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

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
Carl B. and Florence E. King Foundation

Number and street (or P O box number if mail is not delivered to street address)
2301 Cedar Spring Rd

Room/suite
330

City or town, state, and ZIP code
Dallas, TX 75201

A Employer identification number
75 - 6052203

B Telephone number (see instructions)
214 - 750-1884

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ **63,112,644**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	575	575		
4 Dividends and interest from securities	1,220,524	1,220,524		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	81,817			
b Gross sales price for all assets on line 6a	295,804			
7 Capital gain net income (from Part IV, line 2)		81,817		
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)	3,148,566	2,790,598		
12 Total. Add lines 1 through 11	4,451,482	4,093,514	0	
13 Compensation of officers, directors, trustees, etc.	150,000	15,000	0	135,000
14 Other employee salaries and wages	177,169	9,383		167,785
15 Pension plans, employee benefits	159,319	11,191		148,127
16a Legal fees (attach schedule)	36,620	2,564		34,056
b Accounting fees (attach schedule)	16,406	1,148		15,258
c Other professional fees (attach schedule)	194,055	162,168		18,456
17 Interest				
18 Taxes (attach schedule) (see instructions)	177,943	87		1,163
19 Depreciation (attach schedule) and depletion	8,480	594		
20 Occupancy	50,930	3,565		47,365
21 Travel, conferences, and meetings	39,061	2,734		36,327
22 Printing and publications	1,360	95		1,264
23 Other expenses (attach schedule)	297,188	120,540		41,343
24 Total operating and administrative expenses. Add lines 13 through 23	1,308,531	329,069	0	646,144
25 Contributions, gifts, grants paid	2,133,745			2,133,745
26 Total expenses and disbursements. Add lines 24 and 25	3,442,276	329,069	0	2,779,889
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,009,206			
b Net investment income (if negative, enter -0-)		3,764,445		
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
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	349,743	279,509	279,509
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Schedule 7	35,271,245	35,955,902	37,073,875
	c	Investments—corporate bonds (attach schedule) Schedule 8	9,704,461	10,097,144	10,314,863
	11	Investments—land, buildings, and equipment: basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) Schedule 9	2,647	2,647	9,400,000
	14	Land, buildings, and equipment: basis ▶ 115,114			
		Less: accumulated depreciation (attach schedule) ▶ Schedule 10	32,860	34,960	34,960
	15	Other assets (describe ▶ Schedule 11)	5,725,770	6,009,438	6,009,438
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	51,086,726	52,379,600	63,112,644
	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	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <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	51,086,726	52,379,600	
Part III	30	Total net assets or fund balances (see instructions)	51,086,726	52,379,600	
	31	Total liabilities and net assets/fund balances (see instructions)	51,086,726	52,379,600	

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	51,086,726
2	Enter amount from Part I, line 27a	2	1,009,206
3	Other increases not included in line 2 (itemize) ▶ Schedule 12	3	283,668
4	Add lines 1, 2, and 3	4	52,379,600
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	52,379,600

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 Publicly Traded Securities		P		
b Capital gains distributions		P		
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 225,000		213,988	11,012	
b 70,804			70,804	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			11,012	
b			70,804	
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	81,817	
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		

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,534,649	57,419,143	4.41%
2010	2,664,217	53,459,496	4.98%
2009	2,400,274	47,388,126	5.07%
2008	2,774,595	52,846,649	5.25%
2007	2,545,852	57,300,748	4.44%
2 Total of line 1, column (d)			2 24.15%
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 4.83%
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 59,961,752
5 Multiply line 4 by line 3			5 2,896,153
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37,644
7 Add lines 5 and 6			7 2,933,797
8 Enter qualifying distributions from Part XII, line 4 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.			8 2,779,889

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	75,289	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	75,289	
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	75,289	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	72,000	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,289	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	75,289	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► Texas		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ► www.kingfoundation.com

14 The books are in care of ► Michelle D. Monse Telephone no. ► 214-750-1884
 Located at ► 2301 Cedar Springs Rd, Suite 330 ZIP+4 ► 75201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here. ☐ and enter the amount of tax-exempt interest received or accrued during the year **15**

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** Yes No
 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
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	✓
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"/> Yes <input checked="" type="checkbox"/> No	1c	✓
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 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 checked="" type="checkbox"/> Yes <input 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)?		5b	<input checked="" type="checkbox"/>
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 N/A		
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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	<input checked="" 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		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michelle D. Monse 2301 Cedar Springs Rd. Suite 330 Dallas, TX 75201	President, 40 hrs	\$150,000	\$31,088	0
See Schedule 13 for a list of the remaining officers, directors, and foundation managers				

