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OMB No 1545-0047

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

▶ 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.

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, 2019, 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)

112 E. PECAN STREET

Internal Revenue Service

(210) 271-3691

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

Received US Bank - USB

333

SAN ANTONIO, TX 78205

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

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

J Accounting method ☒ Cash ☐ Accrual

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

☐ Other (specify)

16) ▶ \$ 274,342,776.

(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. | 55,380. | 55,380. | | |
| 4 Dividends and interest from securities | 6,953,876. | 6,953,876. | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 1,623,686. | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 1,623,686. | | |
| 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 | 1,117,218. | 1,117,218. | | |
| 12 Total Add lines 1 through 11 | 9,750,160. | 9,750,160. | | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | | | |
| 14 Other employee salaries and wages | 78,775. | 26,062. | | 52,713. |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH. 2 | 24,258. | 6,065. | | 18,193. |
| c Other professional fees (attach schedule) [3] | 1,154,453. | 1,124,453. | | 30,000. |
| 17 Interest ATCH. 4 | 75,939. | 75,939. | | |
| 18 Taxes (attach schedule) (see instructions) [5] | 475,223. | 256,621. | | 602. |
| 19 Depreciation (attach schedule) and depletion | 1,578. | 1,578. | | |
| 20 Occupancy | 3,973. | 3,576. | | 397. |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH. 6 | 400,436. | 378,005. | | 22,431. |
| 24 Total operating and administrative expenses Add lines 13 through 23. | 2,214,635. | 1,872,299. | | 124,336. |
| 25 Contributions, gifts, grants paid | 12,461,228. | | | 12,461,228. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 14,675,863. | 1,872,299. | 0. | 12,585,564. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -4,925,703. | | | |
| b Net investment income (if negative, enter -0-) | | 7,877,861. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

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3/ SCANNED JUN 01 2021

62 Received In
Batching Ogden
DEC 17 2020

| 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 | 1,397,220. | 2,153,630. | 2,153,630. |
| | 3 | Accounts receivable ▶ 3,592. | | | |
| | | Less allowance for doubtful accounts ▶ | 17,735. | 3,592. | 3,592. |
| | 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 7 | 212,222,122. | 204,399,262. | 260,058,504. |
| | 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 | 4,715,986. | 7,054,535. | 10,312,279 |
| 14 | | Land, buildings, and equipment basis ▶ 4,403. | | | ATCH 9 |
| | | Less accumulated depreciation ▶ (attach schedule) 4,403. | | | |
| 15 | | Other assets (describe ▶ ATCH 10) | 184,023. | | 1,814,771. |
| 16 | | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 218,537,086. | 213,611,019. | 274,342,776. |
| 17 | | Accounts payable and accrued expenses | 1,850 | 1,256. | |
| 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) | 1,850. | 1,256. | |
| | | Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30 | | | |
| | 24 | Net assets without donor restrictions | | | |
| | 25 | Net assets with donor restrictions | | | |
| | | Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30. | | | |
| | 26 | Capital stock, trust principal, or current funds | 218,535,464. | 213,609,761. | |
| 27 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| 28 | Retained earnings, accumulated income, endowment, or other funds . . | | | | |
| 29 | Total net assets or fund balances (see instructions) | 218,535,464. | 213,609,761. | | |
| 30 | Total liabilities and net assets/fund balances (see instructions) | 218,537,314. | 213,611,017. | | |

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 29 (must agree with end-of-year figure reported on prior year's return) | 1 | 218,535,464. |
| 2 | Enter amount from Part I, line 27a | 2 | -4,925,703 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 213,609,761. |
| 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 29 | 6 | 213,609,761. |

Form 990-PF (2019)

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 | 1,623,686. | |
| 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 | 2,802. | |

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

| (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)) |
|---|--|--|---|
| 2018 | 11,491,771. | 260,186,344. | 0.044167 |
| 2017 | 11,390,733. | 233,850,353. | 0.048709 |
| 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 |
| 2 Total of line 1, column (d) | | | 2 0.241857 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.048371 |
| 4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5 | | | 4 258,592,768. |
| 5 Multiply line 4 by line 3. | | | 5 12,508,391. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 6 78,779. |
| 7 Add lines 5 and 6. | | | 7 12,587,170. |
| 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 12,585,564. |

