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

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation ROBERT J. & HELEN C. KLEBERG FOUNDATION		A Employer identification number 74-6044810						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (210) 271-3691						
700 N. ST. MARY'S SUITE 1200								
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 78205								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 235,488,149.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	55,932.	55,932.		
	4 Dividends and interest from securities	3,979,395.	3,979,395.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	434,301.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		434,301.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	777,210.	776,827.		
	12 Total. Add lines 1 through 11	5,246,838.	5,246,455.		
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	73,884.	22,369.		51,515.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 2	25,515.	6,379.		19,136.
	c Other professional fees (attach schedule) [3]	1,082,902.	1,060,402.		22,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	127,318.	126,753.		565.
	19 Depreciation (attach schedule) and depletion	383.	383.		
	20 Occupancy	12,751.	11,476.		1,275.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	134,393.	124,786.		9,607.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,457,146.	1,352,548.		104,598.
	25 Contributions, gifts, grants paid	12,077,262.			12,077,262.
	26 Total expenses and disbursements. Add lines 24 and 25	13,534,408.	1,352,548.	0.	12,181,860.
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-8,287,570.			
b Net investment income (if negative, enter -0-)			3,893,907.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	11,309,284.	9,539,512.	9,539,512.
	3	Accounts receivable ▶ 423,428.			
		Less: allowance for doubtful accounts ▶		423,428.	423,428.
	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) [6]	2,225,879.		
	b	Investments - corporate stock (attach schedule) ATCH 7	170,916,139.	168,195,458.	190,670,902.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 8	30,998,900.	29,004,778.	33,211,439.
14		Land, buildings, and equipment basis ▶ 15,261.			
		Less: accumulated depreciation (attach schedule) ▶ 14,898.	746.	363.	363.
15		Other assets (describe ▶ ATCH 10)	184,454.	184,454.	1,642,505.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	215,635,402.	207,347,993.	235,488,149.
17		Accounts payable and accrued expenses	1,555.	1,716.	
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)	1,555.	1,716.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	215,633,847.	207,346,277.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	215,633,847.	207,346,277.		
31	Total liabilities and net assets/fund balances (see instructions)	215,635,402.	207,347,993.		

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	215,633,847.
2	Enter amount from Part I, line 27a	2	-8,287,570.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	207,346,277.
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	207,346,277.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	434,301.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	11,793,048.	246,977,706.	0.047749
2014	12,034,695.	248,396,684.	0.048449
2013	11,082,903.	243,054,115.	0.045598
2012	10,984,417.	230,903,772.	0.047571
2011	10,045,348.	223,770,394.	0.044891
2 Total of line 1, column (d)			2 0.234258
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 0.046852
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 230,051,529.
5 Multiply line 4 by line 3.			5 10,778,374.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 38,939.
7 Add lines 5 and 6.			7 10,817,313.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 12,181,860.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . .			
• Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	38,939.
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	38,939.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	38,939.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	255,834.	
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	255,834.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	216,895.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 216,895. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	Yes	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).		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.KLEBERGFOUNDATION.ORG</u>	X	
14	The books are in care of <u>JOHN D. ALEXANDER, JR.</u> Telephone no <u>210-271-3691</u> Located at <u>700 N. ST MARYS SAN ANTONIO, TX</u> ZIP+4 <u>78205-0000</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	Yes	No
			X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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	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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		1,038,217.
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	182,508,602.
b	Average of monthly cash balances	1b	16,191,943.
c	Fair market value of all other assets (see instructions).	1c	34,854,307.
d	Total (add lines 1a, b, and c)	1d	233,554,852.
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	233,554,852.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	3,503,323.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	230,051,529.
6	Minimum investment return. Enter 5% of line 5	6	11,502,576.

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	11,502,576.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	38,939.
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	38,939.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,463,637.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,463,637.
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	11,463,637.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	12,181,860.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,181,860.
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	38,939.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,142,921.

