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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

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

Name of foundation EARL C. SAMS FOUNDATION, INC. %BRUCE S HAWN		A Employer identification number 74-1463151
Number and street (or P O box number if mail is not delivered to street address) 101 N. SHORELINE BLVD. SUITE 602	Room/suite	B Telephone number 361-888-6485
City or town, state, and ZIP code CORPUS CHRISTI, TX 78401		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 22,305,760.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		38.	38.		STATEMENT 1
4 Dividends and interest from securities		94,520.	94,520.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		159,601.			
b Gross sales price for all assets on line 6a		673,327.			
7 Capital gain net income (from Part IV, line 2)			159,601.		
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)					
11 Other income			150,441.		STATEMENT 3
12 Total. Add lines 1 through 11		373,427.	404,600.		
13 Compensation of officers, directors, trustees, etc		185,864.	27,880.		157,984.
14 Other employee salaries and wages		45,000.	6,750.		38,250.
15 Pension plans, employee benefits		52,276.	7,841.		44,435.
16a Legal fees					
b Accounting fees STMT 4		7,925.	1,189.		6,736.
c Other professional fees STMT 5		10,944.	10,944.		0.
17 Interest					
18 Taxes STMT 6		332.	332.		0.
19 Depreciation and depletion		3,157.	3,157.		
20 Occupancy		29,195.	4,379.		24,816.
21 Travel, conferences, and meetings		2,649.	397.		2,252.
22 Printing and publications					
23 Other expenses STMT 7		281,080.	244,698.		36,382.
24 Total operating and administrative expenses. Add lines 13 through 23		618,422.	307,567.		310,855.
25 Contributions, gifts, grants paid		853,430.			853,430.
26 Total expenses and disbursements. Add lines 24 and 25		1,471,852.	307,567.		1,164,285.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,098,425.>			
b Net investment income (if negative, enter -0-)			97,033.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		20.	25.	25.
	2	Savings and temporary cash investments		4,031,586.	3,114,761.	3,114,761.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		9,791.	840.	840.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 10	1,447,671.	1,213,815.	1,395,099.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11	16,852,209.	17,783,772.	17,783,772.	
	14	Land, buildings, and equipment: basis ▶ 44,581.				
		Less accumulated depreciation STMT 12 ▶ 33,318.	3,810.	11,263.	11,263.	
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	22,345,087.	22,124,476.	22,305,760.	
	17	Accounts payable and accrued expenses				
	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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	22,345,087.	22,124,476.			
30	Total net assets or fund balances	22,345,087.	22,124,476.			
31	Total liabilities and net assets/fund balances	22,345,087.	22,124,476.			

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	22,345,087.
2	Enter amount from Part I, line 27a	2	<1,098,425.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	893,973.
4	Add lines 1, 2, and 3	4	22,140,635.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	16,159.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,124,476.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 673,327.		585,895.	159,601.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			159,601.	
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>		159,601.
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). If (loss), enter -0- in Part I, line 8		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,218,179.	21,582,684.	.056442
2008	1,377,947.	25,593,080.	.053841
2007	1,417,474.	30,120,298.	.047060
2006	1,466,987.	28,674,958.	.051159
2005	1,370,229.	28,552,173.	.047990
2 Total of line 1, column (d)			.256492
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			.051298
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			21,887,273.
5 Multiply line 4 by line 3			1,122,773.
6 Enter 1% of net investment income (1% of Part I, line 27b)			970.
7 Add lines 5 and 6			1,123,743.
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.			1,164,285.

EARL C. SAMS FOUNDATION, INC.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

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 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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 2011 estimated tax 1,000. Refunded

6a	840.
6b	
6c	4,000.
6d	

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX

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

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

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Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

11

12

13

X

X

X

Website address **WWW.ECSAMS.ORG**

14 The books are in care of **SUE OHNMACHT** Telephone no. **361-888-6485**

Located at **101 N. SHORELINE - STE 602, CORPUS CHRISTI, TX** ZIP+4 **78401**

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

N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16

Yes

No

X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

Yes

No

Yes

No

Yes

No

Yes

No

Yes

No

X

X

X

X

X

X

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here

1b

X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?

1c

X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?

Yes

No

X

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.)

2b

N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

3a

Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes

No

X

b If "Yes," did it have excess business holdings in 2010 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 2010)

3b

X

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a

X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

4b

X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		185,864.	26,977.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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**0**

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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	255,068.
b	Average of monthly cash balances	1b	3,754,135.
c	Fair market value of all other assets	1c	18,211,379.
d	Total (add lines 1a, b, and c)	1d	22,220,582.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,220,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	333,309.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,887,273.
6	Minimum investment return. Enter 5% of line 5	6	1,094,364.

