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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 <b>LIGHTNER SAMS FOUNDATION, INC.</b>		A Employer identification number <b>75-2555622</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>16800 DALLAS PARKWAY</b>	Room/suite <b>218</b>	B Telephone number <b>972-458-8811</b>						
City or town, state, and ZIP code <b>DALLAS, TX 75248</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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) <b>\$ 12,385,955.</b> (Part I, column (d) must be on cash basis.)	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		9.	9.		STATEMENT 1
4 Dividends and interest from securities		113,681.	113,681.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,788,720.			
b Gross sales price for all assets on line 6a		4,579,362.			
7 Capital gain net income (from Part IV, line 2)			1,788,720.		
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		1,250.	1,250.		STATEMENT 3
12 Total. Add lines 1 through 11		1,903,660.	1,903,660.		
13 Compensation of officers, directors, trustees, etc		64,700.	24,000.		40,700.
14 Other employee salaries and wages		56,800.	28,400.		28,400.
15 Pension plans, employee benefits		31,685.	13,842.		17,843.
16a Legal fees STMT 4		2,093.	2,093.		0.
b Accounting fees STMT 5		8,380.	4,190.		4,190.
c Other professional fees STMT 6		56,811.	56,811.		0.
17 Interest		642.	642.		0.
18 Taxes STMT 7		22,773.	17,458.		5,315.
19 Depreciation and depletion		1,234.	1,234.		
20 Occupancy		16,230.	8,115.		8,115.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		29,912.	18,402.		11,510.
24 Total operating and administrative expenses. Add lines 13 through 23		291,260.	175,187.		116,073.
25 Contributions, gifts, grants paid		505,580.			505,580.
26 Total expenses and disbursements. Add lines 24 and 25		796,840.	175,187.		621,653.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,106,820.			
b Net investment income (if negative, enter -0-)			1,728,473.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**Part II Balance Sheets**

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

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
<b>Assets</b>			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	118,547.	2,898,991.	2,898,991.
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			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 10	1,446,392.	1,554,767.	1,554,767.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 11	9,529,065.	7,735,885.	7,735,885.
14 Land, buildings, and equipment basis ▶ 13,872.			
Less: accumulated depreciation STMT 12 ▶ 12,606.	2,500.	1,266.	1,266.
15 Other assets (describe ▶ STATEMENT 13)	189,847.	195,046.	195,046.
16 Total assets (to be completed by all filers)	11,286,351.	12,385,955.	12,385,955.
<b>Liabilities</b>			
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			
22 Other liabilities (describe ▶ STATEMENT 14)	0.	1,301.	
23 Total liabilities (add lines 17 through 22)	0.	1,301.	
<b>Net Assets or Fund Balances</b>			
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	11,286,351.	12,384,654.	
30 Total net assets or fund balances	11,286,351.	12,384,654.	
31 Total liabilities and net assets/fund balances	11,286,351.	12,385,955.	

**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	11,286,351.
2 Enter amount from Part I, line 27a	2	1,106,820.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	8,934.
4 Add lines 1, 2, and 3	4	12,402,105.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	17,451.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,384,654.

**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.)
<b>1a</b> EQUITIES (SEE SCHEDULE ATTACHED)	P		
<b>b</b> MUTUAL FUNDS (SEE SCHEDULE ATTACHED)	P		
<b>c</b> FWL 95 LP LAND SALE	P	04/27/01	08/23/12
<b>d</b> CAPITAL GAINS DIVIDENDS			
<b>e</b>			

(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)
<b>a</b> 998,088.		874,259.	123,829.
<b>b</b> 387,858.		344,566.	43,292.
<b>c</b> 3,127,950.		1,571,817.	1,556,133.
<b>d</b> 65,466.			65,466.
<b>e</b>			

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))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
<b>a</b>			123,829.
<b>b</b>			43,292.
<b>c</b>			1,556,133.
<b>d</b>			65,466.
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div>           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	1,788,720.
<b>3</b> 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		<b>3</b>	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	499,746.	11,386,609.	.043889
2010	494,805.	11,429,159.	.043293
2009	531,318.	11,007,635.	.048268
2008	741,340.	13,644,943.	.054331
2007	809,291.	16,740,823.	.048342

