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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

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE HARVEY E NAJIM FAMILY FOUNDATION		A Employer identification number 20-8060391	
Number and street (or P O box number if mail is not delivered to street address) 613 NW LOOP 410		B Telephone number (see instructions) (210) 255-8435	
City or town, state, and ZIP code SAN ANTONIO, TX 78216		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 71,843,534		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (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)	16,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,266,126	1,266,126		
	4 Dividends and interest from securities.	1,063,667	1,063,667		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	-243,183			
	b Gross sales price for all assets on line 6a <u>13,038,879</u>				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,102,610	2,329,793		
	13 Compensation of officers, directors, trustees, etc	50,046	25,023		
	14 Other employee salaries and wages	27,893	13,946		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,297	7,297		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	45,575	22,457		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	187,257	174,965		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	318,068	243,688		0
	25 Contributions, gifts, grants paid	4,448,271			4,448,271
	26 Total expenses and disbursements. Add lines 24 and 25	4,766,339	243,688		4,448,271
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,663,729			
	b Net investment income (if negative, enter -0-)		2,086,105		
	c Adjusted net income (if negative, enter -0-)				

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		26,000	26,000
	2	Savings and temporary cash investments	2,155,601	4,228,483	4,228,483
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	32,146,654 	34,178,062	37,172,734
	c	Investments—corporate bonds (attach schedule).	36,365,174 	29,571,155	30,416,317
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	70,667,429	68,003,700	71,843,534
	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	
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	70,667,429	68,003,700	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	70,667,429	68,003,700	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	70,667,429	68,003,700	

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	70,667,429
2	Enter amount from Part I, line 27a	2	-2,663,729
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	68,003,700
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	68,003,700

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-243,183
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	-17,204

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 page 18 of 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))
2011	4,418,175	73,058,805	0 060474
2010	4,220,545	70,535,907	0 059835
2009	5,180,799	66,898,182	0 077443
2008	5,775,436	70,184,600	0 082289
2007	3,861,698	74,223,674	0 052028

2	Total of line 1, column (d).	2	0 332069
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 066414
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	71,665,927
5	Multiply line 4 by line 3.	5	4,759,621
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	20,861
7	Add lines 5 and 6.	7	4,780,482
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	4,448,271

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	41,722
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	41,722
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	41,722
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	26,666	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	15,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	41,666
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	56
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 0	Refunded	11	

Part VII-AStatements 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?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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?	6	Yes	
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	Yes	
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No		
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		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶NAJIMFOUNDATION.ORG	13	Yes			
14	The books are in care of ▶BROADWAY NATIONAL BANK Telephone no ▶(210) 283-6700 Located at ▶1177 NE LOOP 410 SAN ANTONIO TX ZIP +4 ▶78217					
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 ▶ <table><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2012, 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		No		
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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).	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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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)?

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?

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

No

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?

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
See Additional Data Table				

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.		0

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	
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	
2	
All other program-related investments. See page 24 of the 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	67,996,603
b	Average of monthly cash balances.	1b	4,760,683
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	72,757,286
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	72,757,286
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,091,359
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	71,665,927
6	Minimum investment return. Enter 5% of line 5.	6	3,583,296

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	3,583,296
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	41,722
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	41,722
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,541,574
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,541,574
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	3,541,574

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	4,448,271
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	4,448,271
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,448,271
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 2011	(c) 2011	(d) 2012
1		Distributable amount for 2012 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008.			
c		From 2009.			
d		From 2010.			
e		From 2011.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 4,448,271			
a		Applied to 2011, but not more than line 2a			
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 2012 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.			
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 2007 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009.			
c		Excess from 2010.			
d		Excess from 2011.			
e		Excess from 2012.			

Part XIVPrivate 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 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

HARVEY E NAJIM

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 or e-mail of the person to whom applications should be addressed

MELISSA BAUMAN EXECUTIVE DIRECTOR
613 NW LOOP 410 SUITE 875
SAN ANTONIO, TX 78216
(210) 369-0666

b

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

SEE ATTACHED STATEMENT

c

Any submission deadlines

SEE ATTACHED STATEMENT

d

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

SEE ATTACHED STATEMENT

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,448,271
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	1,266,126	
4	Dividends and interest from securities. . . .			14	1,063,667	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-270,962	
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). .				2,058,831	
13	Total. Add line 12, columns (b), (d), and (e).			13		2,058,831