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 | 157,557 |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b) | | 3 | 157,557. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) | | 4 | 0. |
| 3 Add lines 1 and 2 | | 5 | 157,557. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments | | | |
| a 2019 estimated tax payments and 2018 overpayment credited to 2019 | 6a 262,525. | 7 | 262,525. |
| b Exempt foreign organizations - tax withheld at source | 6b | 8 | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 9 | |
| d Backup withholding erroneously withheld | 6d | 10 | 104,968. |
| 7 Total credits and payments. Add lines 6a through 6d | | 11 | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | | |
| 11 Enter the amount of line 10 to be Credited to 2020 estimated tax <input type="checkbox"/> 104,968. Refunded <input type="checkbox"/> | | | |

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 type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> TX, | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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 |

Form 990-PF (2019)

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 ► WWW.KLEBERGFOUNDATION.ORG | X | |
| 14 The books are in care of ► JOHN D. ALEXANDER, JR. Telephone no ► 210-271-3691 Located at ► 112 E. PECAN STREET, STE 1020 SAN ANTONIO, TX ZIP+4 ► 78205-0000 | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year | | 15 |
| 16 At any time during calendar year 2019, 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? | | X |
| See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ► | | |

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

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 | | |
| 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 2019? | | 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years ► | | |
| 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 ► | | |
| 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) | | |
| 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 2019? | | X |

Form 990-PF (2019)

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

| | Yes | No |
|---|------------------------------|--|
| 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))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (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. | | |
| 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? | | |
| 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? | | |
| 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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 |
|---|---|------------------|---|---------------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000. 0

Form 990-PF (2019)

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 | | 1,035,406. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 1 |

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 | |

Form 990-PF (2019)

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 | 248,954,640. |
| b | Average of monthly cash balances | 1b | 1,652,105. |
| c | Fair market value of all other assets (see instructions) | 1c | 11,923,984. |
| d | Total (add lines 1a, b, and c) | 1d | 262,530,729. |
| 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 | 262,530,729. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 3,937,961. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 258,592,768. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 12,929,638. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

| | | | |
|----|--|----|-------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 12,929,638. |
| 2a | Tax on investment income for 2019 from Part VI, line 5 | 2a | 157,557. |
| b | Income tax for 2019 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 157,557. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 12,772,081. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 12,772,081. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 12,772,081. |

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 | 12,585,564. |
| 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 | 12,585,564. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 12,585,564. |

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 2018 | (c) 2018 | (d) 2019 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2019 from Part XI, line 7 | | | | 12,772,081. |
| 2 Undistributed income, if any, as of the end of 2019 | | | | |
| a Enter amount for 2018 only. | | | 12,423,225. | |
| b Total for prior years 20 17 , 20 16 , 20 15 | | | | |
| 3 Excess distributions carryover, if any, to 2019 | | | | |
| a From 2014 | | | | |
| b From 2015 | | | | |
| c From 2016 | | | | |
| d From 2017 | | | | |
| e From 2018 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2019 from Part XII, line 4 ► \$ 12,585,564 | | | | |
| a Applied to 2018, but not more than line 2a | | | 12,423,225. | |
| 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 2019 distributable amount. | | | | 162,339. |
| e Remaining amount distributed out of corpus. | | | | |
| 5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020. | | | | 12,609,742. |
| 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 2014 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2015 | | | | |
| b Excess from 2016 | | | | |
| c Excess from 2017 | | | | |
| d Excess from 2018 | | | | |
| e Excess from 2019 | | | | |

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 2019, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) of

4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2019

(b) 2018

(c) 2017

(d) 2016

(e) Total

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

ATCH 13

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

c Any submission deadlines

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

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 | | | | 12,461,228. |
| Total | | | ▶ 3a | 12,461,228. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Part XVI-A Analysis of Income-Producing Activities

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 | 55,380. | |
| 4 Dividends and interest from securities | | | 14 | 6,953,876. | |
| 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 | 1,623,686. | |
| 9 Net income or (loss) from special events . . . | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | | |
| 11 Other revenue a _____ | | | | | |
| b ATCH 14 _____ | | | | 1,117,218. | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 9,750,160. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 9,750,160. | 9,750,160. |

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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 | VAR 1,623,686. | VAR |
| TOTAL GAIN (LOSS) | | | | | | | <u>1,623,686.</u> | |

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------|---|-----------------------------|
| GROSS ROYALTIES | 954,349. | 954,349. |
| PARTNERSHIP INCOME/LOSS | 114,106. | 114,106. |
| MISCELLANEOUS INCOME | 48,763. | 48,763. |
| TOTALS | 1,117,218. | 1,117,218. |

