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

2011

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

For calendar year 2011 or tax year beginning

, and ending

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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,019,159.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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		580.	580.		STATEMENT 1
4 Dividends and interest from securities		175,774.	164,738.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		88,868.			
b Gross sales price for all assets on line 6a		312,048.			
7 Capital gain net income (from Part IV, line 2)			88,868.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		210,094.	96,765.		STATEMENT 3
12 Total. Add lines 1 through 11		475,316.	350,951.		
13 Compensation of officers, directors, trustees, etc		186,183.	27,927.		158,256.
14 Other employee salaries and wages		47,250.	7,088.		40,162.
15 Pension plans, employee benefits		53,098.	7,965.		45,133.
16a Legal fees					
b Accounting fees		7,025.	1,054.		5,971.
c Other professional fees		7,947.	7,947.		0.
17 Interest					
18 Taxes		1,500.	530.		0.
19 Depreciation and depletion		6,859.	0.		
20 Occupancy		26,588.	3,988.		22,600.
21 Travel, conferences, and meetings		2,925.	439.		2,486.
22 Printing and publications					
23 Other expenses		306,265.	267,011.		38,801.
24 Total operating and administrative expenses. Add lines 13 through 23		645,640.	323,949.		313,409.
25 Contributions, gifts, grants paid		791,340.			791,340.
26 Total expenses and disbursements. Add lines 24 and 25		1,436,980.	323,949.		1,104,749.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<961,664.>			
b Net investment income (if negative, enter -0-)			27,002.		
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		25.	64,524.	64,524.
	2	Savings and temporary cash investments		3,114,761.	2,134,075.	2,134,075.
	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		840.	1,000.	1,000.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 10	1,213,815.	1,265,274.	1,265,274.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11	17,783,772.	17,541,920.	17,541,920.	
	14	Land, buildings, and equipment: basis ▶ 52,543.				
		Less: accumulated depreciation STMT 12 ▶ 40,177.	11,263.	12,366.	12,366.	
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	22,124,476.	21,019,159.	21,019,159.	
	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	22,124,476.	21,019,159.		
30	Total net assets or fund balances	22,124,476.	21,019,159.			
31	Total liabilities and net assets/fund balances	22,124,476.	21,019,159.			

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	22,124,476.
2	Enter amount from Part I, line 27a	2	<961,664.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	126,070.
4	Add lines 1, 2, and 3	4	21,288,882.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	269,723.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,019,159.

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 312,048.		292,876.	88,868.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			88,868.	
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>		88,868.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<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))
2010	1,163,315.	21,887,273.	.053150
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
2 Total of line 1, column (d)			2 .261652
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .052330
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 21,827,470.
5 Multiply line 4 by line 3			5 1,142,232.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 270.
7 Add lines 5 and 6			7 1,142,502.
8 Enter qualifying distributions from Part XII, line 4			8 1,104,749.

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.

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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 2011 estimated tax payments and 2010 overpayment credited to 2011

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 2012 estimated tax

460. Refunded

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

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 2011 or the taxable year beginning in 2011 (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 X

5 X

6 X

7 X

8b X

9 X

10 X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ECSAMS.ORG</u>	13	X	
14	The books are in care of ► <u>SUE OHNMACHT</u> Telephone no. ► <u>361-888-6485</u> Located at ► <u>101 N. SHORELINE - STE 602, CORPUS CHRISTI, TX</u> ZIP+4 ► <u>78401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	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		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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)		X
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 2011?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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		186,183.	26,848.	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	282,422.
b	Average of monthly cash balances	1b	2,701,671.
c	Fair market value of all other assets	1c	19,175,775.
d	Total (add lines 1a, b, and c)	1d	22,159,868.
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	22,159,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	332,398.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,827,470.
6	Minimum investment return. Enter 5% of line 5	6	1,091,374.

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	1,091,374.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	540.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	540.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,090,834.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,090,834.
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	1,090,834.

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	1,104,749.
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	1,104,749.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,104,749.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,090,834.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			775,077.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,104,749.				
a Applied to 2010, but not more than line 2a			775,077.	
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 2011 distributable amount				329,672.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				761,162.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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:

EARL C. SAMS FOUNDATION, INC.

