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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,332,364	813,244	813,244
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	200,000	200,000	200,174
	b	Investments—corporate stock (attach schedule)	12,626,559	11,716,304	19,264,108
	c	Investments—corporate bonds (attach schedule)	7,358,534	7,874,371	7,617,434
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,517,457	20,603,919	27,894,960	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	21,517,457	20,603,919	
	30	Total net assets or fund balances (see instructions)	21,517,457	20,603,919	
31	Total liabilities and net assets/fund balances (see instructions) .	21,517,457	20,603,919		

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 21,517,457
2	Enter amount from Part I, line 27a	2 -913,538
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 20,603,919
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 20,603,919

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-40,736
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	-68,011

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,433,257	28,778,621	0 049803
2014	1,329,000	28,937,410	0 045927
2013	1,209,000	27,264,759	0 044343
2012	1,253,549	24,505,522	0 051154
2011	1,172,500	25,360,173	0 046234

2 Total of line 1, column (d)	2	0 237461
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 047492
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	27,779,711
5 Multiply line 4 by line 3	5	1,319,314
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,380
7 Add lines 5 and 6	7	1,324,694
8 Enter qualifying distributions from Part XII, line 4	8	1,424,331

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	5,380
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	5,380
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	5,380
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,760
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	6,760
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,380
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,380 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW AKRFOUNDATION ORG	13	Yes	
14	The books are in care of FROST NATIIONAL BANK Telephone no (512) 473-4804			

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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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		
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		
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ 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)	5b		
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	6b		No
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	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
FROST NATIONAL BANK JANICE TORGESON P O BOX 2127 AUSTIN, TX 78768	TRUSTEE 4 00	98,614	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	26,528,547
b	Average of monthly cash balances.	1b	1,674,205
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,202,752
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	28,202,752
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	423,041
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	27,779,711
6	Minimum investment return. Enter 5% of line 5.	6	1,388,986

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	1,388,986
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,380
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,380
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,383,606
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,383,606
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	1,383,606

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	1,424,331
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	1,424,331
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	5,380
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,418,951

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				1,383,606
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,409,332	
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.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,424,331</u>				
a Applied to 2015, but not more than line 2a			1,409,332	
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.				14,999
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				
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,368,607
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.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

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

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

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

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

FROST NATIONAL BK
C/O J TORGESON
401 CONGRESS AVE
AUSTIN, TX 78701
(512) 473-4804
JTORGESON@FROSTBANK.COM

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

1) THE REQUEST FOR THE GRANT SHOULD BE RECEIVED ON THE ORGANIZATIONS LETTERHEAD AND SIGNED BY A MEMBER OF THEIR BOARD OF DIRECTORS OR AN OFFICER OF THE ORGANIZATION 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION A) SPECIFIC INFORMATION RELATED TO THE DESIRED USE OF THE GRANT B) A COPY OF THE ORGANIZATIONS EXEMPTION LETTER FROM INTERNAL REVENUE SERVICE, INCLUDING THE LAST 2 YEARS' 990 TAX RETURNS

c Any submission deadlines

SEPTEMBER 15TH OF EACH YEAR

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

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

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

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,424,331
b <i>Approved for future payment</i> HILL COUNTRY CONSERVANCY P O BOX 163125 AUSTIN, TX 78716	N/A	PUBLIC	THE VIOLET CROWN TRAIL	50,000
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN, TX 78758	N/A	PUBLIC	OPERATING SUPPORT	70,000
Total			▶ 3b	120,000

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

		Yes	No
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1a(1)	No
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1a(1)		No
1a(2)		No

1b(1)		No
--------------	--	-----------

1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
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1c		No
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[illegible]

☐ Yes ☒ No

(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.

* * * * *

2017-02-22

* * * * *

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check if self-employed ☐

PTIN

P00104993

Firm's name ▶	ABIP PC
---------------	---------

Firm's EIN ▶ 76-0689865

Firm's address ► 3011 NACOGDOCHES RD BLDG 2

Phone no (210) 824-3224

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
4000 SHS BORGWARNER INC	P	2009-12-22	2016-01-14
250000 OCCIDENTAL PETE	P	2011-09-12	2016-05-05
300000 PV GOLDMAN SACHS GRP 5 35%	P	2013-07-11	2016-01-15
1500 SHS BAXALTA INC	P	2014-05-29	2016-06-03
250000 PV ORACLE CORP	P	2011-08-03	2016-01-15
1500 SHS BAXALTA INC	P	2015-09-15	2016-06-03
1800 SHS SPLUNK INC	P	2015-03-30	2016-02-08
2100 SHS CONOCOPHILLIPS	P	2009-12-22	2016-06-08
250000 PV CISCO SYS	P	2011-06-08	2006-02-21
6 SHS SHIRE PLC	P	2016-06-03	2016-06-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
129,885		67,367	62,518
252,092		250,929	1,163
300,000		327,036	-27,036
69,665		51,394	18,271
250,000		289,260	-39,260
69,665		55,305	14,360
60,025		108,177	-48,152
100,663		82,307	18,356
250,000		287,140	-37,140
102		115	-13

