

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation KIMBELL ART FOUNDATION		A Employer identification number 75-6036226	
Number and street (or P O box number if mail is not delivered to street address) 301 COMMERCE ST SUITE 2300	Room/suite	B Telephone number (see instructions) (817) 336-6100	
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 761024122		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,462,953,727		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash Basis</u> (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,372,058			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	58,689	58,689	58,689	
	4 Dividends and interest from securities	966,047	966,470	966,047	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,977,720			
	b Gross sales price for all assets on line 6a	20,414,986			
	7 Capital gain net income (from Part IV, line 2)		4,994,321		
	8 Net short-term capital gain			220,278	
	9 Income modifications				
	10a Gross sales less returns and allowances	1,368,284			
b Less Cost of goods sold	732,682				
c Gross profit or (loss) (attach schedule)	635,602		635,602		
11 Other income (attach schedule)	19,889,473	16,395,885	19,889,473		
12 Total. Add lines 1 through 11	27,899,589	22,415,365	21,770,089		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	683,000	225,750	225,750	457,250
	14 Other employee salaries and wages	6,768,506	264,265	264,265	6,504,241
	15 Pension plans, employee benefits	1,654,078	86,286	86,286	1,567,792
	16a Legal fees (attach schedule)	121,681	15,066	15,066	106,615
	b Accounting fees (attach schedule)	91,351	36,562	36,562	54,789
	c Other professional fees (attach schedule)	1,246,171	489,851	489,851	756,320
	17 Interest	2,814,184	0	0	2,814,184
	18 Taxes (attach schedule) (see instructions)	1,477,225	1,017,225	1,017,225	460,000
	19 Depreciation (attach schedule) and depletion	13,349,650	7,394,983	7,394,983	
	20 Occupancy	625,593	100,960	100,960	524,633
	21 Travel, conferences, and meetings	62,353	5,103	5,103	57,250
	22 Printing and publications	11,105	114	114	10,991
	23 Other expenses (attach schedule)	17,601,163	26,493	1,663,804	5,397,452
	24 Total operating and administrative expenses. Add lines 13 through 23	46,506,060	9,662,658	11,299,969	18,711,517
	25 Contributions, gifts, grants paid	341,500			341,500
26 Total expenses and disbursements. Add lines 24 and 25	46,847,560	9,662,658	11,299,969	19,053,017	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-18,947,971				
b Net investment income (if negative, enter -0-)		12,752,707			
c Adjusted net income (if negative, enter -0-)			10,470,120		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,791,204	1,762,812	1,762,812
	2 Savings and temporary cash investments	37,608,851	23,564,098	23,564,098
	3 Accounts receivable ▶ <u>537,305</u>			
	Less allowance for doubtful accounts ▶ <u>0</u>	5,518,568	537,305	537,305
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____	0	0	0
	8 Inventories for sale or use	774,582	741,305	741,305
	9 Prepaid expenses and deferred charges	247,793	276,677	276,677
	10a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	46,119,140	54,054,536	66,556,165
	c Investments—corporate bonds (attach schedule)	0		0
	11 Investments—land, buildings, and equipment basis ▶ <u>387,185</u>			
Less accumulated depreciation (attach schedule) ▶ <u>126,368</u>	303,794	260,817	260,000	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	177,411,858	183,520,094	294,392,265	
14 Land, buildings, and equipment basis ▶ <u>177,161,634</u>				
Less accumulated depreciation (attach schedule) ▶ <u>26,397,815</u>	150,940,168	150,763,819	236,695,000	
15 Other assets (describe ▶ _____)	314,733,294	314,773,758	1,838,168,100	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	736,449,252	730,255,221	2,462,953,727	
Liabilities	17 Accounts payable and accrued expenses	38,943	55,556	
	18 Grants payable.			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule).	53,800,000	57,100,000	
	22 Other liabilities (describe ▶ _____)	59,390,000	68,827,327	
	23 Total liabilities (add lines 17 through 22)	113,228,943	125,982,883	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	622,528,265	603,594,486	
	25 Temporarily restricted	292,044	277,852	
	26 Permanently restricted	400,000	400,000	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	623,220,309	604,272,338		
31 Total liabilities and net assets/fund balances (see instructions) .	736,449,252	730,255,221		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	623,220,309
2 Enter amount from Part I, line 27a	2	-18,947,971
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	604,272,338
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	604,272,338

