

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

BAUMBERGER ENDOWMENT

A Employer identification number

23-7225925

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

Room/suite

7201 BROADWAY, SUITE 300

B Telephone number (see instructions)

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

SAN ANTONIO

TX

78209-3774

(210) 822-8915

Foreign country name

Foreign province/state/country

Foreign postal code

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) $\blacktriangleright$ \$ 28,596,073

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	2,000			
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	653,578	635,153		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	861,719			
b Gross sales price for all assets on line 6a 9,092,336				
7 Capital gain net income (from Part IV, line 2)		861,719		
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)	20,379	20,379		
12 Total. Add lines 1 through 11	1,537,676	1,517,251	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	19,000	9,500		9,500
14 Other employee salaries and wages	79,793	3,990		75,803
15 Pension plans, employee benefits	30,893	1,545		29,348
16a Legal fees (attach schedule)	40	22		18
b Accounting fees (attach schedule)	15,350	8,442		6,908
c Other professional fees (attach schedule)	72,042	72,042		
17 Interest				
18 Taxes (attach schedule) (see instructions)	26,809	11,055		5,799
19 Depreciation (attach schedule) and depletion	323	32		
20 Occupancy	24,769	2,477		22,292
21 Travel, conferences, and meetings				
22 Printing and publications	464	46		418
23 Other expenses (attach schedule)	82,744	23,315		48,784
24 Total operating and administrative expenses. Add lines 13 through 23	352,227	132,466	0	198,870
25 Contributions, gifts, grants paid	1,267,500			1,267,500
26 Total expenses and disbursements. Add lines 24 and 25	1,619,727	132,466	0	1,466,370
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-82,051			
b Net investment income (if negative, enter -0-)		1,384,785		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2016)

HTA

32
4

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		4,502	3,994	3,994
	2	Savings and temporary cash investments		226,166	115,347	115,347
	3	Accounts receivable ▶ 375,441				
		Less: allowance for doubtful accounts ▶		9,050	375,441	375,441
	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		26,969	22,014	22,014
	10a	Investments—U.S. and state government obligations (attach schedule)		917,733	833,214	825,768
	b	Investments—corporate stock (attach schedule)		7,421,388	6,012,594	9,305,489
	c	Investments—corporate bonds (attach schedule)		2,906,284	3,777,437	3,741,278
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans		504,948	501,943	522,385	
13	Investments—other (attach schedule)		12,451,856	12,745,184	13,683,116	
14	Land, buildings, and equipment: basis ▶ 29,056					
	Less: accumulated depreciation (attach schedule) ▶ 27,816		1,563	1,240	1,240	
15	Other assets (describe ▶ MINERAL INTEREST)		1	1	1	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		24,470,460	24,388,409	28,596,073	
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	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		24,470,460	24,388,409	
	30	Total net assets or fund balances (see instructions)		24,470,460	24,388,409	
	31	Total liabilities and net assets/fund balances (see instructions)		24,470,460	24,388,409	

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	24,470,460
2	Enter amount from Part I, line 27a	2	-82,051
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	24,388,409
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	24,388,409

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES - ST	P		
b	PUBLICLY TRADED SECURITIES LT	P		
c	PUBLICLY TRADED SECURITIES - LT	P		
d	PUBLICLY TRADED SECURITIES - LT	P		
e	Capital Gains Distributions			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,116,756		1,116,078	678
b 4,568,398		4,721,578	-153,180
c 3,147,185		2,333,947	813,238
d 97,624		59,014	38,610
e			162,373

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			678
b			-153,180
c			813,238
d			38,610
e			162,373

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	861,719
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,470,537	29,676,068	0.049553
2014	1,405,309	30,454,003	0.046145
2013	1,427,854	29,390,357	0.048582
2012	1,373,757	27,964,805	0.049124
2011	1,265,308	28,002,274	0.045186

2 Total of line 1, column (d)	2	0.238590
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	0.047718
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	28,362,248
5 Multiply line 4 by line 3	5	1,353,390
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,848
7 Add lines 5 and 6	7	1,367,238
8 Enter qualifying distributions from Part XII, line 4	8	1,466,370

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	13,848
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	0
3	Add lines 1 and 2	3	13,848
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,848
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	22,014
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	22,014
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,166
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 8,166 Refunded	11	0

