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

2012

Department of the Treasury  
Internal Revenue Service

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 , 2012, and ending

Name of foundation <b>C. Louis &amp; Mary C. Cabe Foundation</b>		<b>A</b> Employer identification number <b>71-0685612</b>
Number and street (or P O box number if mail is not delivered to street address) <b>108 Front Street</b>		<b>B</b> Telephone number (see the instructions) <b>(870) 353-2063</b>
City or town <b>Gurdon</b>	State ZIP code <b>AR 71743</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>1,026,498.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	51,356.			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	46,438.	46,438.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		21,710.		
	8 Net short-term capital gain			0.	
	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 Line 11 Stmt	3,599.	0.			
12 Total. Add lines 1 through 11	101,393.	68,148.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	14,950.			14,950.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	8,381.			8,381.
	b Accounting fees (attach sch) L-16b Stmt	2,950.			
	c Other prof fees (attach sch) L-16c Stmt	8,028.	8,028.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,671.	180.		781.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	571.			571.
	22 Printing and publications	368.			368.
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	1,145.	9.		1,006.
	24 Total operating and administrative expenses. Add lines 13 through 23	39,064.	8,217.		26,057.
25 Contributions, gifts, grants paid	1,043,445.			1,043,445.	
26 Total expenses and disbursements. Add lines 24 and 25	1,082,509.	8,217.		1,069,502.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-981,116.				
b Net investment income (if negative, enter -0-)		59,931.			
c Adjusted net income (if negative, enter -0-)			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

<b>ASSETS</b>	1	Cash — non-interest-bearing .....	13,070.	16,953.	16,953.
	2	Savings and temporary cash investments .....			
	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) .... L-10a Stmt....	352,848.	38,509.	43,385.
	b	Investments — corporate stock (attach schedule) L-10b Stmt....	783,649.	418,523.	499,448.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt....	640,546.	446,572.	462,669.
	<b>LIABILITIES</b>	11	Investments — land, buildings, and equipment: basis .....		
		Less: accumulated depreciation (attach schedule) .....			
12		Investments — mortgage loans .....			
13		Investments — other (attach schedule) L-13 Stmt....	2,930.	3,030.	4,043.
14		Land, buildings, and equipment: basis .....			
		Less: accumulated depreciation (attach schedule) .....			
15		Other assets (describe .....			
16		<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) .....	1,793,043.	923,587.	1,026,498.
17		Accounts payable and accrued expenses .....			
18		Grants payable .....			
<b>FUND ASSETS</b>	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	<b>Total liabilities</b> (add lines 17 through 22) .....			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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 .....	500,000.	500,000.		
28	Paid-in or capital surplus, or land, building, and equipment fund .....	1,293,043.	423,587.		
29	Retained earnings, accumulated income, endowment, or other funds .....				
30	<b>Total net assets or fund balances</b> (see instructions) .....	1,793,043.	923,587.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .....	1,793,043.	923,587.		

**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	1,793,043.
2	Enter amount from Part I, line 27a .....	2	-981,116.
3	Other increases not included in line 2 (itemize) .....	3	111,689.
4	Add lines 1, 2, and 3 .....	4	923,616.
5	Decreases not included in line 2 (itemize) .....	5	29.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 .....	6	923,587.

**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	BancorpSouth Transactions	P	01/01/12	12/31/12
b	BancorpSouth Transactions	P	12/30/11	12/31/12
c	BancorpSouth Transactions	P	01/01/12	12/31/12
d	BancorpSouth Transactions	P	12/30/11	12/31/12
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 51,199.		51,356.	-157.
b 209,452.		195,500.	13,952.
c 1,997.		1,867.	130.
d 39,134.		31,349.	7,785.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-157.
b			13,952.
c			130.
d			7,785.
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	21,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8         </div>		3	-27.

**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	127,819.	1,926,320.	0.066354
2010	127,321.	1,902,191.	0.066934
2009	118,940.	1,855,296.	0.064108
2008	110,260.	1,991,765.	0.055358
2007	114,855.	2,138,244.	0.053715

2 Total of line 1, column (d)	2	0.306469
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	0.061294
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,235,089.
5 Multiply line 4 by line 3	5	75,704.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	599.
7 Add lines 5 and 6	7	76,303.
8 Enter qualifying distributions from Part XII, line 4	8	1,069,502.

