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Form **990**Department of the Treasury,
Internal Revenue Service**Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

OMB No 1545-0047

2012Open to Public
Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning **APR 1, 2012** **and ending** **MAR 31, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNITED WAY OF DENTON COUNTY, INC.		D Employer identification number 75-1251128
	Doing Business As		E Telephone number (940) 566-5851
	Number and street (or P O box if mail is not delivered to street address) Room/suite 625 DALLAS DRIVE, SUITE 525		
	City, town, or post office, state, and ZIP code DENTON, TX 76205		G Gross receipts \$ 2,231,929.
	F Name and address of principal officer Mark Merki 625 Dallas Drive, Suite 525, Denton, TX 762		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ unitedwaydenton.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1951	M State of legal domicile TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: The mission of United Way of Denton County, Inc. (UWDC) is to improve the lives in Denton County.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	54	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	54	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	9	
	6 Total number of volunteers (estimate if necessary)	6	652	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)	1,854,778.	2,052,420.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		1,600.	2,400.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		3,787.	2,779.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		84,417.	119,171.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		1,944,582.	2,176,770.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		1,359,043.	1,194,240.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.	0.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		422,810.	443,440.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 159,425.		0.	0.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	219,213.	232,959.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,001,066.	1,870,639.	
	19 Revenue less expenses. Subtract line 18 from line 12	<56,484.>	306,131.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	1,670,936.	1,935,387.
		22 Net assets or fund balances. Subtract line 21 from line 20	320,540.	278,860.
			1,350,396.	1,656,527.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <i>Mark Merki</i>	Date 8-14-13
	Mark Merki, Treasurer Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name MAC CANNEDY	Preparer's signature <i>Mac Cannedy</i>
	Firm's name ▶ Freemon, Shapard & Story	Date 8/6/13
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls 76301	Check if self-employed <input type="checkbox"/> PTIN P00123468
		Firm's EIN ▶ 75-0706311
		Phone no 940-322-4436

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

The mission of United Way of Denton County, Inc. (UWDC) is to improve lives in Denton County. UWDC strives to be the leader in identifying community assets and needs to provide solutions - making Denton County a better place to live and work.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code _____) (Expenses \$ 1,249,791. including grants of \$ 1,194,240.) (Revenue \$ _____)
SEE SCHEDULE O**4b** (Code _____) (Expenses \$ 155,434. including grants of \$ 0.) (Revenue \$ 2,400.)
SEE SCHEDULE O**4c** (Code _____) (Expenses \$ 105,416. including grants of \$ _____) (Revenue \$ _____)
SEE SCHEDULE O**4d** Other program services (Describe in Schedule O.)(Expenses \$ 85,862. including grants of \$ _____) (Revenue \$ _____)**4e** Total program service expenses **▶** 1,596,503.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	54			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		54		
b Enter the number of voting members included in line 1a, above, who are independent				
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?			3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?			5	X
6 Did the organization have members or stockholders?			6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a The governing body?			8a	X
b Each committee with authority to act on behalf of the governing body?			8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O			9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
11b		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12b		
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
15a		
b Other officers or key employees of the organization		X
15b		
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **None**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **UNITED WAY OF DENTON COUNTY - 940-566-5851**
625 DALLAS DRIVE, DENTON, TX 76205

