



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



Form 990-PF

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

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning 07-01-2012, and ending 06-30-2013

Name of foundation: BEHMANN BROTHERS FOUNDATION. A Employer identification number: 74-2146739. B Telephone number: (361) 852-8223. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 6,798,027. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	41,674	19,512	19,512	
	2 Savings and temporary cash investments	903,097	122,868	122,868	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	1,014			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	4,701,520	5,296,118	5,784,214	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ <u>1,152,160</u> Less accumulated depreciation (attach schedule) ▶ <u>2,307</u>	1,150,352	1,149,853	871,433	
15 Other assets (describe ▶ _____)	141,198	141,198			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,938,855	6,729,549	6,798,027		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)	524,813	471,868		
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)	524,813	471,868			
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	2,068,595	2,068,595		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	4,345,447	4,189,086			
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	6,414,042	6,257,681			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,938,855	6,729,549			

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	6,414,042
2	Enter amount from Part I, line 27a	2	-156,361
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,257,681
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,257,681

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			

(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			

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) FMV 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			

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	161,882
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	79,387

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	295,285	6,036,156	0.04892
2010	315,528	5,952,923	0.05300
2009	290,545	5,374,789	0.05406
2008	303,693	6,235,737	0.04870
2007	371,998	8,508,944	0.04372

2	Total of line 1, column (d).		2	0.24840
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.04968
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4	5,976,939
5	Multiply line 4 by line 3.		5	296,934
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	2,095
7	Add lines 5 and 6.		7	299,029
8	Enter qualifying distributions from Part XII, line 4.		8	321,490

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 page 18 of the 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)		
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	1	2,095
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	
3	Add lines 1 and 2.	3	2,095
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,095
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,240
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	1,240
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	855
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 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address WWW BEHMANNBROTHERSFOUNDATION ORG
14 The books are in care of KDNC LLC Telephone no (361) 852-8223
Located at 5151 FLYNN PARKWAY 604 CORPUS CHRISTI TX ZIP +4 784114394
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 No
See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. 1b No
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. Yes No
If "Yes," list the years 20___, 20___, 20___, 20___
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.). 3b No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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


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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. 

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

Total. Add lines 1 through 3. 

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,150,534
b	Average of monthly cash balances.	1b	543,575
c	Fair market value of all other assets (see instructions).	1c	872,190
d	Total (add lines 1a, b, and c).	1d	6,566,299
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	498,341
3	Subtract line 2 from line 1d.	3	6,067,958
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	91,019
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,976,939
6	Minimum investment return. Enter 5% of line 5.	6	298,847

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	298,847
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,095
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,095
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	296,752
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	296,752
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	296,752

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	321,490
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	321,490
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,095
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	319,395

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				296,752
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.	15,345			
e From 2011.				
f Total of lines 3a through e.	15,345			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>321,490</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				296,752
e Remaining amount distributed out of corpus	24,738			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,083			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	40,083			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.	15,345			
d Excess from 2011.				
e Excess from 2012.	24,738			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

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

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

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

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

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
 CHARLES L KOSAREK
 PO BOX 271486
 CORPUS CHRISTI, TX 784271486
 (361) 852-8223

b The form in which applications should be submitted and information and materials they should include
 SPECIAL GRANT REQUEST FORM CAN BE OBTAINED FROM WEBSITE

c Any submission deadlines
 MAY 1

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 ORGANIZATIONS MUST BE LOCATED IN THE TEXAS COUNTIES OF NUECES, ARANSAS, BEE, JIM WELLS, KLEBERG, LIVE OAK, REFUGIO AND SAN PATRICIO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i> See Additional Data Table See Additional Data Table</p>				
<p>Total 3a</p>				<p>310,232</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total 3b</p>				

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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

2b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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 or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: ***** Date: 2013-08-07 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only. Print/Type preparer's name: MARLEANA CUDD. Preparer's Signature: MARLEANA CUDD. Date: 2013-08-07. Check if self-employed. PTIN: P01231453. Firm's name: KDNC LLC. Firm's address: 5151 FLYNN PKWY STE 604, CORPUS CHRISTI, TX 784114394. Firm's EIN. Phone no: (361) 852-8223.