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	G STEVE BAILEY	G STEVE BAILEY			
	Firm's name ☐	KEN FLINT PC		Firm's EIN ☐	
		12120 N NORTH LOOP RD			
	Firm's address ☐	SAN ANTONIO, TX 782162709		Phone no (210) 496-1444	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN DISTRIBUTIONS	P	2011-12-30	2012-12-31
595 ADOBE SYSTEMS	P	2012-01-02	2012-07-20
75 STERICYCLE	P	2011-12-06	2012-03-08
1630 SUN LIFE	P	2012-01-02	2012-03-23
105 TOTAL SA	P	2011-12-06	2012-07-03
950 ALLSTATE	P	2011-01-05	2012-03-23
300 COLGATE PALMOLIVE	P	2011-01-05	2012-03-23
455 GENERAL DYNAMICS	P	2011-01-05	2012-03-23
805 INGERSOLL RAND	P	2011-01-05	2012-03-23
550 TARGET	P	2011-01-05	2012-03-23
465 TOTAL SA	P	2011-01-05	2012-07-03
1015 VANGUARD FTSE	P	2011-05-04	2012-04-25
2135 ADOBE SYSTEMS	P	2011-01-05	2012-07-20
1825 ALLSTATE	P	2011-01-05	2012-03-23
55 APPLE	P	2010-12-13	2012-06-29
530 COLGATE PALMOLIVE	P	2011-01-05	2012-03-23
1055 DOW CHEMICAL	P	2011-01-05	2012-03-23
805 GENERAL DYNAMICS	P	2011-01-05	2012-03-23
1000 HEWLETT PACKARD	P	2008-11-13	2012-03-23
865 INGERSOLL RAND	P	2011-01-05	2012-03-23
10915 IPATH COMMODITY INDEX	P	2011-01-05	2012-07-02
250 PHILIP MORRIS INTL	P	2011-01-05	2012-03-23
8645 POWERSHARES DB AGRICULTURE	P	2011-01-05	2012-07-02
425 TARGET	P	2011-01-05	2012-03-23
625 TOTAL SA	P	2011-01-05	2012-07-03
7665 VANGUARD FTSE	P	2011-01-05	2012-04-25
500 BERKSHIRE HATHAWAY BONDS	P	2008-08-28	2012-05-15
1000 ELI LILLY CO BONDS	P	2009-03-04	2012-03-06
2500 GE CAPITAL BONDS	P	2008-09-17	2012-06-15
1250 GOLDMAN SACHS BONDS	P	2008-09-03	2012-09-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2500 IBM BONDS	P	2008-08-28	2012-10-22
2500 TARGET BONDS	P	2008-07-30	2012-03-01
500 WALMART BONDS	P	2007-09-28	2012-04-05
50 PHILLIPS 66	P	2011-06-07	2012-05-10
50 PHILLIPS 66	P	2011-09-02	2012-05-10
50 PHILLIPS 66	P	2011-12-14	2012-05-10
296 PHILLIPS 66	P	2012-01-02	2012-06-04
1045 TOTAL SA	P	2012-01-02	2012-06-04
50 PHILLIPS 66	P	2011-01-05	2012-05-10
50 PHILLIPS 66	P	2011-03-29	2012-05-10
389 PHILLIPS 66	P	2011-01-02	2012-06-04
1500 TOTAL SA	P	2011-01-02	2012-06-04
3850 ALLSTATE	P	2011-01-02	2012-06-04
300 COLGATE PALMOLIVE	P	2007-08-24	2012-06-04
80 GENUINE PARTS CO	P	2007-07-31	2012-06-04
475 IBM	P	2011-01-02	2012-06-04
60 PHILIP MORRIS INTL	P	2007-09-17	2012-06-04
50 PHILLIPS 66	P	2007-09-28	2012-05-10
50 PHILLIPS 66	P	2007-07-31	2012-05-10
50 PHILLIPS 66	P	2010-09-21	2012-05-10
50 PHILLIPS 66	P	2010-10-05	2012-05-10
50 PHILLIPS 66	P	2007-10-11	2012-05-10
1025 PHILLIPS 66	P	2011-01-02	2012-06-04
2530 TOTAL SA	P	2011-01-02	2012-06-04
175 VF CORP	P	2011-01-02	2012-06-04
SPDR GOLD TRUST	P	2011-03-17	2012-01-31
SPDR GOLD TRUST	P	2011-04-04	2012-03-31
SPDR GOLD TRUST	P	2011-05-09	2012-04-30
SPDR GOLD TRUST	P	2011-09-22	2012-08-31
SPDR GOLD TRUST	P	2011-10-03	2012-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SPDR GOLD TRUST	P	2011-10-14	2012-09-30
SPDR GOLD TRUST	P	2010-07-28	2012-12-31
SPDR GOLD TRUST	P	2010-08-04	2012-12-31
SPDR GOLD TRUST	P	2010-08-09	2012-12-31
SPDR GOLD TRUST	P	2010-09-01	2012-12-31
SPDR GOLD TRUST	P	2010-09-29	2012-12-31
SPDR GOLD TRUST	P	2010-10-01	2012-12-31
SPDR GOLD TRUST	P	2010-10-25	2012-12-31
SPDR GOLD TRUST	P	2010-11-01	2012-12-31
SPDR GOLD TRUST	P	2010-11-12	2012-12-31
SPDR GOLD TRUST	P	2010-12-01	2012-12-31
SPDR GOLD TRUST	P	2010-12-07	2012-12-31
SPDR GOLD TRUST	P	2010-12-22	2012-12-31
SPDR GOLD TRUST	P	2011-01-06	2012-12-31
SPDR GOLD TRUST	P	2011-01-10	2012-12-31
SPDR GOLD TRUST	P	2011-03-17	2012-12-31
SPDR GOLD TRUST	P	2011-04-04	2012-12-31
SPDR GOLD TRUST	P	2011-05-09	2012-12-31
SPDR GOLD TRUST	P	2011-09-22	2012-12-31
SPDR GOLD TRUST	P	2011-10-03	2012-12-31
SPDR GOLD TRUST	P	2011-10-14	2012-12-31
POWERSHARES DB COMMODITY K-1	P	2012-06-01	2012-12-31
POWERSHARES DB COMMODITY K-1	P	2011-06-01	2012-12-31
POWERSHARES DB COMMODITY K-1	P	2011-06-01	2012-12-31
POWERSHARES DB AGRICULTURE K-1	P	2011-06-01	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
153,114	0	0	153,114
18,654	0	17,927	727
6,501	0	6,063	438
38,427	0	44,739	-6,312
4,848	0	5,486	-638
30,801	0	30,333	468
28,800	0	23,751	5,049
33,033	0	32,168	865
32,590	0	37,599	-5,009
32,037	0	32,505	-468
21,469	0	25,370	-3,901
42,867	0	49,461	-6,594
66,935	0	80,110	-13,175
59,171	0	76,156	-16,985
32,062	0	17,853	14,209
50,879	0	41,058	9,821
36,745	0	44,763	-8,018
58,443	0	71,103	-12,660
23,360	0	28,430	-5,070
35,019	0	33,591	1,428
438,337	0	461,170	-22,833
21,690	0	12,670	9,020
245,114	0	279,912	-34,798
24,756	0	22,152	2,604
28,857	0	48,429	-19,572
323,722	0	361,487	-37,765
500,000	0	510,850	-10,850
1,000,000	0	1,005,929	-5,929
2,500,000	0	2,447,583	52,417
1,250,000	0	1,276,687	-26,687