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JO ANN BALLANTINE DIRECTOR	0.50	X						0.	0.	0.
(2) JACK BECKER DIRECTOR	0.50	X						0.	0.	0.
(3) LAURA BEHRENS DIRECTOR	0.50	X						0.	0.	0.
(4) DERRELL BULLS DIRECTOR	0.50	X						0.	0.	0.
(5) BING BURTON DIRECTOR	0.50	X						0.	0.	0.
(6) JOHN CABRALES DIRECTOR	0.50	X						0.	0.	0.
(7) GEORGE C. CAMPBELL DIRECTOR	0.50	X						0.	0.	0.
(8) PAUL CHANDLER DIRECTOR	0.50	X						0.	0.	0.
(9) CAROL CHRISTIAN DIRECTOR	0.50	X						0.	0.	0.
(10) DAWN COBB CHAIR-ELECT	0.50	X		X				0.	0.	0.
(11) DONNA COLEMAN DIRECTOR	0.50	X						0.	0.	0.
(12) CHALESE CONNORS DIRECTOR	0.50	X						0.	0.	0.
(13) RAY CROFF DIRECTOR	0.50	X						0.	0.	0.
(14) TIM CROUCH DIRECTOR	0.50	X						0.	0.	0.
(15) MARIELLA CUDD DIRECTOR	0.50	X						0.	0.	0.
(16) RAY DAVID, JR. DIRECTOR	0.50	X						0.	0.	0.
(17) SHERI L. DRAGOO DIRECTOR	0.50	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) LYLE H. DRESHER DIRECTOR	0.50	X						0.	0.	0.
(19) ANDY EADS DIRECTOR	0.50	X						0.	0.	0.
(20) CHUCK ENGLE DIRECTOR	0.50	X						0.	0.	0.
(21) PATRICE FRISBY DIRECTOR	0.50	X						0.	0.	0.
(22) DEBBY GRIGSBY DIRECTOR	0.50	X						0.	0.	0.
(23) SHEILA HALEY DIRECTOR	0.50	X						0.	0.	0.
(24) LINDA HOLLOWAY DIRECTOR	0.50	X						0.	0.	0.
(25) LEE HOWELL DIRECTOR	0.50	X						0.	0.	0.
(26) JACKIE JACKSON DIRECTOR	0.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								148,336.	0.	0.
d Total (add lines 1b and 1c)								148,336.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

See Part VII, Section A Continuation sheets

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) LING HWEY JENG DIRECTOR	0.50	X						0.	0.	0.
(28) KIT KING DIRECTOR	0.50	X						0.	0.	0.
(29) CAROL KYER DIRECTOR	0.50	X						0.	0.	0.
(30) FILIPPO MASCIARELLI DIRECTOR	0.50	X						0.	0.	0.
(31) BRANDON McCLESKEY DIRECTOR	0.50	X						0.	0.	0.
(32) ERNIE McCRAW DIRECTOR	0.50	X						0.	0.	0.
(33) SHERRI McDADE SECRETARY	0.50	X		X				0.	0.	0.
(34) MARK MERRI TREASURER	0.50	X		X				0.	0.	0.
(35) BOBBIE MITCHELL DIRECTOR	0.50	X						0.	0.	0.
(36) STAN MORTON DIRECTOR	0.50	X						0.	0.	0.
(37) JANET MULROY DIRECTOR	0.50	X						0.	0.	0.
(38) BETTYE MYERS DIRECTOR	0.50	X						0.	0.	0.
(39) ROBIN MYLES DIRECTOR	0.50	X						0.	0.	0.
(40) CALEB O'REAR PAST BOARD CHAIR	0.50	X		X				0.	0.	0.
(41) TODD PRICE DIRECTOR	0.50	X						0.	0.	0.
(42) LEE RAMSEY DIRECTOR	0.50	X						0.	0.	0.
(43) ANDRE RHEAULT DIRECTOR	0.50	X						0.	0.	0.
(44) GREGORY J. SAWKO DIRECTOR	0.50	X						0.	0.	0.
(45) ROB SEAY BOARD CHAIR	0.50	X		X				0.	0.	0.
(46) PAT SMITH DIRECTOR	0.50	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) DOUGLAS VANZUIDEN DIRECTOR	0.50	X						0.	0.	0.
(48) MELEIA WASCHKA DIRECTOR	0.50	X						0.	0.	0.
(49) LISA WIBORG DIRECTOR	0.50	X						0.	0.	0.
(50) JEFF WILLIAMS DIRECTOR	0.50	X						0.	0.	0.
(51) JOYE WILLIAMS DIRECTOR	0.50	X						0.	0.	0.
(52) JAMIE WILSON DIRECTOR	0.50	X						0.	0.	0.
(53) JOANNE WINTERHALTER DIRECTOR	0.50	X						0.	0.	0.
(54) TELENA WRIGHT DIRECTOR	0.50	X						0.	0.	0.
(55) GARY HENDERSON CEO	40.00			X				94,980.	0.	0.
(56) VICKI SMITH CFO	40.00			X				53,356.	0.	0.
Total to Part VII, Section A, line 1c								148,336.		