ATTACHMENT 2

FORM 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 | 24,258. | 6,065. | | 18,193. |
| TOTALS | <u>24,258.</u> | <u>6,065.</u> | | <u>18,193.</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 | 30,527. | 30,527. | |
| INVESTMENT COUNCIL MANAGEMENT | 1,093,926. | 1,093,926. | |
| PROFESSIONAL FEES | 30,000. | | 30,000. |
| TOTALS | <u>1,154,453.</u> | <u>1,124,453.</u> | <u>30,000.</u> |

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|---------------------|---|--------------------------------------|
| INVESTMENT INTEREST | 75,939. | 75,939. |
| TOTALS | <u>75,939.</u> | <u>75,939.</u> |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|----------------------|---|-----------------------------|------------------------|
| PRODUCTION TAXES | 46,642. | 46,642. | |
| PAYROLL TAXES | 6,026. | 5,424. | 602. |
| FOREIGN TAXES PAID | 170,860. | 170,860. | |
| AD VALOREM TAXES | 33,695. | 33,695. | |
| FEDERAL INCOME TAXES | 218,000. | | |
| TOTALS | <u>475,223.</u> | <u>256,621.</u> | <u>602.</u> |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|-------------------------|---|-----------------------------|------------------------|
| ADMINISTRATIVE EXPENSES | 26,665. | 6,667. | 19,998. |
| PARTNERSHIP EXPENSES | 368,906. | 368,906. | |
| BANK FEES | 4,865. | 2,432. | 2,433. |
| TOTALS | 400,436. | 378,005. | 22,431. |

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

EIN. 74-6044810
FORM 990-PF, 2019

BALANCE SHEET DETAIL

| LINE 10b - INVESTMENTS-SECURITIES | END OF YEAR BOOK VALUE | END OF YEAR MARKET VALUE |
|-------------------------------------|---------------------------|-----------------------------|
| CASH EQUIVALENTS (FROST CORE) | \$684,720 | \$684,719 |
| CASH EQUIVALENTS (FROST SMALL CAP) | \$358,435 | \$364,947 |
| CORPORATE STOCK (FROST CORE) | \$18,974,299 | \$51,050,193 |
| CORPORATE STOCK (FROST SMALL CAP) | \$9,415,930 | \$12,146,139 |
| WELLINGTON CTF RESEARCH EQUITY FUND | \$40,358,696 | \$50,412,865 |
| VANGUARD INSTITUTIONAL FUND | \$25,985,762 | \$27,524,354 |
| DODGE COX FUND | \$19,960,092 | \$24,448,383 |
| SANDERSON FUND | \$28,462,263 | \$32,478,192 |
| FRANKLIN TEMPLETON | \$32,763,729 | \$27,215,007 |
| JP MORGAN #60009 - SECURITIES | \$17,219,292 | \$23,063,488 |
| DODDINGTON MARKETS | \$5,374,487 | \$5,579,301 |
| WGI EMERGING MARKETS | \$4,841,557 | \$5,090,917 |
| TOTAL SECURITIES | \$204,399,262 | \$260,058,504 |

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

EIN 74-6044810
FORM 990-PF, 2019

BALANCE SHEET DETAIL

| LINE 13 - INVESTMENTS-OTHER | END OF YEAR BOOK VALUE | END OF YEAR MARKET VALUE |
|-----------------------------------|---------------------------|-----------------------------|
| ABS CAPITAL PARTNERS VII | \$4,278,055 | \$5,999,366 |
| ALL BLUE LIMITED | \$279,416 | \$0 |
| ENDOWMENT VENTURE PARTNERSHIP INV | \$57,594 | \$29,969 |
| ABS CAPITAL PARTNERS VIII | (\$71,662) | \$1,281,966 |
| BROWN ADVISORY V | \$786,259 | \$1,444,374 |
| BROWN ADVISORY VI | \$1,592,670 | \$857,054 |
| BROWN ADVISORY VII | (\$64,851) | \$496,484 |
| BROWN ADVISORY PRIVATE EQUITY | | |
| THE CARLYLE GROUP | \$203,066 | \$203,066 |
| TOTAL SECURITIES | \$7,054,535 | \$10,312,279 |

