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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 06/01/11 **, and ending** 05/31/12

Name of foundation: HELEN H. WILLIS CHARITABLE TRUST

A Employer identification number: 74-6391308

Number and street (or P O box number if mail is not delivered to street address): 600 LEOPARD ST., STE. 2000 Room/suite

B Telephone number (see instructions): 361-882-7001

City or town, state, and ZIP code: CORPUS CHRISTI TX 78401

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 486,908

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	6	6		
4	Dividends and interest from securities	16,988	16,988		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-36,692			
b	Gross sales price for all assets on line 6a 80,147				
7	Capital gain net income (from Part IV, line 2)		50		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	10	10		
12	**Total.** Add lines 1 through 11	-19,688	17,054	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	7,000	1,750	5,250	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) Stmt 3	10,425	2,606		7,819
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 4	270	67		203
24	**Total operating and administrative expenses.** Add lines 13 through 23	17,695	4,423	5,250	8,022
25	Contributions, gifts, grants paid	21,000			21,000
26	**Total expenses and disbursements.** Add lines 24 and 25	38,695	4,423	5,250	29,022
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-58,383			
b	**Net investment income** (if negative, enter -0-)		12,631		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	233,666	197,667	197,667
	2	Savings and temporary cash investments			
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	619	493	493
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 5	248,007	225,623	288,745
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 6	3	3	3
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	482,295	423,786	486,908
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	482,295	423,786	
	30	**Total net assets or fund balances** (see instructions)	482,295	423,786	
	31	**Total liabilities and net assets/fund balances** (see instructions)	482,295	423,786	

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	482,295
2	Enter amount from Part I, line 27a	2	-58,383
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	423,912
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	126
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	423,786

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	WELLS FARGO			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	50			50
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				50
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 50

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 **3**

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	22,137	495,723	0.044656
2009	28,887	498,244	0.057978
2008	32,239	582,602	0.055336
2007	27,214	594,690	0.045762
2006	28,211	582,736	0.048411

2	**Total** of line 1, column (d)	2	0.252143
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050429
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	508,630
5	Multiply line 4 by line 3	5	25,650
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	126
7	Add lines 5 and 6	7	25,776
8	Enter qualifying distributions from Part XII, line 4	8	29,022

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

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	1	126
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	126
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	126
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 619		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	619
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** *If the total of lines 5 and 8 is more than line 7, enter* **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	493
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 493 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
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	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT C. FANCHER Telephone no ▶ 361-882-7001
600 LEOPARD ST,, STE #2000
Located at ▶ 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 |

			Yes	No
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?	16		X
	See 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.

				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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
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			
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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		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)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT C FANCHER CORPUS CHRISTI 600 LEOPARD STREET, SUITE 2000 TX 78401	TRUSTEE 1.00	7,000	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total *number of others receiving over $50,000 for professional services* ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	283,489
b	Average of monthly cash balances		1b	232,887
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	516,376
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	516,376
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	7,746
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	508,630
6	**Minimum investment return.** Enter 5% of line 5		6	25,432

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	25,432
2a	Tax on investment income for 2011 from Part VI, line 5	2a 126		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	126
3	Distributable amount before adjustments Subtract line 2c from line 1		3	25,306
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	25,306
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	25,306

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	29,022
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	29,022
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	126
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,896

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				25,306
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			20,603	
b	Total for prior years 20____ , 20____ , 20____				
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				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 29,022				
a	Applied to 2010, but not more than line 2a			20,603	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				8,419
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				16,887
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
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)

1a 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [X] 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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 Statement 8				21,000
Total			▶ 3a	21,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6	
4 Dividends and interest from securities			14	16,988	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	10	
8 Gain or (loss) from sales of assets other than inventory			14	-36,692	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-19,688	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -19,688

(See worksheet in line 13 instructions to verify calculations)

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

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

DAA

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
MCCAUGHAN CHARITABLE	501(C)(3)	COMMON TRUSTEE

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 instructions)? ☐ Yes ☐ No

Robert Fancher CPA — Signature of officer or trustee | 2/28/13 — Date | TRUSTEE — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Sheila Kerls, CPA	Sheila Kerls, CPA	02/27/13	
Firm's name ▶ Fancher & Company		PTIN	P01060826
Firm's address ▶ 600 Leopard St Ste 2000		Firm's EIN ▶	
Corpus Christi, TX 78401-0462		Phone no	361-882-7001