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			62,518
			1,163
			-27,036
			18,271
			-39,260
			14,360
			-48,152
			18,356
			-37,140
			-13

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
250000 PV WYETH 5 5%	P	2011-09-20	2016-02-15
250000 PV AMGEN INC 2 3%	P	2011-07-06	2016-06-15
1700 SHS ANADARKO PETRO	P	2012-09-19	2016-03-22
2000 BAKER HUGHES	P	2009-12-22	2016-07-12
2253 SHS CATERPILLAR	P	2009-12-22	2016-03-22
600 SHS BROADRODGE FIN	P	2013-02-19	2016-07-12
330 SHS CHIPOTLE MEX GRL	P	2012-09-19	2016-03-22
45022 22 SHS CAUSEWAY INSTL	P	2014-08-06	2016-07-12
2683 SHS INTEL CORP	P	2007-05-23	2016-03-22
300 SHS JPMORGAN CHASE	P	2004-02-09	2016-07-12

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
250,000		292,510	-42,510
250,000		249,677	323
83,211		123,588	-40,377
91,448		75,675	15,773
170,526		145,768	24,758
40,106		13,669	26,437
154,794		113,890	40,904
603,115		739,099	-135,984
86,793		61,763	25,030
18,916		11,918	6,998

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-42,510
			323
			-40,377
			15,773
			24,758
			26,437
			40,904
			-135,984
			25,030
			6,998

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
970 SHS JP MORGAN CHASE	P	2004-02-09	2016-03-22
2400 SHS METLIFE	P	2014-05-29	2016-09-09
2300 SHS LINCOLN HLDGS	P	2011-10-27	2016-03-22
2400 SHS UNITED CONT	P	2014-12-18	2016-09-22
2300 SHS LULULEMON ATHLE	P	2014-12-04	2016-03-22
80 SHS ADVANSIX	P	2011-08-31	2016-10-26
3600 SHS MAXIM INT	P	2015-09-15	2016-03-22
250000 PV BANK OF AMERICA	P	2012-09-24	2016-10-14
149 7888 SHS CALIFORNIA RES	P	2015-06-04	2016-04-12

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
58,296		38,534	19,762
105,634		121,488	-15,854
137,192		85,547	51,645
124,378		151,368	-26,990
142,869		111,170	31,699
1,328		514	814
126,922		124,002	2,920
250,000		250,000	
220		206	14

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			19,762
			-15,854
			51,645
			-26,990
			31,699
			814
			2,920
			14