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 2,052,420.				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		2,052,420.			
Program Service Revenue	2 a PROJECT BLUEPRINT	Business Code 900099	2,400.	2,400.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		2,400.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		2,779.		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents		(i) Real (ii) Personal				
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less: cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss)						
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		a 132,780.				
b Less: direct expenses		b 55,159.				
c Net income or (loss) from fundraising events			77,621.			77,621.
9 a Gross income from gaming activities. See Part IV, line 19		a				
b Less: direct expenses		b				
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances		a				
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a SERVICE FEES	900099	41,550.			41,550.	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		41,550.				
12 Total revenue. See instructions		2,176,770.	2,400.	0.	121,950.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,194,240.	1,194,240.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	145,740.	68,159.	51,188.	26,393.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	194,468.	131,321.	14,563.	48,584.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	19,231.	10,879.	3,899.	4,453.
9 Other employee benefits	58,515.	37,554.	9,718.	11,243.
10 Payroll taxes	25,486.	14,834.	4,962.	5,690.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	15,951.	9,411.	3,031.	3,509.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)				
12 Advertising and promotion				
13 Office expenses	32,470.	13,733.	4,056.	14,681.
14 Information technology				
15 Royalties				
16 Occupancy	41,870.	31,345.	4,179.	6,346.
17 Travel	10,336.	7,665.	1,053.	1,618.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,215.	4,930.	94.	191.
20 Interest				
21 Payments to affiliates	18,476.	10,902.	3,510.	4,064.
22 Depreciation, depletion, and amortization	11,855.	6,994.	2,134.	2,727.
23 Insurance	4,575.	2,737.	877.	961.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a IN-KIND EXPENSES	35,863.	23,937.	2,597.	9,329.
b PRINTING	23,981.	9,649.	972.	13,360.
c EQUIPMENT RENTAL & MAIN	17,069.	12,781.	1,658.	2,630.
d DUES	5,006.	2,933.	947.	1,126.
e All other expenses	10,292.	2,499.	5,273.	2,520.
25 Total functional expenses. Add lines 1 through 24e	1,870,639.	1,596,503.	114,711.	159,425.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	742,971.	2	1,049,293.
	3 Pledges and grants receivable, net	894,550.	3	862,849.
	4 Accounts receivable, net		4	1,950.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	10,550.	9	6,301.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 144,332.		
	b Less: accumulated depreciation	10b 129,338.	10c 22,865.	14,994.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,670,936.	16	1,935,387.	
Liabilities	17 Accounts payable and accrued expenses	320,540.	17	278,860.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	320,540.	26	278,860.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		459,596.	27	796,507.
28 Temporarily restricted net assets		890,800.	28	860,020.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		1,350,396.	33	1,656,527.
34 Total liabilities and net assets/fund balances		1,670,936.	34	1,935,387.

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,176,770.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,870,639.
3	Revenue less expenses. Subtract line 2 from line 1	3	306,131.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,350,396.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,656,527.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2012)

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open to Public Inspection

75-1251128

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

Total**Schedule A (Form 990 or 990-EZ) 2012**

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1974283.	1862686.	1422869.	1439718.	1639882.	8339438.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1974283.	1862686.	1422869.	1439718.	1639882.	8339438.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						8339438.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1974283.	1862686.	1422869.	1439718.	1639882.	8339438.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	24,712.	11,840.	6,316.	3,787.	2,779.	49,434.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	30,820.	26,400.				57,220.
11 Total support. Add lines 7 through 10						8446092.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	98.74	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	98.42	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>			

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012**Open to Public
Inspection**

Name of the organization

UNITED WAY OF DENTON COUNTY, INC.