DAA

February 14, 2013

Realized Gains/Losses 2012 Year-to-Date

Helen Willis Charitable Trust (Wells Fargo)

Security		Buy Date	Sell Date	Shares Sold	Proceeds	Cost Basis	Adjustment	Short-term	Long-term
NAI	AGIC International & Premium	08/26/2010	05/23/2012	100.00	920	2,248	0		(1,328)
NAI	AGIC International & Premium	08/26/2010	05/23/2012	100 00	920	1,080	0		(160)
NCV	AGIC Convertible & Income Fı	08/26/2010	05/23/2012	160 00	1,318	2,220	0		(902)
NCV	AGIC Convertible & Income Fı	08/26/2010	05/23/2012	140 00	1,153	808	0		345
NCZ	AGIC Convertible & Income F(	08/26/2010	05/23/2012	170 00	1,291	2,242	0		(951)
NCZ	AGIC Convertible & Income Fı	08/26/2010	05/23/2012	130.00	987	723	0		264
LCM	Advent/Claymore Enhanced G	05/01/2008	05/23/2012	100 00	880	1,589	0		(709)
LCM	Advent/Claymore Enhanced G	05/01/2008	05/23/2012	40 00	352	633	0		(281)
AOD	Alpine Total Dynamic Dividen(	05/01/2008	05/23/2012	130 00	502	2,316	0		(1,814)
AOD	Alpine Total Dynamic Dividenc	10/08/2008	05/23/2012	120 00	464	831	0		(367)
AGD	Alpine Global Dynamic Divide	05/01/2008	05/23/2012	110 00	546	2 254	0		(1,708)
AGD	Alpine Global Dynamic Divide	10/08/2008	05/23/2012	140 00	694	1,009	0		(315)
XBOEX	Blackrock Global Opportunitie	05/01/2008	05/23/2012	85 00	1,040	2,305	0		(1,265)
XBOEX	Blackrock Global Opportunitie	07/28/2009	05/23/2012	220 00	2,692	5,567	0		(2,875)
XCIIX	Blackrock Enhanced Capital a	05/01/2008	05/23/2012	110.00	1,335	2,207	0		(872)
XCIIX	Blackrock Enhanced Capital a	11/04/2008	05/23/2012	403 00	4,889	6,695	0		(1,806)
BDJ	Blackrock Enhanced Dividend	05/01/2008	05/23/2012	190 00	1,284	2,284	0		(1,000)
XBGYX	Blackrock International Growtl	05/01/2008	05/23/2012	130.00	864	2,275	0		(1,411)
XBGYX	Blackrock International Growtl	10/08/2008	05/23/2012	120.00	797	1,113	0		(316)
CHY	Calamos Convertible and High	05/01/2008	05/23/2012	150.00	1,726	2,259	0		(533)
CHW	Calamos Global Dynamic Inco	05/01/2008	05/23/2012	180 00	1,360	2,278	0		(918)
CHW	Calamos Global Dynamic Inco	10/08/2008	05/23/2012	120.00	907	704	0		203
CREEX	Columbia Fds SRS TR 1 Rea	04/28/2011	05/23/2012	103 349	1,422	2,273	0		(851)
CREEX	Columbia Fds SRS TR 1 Rea	04/28/2011	05/23/2012	95 399	1,312	927	0		385
GOF	Guggenheim Strategic Opport	05/01/2008	05/23/2012	130 00	2,644	2,259	0		385
GOF	Guggenheim Strategic Opport	10/08/2008	05/23/2012	120.00	2,441	1,232	0		1,209
EDD	Morgan Stanley Emerging Mai	05/01/2008	05/23/2012	120 00	1,749	2,212	0		(463)
ETB	Eaton Vance Tax-Managed Bı	05/01/2008	05/23/2012	125.00	1,523	2,245	0		(722)
XETVX	Eaton Vance Tax Managed Bı	05/01/2008	05/23/2012	130.00	1,518	2,281	0		(763)
XETVX	Eaton Vance Tax Managed Bı	10/08/2008	05/23/2012	120 00	1,401	1,184	0		217
XETWX	Eaton Vance Tax Managed Gl	05/01/2008	05/23/2012	130.00	1,278	2,291	0		(1,013)
XETWX	Eaton Vance Tax Managed Gl	10/08/2008	05/23/2012	120 00	1,180	1,137	0		43
ETY	Eaton Vance Tax-Managed Dı	05/01/2008	05/23/2012	130.00	1,082	2,267	0		(1,185)
ETY	Eaton Vance Tax-Managed Dı	10/08/2008	05/23/2012	120.00	999	1,211	0		(212)
EXG	Eaton Vance Tax-Managed Gl	05/01/2008	05/23/2012	130 00	983	2,301	0		(1,318)
EXG	Eaton Vance Tax-Managed Gl	10/08/2008	05/23/2012	120.00	908	1,138	0		(230)
XFFAX	First Trust Enhanced Equity In	05/01/2008	05/23/2012	140.00	1,519	2,214	0		(695)
XFFAX	First Trust Enhanced Equity In	10/08/2008	05/23/2012	110.00	1,194	1,064	0		130
GPM	Guggenheim Enhanced Equity	06/22/2010	05/23/2012	150 00	1,273	2,268	0		(995)
IGD	ING Global Equity Dividend ar	05/01/2008	05/23/2012	125 00	1,048	2,249	0		(1,201)
IGD	ING Global Equity Dividend ar	10/08/2008	05/23/2012	125.00	1,048	1,119	0		(71)
IGA	ING Global Advantage and Pr	05/01/2008	05/23/2012	130.00	1,341	2,288	0		(947)
IGA	ING Global Advantage and Pr	10/08/2008	05/23/2012	120 00	1,238	1,169	0		69
VTA	Invesco Van Kampen Dynami	06/01/2010	05/23/2012	135.00	1,492	2,215	0		(723)

