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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning **7/01**, 2012, and ending **6/30**, 2013HELMs FOUNDATION, INC.
C/O SADDINGTON SHUSKO LLP
18201 VON KARMAN AVENUE #150
IRVINE, CA 92612**A** Employer identification number
95-6091335**B** Telephone number (see the instructions)
(949) 475-5800**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 3,977,981.****J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	224,331.	224,331.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-21,438.			
	b Gross sales price for all assets on line 6a	611,719.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	SEE STATEMENT 1	-3,014.	-20.		
12 Total. Add lines 1 through 11		199,879.	224,311.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	4,000.	396.		3,604.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	525.	52.		473.
	b Accounting fees (attach sch) SEE ST 3	10,757.	1,065.		9,692.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs) SEE STM 4	6,582.	6.		54.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,147.	411.		3,736.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	6,752.	669.		6,083.
	24 Total operating and administrative expenses. Add lines 13 through 23	32,763.	2,599.		23,642.
	25 Contributions, gifts, grants paid PART XV	214,003.			214,003.
26 Total expenses and disbursements. Add lines 24 and 25	246,766.	2,599.		237,645.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-46,887.				
b Net investment income (if negative, enter -0-)		221,712.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	22,204.	45,789.	45,789.
	2	Savings and temporary cash investments	27,838.	221,479.	221,479.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		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) STATEMENT 6	3,525,085.	3,363,955.	3,446,313.
	c	Investments — corporate bonds (attach schedule) STATEMENT 7	338,519.	238,519.	264,400.
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,913,646.	3,869,742.	3,977,981.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted.			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,913,646.	3,869,742.	
	30	Total net assets or fund balances (see instructions)	3,913,646.	3,869,742.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,913,646.	3,869,742.	

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	3,913,646.
2	Enter amount from Part I, line 27a	2	-46,887.
3	Other increases not included in line 2 (itemize) <u>SEE STATEMENT 8</u>	3	2,983.
4	Add lines 1, 2, and 3	4	3,869,742.
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	3,869,742.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a FROM K-1 OF ENTERPRISE PRODUCTS PARTNERS	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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 33.			33.
b 611,686.		633,157.	-21,471.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			33.
b			-21,471.
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	-21,438.
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	0.

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 (column (b) divided by column (c))
2011	239,403.	3,644,187.	0.065694
2010	199,823.	3,627,334.	0.055088
2009	201,492.	3,191,673.	0.063131
2008	290,159.	2,586,511.	0.112182
2007	293,078.	3,406,681.	0.086030

2 Total of line 1, column (d)	2	0.382125
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	0.076425
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,944,761.
5 Multiply line 4 by line 3	5	301,478.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,217.
7 Add lines 5 and 6	7	303,695.
8 Enter qualifying distributions from Part XII, line 4	8	237,645.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,434.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,434.
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	4,434.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	5,200.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	7,200.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,766.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	2,766.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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 <u>N/A</u>	13	X	
14	The books are in care of <u>SADDINGTON SHUSKO LLP</u> Telephone no <u>(949) 475-5800</u> Located at <u>18201 VON KARMAN AVE., SUITE 150 IRVINE CA</u> ZIP + 4 <u>92612</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 <u></u>	16		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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1 c	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? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

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)

6 a 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

7 a 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

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 STATEMENT 9		4,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	1 a	3,800,250.
b	Average of monthly cash balances	1 b	204,583.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	4,004,833.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,004,833.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	60,072.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,944,761.
6	Minimum investment return. Enter 5% of line 5	6	197,238.

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	197,238.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	4,434.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	4,434.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,804.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	192,804.
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	192,804.

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	1 a	237,645.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	237,645.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	237,645.