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,500,000	0	2,577,200	-77,200
2,500,000	0	2,579,775	-79,775
500,000	0	501,195	-1,195
16	0	17	-1
16	0	16	0
16	0	16	0
8,683	0	9,411	-728
44,419	0	50,221	-5,802
16	0	16	0
16	0	19	-3
11,410	0	13,157	-1,747
63,759	0	83,831	-20,072
126,612	0	171,396	-44,784
29,070	0	20,000	9,070
4,871	0	3,841	1,030
89,484	0	53,212	36,272
4,903	0	2,814	2,089
16	0	21	-5
16	0	19	-3
16	0	14	2
16	0	14	2
16	0	21	-5
30,065	0	38,750	-8,685
107,540	0	175,583	-68,043
23,763	0	14,499	9,264
112	0	95	17
84	0	71	13
71	0	64	7
136	0	147	-11
371	0	370	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
200	0	202	-2
844	0	591	253
550	0	396	154
272	0	197	75
471	0	353	118
454	0	359	95
447	0	355	92
441	0	356	85
432	0	351	81
422	0	191	231
435	0	353	82
473	0	367	106
232	0	394	-162
416	0	354	62
1,187	0	982	205
352	0	303	49
265	0	227	38
144	0	131	13
47	0	48	-1
128	0	120	8
39	0	38	1
1,681	0	0	1,681
0	0	22,444	-22,444
33,697	0	0	33,697
0	0	20,304	-20,304

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	153,114
0	0	0	727
0	0	0	438
0	0	0	-6,312
0	0	0	-638
0	0	0	468
0	0	0	5,049
0	0	0	865
0	0	0	-5,009
0	0	0	-468
0	0	0	-3,901
0	0	0	-6,594
0	0	0	-13,175
0	0	0	-16,985
0	0	0	14,209
0	0	0	9,821
0	0	0	-8,018
0	0	0	-12,660
0	0	0	-5,070
0	0	0	1,428
0	0	0	-22,833
0	0	0	9,020
0	0	0	-34,798
0	0	0	2,604
0	0	0	-19,572
0	0	0	-37,765
0	0	0	-10,850
0	0	0	-5,929
0	0	0	52,417
0	0	0	-26,687

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	-77,200
0	0	0	-79,775
0	0	0	-1,195
0	0	0	-1
0	0	0	0
0	0	0	0
0	0	0	-728
0	0	0	-5,802
0	0	0	0
0	0	0	-3
0	0	0	-1,747
0	0	0	-20,072
0	0	0	-44,784
0	0	0	9,070
0	0	0	1,030
0	0	0	36,272
0	0	0	2,089
0	0	0	-5
0	0	0	-3
0	0	0	2
0	0	0	2
0	0	0	-5
0	0	0	-8,685
0	0	0	-68,043
0	0	0	9,264
0	0	0	17
0	0	0	13
0	0	0	7
0	0	0	-11
0	0	0	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	-2
0	0	0	253
0	0	0	154
0	0	0	75
0	0	0	118
0	0	0	95
0	0	0	92
0	0	0	85
0	0	0	81
0	0	0	231
0	0	0	82
0	0	0	106
0	0	0	-162
0	0	0	62
0	0	0	205
0	0	0	49
0	0	0	38
0	0	0	13
0	0	0	-1
0	0	0	8
0	0	0	1
0	0	0	1,681
0	0	0	-22,444
0	0	0	33,697
0	0	0	-20,304