February 14, 2013

Realized Gains/Losses 2012 Year-to-Date

Helen Willis Charitable Trust (Wells Fargo)

Security		Buy Date	Sell Date	Shares Sold	Proceeds	Cost Basis	Adjustment	Short-term	Long-term
MSP	Madison Strategic Sector Prer	05/01/2008	05/23/2012	100 00	1,047	1,622	0		(575)
MSP	Madison Strategic Sector Prer	05/01/2008	05/23/2012	40 00	419	646	0		(227)
JGT	Nuveen Multi-Currency Short	05/01/2008	05/23/2012	125 00	1,495	2,279	0		(784)
JPZ	Nuveen Equity Premium Incon	05/01/2008	05/23/2012	135.00	1,499	2,247	0		(748)
JSN	Nuveen Equity Premium Oppc	05/01/2008	05/23/2012	130 00	1,460	2,208	0		(748)
JLA	Nuveen Equity Premium Adva	05/01/2008	05/23/2012	130.00	1,467	2,184	0		(717)
XJPCX	Nuveen Multi-Strategy Income	05/01/2008	05/23/2012	200 00	1,667	2,242	0		(575)
XJPCX	Nuveen Multi-Strategy Income	10/08/2008	05/23/2012	100 00	833	479	0		354
JFP	Nuveen Tax-Advantaged Floa	05/01/2008	05/23/2012	220 00	480	2,208	0		(1,728)
JFP	Nuveen Tax-Advantaged Floa	10/08/2008	05/23/2012	180.00	393	585	0		(192)
XJQCX	Nuveen Multi-Strategy Income	05/01/2008	05/23/2012	200 00	1,708	2,256	0		(548)
XJQCX	Nuveen Multi-Strategy Income	10/08/2008	05/23/2012	100 00	854	488	0		366
BTZ	Blackrock Preferred and Equit	05/01/2008	05/23/2012	130.00	1,629	2,266	0		(637)
RVT	Royce Value Trust Inc	05/01/2008	05/23/2012	130 00	1,543	2,303	0		(760)
RVT	Royce Value Trust Inc	10/08/2008	05/23/2012	120.00	1,424	1,247	0		177
EOD	Wells Fargo Advantage Globa	07/13/2010	05/23/2012	130 00	974	2,267	0		(1,293)
EOD	Wells Fargo Advantage Globa	07/13/2010	05/23/2012	120.00	899	1,149	0		(250)
EAD	Wells Fargo Advantage Incom	07/14/2010	05/23/2012	180 00	1,675	2,220	0		(545)
EAD	Wells Fargo Advantage Incom	07/14/2010	05/23/2012	120.00	1,117	759	0		358

