHOOD ASSOCIATION OF HIDALGO COUNTY TEXAS INC 916 EAST HACKBERRY ST MCALLEN,TX 78501	N/A	PUBLIC	SAN JUAN HEALTH CENTER PROJECT	25,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON,TX 77023	N/A	PUBLIC	FAMILY CONDOM COALITION	10,000
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS,TX 75231	N/A	PUBLIC	GENERAL OPERATIONS	25,000
PLANNED PARENTHOOD OF SOUTH TEXAS 104 BABCOCK ROAD SAN ANTONIO,TX 78201	N/A	PUBLIC	WOMEN'S HEALTH CARE LOWER RIO GRANDE	10,000
PLANNED PARENTHOOD OF SOUTH TEXAS 104 BABCOCK ROAD SAN ANTONIO,TX 78201	N/A	PUBLIC	LABORATORY AT NEXT GENERATION FACILI	50,000
ROY LOZANO'S BALLET FOLKLORICO DE TEXAS 1928-C GASTON PLACE DR AUSTIN,TX 78723	N/A	PUBLIC	GENERAL OPERATIONS	3,000
SONGWRITING WITH SOLDIERS 510 SOUTH CONGRESS STE 108 AUSTIN,TX 78704	N/A	PUBLIC	GENERAL OPERATIONS	2,000
Total  3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTH TEXAS INSTITUTE FOR THE ARTS 1902 N SHORELINE BLVD CORPUS CHRISTI,TX 78401	N/A	PUBLIC	GENERAL OPERATIONS	5,000
SOUTH TEXAS LITERACY COALITION 108 N JACKSON RD STE 32 EDINBURG,TX 78541	N/A	PUBLIC	SOUTH TEXAS READING INITIATIVE	7,000
SOUTH TEXANS' PROPERTY RIGHTS ASSOC P O BOX 397 FALFURRIAS,TX 78355	N/A	PUBLIC	CHAGAS DISEASE AWARENESS/PREVENTION	5,000
SPAY-NEUTER ASSISTANCE PROGRAM P O BOX 70286 HOUSTON,TX 77270	N/A	PUBLIC	SAN ANTONIO MOBILE CLINIC PROJECT	7,000
SPECIAL FORCES CHARITABLE TRUST P O BOX 53 ESSEX,CT 06426	N/A	PUBLIC	GREAT AMERICANS SHOOT	130,000
ST EDWARD'S UNIVERSITY 3001 S CONGRESS AVE AUSTIN,TX 78704	N/A	PUBLIC	COLLEGE ASSISTANCE MIGRANT PROGRAM	5,000
SUSTAINABLE FOOD CENTER 2921 E 17TH STREET BLDG C AUSTIN,TX 78702	N/A	PUBLIC	HEALTH FAMILIES	5,000
TAHIRIH JUSTICE CENTER 1717 ST JAMES PLACE STE 320 HOUSTON,TX 77056	N/A	PUBLIC	GENERAL OPERATIONS	5,000
TARAL EDUCATION FUND P O BOX 684602 AUSTIN,TX 78768	N/A	PUBLIC	SOUTH TEXAS ENGAGEMENT PROJECT	2,500
TEXANS TOGETHER EDUCATION FUND 4001 NORTH SHEPHERD DR STE 205 HOUSTON,TX 77018	N/A	PUBLIC	EMPOWER HOUSTON WOMEN LEADERS	6,000
TEXAS ADVOCACY PROJECT INC 1524 S IH 35 BOX 19 AUSTIN,TX 78704	N/A	PUBLIC	ATTORNEYS AGAINST VIOLENCE PROGRAM	5,000
TEXAS EDUCATION BROADCASTING CO-OPERATIVE INC P O BOX 2116 AUSTIN,TX 78768	N/A	PUBLIC	OUTCAST RADIO PROGRAM	7,500
TEXAS FREEDOM NETWORK EDUCATION FUND P O BOX 1624 AUSTIN,TX 78767	N/A	PUBLIC	EXPANDING REPRODUCTIVE RIGHTS	10,000
THE ANN RICHARDS SCHOOL FOUNDATION P O BOX 41072 AUSTIN,TX 78704	N/A	PUBLIC	GENERAL OPERATIONS	25,000
THE ANN RICHARDS SCHOOL FOUNDATION P O BOX 41072 AUSTIN,TX 78704	N/A	PUBLIC	ANN RICHARDS SCHOOL MAKER SPACE	30,000
Total 3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BRIDGE OVER TROUBLED WATERS INC 3811 ALLEN-GENOA ROAD PASADENA,TX 77504	N/A	PUBLIC	THE BRIDGE SHELTER PROGRAM	5,000
THE MINISTRY OF CHALLENGE 1500 EAST 12TH ST AUSTIN,TX 78702	N/A	PUBLIC	PROGRAMS/BEDDING FOR REHAB CENTER	20,000
THE ROSE 12700 N FEATHERWOOD DR STE 260 HOUSTON,TX 77034	N/A	PUBLIC	EMPOWER HER PROGRAM	5,000
THE TEXAS DEMOCRACY FOUNDATION DBA THE TEXAS OBSERVER 307 W 7TH ST AUSTIN,TX 78701	N/A	PUBLIC	2014 MOLLY NATIONAL JOURNALISM PROGR	5,000
THE TEXAS TRIBUNE 823 CONGRESS AVE STE 1400 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
THE UNIVERISTY OF TEXAS AT AUSTIN P O BOX 7458 AUSTIN,TX 78713	N/A	PUBLIC	BLANTON MUSEUM OF ART	10,000
THE UNIVERSITY OF TEXAS PAN AMERICAN FOUNDATION 1201 WEST UNIVERSITY DR EDINBURG,TX 78539	N/A	PUBLIC	MOTHER DAUGHTER PROGRAMS	10,000
THE UNIVERSITY OF TEXAS SYSTEM 210 WEST 5TH ST STE 1200 AUSTIN,TX 78701	N/A	PUBLIC	GENERAL SUPPORT	10,000
TRAVIS CTNY DOMESTIC VIOLENCE & SEXUAL ASSAULT SURVIVAL CENTER 1515 A GROVE BLVD AUSTIN,TX 78741	N/A	PUBLIC	SUPPORTIVE HOUSING PROGRAM	20,000
UNIVERSITY OF HOUSTON 5000 GULF FWY BLDG 1 RM 300 HOUSTON,TX 77204	N/A	PUBLIC	WOMENS GENER SEXUALITY STUDIES PROGR	5,000
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO,TX 78249	N/A	PUBLIC	ASIAN FESTIVAL 2015 PROGRAM	3,000
URBAN HARVEST INC 2311 CANAL ST STE 200 HOUSTON,TX 77003	N/A	PUBLIC	GIRLS GROW GARDENS PROJECT II	2,000
VISITATION HOSPITALITY HOUSE OF SAN ANTONIO 945 WHUISACHE SAN ANTONIO,TX 78201	N/A	PUBLIC	WOMEN'S EDUCATION PROGRAMS	5,000
WALLER CREEK CONSERVANCY P O BOX 12363 AUSTIN,TX 78711	N/A	PUBLIC	GENERAL SUPPORT	28,750
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368 CORPUS CHRISTI,TX 78463	N/A	PUBLIC	SHELTER AND SUPPORTIVE SERVICES	8,950
Total  3a				1,329,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN,TX 78758	N/A	PUBLIC	OPERATING SUPPORT	35,000
ZACHARY SCOTT THEATER CENTER 1510 TOOMEY ROAD AUSTIN,TX 78704	N/A	PUBLIC	ONE GRACE BY ANNA DEAVERE SMITH	10,000
Total ▶ 3a				1,329,000