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
Laura Duty 2301 Cedar Springs Rd, Suite 330, Dallas, TX 75201	Program Officer, 32 hrs	69,818	18,738	0
Barbara H. Hall 2301 Cedar Springs Rd, Suite 330, Dallas, TX 75201	Accounting Manager, 25 hrs	67,024	6,669	0
Total number of other employees paid over \$50,000				

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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 West Texas Rural Philanthropy Days. The Foundation will sponsor a rural philanthropy conference in summer 2013. The conference will provide training to rural nonprofit organizations and opportunities for those organizations to meet in person with grantmaking organizations like private foundationss. The 2012 expenses were for website maintenance.	304
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
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	45,342,785
b	Average of monthly cash balances	1b	264,486
c	Fair market value of all other assets (see instructions)	1c	15,267,604
d	Total (add lines 1a, b, and c)	1d	60,874,875
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	60,874,875
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	913,123
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,961,752
6	Minimum investment return. Enter 5% of line 5	6	2,998,088

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	2,998,088
2a	Tax on investment income for 2012 from Part VI, line 5	2a	75,289
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	64,461
c	Add lines 2a and 2b	2c	139,750
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,858,338
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,858,338
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	2,858,338

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,779,889
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,779,889
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,779,889

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				2,858,338
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				19,047
c From 2009				54,165
d From 2010				63,190
e From 2011				
f Total of lines 3a through e	136,402			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,779,889				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2,779,889
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	78,449			78,449
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	57,953			
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				
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	57,953			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	57,953			
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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).)

None

- 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:

Schedule 14

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

See Schedule 14

- c** Any submission deadlines:

See Schedule 14

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

See Schedule 14

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)				
a <i>Paid during the year</i> See Schedule 15				2,133,745
Total			▶ 3a	2,133,745
b <i>Approved for future payment</i> See Schedule 16				872,325
Total			▶ 3b	872,325

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) Exclusion 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			14	575	
4	Dividends and interest from securities			14	1,220,524	
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	81,817	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a <u>Class Action Proceeds</u>			14	94	
b	<u>Oil & Gas</u>	111900	357,968	15	2,790,504	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		357,968		4,093,514	0
13	Total. Add line 12, columns (b), (d), and (e)			13		4,451,482

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

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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? N/A
☐ Yes ☐ No

b If “Yes,” complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee: Michelle D. Morse Date: 8/8/13 Title: President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶ -- - ---	
Firm's address ▶			Phone no -	

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

OMB No. 1545-1709

► **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 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.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	Carl B. & Florence E. King Foundation	75-6052203
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	2301 Cedar Springs Rd. Suite 330	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Dallas, TX 75201	

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

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 (sec. 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 ► Michelle D. Monse

Telephone No. ► 214-750-1884 FAX No. ► 214-750-1651

- 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) . If this is for the whole group, check this box ☐. 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 time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 12 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

3a 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.	3a	\$	75,289
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.	3b	\$	72,000
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,289

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.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Part II**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ 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) ☐. If this is for the whole group, check this box ☐. 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.

- 4 I request an additional 3-month extension of time until _____, 20____.
- 5 For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a 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.	8a	\$
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 and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐

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CARL B. AND FLORENCE E. KING FOUNDATION

75-6052203

Schedule 1

Form 990 - PF, Part I, Line 11

Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class Action Proceeds	\$ 94	\$ 94	
Oil & Gas Interests	3,148,472	2,790,504	
Total	<u>\$ 3,148,566</u>	<u>\$2,790,598</u>	<u>\$0</u>

Schedule 2

Form 990 - PF, Part I, Line 16a

Legal Fees

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal/litigation services (Sched 17)	\$ 36,620	\$ 2,564		\$ 34,056
Total	<u>\$ 36,620</u>	<u>\$ 2,564</u>	<u>\$0</u>	<u>\$ 34,056</u>

Schedule 3

Form 990 - PF, Part I, Line 16b

Accounting Fees

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Services	\$ 16,095	\$ 1,126		\$ 14,969
Tax Preparation	311	22		\$ 289
Total	<u>\$ 16,406</u>	<u>\$ 1,148</u>	<u>\$0</u>	<u>\$ 15,258</u>

Schedule 4

Form 990 - PF, Part I, Line 16c

Other Professional Fees

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Actuarial Services	\$ 1,500	\$ 105		\$ 1,395
Temporary Clerical	6,551			6,551
Computer Consultants	11,301	791		10,510
Investment Management	51,073	51,073		
Oil & Gas Recordkeeping/Agency	123,630	\$ 110,199		
Total	<u>\$ 194,055</u>	<u>\$ 162,168</u>	<u>\$ -</u>	<u>\$ 18,456</u>

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CARL B. AND FLORENCE E. KING FOUNDATION

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Schedule 5

Form 990 - PF, Part I, Line 18

Taxes

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	\$ 84,656			
Property tax (personal)	1,250	87		1,163
Unrelated business income tax paid	92,037			
Total	\$ 177,943	\$ 87	\$ -	\$ 1,163