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

1	Minimum investment return from Part X, line 6	1	1,094,364.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	970.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	970.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,093,394.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,093,394.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,093,394.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,164,285.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,164,285.
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	5	970.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,163,315.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,093,394.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			845,968.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,164,285.				
a Applied to 2009, but not more than line 2a			845,968.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				318,317.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				775,077.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV

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

N/A

1 a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

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) 2010

(b) 2009

(c) 2008

(d) 2007

(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 the instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

Check here

☐

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

a

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

SEE STATEMENT 14

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				
<div> <div>Recipient</div> <div>Name and address (home or business)</div> </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
<div> <div>a <i>Paid during the year</i></div> <div>SEE ATTACHED LIST</div> </div>	NONE		SEE ATTACHED LIST	853,430.
<div> <div>Total</div> <div>▶ 3a</div> </div>				853,430.
<div> <div>b <i>Approved for future payment</i></div> <div>NONE</div> </div>				
<div> <div>Total</div> <div>▶ 3b</div> </div>				0.

[illegible]

NOT APPLICABLE

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NET CAPITAL LOSS - MAJESTY I, LP			
b	NET CAPITAL GAIN - MAJESTY I, LP			
c	NET CAPITAL LOSS - EAST SLOPE			
d	NET CAPITAL GAIN - EAST SLOPE			
e	NET CAPITAL GAIN - TELEMUS INCOME OPPORTUNITY			
f	NET CAPITAL GAIN - TELEMUS INCOME OPPORTUNITY			
g	SALIENT TRUST CO - SEE ATTACHED SUMMARY	P		
h	SALIENT TRUST CO - SEE ATTACHED SUMMARY	P		
i	SALIENT TRUST CO - SEE ATTACHED SUMMARY	P		
j	SALIENT TRUST CO - SEE ATTACHED SUMMARY	P		
k				
l				
m				
n				
o				

(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			<15,068.>
b			53,615.
c			<1,216.>
d			11,702.
e			3,775.
f			19,361.
g	545,233.	454,742.	90,491.
h	85,301.	91,797.	<6,496.>
i	40,681.	39,356.	1,325.
j	2,112.		2,112.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<15,068.>
b			53,615.
c			<1,216.>
d			11,702.
e			3,775.
f			19,361.
g			90,491.
h			<6,496.>
i			1,325.
j			2,112.
k			
l			
m			
n			
o			

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	159,601.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4(D)	DELL COMPUTERS	070101200DB	5.00	17	5,460.				5,460.	5,460.		0.
5	TELEPHONE SYSTEM	070901200DB	5.00	17	5,850.				5,850.	5,850.		0.
6	HP LASER JET	090601200DB	5.00	17	2,900.				2,900.	2,900.		0.
7	COMPUTER EQUIPMENT	093004200DB	5.00	17	3,182.			1,591.	1,591.	1,590.		0.
9	XEROX WORKCENTER	020906200DB	5.00	17	12,845.				12,845.	10,625.		1,480.
10	HP SERVER POWEREDGE FILE	012406200DB	5.00	17	9,194.				9,194.	7,605.		1,059.
11	SERVER 3 DELL OPTIPLEX	100610200DB	5.00	19B	3,239.				3,239.			162.
12	WORKSTATIONS BACKUP &	100610200DB	5.00	19B	4,065.				4,065.			203.
13	VIRTUALIZATION SOLUTION FUJITSU OFFICE	100610200DB	5.00	19B	2,429.				2,429.			121.
14	EQUIPMENT	080510200DB	5.00	19B	877.				877.			132.
* TOTAL 990-PF PG 1 DEPR					50,041.			1,591.	48,450.	34,030.	0.	3,157.

028102
03-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AMERICAN BANK	38.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EAST SLOPE LP	3,842.	0.	3,842.
EQUINOX HHEP II LP	172.	0.	172.
FIRST CLEARING	5,184.	0.	5,184.
MAJESTY I, LP	44,815.	0.	44,815.
RBC	43.	0.	43.
SALIENT TRUST	37,783.	0.	37,783.
TELEMUS INCOME OPPORTUNITY FUND LP	2,681.	0.	2,681.
TOTAL TO FM 990-PF, PART I, LN 4	94,520.	0.	94,520.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM SCHEDULE K-1 MAJESTY I, L.P. NET OTHER INCOME	82,399.	82,399.	
FROM SCHEDULE K-1 MAJESTY I, L.P. NET UBTI	6,110.	0.	
FROM SCHEDULE K-1 VEGA SOUTH LP NET UBTI	71,482.	0.	
FROM SCHEUDLE K-1 EQUINOX HHEP II LP NET UBTI	48,810.	0.	
FROM SCHEDULE K-1 EQUINOX HHEP II LP NET OTHER INCOME	36,292.	36,292.	
FROM SCHEDULE K-1 PRC HHEP II LP NET UBTI	10,724.	0.	
FROM SCHEUDLE K-1 EAST SLOPE LP NET OTHER INCOME	<12,939.>	<12,939.>	
FROM SCHEDULE K-1 EQUINOX HHEP III LP NET UBTI	<172,060.>	0.	

