

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

ROBERT J. & HELEN C. KLEBERG FOUNDATION

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

112 E. PECAN STREET

Room/suite

1020

A Employer identification number

74-6044810

B Telephone number (see instructions)

(210) 271-3691

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

SAN ANTONIO, TX 78205

G Check all that apply

☐ Initial return☐ Final return☒ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 263,952,475.

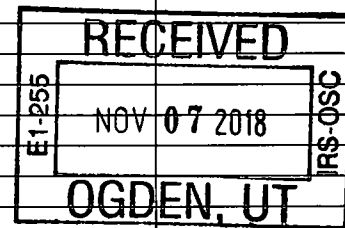
J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 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. | 66,639. | 66,639. | | |
| 4 Dividends and interest from securities | 4,267,177. | 4,267,177. | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | 10,608,661. | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 10,608,661. | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 8 Net short-term capital gain. | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) ATCH. 1 | 1,108,074. | 1,108,094. | | |
| 12 Total. Add lines 1 through 11 | 16,050,551. | 16,050,571. | | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | | | |
| 14 Other employee salaries and wages | 79,909. | 30,262. | | 49,647. |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH. 2 | 22,634. | 5,659. | | 16,975. |
| c Other professional fees (attach schedule) [3] | 1,264,322. | 1,234,322. | | 30,000. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) [4] | 180,175. | 179,564. | | 611. |
| 19 Depreciation (attach schedule) and depletion | 233. | 233. | | |
| 20 Occupancy | 14,217. | 12,795. | | 1,422. |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH. 5 | 385,351. | 356,928. | | 28,423. |
| 24 Total operating and administrative expenses. Add lines 13 through 23. | 1,946,841. | 1,819,763. | | 127,078. |
| 25 Contributions, gifts, grants paid | 11,405,963. | | | 11,405,963. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 13,352,804. | 1,819,763. | 0. | 11,533,041. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | 2,697,747. | | | |
| b Net investment income (if negative, enter -0-) | | 14,230,808. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |



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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 | 9,539,512. | 13,144,594. | 13,144,594. |
| | 3 | Accounts receivable ▶ 767,292. | | | |
| | | Less allowance for doubtful accounts ▶ | 423,428. | 767,292. | 767,292. |
| | 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) . . | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 6 | 168,195,458. | 192,259,771. | 243,192,648. |
| | 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 7 | 29,004,778. | 3,689,717. | 5,359,040. |
| 14 | | Land, buildings, and equipment basis | 15,261. | | ATCH 8 |
| | | Less accumulated depreciation (attach schedule) ▶ | 15,132. | 363. | 129. |
| 15 | | Other assets (describe ▶ ATCH 9) | 184,454. | 184,454. | 1,488,772. |
| 16 | | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 207,347,993. | 210,045,957. | 263,952,475. |
| 17 | | Accounts payable and accrued expenses | 1,716. | 1,933. | |
| 18 | | Grants payable | | | |
| Net Assets or Fund Balances | 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) | 1,716. | 1,933. | | |
| 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 ▶ <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 207,346,277. | 210,044,024. | |
| | 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) | 207,346,277. | 210,044,024. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 207,347,993. | 210,045,957. | | |

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 | 207,346,277. |
| 2 | Enter amount from Part I, line 27a | 2 | 2,697,747. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 210,044,024. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 210,044,024. |

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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 (for example, 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) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 10,608,661. | |
| 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 doesn't qualify under section 4940(e) Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2016 | 12,142,921. | 230,051,529. | 0.052783 |
| 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 |
| 2 Total of line 1, column (d) | | | 2 0.242150 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.048430 |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | | | 4 233,850,353. |
| 5 Multiply line 4 by line 3. | | | 5 11,325,373. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 6 142,308. |
| 7 Add lines 5 and 6. | | | 7 11,467,681. |
| 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 11,533,041. |

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) | | 1 | 142,308. |
| 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 | | | |
| 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 | 142,308. |
| 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 | 142,308. |
| 6 Credits/Payments | | | |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017 | 6a 233,895. | | |
| 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 | 233,895. |
| 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 | 91,587. |
| 11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input checked="" type="checkbox"/> 91,587. Refunded <input type="checkbox"/> <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 the 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 2017 or the tax year beginning in 2017? See the 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)

| | Yes | No |
|--|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions | | X |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions | | 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>112 E. PECAN STREET, STE 1020 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 and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | | |
| 16 At any time during calendar year 2017, 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> | | X |