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A LEGACY OF GIVING 1408 EAST 13TH ST AUSTIN, TX 78702	NONE	PUBLIC	PROGRAM EXPENSE	2,000
ALAMO COLLEGES FOUNDATION 201 W SHERIDAN SUITE C-3 SAN ANTONIO, TX 78204	NONE	PUBLIC	SMALL FOOTPRINT HYDROPONIC GARDENING	4,177
ALLISON ORR DANCE INC DBA FORKLIFT DANCEWORKS 2023 CESAR CHAVEZ AUSTIN, TX 78702	N/A	PUBLIC	RE SOURCE	30,000
ALZHEIMER'S TEXAS 3520 EXECUTIVE CENTER DR SUITE 140 AUSTIN, TX 78731	N/A	PUBLIC	REGIONAL SUPPORT & EDUCATION	25,000
ATASCOSA FAMILY CRISIS CENTER PO BOX 688 PLEASANTON, TX 78064	N/A	PUBLIC	AFCC ADVOCACY PROJECT	8,000
AUSTIN COMMUNTIY FOUNDATION PO BOX 5159 AUSTIN, TX 78763	N/A	PUBLIC	AWARE FUND ALZHEIMER'S RESEARCH	75,000
AUSTIN FILM FESTIVAL INC 1801 SALINA STREET AUSTIN, TX 78702	N/A	PUBLIC	FILM FESTIVAL AWARDS LUNCHEON	35,000
AUSTIN PARKS FOUNDATION DBA PEASE PARK CONS 507 CALLES ST SUITE 116 AUSTIN, TX 78702	N/A	PUBLIC	CAMPAIGN FOR REPUBLIC SQUARE PARK	15,000
AUSTIN PUBLIC EDUCATION FUND 1111 W 6TH ST SUITE C-150 AUSTIN, TX 78703	N/A	PUBLIC	CLOSING THE LANGUAGE DIVIDE	5,000
AUSTIN TRAVIS COUNTY MENTAL HEALTH 1430 COLLIER ST AUSTIN, TX 78704	N/A	PUBLIC	HOUSING FIRST OAK SPRINGS GENERAL OP	55,000
BARTON SPRINGS CONSERVANCY 1203 CONSTAN SPRINGS DR AUSTIN, TX 78746	N/A	PUBLIC	FOR THE LOVE OF SPRINGS CAMPAIGN	1,500
BIG BROTHERS BIG SISTERS OF SOUTH TEXAS INC 202 BALTIMORE AVE SAN ANTONIO, TX 78215	N/A	PUBLIC	LGBTTQ PARTICIPANT PROJECT	3,500
BIHL HAUS ARTS INC P O BOX 100806 SAN ANTONIO, TX 78201	N/A	PUBLIC	VREATIVE AGING	2,000
BLUE LAPIS LIGHT PO BOX 1821 AUSTIN, TX 78767	N/A	PUBLIC	YOUTH TAKING FLIGHT	1,000
BOYS & GIRLS CLUB OF KINGSVILLE PO BOX 1181 KINGVILLE, TX 78861	N/A	PUBLIC	SMART MOVES	7,500
Total ►				1,424,331
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BREAKTHROUGH 1050 EAST 11TH ST SUITE 350 AUSTIN, TX 78702	N/A	PUBLIC	MIDDLE SUMMER PROGRAM	5,000
BROWNSVILLE ISD 1900 E PRICE RD BROWNSVILLE, TX 78521	N/A	PUBLIC	DIA DE LOS NINOS	8,000
BUGLE BOY FOUNDATION 1051 N JEFFERSON LA GRANGE, TX 78945	N/A	PUBLIC	FEMALE ARTIST PROGRAM	5,000
CAMPUS CRUSADE FOR CHRIST CRUAUSTIN 8213-A SHOAL CREEK BLVD STE 202 AUSTIN, TX 78757	N/A	PUBLIC	CAMPUS CRUSADE FOR CHRIST	10,000
CANDLELIGHT RANCH P O BOX 26367 AUSTIN, TX 78755	N/A	PUBLIC	CHILDREN & NATURE PROGRAMS	5,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL P O BOX 7158 AUSTIN, TX 78713	N/A	PUBLIC	KLRU - TV COMPREHENSIVE REQUEST	31,000
CAPITOL AREA COUNCIL OF BOY SCOUTS 12500 N IH 35 AUSTIN, TX 78753	N/A	PUBLIC	IN SCHOOL SCOUTING	1,000
CASA MARIANELLA 821 GUNTER STREET AUSTIN, TX 78702	N/A	PUBLIC	IMMIGRATION LEGAL SERVICES	7,500
CENTER FOR CHILD PROTECTION 8509 FM 969 BLD 2 AUSTIN, TX 78724	N/A	PUBLIC	DANCING WITH THE STARS	10,000
CENTER FOR WOMEN & THEIR WORK 1710 LAVACA AUSTIN, TX 78701	N/A	PUBLIC	NEW EXHIBITION/PERFORMANCE SEASON	5,000
CENTRO CULTURAL AZTLAN 1800 FREDERICKSBURG RD STE 103 SAN ANTONIO, TX 78201	N/A	PUBLIC	LAS MUJERES DE AZTLAN	30,000
CHILDREN'S ADVOCACY CENTER OF THE COASTAL BEND 502 MCCLENDON STREET CORPUS CHRISTI, TX 78404	N/A	PUBLIC	TEEN SUPPORT	5,000
COALITION OF TEXANS WITH DISABILITIES 316 W 12TH ST 405 AUSTIN, TX 78701	N/A	PUBLIC	BUILDING FUND	1,000
EASTSIDE YOUTH SERVICES AND STREET OUTREACH P O BOX 1415 AUSTIN, TX 78767	N/A	PUBLIC	STADIUM TRACK REPAIR	10,000
ESPERANZA PEACE & JUSTICE CENTER 922 SAN PEDRO AVENUE SAN ANTONIO, TX 78212	N/A	PUBLIC	MUJER ARTES WOMEN'S CLAY COOPERATIVE	30,000