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 instrs)			
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	599.
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	599.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	599.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,570.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,570.	
8 Enter any <b>penalty</b> 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		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	971.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 971. Refunded	11		

**Part VIIA 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)?		X
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.		
c Did the foundation file <b>Form 1120-POL</b> 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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
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 <b>Form 990-T</b> for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) AR – Arkansas		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	X	

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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>Charles Cabe</u> Telephone no. <u>(870) 353-2063</u> Located at <u>108 Front Street</u> <u>Gurdon, AR</u> ZIP + 4 <u>71743</u>			
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 . . . . . <u>15</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?	16		X
See the 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.

	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/>	1 b	X
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 2012? . . . . . <input type="checkbox"/>	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . . <input type="checkbox"/>	2 b	X
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 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) . . . . . <input type="checkbox"/>	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <input type="checkbox"/>	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? . . . . . <input type="checkbox"/>	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? ☐ 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? ☐ Yes ☒ No

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? ☐ 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
Anita B. Cabe P.O. Box 178 Gurdon AR 71743	Sec-Treas./Dir. 20.00	0.	0.	0.
Charles Cabe P.O. Box 178 Gurdon AR 71743	President/Dir. 20.00	7,800.	0.	0.
Marianne Cabe Long 1015 Wilder Way Tyler TX 75703	Director 20.00	1,950.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		5,200.	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

None

**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		None

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
	0.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (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	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1 a</b>	1,237,739.
<b>b</b>	Average of monthly cash balances	<b>1 b</b>	16,158.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1 d</b>	1,253,897.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,253,897.
<b>4</b>	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	18,808.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,235,089.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	61,754.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	61,754.
<b>2 a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	599.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2 b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2 c</b>	599.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	61,155.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	61,155.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	61,155.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	1,069,502.
<b>b</b>	Program-related investments — total from Part IX-B	<b>1 b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,069,502.
<b>5</b>	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)	<b>5</b>	599.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,068,903.

**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 .....				61,155.
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 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 .....	0.			
b From 2008 .....	0.			
c From 2009 .....	0.			
d From 2010 .....	12,024.			
e From 2011 .....	64,255.			
f Total of lines 3a through e .....	76,279.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,069,502.				
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) ...				
d Applied to 2012 distributable amount .....				0.
e Remaining amount distributed out of corpus	1,069,502.			
5 Excess distributions carryover applied to 2012 .....	61,155.			61,155.
<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 .....	1,084,626.			
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) .....				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .....	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a .....	572,459.			
10 Analysis of line 9:				
a Excess from 2008 .....	0.			
b Excess from 2009 .....	0.			
c Excess from 2010 .....	0.			
d Excess from 2011 .....	15,124.			
e Excess from 2012 .....	557,335.			

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

N/A

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

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

Charles L. Cabe, Jr.

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

NONE

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

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

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

Anita Cabe, C. Louis & Mary C. Cabe Foundation  
108 Front Street  
Gurdon AR 71743 (870) 353-2063

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

See Attached Application Form

**c** Any submission deadlines:

None

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

The foundation usually restricts grants to eligible organizations located in Arkansas.

**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
<i>a Paid during the year</i>				
Gurdon High School 7777 Hwy 67S AR 71743		Public	Grant For School Prom safety Program	500.
Close-Up Foundation/ Gurdon Schools 7777 Hwy 67S Gurdon AR 71743		Public	Grant For Youth Programs	7,000.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743		Public	Grant For Primary School Science Program	2,400.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743		Public	Grant For School Programs	100.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743		Public	Grant For Girl's Soccer Uniforms & Program	1,500.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743		Public	Grant For Family Fitness Program	500.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743		Public	Grant For Band/ Electric Music Program	2,500.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743		Public	Grant For School Program	290.
Henderson State University 1100 Henderson St. Arkadelphia AR 71999		public	Grant For Business School Educational Programs	2,000.
See Line 3a statement				1,026,655.
<b>Total</b>			<b>3a</b>	<b>1,043,445.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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 . . . . .			14	46,438.	
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 . . . . .			18	21,710.	
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) . . . . .				68,148.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	68,148.