Form 990PF Part VIII Line 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
HARVEY E NAJIM	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
CARRIE N MATTHIESEN	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
CHRISTINE N RAY	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
MELISSA BAUMAN	EXECUTIVE DIRECTOR 40 00	50,046	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
ROY TERRACINA	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
DON HARRIS	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
JIM HOUSE	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				
NANCY MAY	DIRECTOR 5 00	0	0	0
613 NW LOOP 410 SUITE 875 SAN ANTONIO, TX 78216				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ANY BABY CAN 217 HOWARD ST SAN ANTONIO, TX 78212		PUBLICCHARITY	ASSIST CHILDREN	95,000
COMMUNITIES IN SCHOOLS 1616 E COMMERCE ST SAN ANTONIO, TX 78205		PUBLICCHARITY	ASSIST CHILDREN	72,000
HABITAT FOR HUMANITY 311 PROBANDT ST SAN ANTONIO, TX 78204		PUBLICCHARITY	ASSIST FAMILIES	63,000
JUNIOR ACHIEVEMENT 403 E RAMSEY SAN ANTONIO, TX 78216		PUBLICCHARITY	ASSIST CHILDREN	52,114
MAKE-A-WISH FOUNDATION 2224 WALSH TARLTON LANE SUITE 200 AUSTIN, TX 78746		PUBLICCHARITY	ASSIST CHILDREN	50,000
MISSION ROAD DEVELOPMENT CENTER 8706 MISSION RD SAN ANTONIO, TX 78214		PUBLICCHARITY	ASSIST CHILDREN	60,000
WINSTON SCHOOL 8565 EWING HALSELL SAN ANTONIO, TX 78229		PUBLICCHARITY	ASSIST CHILDREN	75,000
SAMM MINISTRIES 910 W COMMERCE ST SAN ANTONIO, TX 78216		PUBLICCHARITY	ASSIST HOMELESS	200,000
UNICORN CENTERS 4630 HAMILTON WOLFE RD SAN ANTONIO, TX 78229		PUBLICCHARITY	ASSIST CHILDREN	35,000
ARC OF SAN ANTONIO 4354 THOUSAND OAKS SAN ANTONIO, TX 78217		PUBLICCHARITY	ASSIST CHILDREN	45,001
CHILDSAFE 7130 WUS HWY 90 SAN ANTONIO, TX 78227		PUBLICCHARITY	ASSIST CHILDREN	50,000
CITY YEAR INC 109 N SAN SABA SUITE 1 SAN ANTONIO, TX 78207		PUBLICCHARITY	ASSIST CHILDREN	80,000
HEALY-MURPHY CENTER 618 LIVE OAK ST SAN ANTONIO, TX 78202		PUBLICCHARITY	ASSIST CHILDREN	50,000
KINETIC KIDS PO BOX 690993 SAN ANTONIO, TX 78269		PUBLICCHARITY	ASSIST CHILDREN	60,000
BIG BROTHERS-BIG SISTERS 202 BALTIMORE AVE SAN ANTONIO, TX 78205		PUBLICCHARITY	ASSIST CHILDREN	60,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB 600 SW 19TH ST SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	90,000
KIPP ASPIRE ACADEMY 735 FREDERICKSBURG RD SAN ANTONIO,TX 78201		PUBLICCHARITY	SCHOLARSHIPS	200,000
ASSISTANCE LEAGUE OF SA 2611 WEST AVE SAN ANTONIO,TX 78201		PUBLICCHARITY	ASSIST CHILDREN	50,000
BOYSVILLE 8555 E LOOP 1604 N SAN ANTONIO,TX 78109		PUBLICCHARITY	ASSIST CHILDREN	110,000
FAMILY SERVICE ASSN 702 SAN PEDRO AVE SAN ANTONIO,TX 78212		PUBLICCHARITY	ASSIST CHILDREN	35,000
LEUKEMIA & LYMPHOMA SOCIETY 950 ISOM RD SAN ANTONIO,TX 78216		PUBLICCHARITY	DISEASE RESEARCH	20,000
CASA OF CENTRAL TEXAS PO BOX 1267 SAN MARCOS,TX 78667		PUBLICCHARITY	ASSIST CHILDREN	25,000
STARLIGHT CHILDREN'S FOUNDATION 5757 WILSHIRE BLVD SUITE M-100 LOS ANGELES,CA 90036		PUBLICCHARITY	ASSIST CHILDREN	12,750
SETON HOME 1115 MISSION RD SAN ANTONIO,TX 78210		PUBLICCHARITY	ASSIST CHILDREN	65,000
A WORLD FOR CHILDREN 2391 NE LOOP 410 208 SAN ANTONIO,TX 78217		PUBLICCHARITY	ASSIST CHILDREN	16,650
MIRACLE LEAGUE OF SA 926 CHULIE SAN ANTONIO,TX 78216		PUBLICCHARITY	ASSIST CHILDREN	20,000
ST PETER ST JOSEPH CHILDREN'S HOME 919 MISSION RD SAN ANTONIO,TX 78210		PUBLICCHARITY	ASSIST CHILDREN	75,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS,TX 75236		PUBLICCHARITY	ASSIST CHILDREN	25,000
YMCA OF GREATER SA 3233 N ST MARYS SAN ANTONIO,TX 78212		PUBLICCHARITY	ASSIST CHILDREN	29,914
MIRACLE FLIGHTS FOR KIDS 2764 N GREEN VALLEY PKWY 115 GREEN VALLEY,NV 89014		PUBLICCHARITY	ASSIST CHILDREN	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITIES IN SCHOOLS 8700 N STEMMONS FRWY DALLAS,TX 75247		PUBLICCHARITY	ASSIST CHILDREN	30,000
SAN ANTONIO AMATEUR SPORTS FOUNDATION 100 MONTANA SAN ANTONIO,TX 78203		PUBLICCHARITY	ASSIST CHILDREN	50,625
TEACH FOR AMERICA 700 N ST MARYS ST 200 SAN ANTONIO,TX 78205		PUBLICCHARITY	ASSIST CHILDREN	100,000
CHILD ADVOCATES OF SA 406 SAN PEDRO AVE SAN ANTONIO,TX 78212		PUBLICCHARITY	ASSIST CHILDREN	50,000
BOYS TOWN TEXAS 8410 FLANAGAN ST SAN ANTONIO,TX 78249		PUBLICCHARITY	ASSIST CHILDREN	37,655
