



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

2012

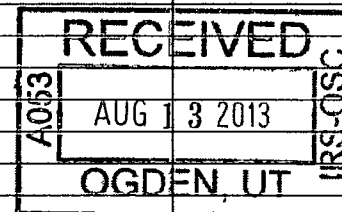
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation EARL C. SAMS FOUNDATION, INC. & BRUCE S HAWN		A Employer identification number 74-1463151
Number and street (or P O box number if mail is not delivered to street address) 101 N. SHORELINE BLVD. SUITE 602		B Telephone number 361-888-6485
City or town, state, and ZIP code CORPUS CHRISTI, TX 78401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 22,360,480.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		449.	449.		STATEMENT 1
4 Dividends and interest from securities		333,548.	333,548.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		783,797.			
b Gross sales price for all assets on line 6a		1,504,483.			
7 Capital gain net income (from Part IV, line 2)			783,797.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		143,078.	145,798.		STATEMENT 3
12 Total. Add lines 1 through 11		1,260,872.	1,263,592.		
13 Compensation of officers, directors, trustees, etc		188,488.	18,848.		169,640.
14 Other employee salaries and wages		47,250.	4,725.		42,525.
15 Pension plans, employee benefits		53,123.	5,312.		47,811.
16a Legal fees					
b Accounting fees STMT 4		7,485.	1,123.		6,362.
c Other professional fees STMT 5		17,383.	10,430.		6,953.
17 Interest					
18 Taxes STMT 6		862.	287.		35.
19 Depreciation and depletion		4,946.	0.		
20 Occupancy		23,055.	2,305.		20,750.
21 Travel, conferences, and meetings		2,305.	230.		2,075.
22 Printing and publications					
23 Other expenses STMT 7		330,041.	278,305.		51,370.
24 Total operating and administrative expenses. Add lines 13 through 23		674,938.	321,565.		347,521.
25 Contributions, gifts, grants paid		768,872.			768,872.
26 Total expenses and disbursements. Add lines 24 and 25		1,443,810.	321,565.		1,116,393.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<182,938.>			
b Net investment income (if negative, enter -0-)			942,027.		
c Adjusted net income (if negative, enter -0-)				N/A	



EARL C. SAMS FOUNDATION, INC.

Form 990-PF (2012)

BRUCE S HAWN

74-1463151

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	64,524.	68,041.	68,041.
	2 Savings and temporary cash investments	2,134,075.	820,029.	820,029.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,000.	460.	460.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	1,265,274.	3,501,628.	3,959,988.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	17,541,920.	16,812,362.	17,504,542.	
14 Land, buildings, and equipment basis ▶ 52,543.				
Less: accumulated depreciation STMT 10 ▶ 45,123.	12,366.	7,420.	7,420.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	21,019,159.	21,209,940.	22,360,480.	
Liabilities	17 Accounts payable and accrued expenses		3,445.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	3,445.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	21,019,159.	21,206,495.		
30 Total net assets or fund balances	21,019,159.	21,206,495.		
31 Total liabilities and net assets/fund balances	21,019,159.	21,209,940.		

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	21,019,159.
2 Enter amount from Part I, line 27a	2	<182,938.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	507,041.
4 Add lines 1, 2, and 3	4	21,343,262.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	136,767.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,206,495.

Form 990-PF (2012)

223511
12-05-12

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,504,483.		1,058,074.	783,797.

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	
a			
b			
c			
d			
e			783,797.

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	783,797.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2011	1,104,749.	21,827,470.	.050613
2010	1,163,315.	21,887,273.	.053150
2009	1,218,179.	21,582,684.	.056442
2008	1,377,947.	25,593,080.	.053841
2007	1,417,474.	30,120,298.	.047060

2 Total of line 1, column (d)	2	.261106
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	.052221
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,176,471.
5 Multiply line 4 by line 3	5	1,105,856.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,420.
7 Add lines 5 and 6	7	1,115,276.
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	1,116,393.