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

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

[illegible]



**Miscellaneous Statement****Substantial Contributor**

During 2012, Charles L. Cabe Jr. became a substantial contributor to the Foundation. His mailing address is as follows:

Charles L. Cabe, Jr.

P.O. Box 178

Gurdon, AR 71743

Contribution Amount

Year Ended 12/31/12

51,356.

Total

51,356.

**Miscellaneous Statement****Sustantial Contraction In 2012**

Pursuant to the action of the C. Louis & Mary C. Cabe Foundation's Board Of Directors, the Foundation agreed to contribute one-half of the Foundation's assets, net of any liabilities, to the Cabe Legacy Foundation. On or about April 20, 2012, investment assets with a Fair Market Value in amount \$976,578 were tranferred to the Cabe Legacy Foundation (EIN 38-3853974). The address of the Cabe Legacy Foundation is as follows:

Cabe Legacy Foundation  
300 Crescent Court Suite 880  
Dallas, TX 75201

See attached copies of the Memorandum of Board Action as well as Exhibit A of the Memorandum.

Total



Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Returned Grant-Artblast 2011	1,500.	0.	
Refund Federal Tax-2011	599.	0.	
Miscellaneous Refund	1,500.		
Total	3,599.	0.	

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax Paid On Dividends	180.	180.		
Federal Excise Tax Estimated Pay	1,710.			
Payroll Taxes	781.			781.
Total	2,671.	180.		781.

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Dues	850.			850.
Postage	156.			156.
Bank Service	10.			
Office Supplies	120.			
Investment Expenses	9.	9.		
Total	1,145.	9.		1,006.

Form 990-PF, Page 2, Part III, Line 3

**Other Increases Stmt**

Realized Gain On Short Term Security Sales	
Realized Gain On Long Term Securities Sales	21,737.
Difference Between Fair Market Value & Basis For Investments	
Transferred for the Cabe Legacy Foundation Grant	89,952.
Total	111,689.

Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

Realized Loss On Short Term Securities Sales	27.
Rounding	2.
Total	29.

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person .. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> Ron Mills 5702 Richmond Rd. Texarkana TX 75503	Director 1.00	0.	0.	0.
Person .. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> Clay Cabe P.O. Box 178 Gurdon AR 71743	Vice-President 20.00	5,200.	0.	0.
Person ... <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> Brian Findley 3414 Old Cantrell Rd. Little Rock AR 72202	Director 1.00	0.	0.	0.

Total

5,200.      0.      0.