Schedule 6

Form 990 - PF, Part I, Line 23

Other Expenses

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 787	\$ 787		
Dues	1,050	74		976
Insurance	17,018	1,191		15,827
Lease operating (see Schedule 18)	187,173	51,867		
Ad valorem taxes (see Schedule 18)	64,796	64,796		
Miscellaneous	464	32		432
Office supplies and expenses	18,303	1,281		17,022
Repairs	255	18		237
Telephone	7,038	493		6,545
Moving expense				
West Texas Rural Philanthropy Days	304			304
Total	\$ 297,188	\$ 120,540	\$ -	\$ 41,343

Schedule 7

Form 990 - PF, Part II, Line 10b

Investments-Corporate Stocks

	Valuation Method	Book Value	Fair Market Value
Vanguard Emerging Markets Stock Index	Cost	\$1,912,817	\$ 2,212,228
Vanguard Institutional Developed Markets	Cost	8,150,670	6,377,017
Vanguard PRIMECAP Fund	Cost	6,859,802	6,994,011
Vanguard Total Stock Market Index Fund	Cost	19,032,613	21,490,619
Total		\$35,955,902	\$ 37,073,875

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CARL B. AND FLORENCE E. KING FOUNDATION

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Schedule 8
Form 990 - PF, Part II, Line 10c
Investments - Corporate Bonds

	Valuation Method	Book Value	Fair Market Value
Vanguard Intermediate Term Investment Grade Fund	Cost	3,023,307	3,197,250
Vanguard Short Term Investment Grade Fund	Cost	2,023,942	2,027,865
Vanguard Total Bond Market Index	Cost	5,049,895	5,089,748
Total		\$10,097,144	\$ 10,314,863

Schedule 9
Form 990 - PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Oil & Gas Interests	Cost	\$2,647	\$ 9,400,000
Total		\$2,647	\$ 9,400,000

Schedule 10
Form 990 - PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture & fixtures	\$ 52,989	\$ 28,744	\$ 24,245	\$ 24,245
Machinery & equipment	57,779	48,897	\$ 8,883	8,883
Office equipment	4,346	2,514	\$ 1,832	1,832
Total	\$ 115,114	\$ 80,155	\$34,960	\$ 34,960

Schedule 11
Form 990 - PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Cash surrender value of life insurance	\$6,009,438	\$ 6,009,438
Total	\$6,009,438	\$ 6,009,438

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CARL B. AND FLORENCE E. KING FOUNDATION

75-6052203

Schedule 12

Form 990 - PF, Part III, Line 3

Other increases

Increase in cash surrender value life insurance \$ 283,668

Total \$ 283,668

Schedule 13

Form 990 - PF, Part VIII, Line 1

List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/Other
Michelle D. Monse 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	President 40	\$ 150,000	\$ 31,088	\$0
John Martin Davis 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Chairman 2 00	0	0	0
Ann Fielder 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Secretary 1.00	0	0	0
Robert E Weiss 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Vice Chairman and Treasurer 1.00	0	0	0
Kimberly H. Evans 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Vice President 1.00	0	0	0
Robert I. Fernandez 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Vice President 1.00	0	0	0
Michael E Phillips 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Vice President 1.00	0	0	0
Patricia A. Porter 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Vice President 1.00	0	0	0
Teresa D. Wilkinson 2301 Cedar Springs Rd., Suite 330 Dallas, TX 75201	Vice President 1.00	0	0	0
Total		<u>\$ 150,000</u>	<u>\$ 31,088</u>	<u>\$0</u>

CARL B. AND FLORENCE E. KING FOUNDATION

75-6052203

Schedule 14

Form 990 – PF, Part XV, Line 2a-d

Application Submission Information

Contact:

Michelle D. Monse

President

Carl B. & Florence E. King Foundation

2301 Cedar Springs Rd., Suite 330

Dallas, TX 75201

214.750.1884

www.kingfoundation.com

FUNDING INTERESTS

The King Foundation distributes grants only to entities that serve residents of the Dallas-Fort Worth area, West Texas, and the southern and eastern portions of Arkansas. (Please see the maps and lists of counties in our service area on the Foundation's website)

Applicants must also have a letter of determination from the Internal Revenue Service acknowledging tax-exempt status as described in Section 501(c)(3) of the Internal Revenue Code. The Foundation does not award grants to individuals and no longer awards college scholarships.

The Foundation currently awards grants in the following areas:

Aging population

Arts, culture, and history

Children and youth

Education

Indigent

Nonprofit capacity

For details about all of these focus areas, including lists of past grants, please see the Foundation's website.

OTHER FUNDING GUIDELINES

The King Foundation awards grants principally for program support. The Foundation will award capital support in limited circumstances, and does not provide general operating funds. The maximum competitive grant award in recent years has been \$100,000. Except for grants in the nonprofit capacity program, the Foundation does not award multiyear grants.