TY 2014 Accounting Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,950	4,950		

TY 2014 Investments Corporate Bonds Schedule

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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 PV AMERICAN EXPRESS CENTRURI		
BANK 0.875% DUE 11/13/15	300,192	300,417
250,000 AMGEN INC 2.3% DUE 06/15/16	249,678	253,947
250,000 PV ASSOC CORP 6.95% 11/01/18	301,570	291,997
250,000 PV BANK OF AMER CORP		
FLOATING RATE DUE 10/14/16	238,657	248,155
200,000 PV BOEING CAPITAL CORP	222,945	222,630
300,000 PV CAPITAL ONE FINANCIAL COR	301,864	299,313
250,000 PV CISCO SYSTEMS INC 5.5%	287,140	263,755
300,000 PV CONOCOPHILLIPS 4.75%		
300,000 PV CORNING INC	354,230	351,924
250,000 PV DU PONT E I DE NEMOURS		
4.75% DUE 03/15/15	275,930	252,077
250,000 PV GENERAL ELECTRIC CAPITAL	253,845	251,830
300,000 PV GOLDMAN SACHS GROUP INC	327,036	313,056
250,000 PV HEWLETT PACKARD CO 4.75%		
250,000 PV IBM CORP 5.7%	294,688	278,610
250,000 PV JP MORGAN CHASE & CO 3.7%		
DUE 01/20/15	263,375	250,420
300,000 PV KAYNE ANDERSON MLP INV	300,446	300,480