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
Camp Aldersgate 2000 Aldersgate Rd. Little Rock AR 72205		Public	Grant For Counselor Program	Person or <input type="checkbox"/> Business .. <input type="checkbox"/> 2,500.
Camp Aldersgate 2000 Aldersgate Rd. Little Rock AR 72205		Public	Grant For Carousel Restoration For Campers	Person or <input type="checkbox"/> Business .. <input type="checkbox"/> 3,000.
Gurdon School District 7777 Hwy 67S Gurdon AR 71743	C	Public	Plaque For School	Person or <input type="checkbox"/> Business .. <input type="checkbox"/> 27.
City Of Gurdon 103 East Maple Street Gurdon AR 71743		Public	Grant For City Programs	Person or <input type="checkbox"/> Business .. <input type="checkbox"/> 100.
City Of Gurdon 103 East Maple Street Gurdon AR 71743		Public	Grant For City Forest Festival	Person or <input type="checkbox"/> Business .. <input type="checkbox"/> 500.
AETN Foundation P.O. Box 1250 Conway AR 72033		Public	Grant For Public Television Programs	Person or <input type="checkbox"/> Business .. <input type="checkbox"/> 5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
Hendrix College 1600 Washington Avenue Conway AR 71743		Public	Grant For Programs/ Annual Fund	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Centers For Youth & Families 5905 Forest Pl., Suite 200 Little Rock AR 72207		Public	Grant For Children's Services	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Texarkana Symphony Orchestra 421 Hickory Street Texarkana AR 71854		Public	Grant For Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
CARTI Foundation P.O. Box 55011 Little Rock AR 72215		Public	Grant For Low Income Patient Housing Assistance	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
Brandon Burlsworth Foundation 117 West Central Avenue Harrison AR 72601		Public	Grant For Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
Arkansas Sports Hall Of Fame 3 Verizon Arena North Little Rock AR 72114		Public	Grant For Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
American Cancer Society 901 N. University Little Rock AR 72207		Public	National Relay For Life Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Emmet United Methodist Church 209 South Walnut Emmet AR 71835		Public	Grant For Church Repairs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,000.
Positive Atmosphere Reaches Kids 6915 Geyer Springs Road Little Rock AR 72209		Public	Educational Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Kingdom Authority Christian 104 E. Walnut Street Gurdon AR 71743		Public	Grant For Church Camp	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Arkadelphia Public Schools 235 N. 11th Street Arkadelphia AR 71923		Public	Grant For High School Jr. ROTC Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,850.
Meals On Wheels Ministry P.O. Box 5475 Tyler TX 75712		Public	Grant For Meals Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
The Nature Conservancy 601 N. University Avenue Little Rock AR 72205		Public	Grant For Arkansas Conservation Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
The Muses Creative Artistry Project 341 Central Avenue Hot Springs AR 71903		Public	Grant For Music Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
The Museum Of Discovery 500 President Clinton Avenue #150 Little Rock AR 72201		Public	Grant For Museum Program For Lafayette County Student	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
Alma's Home For Children 723 North Martin Street Warren AR 71671		Public	Replace HVAC System In Building	Person or <input type="checkbox"/> Business <input type="checkbox"/> 4,900.
Brandon Burlsworth Foundation 117 West Central Avenue Harrison AR 72601		Public	Program Publications	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
Happyland Child Care Center, Inc. 2012 Pine Street Arkadelphia AR 71923		Public	Cots For Facility	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,500.
The United Methodist Church 800 Daist Gatson Bates Drive Little Rock AR 72202		Public	Malaria Prevention Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
Hands On Texarkana 604 Walnut Street Texarkana TX 71854		Public	Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Henderson 1100 Henderson Street Arkadelphia AR 71999		Public	Scholarship Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 500.
Fouke Elementary School 370 East Red Cut Road Fouke AR 71837		Public	Yamaha Keyboard For Music Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,200.
Cabe Legacy Foundation 300 Crescent Ct. Suite 880 Dallas TX 75201		Private Foundatio	Grant For Programs/Formation	Person or <input type="checkbox"/> Business <input type="checkbox"/> 976,578.

Total

1,026,655.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Overbey Law Firm	General Legal	8,381.			

Total

8,381.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Findley & Findley CP	990 PF Return Prep	2,950.			

Total 2,950.

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BancorpSouth	Trust Department Fees/	8,028.			

Total 8,028.

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US Government Agencies			25,001.	29,869.
US Government-MM			12,304.	12,304.
Federated Income Trust			1,204.	1,212.

Total 38,509. 43,385.

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Various-BancorpSouth	101,869.	122,191.
Various BancorpSouth Stock Mutual Funds	316,654.	377,257.

Total 418,523. 499,448.

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Various-BancorpSouth	446,572.	462,669.

Form 990-PF, Page 2, Part II, Line 10c

Continued

**L- 10c Stmt**

<b>Line 10c - Investments - Corporate Bonds:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
Total	<u>446,572.</u>	<u>462,669.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
Publicly Traded Partnerships & Reits	<u>3,030.</u>	<u>4,043.</u>
Total	<u>3,030.</u>	<u>4,043.</u>

**Supporting Statement of:**

Form 990-PF, p1/Line 1(a)

Description	Amount
Contribution Received From:	
Charles L. Cabe Jr.	51,356.
Total	<u>51,356.</u>

**Supporting Statement of:**

Form 990-PF, p9/Line 3d

Description	Amount
Excess Distribution Carryover From 2010	24,048.
50% Allocation To Cabe Legacy Foundation	-12,024.
Total	<u>12,024.</u>

