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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation ROBERT J. & HELEN C. KLEBERG FOUNDATION		A Employer identification number 74-6044810						
Number and street (or P O box number if mail is not delivered to street address) 700 N. ST. MARY'S SUITE 1200	Room/suite	B Telephone number (see instructions) (210) 271-3691						
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 78205		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
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H Check type of organization: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>			<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation			
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation								
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust								
<input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 257,640,793. <table border="0"> <tr> <td>J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual</td> </tr> <tr> <td><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)			J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____				
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual								
<input type="checkbox"/> Other (specify) _____								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	871,657.	871,657.		
	4 Dividends and interest from securities	4,739,121.	4,739,121.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,234,581.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		10,234,581.		
	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) ATCH. 1	3,052,175.	3,050,516.			
12 Total. Add lines 1 through 11	18,897,534.	18,895,875.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages	79,032.	28,251.		50,781.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 2	21,000.	5,250.		15,750.
	c Other professional fees (attach schedule) ATCH. 3	1,800,332.	1,292,832.		7,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	57,324.	363,266.		605.
	19 Depreciation (attach schedule) and depletion	562.	562.		
	20 Occupancy	1,432.	9,388.		1,043.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	116,967.	107,560.		9,407.
	24 Total operating and administrative expenses. Add lines 13 through 23.	2,295,649.	1,807,109.		85,086.
25 Contributions, gifts, grants paid	11,949,609.			11,949,609.	
26 Total expenses and disbursements. Add lines 24 and 25	14,245,258.	1,807,109.	0	12,034,695.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,652,276.				
b Net investment income (if negative, enter -0-)		17,088,766.			
c Adjusted net income (if negative, enter -0-)					

9/12/2

SCANNED SEP 2 2015

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		13,328,250.	7,189,411.	7,189,411.	
	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		14,650.			
	10 a	Investments - U.S. and state government obligations (attach schedule) [6]		4,103,193.	7,343,475.	7,335,602.	
	b	Investments - corporate stock (attach schedule) ATCH 7		153,226,781.	162,023,862.	199,387,359.	
	c	Investments - corporate bonds (attach schedule) ATCH 8		2,229,544.			
	Liabilities	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans					
13		Investments - other (attach schedule) ATCH 9		32,804,200.	33,803,667.	37,684,106.	
14		Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		15,261. 13,953.	1,869. 1,308.	ATCH 10 1,308.	
15		Other assets (describe ▶ ATCH 11)		184,454.	184,454.	6,043,007.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		205,892,941.	210,546,177.	257,640,793.	
17		Accounts payable and accrued expenses		1,971.	2,931.		
18		Grants payable					
19		Deferred revenue					
20		Loans from officers, directors, trustees, and other disqualified persons					
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)		1,971.	2,931.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds		205,890,970.	210,543,246.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds				
		30	Total net assets or fund balances (see instructions)		205,890,970.	210,543,246.	
		31	Total liabilities and net assets/fund balances (see instructions)		205,892,941.	210,546,177.	

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	205,890,970.
2	Enter amount from Part I, line 27a	2	4,652,276.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	210,543,246.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	210,543,246.

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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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
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	10,234,581.	
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	0	

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.

(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	11,082,903.	243,054,115.	0.045598
2012	10,984,417.	230,903,772.	0.047571
2011	10,045,348.	223,770,394.	0.044891
2010	9,126,890.	208,311,234.	0.043814
2009	10,605,382.	185,210,873.	0.057261
2 Total of line 1, column (d)			2 0.239135
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 0.047827
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 248,396,684.
5 Multiply line 4 by line 3			5 11,880,068.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 170,888.
7 Add lines 5 and 6			7 12,050,956.
8 Enter qualifying distributions from Part XII, line 4 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			8 12,034,695.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b 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	341,775.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	341,775.
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	341,775.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	293,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	140,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	433,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	91,225.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 91,225. Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 <u>WWW.KLEBERGFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>JOHN D. ALEXANDER, JR.</u> Telephone no <u>210-271-3691</u> Located at <u>700 N. ST MARYS, SAN ANTONIO, TX</u> ZIP+4 <u>78205-0000</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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		
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)? <input type="checkbox"/> <u></u>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> <u></u>		
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? <input type="checkbox"/> <u></u>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <input type="checkbox"/> <u></u>	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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/> <u></u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <u></u>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? <input type="checkbox"/> <u></u>	4b	X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		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

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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
WELLINGTON TRUST COMPANY BOSTON, MASSACHUSETTS	INVEST COUNSELING	270,111.
LUTHER KING INVESTMENT MANAGEMENT CO. FORT WORTH, TEXAS	INVEST COUNSELING	356,439.
CAMBRIDGE ASSOCIATES BOSTON, MASSACHUSETTS	INVESTMENT MGT.	249,412.
SANDERSON FUND NEW YORK, NEW YORK	INVESTMENT MGT.	254,595.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	193,045,246.
b	Average of monthly cash balances	1b	15,405,708.
c	Fair market value of all other assets (see instructions)	1c	43,728,421.
d	Total (add lines 1a, b, and c)	1d	252,179,375.
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	252,179,375.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,782,691.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	248,396,684.
6	Minimum investment return. Enter 5% of line 5	6	12,419,834.

