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Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

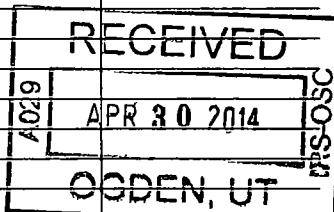
2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
► Do not enter Social Security numbers on this form as it may be made public.► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation HAWKINS FAMILY FOUNDATION		A Employer identification number 20-8060303
Number and street (or P O box number if mail is not delivered to street address) 9 GREENWAY PLAZA		Room/suite 2400
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77046		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <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) ► \$ 826,549.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
J Accounting method <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments		12. 12.
4 Dividends and interest from securities		5,311. 5,311.
5a Gross rents		
b Net rental income or (loss)		
6a Net gain or (loss) from sale of assets not on line 10		36,997.
b Gross sales price for all assets on line 6a 157,015.		
7 Capital gain net income (from Part IV, line 2)		36,997.
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) (attach schedule)		
11 Other income (attach schedule)		
12 Total Add lines 1 through 11		42,320. 42,320.
13 Compensation of officers, directors, trustees, etc		0
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16a Legal fees (attach schedule)		
b Accounting fees (attach schedule) ATCH. 3		1,745. 1,745.
c Other professional fees (attach schedule)		
17 Interest		
18 Taxes (attach schedule) (see instructions) ATCH. 4		56.
19 Depreciation (attach schedule) and depletion		
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses (attach schedule)		
24 Total operating and administrative expenses.		
Add lines 13 through 23		1,801. 1,745.
25 Contributions, gifts, grants paid		240,000. 240,000.
26 Total expenses and disbursements Add lines 24 and 25		241,801. 1,745. 0 240,000.
27 Subtract line 26 from line 12		
a Excess of revenue over expenses and disbursements		-199,481.
b Net investment income (if negative, enter -0-)		40,575.
c Adjusted net income (if negative, enter -0-)		



Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	603,749.	302,914.	302,914.
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 schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
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)	ATCH 5	359,663.	461,017.
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)	963,412.	763,931.	826,549.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0	0	
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	963,412.	763,931.	
30	Total net assets or fund balances (see instructions)	963,412.	763,931.	
31	Total liabilities and net assets/fund balances (see instructions)	963,412.	763,931.	

Part III Analysis 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	963,412.
2	Enter amount from Part I, line 27a	2	-199,481.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	763,931.
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	763,931.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
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	36,997.	
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 (col. (b) divided by col. (c))
2012	49,945.	458,849.	0.108848
2011	44,126.	499,809.	0.088286
2010	28,731.	399,420.	0.071932
2009	11,975.	257,374.	0.046528
2008	12,366.	363,415.	0.034027

2 Total of line 1, column (d)	2	0.349621
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	0.069924
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	927,526.
5 Multiply line 4 by line 3	5	64,856.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	406.
7 Add lines 5 and 6	7	65,262.
8 Enter qualifying distributions from Part XII, line 4	8	240,000.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1 406 .
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	
3 Add lines 1 and 2	3	406 .
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	406 .
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0
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		406 .
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 2014 estimated tax ► Refunded ► 11		
Part VII-A Statements Regarding Activities		
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?	1a	Yes X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b	X
<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>		
c Did the foundation file Form 1120-POL for this year?	1c	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?	2	X
<i>If "Yes," attach a detailed description of the activities</i>		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>		
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
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	8b	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 2013 or the taxable year beginning in 2013 (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		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 713-877-8257	
Located at ► 9 GREENWAY PLAZA, SUITE 2400 HOUSTON, TX ZIP+4 ► 77046		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year N/A ► 15	
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2013?		
1b	N/A	
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
2b	N/A	
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 2013 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 2013)		
3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2013?		
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>		
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>		

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
ATCH 6		0	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 ►

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

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

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	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
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 428,890.
b	Average of monthly cash balances	1b 512,761.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 941,651.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 941,651.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 14,125.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5 927,526.
6	Minimum investment return Enter 5% of line 5	6 46,376.

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 46,376.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 406.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 406.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 45,970.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 45,970.
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 45,970.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a 240,000.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b
b	Program-related investments - total from Part IX-B	2
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a
3	Amounts set aside for specific charitable projects that satisfy the	3b
a	Suitability test (prior IRS approval required)	4 240,000.
b	Cash distribution test (attach the required schedule)	5 406.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6 239,594.
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)	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				45,970.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011	17,620.			
e From 2012	27,113.			
f Total of lines 3a through e		44,733.		
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 240,000.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				45,970.
e Remaining amount distributed out of corpus	194,030.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	238,763.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	238,763.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	17,620.			
d Excess from 2012	27,113.			
e Excess from 2013	194,030.			