Total ►				1,424,331
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
25 922 SAN PEDRO AVENUE SAN ANTONIO, TX 78212	N/A	PUBLIC	DOMESTIC WORKERS UNITED TRAINING	25,000
FOREVER FOUNDATION FOR TEXAS 3660 THOUSAND OAKS STE126 SAN ANTONIO, TX 78247	N/A	PUBLIC	NATURAL RESOURCE EDUCATION	10,000
FUERZA UNIDA 710 NEW LAREDO HWY SAN ANTONIO, TX 78211	N/A	PUBLIC	GENERAL OPERATIONS	30,000
GAZELLE FOUNDATION P O BOX 1487 AUSTIN, TX 787671487	N/A	PUBLIC	AUSTIN OPERATIONS/RUN FOR THE WATER	35,000
GEMINI INC 513 S PRESA SAN ANTONIO, TX 78205	N/A	PUBLIC	GEMINI INK OPERATIONS/LETTERS WORK	7,500
GIRL SCOUTS OF CENTRAL TEXAS 12012 PARK THIRTY-FIVE CIRCLE AUSTIN, TX 78753	N/A	PUBLIC	GIRL SCOUTS BEYOND BARS	6,277
GIRL SCOUTS OF GREATER SOUTH TEXAS 2410 BEVECREST CORPUS CHRISTI, TX 78415	N/A	PUBLIC	OUTREACH/BEE COUNTY	15,000
GIRL SCOUTS SAN JACINTO COUNCIL 3110 SW FREEWAY HOUSTON, TX 77098	N/A	PUBLIC	GIRL SCOUTING IN SCHOOL DAY	5,000
GIRLS EMPOWERMENT NETWORK P O BOX 3122 AUSTIN, TX 78764	N/A	PUBLIC	ANTI-BULLYING PROGRAM FOR GIRLS	5,000
GIRLSTART 1400 WEST ANDERSON LANE AUSTIN, TX 78757	N/A	PUBLIC	STEM EDUCATION RIO GRNDE GIRLS	5,000
GOLDEN CRESCENT COURT APPT SPECIAL ADVOCATES PO BOX 1627 VICTORIA, TX 77902	N/A	PUBLIC	CASA VOLUNTEERS	5,000
GRASSROOTS LEADERSHIP INC 2301 E CESAR CHAVEZ AUSTIN, TX 78702	N/A	PUBLIC	YOUTH RISE TX - YOUTH ORGANIZING	5,000
GREATER AUSTIN CRIME COMMISSION 221 WEST 6TH ST STE 310 AUSTIN, TX 78701	N/A	PUBLIC	GENERAL OPERATIONS	10,000
HARRIS COUNTY DOMESTIC VIOLENCE COORDINATING COUNCIL 2990 RICHMOND AVE STE 550 HOUSTON, TX 77098	N/A	PUBLIC	PROJECT SAFE FAMILIES	5,000
HEALING HARTWORK 2722 GREEN RANGE SAN ANTONIO, TX 78231	N/A	PUBLIC	BREAST CANCER SCREENING LOW INC WOMN	5,000
Total ►				1,424,331
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HILL COUNTRY CONSERVANCY P O BOX 163125 AUSTIN, TX 78716	N/A	PUBLIC	THE VIOLET CROWN TRAIL	30,000
HONOR FLIGHT AUSTIN 815 A-BRAZOS ST UPS BOX 498 AUSTIN, TX 78701	N/A	PUBLIC	OPERATING FUNDS	10,000
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON, TX 770193902	N/A	PUBLIC	CHILDREN'S COURT SERVICES	15,000
HOUSTON CENTER OF PHOTOGRAPHY 1441 WEST ALABAMA HOUSTON, TX 77006	N/A	PUBLIC	GIRLS' OWN STORIES	5,000
I LIVE HERE I GIVE HERE 1050 E 11TH ST STE 250 AUSTIN, TX 78702	N/A	PUBLIC	GENERAL OPERATIONS	2,000
JANE'S DUE PROCESS P O BOX 685137 AUSTIN, TX 78768	N/A	PUBLIC	LEGAL HOTLINE	10,000
JUMP-START PERFORMANCE CO 710 FREDERICKSBURG RD SAN ANTONIO, TX 78201	N/A	PUBLIC	GIRL PROJECT AT JAPHET ELEMENTARY	7,500
LAND HERITAGE INSTITUTE 114 EAST CEVALLOS SAN ANTONIO, TX 78204	N/A	PUBLIC	ART SCIENCE PROJECT	10,000
LA PENA 227 CONGRESS AUSTIN, TX 78701	N/A	PUBLIC	LATINO ARTS AT LA PENA	40,000
LA POSADA PROVIDENCIA 30094 MARYDALE ROAD SAN BENITO, TX 78586	N/A	PUBLIC	OPERATING FUND	5,600
LATINITAS INC 4926 E CESAR CHAVEZ AUSTIN, TX 78702	N/A	PUBLIC	DIVERSE VOICES IN MEDIA & TECH	7,500
LESBIAN HEALTH INITIATIVE OF HOUSTIN INC 401 BRANARD ST HOUSTON, TX 77006	N/A	PUBLIC	PROGRAM SUPPORT	15,000
MARTINEZ STREET WOMEN'S CENTER 1510 S HACKBERRY SAN ANTONIO, TX 78210	N/A	PUBLIC	GIRL ZONE PROGRAMS	30,000
MISSION CAPITAL 8303 N MOPAC EXPWY A-201 AUSTIN, TX 78759	N/A	PUBLIC	NONPROFIT EFF FRAMEWORK ONLINE	1,500
MULTICULTURAL REFUGEE COALITION PO BOX 41566 HOUSTON, TX 78704	N/A	PUBLIC	GEN OPERATING FUND	4,000
Total ► 3a				1,424,331