FROM SCHEDULE K-1 EQUINOX HHEP II LP	699.	699.
FROM SCHEDULE K-1 PRC HHEP II LP	154.	154.
FROM SCHEDULE K-1 TELEMUS INCOME OPPORTUNITY FUND LP NET UBTI	3,761.	0.
FROM SCHEUDLE K-1 MAJESTY I, LP	43.	43.
FROM SCHEUDLE K-1 EQUINOX HHEP III LP	7,350.	7,350.
FROM SCHEUDLE K-1 TELEMUS INCOME OPPORTUNITY FUND LP	140.	140.
FROM SCHEDULE K-1 PRC HHEP II NET OTHER INCOME	7,973.	7,973.
FORM SCHEUDLE K-1 EQUINOX HHEPP III LP NET OTHER ICOME	38,885.	38,885.
FROM SCHEDULE K-1 TELEMUS INCOME OPPORTUNITY FUND LP NET OTHER INCOME	<10,703.>	<10,703.>
WORLD COM SECURITIES LITIGATION	148.	148.
TOTAL TO FORM 990-PF, PART I, LINE 11	119,268.	150,441.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,925.	1,189.		6,736.
TO FORM 990-PF, PG 1, LN 16B	7,925.	1,189.		6,736.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	10,944.	10,944.		0.
TO FORM 990-PF, PG 1, LN 16C	10,944.	10,944.		0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES	39.	39.		0.	
FOREIGN TAX WITHHELD	293.	293.		0.	
TO FORM 990-PF, PG 1, LN 18	332.	332.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	1,891.	284.		1,607.	
INSURANCE	28,442.	4,266.		24,176.	
TELEPHONE	3,723.	558.		3,165.	
BUSINESS MEALS	776.	116.		660.	
OFFICE	4,674.	702.		3,972.	
BANK CHARGES	46.	0.		46.	
MAINTENANCE - TECH SERVICES	2,686.	403.		2,283.	
NET INVESTMENT EXPENSE FROM PASS THRU ENTITIES	238,286.	238,286.		0.	
COMPUTER EXPENSE	556.	83.		473.	
TO FORM 990-PF, PG 1, LN 23	281,080.	244,698.		36,382.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
OTHER INCREASE/DECREASE FROM MAJESTY I, LP	171,177.		
OTHER INCREASE/DECREASE FROM ENDOWMENT EXEMPT QP FUND II, LP	501,138.		
OTHER INCREASE/DECREASE FROM TELEMUS INCOME OPPORTUNITY FUND, LP	94,867.		
OTHER INCREASE/DECREASE FROM SRI OVERSEAS PARTNERS	126,791.		
TOTAL TO FORM 990-PF, PART III, LINE 3	893,973.		

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
OTHER INCREASE/DECREASE FROM VEGAS SOUTH LP	1,142.
OTHER INCREASE/DECREASE FROM EQUINOX HHEP III LP	6,009.
OTHER INCREASE/DECREASE FROM EQUINOX HHEP II LP	4,795.
OTHER INCREASE/DECREASE FROM PRC HHEP II	1,053.
PRIOR YEAR 990PF TAX EXPENSE	816.
TO AGREE BOOK/TAX REPORTING DIFFERENCE - SALIENT TRUST	2,344.
TOTAL TO FORM 990-PF, PART III, LINE 5	16,159.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCKS	1,213,815.	1,395,099.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,213,815.	1,395,099.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MAJESTY I, LP	COST	4,007,570.	4,007,570.
INVESTMENT IN VEGA SOUTH, LP	COST	528,379.	528,379.
INVESTMENT IN EQUINOX HHEP II LP	COST	81,090.	81,090.
INVESTMENT IN ENDOWMENT FUND II, LP	COST	5,693,167.	5,693,167.
INVESTMENT IN HHEP III	COST	220,178.	220,178.
INVESTMENT IN PRC HHEP II	COST	189,745.	189,745.
INVESTMENT IN SRI OVERSEAS PARTNERS	COST	6,181,476.	6,181,476.
INVESTMENT IN TELEMUS INCOME	COST	393,948.	393,948.
INVESTMENT IN EAST SLOPE LP	COST	488,219.	488,219.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,783,772.	17,783,772.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM	5,850.	5,850.	0.
HP LASER JET	2,900.	2,900.	0.
COMPUTER EQUIPMENT	3,182.	3,181.	1.
XEROX WORKCENTER	12,845.	12,105.	740.
HP SERVER	9,194.	8,664.	530.
POWEREDGE FILE SERVER	3,239.	162.	3,077.
3 DELL OPTIPLEX WORKSTATIONS BACKUP & VIRTUALIZATION SOLUTION	4,065. 2,429.	203. 121.	3,862. 2,308.
FUJITSU OFFICE EQUIPMENT	877.	132.	745.
TOTAL TO FM 990-PF, PART II, LN 14	44,581.	33,318.	11,263.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE S. HAWN 33 CAMDEN CORPUS CHRISTI, TX 78412	PRESIDENT, CEO & DIRECTOR 15.00	56,892.	8,534.	0.
SUSAN G. HAWN YURAS 215 TAMERLAINE HOUSTON, TX 77024	V. P., CHAIRMAN & DIRECTOR 4.00	48,601.	7,467.	0.
NANCY HAWN 33 CAMDEN CORPUS CHRISTI, TX 78412	DIRECTOR 1.00	2,400.	0.	0.
SUSAN OHNMACHT 159 SABINE PORTLAND, TX 78374	ASST TREASURER/SECRETARY 36.00	73,171.	10,976.	0.
MICHAEL T. YURAS 215 TAMERLAINE HOUSTON, TX 77024	DIRECTOR 1.00	2,400.	0.	0.