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JSA

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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 2013, enter the date of the ruling ►
- b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

JOHN D. & RENEE D. HAWKINS

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.

N/A

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.

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

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

N/A

N/A

N/A

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

N/A

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>				
ATCH 7				
Total			► 3a	240,000.
<i>b Approved for future payment</i>				
Total			► 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____
 g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue a** _____

b _____
 c _____
 d _____
 e _____

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

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

NOT APPLICABLE

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign
Here**

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Prnt/Type preparer's name Cathy Chance	Preparer's signature <i>Cathy Chance</i>	Date 4/28/2014	Check <input type="checkbox"/> if self-employed	PTIN P00533162
	Firm's name ► MCGLADREY LLP	Firm's EIN ► 42-0714325			
	Firm's address ► 1400 POST OAK BLVD., STE 900 HOUSTON, TX	77056-3009	Phone no	713-625-3500	

HAWKINS FAMILY FOUNDATION

20-8060303

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME						(P) or (D)	Date acquired	Date sold
Kind of Property		Description						
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16,061.	
993.		22 872 SHS EUROPACIIFC GROWTH FD PROPERTY TYPE: SECURITIES				P	12/27/2012	06/18/2013
		936.					57.	
129.		4.361 SHS DREYFUS STRUCTURED MIDCAP PROPERTY TYPE: SECURITIES				P	12/31/2012	12/10/2013
		99.					30.	
11,080.		255.182 SHS EUROPACIFIC GROWTH FD PROPERTY TYPE: SECURITIES				P	VARIOUS	06/18/2013
		10,033.					1,047.	
47,759.		1,099.937 SHS EUROPACIFIC GROWTH PROPERTY TYPE: SECURITIES				P	01/18/2007	06/18/2013
		52,500.					-4,741.	
6,282.		212.213 SHS DREYFUS STRUCTURED MIDCAP FD PROPERTY TYPE: SECURITIES				P	VARIOUS	12/10/2013
		3,950.					2,332.	
74,711		2,524.038 SHS DREYFUS STRUCTURED MIDCAP PROPERTY TYPE: SECURITIES				P	01/18/2007	12/10/2013
		52,500.					22,211.	
TOTAL GAIN(LOSS)							<u>36,997.</u>	

JSA
3E1730 1 000

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RAYMOND JAMES	12.	12.
TOTAL	<u>12.</u>	<u>12.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RAYMOND JAMES	2,716.	2,716.
JP MORGAN	2,595.	2,595.
TOTAL	<u>5,311.</u>	<u>5,311.</u>

FORM 990PF, PART I - ACCOUNTING FEESATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,745.	1,745.	1,745.	
TOTALS	<u>1,745.</u>	<u>1,745.</u>	<u>1,745.</u>	

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	56.
TOTALS	<u>56.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FDS - RAYMOND JAMES	257,210.	314,514.
MUTUAL FDS - JP MORGAN	203,807.	209,121.
TOTALS	<u>461,017.</u>	<u>523,635.</u>