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIONAL DAY LABOR ORGANIZING NETWORK 4604 BANDERA RD AUSTIN, TX 78721	N/A	PUBLIC	WE RISE LEADERSHIP	5,000
NATIONAL DOMESTIC VIOLENCE HOTLINE PO BOX 161810 AUSTIN, TX 78716	N/A	PUBLIC	STRONG HEARTS	7,500
NOW CASTSA 600 SOLEDAD 6TH FLOOR SAN ANTONIO, TX 78205	N/A	PUBLIC	QUALITY NEWS COVERAGE WOMEN'S/LGBT	10,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH 35 AUSTIN, TX 787222304	N/A	PUBLIC	BUILDING A HEALTHY COMMUNITY	10,000
PEOPLE'S COMMUNITY CLINIC 2909 N IH 35 AUSTIN, TX 78722	N/A	PUBLIC	EXPANSION PROJECT	40,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	N/A	PUBLIC	SUPPORT FOR LATINO HEALTHCARE	50,000
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	N/A	PUBLIC	GENERAL OPERATIONS	25,000
PLANNED PARENTHOOD OF SOUTH TEXAS 104 BABCOCK ROAD SAN ANTONIO, TX 78201	N/A	PUBLIC	WOMEN'S HEALTH CARE LOWER RIO GRANDE	35,000
PLANNED PARENTHOOD OF SOUTH TEXAS 104 BABCOCK ROAD SAN ANTONIO, TX 78201	N/A	PUBLIC	STOP CERVICAL CANCER	25,000
REFUGEE & IMMIGRATION CENTER FOR EDUCATION & LEGAL SERV 5121 CRESTWAY DR STE105 SAN ANTONIO, TX 78239	N/A	PUBLIC	CASA RAICES FOR REFUGEE WOMEN	15,000
RURAL ECONOMIC ASSISTANCE LEAGUE INC 301 LUCERO ST ALICE, TX 78332	N/A	PUBLIC	TRIP FOR SALUD Y VIDA	7,500
SAN ANTONIO MUSEUM OF ART 200 W JONES SAN ANTONIO, TX 78215	N/A	PUBLIC	LAM COLLECTION	20,000
SAN ANTO CULTURAL ARTS 2120 EL PASO SAN ANTONIO, TX 78207	N/A	PUBLIC	MUJERISTA COMMUNITY MURAL	5,000
SONGWRITING WITH SOLDIERS BARTON OAKS PLAZA BLDG II 901 S MOPAC EXPY STE 225 AUSTIN, TX 78746	N/A	PUBLIC	GENERAL OPERATIONS	1,000
SOUTH TEXAS QUAIL COALITION PO BOX 832 FALFURRIAS, TX 78355	N/A	PUBLIC	BANQUET	1,000
Total ►				1,424,331
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SPECIAL FORCES CHARITABLE TRUST P O BOX 53 ESSEX, CT 06426	N/A	PUBLIC	GREAT AMERICANS SHOOT	75,000
ST ANDREW'S EPISCOPAL SCHOO 1112 WEST 31ST ST AUSTIN, TX 78705	N/A	PUBLIC	GROWING OUR GARDEN	5,000
ST EDWARD'S UNIVERSITY 3001 S CONGRESS AVE AUSTIN, TX 78704	N/A	PUBLIC	COLLEGE ASSISTANCE MIGRANT PROGRAM	15,000
TAHIRIH JUSTICE CENTER 1717 ST JAMES PLACE STE 450 HOUSTON, TX 77056	N/A	PUBLIC	PROTECTING IMMIGRANT WOMEN/CHILDREN	5,000
TARAL EDUCATION FUND P O BOX 684602 AUSTIN, TX 78768	N/A	PUBLIC	SOUTH TEXAS ENGAGEMENT PROJECT	4,500
TEXAS EDUCATION BROADCASTING CO-OPERATIVE INC P O BOX 2116 AUSTIN, TX 78768	N/A	PUBLIC	OUTCAST RADIO PROGRAM	5,000
TEXAS FREEDOM NETWORK EDUCATION FUND P O BOX 1624 AUSTIN, TX 78767	N/A	PUBLIC	PROMOTING EQUALITY/RELIGIOUS FREEDOM	10,000
THE ANN RICHARDS SCHOOL FOUNDATION P O BOX 41072 AUSTIN, TX 78704	N/A	PUBLIC	REACH FOR THE STARS SCHOOL BENEFIT	35,000
THE BRIDGE OVER TROUBLED WATERS PO BOX 3488 PASADENA, TX 77501	N/A	PUBLIC	BRIDGE SHELTER	5,000
THE CONTEMPORARY AUSTIN MUSEUM INC 3809 W 35TH STREET AUSTIN, TX 78703	N/A	PUBLIC	LAGUNA GLORIA STEWARDSHIP PROGRAM	20,000
THE MINISTRY OF CHALLENGE 1500 EAST 12TH ST AUSTIN, TX 78702	N/A	PUBLIC	MOC REPAIRS/RENOVATIONS/OPERATIONS	5,777
THE NOBELITY PROJECT PO BOX 161925 AUSTIN, TX 78716	N/A	PUBLIC	NOBELITY IN SCHOOLS	1,500
THE NRA FOUNDATION 11250 WAPLES MILL RD FAIRFAX, VA 22030	N/A	PUBLIC	NRA SCHOOL SHIELD	10,000
THE ROSE 12700 N FEATHERWOOD DR STE 260 HOUSTON, TX 77034	N/A	PUBLIC	THE ROSE EMPOWER HER	5,000
THE SEATON FUND OF THE DAUGHTERS OF CHARITY OF ST VINCENT DE PAUL 1313 RED RIVER ST STE 300 AUSTIN, TX 78701	N/A	PUBLIC	FUTURE OF CARE MODEL	25,000
Total ► 3a				1,424,331