The King Foundation does not provide support to organizations that will "pass through" the King Foundation funds by re-award to other charitable organizations.

The Foundation does not provide funding for: annual fund drives, church or seminary construction, debt retirement, efforts to treat or cure a single disease or condition; elimination of operating losses, endowment funds; fundraising events, participation in amateur sports competitions or similar activities, such as high school band competitions, professional conference attendance, or religious programs. The Foundation will consider applications for social service programs that are offered by faith-based organizations if 1) the program is open to the general public and 2) promotion of a particular religion is not the goal, or a significant part of the program.

For complete and current information about the Foundation's grantmaking program, including submission deadlines, please review the Foundation's website, www.kingfoundation.com.

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CARL B. AND FLORENCE E. KING FOUNDATION

75-6052203

Schedule 15

Form 990-PF, Part XV, Line 3

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

Line 3(a) paid during the year

Recipient	Donee	Foundation		
<u>Name and address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
13th South Judicial Dist CASA 100 West Grove St , Suite 304 El Dorado, AR 71730	N/A	public	program support of the Volunteer Coordinator position for Columbia County	\$10,000
ACH Child and Family Services 1424 Summit Ave Fort Worth, TX 76102-5912	N/A	public	program support of the Emergency Youth Shelter	\$20,000
AIDS Arms 351 West Jefferson Blvd., Suite 300 Dallas, TX 75208	N/A	public	program support for the Community Resource Center at the Trinity Health and Wellness Center	\$35,000
AIDS Outreach Center 400 North Beach St. Fort Worth, TX 76111-7010	N/A	public	program support of the Geisel-Morris Dental Clinic	\$10,000
Alzheimer's Association Greater Dallas Chapter 4144 North Central Expwy , Suite 750 Dallas, TX 75204-3208	N/A	public	program support of the caregiver education program	\$15,000
ARcare 623 North 9th St Augusta, AR 72006	N/A	public	capital support for the playground at the new ARcare Center for Education and Wellness	\$25,000
Arkansas Foodbank 4301 West 65th St Little Rock, AR 72209-8507	N/A	public	capacity support to create organizational plans for the next five years	\$20,000
Association of Small Foundations 1720 N St N W Washington, DC 20036	N/A	public	membership support for 2012	\$695
Austin Street Centre P O. Box 710729 Dallas, TX 75371-0729	N/A	public	program support of the Work Readiness program for homeless individuals	\$20,000
Baptist Health Foundation 9601 Interstate 630 Little Rock, AR 72205	N/A	public	capital support to purchase medical equipment for Mainline Community Health Clinics in South Arkansas	\$43,200
Big Brothers Big Sisters Lone Star 2900 Live Oak St Dallas, TX 75204-6127	N/A	public	program support of the Amachi Texas program for children of incarcerated parents	\$25,000
Big Brothers Big Sisters of North Central Arkansas 1105 Deer St , Suite 12 Conway, AR 72032	N/A	public	program support of Bigs in School and community-based mentonng in Newport, Arkansas	\$15,000

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Big Thought 2501 Oak Lawn Ave, Suite 550, LB 42 Dallas, TX 75219-4082	N/A	public	program support of Thriving Minds After School programs	\$20,000
Boys & Girls Club of Scurry County P O Box 127 Snyder, TX 79550-0127	N/A	public	support for annual fund consulting services and program staff	\$10,000
Bynum School P O Box 80175 Midland, TX 79708	N/A	public	program support of the Big Fun gymnastics program for disabled children	\$5,000
Catholic Charities Diocese of Fort Worth P O Box 15610 Fort Worth, TX 76119-0610	N/A	public	support of the HOMES project for homeless individuals	\$25,000
Child and Family Guidance Center 8915 Harry Hines Blvd. Dallas, TX 75235-1717	N/A	public	program support for the Intensive Services for Children with Mental Illness program	\$20,000
Child Study Center 1300 West Lancaster Ave Fort Worth, TX 76102	N/A	public	program support of the Children's Care Fund subsidizing treatment costs for families unable to pay	\$20,000
Citizens Development Center 8800 Ambassador Row Dallas, TX 75247-4621	N/A	public	capital support to renovate restrooms at the Work Center	\$20,000
CitySquare 511 N. Akard, Suite 302 Dallas, TX 75201	N/A	public	program support for the Community Health Services program	\$36,000
Columbia County Independent Living P O Box 944 Magnolia, AR 71754	N/A	public	capacity support for board training	\$1,000
Committee Against Spouse Abuse (CASA) Women's Shelter PO Box 6705 Pine Bluff, AR 71611	N/A	public	program support to hire additional staff and add supportive services for women and children	\$20,000
Community & Senior Services of Midland 3301 Sinclair Ave. Midland, TX 79707-6620	N/A	public	program support of the handyman program for homebound elderly and disabled	\$25,000
Community Council of Greater Dallas 1349 Empire Central Dr, Suite 400 Dallas, TX 75247-4033	N/A	public	program support of the meal delivery program for seniors offered through the Dallas Area Agency on Aging	\$25,000