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ▶ BAUMBERGERENDOWMENT.ORG		
14 The books are in care of ▶ CYNDE ZIETLOW Telephone no. ▶ (210) 822-8915		
Located at ▶ 7201 BROADWAY, SUITE 300 SAN ANTONIO TX ZIP+4 ▶ 78209-3774		
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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** ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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** ☐ 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? **7b** ☐ 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
See Attached Statement		00	0	
		00	0	
		00	0	
		00	0	
		00	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
CYNTHIA ZIETLOW 7201 BROADWAY, SUITE 300, SAN ANTONIO, TX 78209	EXEC DIRECTOR	40.00	66,900	18,607
		00	0	
		00	0	
		00	0	
		00	0	
		00	0	

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
BROADWAY NATIONAL BANK 1177 N E LOOP 410, SAN ANTONIO, TX 78217	INVESTMENT SERVICES	72,042

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 N/A	
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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,076,399
b	Average of monthly cash balances	1b	717,761
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	28,794,160
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	28,794,160
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	431,912
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,362,248
6	Minimum investment return. Enter 5% of line 5	6	1,418,112

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	1,418,112
2a	Tax on investment income for 2016 from Part VI, line 5	2a	13,848
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,848
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,404,264
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,404,264
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	1,404,264

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	1,466,370
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	1,466,370
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	13,848
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,452,522

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,404,264
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			1,465,463	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,466,370				
a Applied to 2015, but not more than line 2a			1,465,463	
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 2016 distributable amount				907
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,403,357
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]Form **990-PF** (2016)

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				
AUSTIN COMMUNITY COLLEGE 1212 RIO GRANDE ST AUSTIN, TX 78701	N/A	PC	SCHOLARSHIPS	5,000
NORTHWEST VISTA COLLEGE 3535 N ELLISON DR SAN ANTONIO, TX 78251	N/A	PC	SCHOLARSHIPS	10,000
RICE UNIVERSITY 6100 MAIN STREET HOUSTON, TX 77005	N/A	PC	SCHOLARSHIPS	12,500
SAM HOUSTON STATE UNIVERSITY 1806 AVE J HUNTSVILLE, TX 77340	N/A	PC	SCHOLARSHIPS	5,000
SAN ANTONIO COLLEGE 1300 SAN PEDRO SAN ANTONIO, TX 78212	N/A	PC	SCHOLARSHIPS	25,000
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE, TX 78028	N/A	PC	SCHOLARSHIPS	10,000
ST EDWARD'S UNIVERSITY 3001 SOUTH CONGRESS AVE AUSTIN, TX 78704	N/A	PC	SCHOLARSHIPS	12,500
ST PHILIP'S COLLEGE 1801 MARTIN LUTHER KING DR SAN ANTONIO, TX 78203	N/A	PC	SCHOLARSHIPS	7,500
TEXAS A&M INTERNATIONAL UNIV 5201 UNIVERSITY BLVD LAREDO, TX 78041	N/A	PC	SCHOLARSHIPS	5,000
TEXAS A&M UNIVERSITY 1936 NORTH ST COLLEGE STATION, TX 77843	N/A	PC	SCHOLARSHIPS	312,500
TEXAS A&M UNIVERSITY @ CORPUS CHRISTI 6300 OCEAN DRIVE CORPUS CHRISTI, TX 78412	N/A	PC	SCHOLARSHIPS	5,000
Total . . . See Attached Statement			3a	1,267,500
b Approved for future payment				
Total . . .			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	653,578	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	861,719	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a UBS ETRACS ALERIAN - INV			01	20,379	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		1,535,676	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,535,676

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

[illegible]

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

**Sign
Here**

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

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Ronald S. Schmidt 11/14/17 Chairman, Bob Totten

Signature of officer or trustee Date Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Joh Keiner

Preparer's signature _____

Opz Kemi

Date

11/9/2017

Check ☐ if self-employed

PTIN

PO1224777

Firm's name

Firm's EIN ►

Firm's address ►

Phone no

NUMBER OF ENCLOSURES
Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals		Capital Gains/Losses		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss							
Long Term CG Distributions		Other sales		0		8,230,617		881,719							
Short Term CG Distributions		Other sales		0		0		0							
Description		CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	PUBLICLY TRADED SECURITY		X			P			1,116,758	1,116,078					678
2	PUBLICLY TRADED SECURITY		X			P			4,568,398	4,721,578					-153,180
3	PUBLICLY TRADED SECURITY		X			P			3,147,185	2,333,947					813,238
4	PUBLICLY TRADED SECURITY		X			P			97,624	59,014					38,610