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

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

| | Yes | No |
|--|-----|----|
| 1a During the year, did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/> | | |
| 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 2017? | | 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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) | | |
| 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 2017 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 2017) | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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 2017? | | 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 | | | Yes | No |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 5a | | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. | <input type="checkbox"/> | 5b | | |
| Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/> | | | | |
| 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? | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | (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 10 | | 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 11 | | 1,169,854. |
| | | |
| | | |
| | | |
| | | |
| | | |

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 210,619,003. |
| b | Average of monthly cash balances | 1b 19,944,581. |
| c | Fair market value of all other assets (see instructions). | 1c 6,847,942. |
| d | Total (add lines 1a, b, and c) | 1d 237,411,526. |
| 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 | 3 237,411,526. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 3,561,173. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 233,850,353. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 11,692,518. |

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 11,692,518. |
| 2a | Tax on investment income for 2017 from Part VI, line 5 2a 142,308. | |
| b | Income tax for 2017 (This does not include the tax from Part VI). 2b | |
| c | Add lines 2a and 2b | 2c 142,308. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 11,550,210. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 |
| 5 | Add lines 3 and 4. | 5 11,550,210. |
| 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 11,550,210. |

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 11,533,041. |
| 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 11,533,041. |
| 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 | 5 142,308. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 11,390,733. |

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 2016 | (c) 2016 | (d) 2017 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2017 from Part XI, line 7 | | | | 11,550,210. |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only. | | | 11,295,424. | |
| b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u> | | | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012 | | | | |
| b From 2013 | | | | |
| c From 2014 | | | | |
| d From 2015 | | | | |
| e From 2016 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>11,533,041.</u> | | | | |
| a Applied to 2016, but not more than line 2a | | | 11,295,424. | |
| 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 2017 distributable amount. | | | | 237,617. |
| e Remaining amount distributed out of corpus. | | | | |
| 5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. | | | | 11,312,593. |
| 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 2012 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2013 | | | | |
| b Excess from 2014 | | | | |
| c Excess from 2015 | | | | |
| d Excess from 2016 | | | | |
| e Excess from 2017 | | | | |

Form 990-PF (2017)

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 2017, 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)

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

N/A

c Any submission deadlines

N/A

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

N/A

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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 15 | | | | 11,405,963. |
| Total ► 3a | | | | 11,405,963. |
| 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) Related or exempt function income (See instructions) |
|--|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 66,639. | |
| 4 | Dividends and interest from securities | | | 14 | 4,267,177. | |
| 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 | 10,608,661. | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue a | | | | | |
| b | ATCH 13 | | 233. | | 1,107,841. | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal Add columns (b), (d), and (e) | | 233. | | 16,050,318. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | 16,050,551. |

| Line No. | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions) |
|----------|--|
| ▼ | |

[illegible]

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) (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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

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

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

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

| | | | | | |
|------------------------------|--|------------------------------|------------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | STEWART GOODSON | <i>Stewart Goodson, C.P.</i> | 7 Sep 2018 | <input type="checkbox"/> | P00084462 |
| | Firm's name ▶ ERNST & YOUNG U.S. LLP | Firm's EIN ▶ 34-6565596 | | | |
| | Firm's address ▶ 100 W. HOUSTON ST STE 1700 SAN ANTONIO, TX 78205 | Phone no. 210-228-9696 | | | |

Form **990-PF** (2017)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------|---|-----------------------------|
| GROSS ROYALTIES | 689,280. | 689,280. |
| PARTNERSHIP INCOME/LOSS | 241,488. | 241,508. |
| MISCELLANEOUS INCOME | 177,306. | 177,306. |
| TOTALS | 1,108,074. | 1,108,094. |

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

;

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|----------------------|---|-----------------------------|---------------------------|------------------------|
| ERNST AND YOUNG, LLP | 22,634. | 5,659. | | 16,975. |
| TOTALS | <u>22,634.</u> | <u>5,659.</u> | | <u>16,975.</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 | 64,468. | 64,468. | |
| INVESTMENT COUNCIL MANAGEMENT | 1,169,854. | 1,169,854. | |
| PROFESSIONAL FEES | 30,000. | | 30,000. |
| TOTALS | <u>1,264,322.</u> | <u>1,234,322.</u> | <u>30,000.</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 | 37,121. | 37,121. | |
| PAYROLL TAXES | 6,113. | 5,502. | |
| FOREIGN TAXES PAID | 91,073. | 91,073. | 611. |
| AD VALOREM TAXES | 28,868. | 28,868. | |
| FEDERAL INCOME TAXES | 17,000. | 17,000. | |
| TOTALS | <u>180,175.</u> | <u>179,564.</u> | <u>611.</u> |