CANDACE N. COUTINHO	DIRECTOR			
13842 HALYARD	1.00	2,400.	0.	0.
CORPUS CHRISTI, TX 78418				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

185,864.	26,977.	0.
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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	14
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRUCE S. HAWN
101 N. SHORELINE BLVD SUITE 602
CORPUS CHRISTI, TX 78401

TELEPHONE NUMBER

361-888-6485

FORM AND CONTENT OF APPLICATIONS

APPLICATION AND GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEB SITE OR BY MAILING REQUESTS TO FOUNDATION OFFICE.

ANY SUBMISSION DEADLINES

30 DAYS PRIOR TO BOD MEETINGS, WHICH GENERALLY ARE THE FIRST MONDAY OF MARCH, JUNE AND NOVEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

DISTRIBUTIONS ARE MADE ONLY TO TAX EXEMPT ORGANIZATIONS, PRIMARILY IN THE SOUTH TEXAS AREA.

EARL C SAMS FOUNDATION, INC GRANTS 2010

GRANTEE NAME & ADDRESS	RELATION SHIPS	FNDN STATUS	PURPOSE OF GRANT	AMOUNT
ARTS & CULTURE				
Art Center of Corpus Christi 100 Shoreline Boulevard Corpus Christi, TX 78401	N/A	Public	Building Maintenance Costs and MaintainFree Admission Policy	\$10,000.00
Coastal Bend Quilt and Needlework Guild PO Box 181074 Corpus Christi, TX 78480	N/A	Public	Quilt Show 2011	\$ 2,000.00
Corpus Christi Symphony Orchestra 555 N Carancahua, Tower II, Suite 410 Corpus Christi, TX 78401	N/A	Public	Operational Support for 2010-11 Season	\$ 5,000.00
Fryderyk Chopin Society of Texas, Inc 4610 Abner Drive Corpus Christi, TX 78411	N/A	Public	IX Sonatina and Sonata International Youth Piano Competition	\$ 8,000.00
South Texas Institute for the Arts 1902 North Shoreline Blvd Corpus Christi, TX 78401	N/A	Public	Exhibition: In Search of Norman Rockwell's America	\$ 5,000.00
South Texas Public Broadcasting System 4455 S.P.I.D. Suite 38 Corpus Christi, TX 78411-4481	N/A	Public	Educational Broadcast Services for South Texas teachers and students	\$15,000.00
TOTAL ARTS & CULTURE				\$45,000.00
CHURCHES/RELIGIOUS				
Messiah Ministries, Inc 2800 Tates Creek Rd Lexington, KY 40503	N/A	Public	General Operating Expenses	\$25,000.00
TOTAL CHURCHES/RELIGIOUS				\$25,000.00
CIVIC AND COMMUNITY				
Association of Small Foundations 1720 N Street NW Washington, DC 20036	N/A	Public	General Operating Support	\$ 5,000.00
Coastal Bend Community Foundation 600 Leopard, Suite 1716 Corpus Christi, TX 78473	N/A	Public	Coastal Bend Day of Giving	\$ 5,000.00
Corpus Christi Crime Stoppers, Inc P.O. Box 4287 Corpus Christi, TX 78469	N/A	Public	Safe Schools Program	\$ 8,000.00

Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	N/A	Public	2010 Membership Dues/General Operating Support	\$ 3,530.00
Friends of Seadrift Library PO Box 264 Seadrift, TX 77983	N/A	Public	Future Home of the Seadrift Branch Library	\$25,000.00
Goodwill Industries of South Texas 2961 S Port Avenue Corpus Christi, TX 78405	N/A	Public	WORK 2000 Program	\$ 5,000.00
The Harbor Children's Alliance and Victim Center 215 W Railroad Port Lavaca, TX 77979	N/A	Public	Operating Support	\$10,000.00
Second Baptist Church 6701 S Staples Corpus Christi, TX 78413	N/A	Public	2BC for School Supplies	\$ 5,000.00
Valley Initiative for Development and Advancement (VIDA) 1715 E Pike Blvd Weslaco, TX 78596-5026	N/A	Public	Expansion of Training Project for unemployed or underemployed	\$10,000.00
Warrior's Weekend 3603 Miori Lane Victoria, TX 77901	N/A	Public	Warrior's Weekend for 2010	\$10,000.00
TOTAL CIVIC AND COMMUNITY				\$86,530.00
EDUCATIONAL ORGANIZATIONS				
Calhoun County ISD – Port O'Connor Elementary School P.O. Box 687 Port O'Connor, TX 77982	N/A	Public	Playground Renovation – Phase III	\$ 37,000.00
Coastal Bend Community Foundation 600 Leopard St, Suite 1716 Corpus Christi, TX 78473	N/A	Public	CC Geological Society expansion for Ice Age Murals and Bones in Schools	\$ 5,000.00
Fireside Project, Inc. – Free to Be 510 Meandering Way Fairview, TX 75069	N/A	Public	Patriotism Education for Corpus Christi High Schools	\$ 7,000.00
Flour Bluff I.S.D. Foundation for Education Excellence 2505 Waldron Road Corpus Christi, TX 78418	N/A	Public	Summer Ocean Science and Hurricane Camp	\$ 5,000.00
Flour Bluff Independent School District 2505 Waldron Road Corpus Christi, TX 78418	N/A	Public	Livestock Scales/Ag Science & Technology Curriculum Program	\$ 1,900.00

Incarnate Word Academy 2920 South Alameda Corpus Christi, TX 78404-2733	N/A	Public	Annual Giving campaign	\$ 20,000.00
Junior Achievement of the Coastal Bend 615 N Upper Broadway, #618 Corpus Christi, TX 78477	N/A	Public	JA Programs Kindergarten- 12 th grade	\$ 3,000.00
London Parent-Teacher Organization 1306 FM 43, Route 3, Box 350 Corpus Christi, TX 78415	N/A	Public	New Playground & Fall Festival	\$ 3,500.00
San Antonio Youth Literacy (SAYL) 700 St. Mary's, Suite 210 San Antonio, TX 78205	N/A	Public	"Let's Read!"	\$ 5,000.00
Texas A&M University 6300 Ocean Drive, Unit 5741 Corpus Christi, TX 78412	N/A	Public	Wetland on Wheels Program	\$ 5,000.00
Trinity University One Trinity Place, Box 48 San Antonio, TX 78212-7200	N/A	Public	Summer Undergraduate Research	\$ 10,000.00
TOTAL EDUCATIONAL ORGANIZATIONS				\$102,400.00
ENVIRONMENTAL				
Audubon Texas 510 S Congress Ave #102 Austin, TX 78704	N/A	Public	Coastal Stewardship Program in the Coastal Bend	\$ 5,000.00
Citizens for Animal Protection 11925 Katy Freeway Houston, TX 77079	N/A	Public	Building a Brighter future for pets and people	\$ 25,000.00
Coastal Bend Community Foundation 600 Leopard, Suite 1716 Corpus Christi, TX 78463	N/A	Public	Rotary Club of Corpus Christi Harvey Weil Sportsman Conservationist Award Trust	\$ 10,000.00
The Nature Conservancy of Texas 200 E Grayson St, Suite 202 San Antonio, TX 78215	N/A	Public	Seagrass Conservation in the Upper Laguna Madre	\$ 25,000.00
Peewee's Pet Adoption World and Sanctuary, Inc 1307 Saratoga Corpus Christi, TX 78417	N/A	Public	Spaying/Neutering 2010	\$ 5,000.00
South Texas Botanical Gardens & Nature Center 8545 S Staples St Corpus Christi, TX 78413	N/A	Public	Modular Education Annex	\$ 15,000.00
Valley Zoological Society	N/A	Public	"Zoofari 2010" and expenses	\$ 10,000.00