Part I, Line 11 (990-PF) - Other Income

		20,379	20,379	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	UBS ETRACS ALERIAN MLP INFRASTRUCTURE INDEX	20,379	20,379	

Part I, Line 16a (990-PF) - Legal Fees

		40	22	0	18
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	SCHMIDT & WENZEL	40	22		18

Part I; Line 16b (990-PF) - Accounting Fees

		15,350	8,442	0	6,908
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BDO USA LLC	6,050	3,327		2,723
2	AKIN, DOHERTY, KLEIN & FEUGE	9,300	5,115		4,185

Part i, Line 16c (990-PF) - Other Professional Fees

		72,042	72,042	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INVESTMENT FEES - BROADWAY BANK	72,042	72,042		0

Part I; Line 18 (990-PF) - Taxes

		26,809	11,055	0	5,799
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES	10,750	10,750		
2	EXCISE TAXES	9,955			
3	PAYROLL TAXES	6,104	305		5,799

Part I, Line 19 (990-PF) - Depreciation and Depletion

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OFFICE EQUIPMENT								
							323	32	0

Part I, Line 23 (990-PF) - Other Expenses

		82,744	23,315	0	48,784
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	BOND PREMIUM - TAXABLE BONDS	17,933	17,933		
2	BOND PREMIUM - TAX EXEMPT BONDS	10,645	0		
3	INVESTMENT EXPENSES	3,072	3,072		
4	SELECTION COMMITTEE EXPENSE	28,000	0		28,000
5	POSTAGE	342	34		308
6	PUBLIC RELATIONS	2,955	296		2,659
7	REPAIRS	110	11		99
8	SUNDRY EXPENSE	813	81		732
9	SUPPLIES	2,426	243		2,183
10	TELEPHONE	1,513	151		1,362
11	INTERNET ACCESS	478	48		430
12	OFFICE EXPENSE	9,848	985		8,863
13	WEB HOSTING	394	39		355
14	INSURANCE	4,215	422		3,793

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		0		0		0		0		0	
		State/Local		917,733		833,214		918,123		825,768			
Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation						
1	BROWNSVILLE TX 4.000%	125,000	127,022		125,418		X						
2	WILLIAMSON CNTY 3.000%	50,000	50,549		50,141		X						
3	PLANO TX MUNI 3.000%	115,000	116,220		116,133		X						
4	MANOR TX ISD 4.500%	50,000	51,584		51,015		X						
5	WESLACO TX ISD 4.500%	40,000	41,706	40,560	41,657	40,157	X						
6	PEARLAND TX 4.000%	50,000	52,074	50,662	51,903	50,240	X						
7	GRAHAM TX 2.000%	170,000	172,793	171,676	174,039	171,722	X						
8	UNIV HOUSTON 2.300 %	250,000	253,148	253,148	254,917	253,620	X						
9	SAN JACINTO RIVER 3.500%	25,000	26,208	25,809	26,463	25,866	X						
10	TEXAS ST PUBLIC 3.500%	25,000	26,429	25,957	26,437	25,909	X						
11	NORTHSIDE TX ISD 5.00%	50,000		52,107		51,240	X						
12	NORTHSIDE TX ISD 5.00%	50,000		52,107		51,240	X						
13	HOUSTON TX UTILITY SYS 3.228%	150,000		161,188		155,774	X						