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Community Dental Care 1420 West Mockingbird Ln , Suite 500 Dallas, TX 75247-6971	N/A	public	program support to provide dental services to low-income children and families in Vickery Meadow	\$20,000
Conference of Southwest Foundations 624 North Good Latimer Expwy , Suite 100 Dallas, TX 75204-5818	N/A	public	membership support for 2012	\$2,000
Conference of Southwest Foundations 624 North Good Latimer Expwy , Suite 100 Dallas, TX 75204-5818	N/A	public	conference sponsorship and speaker fees	\$4,750
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202	N/A	public	membership support for 2012	\$5,000
The Crisis Center P O Box 7741 Odessa, TX 79760-7741	N/A	public	program support for the Angel House, a family violence shelter	\$15,000
Dallas Area Habitat for Humanity 2800 N Hampton Rd Dallas, TX 75212	N/A	public	capacity support of the Dream Dallas Capital Investment project	\$30,000
Dallas Black Dance Theatre P O Box 131290 Dallas, TX 75313-1290	N/A	public	program support to secure new choreographic works for DBDT II	\$10,000
Dallas CASA 2815 Gaston Ave Dallas, TX 75226-1306	N/A	public	program support for advocacy services for abused or neglected children	\$20,000
Dallas Children's Advocacy Center 5351 Samuell Blvd Dallas, TX 75228	N/A	public	program support of the Therapy Program for children and their non-offending family members	\$25,000
The Dallas Foundation 3963 Maple Ave , Suite 390 Dallas, TX 75219-3209	N/A	public	program support for Year 4 of the Zero to Five Funders' Collaborative in the Bachman Lake area helping prepare young children for school	\$100,000
Dallas Museum of Art 1717 N Harwood St. Dallas, TX 75201	N/A	public	program support of Early Learning Programs for young children	\$35,000
Dallas Symphony Orchestra 2301 Flora St Dallas, TX 75201-2413	N/A	public	program support of youth education efforts	\$20,000

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Dallas Theater Center 2400 Flora St. Dallas, TX 75201	N/A	public	program support of Project Discovery, a theater education program for students	\$20,000
East Dallas Community School 924 Wayne St Dallas, TX 75223-1649	N/A	public	program support of Pregnancy to Three, an early childhood intervention program	\$25,000
El Dorado Connections 715 North College Ave El Dorado, AR 71730	N/A	public	capital support to purchase a vehicle for El Dorado Express, a transportation program for seniors	\$20,000
Family Crisis Center of the Big Bend P O Box 1470 Alpine, TX 79831	N/A	public	program support of the Victim Services program for victims of domestic violence	\$30,000
Family Gateway 3000 San Jacinto St Dallas, TX 75204-5743	N/A	public	program support of Gateway to Self-Sufficiency, a supportive housing program	\$20,000
The Family Place P O Box 7999 Dallas, TX 75209	N/A	public	program support for the Be Project, an abuse prevention program for students	\$20,000
Family Promise of Odessa P O Box 12781 Odessa, TX 79768-2781	N/A	public	program support for homeless families with children	\$5,000
Fine Arts Chamber Players 3630 Harry Hines Blvd , Suite 302 Dallas, TX 75219	N/A	public	program support of Music Education programs	\$20,000
FoodShare Arkansas P O. Box 501 Prescott, AR 71857-0501	N/A	public	program support of the food pantry	\$5,000
Fort Worth Symphony Orchestra 330 E. Fourth St., Suite 200 Fort Worth, TX 76102	N/A	public	program support of the Adventures in Music and the Neighborhood Arts programs	\$10,000
Fortress Youth Development Center P.O Box 422 Fort Worth, TX 76101-0372	N/A	public	program support of the Literacy Center providing after school homework and tutoring	\$20,000
Foundation for the Education of Young Women 2804 Swiss Ave Dallas, TX 75204-5955	N/A	public	program support of the College Readiness Initiative	\$15,000