500 Ringgold Brownsville, TX 78520					
Valley Zoological Society 500 Ringgold Brownsville, TX 78520	N/A	Public	ReNew the Zoo and Capital Campaign		\$175,000.00
Wildlife Rehab & Education 7007 Old Katy Rd Houston, TX 77024	N/A	Public	General Operating Expenses		\$ 5,000.00
TOTAL ENVIRONMENTAL					\$275,000.00
HEALTH AND HUMAN SERVICES					
American Heart Association Coastal Bend Region 500 N Shoreline Blvd – Suite 203N Corpus Christi, TX 78471	N/A	Public	Special Appeal for Cardiovascular Disease Research Funding Grants		\$ 10,000.00
Coastal Bend Alcohol and Drug Rehabilitation Center P.O. Box 4996 Corpus Christi, TX 78469-4996	N/A	Public	Matching funds: Dept of State Health Services		\$ 10,000.00
Comal County Senior Citizen's Foundation 655 Landa Street New Braunfels, TX 78130	N/A	Public	Money Management Program		\$ 5,000.00
Corpus Christi Hope House 630 and 658 Robinson Street Corpus Christi, TX 78404	N/A	Public	Homeless Shelter Program		\$ 11,000.00
Cystic Fibrosis Foundation Denver/Colorado Chapter 1355 S Colorado Blvd, Suite C200 Denver, CO 80222	N/A	Public	Cystic Fibrosis Research & Care		\$ 10,000.00
Driscoll Children's Hospital Development Foundation, Inc 3533 S Alameda St Corpus Christi, TX 78411	N/A	Public	Children's Cancer and Blood Disorders Center		\$ 35,000.00
Evelyn Grace Foundation P.O. Box 463 Seal Beach, CA 90740	N/A	Public	Evie's Bundles of Love		\$ 15,000.00
Food Bank of the Golden Crescent 3809 E Rio Grande Victoria, TX 77903	N/A	Public	Meeting Critical Needs		\$ 5,000.00
Foster Angels of South Texas P.O. Box 18863 Corpus Christi, TX 78480	N/A	Public	On-going assistance to foster children		\$ 5,000.00

Good Samaritan Rescue Mission 210 S Alameda St @ Kinney Street Corpus Christi, TX 78403	N/A	Public	Good Sam 203-bed Homeless Shelter and Diner	\$ 15,000.00
Mary McLeod Bethune Day Nursery, Inc 900 Kinney Avenue Corpus Christi, TX 78401	N/A	Public	Childcare for Homeless Children	\$10 ,000.00
Mission of Mercy, Inc P.O. Box 8341 Corpus Christi, TX 78401	N/A	Public	General Support	\$30,000.00
Prevent Child Abuse Texas 13740 Research Blvd, R-4 Austin, TX 78750	N/A	Public	Training Conference in Corpus Christi, TX	\$ 2,000.00
Rainbow House, Inc PO Box 34471 San Antonio, TX 78265	N/A	Public	Installation of Reclining Tub	\$ 7,500.00
Ronald McDonald House Charities of Corpus Christi 3402 Ft Worth St Corpus Christi, TX 78411	N/A	Public	Purifan Clean Air Program	\$10,000.00
Timon's Ministries 10501 SPID Corpus Christi, TX 78480	N/A	Public	General Support	\$ 10,000.00
TOTAL HEALTH & HUMAN SERVICES				\$190,500.00
YOUTH ORGANIZATIONS				
Big Brothers Big Sisters of South TX – Nueces Branch 4535 SPID, Suite 23 Corpus Christi, TX 78411	N/A	Public	Mentoring Program	\$ 10,000.00
Calhoun County Law Enforcement Assn 211 S Ann Street Port Lavaca, TX 77979	N/A	Public	Calhoun County Fair Concession Trailer	\$ 7,000.00
First United Methodist Church Boy Scouts of America Troop 243 814 N. San Antonio Street Port Lavaca, TX 77979	N/A	Public	Camping & Philmont Natl High Adventure Base Trip	\$ 12,000.00
The Miracle League of Corpus Christi PO Box 531 Corpus Christi, TX 78403	N/A	Public	Fields Phase I	\$ 20,000.00
Palmer Drug Abuse Program 3104 S Alameda Corpus Christi, TX 78404	N/A	Public	Younger Group Services	\$ 20,000.00