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

Form 990-PF (2016)

Page **9****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				11,463,637.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			12,013,647.	
b Total for prior years 20 14 , 20 13 , 20 12				
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 ▶ \$ 12,181,860				
a Applied to 2015, but not more than line 2a			12,013,647.	
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.				168,213.
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.				11,295,424.
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	0.			
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				

Form **990-PF** (2016)

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

NOT APPLICABLE

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 foundation 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATTCH 13

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

ATTACHMENT 13

c Any submission deadlines

ATTACHMENT 13

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

ATTACHMENT 13

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 SEE ATTACHMENT 16				12,077,262.
Total			▶ 3a	12,077,262.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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 .				14	55,932.	
4 Dividends and interest from securities				14	3,979,395.	
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	434,301.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a _____						
b ATCH 14 _____			383.		776,827.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			383.		5,246,455.	
13 Total. Add line 12, columns (b), (d), and (e)						5,246,838.

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)
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This image shows a blank sheet of white paper with horizontal blue or grey ruling lines. A single vertical line runs down the left side, creating a narrow margin. The paper appears to be from a notebook or a standard sheet of stationery. There are no markings, text, or drawings on the page.

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee

08/09/2017
Date

VP & Secretary

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

STEWART GOODSON

Preparer's signature _____

Shirley Hudson, C.F.

Date

11 July 2017

Check		
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self-employed

PTIN

P00084462

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► 100 W. HOUSTON ST STE 1700

SAN ANTONIO, TX

78205

Firm's EIN	▶ 34-6565596
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Phone no 210-228-9696

Form **990-PF** (2016)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT 15 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							434,301.	
TOTAL GAIN (LOSS)							<u>434,301.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS ROYALTIES	758,507.	758,507.
PARTNERSHIP INCOME/LOSS	16,851.	16,468.
MISCELLANEOUS INCOME	1,852.	1,852.
TOTALS	<u>777,210.</u>	<u>776,827.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST AND YOUNG, LLP	25,515.	6,379.		19,136.
TOTALS	<u>25,515.</u>	<u>6,379.</u>		<u>19,136.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	22,185.	22,185.	
INVESTMENT COUNCIL MANAGEMENT	1,038,217.	1,038,217.	
PROFESSIONAL FEES	22,500.		22,500.
TOTALS	<u>1,082,902.</u>	<u>1,060,402.</u>	<u>22,500.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRODUCTION TAXES	29,481.	29,481.	
PAYROLL TAXES	5,652.	5,087.	
FOREIGN TAXES PAID	56,996.	56,996.	565.
AD VALOREM TAXES	35,189.	35,189.	
TOTALS	<u>127,318.</u>	<u>126,753.</u>	<u>565.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	12,809.	3,202.	
PARTNERSHIP EXPENSES	121,584.	121,584.	9,607.
TOTALS	134,393.	124,786.	9,607.

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

ATTACHMENT 6

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

JP MORGAN- TREAS. NOTES AND
GOV'T OBLIGATIONS

US OBLIGATIONS TOTAL

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

EIN: 74-6044810
FORM 990-PF, 2016

BALANCE SHEET DETAIL

LINE 10b - INVESTMENTS-SECURITIES	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
LUTHER KING/STATE STREET - CASH EQUIVALENTS	\$894,908	894,908
LUTHER KING/STATE STREET - SECURITIES	\$21,483,563	42,412,327
LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS	\$697,752	697,752
LUTHER KING SMALL CAP/STATE STREET - SECURITIES	\$8,826,638	10,680,670
WELLINGTON CTF RESEARCH EQUITY FUND	\$35,694,349	37,651,405
VANGUARD INSTITUTIONAL FUND	\$100,422	100,422
DODGE COX FUND	\$19,176,198	20,855,218
SANDERSON FUND	\$26,470,855	26,323,144
FRANKLIN TEMPLETON	\$29,754,930	27,167,547
GMO CORE TRUST	\$10,434,370	9,060,001
JP MORGAN #60009 - SECURITIES	\$14,661,474	14,827,508
TOTAL SECURITIES	\$168,195,458	\$190,670,902