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE TEXAS DEMOCRACY FOUNDATION 307 W 7TH ST AUSTIN, TX 78701	N/A	PUBLIC	2016 MOLLY NAT JOURN AWARDS	5,000
THE TEXAS TRIBUNE 823 CONGRESS AVE STE 1400 AUSTIN, TX 78701	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
THE UNIVERISTY OF TEXAS AT AUSTIN P O BOX 7458 AUSTIN, TX 78713	N/A	PUBLIC	BLANTON MUSEUM OF ART	10,000
THE UNIVERSITY OF TEXAS SYSTEM 210 WEST 5TH ST STE 1200 AUSTIN, TX 78701	N/A	PUBLIC	GENERAL SUPPORT	10,000
THEATER ACTION PROJECT 2921 E 17TH ST 7 AUSTIN, TX 78702	N/A	PUBLIC	EMPOWERING TEENS	5,000
TRAVIS CTNY DOMESTIC VIOLENCE & SEXUAL ASSAULT SURVIVAL CENTER 1515 A GROVE BLVD AUSTIN, TX 78741	N/A	PUBLIC	SURVIVOR ADVOCACY PROGRAM	20,000
UNITED WAY OF SOUTHERN CAMERON COUNTY 634 E LEVEE ST BROWNSVILLE, TX 78520	N/A	PUBLIC	SUCCESS BY 6	5,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767	N/A	PUBLIC	ASIAN FESTIVAL UTSA	2,500
VISITATION HOSPITALITY HOUSE OF SAN ANTONIO 945 W HUISACHE SAN ANTONIO, TX 78201	N/A	PUBLIC	WOMEN'S LEARNING CENTER	5,000
WALLER CREEK CONSERVANCY P O BOX 12363 AUSTIN, TX 78711	N/A	PUBLIC	GENERAL SUPPORT	8,000
WONDERS & WORRIES INC 9101 BURNET ROAD STE 107 AUSTIN, TX 78758	N/A	PUBLIC	OPERATING SUPPORT	35,000
WORKERS DEFENSE PROJECT 5406 MANOR ROAD AUSTIN, TX 78723	N/A	PUBLIC	WOMEN IN ACTION	10,000
ZACHARY SCOTT THEATER CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704	N/A	PUBLIC	OPERATING FUND	15,000
Total ► 3a				1,424,331