<b>2</b> Total of line 1, column (d)	<b>2</b>	.238123
<b>3</b> 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	<b>3</b>	.047625
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	11,657,970.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	555,211.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	17,285.
<b>7</b> Add lines 5 and 6	<b>7</b>	572,496.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	621,653.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	17,285.
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			
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	17,285.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	17,285.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,301.	
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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?		N/A
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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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

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 ▶ N/A	13	X	
14	The books are in care of ▶ LARRY LIGHTNER Located at ▶ 16800 DALLAS PARKWAY, SUITE 218, DALLAS, TX Telephone no ▶ 972-458-8811 ZIP+4 ▶ 75248			
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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 type="checkbox"/> Yes <input checked="" 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEREK ADLETA 16800 DALLAS PARKWAY, SUITE 218 DALLAS, TX 75248	TRUSTEE 2.00	350.	0.	0.
KAMALA LIGHTNER SCAMMAHORN 16800 DALLAS PARKWAY, SUITE 218 DALLAS, TX 75248	TRUSTEE 2.00	350.	0.	0.
LARRY LIGHTNER 16800 DALLAS PARKWAY, SUITE 218 DALLAS, TX 75248	TRUSTEE 30.00	48,000.	12,000.	0.
SUE LIGHTNER 16800 DALLAS PARKWAY, SUITE 218 DALLAS, TX 75248	TRUSTEE 20.00	16,000.	4,000.	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

**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 NONE	
	0.
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	
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2012)



**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	5,720,555.
b	Average of monthly cash balances	1b	1,508,769.
c	Fair market value of all other assets	1c	4,606,179.
d	Total (add lines 1a, b, and c)	1d	11,835,503.
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	11,835,503.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	177,533.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,657,970.
6	Minimum investment return. Enter 5% of line 5	6	582,899.

**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	582,899.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,285.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,285.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	565,614.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	565,614.
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	565,614.

**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	621,653.
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	621,653.
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	17,285.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	604,368.

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				565,614.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			552,508.	
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 ▶ \$ 621,653.				
a Applied to 2011, but not more than line 2a			552,508.	
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				69,145.
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:	0.			
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				496,469.
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				

## N/A

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

- [illegible]

Form **990-PF** (2012)







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


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SOURCE	AMOUNT
INTEREST INCOME	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	179,147.	65,466.	113,681.
TOTAL TO FM 990-PF, PART I, LN 4	179,147.	65,466.	113,681.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENT INCOME	1,250.	1,250.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,250.	1,250.	

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**FORM 990-PF LEGAL FEES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,093.	2,093.		0.
TO FM 990-PF, PG 1, LN 16A	2,093.	2,093.		0.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,380.	4,190.		4,190.
TO FORM 990-PF, PG 1, LN 16B	8,380.	4,190.		4,190.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	56,533.	56,533.		0.
CONSULTING FEES	278.	278.		0.
TO FORM 990-PF, PG 1, LN 16C	56,811.	56,811.		0.

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FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	13,365.	13,365.		0.
PAYROLL TAXES	9,241.	4,009.		5,232.
PERSONAL PROPERTY TAXES	167.	84.		83.
TO FORM 990-PF, PG 1, LN 18	22,773.	17,458.		5,315.