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

EIN: 74-6044810
FORM 990-PF, 2016

BALANCE SHEET DETAIL

LINE 13 - INVESTMENTS-OTHER	END OF YEAR BOOK VALUE	END OF YEAR MARKET VALUE
ABS CAPITAL PARTNERS	3,932,159	5,776,241
ALL BLUE LIMITED	382,004	112,514
HBK OFFSHORE FUND	3,000,000	3,527,615
SCOPIA PX INTERNATIONAL	2,300,000	2,734,659
MARCATO INTERNATIONAL, LTD	147,029	432,199
SENATOR GLOBAL OPPORTUNITY OFFSHORE FUND, LTD	822,243	741,315
SHEFFIELD INTERNATIONAL PARTNERS, LTD.	1,900,000	2,032,740
CADIAN OFFSHORE FUND LTD.	382,515	706,147
HITCHWOOD CAPITAL FUND, LTD.	1,500,000	1,496,674
ENDOWMENT VENTURE PARTNERSHIP INV.	138,828	114,815
HENGISTBURY FUND LIMITED	1,500,000	2,079,363
FIELD STREET OFFSHORE FUND, LTD.	3,000,000	3,167,815
AVIVA	3,000,000	3,080,203
AQR STYLE PRMIA OFFSHORE	3,500,000	3,527,927
ALPHADYNE INTERNATIONAL	3,500,000	3,681,211
TOTAL SECURITIES	\$29,004,778	\$33,211,439

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
FILING CABINET	SL	259			259		259
FURNITURE	A5	920			920		920
CHAIRS	A5	629			629		629
LEASEHOLD IMPROVE	A5	2,585			2,585		2,585.
DESK & FILES	A5	2,079			2,079		2,079
BOOK CASES	A5	1,247			1,247		1,247
SAFE	M7	937			937		937
COMPUTER TABLE	M7	147			147		147
COMPUTER & PRINTER	M5	2,863			2,863		2,863
COMPUTER HARDWARE	M5	788			788		788.
PRINTER	M5	534.			482	40	522.
SCANNER	M5	910			819	91	910
MONITOR	M5	199.			180	19	199
COMPUTER	M5	1,164			582	233.	815
TOTALS		<u>15,261</u>			<u>14,517</u>		<u>14,500</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTERESTS	38,318,771.	
ACCUMULATED DEPLETION	-38,318,771.	1,458,051.
LEASE DEPOSIT	216.	216.
OTHER CURRENT ASSETS	225.	225.
LLOYD GEORGE GOLD SHARES	184,013.	184,013.
TOTALS	<u>184,454.</u>	<u>1,642,505.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

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

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WELLINGTON TRUST COMPANY 280 CONGRESS STREET BOSTON, MA 02210	INVEST COUNSELING	242,255.
LUTHER KING INVESTMENT MANAGEMENT CO. 301 COMMERCE STREET FORT WORTH, TX 76102	INVEST COUNSELING	217,053.
CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON, MA 02110-2112	INVESTMENT MGT.	257,508.
SANDERSON FUND 250 SOUTH WACKER DRIVE, SUITE 220 CHICAGO, IL 60606	INVESTMENT MGT.	236,394.
VULCAN FUND 2801 HIGHWAY 280 SOUTH, SUITE 300 BIRMINGHAM, AL 35223	INVESTMENT MGT.	85,007.
TOTAL COMPENSATION		<u>1,038,217.</u>

FEDERAL FOOTNOTES

PART XV SUPPLEMENTARY INFORMATION

2. A. NAME, ADDRESS AND TELEPHONE NUMBER TO WHOM APPLICATIONS SHOULD BE ADDRESSED:

MS. MARGRET BAMFORD
(210)271-3691
700 N. ST. MARY'S, SUITE 1200
SAN ANTONIO, TEXAS 78205

2. B. FORM IN WHICH APPLICATION SHOULD BE SUBMITTED:

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

- 1) THE REQUEST FOR THE GRANT SHOULD BE MADE ON THE ORGANIZATION'S LETTERHEAD.
- 2) THE LETTER SHOULD CONTAIN THE FOLLOWING INFORMATION:
 - A) A NONTECHNICAL DESCRIPTION OF THE DESIRED USE FOR THE GRANT.
 - B) A BUDGET INDICATING THE SPECIFIC GRANT AMOUNT REQUESTED.
 - C) A COPY OF THE ORGANIZATION'S EXEMPTION LETTER FROM THE I.R.S.