TY 2016 Accounting Fees Schedule

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

EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	5,050	5,050		

TY 2016 Investments Corporate Bonds Schedule**Name:** THE ALICE KLEBERG REYNOLDS MEYER

FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 AFLAC INC 3.625% DUE 6/15/23	322,155	310,554
250,000 AMGEN INC 2.3% DUE 06/15/16		
250,000 PV ASSOC CORP 6.95% 11/01/18	301,570	271,308
250,000 PV BANK OF AMER CORP		
FLOATING RATE DUE 10/14/16		
200,000 PV BOEING CAPITAL CORP	213,718	215,764
300,000 PV CAPITAL ONE FINANCIAL COR	301,006	301,899
300,000 CHEVRON CORP 2.355% DUE 12/5	299,673	294,408
250,000 PV CISCO SYSTEMS INC 5.5%		
300,000 PV CONOCOPHILLIPS 3.35%	276,207	296,031
300,000 PV CORNING INC	330,082	330,951
300,000 PV GOLDMAN SACHS GROUP INC		
300,000 HONEYWELL INT INC 4.25% 3/1/	330,390	324,414
300,000 HSBC USA INC 3.5% 6/23/24	304,369	301,269
250,000 PV IBM CORP 5.7%	294,687	257,493
200,000 PV JPMORGAN CHASE & CO	203,173	202,226
300,000 PV LOWES COMPANIES INC	304,631	305,142
300,000 PV MERCK & CO INC FLOATING R	300,312	301,164
250,000 PV MERRILL LYNCH & CO 6.875%	299,365	265,728
300,000 MICROSOFT 1.85% 2/12/20	305,849	299,808

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 PV MORGAN STANLEY SERIES GMT	339,013	328,563
300,000 PV NORDSTROM INC 6.25%	346,395	314,037
250,000 PV OCCIDENTAL PETROLEUM CORP		
1.75% DUE 02/15/17		
250,000 PV ORACLE CORP 5.25%		
300,000 PV PHILIP MORRIS 2.5% 2022	309,715	293,541
300,000 PV RABOBANK NEDERLAND UTRECH	314,459	316,743
300,000 PV SHELL INTL FINANCE BV	328,836	318,252
300,000 PV STATOIL ASA	285,912	294,474
250,000 PV TARGET CORP 5.375%	293,155	253,425
300,000 PV TOTAL CAPITAL INTERNATIONAL	306,505	303,542
300,000 PV TOYOTA MOTOR CREDIT CORP	295,209	299,961
300,000 PV WACHOVIA CORP 5.75%	342,975	312,780
300,000 PV WELLS FARGO CO SER MTN	325,010	303,957
250,000 PV WYETH 5.5% DUE 02/15/16		

TY 2016 Investments Corporate Stock Schedule**Name:** THE ALICE KLEBERG REYNOLDS MEYER

FOUNDATION FROST NATIONAL BANK TR

EIN: 74-2847652

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,400 SH ABBVIE INC	130,293	150,288
275 SH ALPHABET INC CL A	69,919	217,924
275 ALPHABET INC CL C	69,911	212,250
600 SH AMAZON.COM INC	176,615	449,922
3,000 SH AMERICAN EXPRESS CO	175,310	222,240
3,900 SH AMERICAN INTL GROUP INC	157,893	254,709
2,619 SH AMGEN INC	144,763	382,924
1,700 SH ANADARKO PETROLEUM		
4,473 SH APPLE INC	38,565	518,063
4,782 SH AT & T INC	128,322	203,378
3,101 SH AUTOMATIC DATA PROCESSING	120,452	318,721
2,000 SH BAKER HUGHES INC		
13,000 SH BAXTER INC		
3,000 SH BB&T CORP	72,240	141,060
900 SH BECTON DICKINSON & CO	123,777	148,995
600 SH BIOGEN IDEC INC	124,554	170,148
450 SH BLACKROCK INC	80,100	171,244
1,200 SH BOEING CO	110,130	186,816
4.000 SH BORGWARNER INC		
2,600 SH BRISTOL-MYERS SQUIBB CO	131,514	151,944
4,200 SH BROADRIDGE FINANCIAL SOLUTI	96,028	278,460
2,400 SH CAPITAL ONE FIANANCIAL CORP	161,427	209,376
1,050 SH CANADIAN PACIFIC RAILWA LTD	131,863	149,909
2,600 SH CARDINAL HEALTH INC	109,484	187,122
2,400 CARNIVAL CORP PAIRED CTF 1	124,462	124,944
2,253 SH CATERPILLAR INC		
45,042.203 SH CAUSEWAY INTR VALUE		
1,500 SH CHEVRON CORP	83,946	176,550
330 SH CHIPOTLE MEXICAN GRILL INC		
4,800 SH CISCO SYSTEM INC	117,696	145,056