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	12,419,834.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	341,775.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	341,775.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,078,059.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,078,059.
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	12,078,059.

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	12,034,695.
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	12,034,695.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,034,695.

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.

Form 990-PF (2014)

Page **9****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				12,078,059.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			11,765,228.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
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	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>12,034,695.</u>				
a Applied to 2013, but not more than line 2a			11,765,228.	
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				269,467.
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				11,808,592.
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	0			
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				

Form **990-PF** (2014)

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

NOT APPLICABLE

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 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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					
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 address of the person to whom applications should be addressed

ATCH 15

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

ATTACHMENT 15

c Any submission deadlines

ATTACHMENT 15

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

ATTACHMENT 15

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 16				11,949,609.
Total			▶ 3a	11,949,609.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[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**

Signature of officer or trustee

8pt 2, 2015
Date

VP & Secretary

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

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

STEWART GOODSON

Preparer's signature _____

Stewart Hoodson, C.F.A.

Date

08/12/15

Check ☐ self-employed

PTIN

P00084462

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ► P.O. BOX 2938

SAN ANTONIO, TX

78299-2938

Phone no 210-228-9696

Form **990-PF** (2014)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT 13 PROPERTY TYPE: SECURITIES				P	VARIOUS 10234581.	VARIOUS
TOTAL GAIN (LOSS)							<u>10234581.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS ROYALTIES	3,120,348.	3,120,348.
PARTNERSHIP INCOME/LOSS	-68,173.	-69,832.
TOTALS	<u>3,052,175.</u>	<u>3,050,516.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST AND YOUNG, LLP	21,000.	5,250.		15,750.
TOTALS	<u>21,000.</u>	<u>5,250.</u>		<u>15,750.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	54,523.	54,523.	
INVESTMENT COUNCIL MANAGEMENT	1,238,309.	1,238,309.	
INVESTMENT MGMT FEE	7,500.		7,500.
TOTALS	<u>1,300,332.</u>	<u>1,292,832.</u>	<u>7,500.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRODUCTION TAXES	182,349.	182,349.	
PAYROLL TAXES	6,046.	5,441.	
FOREIGN TAXES PAID	109,079.	109,079.	605.
AD VALOREM TAXES	66,397.	66,397.	
FEDERAL EXCISE TAX PAYMENTS	403,453.		
TOTALS	<u>767,324.</u>	<u>363,266.</u>	<u>605.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	12,550.	3,143.	9,408.
PARTNERSHIP EXPENSES	104,417.	104,417.	
TOTALS	<u>116,967.</u>	<u>107,560.</u>	<u>9,408.</u>

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 6</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN- TREAS. NOTES AND GOV'T OBLIGATIONS	7,343,475.	7,335,602.
US OBLIGATIONS TOTAL	<u>7,343,475.</u>	<u>7,335,602.</u>

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
FORM 990-PF, 2014

BALANCE SHEET DETAIL

LINE 10b - INVESTMENTS-SECURITIES	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
LUTHER KING/STATE STREET - CASH EQUIVALENTS	2,151,882	2,151,882
LUTHER KING/STATE STREET - SECURITIES	22,822,359	51,704,791
LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS	519,904	519,904
LUTHER KING SMALL CAP/STATE STREET - SECURITIES	8,011,377	10,245,557
FIDUCIARY TRUST - CASH EQUIVALENTS	0	499,930
FIDUCIARY TRUST - INTERNATIONAL SECURITIES	0	499,930
WELLINGTON CTF RESEARCH EQUITY FUND	30,248,764	32,801,906
WELLINGTON CTF DIH EQUITY FUND	0	0
WELLINGTON CTF ENERGY FUND	10,713,674	7,918,155
VANGUARD INSTITUTIONAL FUND	100,002	100,005
DODGE COX FUND	18,006,077	21,730,825
SANDERSON FUND	22,400,598	27,310,332
FRANKLIN TEMPLETON	28,143,446	26,477,149
GMO CORE TRUST	10,006,096	9,496,523
ABERDEEN FUNDS	8,899,683	8,930,330
TOTAL SECURITIES	\$162,023,862	\$199,387,359