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,994,321
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	220,278

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	31,015,168	427,484,592	0.072553
2014	38,949,931	459,435,370	0.084778
2013	66,646,398	434,588,117	0.153355
2012	62,581,414	420,048,826	0.148986
2011	67,030,513	425,056,948	0.157698

2 Total of line 1, column (d)	2	0.617370
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.123474
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	376,090,570
5 Multiply line 4 by line 3	5	46,437,407
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	127,527
7 Add lines 5 and 6	7	46,564,934
8 Enter qualifying distributions from Part XII, line 4	8	24,871,799

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

Table with 11 rows for excise tax calculation. Includes sub-tables for 6a-6d (Credits/Payments) and 7-11 (Total credits, penalty, tax due, overpayment, and refunded amount).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' checkboxes. Questions cover political influence, expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Eric M Lee 3333 Camp Bowie Blvd Fort Worth, TX 76107	Museum Director 35 000	562,500		9,955
George TM Shackelford 3333 Camp Bowie Blvd Fort Worth, TX 76107	Deputy Director 35 000	311,000		400
Claire M Barry 3333 Camp Bowie Blvd Fort Worth, TX 76107	Dir of Conservation 35 000	210,100		0
Mark K Rich 301 Commerce St Fort Worth, TX 761024122	Investment Director 35 000	177,000		0
Larry D Eubank 3333 Camp Bowie Blvd Fort Worth, TX 76107	Operations Manager 35 000	150,000		0
Total number of other employees paid over \$50,000.				32

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
The Beck Group 810 Hemphill Street Fort Worth, TX 76104	Construction Management	3,245,340
Rivercrest Royalties LLC 777 Taylor Street Fort Worth, TX 76102	Minerals Management	1,807,927
Humphrey & Associates Inc 11235 Shady Trail Dallas, TX 75229	Construction Management	895,455
Innovative Developers Inc 930 W First Street Fort Worth, TX 76102	Construction Management	641,245
BRD Royalty Holdings LLC 2777 N Stemmons Fwy Dallas, TX 75207	Oil & Gas Consulting	458,900
Total number of others receiving over \$50,000 for professional services. ▶		15

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE KIMBELL ART FOUNDATION'S DIRECT CHARITABLE ACTIVITY IS ITS OWNERSHIP AND OPERATION OF THE KIMBELL ART MUSEUM, LOCATED AT 3333 CAMP BOWIE BOULEVARD, FORT WORTH, TX	26,049,110
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	90,594,042
b	Average of monthly cash balances.	1b	2,186,791
c	Fair market value of all other assets (see instructions).	1c	289,037,004
d	Total (add lines 1a, b, and c).	1d	381,817,837
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	381,817,837
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,727,267
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	376,090,570
6	Minimum investment return. Enter 5% of line 5.	6	18,804,529

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	19,053,017
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	5,818,782
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	24,871,799
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	24,871,799

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. 1972-03-31

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

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	10,470,120	13,570,921	22,971,769	21,729,406	68,742,216
b 85% of line 2a	8,899,602	11,535,283	19,526,004	18,469,995	58,430,884
c Qualifying distributions from Part XII, line 4 for each year listed	24,871,799	31,057,739	38,949,931	66,936,598	161,816,067
d Amounts included in line 2c not used directly for active conduct of exempt activities	341,500	382,500	621,000	126,948	1,471,948
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	24,530,299	30,675,239	38,328,931	66,809,650	160,344,119
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	12,536,352	14,249,486	15,314,513	14,486,271	56,586,623
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				341,500
b <i>Approved for future payment</i> Fort Worth Zoological Association 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	NONE	PC	Capital Campaign	250,000
Total ▶ 3b				250,000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
U S EQUITIES	P	2015-01-01	2016-12-31
INTERNATIONAL EQUITIES	P	2015-01-01	2016-12-31
HEDGE FUNDS	P	2015-01-01	2016-12-31
PARTNERSHIP INVESTMENTS	P	2015-01-01	2016-12-31
U S EQUITIES	P	2016-01-01	2016-12-31
INTERNATIONAL EQUITIES	P	2016-01-01	2016-12-31
HEDGE FUNDS	P	2016-01-01	2016-12-31
PARTNERSHIP INVESTMENTS	P	2016-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,556,250		3,746,745	1,809,505
0		0	0
11,275,484		9,858,020	1,417,464
1,563,924		16,850	1,547,074
1,901,176		1,790,706	110,470
0		0	0
0		0	0
109,808		0	109,808