EARL C. SAMS FOUNDATION, INC.

Form 990-PF (2012)

BRUCE S HAWN

74-1463151

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,420.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	9,420.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,420.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 460.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 13,540.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	14,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	1.
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	4,579.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 4,579. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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(i)(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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		188,488.	27,053.	0.

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

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

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

0

Form 990-PF (2012)

Part VIII

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	0.

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	2,781,172.
b	Average of monthly cash balances	1b	1,791,507.
c	Fair market value of all other assets	1c	16,926,276.
d	Total (add lines 1a, b, and c)	1d	21,498,955.
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	21,498,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	322,484.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,176,471.
6	Minimum investment return. Enter 5% of line 5	6	1,058,824.

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

1	Minimum investment return from Part X, line 6	1	1,058,824.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,420.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,049,404.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,049,404.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,049,404.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,116,393.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,116,393.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	9,420.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,106,973.

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.

Form **990-PF** (2012)

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				1,049,404.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			761,162.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 1,116,393.				
a Applied to 2011, but not more than line 2a			761,162.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				355,231.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				694,173.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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				
PASS THRU FROM MAJESTY I, L.P. 800 N. SHORELINE BLVD SUITE 2000 CORPUS CHRISTI, TX 78401	NONE		CHARITABLE CONTRIBUTION MADE AT PARTNERSHIP LEVEL	33.
PASS THRU FROM VEGA SOUTH, LP 800 N. SHORELINE BLVD SUITE 2000 CORPUS CHRISTI, TX 78401	NONE		CHARITABLE CONTRIBUTION MADE AT PARTNERSHIP LEVEL	495.
SEE ATTACHED LIST 101 N SHORELINE BLVD SUITE 602 CORPUS CHRISTI, TX 78401	NONE		SEE ATTACHED LIST	768,344.
Total				768,872.
b Approved for future payment				
DRISCOLL CHILDREN'S HOSPITAL DEVELOPMENT FOUNDATION, INC 3533 S ALAMEDA ST CORPUS CHRISTI, TX 78411	NONE		EMERGENCY SERVICES EXPANSION AND RENOVATION	45,000.
TEXAS STATE AQUARIUM 2710 NORTH SHORELINE BLVD CORPUS CHRISTI, TX 78402	NONE		CAMPAIGN CARIBBEAN - CARIBBEAN ADEVNTURE WING	150,000.
Total				195,000.

Part XVI-A

1 Program service revenue:

12 Subtotal. Add columns (b), (d), and (e)**13 Total.** Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Line No.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		



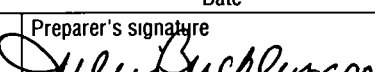



[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		8-8-13 Date		 PRESIDENT Title	
Paid Preparer Use Only	Print/Type preparer's name JULIE BUCKLEY		Preparer's signature 		Date 7/11/13	
	Check <input type="checkbox"/> if self-employed		PTIN P00941881			
	Firm's name  BUCKLEY & ASSOCIATES, P.C.				Firm's EIN  74-2611776	
	Firm's address  101 N. SHORELINE - SUITE 500 CORPUS CHRISTI, TX 78401				Phone no. 361-883-1871	

Form **990-PF** (2012)