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	------------------------------	-----------------------

FIDUCIARY CORPORATE BONDS

TOTALS

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
FORM 990-PF, 2014

BALANCE SHEET DETAIL

LINE 13 - INVESTMENTS-OTHER	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
ABS CAPITAL PARTNERS	3,054,684	3,354,807
ALL BLUE LIMITED	3,800,000	4,117,488
CCP QUANTITATIVE FUND	NONE	NONE
GEM REALTY SECURITIES	1,500,000	1,685,866
HBK OFFSHORE FUND	3,000,000	3,346,959
SCOPIA PX INTERNATIONAL	2,300,000	2,866,861
MASON CAPITAL, LTD.	3,000,000	2,796,358
COVALENT PARTNERS, LLC	2,500,000	2,686,824
MARCATO INTERNATIONAL, LTD	1,362,417	1,743,979
PFM DIVERSIFIED OFFSHORE FUND, LTD.	2,800,000	3,317,960
SENATOR GLOBAL OPPORTUNITY OFFSHORE FUND, LTD	2,100,000	2,685,138
SHEFFIELD INTERNATIONAL PARTNERS, LTD.	1,900,000	1,950,599
CADIAN OFFSHORE FUND LTD.	1,500,000	1,964,293
HITCHWOOD CAPITAL FUND, LTD.	1,500,000	1,597,947
ENDOWMENT VENTURE PARTNERSHIP INV.	186,566	196,947
WINGSPAN OVERSEAS FUND, LTD.	1,800,000	1,611,672
HENGISTBURY FUND LIMITED	1,500,000	1,760,408
TOTAL SECURITIES	\$33,803,667	\$37,684,106

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING		ENDING		BEGINNING		ENDING	
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE
FILING CABINET	SL	259			259	259			259
FURNITURE	A5	920			920	920			920
CHAIRS	A5	629			629	629			629
LEASEHOLD IMPROVE	A5	2,585			2,585	2,585			2,585
DESK & FILES	A5	2,079			2,079	2,079			2,079
BOOK CASES	A5	1,247			1,247	1,247			1,247
SAFE	M7	937			937	937			937
COMPUTER TABLE	M7	147			147	147			147
COMPUTER & PRINTER	M5	2,863			2,863	2,863			2,863
COMPUTER HARDWARE	M5	788			788	788			788
PRINTER	M5	534			534	268	107		375
SCANNER	M5	910			910	455	182		637
MONITOR	M5	199			199	100	40		140
COMPUTER	M5	1,164			1,164	116	233		349
TOTALS		<u>15,261</u>			<u>15,261</u>	<u>13,303</u>			<u>13,955</u>

ATTACHMENT 10

ATTACHMENT 11FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTERESTS	38,318,771.	
ACCUMULATED DEPLETION	-38,318,771.	5,858,553.
LEASE DEPOSIT	216.	216.
OTHER CURRENT ASSETS	225.	225.
LLOYD GEORGE GOLD SHARES	184,013.	184,013.
TOTALS	<u>184,454.</u>	<u>6,043,007.</u>

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
HELEN K. GROVES 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	PRESIDENT 1.00	0	0	0
HELEN C. ALEXANDER 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	VICE-PRESIDENT 1.00	0	0	0
EMORY A. HAMILTON 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	V/P - TREASURER 1.00	0	0	0
JOHN D. ALEXANDER, JR. 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	V/P - SECRETARY 1.00	0	0	0
CAROLINE A. FORGASON 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0	0	0
HENRIETTA K. ALEXANDER 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0	0	0

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS			EXPENSE ACCT AND OTHER ALLOWANCES
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS		
DOROTHY A. MATZ 700 N. ST. MARY'S SUITE 1200 SAN ANTONIO, TX 78205	DIRECTOR 1.00	0	0		0
GRAND TOTALS		0	0		0

ROBERT J. KLEBERG, JR. AND HELEN C.
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