Form 990-PF (2011)

§BRUCE S HAWN

74-1463151 Page 11

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 ATTACHED LIST 101 N SHORELINE BLVD SUITE 602 CORPUS CHRISTI, TX 78401	NONE		SEE ATTACHED LIST	791,007.
PASS THRU FROM VEGA SOUTH, LP 800 N. SHORELINE BLVD SUITE 2000 CORPUS CHRISTI, TX 78401	NONE		CHARITABLE CONTRIBUTION MADE AT PARTNERSHIP LEVEL	229.
PASS THRU FROM EQUINOX HHEP III, LP 800 N. SHORELINE BLVD SUITE 2000 CORPUS CHRISTI, TX 78401	NONE		CHARITABLE CONTRIBUTION MADE AT PARTNERSHIP LEVEL	104.
Total			3a	791,340.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

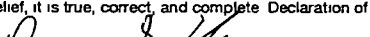
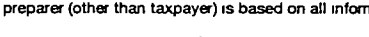
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- | b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee				_____ Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name JULIE BUCKLEY		Preparer's signature 		Date 7/26/12	Check <input type="checkbox"/> if self-employed	PTIN P00941881
	Firm's name ► BUCKLEY & ASSOCIATES, P.C.					Firm's EIN ► 74-2611776	
	Firm's address ► 101 N. SHORELINE - SUITE 500 CORPUS CHRISTI, TX 78401					Phone no. 361-883-1871	

Form **990-PF** (2011)

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 SHORT TERM CAPITAL GAINS FROM PASS THROUGH ENT				
b NET LONG TERM CAPITAL GAINS FROM PASS THROUGH ENT				
c SHORT TERM GAIN HPO FORM 1099				
d LONG TERM GAIN HPO FORM 1099				
e LONG TERM GAIN SALIENT TRUST FORM 1099				
f SHORT TERM GAIN SALIENT TRUST FORM 1099				
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
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			36,969.
b			32,727.
c 12,185.		13,324.	<1,139.>
d 54,715.		53,818.	897.
e 241,672.		225,734.	15,938.
f 46.			46.
g 3,430.			3,430.
h			
i			
j			
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			36,969.
b			32,727.
c			<1,139.>
d			897.
e			15,938.
f			46.
g			3,430.
h			
i			
j			
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	88,868.
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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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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
5	TELEPHONE SYSTEM	070901	200DB	5.00	17	5,850.			5,850.	5,850.		0.
6	HP LASER JET	090601	200DB	5.00	17	2,900.			2,900.	2,900.		0.
7	COMPUTER EQUIPMENT	093004	200DB	5.00	17	3,182.		1,591.	1,591.	1,590.		0.
9	XEROX WORKCENTER	020906	200DB	5.00	17	12,845.			12,845.	12,105.		740.
10	HP SERVER POWEREDGE FILE	012406	200DB	5.00	17	9,194.			9,194.	8,664.		530.
11	SERVER 3 DELL OPTIPLEX	100610	200DB	5.00	17	3,239.			3,239.	162.		1,231.
12	WORKSTATIONS	100610	200DB	5.00	17	4,065.			4,065.	203.		1,545.
13	BACKUP & VIRTUALIZATION SOLUTION	100610	200DB	5.00	17	2,429.			2,429.	121.		923.
14	FUJITSU OFFICE EQUIPMENT	080510	200DB	5.00	17	877.			877.	132.		298.
25	TELEPHONE SYSTEM	021411	200DB	5.00	19B	7,962.			7,962.			1,592.
	* TOTAL 990-PF PG 1 DEPR					52,543.		1,591.	50,952.	31,727.	0.	6,859.