Employer identification number

75-1251128

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- | | |
|--|------------|
| (i) Revenues included in Form 990, Part VIII, line 1 | ► \$ _____ |
| (ii) Assets included in Form 990, Part X | ► \$ _____ |
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- | | |
|--|------------|
| a Revenues included in Form 990, Part VIII, line 1 | ► \$ _____ |
| b Assets included in Form 990, Part X | ► \$ _____ |

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment	144,332.		129,338.	14,994.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))

14,994.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,642,661.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,642,661.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	534,109.
c	Add lines 4a and 4b	4c	534,109.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,176,770.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,336,530.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,336,530.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	534,109.
c	Add lines 4a and 4b	4c	534,109.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,870,639.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XI, Line 4b - Other Adjustments:

DESIGNATED CAMPAIGN REVENUE

Part XII, Line 4b - Other Adjustments:

DESIGNATED CAMPAIGN EXPENSE

\$534,109 REPRESENTS DESIGNATED AMOUNTS COLLECTED AND SUBSEQUENTLY

Part XIII Supplemental Information *(continued)*

ALLOCATED FOR THE UWDC AND SECC CAMPAIGN.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

2012

Open To Public Inspection

Employer identification number
75-1251128

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- g ☐ Special fundraising events**

- ☐
- No

- Total**

- [illegible]

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		GOLF TOURNAMENT (event type)	GALA/SIGNATU RE EVENT (event type)			(total number)
Revenue	1	Gross receipts	48,770.	44,821.	39,189.	132,780.
	2	Less: Contributions				
	3	Gross income (line 1 minus line 2)	48,770.	44,821.	39,189.	132,780.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	15,434.	34,159.	5,566.	55,159.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(55,159)
	11	Net income summary. Combine line 3, column (d), and line 10				77,621.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
Revenue	1	Gross revenue				
	2	Cash prizes				
Direct Expenses	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				()
	8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states?

☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

☐ Yes ☐ No

b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers?

☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility

13a %

b An outside facility

13b %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information.

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer☐ Employee☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

UNITED WAY OF DENTON COUNTY, INC.