EIN: 74-6044810
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LONG-TERM CAPITAL GAIN/LOSS STATEMENT			
DESCRIPTION	PROCEEDS	BASIS	REALIZED GAIN/(LOSS)
LOSS THROUGH JP MORGAN ACCOUNT #23002	6,750,000	6,955,256	(205,256)
GAIN THROUGH LUTHER KING. PUBLICALLY TRADED SECURITIES			1,506,711
GAIN THROUGH LUTHER KING (SMALL CAP): PUBLICALLY TRADED SECURITIES			995,611
GAIN THROUGH FIDUCIARY: PUBLICALLY TRADED SECURITIES			(209,005)
GAIN THROUGH VANGUARD: SALE OF BONDS			3,032,494
GAIN THROUGH ABERDEEN: SALE OF BONDS			1,681,490
GAIN THROUGH WELLINGTON TRUST COMPANY RESEARCH EQUITY FUND			3,673,757
GAIN THROUGH WELLINGTON TRUST COMPANY DIVERSIFIED INFLATION HEDGES PORTFOLIO			233,549
GAIN THROUGH WELLINGTON TRUST COMPANY CTF ENERGY			112,480
LOSS THROUGH ENDOWMENT VENTURE PARTNERS V, L.P.			17,378
GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND			(35,008)
GAIN THROUGH FIDUCIARY			8,206
LOSS THROUGH CCP			(509,162)
LOSS THROUGH FIDUCIARY: FORWARD SALES			(68,664)
TOTAL			10,234,581

ROBERT J. & HELEN C. KLEBERG FOUNDATION

74-6044810

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
ROYALTY INCOME			15	
PARTNERSHIP INCOME	525990	1,659.	14	3,120,348. -69,832.
TOTALS		<u>1,659.</u>		<u>3,050,516.</u>

ROBERT J KLEBERG, JR AND HELEN C
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN. STATUS	PURPOSE	AMOUNT
AMERICAN BIRD CONSERVATORY P O BOX 249, THE PLAINS, VA 20198-2237	PC	BIRD CONSERVATORY	25,000
BOY SCOUTS OF AMERICA - SOUTH TEXAS COUNCIL 700 EVERHART TERRACE, BUILDING A, CORPUS CHRISTI, TX 78411	PC	YOUTH PROGRAMS	125,000
BOYS AND GIRLS CLUB OF KINGSVILLE 1238 E KENEDY, P O. BOX 1181, KINSVILLE, TX 78363	PC	YOUTH PROGRAMS	50,000
BRANDYWINE CONSERVANCY PO BOX 141, CHADDS FORD, PA 19317	PC	FARMLAND PRESERVATION	75,000
CASA OF KLEBERG COUNTY A/K/A BRUSH COUNTRY CASA P O BOX 1236, KINGSVILLE, TX 78364	PC	CHILD WELFARE PROGRAM	20,000
CHRISTUS-SPOHN HEALTH SYSTEM 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE, TX 78363-7129	PC	RENOVATIONS TO EMERGENCY DEPARTMENT	373,600
COASTAL BEND ALCOHOL REHAB CENTER PO BOX 4996, CORPUS CHRISTI, TX 78469-4996	PC	CHEMICAL DEPENDENCY REHAB PROGRAM	25,000
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34, CORPUS CHRISTI, TX 78411	PC	FAMILY THERAPY PROGRAM	35,000
HALO HOUSE FOUNDATION 4007 TARTAN LANE, HOUSTON, TX 77025	PC	ACCOMODATING BLOOD CANCER PATIENTS AND FAMILY	25,000
HOUSTON EAR RESEARCH FOUNDATION 7737 SOUTHWEST FREEWAY #630, HOUSTON, TX 77074	PC	MEDICAL RESEARCH	20,000
JACKSON LABORATORY 600 MAIN STREET, BAR HARBOR, ME 04609-1500	PC	BREAST CANCER RESEARCH	128,310
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS P O BOX 89, ROUNDTOP, TX 78954-0089	PC	MUSIC SCHOLARSHIPS	33,000
JOHN HOPKINS SCHOOL OF MEDICINE 120 NEW ENGINEERING BLDG, 3400 N CHARLES ST, BALTIMORE, MD 21218-2681	PC	BREAST CANCER AND HUMAN DISEASE GENETICS PROJECTS	100,000
KINGSVILLE SYMPHONY ORCHESTRA P O BOX 2154, KINGSVILLE, TX 78363	PC	SUPPORT KING RANCH HOLIDAY SPECTACULAR	12,500
LYME DISEASE RESEARCH 10755 FALLS ROAD, SUITE 200, LUTHERVILLE, MD 21093	PC	MEDICAL RESEARCH	150,000
MCMAY ART MUSEUM P O BOX 6069, SAN ANTONIO, TX, 78209	PC	PROGRAM SUPPORT	25,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE, NEW YORK, NY 10021	PC	RESEARCH STUDY "TARGETING EPIGENETIC MECHANISMS IN LEUKEMIA"	400,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET, NEW YORK, NY 10019	PC	SUPPORT ANNUAL FUND	10,000
MUSEUM OF SOUTH TEXAS HISTORY 200 N CLOSNER BOULEVARD, EDINBURG, TX 78541	PC	ACQUISITION OF DE LA GARZA ARCHIVES	150,000
NATURE CONSERVANCY 1815 NORTH LYNN STREET, ARLINGTON, VA 22209	PC	CONSERVATION AND PRESERVES	100,000
NORTH AMERICAN BUTTERFLY ASSOCIATION P O BOX 878, MISSION, TX 78573	PC	SUPPORT OPERATING EXPENSES	62,000
PALMER DRUG ABUSE PROGRAM 3104 ALAMEDA STREET, CORPUS CHRISTI, TX 78404	PC	SUPPORT ALCOHOL AND DRUG ABUSE PROGRAMS	25,000
PLANNED PARENTHOOD OF SAN ANTONIO 104 BABCOCK ROAD, SAN ANTONIO, TX 78201-3857	PC	FAMILY PLANNING PROGRAMS	500,000
PRESBYTERIAN PAN-AM SCHOOL P O BOX 1578, KINGSVILLE, TX 78364	PC	STUDENT FINANCIAL AID	50,000
SAN ANTONIO BOTANICAL GARDEN SOCIETY PO BOX 6569, SAN ANTONIO TX 78209	PC	"RAINFOREST ADVENTURE" & "BIG GARDEN LITTLE ME"	60,000