2. C. SUBMISSION DEADLINES:

THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS

2. D. RESTRICTIONS OR LIMITATIONS ON GRANT REQUESTS:

- 1) GENERALLY, NO GRANTS WILL BE MADE FOR ENDOWMENT REQUESTS.
- 2) GENERALLY, NO GRANTS WILL BE MADE FOR NORMAL OPERATING FUNCTIONS.
- 3) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH RESPECT TO RACE, COLOR OR RELIGION.
- 4) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHIC AREA. HOWEVER, THE GOVERNING INSTRUMENT REQUESTS THAT CONTRIBUTIONS BE MADE TO SUPPORT BIOMEDICAL RESEARCH, VETERINARY, SCIENCE AND WILDLIFE. GRANTS MAY BE MADE TO SUPPORT PURPOSES OTHER THAN THE ABOVE NAMED, IN WHICH CASE ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.

FEDERAL FOOTNOTES

- 1) GENERALLY, NO GRANTS WILL BE MADE FOR ENDOWMENT REQUESTS.
- 2) GENERALLY, NO GRANTS WILL BE MADE FOR NORMAL OPERATING FUNCTIONS.
- 3) NO GRANTS WILL BE MADE TO ORGANIZATIONS WHICH DISCRIMINATE WITH RESPECT TO RACE, COLOR OR RELIGION.
- 4) THERE ARE NO RESTRICTIONS RELATED TO GEOGRAPHIC AREA. HOWEVER, THE GOVERNING INSTRUMENT REQUESTS THAT CONTRIBUTIONS BE MADE TO SUPPORT BIOMEDICAL RESEARCH, VETERINARY, SCIENCE AND WILDLIFE. GRANTS MAY BE MADE TO SUPPORT PURPOSES OTHER THAN THE ABOVE NAMED, IN WHICH CASE ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
ROYALTY INCOME			15	758,507.	
PARTNERSHIP INCOME	525990	383.	14	16,468.	
MISCELLANEOUS INCOME			14	1,852.	
TOTALS		<u>383.</u>		<u>776,827.</u>	

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

EIN: 74-6044810
FORM 990-EF, 2016

CAPITAL GAIN/LOSS STATEMENT

DESCRIPTION	PROCEEDS	BASIS	REALIZED GAIN/(LOSS)
LOSS THROUGH JP MORGAN ACCOUNT #23002	2,200,000	2,200,000	0
GAIN THROUGH LUTHER KING: PUBLICALLY TRADED SECURITIES			1,707,035
GAIN THROUGH LUTHER KING (SMALL CAP): PUBLICALLY TRADED SECURITIES			418,515
LOSS THROUGH JP MORGAN INVESTMENT: PUBLICALLY TRADED SECURITIES			167,017
LOSS THROUGH JP MORGAN: OTHER SECURITIES			25,878
GAIN THROUGH WINGSPAN OVERSEAS FUND, LTD.			131,828
LOSS THROUGH WELLINGTON TRUST COMPANY CTF ENERGY			(3,553,226)
GAIN THROUGH WELLINGTON TRUST CTF RESEARCH EQUITY PORTFOLIO			1,645,714
LOSS THROUGH ENDOWMENT VENTURE PARTNERS V, L.P.			1,777
GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND			683,377
GAIN THROUGH DODGE AND COX FUND			287,263
LOSS THROUGH COVALENT CAPITAL PARTNERS			(47,583)
GAIN THROUGH GEM REALTY SECURITIES			69,941
LOSS THROUGH MASON CAPITAL LTD			(422,252)
GAIN THROUGH PFM DIVERSIFIED OFFSHORE			428,936
TOTAL			434,301