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY D CLARK 3413 STONECREST GRAPEVINE, TX 76051	Director 0 00	300		
Sherry Kosarek 329 CR 170 GEORGE WEST, TX 78022	Secretary 0 00	600		
Karen K Clark 3413 Stonecrest Grapevine, TX 76051	Vice President 0 00	300		
T Mark Anderson 341 University Place Corpus Christi, TX 78412	Director 0 00	600		
Willie J Kosarek 5151 Flynn Parkway 604 Corpus Christi, TX 78411	Treasurer 0 00	600		
John Lloyd Bluntzer Route 1 Box 132 Corpus Christi, TX 78380	Director 0 00	600		
Charles L Kosarek Jr 329 CR 170 GEORGE WEST, TX 78022	President 20 00	36,600		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG LIFE OF CORPUS CHRISTI 5934 SOUTH STAPLES STE 216 CORPUS CHRISTI, TX 78413	None	PUBLIC	SUPPORT PROGRAMS	500
WESLEY COMMUNITY CENTER PO BOX 7099 CORPUS CHRISTI, TX 78467	None	PUBLIC	SUPPORT PROGRAMS	1,000
TIMON'S MINISTRIES 10501 SOUTH PADRE ISLAND DRIVE CORPUS CHRISTI, TX 78418	None	PUBLIC	SUPPORT PROGRAMS	10,000
ST JAMES EPISCOPAL SCHOOL 602 SOUTH CARANCAHUA STREET CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	10,000
SPAULDING FOR CHILDREN 500 NORTH WATER STREET STE 604 SO T CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
SOUTH TEXAS INSTITUTE FOR THE ARTS 1902 NORTH SHORELINE BLVD CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	2,000
SEA CITY WORK CAMP PO BOX 10449 CORPUS CHRISTI, TX 78460	None	PUBLIC	SUPPORT PROGRAMS	1,000
MARY MCLOED BETHUNE DAY NURSERY INC 900 KINNEY AVENUE CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	2,000
HALO-FLIGHT INC 1843 FM 665 CORPUS CHRISTI, TX 78415	None	PUBLIC	SUPPORT PROGRAMS	5,000
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES S-203 CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
CORPUS CHRISTI HOPE HOUSE INC 658 ROBINSON STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	2,000
COASTAL BEND KIDNEY FOUNDATION PO BOX 9172 CORPUS CHRISTI, TX 78469	None	PUBLIC	SUPPORT PROGRAMS	1,200
FAMILY UPREACH INC 3833 SOUTH STAPLES SUITE S-101 CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,000
SPECIAL OLYMPICS 4639 CORONA DR CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
GIRL SCOUTS OF GREATER SOUTH TEXAS 711 N CARANCAHUA CORPUS CHRDISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CORPUS CHRISTI PREGNANCY CENTER 4730 EVERHART RD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
CORPUS CHRISTI METRO MINISTRIES INC 1919 LEOPARD CORPUS CHRISTI, TX 78408	None	PUBLIC	SUPPORT PROGRAMS	2,500
BOYS & GIRLS CLUB OF ALICE PO BOX 889 ALICE, TX 78333	None	PUBLIC	SUPPORT PROGRAMS	1,000
CESAR KLEBERG WILDLIFE RESEARCH INSTITUT 700 UNIVERSITY BLVD MSC218 KINGSVILLE, TX 78363	None	PUBLIC	SUPPORT PROGRAMS	4,000
KINGS CROSSING CHURCH OF CHRIST 5901 YORKTOWN BLVD CORPUS CHRISTI, TX 78414	None	PUBLIC	BUILDING PROGRAM	7,000
AMERICAN RED CROSS-COASTAL BEND PO BOX 3429 CORPUS CHRISTI, TX 78463	None	PUBLIC	SUPPORT PROGRAMS	1,200
GOOD SAMARITAN RESCUE MISSION PO BOX 65 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	8,000
ANNAPOLIS CHRISTIAN ACADEMY 3875 SOUTH STAPLES CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	5,000
ST GEORGE CATHOLIC CHURCH PO BOX 580 GEORGE WEST, TX 78022	None	PUBLIC	SUPPORT PROGRAMS	2,000
YWCA OF CORPUS CHRISTI 4601 CORONA DRIVE CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	3,000
YMCA OF THE COASTAL BEND 417 SOUTH UPPER BROADWAY CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
WOMENS SHELTER OF SOUTH TEXAS PO BOX 3368 CORPUS CHRISTI, TX 78463	None	PUBLIC	SUPPORT PROGRAMS	4,000
TEXAS STATE AQUARIUM ASSOCIATION 2710 NORTH SHORELINE BLVD CORPUS CHRISTI, TX 78402	None	PUBLIC	SUPPORT PROGRAMS	5,000
TEXAS AGRILIFE RESEARCH 10345 HIGHWAY 44 CORPUS CHRISTI, TX 78406	None	PUBLIC	SUPPORT PROGRAMS	30,000