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 WEST SAN ANTONIO,TX 78227		PUBLICCHARITY	ASSIST CHILDREN	100,000
NB CHRISTIAN MINISTRIES 785 LOOP 337 NEW BRAUNFELS,TX 78130		PUBLICCHARITY	ASSIST CHILDREN	40,000
CLARITY CHILD GUIDANCE CENTER 8535 TOM SLICK DR SAN ANTONIO,TX 78229		PUBLICCHARITY	ASSIST CHILDREN	9,984
FOUNDATIONS FOR LAITY RENEWAL 719 EARL GARRETT ST KERRVILLE,TX 78028		PUBLICCHARITY	ASSIST CHILDREN	25,000
PALMER DRUG ABUSE PROGRAM 10226 IRONSIDE DR SAN ANTONIO,TX 78230		PUBLICCHARITY	ASSIST CHILDREN	20,000
SADDLE LIGHT CENTER 17530 OLD EVANS RD SELMA,TX 78154		PUBLICCHARITY	ASSIST CHILDREN	10,000
YOUTH ALTERNATIVES OF SA 3103 WEST AVE SAN ANTONIO,TX 78213		PUBLICCHARITY	ASSIST CHILDREN	21,000
GREATER SA AFTER SCHOOL ALL STARS 2300 W COMMERCE 208 SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	10,000
ST VINCENT DE PAUL SOCIETY 1103 S FRIO ST SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	25,000
SA YOUTH PO BOX 7844 SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	100,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSE OF NEIGHBORLY SERVICE 407 N CALAVERAS SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	30,000
SPORTS & OUTDOOR RECREATION 5103 DAVID EDWARDS SAN ANTONIO,TX 78233		PUBLICCHARITY	ASSIST CHILDREN	350,000
SAN ANTONIO YOUTH SUMMIT PO BOX 591425 SAN ANTONIO,TX 78259		PUBLICCHARITY	ASSIST CHILDREN	5,000
RIVER CITY CHRISTIAN SCHOOL 5810 BLANCO RD SAN ANTONIO,TX 78216		PUBLICCHARITY	ASSIST CHILDREN	30,000
CHILDREN'S ADVOCACY CENTER 3611 SWISS AVE DALLAS,TX 75204		PUBLICCHARITY	ASSIST CHILDREN	35,000
SAN ANTONIO YOUTH LITERACY 700 N ST MARYS ST 210 SAN ANTONIO,TX 78205		PUBLICCHARITY	ASSIST CHILDREN	15,000
COMMUNITIES IN SCHOOLS 3000 S IH-35 SUITE 200 AUSTIN,TX 78704		PUBLICCHARITY	ASSIST CHILDREN	35,000
SA FAMILY ENDEAVORS 535 BANDERA RD SAN ANTONIO,TX 78228		PUBLICCHARITY	ASSIST CHILDREN	20,000
SILVER & BLACK GIVE BACK 1 AT T CENTER SAN ANTONIO,TX 78219		PUBLICCHARITY	ASSIST CHILDREN	1,000
CHILDREN'S BEREAVEMENT CENTER 205 WOLMOS DR SAN ANTONIO,TX 78205		PUBLICCHARITY	ASSIST CHILDREN	50,000
GOOD SAMARITAN COMM SVC 1600 SALTILLO ST SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	45,000
CHRISTIAN ASSISTANCE MINISTRY 110 MCCULLOUGH AVE SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	25,000
AVANCE INC 118 N MEDINA SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	50,000
BRIGHTON SCHOOL 14207 HIGGINS RD SAN ANTONIO,TX 78217		PUBLICCHARITY	ASSIST CHILDREN	26,000
ARCHDIOCESE OF SA 2718 W WOODLAWN AVE SAN ANTONIO,TX 78228		PUBLICCHARITY	ASSIST CHILDREN	250,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S ASSN FOR MAXIMUM POTENTIAL PO BOX 999 CENTER POINT,TX 78010		PUBLICCHARITY	ASSIST CHILDREN	200,000
KIDS SPORTS NETWORK OF SA 8206 ROUGHRIDER DR 104 SAN ANTONIO,TX 78239		PUBLICCHARITY	ASSIST CHILDREN	16,000
HARLANDALE EDUCATION FOUNDATION 102 GENEVIEVE DR SAN ANTONIO,TX 78214		PUBLICCHARITY	ASSIST CHILDREN	5,000
ROTARY CLUB FOUNDATION 110 BROADWAY SUITE 220 SAN ANTONIO,TX 78205		PUBLICCHARITY	ASSIST CHILDREN	25,000
GOODWILL INDUSTRIES 406 W COMMERCE SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	25,000
AMERICAN CANCER SOCIETY 8115 DATAPOINT DR SAN ANTONIO,TX 78229		PUBLICCHARITY	ASSIST CHILDREN	25,000
GIRLS INC 2939 W WOODLAWN AVE SAN ANTONIO,TX 78228		PUBLICCHARITY	ASSIST CHILDREN	25,000
PRESBYTERIAN CHILDREN'S HOME 7201 BROADWAY SAN ANTONIO,TX 78209		PUBLICCHARITY	ASSIST CHILDREN	25,000
TRANSPLANT ASSN OF TEXAS 7550 WIH-10 SUITE 104 SAN ANTONIO,TX 78229		PUBLICCHARITY	ASSIST CHILDREN	25,000
BEXAR CO DETENTION MINISTRIES 503 SAN PEDRO AVE SAN ANTONIO,TX 78212		PUBLICCHARITY	ASSIST CHILDREN	11,000
HILL CO DAILY BREAD MINISTRIES 140 INDUSTRIAL DR BOERNE,TX 78006		PUBLICCHARITY	ASSIST CHILDREN	50,000
HILL CO YOUTH RANCH 3522 JUNCTION HWY INGRAM,TX 78025		PUBLICCHARITY	ASSIST CHILDREN	33,500
MONARCH ACADEMY 5235 DAVID EDWARDS DR SAN ANTONIO,TX 78233		PUBLICCHARITY	ASSIST CHILDREN	35,000
P16 PLUS COUNCIL 1142 E COMMERCE SUITE 200 SAN ANTONIO,TX 78205		PUBLICCHARITY	ASSIST CHILDREN	75,000
SAN ANTONIO FOUNDATION 303 PEARL PKWY SUITE 114 SAN ANTONIO,TX 78215		PUBLICCHARITY	ASSIST CHILDREN	65,432