Employer identification number
75-1251128

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHERS/SISTERS 450 E JOHN CARPENTER FRWY IRVING, TX 75062	75-0800632	501(C)(3)	10,359.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
DENTON CHRISTIAN PRESCHOOL 1114 W UNIVERSITY DENTON, TX 76201	75-1316703	501(C)(3)	45,569.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
FRIENDS OF THE FAMILY PO BOX 640 DENTON, TX 76202	75-1734175	501(C)(3)	17,099.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
CITY/COUNTY DAY NURSERY 1603 PAISLEY DENTON, TX 76209	75-1285779	501(C)(3)	32,978.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
FRED MOORE CHILD CARE 821 CROSSTIMBERS DENTON, TX 76205	75-0971775	501(C)(3)	79,018.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
GIRL SCOUTS 6001 SUMMERSIDE DR DALLAS, TX 75252	75-1101571	501(C)(3)	5,137.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HOPE, INC. PO BOX 50946 DENTON, TX 76206	75-2117176	501(C)(3)	81,088.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
PILOT POINT GOODFELLOWS PO BOX 1125 PILOT POINT, TX 76258	75-1829320	501(C)(3)	10,790.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
RSVP 1400 CRESCENT, SUITE 3 DENTON, TX 76201	75-1959671	501(C)(3)	8,679.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
SPAN 1800 MALONE DENTON, TX 76201	75-1497010	501(C)(3)	46,417.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
CASA OF DENTON COUNTY PO BOX 2885 DENTON, TX 76202	75-2417472	501(C)(3)	23,131.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
AIDS SERVICES OF NORTH TEXAS 4210 MESA DRIVE DENTON, TX 76207	75-2252866	501(C)(3)	39,113.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
INTERFAITH MINISTRIES PO BOX 1744 DENTON, TX 76202	75-2442459	501(C)(3)	92,658.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
DAY STAY FOR ADULTS 4845 S I-35E, STE 100 DENTON, TX 76210	75-2480904	501(C)(3)	41,963.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
COMMUNITIES IN SCHOOLS PO BOX 295543 LEWISVILLE, TX 75029	75-2496426	501(C)(3)	80,736.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUTHWESTERN DIABETIC FOUNDATION, INC. - PO BOX 918 - GAINESVILLE, TX 76241	75-6002547	501(C)(3)	11,109.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
CHILDREN ADVOCACY CENTER FOR DENTON COUNTY, INC. - 1854 CAIN DRIVE - LEWISVILLE, TX 75077	75-2559765	501(C)(3)	5,770.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE
SANGER ISD 601 ELM STREET SANGER, TX 76266	75-6002413		12,000.	0.			TO ASSIST ENTITY WITH CHILDREN IN NEED
SERVE DENTON 821 N. ELM STREET DENTON, TX 76201	75-2946412	501(C)(3)	7,000.	0.			TO ASSIST ENTITY WITH COMPLETION OF EXEMPT PURPOSE

Schedule I (Form 990)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

UNITED WAY OF DENTON COUNTY, INC.

Employer identification number

75-1251128

Form 990, Part I, Line 1, Description of Organization Mission:

UWDC strives to be the leader in identifying community assets and needs
to provide solutions - making Denton County a better place to live and
work.

Form 990, Part VI, Section B, line 11: Management receives a copy of the
audited financial statements and the Form 990 prior to the filing of the
990. Management reviews Form 990 comparing it to the audited financial
statements and looks for accurate disclosure of information requested by
the form 990.

Form 990, Part VI, Section B, Line 12c: The organization requires each
officer, director or trustee, key employee to complete a conflict of
interest form and questionnaire annually.

Form 990, Part VI, Section B, Line 15a: The executive committee of the
Board of Directors reviews and determines compensation for the Executive
Director and Key Employees.

Form 990, Part VI, Section C, Line 18: FORM 990 IS AVAILABLE FOR PUBLIC
INSPECTION UPON REQUEST

Form 990, Part VI, Section C, Line 19: GOVERNING DOCUMENTS, CONFLICT OF
INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON REQUEST

FORM 990, PART III, LINE 4A

Name of the organization

UNITED WAY OF DENTON COUNTY, INC.

Employer identification number

75-1251128

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

COMMUNITY INVESTMENT (FUNDS AWARDED/DISTRIBUTED TO FOR AGENCIES &
COMMUNITY PROGRAMS)

Twenty two agencies serving Denton County were provided with funds to maintain a "safety net" of services for those residents most in need. All agencies that received funds provided services that fall under at least one of the following focus areas:

Education: Preparing children and youth to achieve their potential

Income: Promoting financial stability and independence

Health: Improving People's Health

Funding decisions are based on recognized existing and emerging needs in Denton County. Three teams of community volunteers reviewed the community needs assessment and evaluated partner agency programming, outcomes and financials to determine the most effective use of funds.

Funding for this process comes from UWDC's annual fundraising campaign which is conducted with the help of hundreds of local companies and volunteers. The campaign includes workplace and individual solicitation and corporate donations and sponsorships. Funded partner agencies participate in this process by providing outcome information and numbers served, providing speakers for presentations, and conducting internal fundraising campaigns within their offices. UWDC also provides donors the opportunity to designate their donations to local agencies. Local agencies must annually verify compliance with provisions of the USA Patriot Act and verify they are an agency in good standing as an

Name of the organization UNITED WAY OF DENTON COUNTY, INC.	Employer identification number 75-1251128
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IRS Code Section 501(c)3 non-profit organization.