TEXAS AGRILIFE EXTENSION SERVICE 10345 HIGHWAY 44 CORPUS CHRISTI, TX 78406	None	PUBLIC	SUPPORT PROGRAMS	30,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS A&M UNIVERSITY-CORPUS CHRISTI 6300 OCEAN DRIVE UNIT 5741 CORPUS CHRISTI, TX 78412	None	PUBLIC	SCHOLARSHIPS	20,000
THE SALVATION ARMY CC TX PO BOX 2507 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	1,200
RONALD MC DONALD HOUSE CHARITIES OF CORP 3402 FORT WORTH STREET CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,000
PALMER DRUG ABUSE PROGRAM 3104 SOUTH ALAMEDA CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	7,500
GOODWILL INDUSTRIES OF SOUTH TEXAS INC 2961 SOUTH PORT AVE CORPUS CHRISTI, TX 78405	None	PUBLIC	SUPPORT PROGRAMS	2,000
DRISCOLL CHILDRENS HOSPITAL 3533 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	3,000
DEL MAR COLLEGE FOUNDATION INC 101 BALDWIN BLVD CORPUS CHRISTI, TX 78404	None	PUBLIC	SCHOLARSHIPS	20,000
CORPUS CHRISTI AREA COUNCIL FOR THE DEAF 5151 MCARDLE ROAD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,200
CHRISTUS SPOHN HEALTH SYSTEM FOUNDATION 600 ELIZABETH STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	4,500
CAMP ARANZAZU INC 5420 FM 1781 ROCKPORT, TX 78382	None	PUBLIC	SUPPORT PROGRAMS	4,500
BOYS & GIRLS CLUB OF CORPUS CHRISTI 3902 GREENWOOD DRIVE CORPUS CHRISTI, TX 78416	None	PUBLIC	SUPPORT PROGRAMS	1,000
AMERICAN HEART ASSOCIATION 500 NORTH SHORELINE BLVD SUITS 203 CORPUS CHRISTI, TX 78471	None	PUBLIC	SUPPORT PROGRAMS	1,200
AMERICAN CANCER SOCIETY 4101 SOUTH ALAMEDA CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,200
PEEWEEES PET ADOPTION WRDL & SANCTRY INC 1307 SARATOGA BLVD CORPUS CHRISTI, TX 78417	None	PUBLIC	SUPPORT PROGRAMS	8,500
ST JOHNS UNITED METHODIST CHURCH 5300 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	6,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA - S TX COUNCIL 700 EVERHART ROAD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
SANTA ROSE DE LIMA CATHOLIC CHURCH PO BOX 363 BENAVIDES, TX 78341	None	PUBLIC	SUPPORT PROGRAMS	250
SAN JOSE MISSION CATHOLIC CHURCH 1019 E FM 2295 ALICE, TX 78332	None	PUBLIC	SUPPORT PROGRAMS	250
FANNIE BLUNTZER NASON RENEWAL CENTER 2930 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	7,000
MISSION OF MERCY INC 719 SOUTH SHORELINE BLVD SUITE 103 CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
SISTERS OF PROVIDENCE PO BOX 1093 ST MARY OF THE WOODS, IN 47876	None	PUBLIC	SUPPORT PROGRAMS	1,750
SOUTH TEXAS BROADCASTING CHANNEL 16 4455 SOUTH PADRE ISLAND DRIVE CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	27,000
ST JOHN NEPOMUCENE CATHOLIC CHURCH 603 NORTH FIRST STREET ROBSTOWN, TX 78380	None	PUBLIC	SUPPORT PROGRAMS	2,750
KINGS CROSSING CHURCH OF CHRIST 5901 YORKTOWN BLVD CORPUS CHRISTI, TX 78414	None	PUBLIC	JAIL PRISON MINISTRY	4,000
COMPASS CHRISTIAN CHURCH 2600 HALL JOHNSON ROAD COLLEYVILLE, TX 76034	None	PUBLIC	SUPPORT PROGRAMS	6,000
THE BRIGHTER DAYS HORSE REFUGE INC 682 KRAUS ROAD PIPE CREEK, TX 78603	None	PUBLIC	SUPPORT PROGRAMS	4,000
HUMANE SOCIETY OF NORTH TEXAS 1840E LANCASTER AVE FORT WORTH, TX 76013	None	PUBLIC	SUPPORT PROGRAMS	1,000
BLUEBONNET EQUINE HUMANE SOCIETY PO BOX 632 COLLEGE STATION, TX 77841	None	PUBLIC	SUPPORT PROGRAMS	4,000
ROTARY CLUB OF CORPUS CHRISTI 418 PEOPLES STREET SUITE 300 CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,500
NUECES EXTENSION PROGRAM FOUNDATION INC 710 EAST MAIN STREET SUITE 1 ROBSTOWN, TX 78380	None	PUBLIC	SUPPORT PROGRAMS	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NUECES COUNTY JUNIOR LIVESTOCK SHOW PO BOX 260968 CORPUS CHRISTI, TX 78426	None	PUBLIC	SUPPORT PROGRAMS	6,532
Total				310,232