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 PUBLICLY TRADED SECURITIES	P		
b			
c			
d			
e NET SHORT TERM FROM PASS THROUGH ENTITIES			
f NET LONG TERM FROM PASS THROUGH ENTITIES			
g 663.0805 UNITS SRI OVERSEAS PARTNERS	P	01/01/08	09/30/12
h LOSS FROM TERMINATION OF EAST SLOPE PARTNERSHIP	P	02/24/06	12/31/12
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 490,833.		390,679.	100,154.
b			0.
c			0.
d			0.
e			126,892.
f			210,496.
g 1,000,000.		663,081.	336,919.
h		4,314.	<4,314.>
i 13,650.			13,650.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			100,154.
b			0.
c			0.
d			0.
e			126,892.
f			210,496.
g			336,919.
h			<4,314.>
i			13,650.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	783,797.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
AMERICAN BANK	39.
HERNDON PLANT OAKLEY	8.
HERNDON PLANT OAKLEY	402.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	449.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EAST SLOPE LP	3,398.	0.	3,398.
ENDOWMENT EXEMPT OP FUND	202,230.	0.	202,230.
EQUINOX HHEP II LP	59.	0.	59.
HERNDON PLANT OAKLEY	18,151.	2,285.	15,866.
HPO - CHILTON REIT	50,765.	11,365.	39,400.
MAJESTY I, LP	69,006.	0.	69,006.
PRC HHEP II	13.	0.	13.
SALIENT MLP FUND	3,005.	0.	3,005.
SALIENT RISK PARITY	159.	0.	159.
TEXAS MUTUAL INSURANCE	380.	0.	380.
VEGA SOUTH LP	32.	0.	32.
TOTAL TO FM 990-PF, PART I, LN 4	347,198.	13,650.	333,548.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM SCHEDULE K-1 MAJESTY I, L.P. ORDINARY INCOME	<18,841.>	<18,841.>	
FROM SCHEDULE K-1 MAJESTY I, L.P. OTHER INCOME	110,686.	110,686.	
FROM SCHEDULE K-1 HHEP III ORDINARY INCOME	10,747.	10,747.	
FROM SCHEDULE K-1 EQUINOX HHEP II LP NET UBTI	27,130.	0.	
FROM SCHEDULE K-1 EQUINOX HHEP II LP ORDINARY INCOME	7.	7.	
FROM SCHEDULE K-1 PRC HHEP II LP NET UBTI	2,450.	0.	