NAME AND ADDRESS

JOHN D HAWKINS
9 GREENWAY PLAZA
2400
HOUSTON, TX 77046

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

PRESIDENT/ TREAS/DIRECTOR
1.00

RENEE D HAWKINS
9 GREENWAY PLAZA
2400
HOUSTON, TX 77046

VICE-PRESIDENT/ SEC/DIRECTOR

1.00

JOHN D HAWKINS, JR.
9 GREENWAY PLAZA
2400
HOUSTON, TX 77046

DIRECTOR

1.00

ANNA GRACE HAWKINS
9 GREENWAY PLAZA
2400
HOUSTON, TX 77046

DIRECTOR

1.00

ATTACHMENT 6

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS AND FOUNDATION STATUS OF RECIPIENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>AND</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ST PAUL'S UMC 5501 MAIN STREET HOUSTON, TX 77004	NONE PC		GENERAL FUND BUILDING FUND CHAMBER MUSIC BANKSTON GREEN CAMPAIGN EMERGING LEADERS ENDORSEMENT	111,500
BOYS & GIRLS HARBOR, INC PO BOX 848 HOUSTON, TX 77001-0848	NONE PC		GENERAL FUND	250
SMALL STEPS NURTURING CENTER 1709 DEPELICHIN	NONE PC		GENERAL FUND	2,500
NEHEMIAH CENTER 5015 FANNIN ST	NONE PC		GENERAL FUND	500
METHODIST CHILDREN'S HOME 1111 HERRING AVE WACO, TX 76708	NONE PC		GENERAL FUND	1,500
THE FORGE FOR FAMILIES 3150 YELLOWSTONE BLVD HOUSTON, TX 77054	NONE PC		GENERAL FUND	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>	<u>ATTACHMENT 7 (CONT'D)</u>	
				<u>GENERAL FUND</u>	<u>ANNUAL FUND</u>
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON, TX 77019	NONE PC	GENERAL FUND, STUDENT SCHOLARSHIP PROGRAM	500		
CRISTO REY JESUIT HIGH SCHOOL 6700 MOUNT CARMEL ST HOUSTON, TX 77087	NONE PC		2,500		
ST AGNES ACADEMY 9000 BELLAIRE BLVD HOUSTON, TX 77036-4683	NONE PC	ANNUAL FUND ATHLETIC FIELD SUSTAINING TOMORROW'S PROMISE CAMPAIGN	32,000		
THE UNIVERSITY OF TENNESSEE FOUNDATION 600 HENLEY STREET UT CONFERENCE CT KNOXVILLE, TN 37996	NONE PC	COLLEGE OF BUSINESS ADMINISTRATION ATHLETIC PROGRAM	9,000		
YELLOWSTONE ACADEMY 3000 TRULLEY HOUSTON, TX 77004-1743	NONE PC		1,000		
ST PAUL INDUSTRIAL TRAINING SCHOOL 1324 CORTLAND HOUSTON, TX 77008	NONE PC		1,000		

FORM 909P, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PRESBYTERIAN SCHOOL 5300 MAIN ST HOUSTON, TX 77004	NONE PC	GENERAL FUND	250
VANDERBILT UNIVERSITY GIFT PROCESSING, VU STATION B #357127 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE	SCHOOL OF ENGINEERING OWEN SCHOOL OF MANAGEMENT HAWKINS SCHOLARSHIP	40,000
UNIVERSITY OF GEORGIA FOUNDATION 394 S MILLEDGE AVE STE 100 ATHENS, GA 30605	NONE PC	GENERAL FUND	2,500
METHODIST HOSPITAL 6565 FANNIN ST HOUSTON, TX 77030-2707	NONE PC	GENERAL FUND	7,500
TEXAS CHILDREN'S HOSPITAL 1919 S BRASSWOOD BLVD FLOOR 4 HOUSTON, TX 77030	NONE PC	GENERAL FUND	2,000
INSTITUTE FOR SPIRITUALITY & HEALTH 8100 GREENBRIAR HOUSTON, TX 77054	NONE PC	GATHERING OF FRIENDS EVENT	5,000

ATTACHMENT 7 (CONT'D)

FORM 900B-F PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
M D ANDERSON CANCER CENTER PO BOX 301407 UNIT 1670 HOUSTON, TX 77230	NONE PC	GENERAL FUND	1,250
TOURETTE SYNDROME ASSOCIATION 3919 RIVER FOREST DR RICHMOND, TX 77406	NONE PC	GENERAL FUND	9,250
REFORMED UNIVERSITY FELLOWSHIP PO BOX 890004 CHARLOTTE, NC 28289-0004	NONE PC	GENERAL FUND	1,000
JUNIOR LEAGUE OF HOUSTON 1611 BRIAR OAKS LANE HOUSTON, TX 77027	NONE PC	GENERAL FUND	1,000
HOUSTON HABITAT FOR HUMANITY 3750 N MCCARTY HOUSTON, TX 77029	NONE PC	GENERAL FUND	1,000
SEARCH HOMELESS SERVICES 2505 FANNIN HOUSTON, TX 77002	NONE PC	GENERAL FUND	2,500

ATTACHMENT 7 (CONT'D)

FORM 900PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GLENVILLE CASHIERS RESCUE SQUAD P O BOX 919 CASHIERS, NC 28717	NONE PC	GENERAL FUND	500
ISAIAH 58 P.O. BOX 1103 BIG SPRING, TX 79721	NONE PC	GENERAL FUND	500
EMERGENCY AID COALITION 5401 FANNIN STREET HOUSTON, TX 77004	NONE PC	GENERAL FUND	1,000

TOTAL CONTRIBUTIONS PAID

240,000ATTACHMENT 7 (CONT'D)