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Friends of the Jeff Davis County Library P O Box 425 Fort Davis, TX 79734	N/A	public	capital support of the Library Terrace project	\$20,000
Genesis Women's Shelter 4411 Lemmon Ave , Suite 201 Dallas, TX 75219	N/A	public	program support of clinical counseling offered through the Outreach Office	\$20,000
Healthy Families San Angelo 200 South Magdalen St San Angelo, TX 76903-5999	N/A	public	program support of the Healthy Families home visitation program for young parents	\$25,000
Humanities Texas 1410 Rio Grande St Austin, TX 78701-1506	N/A	public	program support of the Humanities Texas Teacher Professional Development Program	\$15,000
Interfaith Ministries of Denton 1109 North Elm St Denton, TX 76201-2977	N/A	public	program support of the Emergency Rent and Shelter Assistance program	\$15,000
Irving Healthcare Foundation 1901 North MacArthur Blvd Irving, TX 75061-2220	N/A	public	program support for medical tests of patients treated through the low-income medical clinic	\$20,000
Jonathan's Place P O Box 140085 Dallas, TX 75214	N/A	public	program support of the therapeutic residential treatment program for girls	\$20,000
Junior Players 4054 McKinney Ave , Suite 104 Dallas, TX 75204	N/A	public	program support of the SmART Choices program for students	\$10,000
Lancaster Outreach 1120 Randlett St. Lancaster, TX 75146-1600	N/A	public	emergency support for relief efforts from the April 2012 tornadoes in North Texas	\$35,000
LaunchAbility 4350 Sigma, Suite 100 Dallas, TX 75244	N/A	public	program support for Early Childhood Intervention services to developmentally disabled or delayed children	\$20,000
Legacy Counseling Center 4054 McKinney Ave , Suite 102 Dallas, TX 75204	N/A	public	program support of mental health and substance abuse counseling for individuals with HIV/AIDS	\$15,000
Legal Hospice of Texas 3626 N. Hall St , Suite 820 Dallas, TX 75219	N/A	public	program support of legal services for terminally ill individuals and those with HIV	\$10,000

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Lena Pope Home 3131 Sanguinet St Fort Worth, TX 76107	N/A	public	program support for counseling services for children and families	\$20,000
LifeNet 9708 Skillman St Dallas, TX 75243	N/A	public	program support of mental health services for mentally ill individuals	\$15,000
LIFT 2121 Main St , Suite 100 Dallas, TX 75201-4366	N/A	public	program support of the Adult Basic Literacy program	\$25,000
Los Barrios Unidos Community Clinic 809 Singleton Blvd Dallas, TX 75212	N/A	public	program support of the Childhood Immunization program	\$15,000
Metro Dallas Homeless Alliance 2816 Swiss Ave. Dallas, TX 75204-5958	N/A	public	capacity support to hire a chief financial officer	\$50,000
Midland Rape Crisis Center P O Box 10081 Midland, TX 79702	N/A	public	program support of the Children's Advocacy program	\$15,000
Mission Central Metroplex 732A East Pipeline Rd Hurst, TX 76053-6081	N/A	public	program support of the Family Opportunities program offering case management to families in crisis	\$15,000
Mosaic Family Services 4144 N. Central Expwy , Suite 530 Dallas, TX 75204-2105	N/A	public	program support of Mosaic House, a domestic violence shelter for immigrant women and children	\$20,000
Museum of the Big Bend Sul Ross State University, Box C-101 Alpine, TX 79832	N/A	public	program support of art education programs for children	\$25,000
National Organization on Disability 5 E 86th St New York, NY 10028	N/A	public	program support of the Wounded Warrior Careers program	\$50,000
Nexus Recovery Center 8733 La Prada Dr Dallas, TX 75228-5036	N/A	public	program support of the residential drug treatment program for adult women	\$25,000
The Parenting Center 2928 W. 5th St. Fort Worth, TX 76107	N/A	public	program support of counseling for children and youth	\$20,000

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Perot Museum of Nature and Science P O 151469 Dallas, TX 75315-1469	N/A	public	program support for student educational programs	\$20,000
Philanthropy Roundtable 1730 M St NW, Suite 601 Washington, DC 20036	N/A	public	membership support for 2012	\$5,000
Phoenix Houses of Texas 2351 W Northwest Hwy, Suite 3265 Dallas, TX 75220-4433	N/A	public	program support of residential substance abuse treatment for youth at the Hill A Feinberg Academy	\$25,000
Readers 2 Leaders P O Box 195076 Dallas, TX 75219-8601	N/A	public	program support of the new TeenBOOST, a mentoring program for youth	\$10,000
Retina Foundation of the Southwest 9900 N Central Expwy, Suite 400 Dallas, TX 75231	N/A	public	program support of the eye screening program for seniors	\$25,000
Ronald McDonald House Charities of the Southwest 3413 10th St Lubbock, TX 79415	N/A	public	program support for the Ronald McDonald Care Mobile in Ector County	\$30,000
Rural Community Alliance 633 Highway 9 Fox, AR 72501-9556	N/A	public	program support for the Parent Involvement project in communities in the Delta and southern Arkansas	\$35,000
Samaritan Counseling Center of West Texas P O Box 60312 Midland, TX 79711-0312	N/A	public	program support of mental health counseling for children and youth	\$10,000
Southern Bancorp Capital Partners 8924 Kanis Little Rock, AR 72205	N/A	public	program support for a county-wide strategic planning effort in Mississippi County, Arkansas	\$155,000
St. Bernards Hospital Development Foundation 400 East St Jonesboro, AR 72401-2935	N/A	public	capital support toward upgrades to the Neonatal Intensive Care Unit	\$35,000
Sterling County P O. Box 819 Sterling City, TX 76951-0819	N/A	public	capital support to construct an EMS facility	\$25,000