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FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,727.	2,363.		2,364.
MISCELLANEOUS	5,882.	2,941.		2,941.
TELEPHONE	2,591.	1,296.		1,295.
OFFICE EXPENSE	1,320.	660.		660.
EMPLOYEE INSURANCE	6,737.	3,369.		3,368.
COMPUTER EXPENSES	1,763.	881.		882.
FWL 95 LP PARTNERSHIP EXPENSES	6,892.	6,892.		0.
TO FORM 990-PF, PG 1, LN 23	29,912.	18,402.		11,510.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION	AMOUNT		
NONDEDUCTIBLE MEALS	150.		
NONDEDUCTIBLE PENALTIES	16.		
FEDERAL EXCISE TAX	17,285.		
TOTAL TO FORM 990-PF, PART III, LINE 5	17,451.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE SCHEDULE ATTACHED	1,554,767.	1,554,767.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,554,767.	1,554,767.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LAND - JEFFERSON COUNTY CO	FMV	3,400,000.	3,400,000.
MUTUAL FUNDS (SEE SCHEDULE ATTACHED)	FMV	4,335,885.	4,335,885.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,735,885.	7,735,885.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	7,523.	7,523.	0.
2 AERON CHAIRS	1,555.	1,555.	0.
COMPUTER EQUIPMENT	1,074.	1,074.	0.
OFFICE ACCESSORY	202.	130.	72.
3 LATERAL FILES	1,471.	945.	526.
PRINTER	335.	168.	167.
PRINTER/FAX/COPIER	367.	183.	184.
HP SCANJET 5590	303.	91.	212.
HP COMPUTER	1,042.	937.	105.
TOTAL TO FM 990-PF, PART II, LN 14	13,872.	12,606.	1,266.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM LIFE INSURANCE POLICY	184,725.	194,266.	194,266.
SECURITY DEPOSITS	3,122.	780.	780.
REFUNDABLE FEDERAL EXCISE TAX	2,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	189,847.	195,046.	195,046.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

FEDERAL EXCISE TAX PAYABLE

0.

1,301.

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

1,301.

Lightner Sams Foundation, Inc.  
Investments - Corporate Stock  
December 31, 2012

	Market Value	Cost Basis
Schwab Account #5596-6162		
Allegheny Tech, Inc.	50,610.12	52,086.98
Belo Corporation	56,765.67	24,193.13
Cleco Corporation	86,901.72	80,493.88
Compass Minerals Intl	65,670.09	61,159.94
Convergys Corp.	64,458.48	58,844.97
Diebold Incorporated	62,750.50	61,117.47
Employers Holdings, Inc	113,889.72	75,009.53
First Horizon Natl Corp.	80,707.04	65,413.69
First Midwest Bancorp	82,819.80	75,196.67
Great Plains Energy, Inc.	86,114.40	63,829.38
Greif, Inc	77,074.00	73,713.05
Ingredion, Inc.	53,799.05	42,332.77
Kar Auction Services	50,377.36	43,557.50
Matthews Intl Corp	75,274.50	72,405.18
McDermott Intl, Inc.	71,211.24	73,703.71
Mednax, Inc.	92,799.84	73,630.11
Orion Marine Group, Inc.	51,060.35	87,303.92
Parametric Tech Corp.	38,942.30	18,437.52
Portland General Elec	84,952.80	68,050.37
Proassurance Corporation	106,993.84	53,116.90
Terex Corp.	81,884.43	44,697.08
	1,535,057.25	1,268,293.75

Schwab Account #5596-6158		
Penney J C Co, Inc.	19,710.00	34,206.95
	1,554,767.25	1,302,500.70

Lightner Sams Foundation, Inc.  
Investments - Mutual Funds  
December 31, 2012

	# of Shares	Share Price	Market Value	Cost Basis
American Century Intl Opportunities	75,477.918	7.29	550,234.02	618,894.15
American Century Small Cap Value	24,792.133	8.55	211,972.74	187,225.66
DFA Emerging Markets Value Portfolio	7,263.050	29.84	216,729.41	237,978.01
DFA Intl Small Cap Value Portfolio	22,495.465	15.98	359,477.53	344,800.21
DFA US Large Cap Value Portfolio	21,842.776	22.90	500,199.57	375,417.45
DFA US Micro Cap Portfolio	3,468.618	14.60	50,641.82	50,533.68
DFA US Small Cap Value Portfolio	3,695.076	26.21	96,847.94	101,933.21
DFA US Targeted Value Portfolio	34,024.538	17.01	578,757.39	444,572.64
Eaton Vance Parametric Tax Mgd Emerging	19,645.436	48.58	954,375.28	213,591.20
Heartland Value Plus Fund	20,321.831	29.64	602,339.07	350,759.16
Vanguard Growth Index Fund	3,151.271	33.93	106,922.63	81,756.03
Wisdom Tree Intl Small Cap	2,060.000	52.13	107,387.80	100,019.35
			4,335,885.20	3,107,480.75