**Supporting Statement of:**

Form 990-PF, p9/Line 3e

Description	Amount
Excess Distribution Carryover From 2011	128,510.
50% Allocated To Cabe Legacy Foundation	-64,255.
Total	<u>64,255.</u>

Additional Information For Tax Return

C. Louis & Mary C. Cabe Foundation

71-0685612

Form 990-PF, p9: Line 9

The \$1,069,502 Excess Distribution

Carryforward for 2012 is allocated as follows based on a 4/20/12 funding date  
for the Cabe Legacy Foundation grant::

C. Louis & Mary C. Cabe Foundation

\$557,335

Cabe Legacy Foundation \$512,167

This is pursuant to agreement under  
Treasury Regulation Section

1.507-3(a)(9)(i)



**MEMORANDUM OF BOARD ACTION**  
**OF THE BOARD OF DIRECTORS**  
**C. LOUIS AND MARY C. CABE FOUNDATION**

The undersigned make this memorandum of board action to be placed in the corporate minute book in lieu of formal meeting this 20<sup>th</sup> day of April, 2012. By signature below, each member of the Board consents to the Board acting informally in respect to this matter and approves the action taken.

WHEREAS, the primary purpose of the C. Louis and Mary C. Cabe Foundation, as stated in its Articles of Incorporation, is exclusively to receive and administer a fund or funds exclusively for charitable, benevolent, scientific, literary or educational purposes, either directly or by contributions for such use by other charitable corporations, trusts, community chests, funds, or foundations created under the laws of the United States, any state, or District Columbia, which is organized and operated exclusively for charitable, benevolent, scientific, literary or educational purposes;

WHEREAS, the organizational documents of the foundation do not place any geographical limitations on the foundation;

WHEREAS, historically, the C. Louis and Mary C. Cabe Foundation has supported charities located in the state of Arkansas;

WHEREAS, some of the members of the board, who reside outside of Arkansas, desire to direct charitable contributions to charities outside of the state of Arkansas;

WHEREAS, the board has determined that to best meet the charitable interest outside of the state of Arkansas that the C. Louis and Mary C. Cabe Foundation should be reorganized; and,

THEREFORE, the board has agreed as follows:

MEMORANDUM OF BOARD ACTION OF  
THE BOARD OF DIRECTORS

1. At the direction of Marianne Cabe Long, J.J. Barto formed a nonprofit corporation under the laws of Texas. The name of the newly formed nonprofit is Cabe Legacy Foundation.

2. That upon formation, the Cabe Legacy Foundation will apply for exempt status with the Internal Revenue Service by filing Internal Revenue Service Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code. The Cabe Legacy Foundation will apply to be a private foundation.

3. That within 30 days of the Cabe Legacy Foundation notifying the C. Louis and Mary C. Cabe Foundation that it received its determination letter from the Internal Revenue Service granting its exempt status, then the C. Louis and Mary C. Cabe Foundation shall transfer to the Cabe Legacy Foundation one-half of the assets of the C. Louis and Mary C. Cabe Foundation, less any outstanding expenses or pledges to charitable organizations. It is the intent of the C. Louis and Mary C. Cabe Foundation that the transfer described herein is a transfer as part of reorganization of the C. Louis and Mary C. Cabe Foundation and that the Cabe Legacy Foundation will not be a newly created organization. Therefore, both organization will be subject to Internal Revenue Code § 507(b)(2) and the corresponding Treasury Regulations.

4. Pursuant to Treasury Regulation § 1.507-3(a)(9)(i), after the transfer of the assets to the Cabe Legacy Foundation, Cabe Legacy Foundation will entitled to utilize one-half the excess qualifying distributions carryover which is shown on the books of the C. Louis and Mary C. Cabe Foundation upon the distribution of one-half the assets to the Cabe Legacy Foundation. The C. Louis and Mary C. Cabe Foundation will retain one-half of the excess qualifying distributions.

5. The board hereby represents that the C. Louis and Mary C. Cabe Foundation is not subject to any excise taxes under Internal Revenue Code Chapter 42, except for excise taxes on

MEMORANDUM OF BOARD ACTION OF  
THE BOARD OF DIRECTORS

investment income.