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				192,804.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	128,238.			
b From 2008	167,589.			
c From 2009	46,370.			
d From 2010	22,967.			
e From 2011	62,100.			
f Total of lines 3a through e	427,264.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 237,645.				
a Applied to 2011, but not more than line 2a			0.	
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				192,804.
e Remaining amount distributed out of corpus	44,841.			
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	472,105.			
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 instructions			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	128,238.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	343,867.			
10 Analysis of line 9.				
a Excess from 2008	167,589.			
b Excess from 2009	46,370.			
c Excess from 2010	22,967.			
d Excess from 2011	62,100.			
e Excess from 2012	44,841.			

N/A

- 4942(1)(5)

- (4) Gross investment income**

[illegible]

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)				
<i>a Paid during the year</i> SEE STATEMENT 10				
Total			3 a	214,003.
<i>b Approved for future payment</i>				
Total			3 b	

(See worksheet in line 13 instructions to verify calculations)

Form 990-PF (2012)

HELMS FOUNDATION, INC.
C/O SADDINGTON SHUSKO LLP

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
1231 LOSS FROM EPP LP K-1	\$ -20.	\$ -20.	
NONDEDUCT. FROM EEP K-1	-6.		
NONDEDUCT. FROM EPP K-1	-1.		
ORDINARY FROM EEP K-1	-2,066.		
ORDINARY FROM EPP LP K-1	-921.		
TOTAL	\$ -3,014.	\$ -20.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 525.	\$ 52.		\$ 473.
TOTAL	\$ 525.	\$ 52.		\$ 473.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING/TAX PREP/FINANCIAL STATEMENT	\$ 10,757.	\$ 1,065.		\$ 9,692.
TOTAL	\$ 10,757.	\$ 1,065.		\$ 9,692.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ 6,522.			
REGISTRY FEE	50.	\$ 5.		\$ 45.
STATE FILING	10.	1.		9.
TOTAL	\$ 6,582.	\$ 6.		\$ 54.

HELMS FOUNDATION, INC.
C/O SADDINGTON SHUSKO LLP

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 6,584.	\$ 652.		\$ 5,932.
OFFICE SUPPLIES	168.	17.		151.
TOTAL	\$ 6,752.	\$ 669.		\$ 6,083.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK REAL ASSET EQUITY TRUST	COST	\$ 98,888.	\$ 57,928.
BLACKROCK GLOBAL	COST	73,898.	27,905.
EATON VANCE TAX ADV	COST	40,075.	32,422.
EATON VANCE TAX MANAGED	COST	98,898.	65,250.
FIRST TRUST/GALLATIN	COST	73,898.	31,313.
NUVEEN EQUITY PREMIUM	COST	141,895.	95,532.
NUVEEN TAX ADVANTAGED	COST	142,308.	113,088.
PIMCO FDS PAC INVT	COST	111,969.	43,053.
PRINCIPAL INVESTORS WM TRUST I HIGH YIEL	COST	69,704.	64,392.
CAMDEN PPTY TR SBI	COST	145,939.	317,906.
DUKE REALTY CORP NEW REITS	COST	34,446.	19,410.
GENL GROWTH PROPERTIES INC	COST	22,139.	37,336.
HEALTH CARE REIT INC SBI	COST	48,946.	120,989.
HOSPITALITY PROPERTIES TRUST SBI	COST	35,691.	31,536.
HSBC HOLDINGS PLC NEW GB SPON	COST	20,180.	12,975.
ISTAR FINANCIAL INC	COST	54,563.	25,967.
NATIONAL RETAIL PROPERTIES INC	COST	112,249.	275,200.
SENIOR HSG PROPERTIES TRUST SBI	COST	23,314.	35,006.
US BANCORP DEL (NEW)	COST	54,062.	103,317.
TRAVELCENTERS OF AMER LLC AMEX	COST	3,881.	1,313.
CITIGROUP CAPITAL IX	COST	83,496.	87,325.
GOLDMAN SACHS GROUP	COST	95,777.	97,461.
MORGAN STANLEY CAP TR	COST	71,080.	73,639.
NUVEEN QUALITY PFD INCOME FD	COST	40,229.	22,734.
PRUDENTIAL PLC	COST	25,575.	25,120.
RENAISSANCERE HLDS	COST	24,750.	24,384.
AEGON N.V.	COST	25,000.	25,110.
RBS CAPITAL FUNDING TR VII	COST	45,760.	42,560.
AEGON N.V. CAP	COST	51,870.	49,320.
BARCLAYS BANK PLC	COST	25,000.	25,010.
CITIGROUP CAPITAL XI	COST	25,580.	24,920.
FPL GROUP CAP TR	COST	25,425.	25,180.
DUKE REALTY CORP	COST	25,400.	24,980.
ING GROUP NV	COST	50,000.	50,060.
ING GROEP NV	COST	68,173.	70,496.
MERRILL LYNCH CAP TR	COST	48,620.	49,880.
PUBLIC STORAGE PFD	COST	50,000.	47,200.
VORNADO REALTY TRUST	COST	25,000.	25,180.
LEHMAN CAP TR IV	COST	50,555.	600.
AT&T INC	COST	25,751.	35,400.
VERIZON COMMUNICATIONS INC	COST	25,523.	40,272.