SpiritHorse Therapeutic Riding Center 1960 Post Oak Drive Corinth, TX 76210	N/A	Public	Disabilities Treatment Support & Expansion Project	\$ 10,000.00
Tennis Success, Inc P.O. Box 71647 Corpus Christi, TX 78467	N/A	Public	Youth Tennis Program	\$ 15,000.00
Young Life in Corpus Christi 5934 S. Staples, Suite 216 Corpus Christi, TX 78413	N/A	Public	Young Life in Corpus Christi	\$ 10,000.00
Youth Odyssey, Inc P.O. Box 331394 Corpus Christi, TX 78463	N/A	Public	Adventure Challenge Program/ Summer Leadership Camps	\$ 20,000.00
YWCA of Corpus Christi 4601 Corona Drive Corpus Christi, TX 78411	N/A	Public	Child Care Connection Scholarships	\$ 5,000.00
TOTAL YOUTH ORGANIZATIONS				\$129,000.00
TOTAL GRANTS GIVEN IN 2010				\$853,430.00

Tax Worksheet

(Tax Yr: 2010 Version: Client)

Tax ID: 741463151

Acct#: 769800

Account Name: EARL C. SAMS FOUNDATION, INC. AGENCY

Administrator: K.WALLING

Accountant:

State of Domicile: Texas

Closed Date:

Schedule D

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
Short Gain													
769800	SIMON PPTY GROUP	828806109	0.8094	12/18/2009	REINVEST	1/5/2010	2010	Short	63.26	61.10	2.16		
769800	TAUBMAN CENTERS	876664103	1,000.0000	9/24/2009	PURCHASE	3/10/2010	2010	Short	40,117.18	34,568.04	5,549.15		
769800	TAUBMAN CENTERS	876664103	300.0000	10/1/2009	PURCHASE	3/10/2010	2010	Short	12,035.16	10,074.21	1,960.95		
769800	TAUBMAN CENTERS	876664103	200.0000	2/3/2010	PURCHASE	3/10/2010	2010	Short	8,023.44	6,709.12	1,314.32		
769800	AVALON BAY COMMUNITIES	053484101	100.0000	1/20/2010	PURCHASE	4/13/2010	2010	Short	9,214.84	7,884.56	1,330.28		
769800	BRE PROPERTIES	05564E106	500.0000	10/28/2009	PURCHASE	4/13/2010	2010	Short	19,212.67	13,774.30	5,438.37		
769800	SIMON PPTY GROUP	828806109	21.0000	9/18/2009	PURCHASE	4/13/2010	2010	Short	1,813.21	1,395.91	417.30		
769800	SIMON PPTY GROUP	828806109	179.0000	10/2/2009	PURCHASE	4/13/2010	2010	Short	15,455.49	12,038.63	3,416.86		
769800	WEINGARTEN REALTY INVESTORS	948741103	1,300.0000	11/25/2009	PURCHASE	4/13/2010	2010	Short	30,706.64	24,606.01	6,100.63		
769800	PUBLIC STORAGE, INC.	74460D109	200.0000	2/4/2010	PURCHASE	4/13/2010	2010	Short	18,855.68	15,564.72	3,290.96		
769800	SOVRAN SELF STORAGE INC.	84610H108	500.0000	12/9/2009	PURCHASE	4/13/2010	2010	Short	17,449.70	16,559.80	889.90		
769800	VORNADO REALTY LP	929043602	1,000.0000	9/23/2009	PURCHASE	4/13/2010	2010	Short	25,219.57	25,000.00	219.57		
769800	DUKE REALTY CORP	264411729	1,000.0000	11/18/2009	PURCHASE	4/13/2010	2010	Short	22,659.61	19,061.40	3,598.21		
769800	PREFERRED SERIES M												
769800	SIMON PPTY GROUP	828806109	0.0000	9/18/2009	PURCHASE	4/13/2010	2010	Short	0.00	-50.66	50.66		
769800	SOVRAN SELF STORAGE INC.	84610H108	0.0000	12/9/2009	PURCHASE	4/13/2010	2010	Short	0.00	-43.87	43.87		
769800	SIMON PPTY	828806109	100.0000	10/2/2009	PURCHASE	4/14/2010	2010	Short	8,839.85	6,725.49	2,114.36		

Tax Worksheet

(Tax Yr: 2010 Version: Client)

Tax ID: 741463151

Acct#: 769800

Account Name: EARL C. SAMS FOUNDATION, INC. AGENCY

Administrator: K.WALLING

Accountant:

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
GROUP													
769800	AVALON BAY COMMUNITIES	053484101	200.0000	1/20/2010	PURCHASE	4/20/2010	2010	Short	18,367.81	15,769.12	2,598.69		
769800	AVALON BAY COMMUNITIES	053484101	100.0000	1/20/2010	PURCHASE	4/30/2010	2010	Short	10,455.57	7,884.56	2,571.01		
769800	BRE PROPERTIES	05564E106	500.0000	10/28/2009	PURCHASE	4/30/2010	2010	Short	20,852.50	13,774.30	7,078.20		
769800	EASTGROUP PROPERTIES, INC.	277276101	1,000.0000	1/7/2010	PURCHASE	4/30/2010	2010	Short	41,310.70	37,153.70	4,157.00		
769800	PUBLIC STORAGE, INC.	74460D109	300.0000	2/4/2010	PURCHASE	4/30/2010	2010	Short	29,336.45	23,347.08	5,989.37		
769800	SIMON PPTY GROUP	828806109	300.0000	10/2/2009	PURCHASE	4/30/2010	2010	Short	26,753.92	20,176.47	6,577.45		
769800	EASTGROUP PROPERTIES, INC.	277276101	0.0000	1/7/2010	PURCHASE	4/30/2010	2010	Short	0.00	-150.63	150.63		
769800	AVALON BAY COMMUNITIES	053484101	100.0000	1/20/2010	PURCHASE	6/10/2010	2010	Short	10,294.62	7,884.56	2,410.07		
769800	AVALON BAY COMMUNITIES	053484101	200.0000	1/22/2010	PURCHASE	6/10/2010	2010	Short	20,589.25	15,091.30	5,497.95		
769800	AVALON BAY COMMUNITIES	053484101	100.0000	2/4/2010	PURCHASE	6/10/2010	2010	Short	10,294.63	7,482.07	2,812.56		
769800	AVALON BAY COMMUNITIES	053484101	100.0000	6/2/2010	PURCHASE	6/10/2010	2010	Short	10,294.63	9,604.48	690.15		
769800	FEDERAL REALTY	313747206	0.0000	5/20/2010	PURCHASE	8/3/2010	2010	Short	0.00	-7.92	7.92		
769800	FEDERAL REALTY	313747206	300.0000	5/20/2010	PURCHASE	8/3/2010	2010	Short	24,270.19	20,718.57	3,551.62		
769800	TAUBMAN CENTERS	876664103	500.0000	5/20/2010	PURCHASE	8/4/2010	2010	Short	21,559.03	19,059.85	2,499.18		
769800	DOUGLAS EMMETT INC.	25960P109	1,000.0000	1/22/2010	PURCHASE	8/4/2010	2010	Short	16,270.02	14,265.70	2,004.32		
769800	TAUBMAN CENTERS	876664103	0.0000	5/20/2010	PURCHASE	8/4/2010	2010	Short	0.00	-8.67	8.67		
769800	DOUGLAS	25960P109	0.0000	1/22/2010	PURCHASE	8/4/2010	2010	Short	0.00	-300.00	300.00		

Tax Worksheet

(Tax Yr: 2010 Version: Client)

Tax ID: 741463151**Acct#:** 769800 **Account Name:** EARL C. SAMS FOUNDATION, INC. AGENCY**Administrator:** K.WALLING **Accountant:****State of Domicile:** Texas**Closed Date:**

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
EMMETT INC.													
769800	AVALON BAY COMMUNITIES	053484101	500.0000	6/23/2010	PURCHASE	9/3/2010	2010	Short	54,917.82	49,069.45	5,848.37		
									545,233.42	454,742.73	90,490.71		
Short Loss													
769800	STARWOOD PROPERTY TRUST	85571B105	2,000.0000	8/11/2009	PURCHASE	4/13/2010	2010	Short	37,681.36	39,555.56	-1,874.20		
769800	RETAIL OPPORTUNITY INVESTMENT	76131N101	5,000.0000	10/8/2009	PURCHASE	6/15/2010	2010	Short	47,619.69	52,241.00	-4,621.31		
									85,301.05	91,796.56	-6,495.51		
Long Gain													
769800	STARWOOD PROPERTY TRUST	85571B105	700.0000	8/11/2009	PURCHASE	10/13/2010	2010	Long	14,238.18	13,844.44	393.74		
769800	STARWOOD PROPERTY TRUST	85571B105	800.0000	8/20/2009	PURCHASE	10/13/2010	2010	Long	16,272.20	15,881.60	390.60		
769800	STARWOOD PROPERTY TRUST	85571B105	500.0000	8/18/2009	PURCHASE	10/13/2010	2010	Long	10,170.13	9,629.65	540.48		
									40,680.51	39,355.69	1,324.82		

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization EARL C. SAMS FOUNDATION, INC. & BRUCE S HAWN	Employer identification number 74-1463151
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 101 N. SHORELINE BLVD. SUITE 602	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CORPUS CHRISTI, TX 78401	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SUE OHNMACHT

- The books are in the care of ► **101 N. SHORELINE - STE 602 - CORPUS CHRISTI, TX 78401**
Telephone No ► **361-888-6485** FAX No. ► **361-884-4241**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2010** or
- ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 4,840.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 840.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 4,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)