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

SOURCE	AMOUNT
AMERICAN BANK	39.
FIRST CLEARING	541.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	580.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHILTON REIT	17,239.	1,531.	15,708.
EAST SLOPE LP	3,210.	0.	3,210.
ENDOWMENT EXEMPT OP FUND	39,140.	0.	39,140.
EQUINOX HHEP II LP	16.	0.	16.
FIRST CLEARING	4,650.	0.	4,650.
MAJESTY I, LP	89,299.	0.	89,299.
PRC HHEP II	4.	0.	4.
SALIENT MLP FUND	2,377.	0.	2,377.
SALIENT TRUST	22,876.	1,899.	20,977.
TEXAS MUTUAL INSURANCE	347.	0.	347.
VEGA SOUTH LP	46.	0.	46.
TOTAL TO FM 990-PF, PART I, LN 4	179,204.	3,430.	175,774.

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	<3,326.>	<3,326.>	
FROM SCHEDULE K-1 MAJESTY I, L.P.			
OTHER INCOME	76,207.	76,207.	
FROM SCHEDULE K-1 VEGA SOUTH LP NET			
UBTI	42,359.	0.	
FROM SCHEUDLE K-1 EQUINOX HHEP II			
LP NET UBTI	93,778.	0.	
FROM SCHEDULE K-1 EQUINOX HHEP II			
LP NET OTHER INCOME	31,841.	31,841.	
FROM SCHEDULE K-1 PRC HHEP II LP			
NET UBTI	17,955.	0.	

FROM SCHEUDLE K-1 EAST SLOPE LP		
NET OTHER INCOME	10.	10.
FROM SCHEDULE K-1 EQUINOX HHEP III		
LP NET UBTI	<56,467.>	0.
FROM SCHEDULE K-1 EQUINOX HHEP II		
LP	1,066.	1,066.
FROM SCHEDULE K-1 PRC HHEP II LP	234.	234.
FROM SCHEDULE K-1 MAJESTY I, LP NET		
UBTI	10,928.	0.
FROM SCHEUDLE K-1 MAJESTY I, LP	141.	141.
FROM SCHEUDLE K-1 EQUINOX HHEP III		
LP	20,513.	20,513.
FROM SCHEUDLE K-1 SALIENT MLP FUND		
LP	125.	125.
FROM SCHEDULE K-1 PRC HHEP II NET		
OTHER INCOME	6,971.	6,971.
FROM SCHEUDLE K-1 SALIENT MLP FUND		
LP UBTI	4,822.	0.
FROM SCHEDULE K-1 SALIENT MLP FUND		
LP NET OTHER INCOME	<23,718.>	<23,718.>
FROM SCHEDULE K-1 EAST SLOPE LP NET		
UBTI	<46.>	0.
FROM SCHEDULE K-1 EAST SLOPE LP	<13,012.>	<13,012.>
FROM SCHEDULE KK-1 VEGA SOUTH OTHER		
INCOME	<287.>	<287.>
TOTAL TO FORM 990-PF, PART I, LINE 11	210,094.	96,765.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,025.	1,054.		5,971.
TO FORM 990-PF, PG 1, LN 16B	7,025.	1,054.		5,971.

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	7,947.	7,947.		0.
TO FORM 990-PF, PG 1, LN 16C	7,947.	7,947.		0.

FORM 990-PF	TAXES	STATEMENT	6
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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	491.	491.		0.
INCOME TAX	970.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,500.	530.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	3,175.	476.		2,699.
INSURANCE	31,530.	4,730.		26,800.
TELEPHONE	3,696.	554.		3,142.
BUSINESS MEALS	907.	68.		386.
OFFICE	6,746.	1,011.		5,735.
BANK CHARGES	45.	6.		39.
NET INVESTMENT EXPENSE FROM PASS THRU ENTITIES	260,166.	260,166.		0.
TO FORM 990-PF, PG 1, LN 23	306,265.	267,011.		38,801.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
OTHER INCREASE/DECREASE FROM TELEMUS INCOME OPPORTUNITY FUND, LP	69,415.
OTHER INCREASE/DECREASE FROM SRI OVERSEAS PARTNERS	56,655.
TOTAL TO FORM 990-PF, PART III, LINE 3	126,070.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
OTHER INCREASE/DECREASE FROM MAJESTY I, LP	27,898.
OTHER INCREASE/DECREASE FROM VEGAS SOUTH LP	763.
OTHER INCREASE/DECREASE FROM ENDOWMENT EXEMPT QP FUND II, LP	223,002.
OTHER INCREASE/DECREASE FROM EQUINOX HHEP III LP	7,322.
OTHER INCREASE/DECREASE FROM EQUINOX HHEP II LP	8,804.
OTHER INCREASE/DECREASE FROM PRC HHEP II	1,934.
TOTAL TO FORM 990-PF, PART III, LINE 5	269,723.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCKS	1,265,274.	1,265,274.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,265,274.	1,265,274.