ROBERT J KLEBERG, JR AND HELEN C
KLEBERG FOUNDATION
SAN ANTONIO, TEXAS 78205

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
SAN ANTONIO PUBLIC LIBRARY FOUNDATION 625 SHOOK AVENUE, SAN ANTONIO, TX 78212	PC	SUPPORT SAN ANTONIO PUBLIC LIBRARY	25,000
SOUTH TEXAS FAMILY PLANNING & HEALTH CORP 4455 SOUTH PADRE ISLAND DRIVE #29, CORPUS CHRISTI, TX 78411	PC	FAMILY PLANNING & HEALTH EDUCATION	50,000
SOUTH TEXAS PUBLIC BROADCASTING 4455 SOUTH PADRE ISLAND DR , #38, CORPUS CHRISTI, TX, 78411-4481	PC	SUPPORT PROGRAM UNDERWRITING	48,691
TAPING FOR THE BLIND, INC 3935 ESSEX LANE, HOUSTON, TX 77027	PC	SERVICES FOR THE BLIND	15,000
TEACH FOR AMERICA 315 WEST 36TH STREET, NEW YORK, NY 10018-6404	PC	SUPPORT LOWER RIO GRANDE VALLEY	400,000
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION MSC 218, KINGSVILLE, TX 78363-8202	PC	SOUTH TEXAS NATIVES	100,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE P O BOX 760549, SAN ANTONIO, TX 78248-0549	PC	MONODELPHIS BREEDING AND CONSTRUCTION OF LAB	600,000
UNIVERSITY OF PENNSYLVANIA, SCHOOL OF VETERINARY MEDICINE 420 FRANKLIN BUILDING, PHILADELPHIA, PA 19104-6285	PC	VETERINARY REPRODUCTIVE PHYSIOLOGY RESEARCH	183,158
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD, GALVESTON, TX 77555-0129	PC	MEDICAL RESEARCH	250,000
UNIVERSITY OF TEXAS M D ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD, UNIT 1491, HOUSTON, TX 77030	PC	CANCER RESEARCH	4,000,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER-SAN ANTONIO 7703 FLOYD CURL, SAN ANTONIO, TX 78284-7834	PC	KLEBERG MEDICAL SCHOLARS PROGRAM	363,750
UNIVERSITY OF TEXAS SAN ANTONIO 6900 NORTH LOOP 1604 WEST, SAN ANTONIO, TX 78249-0661	PC	SUPPORT OF A STEM CELL THERAPY STUDY	332,000
UNIVERSITY OF TEXAS SAN ANTONIO 6900 NORTH LOOP 1604 WEST, SAN ANTONIO, TX 78249-0661	PC	SUPPORT OF AN ALZHEIMER'S STUDY	992,600
VANDERBILT-INGRAM CANCER CENTER 2100 PIERCE AVENUE, STE 301, NASHVILLE, TN 37212-3100	PC	SUPPORT DISCOVERY STUDY	2,000,000
WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368, CORPUS CHRISTI, TX 78463-3368	PC	EMERGENCY SHELTER AND SUPPORTIVE SERVICE PROGRAMS	10,000
TOTAL GRANTS & CONTRIBUTIONS			<u>\$11,949,609</u>