FROM SCHEUDLE K-1 EAST SLOPE LP		
ORDINARY INCOME	<16.>	<16.>
FROM SCHEDULE K-1 EQUINOX HHEP III		
LP NET UBTI	<92,790.>	0.
FROM SCHEDULE K-1 EQUINOX HHEP II		
LP	655.	655.
FROM SCHEDULE K-1 PRC HHEP II LP	143.	143.
FROM SCHEDULE K-1 MAJESTY I, LP NET		
UBTI	33,943.	0.
FROM SCHEUDLE K-1 EQUINOX HHEP III		
LP	10,448.	10,448.
FROM SCHEUDLE K-1 SALIENT MLP FUND		
LP	82.	82.
FROM SCHEDULE K-1 PRC HHEP II		
ORDINARY INCOME	3,488.	3,488.
FROM SCHEUDLE K-1 SALIENT MLP FUND		
LP UBTI	14,938.	0.
FROM SCHEDULE K-1 SALIENT MLP FUND		
LP ORDINARY INCOME	1,288.	1,288.
FROM SCHEDULE K-1 EAST SLOPE LP NET		
UBTI	<49.>	0.
FROM SCHEDULE K-1 EAST SLOPE LP	<5,781.>	<5,781.>
FROM SCHEDULE KK-1 VEGA SOUTH		
ORDINARY INCOME	<1,059.>	<1,059.>
FROM SCHEDULE K-1 SALIENT RISK		
PARITY OTHER INCOME	30,768.	30,768.
FROM SCHEDULE K-1 SALIENT MLP FUND		
LP OTHER INCOME	<13,890.>	<13,890.>
RBC LITIGATION SETTLEMENT	530.	530.
COCACOLA CLAIM	16,543.	16,543.
NONDIVIDEND DISTRIBUTION - HPO		
CHILTON	11,658.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	143,078.	145,798.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,485.	1,123.		6,362.
TO FORM 990-PF, PG 1, LN 16B	7,485.	1,123.		6,362.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	17,383.	10,430.		6,953.
TO FORM 990-PF, PG 1, LN 16C	17,383.	10,430.		6,953.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	39.	4.		35.
FOREIGN TAX WITHHELD	283.	283.		0.
INCOME TAX	540.	0.		0.
TO FORM 990-PF, PG 1, LN 18	862.	287.		35.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,399.	240.		2,159.
INSURANCE	33,286.	3,328.		29,958.
TELEPHONE	5,169.	517.		4,652.
BUSINESS MEALS	732.	36.		330.
OFFICE	7,089.	709.		6,380.
BANK CHARGES	112.	12.		100.
NET INVESTMENT EXPENSE FROM PASS THRU ENTITIES	272,598.	272,598.		0.
COMPUTER EXPENSE	1,271.	127.		1,144.
MAINTENANCE	5,845.	584.		5,261.
MISCELLANEOUS	1,540.	154.		1,386.
TO FORM 990-PF, PG 1, LN 23	330,041.	278,305.		51,370.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	AMOUNT
OTHER INCREASE/DECREASE FROM MAJESTY I, LP	120,391.
OTHER INCREASE/DECREASE FROM SALIENT MLP FUND, LP	21,086.
OTHER INCREASE/DECREASE FROM SRI OVERSEAS PARTNERS	361,221.
OTHER INCREASE/DECREASE FROM SALIENT RISK PARITY FUND V12	4,343.
TOTAL TO FORM 990-PF, PART III, LINE 3	507,041.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	AMOUNT
OTHER INCREASE/DECREASE FROM VEGAS SOUTH LP	2,197.
OTHER INCREASE/DECREASE FROM ENDOWMENT EXEMPT QP FUND II, LP	119,649.
OTHER INCREASE/DECREASE FROM EQUINOX HHEP III LP	10,749.
OTHER INCREASE/DECREASE FROM EQUINOX HHEP II LP	7.
OTHER INCREASE/DECREASE FROM PRC HHEP II	1.
UNREALIZED CHANGE IN ACCOUNT BALANCE AT HPO TO TIE OUT	
CURRENT YEAR INCOME	4,164.
TOTAL TO FORM 990-PF, PART III, LINE 5	136,767.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
TELEPHONE SYSTEM	5,850.	5,850.	0.	0.
HP LASER JET	2,900.	2,900.	0.	0.
COMPUTER EQUIPMENT	3,182.	3,181.	1.	1.
XEROX WORKCENTER	12,845.	12,845.	0.	0.
HP SERVER	9,194.	9,194.	0.	0.
POWEREDGE FILE SERVER	3,239.	2,131.	1,108.	1,108.
3 DELL OPTIPLEX WORKSTATIONS	4,065.	2,675.	1,390.	1,390.
BACKUP & VIRTUALIZATION SOLUTION	2,429.	1,598.	831.	831.
FUJITSU OFFICE EQUIPMENT	877.	609.	268.	268.
TELEPHONE SYSTEM	7,962.	4,140.	3,822.	3,822.
TO 990-PF, PART II, LN 14	52,543.	45,123.	7,420.	7,420.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCKS	3,501,628.	3,959,988.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,501,628.	3,959,988.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MAJESTY I, LP	COST	4,433,081.	4,361,657.
INVESTMENT IN VEGA SOUTH, LP	COST	469,102.	491,500.
INVESTMENT IN EQUINOX HHEP II LP	COST	74,578.	363,167.
INVESTMENT IN ENDOWMENT FUND II, LP	COST	2,399,946.	2,501,683.
INVESTMENT IN HHEP III	COST	273,690.	1,164,258.
INVESTMENT IN PRC HHEP II	COST	188,269.	79,778.
INVESTMENT IN SRI OVERSEAS PARTNERS	COST	5,936,222.	5,506,654.
INVESTMENT IN SALIENT MLP FUND	COST	485,529.	485,074.
INVESTMENT IN EAST SLOPE LP	COST	0.	0.
INVESTMENT IN SALIENT RISK PARITY	COST	551,945.	550,771.
INVESTMENT IN HAWKINS INVESTMENT PTR	COST	2,000,000.	2,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,812,362.	17,504,542.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE S. HAWN 1542 GLENOAK CORPUS CHRISTI, TX 78418	PRESIDENT, CEO & DIRECTOR 15.00	56,892.	8,534.	0.
SUSAN G. HAWN YURAS 215 TAMERLAINE HOUSTON, TX 77024	V. P., CHAIRMAN & DIRECTOR 4.00	48,317.	7,467.	0.
NANCY HAWN 1542 GLENOAK CORPUS CHRISTI, TX 78418	DIRECTOR 1.00	2,400.	0.	0.
SUSAN OHNMACHT 159 SABINE PORTLAND, TX 78374	ASST TREASURER/SECRETARY 36.00	73,679.	11,052.	0.
MICHAEL T. YURAS 215 TAMERLAINE HOUSTON, TX 77024	DIRECTOR 1.00	2,400.	0.	0.
CANDACE N. COUTINHO 26907 VILLA TOSCANA SAN ANTONIO, TX 78260	DIRECTOR 1.00	2,400.	0.	0.
CAITLYN J. HAWN 1542 GLENOAK CORPUS CHRISTI, TX 78418	DIRECTOR 1.00	800.	0.	0.
SYDNEY E THAMES 215 TAMERLAINE HOUSTON, TX 77024	DIRECTOR 1.00	1,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		188,488.	27,053.	0.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