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	4,012,532.	4,012,532.
INVESTMENT IN VEGA SOUTH, LP	COST	542,224.	542,224.
INVESTMENT IN EQUINOX HHEP II LP	COST	77,247.	77,247.
INVESTMENT IN ENDOWMENT FUND II, LP	COST	5,472,737.	5,472,737.
INVESTMENT IN HHEP III	COST	247,192.	247,192.
INVESTMENT IN PRC HHEP II	COST	188,905.	188,905.

INVESTMENT IN SRI OVERSEAS PARTNERS	COST	6,238,152.	6,238,152.
INVESTMENT IN TELEMUS INCOME	COST	462,409.	462,409.
INVESTMENT IN EAST SLOPE LP	COST	300,522.	300,522.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,541,920.	17,541,920.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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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.	12,845.	0.
HP SERVER	9,194.	9,194.	0.
POWEREDGE FILE SERVER	3,239.	1,393.	1,846.
3 DELL OPTIPLEX WORKSTATIONS	4,065.	1,748.	2,317.
BACKUP & VIRTUALIZATION SOLUTION	2,429.	1,044.	1,385.
FUJITSU OFFICE EQUIPMENT	877.	430.	447.
TELEPHONE SYSTEM	7,962.	1,592.	6,370.
TOTAL TO FM 990-PF, PART II, LN 14	52,543.	40,177.	12,366.

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

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	48,411.	7,262.	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	73,680.	11,052.	0.
MICHAEL T. YURAS 215 TAMERLAINE HOUSTON, TX 77024	DIRECTOR 1.00	2,400.	0.	0.
CANDACE N. COUTINHO 13842 HALYARD CORPUS CHRISTI, TX 78418	DIRECTOR 1.00	2,400.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		186,183.	26,848.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

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 2011

GRANTEE NAME & ADDRESS	RELATION SHIPS	FNDN STATUS	PURPOSE OF GRANT	AMOUNT
ARTS & CULTURE				
Fryderyk Chopin Society of Texas, Inc 4610 Abner Drive Corpus Christi, TX 78411	N/A	Public	Youth Piano Competition	\$ 8,000.00
South Texas Institute for the Arts 1902 North Shoreline Blvd Corpus Christi, TX 78401	N/A	Public	Museum fundraiser	\$ 5,000.00
TOTAL ARTS & CULTURE				\$ 13,000.00
CHURCHES/RELIGIOUS				
Fannie Bluntzer Nason Renewal Center, Inc (dba Spirit Center) 2930 South Alameda Corpus Christi, TX 78404	N/A	Public	Spirit Center Fundraising	\$ 5,000.00
Messiah Ministries, Inc 2800 Tates Creek Rd Lexington, KY 40503	N/A	Public	General Operating Expenses	\$ 25,000.00
TOTAL CHURCHES/RELIGIOUS				\$ 30,000.00
CIVIC AND COMMUNITY				
Calhoun County Senior Citizens Assn, Inc 2104 W Austin Street Port Lavaca, TX 77979	N/A	Public	Transportation Program	\$ 10,000.00
Coastal Bend Community Foundation 600 Leopard, Suite 1716 Corpus Christi, TX 78473	N/A	Public	Coastal Bend Day of Giving	\$ 10,000.00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	N/A	Public	2011 Membership Dues/General Operating Support	\$ 2,890.00
Good Samaritan Community Services 1600 Saltillo Street San Antonio, TX 78207	N/A	Public	Corpus Christi Summer Youth Enrichment Program	\$ 5,000.00
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	N/A	Public	General Support	\$ 15,000.00