6. Pursuant to Internal Revenue Code § 4945, the C. Louis and Mary C. Cabe Foundation must use expenditure responsibility with regards to the distribution of the assets to the Cabe Legacy Foundation. The Cabe Legacy Foundation and the C. Louis and Mary C. Cabe Foundation will enter into a grant agreement in the form attached hereto as Exhibit A.

7. Immediately following distribution of the assets to the Cabe Legacy Foundation, the following directors will resign:

Marianne Cabe Long

Charlotte Barto

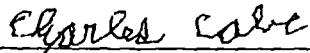
Martha Klinefelter

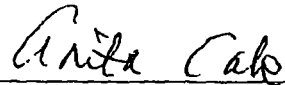
8. That it is understood by all parties that the directors of the Cabe Legacy Foundation will be responsible for operating the Cabe Legacy Foundation in accordance with the Internal Revenue Code and Treasury Regulations. The directors of the Cabe Legacy Foundation will be responsible for making its own grants, filing its own returns with the Internal Revenue Service, and meeting all state law requirements and filings.

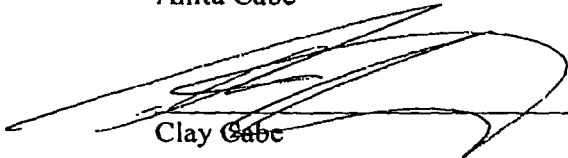
9. The cost of formation of the Cabe Legacy Foundation will be paid for by the Cabe Legacy Foundation. The cost of operating the Cabe Legacy Foundation will be borne solely by the Cabe Legacy Foundation.


MEMORANDUM OF BOARD ACTION OF  
THE BOARD OF DIRECTORS


BOARD OF DIRECTORS:

  
Charles Cabe

  
Anita Cabe

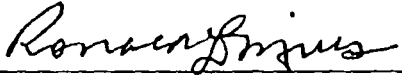
  
Clay Cabe

  
Marianne Cabe Long

  
Charlotte Barto

  
Martha Klinefelter

  
Brian Findley

  
Ron Mills

**MEMORANDUM OF BOARD ACTION OF  
THE BOARD OF DIRECTORS**

**EXHIBIT A**

**FORM OF GRANT AGREEMENT**

This Grant Agreement is made by and between The C. Louis and Mary C. Cabe Foundation ("Foundation") and Cabe Legacy Foundation ("Grantee"), on April 20, 2012.

WHEREAS, the Foundation has approved a grant to Grantee in the amount of \$976,577.68 to be used for general operations and other purposes allowed under the Internal Revenue Code;

WHEREAS, Grantee is a private foundation within the meaning of section 509(a) of the Internal Revenue Code;

WHEREAS, the Foundation is required, on advice of counsel, to submit to you a grant agreement to assure compliance with the Code.

THEREFORE, the parties agree as follows:

1. All of the grant funds are to be used for, and only for, the purpose of enabling Grantee to carry out its charitable purposes as described in its organizational documents, including but not limited to endowment fund purposes, capital equipment, or other capital purposes.
2. Grantee agrees to repay any portion of the amount of the grant which is not used for the purposes stated herein.
3. Grantee agrees to furnish annual, written reports to the President of the Foundation on the manner in which the grant funds are spent. This annual report shall be made annually for the taxable year in which the grant is received and for the immediately succeeding two taxable years. If it is reasonably apparent to the Foundation that before the end of the second succeeding taxable year, neither the principal, the income from the grant funds, nor the capital expenditures are used for any purposes which would result in liability for tax under Internal Revenue Code § 4945(d), then the Foundation may in writing to the Grantee allow the reports to be discontinued.
4. Grantee agrees to keep its financial and other records so they adequately show the use of the grant funds exclusively for that grant's purposes. Upon reasonable request from the Foundation, Grantee agrees to make these financial and other records available to the Foundation as may be necessary or desirable to permit the Foundation to exercise its responsibility for the supervision of the grant as required by the Internal Revenue Code.
5. Grantee agrees that it will not use the grant proceeds: (a) to carry out propaganda, or otherwise to attempt to influence legislation; (b) to influence the outcome of any specific election or

MEMORANDUM OF BOARD ACTION OF  
THE BOARD OF DIRECTORS

to carry on, directly or indirectly, any voter registration drive; (c) for grants to individuals for travel or study (unless the Grantee has received approval from the Internal Revenue Service for its scholarship program); (d) for any purpose other than one specified in section 170(c)(2)(B) of the Internal Revenue Code (e.g. charitable, educational, or scientific purposes).