361-888-6485

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
5	TELEPHONE SYSTEM	070901	1200DB	5.00	17	5,850.			5,850.	5,850.		0.
6	HP LASER JET	090601	1200DB	5.00	17	2,900.			2,900.	2,900.		0.
7	COMPUTER EQUIPMENT	093004	200DB	5.00	17	3,182.		1,591.	1,591.	1,590.		0.
9	XEROX WORKCENTER	020906	200DB	5.00	17	12,845.			12,845.	12,845.		0.
10	HP SERVER POWEREDGE FILE	012406	200DB	5.00	17	9,194.			9,194.	9,194.		0.
11	SERVER 3 DELL OPTIPLEX	100610	200DB	5.00	17	3,239.			3,239.	1,393.		738.
12	WORKSTATIONS	100610	200DB	5.00	17	4,065.			4,065.	1,748.		927.
13	VIRTUALIZATION SOLUTIONS	100610	200DB	5.00	17	2,429.			2,429.	1,044.		554.
14	FUJITSU OFFICE EQUIPMENT	080510	200DB	5.00	17	877.			877.	430.		179.
25	TELEPHONE SYSTEM	021411	200DB	5.00	17	7,962.			7,962.	1,592.		2,548.
* TOTAL 990-PF PG 1						52,543.		1,591.	50,952.	38,586.	0.	4,946.
DEPR												