During the 2012-2013 funding year, UWDC was able to distribute a total of \$750,000 to our 22 partner agencies.

Through these partnerships, UWDC partner agencies were able to assist more than 55,000 individuals and families in Denton County in 2012.

FORM 990, PART III, LINE 4B

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

COMMUNITY EDUCATION

UWDC has provided management assistance, training and supportive services to over many local agencies and organizations that serve Denton County.

UWDC conducted 10 training/networking meetings for local funded partner agencies that covered topics such as fundraising, volunteer management, community initiatives and collaboration. These were all topics that were requested needs by partner agency staff leadership. Participation rates for these services by our 22 partner agencies were consistently 75%.

Project Blueprint

United Way of Denton County's Project Blueprint: Board Leadership Training program is designed to train community volunteers to become qualified, quality board members of non-profit organizations in Denton County. The training consists of a series of meetings where the

Name of the organization	UNITED WAY OF DENTON COUNTY, INC.	Employer identification number	75-1251128
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following areas are taught:

Governance (Mission Statements, Vision Statements, Developing & Reviewing Programs, Funding Relationships, Policies, Strategic Planning, Board Self-Assessment)

Board and Agency Relations (Recruitment, Succession Planning, Tenure, Diversity, Human Resources, Personnel Policies, Board vs. Staff Roles)

Operations of the Board (Board Functions & Responsibilities, Meetings, Committees, Code of Ethics, Conflicts of Interest, Bylaws, Legal Issues & Insurance, Job Descriptions)

Finance (Budgets, Financial Statements, Accounting Policies & Reporting, Investments, Management & Oversight, 990's, Audits)

Fundraising/Marketing (Special Events, Types of Giving, Fundraising Plans and Goals, Fundraising Ethics, Marketing Plans, Public Relations)

Each module taught is presented by an expert in that field, with attendance requirements and group exercises. Each graduate of Project Blueprint will be placed for service with UWDC or introduced to an agency that matches their interests and passion.

In 2012 UWDC Certified 16 community leaders through the Board Training Program.

Name of the organization	UNITED WAY OF DENTON COUNTY, INC.	Employer identification number	75-1251128
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In partnership with Communities in Schools 21st Century After-School Program, UWDC provides ESL instruction for parents children attending three Title 1 schools in the Denton Independent School District. Classes are offered at each campus, once a week throughout the school year and during the summer programs.

FORM 990, PART III, LINE 4C

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

I&R RESEARCH

The information and referral line at United Way of Denton County is a helpline designed to guide community members to the right organization that can best meet their need. On average, the helpline receives 25-30 calls a week. In addition, Denton County is served by 2-1-1, a service mandated by the Federal Communication Commission (FCC) to have the number accessible for community information and referral 24 hours a day, seven days a week. UWDC is currently working in partnership with 2-1-1 to build a stronger relationship between the organizations and ensuring we have the best information available to Denton County residents. UWDC also has additional published resources available to both the private and public sector. The 'Denton County Community Services Directory' and 'Mini-Directory' are printed each year by UWDC and distributed to local community organizations.

FORM 990, PART III, LINE 4D

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

COMMUNITY CAPACITY BUILDING

Name of the organization	UNITED WAY OF DENTON COUNTY, INC.	Employer identification number	75-1251128
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Because of the strong network of programs provided by our community partners, UWDC is able to work as a community resource, facilitator and collaborator in making community improvements and problem solving.

This work is driven by the following principals:

- Must align within at least 1 of our 3 focus areas: Education, Income and Health
- Must align with our UWDC mission
- Must demonstrate a definite health and human service need in the community
- Results must be measurable

Local partnerships include universities, nonprofits, local government, faith based organizations, businesses and local school districts.