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Suicide and Crisis Center of North Texas 2808 Swiss Ave Dallas, TX 75204-5957	N/A	public	program support for Teens Can Survive, a suicide prevention program	\$10,000
Sunshine House 205 E Sul Ross Ave. Alpine, TX 79830-4721	N/A	public	capital support for commercial kitchen equipment	\$9,600
Texas Baptist Men 5351 Catron Dr Dallas, TX 75227-2038	N/A	public	emergency support of relief efforts from the April 2012 tornadoes in North Texas	\$15,000
Texas Christian University Center For Texas Studies TCU Box 297044 Fort Worth, TX 76129	N/A	public	program support to produce two books in the Texas Biography Series	\$17,500
Texas Hearing & Service Dogs 4803 Rutherglen Austin, TX 78749-3744	N/A	public	program support toward training a hearing or service dog for a disabled individual in North Texas	\$20,000
Texas RioGrande Legal Aid 300 S Texas Blvd Austin, TX 78596	N/A	public	program support of legal services for victims of family violence in West Texas	\$25,000
Texas Winds Musical Outreach 7038 Hunters Ridge Dr. Dallas, TX 75248	N/A	public	program support to provide concerts in Dallas County nursing homes	\$10,000
Trinity River Mission 2060 Singleton Blvd , Suite 104 Dallas, TX 75212-3872	N/A	public	program support of educational and enrichment programs offered youth and their families	\$25,000
Turtle Creek Recovery Center 2820 Swiss Ave. Dallas, TX 75204	N/A	public	support of Project ARCH, a residential treatment program for indigent adults	\$25,000
University of Texas at Dallas 800 West Campbell Rd , AB13, Suite 3 202 Richardson, TX 75080-3021	N/A	public	program support of the Academic Bridge program for first generation college students from Dallas	\$20,000
Van Cliburn Foundation 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116-4583	N/A	public	program support of the Musical Awakenings® youth outreach program in Dallas	\$10,000

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Vickery Meadow Youth Development Foundation 4809 Cole, Suite 375 Dallas, TX 75205	N/A	public	program support of the Bringing Families Together initiative to reduce child abuse and strengthen families	\$25,000
Vogel Alcove 7557 Rambler Rd , Suite 262 Dallas, TX 75231	N/A	public	program support of the preschool program for homeless children	\$15,000
Ward County Greater Works P O Box 706 Monahans, TX 79756-0706	N/A	public	capital support to upgrade the assistance facility serving low-income residents of Ector County	\$25,000
Total grant awards paid				\$2,109,745
John Brown University 2000 West University St Siloam Springs, AR 72761	N/A	public	scholarships	\$24,000
Total scholarships paid				\$24,000
Total grants & scholarship paid				\$2,133,745

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Arkansas Children's Hospital Foundation 1 Children's Way, Slot 661 Little Rock, AR 72202-3500	N/A	public	program support for Seal the State, a dental sealant program for students	\$25,000
Arkansas Discovery Network 500 President Clinton Ave., Suite 150 Little Rock, AR 72201-1757	N/A	public	program support for the Race for Planet 'X', a traveling science exhibit	\$25,000
Boys Girls and Adults Community Development Center P O Box 1356 Marvell, AR 72366-1356	N/A	public	program support of after school and job training programs for youth	\$20,000
The Bridge P O Box 710100 Dallas, TX 75371-0100	N/A	public	support of homeless recovery services offered at The Bridge	\$50,000
Bridge Breast Network 3600 Gaston Ave., Ste 401 Dallas, TX 75246	N/A	public	program support of the Bridging Breast Health Access program for low-income women	\$25,000
Bryan's House P O. Box 35868 Dallas, TX 75235-0868	N/A	public	program support of the Medically Managed Child Care program	\$25,000
Camp Fire USA - First Texas Council 2700 Meacham Blvd Fort Worth, TX 76137-4601	N/A	public	program support of Kindergarten Readiness, a program to improve the quality of child care	\$30,000