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SATX INNER CITY DEVELOPMENT 1300 CHIHUAHUA ST SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	5,000
MY HEALING PLACE 8401 SHOAL CREEK BLVD AUSTIN,TX 78757		PUBLICCHARITY	ASSIST CHILDREN	25,000
NATIONAL SOC TO PREVENT BLINDNESS 1600 NE LOOP 410 SUITE 125 SAN ANTONIO,TX 78209		PUBLICCHARITY	ASSIST CHILDREN	20,000
ST JUDE'S RANCH 1400 RIDGE CREEK LANE BULVERDE,TX 78163		PUBLICCHARITY	ASSIST CHILDREN	35,000
ELLA AUSTIN COMMUNITY CENTER 1023 N PINE ST SAN ANTONIO,TX 78202		PUBLICCHARITY	ASSIST CHILDREN	25,000
JUVENILE DIABETES RESEARCH 8700 CROWNHILL BLVD SUITE 407 SAN ANTONIO,TX 78209		PUBLICCHARITY	ASSIST CHILDREN	36,200
GIRL SCOUTS OF SW TEXAS 811 N COKER LOOP SAN ANTONIO,TX 78216		PUBLICCHARITY	ASSIST CHILDREN	25,000
RIVER CITY FELLOWSHIP 417 8TH ST SAN ANTONIO,TX 78215		PUBLICCHARITY	ASSIST CHILDREN	10,000
LIGHTHOUSE FOR THE BLIND 2305 ROOSEVELT AVE SAN ANTONIO,TX 78210		PUBLICCHARITY	ASSIST CHILDREN	50,000
AUTISM COMMUNITY NETWORK 4242 WOODCOCK DR 101 SAN ANTONIO,TX 78228		PUBLICCHARITY	ASSIST CHILDREN	25,000
FAMILY VIOLENCE PREVENTION SERVICES 7911 BROADWAY SAN ANTONIO,TX 78209		PUBLICCHARITY	ASSIST CHILDREN	46,896
HEALTHY FUTURES OF TEXAS 2300 W COMMERCE ST SAN ANTONIO,TX 78207		PUBLICCHARITY	ASSIST CHILDREN	20,000
PROJECT MEND 5727 IH-10 WEST SAN ANTONIO,TX 78201		PUBLICCHARITY	ASSIST CHILDREN	15,000
SUNSHINE COTTAGE 603 E HILDEBRAND SAN ANTONIO,TX 78212		PUBLICCHARITY	ASSIST CHILDREN	39,550
DAUGHTERS OF MARY 6019 BUENA VISTA ST SAN ANTONIO,TX 78237		PUBLICCHARITY	ASSIST CHILDREN	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SA HUMANE SOCIETY 4804 FREDERICKSBURG RD SAN ANTONIO,TX 78229		PUBLICCHARITY	ASSIST ANIMALS	1,000
Total  3a				4,448,271