Port Lavaca, TX 77979						
Nueces County Children's Advocacy Center, Inc 502 McClendon Street Corpus Christi, TX 78404	N/A	Public	CAC Capital Campaign			\$ 15,000.00
The Salvation Army 521 Josephine Street Corpus Christi, TX 78403	N/A	Public	Bridge for Families			\$ 10,000.00
Warrior's Weekend 3603 Miori Lane Victoria, TX 77901	N/A	Public	Warrior's Weekend V			\$ 15,000.00
TOTAL CIVIC AND COMMUNITY						\$ 87,890.00
EDUCATIONAL ORGANIZATIONS						
Citizens for Educational Excellence, Inc 4602 Ocean Dr, PO Box 261125 Corpus Christi, TX 78426	N/A	Public	Coastal B end Partners for College and Career Readiness program			\$ 5,000.00
Incarnate Word Academy 2920 South Alameda Corpus Christi, TX 78404-2733	N/A	Public	Annual Giving Campaign			\$ 10,000.00
It's Your Life Foundation 613 Elizabeth St, #813 Corpus Christi, TX 78404	N/A	Public	AntE-Tobacco & kNIGHTS program			\$ 10,000.00
London Parent-Teacher Organization 1306 FM 43, Route 3, Box 350 Corpus Christi, TX 78415	N/A	Public	London School Playground sun Shade Project			\$ 4,600.00
Texas A&M University 6300 Ocean Drive, Unit 5741 Corpus Christi, TX 78412	N/A	Public	TAMU-CC Unmanned Systems Initiative (USI)			\$ 20,000.00
TOTAL EDUCATIONAL ORGANIZATIONS						\$ 49,600.00
ENVIRONMENTAL						
Audubon Texas 510 S Congress Ave #102 Austin, TX 78704	N/A	Public	Coastal stewardship Program in the Coastal Bend			\$ 5,000.00
Corpus Christi Mustangs 719 S Shoreline, Suite 302 Corpus Christi, TX 78401	N/A	Public	Zoofari 2011 – Fundraiser “Cook”			\$ 5,000.00
North American Butterfly Assn 4 Delaware Road Morristown, NJ 07960	N/A	Public	Operating Support			\$ 20,000.00
Peewee's Pet Adoption World and Sanctuary, Inc	N/A	Public	Spaying/Neutering 2011			\$ 5,000.00

1307 Saratoga Corpus Christi, TX 78417					
South Texas Botanical Gardens & Nature Center	N/A	Public		Moonlight in the Gardens 2011 fundraiser	\$ 5,000.00
8545 S Staples St Corpus Christi, TX 78413					
Texas State Aquarium 2710 N Shoreline Corpus Christi, TX 78402-1097	N/A	Public		SeaLab Bird Rehabilitation Renovation	\$ 25,000.00
Valley Zoological Society 500 Ringgold Brownsville, TX 78520	N/A	Public		"Zoofari 2011" and expenses and Mobile unit replacement	\$ 22,617.00
Valley Zoological Endowment 500 Ringgold Brownsville, TX 78520	N/A	Public		ReNew the Zoo and Capital Campaign	\$100,000.00
Wildlife Rehab & Education 7007 Old Katy Rd Houston, TX 77024	N/A	Public		General Operating Expenses	\$ 10,000.00
TOTAL ENVIRONMENTAL					\$197,617.00
HEALTH AND HUMAN SERVICES					
American Heart Association, Coastal Bend Region 500 N Shoreline Blvd – Suite 203N Corpus Christi, TX 78471	N/A	Public		AHA 2012 Special Appeal for Cardiovascular Disease Research	\$ 10,000.00
Camp Aranzazu 5420 FM 1781 Rockport, TX 78382	N/A	Public		Cabin	\$ 25,000.00
Christus Spohn Development Foundation 600 Elizabeth Street Corpus Christi, TX 78404-2235	N/A	Public		Neuro-Interventional Hybrid Suite	\$ 25,000.00
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
Coastal Bend Kidney Foundation P.O. Box 9172 Corpus Christi, TX 78469	N/A	Public		Pediatric Nephrology Program	\$ 15,000.00
Comal County Senior Citizen's Foundation 655 Landa Street New Braunfels, TX 78130	N/A	Public		Money Management Program	\$ 7,500.00
Corpus Christi Hope House 630 and 658 Robinson Street	N/A	Public		Homeless Shelter Program	\$ 10,000.00