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
		0	1,809,505
		0	0
		0	1,417,464
		0	1,547,074
		0	110,470
		0	0
		0	0
		0	109,808

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Brenda A Cline 301 Commerce St Fort Worth, TX 761024122	CFO, Secr /Treas 35 000	451,500	42,881	14,942
Susan R Drake 3333 Camp Bowie Blvd Fort Worth, TX 76107	Dep Dir Fina /Adm , Asst Secr /Treas 35 000	231,500	30,502	4,292
Mrs William K Burton 301 Commerce St Fort Worth, TX 761024122	Director 1 000	0	0	0
Mrs Glenn M Darden 301 Commerce St Fort Worth, TX 761024122	Director 1 000	0	0	0
Ms Karen Fortson Davis 301 Commerce St Fort Worth, TX 761024122	Director 1 000	0	0	0
Mr Edward R Hudson Jr 301 Commerce St Fort Worth, TX 761024122	Director 1 000	0	0	0
Mrs John L Marion 301 Commerce St Fort Worth, TX 761024122	Director 1 000	0	0	0
Mrs Lisa K Alcorn 301 Commerce St Fort Worth, TX 761024122	Director 1 000	0	0	0
Mrs Mitchell S Wynne 301 Commerce St Fort Worth, TX 761024122	Director, Vice President 15 000	0	0	0
Mrs Ben J Fortson 301 Commerce St Fort Worth, TX 761024122	Director, President & CEO 30 000	0	0	0
Mr Ben J Fortson 301 Commerce St Fort Worth, TX 761024122	Director, Vice President & CIO 35 000	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Fort Worth Symphony Orchestra 330 E 4TH STREET STE 200 FORT WORTH, TX 76102	NONE	PC	Operating Support	2,000
Fort Worth Zoological Association 1989 COLONIAL PARKWAY FORT WORTH, TX 76110	NONE	PC	Capital Campaign	250,000
Texas Christian University 2800 S UNIVERSITY DRIVE FORT WORTH, TX 76129	NONE	PC	Endowment Support	40,000
Texas Christian University 2800 S UNIVERSITY DRIVE FORT WORTH, TX 76129	NONE	PC	Operating Support	18,000
University of Texas 1 UNIVERSITY STATION AUSTIN, TX 78712	NONE	GOV	Operating Support	30,000
Total 3a			▶	341,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Van Cliburn Foundation 2525 RIDGMAR BLVD 307 FORT WORTH, TX 76116	NONE	PC	Operating Support	1,500
Total 				341,500
3a				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a Membership Revenue					2,493,231
b Special Programs and Projects					780,203
c Conservation Revenue					265,172
d Oil & Gas Royalties			15	14,274,578	
e Net Profit Interest Royalties			15	166,310	
f Other Exempt Revenue			1	27,883	
g Other Income			18	28,899	
h Pass-through from Partnership Investments	523000	-72,901	14	1,926,098	

TY 2016 Accounting Fees Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting and Auditing Fees	91,351	36,562	36,562	54,789

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Software ID: 16000421

Software Version: 2016v3.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Land Improvements		5,530,293	1,333,011	SL	15	322,529			
Museum Buildings		122,554,444	6,391,909	SL	40	2,989,469			
Building Improvements		32,164,572	7,536,146	SL	15	1,822,512			
Leasehold Improvements		46,434	2,572	SL	15	3,096			
Furniture & Fixtures		6,221,714	2,716,650	SL	10	459,637			
Equipment		2,217,375	1,322,041	SL	10	122,727			
Computer Equipment		1,862,527	1,140,819	SL	5	234,697			
Furniture & Fixtures		221,882	61,887	SL	7	25,799	25,799	25,799	
Computer Equipment		56,957	15,503	SL	5	9,954	9,954	9,954	
Leasehold Improvements		108,346	6,001	SL	15	7,223	7,223	7,223	
Oil & Gas Investments						7,352,007	7,352,007	7,352,007	