		Proceeds	Cost Basis	Adjustment	Gain/(Loss)	
Short-term:	Gains	0	0	0	0	
	Losses	0	0	0	0	
	Net	0	0	0	0	
Long-term:	Gains	18,685	14,180	0		4,505
	Losses	61,412	102,659	0		(41,247)
	Net	80,097	116,839	0		(36,742)
	Totals	80,097	116,839	0	(36,742)	

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED SCHEDULE	Various	Various	Purchase $ 80,097	$ 116,839	$	$	$ -36,742
Total			$ 80,097	$ 116,839	$ 0	$ 0	$ -36,742

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ESCROW - MIRANT CORP STK	$ 10	$ 10	$
Total	$ 10	$ 10	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX & ACCOUNTING PREPARATION FEE	$ 10,425	$ 2,606	$	$ 7,819
Total	$ 10,425	$ 2,606	$ 0	$ 7,819

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INVESTMENT FEE	125	31		94
BANK CHARGES	145	36		109
Total	$ 270	$ 67	$ 0	$ 203

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
800 SH SOUTHERN COMPANY	$ 10,050	$ 10,050	Cost	$ 36,728
1910 SH AMERICAN ELECTRIC POWER	57,300	57,300	Cost	73,554
489 SH LORD ABBETT US. GOVT SEC	1,418	1,418	Cost	1,423
32 SH RIGHTS SEAL LAND CORP.	10	10	Cost	10
519 SH GULF BROADCAST	28	28	Cost	28
95.69 SH LORD ABBETT USG	274	285	Cost	290
9 SH 1ST CITY BNCRTN TEX DEL	322	322	Cost	322
996 SH XCEL ENERGY, INC.	18,208	18,208	Cost	27,908
1030 SH XCEL ENERGY UBC,	20,432	20,432	Cost	28,861
318 SH MIRANT CORP.			Cost	
300 SH EXXON MOBILE	13,464	13,464	Cost	23,589
300 SH GENERAL ELECTRIC	9,661	9,661	Cost	5,765
27 WT01 11 MIRANT CL A			Cost	
140 SH ADVENT CLAYMORE ENHANCED G&I	2,223		Cost	
250 SH ALPINE TOTAL DUN DIV FUND SB	3,147		Cost	
250 SH ALPINE GLOBAL, DYN DIV FUND	3,263		Cost	
305 SH BLACKROCK GLOBAL OPP EQ TRUST	7,872		Cost	
513 SH BLACKROCK EHN. CAP & INCOME	8,902		Cost	
190 SH BLACKROCK ENH. DIV ACHIEVE	2,284		Cost	
250 SH BLACKROCK INTL GROWTH & iNCOM	3,388		Cost	
150 SH CALAMOS CONV & HIGH INC	2,259		Cost	
300 SH CALAMOS GLOBAL DYNAMIC INC	2,982		Cost	
250 SH SELIGMAN LASALLE INTL R E	3,200		Cost	
250 SH CLAYMORE/GUGGENHEIM STRAT OP	3,491		Cost	
120 SH MORGAN STANLEY EM MKTS	2,212		Cost	
125 SH EATON VANCE TAX MGD BW	2,245		Cost	
250 SH EATON VANCE TAX MGD BW OPP	3,464		Cost	
250 SH TAX MGD GLOBAL BW	3,428		Cost	
250 SH EATON VANCE FUNDS TAX MGD	3,479		Cost	
250 SH EATON VANCE TAX MGD GLOBAL	3,439		Cost	
300 SH EVERGREEN INC ADV			Cost	
250 SH EVERGREEN GLOBAL DIV OPP			Cost	
250 SH FIRST TRUST ENHANCED EQ	3,278		Cost	
250 SH ING GLOBAL EQUITY DIV & PREM	3,367		Cost	
250 SH ING GLOBAL ADV & PREM OPP	3,457		Cost	
140 SH MADISON STRATEGIC SECTOR	2,268		Cost	
300 SH NICHOLAS APPLE CONV & INC	3,028		Cost	