Part II, Line 10b (990-PF) - Investments - Corporate Stock						
Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	ALPHABET INC CL A	275	148,817	115,699	299,534	217,924
2	ALTRIA GROUP INC	2,265	66,821	42,933	199,951	153,159
3	AMPHENOL CORP CLASS A	3,075	67,686	52,626	212,576	206,640
4	APPLE INC	2,038	32,322	26,140	265,255	236,041
5	AQUA AMERICA INC	5,525	192,846	133,184	238,400	165,971
6	AT&T INC	4,075	105,541	105,541	140,221	173,310
7	BERKSHIRE HATHAWAY INC	1,305	110,488	93,104	206,643	212,689
8	BLACKROCK INC	573	109,106	94,065	226,446	218,049
9	CERNER CORPORATION	3,525	202,744	202,744	212,099	166,979
10	CHECK POINT SOFTWARE	2,640	224,404	224,404	214,843	222,974
11	CHEVRON CORPORATION	1,465	83,608	83,608	131,791	172,431
12	CISCO SYSTEMS	6,943	231,284	181,561	239,779	209,817
13	COSTCO WHOLESALE CORP	1,012	52,269	44,471	192,185	162,031
14	CSX CORP	5,505	130,291	111,983	166,210	197,795
15	CUMMINS INC	1,060	134,671		93,291	
16	CVS HEALTH CORPORATION	1,557	50,296	41,124	189,185	122,863
17	DEERE & COMPANY	2,050	152,244	152,244	156,354	211,232
18	EMC CORP	8,280	140,260		212,630	
19	EMERSON ELECTRIC COMPANY	3,175	141,633		151,860	
20	EOG RESOURCES INC	1,325	116,954	116,954	93,797	133,958
21	EXXON MOBIL CORPORATION	1,517	27,679	26,115	148,885	136,924
22	GENERAL MILLS INC	2,150	87,525	69,825	155,394	132,806
23	JOHNSON & JOHNSON	1,781	158,558	136,677	217,253	205,189
24	JPMORGAN CHASE & CO	2,575	146,748	108,315	224,172	222,197
25	LABORATORY CORPORATION	1,780	208,946		220,079	
26	MCDONALDS CORP	1,790	136,333	136,333	211,471	217,879
27	METLIFE INC	3,957	159,511	178,328	169,940	213,243
28	MONSANTO CO	1,382	114,999	108,484	144,332	145,400
29	NIKE INC CLASS B	3,885	84,085	62,104	328,750	197,475
30	OCCIDENTAL PETROLEUM	1,770	125,093	124,893	119,670	126,077
31	ORACLE CORPORATION	5,350	72,163	72,163	195,436	205,708
32	PHILIP MORRIS INTL INC	1,505	71,518	71,518	132,305	137,692
33	PNC FINANCIAL SCS GROUP	1,825	140,576	115,303	212,065	213,452
34	PPG INDUSTRIES INC	1,750	56,110	56,110	172,935	165,830
35	PPL CORP COM	3,375	93,945		115,189	
36	PROCTER & GAMBLE CO	2,475	111,481	111,481	196,540	208,098
37	QUALCOMM INC	2,570	147,341	147,341	128,461	167,564
38	ROSS STORES INC	2,854	189,930	98,005	290,035	187,222
39	SPDR S&P BIOTECH ETF	4,005	79,503		281,151	
40	T ROWE PRICE GROUP INC	2,550	199,693	199,693	182,299	191,913
41	THE TRAVELERS COMPANIES	1,802	204,173	179,036	231,927	220,601
42	THERMO FISHER SCIENTIFIC	1,350	99,601	81,353	265,968	190,485
43	UNITED TECHNOLOGIES INC	1,800	92,071	92,071	172,926	197,316
44	VF CORPORATION	3,195	62,686	62,686	198,888	170,453
45	WALT DISNEY COMPANY	1,866	71,265	55,640	251,141	194,475
46	WILLIAMS SONOMA INC	1,830	139,413		106,890	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	ACCENTURE PLC	1,611	173,552	103,937	281,105	188,696
48	NESTLE SA SPONS ADR	2,294	166,143	136,809	208,159	164,881
49	NOVARTIS AG ADR	2,445	145,393	145,393	210,368	178,094
50	SANOI AVENTIS ADR	3,711	121,373	168,357	110,037	150,073
51	SCHLUMBERGER LIMITED	1,860	129,138	129,138	129,735	156,147
52	361 CAPITAL MANAGED	22,727	275,000		253,182	
53	ABSOLUTE STRATEGIES	53,309	560,085		537,893	
54	NEUBERGER BERMAN	24,750	275,473		250,969	
55	FACEBOOK INC	1,603		192,178		184,425
56	HONEYWELL INTERNATIONAL INC	1,375		132,458		159,294
57	ISHARES NASDAQ BUILT TECHNOLOGY	780		209,365		206,996
58	PAYPAL HOLDINGS INC	5,843		202,002		230,623
59	PUBLIC SERVICE ENTERPRISE GROUP	2,149		99,062		94,298
60	STARBUCKS CORP	3,475		189,065		192,932
61	ALLERGAN PLC	796		188,971		167,168