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|-------------------------|---|-----------------------------|------------------------|
| ADMINISTRATIVE EXPENSES | 29,899. | 7,475. | 22,424. |
| PARTNERSHIP EXPENSES | 343,454. | 343,454. | |
| BANK FEES | 11,998. | 5,999. | 5,999. |
| TOTALS | <u>385,351.</u> | <u>356,928.</u> | <u>28,423.</u> |

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

EIN: 74-6044810
FORM 990-PF, 2017

BALANCE SHEET DETAIL

| LINE 10b - INVESTMENTS-SECURITIES | END OF YEAR BOOK VALUE | END OF YEAR MARKET VALUE |
|---|---------------------------|-----------------------------|
| LUTHER KING/STATE STREET - CASH EQUIVALENTS | \$3,698,483 | 3,698,483 |
| LUTHER KING/STATE STREET - SECURITIES | \$20,865,316 | 49,066,413 |
| LUTHER KING SMALL CAP/STATE STREET - CASH EQUIVALENTS | \$278,642 | 278,642 |
| LUTHER KING SMALL CAP/STATE STREET - SECURITIES | \$9,659,591 | 13,154,238 |
| WELLINGTON CTF RESEARCH EQUITY FUND | \$39,597,026 | 46,106,733 |
| VANGUARD INSTITUTIONAL FUND | \$14,126,373 | 14,126,373 |
| DODGE COX FUND | \$19,664,461 | 25,848,821 |
| SANDERSON FUND | \$27,350,456 | 33,129,584 |
| FRANKLIN TEMPLETON | \$30,789,278 | 27,926,841 |
| GMO CORE TRUST | \$5,810,309 | 6,834,139 |
| JP MORGAN #60009 - SECURITIES | \$15,312,769 | 17,552,351 |
| DODDINGTON MARKETS | \$5,107,067 | 5,470,029 |
| TOTAL SECURITIES | \$192,259,771 | \$243,192,648 |

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

EIN: 74-6044810
FORM 990-PF, 2017

BALANCE SHEET DETAIL

| LINE 13 - INVESTMENTS-OTHER | END OF YEAR BOOK VALUE | END OF YEAR MARKET VALUE |
|------------------------------------|---------------------------|-----------------------------|
| ABS CAPITAL PARTNERS | 3,128,277 | 5,104,492 |
| ALL BLUE LIMITED | 299,908 | 31,468 |
| ENDOWMENT VENTURE PARTNERSHIP INV. | 113,799 | 89,326 |
| BROWN ADVISORY | 147,733 | 133,754 |
| TOTAL SECURITIES | <u>\$3,689,717</u> | <u>\$5,359,040</u> |

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 14 PROPERTY TYPE: SECURITIES | | | | P | VARIOUS 10608661. | VARIOUS |
| TOTAL GAIN (LOSS) | | | | | | | <u>10608661.</u> | |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------|------------------------------|-----------------------|
| MINERAL INTERESTS | 38,318,771. | |
| ACCUMULATED DEPLETION | -38,318,771. | 1,304,318. |
| LEASE DEPOSIT | 216. | 216. |
| OTHER CURRENT ASSETS | 225. | 225. |
| LLOYD GEORGE GOLD SHARES | 184,013. | 184,013. |
| TOTALS | <u>184,454.</u> | <u>1,488,772.</u> |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <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 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | PRESIDENT 1.00 | 0. | 0. | 0. |
| HELEN C. ALEXANDER 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | VICE-PRESIDENT 1.00 | 0. | 0. | 0. |
| EMORY A. HAMILTON 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | V/P - TREASURER 1.00 | 0. | 0. | 0. |
| JOHN D. ALEXANDER, JR. 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | V/P - SECRETARY 1.00 | 0. | 0. | 0. |
| CAROLINE A. FORGASON 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | DIRECTOR 1.00 | 0. | 0. | 0. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | CONTRIBUTIONS | | | EXPENSE ACCT AND OTHER ALLOWANCES |
|--|---|---------------|------------------------------|--|---|
| | | COMPENSATION | TO EMPLOYEE BENEFIT PLANS | | |
| HENRIETTA K. ALEXANDER 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | DIRECTOR 1.00 | 0. | 0. | | 0. |
| DOROTHY A. MATZ 112 E. PECAN STREET 1020 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 11