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 PV KINDER MORGAN ENERGY PART	309,104	302,319
250,000 PV LOWES COMPANIES INC 5%	283,585	258,430
300,000 PV MERCK & CO INC FLOATING R	300,312	300,507
250,000 PV MERRILL LYNCH & CO 6.875%	299,365	287,145
300,000 PV MORGAN STANLEY SERIES GMT	339,012	338,469
300,000 PV NORDSTROM INC 6.25%	346,395	338,349
250,000 PV OCCIDENTAL PETROLEUM CORP		
1.75% DUE 02/15/17	250,929	251,443
250,000 PV ORACLE CORP 5.25%	289,260	261,978
300,000 PV SHELL INTL FINANCE BV	328,836	329,238
250,000 PV TARGET CORP 5.375%	293,155	272,983
300,000 PV TOYOTA MOTOR CREDIT CORP	295,209	299,106
300,000 PV WACHOVIA CORP 5.75%	342,975	335,934
250,000 PV WAL MART STORES INC		
1.625% DUE 04/15/14		
250,000 PV WYETH 5.5% DUE 02/15/16	292,510	263,203

TY 2014 Investments Corporate
Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,100 SH ABBVIE INC	113,076	137,424
1,200 SH ALLERGAN INC		
600 SH AMAZON.COM INC	176,615	186,210
3,633 SH AMERICAN EXPRESS CO	216,506	338,014
3,900 SH AMERICAN INTL GROUP INC	157,892	218,439
2,619 SH AMGEN INC	144,763	417,180
1,700 SH ANADARKO PETROLEUM	123,588	140,250
4,473 SH APPLE INC	38,565	493,730
4,782 SH AT & T INC	128,322	160,627
3,101 SH AUTOMATIC DATA PROCESSING	120,452	258,530
780 SH BAIDU INC	131,607	177,817
3,000 SH BAKER HUGHES INC	107,056	168,210
1,500 SH BAXTER INTERNATIONAL INC	111,705	109,935
4,000 SH BB&T CORP	96,320	155,560
600 SH BIOGEN IDEC INC	124,554	203,670
450 SH BLACKROCK INC	80,100	160,902
4,200 SH BLOCK H & R INC		
1,200 SH BOEING CO	110,130	155,976
4,000 SH BORGWARNER INC	67,367	219,800
2,600 SH BRISTOL-MYERS SQUIBB CO	131,514	153,478
4,800 SH BROADRIDGE FINANCIAL SOLUTI	109,697	221,664
1,050 SH CANADIAN PACIFIC RAILWAY LT	131,862	202,325
2,400 SH CAPITAL ONE FIANANCIAL CORP	161,427	198,120
2,600 SH CARDINAL HEALTH INC	109,484	209,898
2,253 SH CATERPILLAR INC	145,768	206,217
45,042.203 SH CAUSEWAY INTRNL VALUE	739,099	666,174
1,500 SH CHEVRON CORP	83,946	168,270
330 SH CHIPOTLE MEXICAN GRILL INC	113,890	225,888
5,000 SH CINEMARK HOLDINGS INC		
4,800 SH CISCO SYSTEM INC	117,696	133,512

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,602 SH COGNIZANT TECH SOLUTIONS		
CLASS A	71,026	295,001
2,700 SH COLGATE-PALMOLIVE CO	91,327	186,813
2,964 SH CONOCOPHILLIPS	123,903	204,694
9,000 SH CORNING INC	130,139	206,370
1,200 SH COSTCO WHOLESALE CORP	141,971	170,100
2,400 SH COVIDIEN PLC	97,226	245,472
3,600 SH CVS HEALTH CORP	117,415	346,716
1,800 SH DISCOVERY COMMUNICATIONS IN	77,362	60,696
1,800 SH DISCOVERY COMMUNICATIONS A	78,713	62,010
4,643 SH DISNEY (WALT) CO HOLDING CO	106,061	437,324
3,300 SH DOW CHEMICAL CO	93,204	150,513
2,975 SH DU PONT E I DE NEMOURS & CO	105,440	219,972
2,400 SH DUKE ENERGY CORP	131,893	200,496
2,100 SH EATON CORP PLC	138,031	142,716
5,100 SH E M C CORP MASSACHUSETTS	131,271	151,674
3,298 SH EMERSON ELEC CO	116,470	203,586
2,700 SH ENSCO PLC		
1,200 SH EOG RESOURCES INC	128,212	110,484
9,900 SH ERICSSON AMERICAN DEPOSITAR	116,720	119,790
1,800 SH EXXON MOBIL CORP	108,983	166,410
2,700 SH FACEBOOK INC	142,095	210,654
11,400 SH FIRST NIAGARA FINL GROUP I		
275 SH GOOGLE INC CL A	69,919	145,932
275 SH GOOGLE INC CL C	70,102	144,760
2,700 SH HALLIBURTON CO	171,531	106,191
3,900 SH HOME DEPOT INC	116,796	409,383
2,000 SH HONEYWELL INTERNATIONAL INC	96,560	199,840
2,100 SH HSBC HOLDINGS PLC	112,305	99,183
8,683 SH INTEL CORP	191,774	315,106