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		2,906,284		3,777,437		2,893,033		3,741,278	
		Book Value		Book Value		FMV		FMV	
		Beg. of Year		End of Year		Beg. of Year		End of Year	
Description		Interest Rate		Maturity Date					
1	HOME DEPOT 5.400%	5.40%		3/1/2016			352,461		
2	TOYOTA MOTOR 2.000%	2.00%		9/15/2016			60,484		
3	COSTCO 1.125%	1.13%		12/15/2017			409,639		409,604
4	CATERPILLAR 2.450%	2.45%		9/6/2018			213,146		212,695
5	APPLE INC 2.100%	2.10%		5/6/2019			210,431		211,992
6	PFIZER INC 2.100%	2.10%		5/15/2019			201,453		201,855
7	TARGET CORP 2.300%	2.30%		6/26/2019			140,676		142,256
8	MCDONALDS CORP 3.500%	3.50%		7/15/2020			314,477		311,948
9	KIMBERLY CLARK 3.625%	3.63%		8/1/2020			211,077		209,753
10	PUBLIC SRVC CO 3.200%	3.20%		11/15/2020			206,768		206,487
11	UNITED PARCEL 3.125%	3.13%		1/15/2021			368,624		361,738
12	GOLDMAN SACHS CD .650%	0.65%		7/11/2016			209,982		
13	US BANCORP	2.20%		4/25/2019			163,046		161,366
14	BERKSHIRE HATHAWAY FIN	1.30%		8/15/2019			150,097		148,178
15	ROCKWELL AUTOMATION	2.05%		3/1/2020			201,421		199,305
16	BOEING CO	2.35%		10/30/2021			310,924		301,758
17	AIR PRODUCTS & CHEMICALS	3.00%		11/3/2021			319,518		308,846
18	QUALCOMM INC	3.00%		5/20/2022			208,289		202,657
19	VISA INC	2.80%		12/14/2022			154,997		150,840

Part II, Line 13 (990-PF) - Investments - Other

Part II, Line 13 (990-PF) - Investments - Other						12,451,856	12,745,184	13,683,116
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year			
1	ARTISAN HIGH INCOME 33,550.301	AT COST	367,456	322,736	330,806			
2	FEDERATED FLOATING 29,829.66	AT COST	300,085	300,085	297,402			
3	FEDERATED INST HIGH 32,964.645	AT COST	372,681	325,829	325,031			
4	VANGUARD HIGH 55,728.852	AT COST	371,865	325,418	324,899			
5	VANGUARD INFLATION 22,356.898	AT COST	609,725	559,396	569,654			
6	VANGUARD SIT INVEST 41,220.754	AT COST	441,027	441,464	438,177			
7	VANGUARD SIT INFLATION 4900	AT COST	246,173	246,173	240,884			
8	ALLIANCEBERNSTEIN 50,688.429	AT COST	432,357					
9	PIMCO FOREIGN BOND 39,869.975	AT COST	442,152					
10	ARTISAN MID CAP FD 20,570.081	AT COST	959,623					
11	LOOMIS SAYLES SMALL 6,098.146	AT COST	186,581	176,091	213,435			
12	VANGUARD EXPLORER FD 2,453.198	AT COST	194,953	180,090	197,237			
13	VANGUARD MID-CAP GROWTH 17,383.744	AT COST		400,000	389,396			
14	VANGUARD SELECTED 27,949.644	AT COST	512,025	488,960	804,391			
15	ABERDEEN EMERGING MKTS 57,931.571	AT COST		745,000	727,621			
16	AMERICAN NEW WORLD 7,711.658	AT COST	388,822	388,822	395,685			
17	HARTFORD INT'L VALUE 61,958.643	AT COST		923,594	936,195			
18	MFS INTL VALUE 23,423.363	AT COST	1,130,738	844,446	855,890			
19	OPPENHEIMER DEV 14,489.345	AT COST	530,165					
20	OPPENHEIMER INTL 24,578.432	AT COST	1,666,265	913,866	852,380			
21	ISHARES MSCI EAFE ETF 8,290	AT COST	351,733	311,109	423,161			
22	AMERICAN TOWER CORP 639	AT COST	30,495	63,920	67,530			
23	BOSTON PROPERTIES INC 540	AT COST	19,924	19,924	67,921			
24	DIGITAL REALTY TRUST 748	AT COST	30,326	56,705	73,498			
25	EQUITY RESIDENTIAL 1,165	AT COST	78,765	78,765	74,979			
26	HCP INC TRUST 835	AT COST	13,017					
27	HOST HOTELS AND RESORTS 2,648	AT COST		42,318	49,888			
28	PUBLIC STORAGE 456	AT COST	19,276	12,557	101,916			
29	REALTY INCOME CORP 500	AT COST	6,585	6,328	28,740			
30	SIMON PPTY GROUP 739	AT COST	19,155	19,155	129,699			
31	TANGER FACTORY OUTLET 2,529	AT COST	22,383	19,458	90,488			
32	VENTAS INC 610	AT COST	35,469					
33	VORNADO REALTY TRUST 600	AT COST	57,852	57,852	62,622			
34	WELLTOWER INC 595	AT COST		41,061	40,024			
35	361 CAPITAL MANAGED 22,727.273	AT COST		275,000	251,136			
36	GATEWAY FUND 17,810.881	AT COST		550,000	549,109			
37	OPPENHEIMER FUNDAMENTAL 8,860.474	AT COST		245,524	244,283			
38	VANGUARD MKT NEUTRAL 40,663.826	AT COST		500,572	503,825			
39	SPDR GOLD TRUST 3,590	AT COST	425,826	368,615	393,500			
40	PRINCIPAL DIVER 15,045.369	AT COST	181,296					
41	UBS ETRACS ALERIAN 10,868	AT COST	235,400	235,400	308,760			
42	EAGLE MLP STRATEGY 39,389.312	AT COST	258,000	246,388	348,595			
43	EATON VANCE 56,307.278	AT COST	557,289					
44	MAJESTY OFFSHORE LTD	AT COST	956,372	956,372	936,391			
45	GUGGENHEIM TOTAL RET 15,511.52	AT COST		420,777	410,280			
46	JPMORGAN GLOBAL BD FD 42,855.67	AT COST		435,414	428,128			