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 | ENDING BALANCE | BEGINNING BALANCE | ADDITIONS |
| FILING CABINET | SL | 259 | | | 259 | 259 | |
| FURNITURE | A5 | 920 | | 920 | | 920 | 920 |
| CHAIRS | A5 | 629 | | 629 | | 629 | 629 |
| LEASEHOLD IMPROVE | A5 | 2,585 | | 2,585 | | 2,585 | 2,585 |
| DESK & FILES | A5 | 2,079 | | 2,079 | | 2,079 | 2,079 |
| BOOK CASES | A5 | 1,247 | | 1,247 | | 1,247 | 1,247 |
| SAFE | M7 | 937 | | | 937 | | |
| COMPUTER TABLE | M7 | 147 | | 147 | | 147 | 147 |
| COMPUTER & PRINTER | M5 | 2,863 | | 2,863 | | 2,863 | 2,863 |
| COMPUTER HARDWARE | M5 | 788 | | 788 | | 788 | 788 |
| PRINTER | M5 | 534 | | | 534 | | |
| SCANNER | M5 | 910 | | | 910 | | |
| MONITOR | M5 | 199 | | | 199 | | |
| COMPUTER | M5 | 1,164 | | 1,164 | | 1,164 | 1,164 |
| COMPUTER | M5 | | 1,564 | | 1,564 | | |
| TOTALS | | <u>15,261</u> | | <u>4,403</u> | | <u>15,249</u> | <u>4,403</u> |

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-----------------------|------------------------------|-----------------------|
| MINERAL INTERESTS | 38,318,771. | |
| ACCUMULATED DEPLETION | -38,318,771. | 1,814,771. |
| OTHER CURRENT ASSETS | | |
| | | |
| | | |
| TOTALS | | <u>1,814,771.</u> |

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

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | CONTRIBUTIONS | | | EXPENSE ACCT AND OTHER ALLOWANCES |
|--|---|---------------|------------------------------|--|---|
| | | COMPENSATION | TO EMPLOYEE BENEFIT PLANS | | |
| HELEN K. GROVES 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | DIRECTOR 1.00 | 0. | 0. | | 0. |
| HELEN C. ALEXANDER 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | 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 11 (CONT'D)

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | CONTRIBUTIONS | | EXPENSE ACCT | |
|--|---|---------------|------------------------------|-------------------------|----|
| | | COMPENSATION | TO EMPLOYEE BENEFIT PLANS | AND OTHER ALLOWANCES | |
| HENRIETTA K. ALEXANDER 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| DOROTHY A. MATZ 112 E. PECAN STREET 1020 SAN ANTONIO, TX 78205 | VICE-PRESIDENT 1.00 | 0. | 0. | 0. | 0. |
| GRAND TOTALS | | 0. | 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 | 261,590. |
| LUTHER KING INVESTMENT MANAGEMENT CO. 301 COMMERCE STREET FORT WORTH, TX 76102 | INVEST COUNSELING | 323,631. |
| CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON, MA 02110-2112 | INVESTMENT MGT. | 67,373. |
| SANDERSON FUND 250 SOUTH WACKER DRIVE, SUITE 220 CHICAGO, IL 60606 | INVESTMENT MGT. | 266,723. |
| VULCAN FUND 2801 HIGHWAY 280 SOUTH, SUITE 300 BIRMINGHAM, AL 35223 | INVESTMENT MGT. | 116,089. |
| TOTAL COMPENSATION | | <u>1,035,406.</u> |

ATTACHMENT 13FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MS. MARGRET BAMFORD
112 E. PECAN STREET, STE 1020
SAN ANTONIO, TX 78205
210-271-3691

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY
SHOULD INCLUDE:

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.

SUBMISSION DEADLINES:

THERE ARE NO FORMAL DEADLINES FOR SUBMISSION OF GRANT REQUESTS

RESTRICTIONS OR LIMITATIONS ON AWARDS:

- 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. GRANT
MAY BE MADE TO SUPPORT PURPOSES OTHER THAN THE ABOVE NAMED, IN WHICH
CASE ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.
ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.