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| WELLINGTON TRUST COMPANY 280 CONGRESS STREET BOSTON, MA 02210 | INVEST COUNSELING | 243,197. |
| LUTHER KING INVESTMENT MANAGEMENT CO. 301 COMMERCE STREET FORT WORTH, TX 76102 | INVEST COUNSELING | 417,789. |
| CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON, MA 02110-2112 | INVESTMENT MGT. | 140,920. |
| SANDERSON FUND 250 SOUTH WACKER DRIVE, SUITE 220 CHICAGO, IL 60606 | INVESTMENT MGT. | 268,881. |
| VULCAN FUND 2801 HIGHWAY 280 SOUTH, SUITE 300 BIRMINGHAM, AL 35223 | INVESTMENT MGT. | 99,067. |
| TOTAL COMPENSATION | | <u>1,169,854.</u> |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | RELATED OR EXEMPT FUNCTION INCOME | |
|----------------------|------------------|-------------|-------------------|--------------------------------------|--|
| | | | | AMOUNT | |
| ROYALTY INCOME | | | 15 | 689,280. | |
| PARTNERSHIP INCOME | 525990 | 233. | 14 | 241,255. | |
| MISCELLANEOUS INCOME | | | 14 | 177,306. | |
| TOTALS | | <u>233.</u> | | <u>1,107,841.</u> | |

EIN: 74-6044810
FORM 990-PF, 2017

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

| CAPITAL GAIN/LOSS STATEMENT | | |
|---|----------|----------------------|
| DESCRIPTION | PROCEEDS | REALIZED GAIN/(LOSS) |
| GAIN THROUGH LUTHER KING PUBLICALLY TRADED SECURITIES | | 1,476,176 |
| GAIN THROUGH LUTHER KING (SMALL CAP) PUBLICALLY TRADED SECURITIES | | 337,925 |
| GAIN THROUGH JP MORGAN INVESTMENT PUBLICALLY TRADED SECURITIES | | 473,944 |
| GAIN THROUGH JP MORGAN INVESTMENT CURRENCY GAIN | | 7 |
| GAIN THROUGH GMO CORE TRUST | | 291,246 |
| LOSS THROUGH WELLINGTON TRUST CTF RESEARCH EQUITY PORTFOLIO | | 3,284,346 |
| LOSS THROUGH ENDOWMENT VENTURE PARTNERS V, L.P. | | (3,532) |
| GAIN THROUGH SANDERSON INTERNATIONAL VALUE FUND | | 74,470 |
| GAIN THROUGH SCOPIA PX | | 434,659 |
| GAIN THROUGH MARCATO INTL | | 291,596 |
| GAIN THROUGH SENATOR GLOBAL | | 587,973 |
| GAIN THROUGH HENGSTBURY FND | | 579,363 |
| GAIN THROUGH SHEFFIELD INTL | | 36,988 |
| GAIN THROUGH AQR STYLE | | 140,622 |
| GAIN THROUGH AVIVA | | 64,688 |
| GAIN THROUGH CADIAN OFFSHORE | | 427,026 |
| GAIN THROUGH FIELD STREET | | 238,793 |
| GAIN THROUGH ALPHADYNE INTL | | 391,496 |
| GAIN THROUGH HBK | | 634,924 |
| GAIN THROUGH HITCHWOOD | | 232,966 |
| LOSS THROUGH DODDINGTON EMER | | 107,067 |
| GAIN THROUGH ABS CAPITAL PARTNERS VII, LP | | 3,270,007 |
| | | 505,916 |
| TOTAL | | 10,608,661 |

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
112 E. PECAN STREET, STE 1020
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.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 8