EARL C SAMS FOUNDATION, INC GRANTS 2012

GRANTEE NAME & ADDRESS	RELATION SHIPS	FNDN STATUS	PURPOSE OF GRANT	AMOUNT
ARTS & CULTURE				
Art Center of Corpus Christi 100 N Shoreline Dr Corpus Christi, TX 78401	N/A	Public	Air Conditioner Replacement/ Energy Efficient Upgrades Program	\$ 10,000.00
Coastal Bend Quilt and Needlework Guild P.O. Box 181074 Corpus Christi, TX 78480-1074	N/A	Public	CBONG Quilt Show 2013	\$ 5,000.00
Corpus Christi Symphony Orchestra 555 N Carancahua Tower II, Suite 410 Corpus Christi, TX 78401	N/A	Public	CC Symphony Orchestra 2012-13 Season	\$ 5,000.00
South Texas Institute for the Arts 1902 North Shoreline Blvd Corpus Christi, TX 78401	N/A	Public	Youth Education Program	\$ 5,000.00
TOTAL ARTS & CULTURE				\$ 25,000.00
CHURCHES/RELIGIOUS				
Fannie Bluntzer Nason Renewal Center, Inc (dba Spirit Center) 2930 South Alameda Corpus Christi, TX 78404	N/A	Public	Spirit Center Fundraising Phase I	\$ 8,000.00
Messiah Ministries, Inc 2800 Tates Creek Rd Lexington, KY 40503	N/A	Public	General Operating Expenses	\$ 25,000.00
TOTAL CHURCHES/RELIGIOUS				\$ 33,000.00
CIVIC AND COMMUNITY				
Coastal Bend Autism Advocacy, Inc 3124 S Alameda St Corpus Christi, TX 78404	N/A	Public	Ongoing Community Training	\$ 5,000.00
Coastal Bend Community Foundation 600 Leopard, Suite 1716 Corpus Christi, TX 78473	N/A	Public	Coastal Bend Day of Giving	\$ 10,000.00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	N/A	Public	2011 Membership Dues/General Operating Support	\$ 2,610.00
Food Bank of Corpus Christi 826 Krill St Corpus Christi, TX 78408	N/A	Public	Kids Café	\$ 10,000.00

Foster Youth Life Investment Partners – FYLIP 4639 Corona Suite 37 Corpus Christi, TX 78411	N/A	Public	Foster Youth Rapid Re Housing and Homeless Prevention	\$ 20,000.00
The Salvation Army 521 Josephine Street Corpus Christi, TX 78403	N/A	Public	Shelter and Food Program	\$ 10,000.00
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	N/A	Public	South TX Special Needs Adoption Program	\$ 10,000.00
Special Olympics-South TX Area 2 4639 Corona- Suite 70 Corpus Christi, TX 78411	N/A	Public	Area Training and Competitions	\$ 5,000.00
Teen & Family Services 9377b Katy Freeway – PMB 314 Houston, TX 77024	N/A	Public	Student Scholarships	\$ 24,000.00
Warrior's Weekend 3603 Miori Lane Victoria, TX 77901	N/A	Public	Warrior's Weekend	\$ 20,000.00
TOTAL CIVIC AND COMMUNITY				\$116,610 .00
EDUCATIONAL ORGANIZATIONS				
Flour Bluff ISD Foundation for Education Excellence 2505 Waldron Rd Corpus Christi, TX 78418	N/A	Public	The Big Event Fundraiser	\$ 1,000.00
Rise School of Corpus Christi 744 Everhart Rd Corpus Christi, TX 78411-1906	N/A	Public	Scholarship Funds	\$ 10,000.00
TOTAL EDUCATIONAL ORGANIZATIONS				\$ 11,000.00
ENVIRONMENTAL				
Audubon Texas 510 S Congress Ave #102 Austin, TX 78704	N/A	Public	Coastal stewardship Program in the Coastal Bend	\$ 5,000.00
Citizens for Animal Protection 17555 Katy Freeway Houston, TX 77074	N/A	Public	Onsite Veterinary Services	\$ 15,000.00
Lower Laguna Madre Foundation (LLMF) P.O. Box 153, 934 Mansfield Dr Port Mansfield, TX 78598	N/A	Public	Birds of the Laguna Madre	\$ 15,000.00
South Texas Botanical Gardens & Nature Center	N/A	Public	Visitor Center Renovations	\$ 15,000.00