ATTACHMENT 13FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MS. MARGRET BAMFORD
112 E. PECAN STREET, STE 1020
SAN ANTONIO, TX 78205
210-271-3691

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY
SHOULD INCLUDE:

A GRANT REQUEST FROM AN ORGANIZATION SHOULD BE SUBMITTED IN THE
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SUBMISSION DEADLINES:

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RESTRICTIONS OR LIMITATIONS ON AWARDS:

- 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. GRANT
MAY BE MADE TO SUPPORT PURPOSES OTHER THAN THE ABOVE NAMED, IN WHICH
CASE ORGANIZATIONS IN THE SOUTH TEXAS AREA ARE PREFERRED.
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 | |
|----------------------|------------------|--------|-------------------|-------------------|-----------------|
| | | | | AMOUNT | FUNCTION INCOME |
| ROYALTY INCOME | | | 15 | 954,349. | |
| PARTNERSHIP INCOME | 525990 | | 14 | 114,106. | |
| MISCELLANEOUS INCOME | | | 14 | 48,763. | |
| TOTALS | | | | <u>1,117,218.</u> | |

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

EIN: 74-6044810
FORM 990-PF, 2019

| CAPITAL GAIN/LOSS STATEMENT | | |
|--|----------|----------------------|
| DESCRIPTION | PROCEEDS | REALIZED GAIN/(LOSS) |
| GAIN THROUGH DODGE AND COX FUND | | \$219,321 |
| LOSS THROUGH FRANKLIN TEMPLETON | | (\$238,065) |
| GAIN THROUGH JP MORGAN INVESTMENT PUBLICALLY TRADED SECURITIES | | \$2,000,202 |
| GAIN THROUGH JP MORGAN INVESTMENT OTHER | | \$1,211 |
| GAIN THROUGH WELLINGTON TRUST CTF RESEARCH EQUITY PORTFOLIO | | \$1,641,785 |
| LOSS THROUGH SANDERSON INTERNATIONAL VALUE FUND | | (\$1,612,539) |
| GAIN THROUGH WGI EMERGING MARKETS | | \$1,205 |
| LOSS THROUGH ABS CAPITAL PARTNERS VII, LP | | (\$304,025) |
| GAIN THROUGH DODDINGTON EMERGING MARKETS | | \$63,357 |
| LOSS THROUGH FROST CORE | | (\$263,945) |
| GAIN THROUGH FROST SMALL CAP | | \$92,913 |
| LOSS THROUGH CARLYLE GROUP | | (\$4) |
| GAIN THROUGH BROWN ADVISORY | | \$22,271 |
| TOTAL | | <u>\$1,623,686</u> |