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

| ASSET DESCRIPTION | METHOD/ CLASS | FIXED ASSET DETAIL | | | ACCUMULATED DEPRECIATION DETAIL | | |
|--------------------|------------------|----------------------|-----------|-----------|---------------------------------|----------------------|---------------|
| | | BEGINNING BALANCE | ADDITIONS | DISPOSALS | ENDING BALANCE | BEGINNING BALANCE | ADDITIONS |
| 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 | | | 534 | 522 | |
| SCANNER | M5 | 910 | | | 910 | 910 | |
| MONITOR | M5 | 199 | | | 199 | 199 | |
| COMPUTER | M5 | 1,164 | | | 1,164 | 815 | 233 |
| TOTALS | | <u>15,261</u> | | | <u>15,261</u> | <u>14,900</u> | <u>15,133</u> |

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

GRANTS & CONTRIBUTIONS

| RECIPIENT | FDN STATUS | PURPOSE | AMOUNT |
|---|---------------|---|-----------|
| BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, MS BCM-109, HOUSTON, TX 77030 | PC | SUPPORT MEDICAL STUDY | 300,000 |
| BOTANICAL RESEARCH INSTITUTE OF TEXAS, INC 1700 UNIVERSITY DRIVE, FORT WORTH, TX 76107 | PC | BOTANICAL LABORATORY CONSTRUCTION | 100,000 |
| BOYS & GIRLS CLUB OF KINGSVILLE, INC 1238 E KENEEDY, P O BOX 1181, KINGSVILLE, TX 78363 | PC | YOUTH PROGRAMS | 100,000 |
| BRANDYWINE CONSERVANCY & MUSEUM OF ART PO BOX 141, CHADDS FORD, PA 19317 | PC | SUPPORT CONSERVANCY EXHIBITION | 100,000 |
| CASA OF KLEBERG COUNTY A/K/A BRUSH COUNTRY CASA PO BOX 1236, KINGSVILLE, TX 78364 | PC | CHILD WELFARE PROGRAM | 30,000 |
| CHRISTUS-SPOHN HEALTH SYSTEM DEVELOPMENT FOUNDATION 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE, TX 78363-7129 | PC | RENOVATIONS TO EMERGENCY DEPARTMENT | 1,000,000 |
| COASTAL BEND BAYS & ESTUARIES PROGRAM, INC 615 N UPPER BROADWAY #1200, CORPUS CHRISTI, TX 78401-1500 | PC | WATERBIRD CONSERVATION | 250,000 |
| DRISCOLL CHILDREN'S HOSPITAL 3533 SOUTH ALAMEDA STREET, CORPUS CHRISTI, TX 78411 | PC | HOSPITAL EXPANSION AND RENOVATION | 400,000 |
| FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34, CORPUS CHRISTI, TX 78411 | PC | FAMILY THERAPY PROGRAM | 35,000 |
| FOOD BANK OF CORPUS CHRISTI 826 KRILL STREET, CORPUS CHRISTI, TX 78408 | PC | CHARITABLE | 50,000 |
| FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 MAIL STOP J5-200, SEATTLE, WA 98109-1024 | PC | CANCER RESEARCH | 275,000 |
| GIRL SCOUTS OF GREATER SOUTH TEXAS 202 E MADISON, HARLINGEN, TX 78415 | PC | CHARITABLE | 30,000 |
| HALO HOUSE FOUNDATION 4007 TARTAN LANE, HOUSTON, TX 77025 | PC | ACCOMODATING BLOOD CANCER PATIENTS AND FAMILY | 25,000 |
| HOUSTON METHODIST HOSPITAL FOUNDATION 1707 SUNSET BLVD, HOUSTON TX 77005 | PC | MEDICAL RESEARCH STUDIES | 622,992 |
| HRI FOUNDATION 20742 STONE OAK PARKWAY, SAN ANTONIO, 78258 | PC | CHARITABLE | 17,921 |
| JAMES DICK FOUNDATION FOR THE PERFORMING ARTS PO BOX 89, ROUND TOP TX 78954-0089 | PC | SUPPORT MUSIC SCHOLARSHIPS | 36,000 |
| 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 | 249,968 |
| MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE, P O BOX 701, NEW YORK, NY 10019 | PC | CANCER RESEARCH | 500,000 |
| MONELL CHEMICAL SENSES CENTER 3500 MARKET STREET, PHILADELPHIA, PA 19104 | PC | CHARITABLE | 271,091 |
| 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 | 75,000 |
| PALMER DRUG ABUSE PROGRAM OF CORPUS CHRISTI, INC 3104 ALAMEDA STREET, CORPUS CHRISTI, TX 78404 | PC | SUPPORT ALCOHOL AND DRUG ABUSE PROGRAMS | 35,000 |
| 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 | 143,665 |
| SAN ANTONIO BOTANICAL GARDEN SOCIETY, INC PO BOX 6569, SAN ANTONIO, TX 78209 | PC | BOTANICAL GARDEN SUPPORT | 100,000 |
| SAN ANTONIO MUSEUM OF ART 200 WEST JONES AVENUE, SAN ANTONIO, TX 78215 | PC | ART EXHIBITION SUPPORT | 100,000 |
| 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 | PC | CHARITABLE | 20,000 |