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,602 SH COGNIZANT TECH SOLUTIONS		
CLASS A	71,026	313,880
2,700 SH COLGATE-PALMOLIVE CO	91,327	176,688
2,100 CONOCOPHILLIPS		
9,000 SH CORNING INC	130,139	218,430
1,200 SH COSTCO WHOLESALE CORP	141,971	192,132
3,600 SH CVS HEALTH CORP	117,415	284,076
4,643 SH DISNEY (WALT) CO HOLDING CO	106,061	483,893
3,000 SH DOW CHEMICAL CO	85,098	171,660
2,700 SH DU PONT E I DE NEMOURS & CO	89,055	198,180
1,500 SH DUKE ENERGY CORP	80,303	116,430
2,100 EATON CORP	129,589	140,889
3,298 SH EMERSON ELEC CO	116,470	183,863
1,800 SH EXXON MOBIL CORP	108,983	162,468
3000 SH FACEBOOK INC	175,703	345,150
3,300 SH FNF GROUP TRACKING STOCK	119,236	112,068
4800 SH GENERAL ELECTRIC CO	149,231	151,680
26,790 SH HARDING LOEVNER INT EQUITY	482,220	477,666
3,900 SH HOME DEPOT INC	116,796	522,912
2,000 SH HONEYWELL INTERNATIONAL INC	96,045	231,700
6000 SH INTEL CORP	130,011	217,620
300 SH INTUITIVE SURGICAL INC	30,616	190,251
3,990 SH ISHARES COHEN & STEERS REAL	334,999	397,564
2,500 SH JOHNSON & JOHNSON	140,734	288,025
2400 SH JPMORGAN CHASE & CO	99,385	207,096
1800 SH KANSAS CITY SOUTHERN	154,061	152,730
2,824 SH KELLOGG CO	146,191	208,157
40,565.328 SH LAZARD INTL EQTY PORT	734,547	657,158
2,300 LINCOLN ELECTRIC HLD		
2,400 LULULEMON ATHLETICA INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,600 MAXIM INTEG PROD		
2,494 MEDTRONIC PLC	170,618	163,402
1,500 SH MASTERCARD INC CL A	138,519	154,875
2,400 METLIFE INC		
4,200 NIELSEN HOLDINGS PLC	139,868	176,190
5,179 SH MICROSOFT CORP	146,476	321,823
1,800 SH NIKE INC CL B	112,552	91,494
1,800 SH NORFOLK SOUTHERN CORP	90,280	194,526
2,770 SH NOVARTIS AG ADR	154,829	201,767
1,800 SH OCCIDENTAL PETROLEUM CORP	139,063	128,214
780 SH PALO ALTO NETWORKS INC	123,884	97,539
2,100 SH PEPSICO INC	102,858	219,723
8,568 SH PFIZER INC	195,731	278,289
120 SH PRICELINE.COM INC	145,614	175,927
1,800 SH PROCTER & GAMBLE CO	82,838	151,344
1,800 ROYAL DUTCH SHELL PLC	103,152	104,346
2,550 SH SALESFORCE.COM INC	137,616	174,573
2,352 SH SCHLUMBERGER LIM COM	165,980	197,450
4,800 SH SCHWAB CHARLES CORP	123,068	189,456
444 SH SHIRE PLC ADR	85,215	75,649
1,800 SPLUNK INC		
3,300 SH SOUTHWEST AIRLINES CO	124,437	164,472
10,800 SH STARBUCKS CORP	133,052	599,616
1,800 SH TARGET CORP	148,175	130,014
2,100 SH THE HERSHEY COMPANY	86,547	217,203
3,000 SH TRAVELERS COMPANIES INC	136,334	367,260
8,076 SH T ROWE PRICE INT DISCOVERY	314,947	429,482
2,400 UNITED CONT HLDGS		
4,730.622 VANGUARD SM CAP GRWTH INDE	193,104	221,346
1,800 SH VALERO ENERGY CORP	112,808	122,976

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,800 SH VERIZON COMMUNICATIONS	149,278	256,224
2,997.776 SH VICTORY SM COMPANY OPPO	121,290	133,251
7,088 SH VISA INC CL A	148,592	553,006
2,804 SH WAL MART STORES INC	134,984	193,812
1,800 SH WALGREEN CO	148,736	148,968
3,600 SH WELLS FARGO & CO	153,072	198,396
800 SH WHIRLPOOL CORP	133,007	145,416
1,800 SH WORKDAY INC CL A	149,517	118,962
3,600 SH ZOETIS INC	113,787	192,708

TY 2016 Investments Government Obligations Schedule

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

EIN: 74-2847652

**US Government Securities - End
of Year Book Value:**

**US Government Securities - End
of Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

200,000

**State & Local Government
Securities - End of Year Fair
Market Value:**

200,174

TY 2016 Other Expenses Schedule

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

EIN: 74-2847652

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WEBSITE EXPENSE	1,138	1,138		
MISCELLANEOUS EXPENSE	21	21		
SUBSCRIPTIONS	750	750		

TY 2016 Other Income Schedule

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

EIN: 74-2847652

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROCEEDS OF LITIGATION	390	390	
EXCISE TAX REFUND	13,537		

TY 2016 Taxes Schedule

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

EIN: 74-2847652

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,330	1,330		