8545 S Staples St Corpus Christi, TX 78413					
Texas State Aquarium 2710 N Shoreline Corpus Christi, TX 78402-1097	N/A	Public	Campaign Caribbean – Caribbean Adventure Wing	\$150,000.00	
Valley Zoological Society 500 Ringgold Brownsville, TX 78520	N/A	Public	“Zoofari 2012” and Technology Upgrade & Replacement	\$ 22,734.00	
TOTAL ENVIRONMENTAL				\$222,734.00	
HEALTH AND HUMAN SERVICES					
American Cancer Society High Plains Division 4101 S Alameda Corpus Christi, TX 78411	N/A	Public	Research	\$ 10,000.00	
Camp Aranzazu 5420 FM 1781 Rockport, TX 78382	N/A	Public	Sustain Nature Pond Through Use of Renewable Energy Source	\$ 10,000.00	
Charity League, Inc P.O. Box 6757 Corpus Christi, TX 78466	N/A	Public	2012-13 Charity: Charlie’s Place Recovery Center	\$ 10,000.00	
Christus Spohn Development Foundation 600 Elizabeth Street Corpus Christi, TX 78404-2235	N/A	Public	Pursuit of Nursing Excellence Program	\$ 10,000.00	
Coastal Bend Kidney Foundation P.O. Box 9172 Corpus Christi, TX 78469	N/A	Public	Pediatric Nephrology Program	\$ 15,000.00	
Corpus Christi Hope House 630 and 658 Robinson Street Corpus Christi, TX 78404	N/A	Public	Homeless Shelter Program	\$ 5,000.00	
Corpus Christi Metro Ministries P.O. Box 4899 1919 Leopard Corpus Christi, TX 78469	N/A	Public	Loaves & Fishes free Cafeteria	\$ 20,000.00	
Driscoll Children’s Hospital Dev Fndn, Inc 3533 S Alameda St Corpus Christi, TX 78411	N/A	Public	Emergency Services Expansion and Renovation	\$105,000.00	
Good Samaritan Rescue Mission 210 S Alameda St @ Kinney Street Corpus Christi, TX 78403	N/A	Public	Good Sam 203-bed Homeless Shelter and Diner	\$ 15,000.00	
Mission of Mercy, Inc P.O. Box 8341 Corpus Christi, TX 78401	N/A	Public	General Support-Texas only	\$ 35,000.00	
Mother Teresa Shelter, Inc	N/A	Public	Transitional Housing Services	\$ 15,000.00	

513 Sam Rankin Street Corpus Christi, TX 78401					
National MS, South Central Chapter 9830 Colonnade Blvd, Suite 130 San Antonio, TX 78230	N/A	Public	Walk MS: Corpus Christi	\$ 10,000.00	
Women's Shelter of South Texas P.O. Box 3368 Corpus Christi, TX 78463	N/A	Public	Shelter & Supportive Services	\$ 7,500.00	
TOTAL HEALTH & HUMAN SERVICES				\$267,500.00	
YOUTH ORGANIZATIONS					
Aransas Pass for Youth, Inc 130 N Goodnight Street Aransas Pass, TX 78336	N/A	Public	2012 Summer Camp	\$ 1,500.00	
Hardhead Derby 33 Seakist Road Port Lavaca, TX 77979	N/A	Public	11 th Annual Hardhead Derby Fishing Tournament	\$ 15,000.00	
Houston Achievement Place (HAP) 245 West 17 th Street Houston, TX 77008	N/A	Public	Project CLASS	\$ 6,000.00	
The Miracle League of Corpus Christi P.O. Box 531 Corpus Christi, TX 78403	N/A	Public	On-going programs	\$ 20,000.00	
Palmer Drug Abuse Program – CC 3104 S Alameda St Corpus Christi, TX 78404	N/A	Public	Operating Support CC/Kingsville/Alice	\$ 20,000.00	
Young Life in Corpus Christi 5934 S Staples, Suite 216 Corpus Christi, TX 78413	N/A	Public	Young Life Ministry in CCISD	\$ 20,000.00	
Youth Odyssey, Inc P.O. Box 331394 Corpus Christi, TX 78463	N/A	Public	Adventure Challenge Program	\$ 10,000.00	
TOTAL YOUTH ORGANIZATIONS				\$ 92,500.00	
TOTAL GRANTS GIVEN IN 2012				\$768,344.00	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

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

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

04

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

SUE OHNMACHT

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☒ calendar year **2012** or
 ► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	460.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	13,540.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)