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

GRANTS & CONTRIBUTIONS

| RECIPIENT | FDN STATUS | PURPOSE | AMOUNT |
|---|---------------|---|-------------------|
| 3935 ESSEX LANE, HOUSTON TX, 77027 | | | |
| SOUTH TEXAS FAMILY PLANNING & HEALTH CORPORATION 4455 SOUTH PADRE ISLAND DRIVE #29, CORPUS CHRISTI, TX 78411 | PC | SUPPORT FAMILY HEALTH CARE PROGRAMS | 67,500 |
| SOUTH TEXAS PUBLIC BROADCASTING SYSTEM 4455 SOUTH PADRE ISLAND DRIVE #38, CORPUS CHRISTI, TX 78411-4481 | PC | SUPPORT "NOVA" AND "NATURE" PROGRAMMING | 48,726 |
| STATE OF TEXAS KIDNEY FOUNDATION 45 NE LOOP 410 #255, SAN ANTONIO, TX 78216 | PC | SUPPORT KIDNEY CHECK PROGRAM | 30,000 |
| SUNSHINE COTTAGE 603 E HILDEBRAND, SAN ANTONIO, TX 78212 | PC | CHARITABLE | 45,000 |
| TEXAS A&M FOUNDATION MS 4461 TAMU, OFFICE OF THE DEAN, COLLEGE STATION 77843 | PC | SUPPORT RESEARCH STUDIES | 401,816 |
| 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 | 764,932 |
| TEXAS HEART INSTITUTE P O BOX 20345, HOUSTON, TX 77225-0345 | PC | SUPPORT CADIOVASULAR RESEARCH | 153,900 |
| THE SALVATION ARMY 521 JOSEPHINE STREET, P O BOX 2507, CORPUS CHRISTI TX 78403-2507 | PC | CHARITABLE | 94,565 |
| UNIVERSITY OF HOUSTON 212 E CULLEN BUILDING, HOUSTON, TX 77204-2018 | PC | SUPPORT STUDY ON TREATMENT OF HEART FAILURE | 205,593 |
| UNIVERSITY OF TEXAS AUSTIN 110 INNER CAMPUS DRIVE STOP G3400, AUSTIN, TX 78712-3400 | PC | CHARITABLE | 373,786 |
| UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD, GALVESTON, TX 77555-0129 | PC | SUPPORT MEDICAL STUDIES | 749,783 |
| UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE, SAN ANTONIO, TX 78249 | PC | SUPPORT FOR DEPARTMENT RECRUITMENT | 1,689,350 |
| UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD, DALLAS, TX 75390-9020 | PC | SUPPORT MEDICAL STUDY | 396,815 |
| UNIVERSITY OF TEXAS RIO GRANDE VALLEY - SCHOOL OF MEDICINE 1201 W UNIVERSITY DRIVE, EDINBURG, TX 78539 | PC | SUPPORT FOR MEDICAL PROGRAM | 587,412 |
| VANDERBILT UNIVERSITY MEDICAL CENTER 2100 PIERCE AVENUE SUITE 301, NASHVILLE, TN 37212-3100 | PC | SUPPORT MEDICAL STUDY | 250,000 |
| WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE, CAMPUS BOX 1247, ST LOUIS, MO, 63130 | PC | SUPPORT RESEARCH STUDY | 292,158 |
| WOMEN'S AND MEN'S HEALTH SERVICES OF THE COASTAL BEND, INC 3536 HOLLY ROAD, CORPUS CHRISTI, TX 78415 | PC | SUPPORT FAMILY HEALTH CARE PROGRAMS | 50,000 |
| ZOOLOGICAL SOCIETY OF SAN DIEGO P O BOX 120551, SAN DIEGO, CA 92112-0551 | PC | SUPPORT STEM CELL RESEARCH STUDY | 50,000 |
| TOTAL GRANTS & CONTRIBUTIONS | | | <u>11,405,963</u> |