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
200 SH NICHOLAS-APP INT'L & PREM	$ 3,328	$	Cost	$
300 SH NICHOLAS APPLE CONV & INC.	2,965		Cost	
125 SH NUVEEN MULTI CURRENCY ST GOVT	2,279		Cost	
135 SH NUVEEEN EQUITY PREM	2,247		Cost	
130 SH NUVEEN EQUI PREM OPP FD	2,208		Cost	
130 SH NUVEEN EQUITY PREM.ADV FD	2,184		Cost	
300 SH NUVEEN MULTI STRAT INC. & GRW	2,721		Cost	
400 SH NUVEEN TAX ADV FLOATING RATE	2,793		Cost	
300 SH NUVEEN MULTI STRAT INC & GRW	2,744		Cost	
150 SH OLD MUTUAL/CLAYMORE			Cost	
130 SH BLACKROCK PREF & EQ ADV	2,266		Cost	
250 SH ROYCE VALUE TRUST	3,550		Cost	
135 SH VAN KAMPEN DYNAMIC CR OPP	2,215		Cost	
22 SH GENON ENERGY			Cost	
300 SH WF ADV INC OPP	2,980		Cost	
250 SH WF ADV GLOBAL DIV OPP FUND	3,416		Cost	
GUGGENHEIM ENHANCED EQ INC	2,268		Cost	
275 SH AT & T, INC.		9,471	Cost	9,397
240 SH BP PLC SPONS ADR		9,457	Cost	8,750
185 SH CLIFFS NATURAL RESOURCES		9,537	Cost	8,839
180 SH CONOCO PHILLIPS		9,587	Cost	9,389
290 SH DOW CHEMICAL COMPANY		9,308	Cost	9,007
200 SH ENERGY TRANSFER PARTNERS		9,247	Cost	8,678
250 SH MERCK & CO		9,601	Cost	9,395
150 SH ROYAL DUTCH SHELL, PLC		9,681	Cost	9,327
210 SH S.S. SPONDS ADR		9,471	Cost	9,045
400 SH VALERO ENERGY CORP.		9,085	Cost	8,440
Total	$ 248,007	$ 225,623		$ 288,745

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ACCRUED DIVIDENDS	$ 3	$ 3		$ 3
Total	$ 3	$ 3		$ 3

Federal Statements

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
CURRENT YEAR EXCISE TAX	$ 126
Total	$ 126

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
BIBLE IN SCHOOLS OF CORPUS CHIRSTI TX 78466-6	NONE	P.O.B OX 6111 501(C)(3)	GEN FUND-CHARITABLE ACTIVITIES	1,000
CORPUS CHRISTI CORPUS CHRISTI TX 78469	NONE	P.O. BOX 3368 501(C)(3)	GEN FUND-CHARITABLE ACTIVITIES	2,000
WOMEN'S SHELTER OF CORPUS CHRISTI TX 78463	NONE	P.O. BOX 3368 501(C)(3)	GEN FUND- CHARITABLE ACTIVITIES	2,500
METHODIST MISSION HOME SAN ANTONIO TX 78420	NONE	6487 WHITBY RD. 501(C)(3)	GEN FUND-CHARITABLE ACTIVITIES	2,000
METHODIST CHILDREN HOME WACO TX 78708	NONE	1111 HERRING AVE 501(C)(3)	GEN FUND-CHARITABLE ACTIVITIES	2,000
PALMER DRUG ABUSE PROGRAM COPPUS CHRISTI TX 78404	NONE	3104 S. ALAMEDA 501(C)(3)	GEN FUND-CHARITABLE ACTIVITIES	1,000
COASTAL BEND AMERICAN CORPUS CHRISTI TX 78463	NONE	P.O. BOX 3429 501(C)(3)	LOCAL EMERGENCY FUND	2,000
COASTAL BEND AMERICAN CORPUS CHRISTI TX 78463	NONE	P.O. BOX 3429 501(C)(3)	LOCAL GENERAL FUND	2,000
COASTAL BEND AMERICAN CORPUS CHRISTII TX 78463	NONE	P.O. BOX 3429 501(C)(3)	LOCAL EQUIPMENT FUND	1,250
SALVATION ARMY CORPUS CHRISTI TX 78427	NONE	P.O. BOX 270250 501(C)(3)	LOCAL GENERAL FUND	2,625
SALVATION ARMY CORPUS CHRISTI TX 78427	NONE	P.O. BOX 270250 501(C)(3)	LOCAL MOBILE UMIT	2,625
Total				21,000

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
WELLS FARGO - CHECKING	$ 2		14		
WELLS FARGO - MONEY MARKET	4		14		
Total	$ 6				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
WELLS FARGOQ	$ 8,953		14		
LORD ABBETT	18		14		
MERRILL LYNCH	8,017		14		
Total	$ 16,988				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
ESCROW - MIRANT CORP STK	$ 10		14	
Total	$ 10			