Lightner Sams Foundation, Inc.  
Capital Gains - Equities  
December 31, 2012

	Sales Proceeds	Cost Basis	Gain (Loss)
A G L Resources, Inc.	81,794.46	61,947.21	19,847.25
B E Aerospace, Inc.	96,562.39	24,983.77	71,578.62
Belo Corporation	31,117.38	28,871.51	2,245.87
CACI, Inc.	57,960.18	52,902.21	5,057.97
Coherent, Inc.	63,152.88	43,151.13	20,001.75
Compass Minerals Intl	13,373.92	11,898.01	1,475.91
Convergys Corp.	18,230.63	17,902.18	328.45
Digital River, Inc.	33,999.94	63,936.80	(29,936.86)
Ingredion, Inc.	105,015.91	85,656.21	19,359.70
Ishares Tr Russell 2000	69,450.35	63,964.78	5,485.57
Owens Illinois, Inc.	83,753.23	113,773.94	(30,020.71)
Packaging Corp. of America	86,459.46	73,127.95	13,331.51
Parametric Tech Corp.	59,196.77	53,580.36	5,616.41
Silgan Holdings, Inc.	57,154.48	34,837.26	22,317.22
Teledyne Technologies	76,118.24	61,959.19	14,159.05
Zions Bancorp.	64,748.27	81,766.99	(17,018.72)
	998,088.49	874,259.50	123,828.99

Lightner Sams Foundation, Inc  
Capital Gains - Mutual Funds  
December 31, 2012

	Sales Proceeds	Cost Basis	Gain (Loss)
American Century Small Cap Value	125,958.05	114,115.76	11,842.29
DFA US Large Cap Value Portfolio	91,000.00	91,799.95	(799.95)
DFA US Targeted Value Portfolio	69,950.05	57,624.26	12,325.79
Vanguard Growth Index Fund	100,950.05	81,025.88	19,924.17
	387,858.15	344,565.85	43,292.30

THE LIGHTNER SAMS FOUNDATION, INC.

75-2555622

GRANTEE NAME & ADDRESS	GRANT PURPOSE	2012 PAYMENT	2013 PAYMENT
AIDS Interfaith Network 501 N. Stemmons Fwy Ste. 200 Dallas, TX 75207	Meals' program expenses.	5,000	
Association of Small Foundations 1720 N St., NW Washington, D.C. 20036	Operating/program expenses.	500	
Big Brothers Big Sisters Dallas County 2900 Live Oak St. Dallas, TX 75204	Expenses of recruiting, screening, training new mentors & year long match support of mentoring relationships with children who have not been matched.	7,500	
Boys & Girls Clubs of East Texas 504 W. 32nd St. Tyler, TX 75702	Elementary school strings' after school program expenses at two new Tyler I.S.D. schools in Tyler, TX.	19,550	
Brook Hill School P.O. Box 668 Bullard, TX 75757	Purchase of Interactive Whiteboard technology systems and teacher training for academic classrooms.	30,000	
Children's Medical Center 2777 Stemmons Fwy., Ste. 700 Dallas, TX 75207	Aids-Related Medical Services Clinic programs' expenses.	10,000	
City Square 511 N. Akard St., Ste. 302 Dallas, TX 75201-6601	Community Health Services Program expenses.	10,000	
Communities In Schools Dallas Region, Inc. 8700 N. Stemmons Fwy., Ste. 125 Dallas, TX 75247	Programs' expenses for "at risk" students.	10,000	
Crossroads Community Services 1822 Young St., 2nd Fl Dallas, TX 75201	Operating costs of Community Distribution Partners sites for food distribution & health education workshops.	10,000	
Dallas Arboretum & Botanical Society, Inc. 8617 Garland Rd. Dallas, TX 75218	Rory Meyers Children's Adventure Garden capital campaign.	25,000	
Dallas Providence Homes, Inc. P.O. Box 260671 Plano, TX 75026	Purchase/renovation of house in Plano, TX to assist women/children victims of domestic violence.	25,000	