HELMS FOUNDATION, INC.
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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FRANKLIN CUSTODIAN FDS	COST	\$ 65,939.	\$ 86,516.
POWERSHARE EXCHANGE TRADED FD	COST	96,915.	99,272.
MAIDEN HOLDINGS LTD	COST	75,000.	79,800.
ANNALY CAP MGMT INC	COST	10,364.	7,228.
ENTERPRISE PRDTS PRTN LP	COST	10,017.	14,295.
NUVEEN REAL ESTATE INC F	COST	22,251.	23,800.
S&P US PFD STK INDEX FD	COST	9,513.	9,427.
BLACKROCK ENERGY AND RESOURCE TRUST	COST	26,538.	21,901.
COMMONWEALTH REIT SBI	COST	53,461.	20,981.
FRONTIER COMMUNICATIONS CORP	COST	1,611.	778.
HOWARD HUGHES CORP	COST	69.	20,176.
BLACKROCK DIVID ACHIEVERS TRUST	COST	93,236.	98,367.
INVESCO VAN KAMPEN DYNAMIC	COST	25,225.	25,305.
ENBRIDGE ENERGY PARTNERS L.P.	COST	25,918.	24,392.
GAMCO GLOBAL GOLD NAT RES.	COST	25,405.	17,568.
DIGITAL REALTY TRUST	COST	50,000.	49,900.
QUEST	COST	50,000.	51,700.
FIRST TR STRATEGIC HIGH INCOME FD II	COST	15,722.	17,120.
IVY FDS INC HIGH INCOME FD CLASS I	COST	107,958.	113,535.
ROUSE PPTYS INC	COST	806.	1,373.
CAPITAL ONE	COST	25,000.	24,638.
THORNBURG INVT TR	COST	60,000.	62,072.
FIRST TR INTERM DUR PRF & INC FD	COST	197,500.	197,500.
	TOTAL	\$ 3,363,955.	\$ 3,446,313.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY MW + 20BP	COST	\$ 100,675.	\$ 109,597.
DU PONT EI NEMOURS	COST	87,844.	104,240.
LLOYDS TBS BANK PLC	COST	50,000.	50,563.
	TOTAL	\$ 238,519.	\$ 264,400.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

TIMING DIFFERENCE BETWEEN CASH BASIS AND TAX RETURN	\$ 2,983.
TOTAL	\$ 2,983.