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

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
AMERICAN BIRD CONSERVANCY PO BOX 249, THE PLAINS, VA 20198-2237	PC	BIRD CONSERVATORY	25,000
BOYS & GIRLS CLUB OF KINGSVILLE, INC 1238 E KENEDY, P O BOX 1181, KINGSVILLE, TX 78363	PC	YOUTH PROGRAMS	100,000
BRAND/WINE CONSERVANCY PO BOX 141, CHADDS FORD, PA 19317	PC	FARMLAND PRESERVATION	75,000
CASA OF KLEBERG COUNTY A/K/A BRUSH COUNTRY CASA PO BOX 1236, KINGSVILLE, TX 78364	PC	CHILD WELFARE PROGRAM	30,000
CHARLIE'S PLACE RECOVERY CENTER PO BOX 4996, CORPUS CHRISTI, TX 78469-4996	PC	SUPPORT CHEMICAL DEPENDENCY REHAB PROGRAMS	25,000
CHRISTUS-SPOHN HEALTH SYSTEM DEVELOPMENT FOUNDATION 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE, TX 78363-7129	PC	RENOVATIONS TO EMERGENCY DEPARTMENT	2,000,000
CIBOLO NATURE CENTER, FRIENDS OF CIBOLO WILDERNESS 140 CITY PARK ROAD, BOERNE, TX 78006	PC	CHARITABLE	25,000
COASTAL BEND BAYS & ESTUARIES PROGRAM 615 N UPPER BROADWAY #1200, CORPUS CHRISTI, TX 78401-1500	PC	WATERBIRD CONSERVATION	100,000
COASTAL BEND COMMUNITY FOUNDATION 615 N UPPER BROADWAY #1200, CORPUS CHRISTI, TX 78401-1500	PC	WATERBIRD CONSERVATION	433,124
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34, CORPUS CHRISTI, TX 78411	PC	FAMILY THERAPY PROGRAM	35,000
FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 MAIL STOP J5-200, SEATTLE, WA 98109-1024	PC	CANCER RESEARCH	654,255
GIRL SCOUTS OF GREATER SOUTH TEXAS 202 E MADISON, HARLINGEN, TX 78415	PC	CHARITABLE	30,000
HALO FLIGHT, INC 1843 FM 665, CORPUS CHRISTI, 78415-6809	PC	PURCHASE OF NIGHT VISION GOGGLES	20,000
HALO HOUSE FOUNDATION 4007 TARTAN LANE, HOUSTON, TX 77025	PC	ACCOMODATING BLOOD CANCER PATIENTS AND FAMILY	250,000
JAMES DICK FOUNDATION FOR THE PERFORMING ARTS PO BOX 89, ROUND TOP TX 78954-0089	PC	SUPPORT MUSIC SCHOLARSHIPS	33,000
KINGSVILLE SYMPHONY ORCHESTRA SOCIETY PO BOX 2154, KINGSVILLE, TX 78363	PC	SUPPORT KING RANCH HOLIDAY SPECTACULAR	13,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER SUITE 2650, HOUSTON, TX 77024	PC	CHARITABLE	249,782
MONELL CHEMICAL SENSES CENTER 3500 MARKET STREET, PHILADELPHIA, PA 19104	PC	CHARITABLE	264,578
MUSEUM OF MODERN ART 11 WEST 53 STREET, NEW YORK, NY 10019	PC	SUPPORT ANNUAL FUND	10,000
NATURE CONSERVANCY 1815 NORTH LYNN STREET, ARLINGTON, VA 22209	PC	CHARITABLE	100,000
PALMER DRUG ABUSE PROGRAM OF CORPUS CHRISTI, INC 3104 ALAMEDA STREET, CORPUS CHRISTI, TX 78404	PC	SUPPORT ALCOHOL AND DRUG ABUSE PROGRAMS	35,000
PHILADELPHIA MUSEUM OF ART PO BOX 7646, PHILADELPHIA, PA 19101-7646	PC	EXHIBITION SUPPORT	75,000
PRESBYTERIAN PAN AMERICAN SCHOOL PO BOX 1578, KINGSVILLE, TX 78364	PC	SCHOLARSHIP ASSISTANCE	60,000
RICE UNIVERSITY PO BOX 1892, HOUSTON, TX 77251-1892	PC	SUPPORT MEDICAL STUDY	141,401
SAN ANTONIO BOTANICAL GARDEN SOCIETY, INC PO BOX 6569, SAN ANTONIO, TX 78209	PC	BOTANICAL GARDEN SUPPORT	250,000