THE LIGHTNER SAMS FOUNDATION, INC.  
75-2555622

Equest Therapeutic Horsemanship P O. Box 2109 Wylie, TX 75098	Operating/programs' expenses.	5,000
Family Compass 4210 Junius St. Dallas, TX 75246	Parent Aide program expenses.	10,000
Family Place P.O. Box 7999 Dallas, TX 75209	Operating expenses of Children's Educational Services at Safe Campus.	15,000
Galaxy Counseling Center 1025 S. Jupiter Rd. Garland, TX 75042	Child & Family Counseling program expenses.	20,000
Gleaning Network of Texas P O. Box 7103 Dallas, TX 75209-0103	Programs' expenses.	12,000
Journey of Hope Grief Support Center, Inc. 3900 W. 15th St., Ste. 306 Plano, TX 75075	General operating support.	15,000
Junior League of Tyler, Inc. 1919 S. Donnybrook Tyler, TX 75701	Girl Power programs' expenses	10,000
Keuka College 141 Central Ave. Keuka Park, NY 14478	Programs, acquisitions expenses.	8,000
Legacy Counseling Center 4054 McKinney Ave. Ste. 102 Dallas, TX 75204	Technology updates/purchase of equipment.	10,000
Lost Creek U.M. Church 8002 S. Washington Stillwater, OK 74074	Towards the purchase of a new church passenger van.	25,000
Mental Health America of Greater Dallas 624 N. Good-Latimer, Suite 200 Dallas, TX 75204	Education and Advocacy Programs. Leadership Annual Fund. 2011 Prism Award Ceremony Less Taxable Benefit	20,000 2,000 3,000 -150

THE LIGHTNER SAMS FOUNDATION, INC.

75-2555622

Metrocare Services 1380 River Bend Dr Dallas, TX 75247-4914	Renovations at Career Design and Development Services Center in Dallas, TX.	10,000	
Our Friends Place 2501 Oak Lawn Ave., Ste. 500 Dallas, TX 75219	Programs/operating expenses.	5,000	
Plano Children's Medical Clinic 1407 14th St. Plano, TX 75074	Project REACH healthcare programs' expenses.	15,000	
RISE Adventures, Inc. P.O. Box 141122 Irving, TX 75014-1122	Purchase of adaptive equipment for physically disabled persons.	10,000	
Senior Source 3910 Harry Hines Blvd. Dallas, TX 75219	Senior companions and/or Ombudsmen program expenses.	15,000	
Smith County Champions for Children, Inc. 421 S. Bonner Ave. Tyler, TX 75702	Purchase of equipment for new facility	10,000	
Smith County Childrens Services 100 N. Broadway Ave. Tyler, TX 75702	Expenses sending 10 legal/counseling persons to 6/2012 TX Judicial Summit course at Texas Christian University, Fort Worth, TX.	3,915	
Solar Car Challenge Foundation 3505 Cassidy Dr. Plano, TX 75023	Expenses of the 2012 Solar Car Challenge Intern Education Program. Expenses of April Display Event. Expenses of 2012 Solar Car Challenge.	13,500 1,500 5,000	10,000
Southern Methodist University Dept. of Physics P.O. Box 750175 Dallas, TX 75275-0175	Graduate Fellowships; Distinguished Physics Professors Visitor Program; Research; 2012 Lecture; Outreach Programs.	40,000	35,000
Suicide & Crisis Center of North Texas 2808 Swiss Ave. Dallas, TX 75204	Purchase of new telephone system for Crisis Hot Line.	7,265	
The University of Texas Health Science Center at Tyler 11937 US Hwy 271 Tyler, TX 75708-3154	Towards meeting matching grant for expansion of Patient Support Services Program.	12,000	

THE LIGHTNER SAMS FOUNDATION, INC.  
75-2555622

Visiting Nurse Association 1440 W Mockingbird Ln Dallas, TX 75247	Meals On Wheels program expenses in Dallas County, Texas.	20,000	
Wilkinson Center P.O. Box 720248 Dallas, TX 75372-0248	Food Pantry Program expenses.	10,000	
Winston School 5707 Royal Lane Dallas, TX 75229	Solar Car Lab purchase of supplies, tools equipment for building new solar car.	10,000	
Women's Symphony League, Inc. P O. Box 6823 Tyler, TX 75711	2012-13 Link Up youth educational program expenses.	10,000	
TOTAL	Total grants in 2012:	505,580	
	Total grants approved for payment in 2013:		45,000