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2012

Name of the organization THE HARVEY E NAJIM FAMILY FOUNDATION	Employer identification number 20-8060391
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE HARVEY E NAJIM FAMILY FOUNDATION	Employer identification number 20-8060391
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	DALE SCOTT 11213 DAVENPORT ST SUITE 300 OMAHA, NE 681542604	\$ 16,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE HARVEY E NAJIM FAMILY FOUNDATION	Employer identification number 20-8060391
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE HARVEY E NAJIM FAMILY FOUNDATION	Employer identification number 20-8060391
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE HARVEY E NAJIM FAMILY FOUNDATION

EIN: 20-8060391

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
NET CAPITAL LOSSES					13,038,879	13,282,062			-243,183	

TY 2012 Investments Corporate Bonds Schedule

Name: THE HARVEY E NAJIM FAMILY FOUNDATION

EIN: 20-8060391

Name of Bond	End of Year Book Value	End of Year Fair Market Value
2500 PEPSICO	2,561,700	2,513,675
2500 HEWLITT PACKARD	2,491,248	2,513,313
500 WALGREEN	495,126	512,334
2500 GENERAL ELECTRIC	2,539,100	2,588,940
2500 BERKSHIRE HATHAWAY	2,485,550	2,578,940
3000 WALMART	3,036,840	3,087,504
1000 COCA COLA	999,307	1,037,569
2000 MICROSOFT	2,022,400	2,073,678
500 BELLSOUTH	524,800	537,058
400 MERCK & CO.	404,648	436,030
2500 EMERSON ELEC.	2,542,535	2,694,725
500 STATOIL	522,000	514,135
71553 FEDERATED HIGH YIELD BOND	726,388	729,133
85664 IVY HIGH INCOME FUND	733,784	731,577
95071 VANGUARD INFLATION PROTECT	2,473,875	2,713,327
67807 VANGUARD INT TERM BOND	642,111	699,765
20094 VANGUARD SHORT TERM BOND	211,999	213,599
19980 VANGUARD SHORT TERM INFLATION PROTECT	1,001,385	1,001,398
49281 CAPITAL WORLD BOND FUND	1,022,000	1,043,293
61013 LOOMIS SAYLES GLOBAL BOND	1,008,333	1,056,756
85169 TEMPLETON GLOBAL BOND FUND	1,126,026	1,139,568

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE HARVEY E NAJIM FAMILY FOUNDATION
EIN: 20-8060391

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3130 ALTRIA	75,157	98,407
1950 AMPHENOL	89,592	126,165
830 APACHE	86,355	65,155
360 APPLE	124,410	191,582
3355 AT&T	96,048	113,097
1470 BERKSHIRE HATHAWAY B	114,758	131,859
560 BLACKROCK	96,654	115,758
3785 BRISTOL MYERS SQUIBB	102,131	123,353
1450 CATERPILLAR	118,047	129,932
8120 CHARLES SCHWAB	129,424	116,603
1100 CHEVRON	100,239	118,954
1700 COACH	100,298	94,367
1055 COSTCO	74,692	104,160
5685 CSX CORP.	120,359	112,165
2185 CVS CAREMARK	83,166	105,645
2215 DANAHER	96,832	123,818
1490 DEERE & CO.	119,975	128,766
4950 EMC CORP.	103,874	125,235
2290 EMERSON ELEC.	121,860	121,278
1910 EXPRESS SCRIPTS	94,707	103,140
1380 EXXON MOBIL	110,528	119,439
2310 GENERAL MILLS	84,225	93,370
210 GOOGLE	125,623	148,550
3585 HCC INS.	103,272	133,398
750 IBM	93,841	143,662
1620 JOHNSON & JOHNSON	103,928	113,562
2940 JP MORGAN CHASE	119,511	129,269
2275 KINDER MORGAN	74,251	80,376
5040 MDU RES.	117,184	107,050
1365 McDONALD'S	103,863	120,407

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2835 MICROSOFT	85,820	75,722
1380 MONSANTO	95,848	130,617
2550 NIKE B	97,132	131,580
1350 OCCIDENTAL PETR.	111,845	103,423
3725 ORACLE	89,228	124,117
700 PEPSICO	46,681	47,901
1030 PHILIP MORRIS INTL.	61,939	86,149
1905 PNC FINANCIAL	119,125	111,081
1110 PPG IND.	84,744	150,238
3585 PPL CORP.	108,288	102,639
1770 PROCTER & GAMBLE	118,748	120,165
1735 QUALCOMM	99,191	107,326
1615 S&P BIOTECH SPDR	101,822	141,975
1850 THERMO FISHER	87,070	117,993
1620 UNITED TECH.	123,657	132,856
1150 VF CORP.	104,214	173,615
2665 WALT DISNEY CO.	97,151	132,691
2145 ACCENTURE	133,169	142,642
1935 NESTLE SA	109,230	125,991
2435 NOBLE CORP.	102,831	84,787
1480 NOVARTIS AG	82,229	93,684
1250 SCHLUMBERGER	100,827	86,623
3110 VODAFONE	88,683	78,341
6180 ARTISAN MID CAP	191,745	232,016
17029 COLUMBIA ACORN	496,242	518,550
6016 HODGES SMALL CAP	76,880	80,681
15485 LOOMIS SAYLES SMALL CAP	386,901	465,641
3263 VANGUARD EXPLORER	211,791	241,214
36181 VANGUARD SELECTED VALUE	656,000	759,079
730 S&P MIDCAP ETF	125,604	135,568