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

GRANTS & CONTRIBUTIONS

RECIPIENT	FDN STATUS	PURPOSE	AMOUNT
SAN ANTONIO MUSEUM OF ART 200 WEST JONES AVENUE, SAN ANTONIO, TX 78215	PC	PLANT RELOCATION / UPGRADES	189,000
SAN ANTONIO PUBLIC LIBRARY FOUNDATION 625 SHOOK AVENUE, SAN ANTONIO, TX 78212	PC	SUPPORT SAN ANTONIO PUBLIC LIBRARY	25,000
SHRINERS HOSPITAL FOR CHILDREN 6977 MAIN STREET, HOUSTON, TX 77030	PC	CHARITABLE	80,000
SIGHT INTO SOUND 3935 ESSEX LANE, HOUSTON TX, 77027	PC	CHARITABLE	20,000
SOUTH TEXAS FAMILY PLANNING & HEALTH CORPORATION D/B/A/ KINGSVILLE 4455 SOUTH PADRE ISLAND DRIVE #29, CORPUS CHRISTI, TX 78411	PC	FAMILY PLANNING	50,000
SOUTH TEXAS PUBLIC BROADCASTING SYSTEM 4455 SOUTH PADRE ISLAND DRIVE #38, CORPUS CHRISTI, TX 78411-4481	PC	SUPPORT "NOVA" AND "NATURE" PROGRAMMING	48,691
STANFORD UNIVERSITY 3160 PORTER DRIVER, PALO ALTO, CA 94304	PC	CHARITABLE	1,050,000
SUNSHINE COTTAGE 603 E HILDEBRAND, SAN ANTONIO, TX 78212	PC	CHARITABLE	45,000
TEACH FOR AMERICA 315 WEST 36TH STREET 8TH FLOOR, NEW YORK, NY 10018-6404	PC	SUPPORT LOWER RIO GRANDE VALLEY	725,000
TEXAS A&M COLLEGE OF VETERINARY MEDICINE & BIOMEDICAL SCIENCES MS 4461 TAMU, OFFICE OF THE DEAN, COLLEGE STATION 77843	PC	CHARITABLE	109,624
TEXAS A&M UNIVERSITY AGRILIFE RESEARCH MS 4461 TAMU, OFFICE OF THE DEAN, COLLEGE STATION 77843	PC	CHARITABLE	211,372
TEXAS A&M UNIVERSITY - KINGSVILLE 700 UNIVERSITY BLVD. MSC 201, KINGSVILLE, TX 78363	PC	SUPPORT "SOUTH TEXAS NATIVES"	100,000
TEXAS CHILDREN'S HOSPITAL 1919 S BRAESWOOD BLVD SUITE 5214, HOUSTON, TX 77030	PC	MEDICAL RESEARCH	617,820
TEXAS STATE AQUARIUM 2710 N SHORELINE BLVD, CORPUS CHRISTI, TX 78402	PC	CHARITABLE	150,000
TEXAS TECH FOUNDATION INC PO BOX 41102, LUBBOCK, TX 79409	PC	MEDICAL RESEARCH	125,000
UNIVERSITY OF HOUSTON 212 E CULLEN BUILDING, HOUSTON, TX 77204-2018	PC	SUPPORT STUDY ON TRAUMATIC BRAIN INJURY	186,000
UNIVERSITY OF PENNSYLVANIA, SCHOOL OF VETERINARY MEDICINE 420 FRANKLIN BUILDING, PHILADELPHIA, PA 19104-6285	PC	SUPPORT FOR VETERINARY MEDICINE STUDY	366,316
UNIVERSITY OF TEXAS AUSTIN 110 INNER CAMPUS DRIVE STOP G3400, AUSTIN, TX 78712-3400	PC	CHARITABLE	182,216
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD, GALVESTON, TX 77555-0129	PC	SUPPORT 3 YR MEDICAL STUDY	349,783
UT HEALTH SCIENCE CENTER AT SAN ANTONIO MC 7834, 7703 FLOYD CURL DRIVE, SAN ANTONIO, TX 78229-3900	PC	SUPPORT FOR MEDICAL STUDY	353,300
VANDERBILT UNIVERSITY 2100 PIERCE AVENUE SUITE 301, NASHVILLE, TN 37212-3100	PC	CHARITABLE	2,000,000
WILLACY COUNTY EMS INC 693 S 7TH STREET, RAYMONDVILLE, TX 78580	PC	PURCHASE OF NEW AMBULANCE & EQUIPMENT	34,000
WOMEN'S SHELTER OF SOUTH TEXAS PO BOX 3368, CORPUS CHRISTI, TX 78463-3368	PC	EMERGENCY SHELTER AND SUPPORT SERVICE PROGRAMS	25,000
TOTAL GRANTS & CONTRIBUTIONS			<u>12,077,262</u>