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 SH INTUITIVE SURGICAL INC	30,616	158,682
6,084 SH INVESCO DEV MARKETS FUN	199,920	184,893
3,990 SH ISHARES COHEN & STEERS REAL	334,999	386,392
2,500 SH JOHNSON & JOHNSON	140,734	261,425
3,670 SH JPMORGAN CHASE & CO	149,836	229,669
2,824 SH KELLOGG CO	146,191	184,803
2,100 SH KRAFT FOODS GROUP INC	94,748	131,586
40,565.328 SH LAZARD INTL EQTY PORT	734,547	686,771
2,300 SH LINCOLN ELECTRIC HOLDINGS I	85,547	158,907
2,400 SH LULULEMON ATHLETICA INC	111,170	133,896
2,400 SH METLIFE INC	121,488	129,816
5,179 SH MICROSOFT CORP	146,477	240,565
2,351 SH MONSANTO CO	126,693	280,874
4,200 SH NIELSEN HOLDINGS	139,868	187,866
2,832 SH NORFOLK SOUTHERN CORP	141,561	310,416
2,770 SH NOVARTIS AG ADR	155,088	256,668
2,100 SH PEPSICO INC	102,858	198,576
8,568 SH PFIZER INC	195,731	266,893
99 SH PRICELINE.COM INC	117,914	112,881
1,800 SH PROCTER & GAMBLE CO	82,838	163,962
2,550 SH SALESFORCE.COM INC	137,616	151,240
1,800 SH SAP AG		
2,352 SH SCHLUMBERGER LIMITED	165,980	200,884
4,500 SH SCHWAB CHARLES CORP	114,119	135,855
3,800 SH SEADRILL LTD		
4,800 SH SPECTRA ENERGY CORP	94,766	174,240
5,400 SH STARBUCKS CORP	133,052	443,070
6,607 SH STATOIL ASA		
2,100 SH THE HERSHEY COMPANY	86,547	218,253
87,717.882 SH THORNBURG INTL VALUE		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FUND INSTL CL		
2,000 SH TOTAL S.A. SPONSORED ADR	106,520	102,400
3,000 SH TRAVELERS COMPANIES INC	136,334	317,550
8,076 SH T ROWE PRICE INTL DISC	314,947	416,560
2,400 SH UNITED CONTINENTAL HLDGS IN	151,368	160,536
5,034 SH VAN ECK GLOBAL HARD	204,934	202,920
4,730.622 SH VANGUARD SMALL-CAP GROW	193,104	209,377
4,800 SH VERIZON COMMUNICATIONS	149,278	224,544
4,133.904 SH VIRTUS SMALL-CAP CORE F	100,288	105,993
1,772 SH VISA INC CL A	148,592	464,618
2,804 SH WAL MART STORES INC	134,984	240,807
3,300 SH WASTE CONNECTIONS INC	151,365	145,167
3,600 SH WELLS FARGO & CO	153,072	197,352
3,600 SH ZOETIS INC	113,787	154,908

TY 2014 Investments Government Obligations Schedule

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

EIN: 74-2847652

US Government Securities - End of Year Book Value:	294,507
US Government Securities - End of Year Fair Market Value:	298,527
State & Local Government Securities - End of Year Book Value:	200,000
State & Local Government Securities - End of Year Fair Market Value:	201,378

TY 2014 Legal Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,389	8,389		

TY 2014 Other Decreases Schedule

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

Description	Amount
ROUNDING	2

TY 2014 Other Expenses Schedule

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

EIN: 74-2847652

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WEBSITE EXPENSE	160	160		
MISCELLANEOUS EXPENSE	320	320		
SUBSCRIPTIONS	750	750		

TY 2014 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROCEEDS OF LITIGATION	2,546	2,546	

TY 2014 Taxes Schedule

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

EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	7,967	7,967		
EXCISE TAX - 2013 PAYMENT	29,877			
EXCISE TAX - 2014 ESTIMATE PAYME	27,270			