TY 2012 Accounting Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KDNC, LLC-(SEE NOTE ATTACHED)	9,000	0	0	1,000

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

TY 2012 Depreciation Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER & PRINTER	2010-08-12	2,368	1,232	53	19 20 %	455			
Shredder	2010-06-25	108	71	53	13 68 %	15			
Satellite Dish & Convtr	2008-06-05	534	505	53	5 76 %	29			

TY 2012 General Explanation Attachment

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Identifier	Return Reference	Explanation
		Notes to Statement 1Form 990-PF, Part I, Line 16bAccounting Fees* For recording of accounting records and preparation of Form 990-PF, review of proposed donations to exempt charities and processing and mailing of checks to charities Notes to Statement 6Form 990-PF, Part II, Line 15Other Assets** Cost Basis at time all Corpus was Received by Foundation

TY 2012 Land, Etc. Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	1,149,150		1,149,150	870,730
Machinery and Equipment	3,010	2,307	703	703

TY 2012 Legal Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELDER, LESHIN	75	0	0	0
T MARK ANDERSON	671	0	0	0
BASS & WELSH ENGINEERING	1,586	0	0	0

TY 2012 Mortgages and Notes Payable Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Total Mortgage Amount: 471868

Item No.	1
Lender's Name	Putt Hill Investments Inc
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2012 Other Assets Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
2 Less Accumulated Depletion	-87,302	-87,302	
1 Oil & Gas Royalties **(see notes)	228,500	228,500	

TY 2012 Other Expenses Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Web Page	134			134
SECRETARY OF STATE	6	6		
SAFE DEPOSIT BOX RENTAL	40	40		
Rental Expenses	24,552	24,552		
Rent - P O Box	128	103		25
Public Notice and Postage	46			46
Office Supplies	466	466		
Meetings & Seminar Expense	1,473	1,473		
Internet	1,174	1,174		
Insurance	2,306	2,306		
Dues & Subscriptions	40	40		
CONTRACT LABOR	900			900
Bank Charges	12	12		
Auto Expense	1,282	1,282		

TY 2012 Other Professional Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Broker Fees	31,104	0	0	0

TY 2012 Taxes Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	1,532	1,379		153
INCOME TAX-990-PF	2,456		2,456	
FOREIGN TAXES PAID	33	33		