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

GRANTS & CONTRIBUTIONS

| RECIPIENT | PDN 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 | SUPPORT RESEARCH | 60,000 |
| BOY SCOUTS OF AMERICA 700 EVERHART TERRACE BLDG A CORPUS CHRISTI TX 78411-1939 | PC | YOUTH PROGRAMS | 30,000 |
| BOYS & GIRLS CLUB OF KINGSVILLE, INC 1238 E KENEDY P O BOX 1181, KINGSVILLE TX 78363 | PC | YOUTH PROGRAMS | 125,000 |
| CENIKOR FOUNDATION 11931 WICKCHESTER LANE, SUITE 300 HOUSTON TX 77043 | PC | CHARITABLE | 25,000 |
| 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 1311 E GENERAL CAVAZOS BLVD, KINGSVILLE TX 78363-7129 | PC | CHARITABLE | 2,000,000 |
| DRISCOLL CHILDRENS HOSPITAL DEVELOPMENT FOUNDATION 3533 S ALAMEDA STREET CORPUS CHRISTI TX 78411-1785 | PC | CHARITABLE | 700,000 |
| FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES STE 34 CORPUS CHRISTI, TX 78411 | PC | FAMILY THERAPY PROGRAM | 35,000 |
| GIRL SCOUTS OF GREATER SOUTH TEXAS 202 E MADISON HARLINGEN, TX 78415 | PC | CHARITABLE | 20,000 |
| 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 | 423,749 |
| HRI FOUNDATION 20742 STONE OAK PARKWAY, SAN ANTONIO 78258 | PC | CHARITABLE | 20,806 |
| JOHNS HOPKINS UNIVERSITY WYMAN PARK BLG 4TH, 3400 N CHARLES STREET BALTIMORE, MD 21218 2694 | PC | CHARITABLE | 249,456 |
| MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE P O BOX 701 NEW YORK NY 10019 | PC | CANCER RESEARCH | 500,000 |
| MEHIL FOUNDATION 1515 BRANARD HOUSTON TX 77006 | PC | CHARITABLE | 10,000 |
| MCHAY ART MUSIUM PO BOX 6069 SAN ANTONIO TX 78209-0069 | PC | CHARITABLE | 35,000 |
| MONELL CHEMICAL SENSES CENTER 3500 MARKET STREET PHILADELPHIA PA 19104 | PC | CHARITABLE | 300,000 |
| NATURE CONSERVANCY 1815 NORTH LYNN STREET ARLINGTON VA 22209 | PC | CHARITABLE | 100,000 |
| PRESBYTERIAN PAN AMERICAN SCHOOL PO BOX 1578 KINGSVILLE TX 78364 | PC | SCHOLARSHIP ASSISTANCE | 52,500 |
| RICE UNIVERSITY PO BOX 1892 HOUSTON TX 77251 1892 | PC | SUPPORT MEDICAL STUDY | 127,790 |
| SAN ANTONIO BOTANICAL GARDEN SOCIETY INC PO BOX 6569, SAN ANTONIO TX 78209 | PC | BOTANICAL GARDEN SUPPORT | 25,000 |
| SAN ANTONIO MUSEUM OF ART 200 JONES STREET SAN ANTONIO TX 78205 | PC | CHARITABLE | 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 3935 ESSEX LANE, HOUSTON TX 77027 | PC | CHARITABLE | 20,000 |
| SOUTH TEXAS FAMILY PLANNING & HEALTH CORPORATION 4455 SOUTH PADRE ISLAND DRIVE #29, CORPUS CHRISTI TX 78411 | PC | SUPPORT FAMILY HEALTH CARE PROGRAMS | 77,500 |
| 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, BOARD OF TRUSTEES OF THE LELAND STANDFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE PALO ALTO CA 94304 | PC | CHARITABLE | 550,000 |
| SUNSHINE COTTAGE 603 E HILDEBRAND SAN ANTONIO TX 78212 | PC | CHARITABLE | 45,000 |
| TEACH FOR AMERICA 315 WEST 35TH STREET 8TH FLOOR NEW YORK, NY 10018-6404 | PC | CHARITABLE | 300,000 |
| TEXAS A&M FOUNDATION MS 4461 TAMU, OFFICE OF THE DEAN COLLEGE STATION, TX 77843 | PC | SUPPORT RESEARCH STUDIES | 327,647 |
| TEXAS A&M UNIVERSITY | PC | CHARITABLE | 189,912 |

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

GRANTS & CONTRIBUTIONS

| RECIPIENT | FDN STATUS | PURPOSE | AMOUNT |
|---|---------------|---|-------------------|
| MS 4461 TAMU OFFICE OF THE DEAN COLLEGE STATION TX 77843 | | | |
| TEXAS CHILDREN'S HOSPITAL 1919 S BRAESWOOD BLVD SUITE 5214 HOUSTON, TX 77030 | PC | MEDICAL RESEARCH | 405,330 |
| TEXAS HEART INSTITUTE P O BOX 20345, HOUSTON TX 77225-0345 | PC | SUPPORT CADIOVASULAR RESEARCH | 162 054 |
| UNIVERSITY OF CALIFORNIA 3333 CALIFORNIA STREET, SUITE 315 SAN FRANSISCO CA 94118 | PC | CHARITABLE | 896 876 |
| UNIVERSITY OF HOUSTON 212 E CULLEN BUILDING, HOUSTON, TX 77204-2018 | PC | SUPPORT STUDY ON TREATMENT OF HEART PAILURE | 135,885 |
| UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, 5TH FLOOR FRANKLIN BLVD, PHILADELPHIA, PA 19104 6205 | PC | CHARITABLE | 883,158 |
| UNIVERSITY OF TEXAS AUSTIN 110 INNER CAMPUS DRIVE STOP G3400 AUSTIN, TX 78712-3400 | PC | CHARITABLE | 1,026 964 |
| UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD, GALVESTON TX 77555-0129 | PC | SUPPORT MEDICAL STUDIES | 200,000 |
| 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 | 956,095 |
| VANDERBILT UNIVERSITY MEDICAL CENTER 2100 PIERCE AVENUE SUITE 301 NASHVILLE TN 37212-3100 | PC | SUPPORT MEDICAL STUDY | 250 000 |
| WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209 6396 | PC | CHARITABLE | 100 000 |
| 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 | 65,000 |
| WOMEN'S SHELTER OF SOUTH TEXAS P O BOX 3368 CORPUS CHRISTI TX 78463 3368 | PC | CHARITABLE | 25 000 |
| TOTAL GRANTS & CONTRIBUTIONS | | | <u>12,461 228</u> |