HELMS FOUNDATION, INC.
C/O SADDINGTON SHUSKO LLP

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STATEMENT 9
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ELIZABETH HELMS ADAMS 10106 EMPYREAN WAY #5-204 LOS ANGELES, CA 90067	TRUSTEE 0	\$ 1,000.	\$ 0.	\$ 0.
ELIZABETH BENNETT 21905 CORTE MADERA LANE CUPERTINO, CA 95014	TRUSTEE 0	0.	0.	0.
STEPHEN HELMS BELL 1745 S. E. 9TH STREET FORT LAUDERDALE, FL 33316	PRESIDENT 0	1,000.	0.	0.
FONZA BELL LAWTHER P.O. BOX 1334 FREDERICKSBURG, TX 78624	TREASURER 0	1,000.	0.	0.
MICHAEL F. KANNE 1602 E. 4TH STREET SANTA ANA, CA 92701	TRUSTEE 0	1,000.	0.	0.
TOTAL		\$ 4,000.	\$ 0.	\$ 0.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ABLE FLIGHT INC. 103 DUMBARTON COURT CARY, NC 27511	NONE	EXEMPT	ASSISTING DISABLED	\$ 2,500.
BOYS & GIRLS CLUB OF FREDERICKSBURG 208 EAST PARK FREDERICKSBURG, TX 78624	NONE	EXEMPT	YOUTH DEVELOPMENT	5,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 WEST 57TH STREET, SUITE 2015 NEW YORK, NY 10107	NONE	EXEMPT	VOCATIONAL TRAINING	2,000.
FREDERICKSBURG SCHOLARSHIP FUND P.O. BOX 1171 FREDERICKSBURG, TX 75624	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	4,000.

HELMS FOUNDATION, INC.
C/O SADDINGTON SHUSKO LLP

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HILL COUNTRY COMMUNITY NEEDS COUNCIL P.O. BOX 73 FREDERICKSBURG, TX 78624	NONE	EXEMPT	ASSISTING NEEDY	\$ 5,000.
HILL COUNTRY MEMORIAL HOSPITAL 1020 SOUTH STATE HIGHWAY 16 FREDERICKSBURG, TX 78624	NONE	EXEMPT	MEDICAL ASSISTANCE	10,000.
HUMANE SOCIETY OF BROWARD COUNTY 2070 GRIFFIN ROAD FORT LAUDERDALE, FL 33312	NONE	EXEMPT	ANIMAL WELFARE	3,500.
KIDS IN DISTRESS 819 NE 26TH STREET FORT LAUDERDALE, FL 33305	NONE	EXEMPT	CHILD WELFARE	2,500.
LAS MADRINAS 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	EXEMPT	MEDICAL ASSISTANCE	20,000.
LOYOLA MARYMOUNT UNIVERSITY LIONS FUND 1 LMU DRIVE LOS ANGELES, CA 90045	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	10,000.
MAKE A WISH FOUNDATION OF S. FLORIDA 4491 SOUTH STATE ROAD 7, SUITE 201 FORT LAUDERDALE, FL 33314	NONE	EXEMPT	ASSISTING NEEDY	2,500.
MARINE CORPS-LAW ENFORCEMENT FOUNDATION 10 ROCKEFELLER PLAZA, SUITE 1007 NEW YORK, NY 10020	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	2,500.
SAVE THE CHIMPS P.O. BOX 12220 FORT PIERCE, FL 34979	NONE	EXEMPT	ANIMAL WELFARE	2,000.
SERVITE HIGH SCHOOL 1952 WEST LA PALMA AVENUE ANAHEIM, CA 92801	NONE	EXEMPT	HIGH SCHOOL EDUCATION	10,000.
THACHER SCHOOL 5025 THACHER ROAD OJAI, CA 93023	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	12,500.