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Centers for Children & Families 1004 North Big Spring, Suite 325 Midland, TX 79701-3370	N/A	public	program support for counseling services for children and youth	\$20,000
ChildCareGroup 8585 North Stemmons Fwy , Suite 500 South Dallas, TX 75247-3836	N/A	public	program support of the Early Child Care and School Readiness Education Centers	\$25,000
Communities In Schools of North Texas P O Box 295543 Lewisville, TX 75067-5543	N/A	public	program support for case management services provided in Denton ISD	\$20,000
Compassion's Foundation P O Box 1734 Magnolia, AR 71754	N/A	public	program support of the Living Water Domestic Violence Shelter	\$10,000
CONTACT Crisis Line P.O Box 800742 Dallas, TX 75380-0742	N/A	public	program support for Just Talk About It, a suicide prevention program	\$15,000
Dallas Afterschool Network 2902 Swiss Ave Dallas, TX 75204-5962	N/A	public	program support of the afterschool Program Quality Initiative offering professional development to providers of afterschool care	\$20,000
Dallas Children's Theater 5938 Skillman St Dallas, TX 75231-7608	N/A	public	program support of the student matinee series	\$25,000

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Freedom in Community Restorative Ministry 519 I-30 East, Suite 211 Rockwall, TX 75087-5408	N/A	public	program support of One Man's Treasure, a clothing and reintegration program for men released from prison	\$5,000
Frontiers of Flight Museum 6911 Lemmon Ave Dallas, TX 75209-3603	N/A	public	capacity support of the Development Infrastructure and Museum Stabilization Project	\$25,000
Girl Scouts of Northeast Texas 6001 Summerside Dr Dallas, TX 75252-5335	N/A	public	program support of Girl Scouts Direct, which provides traditional scouting activities in a school setting	\$25,000
Greater Dallas Council on Alcohol and Drug Abuse 1349 Empire Central Dr , Suite 800 Dallas, TX 75247-4040	N/A	public	support of Project Towards No Drug Abuse, a program for youth attending alternative schools	\$20,000
I-20 Wildlife Preserve and Jenna Welch Nature Study Center P O Box 2906 Midland, TX 79702	N/A	public	support of science education programs for students	\$15,000
Meals on Wheels of Odessa 1314 East 5th St Odessa, TX 79761-4710	N/A	public	program support to expand the home delivered meal program to West Odessa	\$10,000
Metro Dallas Homeless Alliance 2816 Swiss Ave Dallas, TX 75204-5958	N/A	public	capacity support to hire a chief financial officer	\$50,000

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Museum of the Southwest 1705 W Missouri Ave Midland, TX 79701	N/A	public	capital support to install a fire detection system in the Children's Museum	\$27,325
Nasher Sculpture Center 2001 Flora St Dallas, TX 75201	N/A	public	program support of GROW at the Nasher, an education program for young students	\$10,000
Our Friends Place 2501 Oak Lawn Ave , Suite 500 Dallas, TX 75219	N/A	public	capacity support for technology needs	\$10,000
Project Transformation 547 E Jefferson Blvd Dallas, TX 75203	N/A	public	program support of afterschool and summer programming	\$20,000
Reach 8625 King George Dr., Suite 210 Dallas, TX 75235	N/A	public	program support to provide life skills training to disabled youth	\$10,000
Reading Partners 106 Linden St , Suite 202 Oakland, CA 94607	N/A	public	program support of literacy intervention and tutoring for students in grades K-5	\$20,000
San Angelo Museum of Fine Arts One Love St San Angelo, TX 76903	N/A	public	program support of the arts education program for youth	\$25,000

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San Angelo Performing Arts Coalition 2201 Sherwood Way, Suite 205 San Angelo, TX 76901-3081	N/A	public	capital support to create a performing arts campus in downtown San Angelo	\$50,000
Senior Adult Services 1 Medical Parkway Professional Plaza I, Suite 115 Farmers Branch, TX 75234- 7830	N/A	public	program support of the transportation program for seniors	\$20,000
The Senior Source 3910 Harry Hines Blvd Dallas, TX 75219-3204	N/A	public	program support of the Elder Support program providing case management and other services	\$25,000
SHARE (Sharing Hands A Respite Experience) P O Box 10991 Midland, TX 79702-7991	N/A	public	program support to provide respite care to families with special needs children and their siblings	\$15,000
Southern Bancorp Community Partners 8924 Kanis Little Rock, AR 72205	N/A	public	program support for a county-wide strategic planning effort in Mississippi County, Arkansas	\$70,000
Tarrant County Academy of Medicine 555 Hemphill St Fort Worth, TX 76104	N/A	public	program support to expand Project Access Tarrant County, providing medical care to low-income patients	\$25,000
Texas Ramp Project P O Box 832065 Richardson, TX 75083	N/A	public	program support to build and install ramps for the elderly or disabled in Denton and Tarrant Counties	\$15,000
Undermain Theatre 3100 Main St., #16 Dallas, TX 75226-1535	N/A	public	capacity support of the new executive director position	\$25,000

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Wesley-Rankin Community Center 3100 Crossman Ave Dallas, TX 75212	N/A	public	program support of educational programs for children and youth	\$20,000
Total grants awarded December 2012				\$872,325