Summaries of our 3 major initiatives/programs are as follows:

Community Needs Assessment

Our community needs assessment is a tool to help pinpoint unmet needs and gaps in services for the short term in Denton County due in part to the constantly changing nature of the local area. Population growth, changes in area demographics and the local economy influence and often stress the public and nonprofit health and human services.

Outside factors also have a profound effect in determining the local needs. Federal and state government changes have a major impact on community agencies' abilities to provide the needed services as well as on the individuals who receive governmental assistance. The rapid population growth of the community and the constantly changing

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government funding priorities require regular community assessments.

The community needs assessment provides essential information to develop a long-term plan for health and human services based on socio-economic trends and long-standing health, housing, and human service issues.

FORM 990, PART III, LINE 4D - CONTINUED

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

In March 2012, United Way of Denton County published a needs assessment for Denton County.

Denton County, Texas encompasses 957 square miles and is comprised of eleven (11) school districts; over 20 incorporated cities or towns as well as substantial unincorporated areas. The City of Denton is the county seat as well as the largest City in Denton County and is located in a metropolitan triangle formed by Dallas located 38 miles to the southeast and Fort Worth located 38 miles to the southwest. Denton is experiencing strong growth along with other communities in the Dallas-Ft. Worth Metropolitan area. The City's population increased by 40.8% from 2000 to 2010 and the County grew by 53% during that same time.

In addition, United Way of Denton County began work on a Mental Health Report for Denton County that will be published in 2013.

Sanger ISD Impact Grant

Through a new grant to Sanger Independent School District for the 2012-2013 School Year, children in need receive backpacks of school

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supplies, new clothes and food for the weekends. Through a community impact grant of \$12,000 UWDC was able to strengthen the office of the homeless liaison to improve lives in the Sanger Community.

Pre-Kindergarten Initiative

In 2013 United Way of Denton County, in partnership with the Denton Independent School District and the City of Denton formed the Pre-K Coalition and began working on a plan to distribute the "Ready Rosie" early learning resource to the community. Ready Rosie is a 2 minute video that is emailed to a parent or caregiver on a daily basis that models an activity that can be done with their child that will prepare them for success when they start Kindergarten. During the Spring of 2013, around 1,100 subscriptions were distributed.

FORM 990, PART III, LINE 4D - CONTINUED

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

The Financial Stability Initiative

In 2007, United Way of Denton County launched a new initiative to promote financial stability among low-to-moderate income families and individuals in Denton County. This initiative has continued and grown in 2012.

Through the VITA (Volunteer Income Tax Assistance) Program, United Way of Denton County operates free tax-preparation sites for low-to-moderate income workers, educating filers on the Earned Income Tax Credit and the Child Tax Credit, and offering choices of how to invest their refunds to benefit the financial health of their families.

VITA sites are located in Denton, Sanger and Little Elm, and are

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staffed by IRS certified volunteers who are trained specifically to offer free tax preparation.

During the 2012 tax season the UWDC VITA program was able to provide 72 free tax preparation dates, at 4 different sites, over a period of two and half months. The accessibility of this program is in strong part because of the overall increase of volunteers, which increased by 30% over the previous year, and additional partnerships locally and at a federal level.

During this time volunteers prepared and submitted 612 tax forms, a 42% increase from 2011.

The IRS estimates that the average out-of-pocket cost incurred by taxpayers to prepare and submit their returns is \$225 per return. Based on this calculation, the United Way of Denton County VITA program saved residents roughly \$13,770 in tax preparation alone. During the 2012 tax year, volunteer tax preparers found over \$350,000 in Earned Income Tax Credits and had \$1,037,520 in Federal refunds issued, an increase of \$454,906 or 78%.

Depreciation and Amortization 990
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

UNITED WAY OF DENTON COUNTY, INC.

Form 990 Page 10

75-1251128

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	11,646.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		3,984.	3	MM	SL	209.
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.	S/L	
c 40-year	/		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	11,855.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44