Corpus Christi, TX 78404					
Corpus Christi Pregnancy Resource Center 4730 Everhart Rd	N/A	Public	Operating Expenses		\$ 7,500.00
Corpus Christi, TX 78411					
Cystic Fibrosis Foundation Denver/Colorado Chaper 1355 S Colorado Blvd, Suite C200 Denver, CO 80222	N/A	Public	Cystic Fibrosis Research and Care		\$ 20,000.00
Driscoll Children's Hospital Dev Fndn, Inc 3533 S Alameda St	N/A	Public	Skeet Shoot fundraiser Emergency Services Expansion and Renovation		\$ 2,500.00 \$100,000.00
Corpus Christi, TX 78411					
Foster Angels of South Texas P.O. Box 18863	N/A	Public	On-going assistance to foster children		\$ 25,000.00
Corpus Christi, TX 78480					
Good Samaritan Rescue Mission 210 S Alameda St @ Kinney Street	N/A	Public	Good Sam 203-bed Homeless Shelter and Diner		\$ 15,000.00
Corpus Christi, TX 78403					
Mary McLeod Bethune Day Nursery, Inc 900 Kinney Avenue	N/A	Public	Childcare for Homeless Children		\$ 10,400.00
Corpus Christi, TX 78401					
Mission of Mercy, Inc P.O. Box 8341	N/A	Public	General Support-Texas only		\$ 25,000.00
Corpus Christi, TX 78401					
Mother Teresa Shelter, Inc 513 Sam Rankin Street	N/A	Public	Case Management & Therapeutic Services for the homeless		\$ 15,000.00
Corpus Christi, TX 78401					
National Multiple Sclerosis Society 8111 N Stadium Drive - Suite 130 Houston, TX 77054	N/A	Public	2011 Walk MS: Corpus Christi		\$ 10,000.00
Rio Grande Children's Home 3780 N Bentsen Palm Drive Mission, TX 78574	N/A	Public	Activities and Personal Care Items		\$ 11,000.00
Timon's Ministries 10501 SPID	N/A	Public	General Support		\$ 20,000.00
Corpus Christi, TX 78480					
TOTAL HEALTH & HUMAN SERVICES					\$363,900.00
YOUTH ORGANIZATIONS					
Aransas Pass for Youth, Inc 130 N Goodnight Street Aransas Pass, TX 78336	N/A	Public	2011 Summer Camp		\$ 1,500.00
Big Brothers Big Sisters Coastal Bend 4535 SPID, Suite 23	N/A	Public	Mentoring Programs		\$ 12,500.00

Corpus Christi, TX 78411					
Hardhead Derby 33 Seakist Road Port Lavaca, TX 77979	N/A	Public	10 th Annual Hardhead Derby Fishing Tournament		\$ 15,000.00
The Miracle League of Corpus Christi P.O. Box 531	N/A	Public	On-going programs		\$ 10,000.00
Corpus Christi, TX 78403 Young Life –Greater Houston Region 900 Town and Country, Suite 302 Houston, TX 77024	N/A	Public	Campership: Camp Scholarships		\$ 10,000.00
TOTAL YOUTH ORGANIZATIONS					\$ 49,000.00
TOTAL GRANTS GIVEN IN 2011					\$791,007.00

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 ☒ **X**
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. EARL C. SAMS FOUNDATION, INC. %BRUCE S HAWN	Employer identification number (EIN) or <input checked="" type="checkbox"/> 74-1463151
	Number, street, and room or suite no. If a P.O. box, see instructions. 101 N. SHORELINE BLVD. SUITE 602	Social security number (SSN) <input type="checkbox"/>
	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)

0 4

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	01	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

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- 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, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** 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	\$	498.
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	\$	1,000.
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	\$	0.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)