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1310 VANGUARD DIVIDEND APPR.	75,391	78,037
720 VANGUARD GROWTH ETF	50,040	51,250
25429 ABERDEEN EMERGING MKTS.	364,907	403,305
13721 EUROPACIFIC GROWTH	603,030	564,650
41800 FEDERATED INTL. STRATEGIC	150,070	163,858
19695 LAZARD EMERGING MKTS.	415,073	384,849
27923 TEMPLETON FOREIGN EQUITY	638,484	547,307
24589 THORNBURG INTL. VALUE	676,000	690,728
2500 HOSPITALITY PROP. TRUST	85,815	58,550
1800 KIMCO REALTY CORP.	28,450	34,776
200 VORNADO REALTY TRUST	14,266	16,016
322 COHEN & STEERS REALTY	21,294	20,829
21175 THIRD AVE. REAL ESTATE	447,614	537,224
5455 IPATH COMMODITY INDEX	263,777	225,564
32815 POWERSHARES DB COMMODITY INDEX	863,278	911,601
14110 SPDR GOLD TRUST	1,881,556	2,286,108
16194 FORWARD FDS COMMODITY	400,000	329,231
2742 VAN ECK GLOBAL HARD ASSETS	152,090	117,281
11780 CREDIT SUISSE CUSHING	270,968	284,369
15768 JP MORGAN ALERIAN	602,048	606,437
21915 WISDOM TREE EMERGING CURRENCY	486,210	462,144
528 EXXON MOBIL		45,698
172347 ABSOLUTE OPPORTUNITIES	2,089,826	1,975,101
188497 ABSOLUTE STRATEGIES	2,011,398	2,088,554
82612 PIMCO ALL ASSET FUND	1,050,000	1,039,260
2980 3M CO.	260,329	276,693
5035 ABBOTT LABS	257,969	329,793
6720 AGL RESOURCES	257,440	268,598
9695 ALTRIA	237,802	304,811
10440 AT&T	302,637	351,932

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4750 AUTOMATIC DATA	237,086	270,418
10 BLACKROCK	2,093	2,067
11435 BRISTOL MYERS SQUIBB	324,199	372,667
3765 CATERPILLAR	343,818	337,376
3480 CHEVRON	319,730	376,327
2790 COLGATE PALMOLIVE	213,462	291,667
3665 CONOCO PHILLIPS	207,999	212,533
3135 DOW CHEMICAL	136,862	101,353
5500 DUPONT	265,837	247,382
6985 ELI LILLY CO.	248,786	344,500
6200 EMERSON ELECTRIC	312,498	328,352
5875 EXELON	306,225	174,723
3435 EXXON MOBIL	277,216	297,299
6385 FIRST ENERGY	248,395	266,638
3435 GENERAL ELECTRIC	136,784	72,101
7575 GENERAL MILLS	238,653	306,181
4680 GENUINE PARTS	234,863	297,554
2340 IBM	258,326	448,227
14710 INTEL	307,334	303,320
4900 JOHNSON & JOHNSON	310,044	343,490
2500 JP MORGAN CHASE	93,875	109,923
3715 KIMBERLY CLARK	253,458	313,657
8700 KINDER MORGAN	285,163	307,371
3670 McDONALD'S	229,026	323,731
6985 MERCK & CO.	289,761	285,966
11330 MICROSOFT	316,454	302,621
4590 NEXT ERA ENERGY	265,185	317,582
3975 PEPSICO	270,844	272,009
13518 PFIZER	264,363	339,022
3830 PHILIP MORRIS INTL.	215,492	320,341

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2215 PPG IND.	167,865	299,800
9280 PPL CORP.	312,500	265,686
4350 PROCTER & GAMBLE	283,156	295,321
4125 UNITED TECH.	313,562	338,291
3940 US BANCORP	124,589	125,844
8370 VERIZON	321,236	362,170
2525 VF CORP.	231,535	381,199
5815 BANK OF MONTREAL	313,616	356,459
2860 DIAGEO PLC	232,705	333,419
5750 GLAXO SMITH KLINE	256,074	249,952
4795 NESTLE SA	275,327	312,211
5025 NOVARTIS AG	274,532	318,083
4290 ROYAL DUTCH SHELL	306,307	295,795
8320 SUN LIFE	234,705	220,730
7405 UNILEVER PLC	235,086	286,722
8715 VODAFONE	263,008	219,531
33440 FEDERATED INTL. STRATEGIC	120,056	131,086
1155 WISDOM TREE EMERGING MKTS.	61,171	66,056

TY 2012 Other Expenses Schedule**Name:** THE HARVEY E NAJIM FAMILY FOUNDATION**EIN:** 20-8060391

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUST MGMT FEES	119,575	119,575		
INVESTMENT MGMT FEES	9,026	9,026		
K-1 INV MGMT FEES	8,992	8,992		
OFFICE EXP	49,167	36,875		
FOREIGN FEES	497	497		

TY 2012 Taxes Schedule**Name:** THE HARVEY E NAJIM FAMILY FOUNDATION**EIN:** 20-8060391

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	19,340	19,340		
FEDERAL EXCISE TAX	20,000			
PAYROLL TAXES	6,235	3,117		