HELMS FOUNDATION, INC.
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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE COLLEAGUES 3312 PICO BOULEVARD SANTA MONICA, CA 90405	NONE	EXEMPT	WOMEN'S WELFARE	\$ 5,000.
THE GOOD SAMARITAN CENTER 140 INDUSTRIAL LOOP, SUITE 100 FREDERICKSBURG, TX 78624	NONE	EXEMPT	MEDICAL ASSISTANCE	10,000.
WESTWOOD COMMUNITY METHODIST CHURCH 10407 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE	EXEMPT	CHURCH	30,000.
ST. JOHN'S HOSPITAL FOUNDATION 555 EAST BROADWAY, SUITE 213 JACKSON, WY 83001	NONE	EXEMPT	MEDICAL ASSISTANCE	10,000.
JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES, CA 90049	NONE	EXEMPT	ELEMENTARY SCHOOL EDUCATION	2,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	EXEMPT	REMEMBERING WAR VETERANS	4,000.
GILLESPIE COUNTY CHILD SERVICES BOARD 1904 N LLANO ST FREDERICKSBURG, TX 78624	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	5,000.
BOYS & GIRLS CLUB OF FULLERTON 348 W COMMONWEALTH AVE FULLERTON, CA 92832	NONE	EXEMPT	YOUTH DEVELOPMENT	1,500.
CAL STATE NORTHRIDGE FOUNDATION 18111 NORDHOFF STREET NORTHRIDGE, CA 91330	NONE	EXEMPT	UNIVERSITY EDUCATION	5,000.
CALIFORNIA STATE PARKS FOUNDATION 1416 9TH STREET SACRAMENTO, CA 95814	NONE	EXEMPT	MISCELLANEOUS	2,000.

HELMS FOUNDATION, INC.
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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CARSON SCHOLARS FUND 305 W. CHESAPEAKE AVENUE SUITE 310 TOWSON, MD 21204	NONE	EXEMPT	SPONSOR SCHOLARSHIP	\$ 4,000.
EL MODENA HIGH SCHOOL BOOSTERS 3920 E SPRING STREET ORANGE, CA 92869	NONE	EXEMPT	HIGHSCHOOL SPORTS	3,500.
GRACE COMMUNITY CHURCH OF TACOMA 8243 PARK AVENUE SOUTH TACOMA, WA 98408	NONE	EXEMPT	CHURCH	3,000.
GREEN PASTURES PO BOX 6988 HUNTINGTON BEACH, CA 92615	NONE	EXEMPT	CANCER RESEARCH	6,000.
THE HOSPITALER FOUNDATION OF CALIFORNIA 2468 SOUTH ST. ANDREWS PLACE LOS ANGELES, CA 90018	NONE	EXEMPT	HEALTHCARE	2,500.
LEWIS & CLARK COLLEGE OF ARTS & SCIENCE 0615 S W PALATINE HILL RD PORTLAND, OR 97219	NONE	EXEMPT	COLLEGE EDUCATION	3,000.
ORANGE COUNTY RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	NONE	EXEMPT	ASSISTING NEEDY	2,500.
PRECIOUS BLOOD CATHOLIC SCHOOL 307 S. OCCIDENTAL BLVD LOS ANGELES, CA 90059	NONE	EXEMPT	CATHOLIC EDUCATION	2,500.
SECOND HARVEST FOOD BANK OF SANTA CLARA 750 CURTNER AVENUE SAN JOSE, CA 95125	NONE	EXEMPT	FOOD ASSISTANCE	2,000.
SAINT FRANCIS HIGH SCHOOL 1885 MIRAMONTE AVENUE MOUNTAIN VIEW, CA 94040	NONE	EXEMPT	HIGH SCHOOL EDUCATION	10,000.

HELMS FOUNDATION, INC.
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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ST. JUDE MEMORIAL FOUNDATION 101 E. VALENCIA MESA DR. FULLERTON, CA 92835	NONE	EXEMPT	HEALTHCARE	\$ 2,500.
THE HEALTH TRUST 2105 S BASCOM AVENUE #220 CAMPBELL, CA 95008	NONE	EXEMPT	HEALTHCARE	2,000.
TROOPSDIRECT 2400 CAMINO RAMON SUITE 105 SAN RAMON, CA 94583	NONE	EXEMPT	TO SUPPORT TROOPS	2,000.
ENBRIDGE ENERGY PARTNERS LP K-1	NONE			3.
TOTAL				\$ <u>214,003.</u>