Part II, Line 13 (990-PF) - Investments - Other

		12,451,856		12,745,184		13,683,116	
		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
47	WELLS FARGO BANK NA 200,000	AT COST		200,000	199,560		

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		29,056	27,493	27,816	1,563	1,240	1,240
		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	FURNITURE, FIXTURES AND EQUIPMENT						

Part II, Line 15 (990-PF) - Other Assets

		1	1	1	1
		Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1	MINERAL INTEREST	1	1	1	1

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	RONALD SCHMIDT		7201 BROADWAY, SUITE 300	SAN ANTONIO	TX	78209		CHAIRMAN	2 00	3,800	0	0
2	FRANK BURK		7201 BROADWAY, SUITE 300	SAN ANTONIO	TX	78209		SECRETARY	1 00	3,800	0	0
3	ALBERT J TIETZE, JR		7201 BROADWAY, SUITE 300	SAN ANTONIO	TX	78209		TRUSTEE	1 00	3,800	0	0
4	KENNETH M TAGGERT		7201 BROADWAY, SUITE 300	SAN ANTONIO	TX	78209		TRUSTEE	1 00	3,800	0	0
5	NANCY F NAJIM		7201 BROADWAY, SUITE 300	SAN ANTONIO	TX	78209		TRUSTEE	1 00	3,800	0	0
										19,000	0	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEXAS A&M UNIVERSITY @ KINGSVILLE

Street

700 UNIVERSITY BLVD

City

KINGSVILLE

State

TX

Zip Code

78363

Foreign Country**Relationship**

N/A

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

5,000

Name

TEXAS A&M UNIVERSITY @ SAN ANTONIO

Street

ONE UNIVERSITY WAY

City

SAN ANTONIO

State

TX

Zip Code

78224

Foreign Country**Relationship**

N/A

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

7,500

Name

TEXAS STATE UNIVERSITY

Street

501 UNIVERSITY DRIVE

City

SAN MARCOS

State

TX

Zip Code

78666

Foreign Country**Relationship**

N/A

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

45,000

Name

TEXAS TECH UNIVERSITY

Street

2500 BROADWAY

City

LUBBOCK

State

TX

Zip Code

79409

Foreign Country**Relationship**

N/A

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

40,000

Name

UNIVERSITY OF TEXAS @ AUSTIN

Street

BOX 7758, UNIV STA

City

AUSTIN

State

TX

Zip Code

78712

Foreign Country**Relationship**

N/A

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

437,500

Name

UNIVERSITY OF TEXAS @ DALLAS

Street

800 W CAMPBELL

City

RICHARDSON

State

TX

Zip Code

75080

Foreign Country**Relationship**

N/A

Foundation Status

PC

Purpose of grant/contribution

SCHOLARSHIPS

Amount

10,000