THE C. LOUIS AND MARY C. CABE  
FOUNDATION

By: *C. Louis Cabe*

Title: *President*

Date: *April 20, 2012*

GRANTEE:

CABE LEGACY FOUNDATION

By: *Marianne Cabe Long*

Title: *President*

Date: *April 20, 2012*

**Miscellaneous Statement****Expenditure Responsibility-Cabe Legacy Foundation**

Puruant to Internal Revenue Code Section 4945, the C. Louis & Mary C. Cabe Foundation exercised expenditure responsibility regarding its grant to the Cabe Legacy Foundation. Attached is the minutes related to approval of Cabe Legacy Expenditures for 2012 as well as a recap of such expenditures.

Total

**C. LOUIS & MARY C. CABE FOUNDATION**

**ANNUAL MEETING**

**MINUTES APRIL 30, 2013**

The meeting was called to order by President Charles Cabe, Board members present were Charles Cabe, Anita Cabe, Clay Cabe, SarahB Cabe Ron Mills and Brian Findley.

Minutes from previous meeting were presented and approved. Motion by Ron Mills and second by Brian Findley.

Old Business- The Cabe Legacy grants were ratified at the last meeting for 2012.

New Business- The meetings will be held for the next year as follows-

August 27, 2013 Honeycomb in Arkadelphia

January 20, 2014 in Hot Springs

April 29, 2014 in Little Rock

The Board was re-elected for the year 2013-2014. Motion by Anita Cabe with Second by Brian Findley.

Election of Officers- the following officers and Board were elected with a motion by Anita Cabe and second by Clay Cabe.

Charles Cabe- President  
Clay Cabe- Vice President  
Anita Cabe- Treasurer  
SarahB Cabe-Secretary  
Brian Findley  
Ron Mills

Adjourn on motion by Anita Cabe and Second by Clay Cabe.

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Anita B. Cabe, Secretary



# CABE LEGACY FOUNDATION ANNUAL REPORT 2012

GRANT RECIPIENT	Amount of Grant	REASON / PURPOSE FOR GRANT	EXEMPT STATUS
The Hospice of East Texas Foundation	\$5,000.00	Annual fund / providing care for actively dying individuals	Public Charity
In the City for Good	\$3,500.00	Construction of new Food Bank in South Dallas	Public Charity
Vickery Meadow Ministry	\$13,500.00	Annual operating fund/ providing services to Refugees in East Dallas	Public Charity
The Heritage School of Texas	\$13,500.00	Annual operating cost serving children with learning differences	Public Charity
Children's Village	\$6,500.00	Annual operating cost / new computer & software	Public Charity
Gurdon School District	\$3,000.00	Scholarships	Public Charity
	<b>Total Gifts</b>		
	<b>\$45,000.00</b>		
Administrative Cost	\$4,906.32	Work related to grant funding, communications and website execution	
Attorney's Fees	\$12,290.84	Legal Documentation and advise	
Bank's Fees	\$6,238.20	Investment Portfolio management	
	<b>Total Admin</b>		
	<b>\$23,435.36</b>		

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service► **File a separate application for each return.**

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

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

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>C. Louis &amp; Mary C. Cabe Foundation</b>	<b>71-0685612</b>
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	<b>108 Front Street</b>	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	<b>Gurdon</b>	<b>AR 71743</b>

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

... **04**

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

- The books are in the care of ► Charles Cabe

Telephone No. ► (870) 353-2063 FAX No. ►

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of timeuntil Aug 15, 2013, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

► ☒ calendar year 2012 or► ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_**2** If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>1,570.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>1,570.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev. 1-2013)