TY 2016 General Explanation Attachment

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Software ID: 16000421

Software Version: 2016v3.0

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	Item (6) Explanation	Form 990-PF, Part I, Line 23	<p>LOSS ON REFUNDING OF BOND PAYABLE On September 27, 2016, the Foundation issued \$53,995,000 of revenue refunding bonds with an effective interest rate of 3.73% through the New ark Cultural Education Facilities Finance Corporation to partially advance refund the 2010 Orchard Cultural Education Facilities Finance Corporation Revenue Bonds (Series 2010A- \$10,740,000 and Taxable Series 2010B- \$38,465,000) The average interest rate of the refunded bonds was 5.86% The Foundation used the net proceeds to purchase U.S. Government-backed securities and deposited them in an irrevocable trust to provide for all future debt service on the refunded portion of the 2010 bonds. As a result, that portion of the 2010 bonds is considered legally defeased, and the Foundation has removed the liability from its statement of assets, liabilities, and net assets as of December 31, 2016. The advance refunding resulted in an economic gain (present value savings) of approximately \$3.3 million, however, a loss of \$10,586,631 was recognized in the 2016 statement of revenue and expenses and losses due to the required escrow funding of the irrevocable trust for the payment of interest due November 2016 through the call date of November 15, 2020, relating to the refunded portion of the 2010 bonds.</p>

TY 2016 Investments Corporate Stock Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN BEACON ADVISORS, INC.	10,973,028	12,587,193
DODGE & COX	10,723,917	15,680,327
MANNING & NAPIER ADVISORS, INC.	9,959,115	9,044,006
LUTHER KING CAPITAL MANAGEMENT	9,278,818	11,431,751
FIDELITY INVESTMENTS (CONSERVATION ENDOWMENT)	677,525	789,896
LOOMIS, SAYLES & COMPANY, LP	7,097,191	10,824,308
NORTHERN TRUST SECURITIES, INC.	5,344,942	6,198,684

TY 2016 Investments - Land Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEASEHOLD IMPROVEMENTS	108,346	13,224	95,122	95,000
EQUIPMENT	278,839	113,144	165,695	165,000

TY 2016 Investments - Other Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL INTERESTS- ROYALTIES	AT COST	125,017,159	199,000,000
NET PROFITS INTEREST - ROYALTIES	AT COST	280,252	24,000,000
PARTNERSHIP INTERESTS	AT COST	47,436,310	50,626,986
HEDGE FUNDS	AT COST	10,611,074	20,552,465
DEFERRED COMPENSATION ASSETS	AT COST	175,299	212,814

**TY 2016 Land, Etc.
Schedule****Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	5,098,500	0	5,098,500	7,610,000
BUILDINGS	160,249,308	20,395,576	139,853,732	224,738,000
LEASEHOLD IMPROVEMENTS	46,434	5,667	40,767	41,000
EQUIPMENT	10,301,617	5,996,572	4,305,045	4,306,000
Other	1,465,775	0	1,465,775	0

TY 2016 Legal Fees Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	121,681	15,066	15,066	106,615

TY 2016 Mortgages and Notes Payable Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0**Total Mortgage Amount:** 53,800,000

Item No.	1
Lender's Name	JPMorgan Chase Bank NA
Lender's Title	
Relationship to Insider	None
Original Amount of Loan	60,000,000
Balance Due	57,100,000
Date of Note	2016-09
Maturity Date	2018-09
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	Line of Credit
Description of Lender Consideration	
Consideration FMV	

TY 2016 Other Assets Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PAINTINGS	229,330,293	229,330,293	1,589,161,000
SCULPTURES	73,369,490	73,369,490	223,028,000
DRAWINGS & PRINTS	595,276	595,276	5,261,000
CERAMICS, LACQUERS & MOSAICS	6,667,836	6,667,836	12,252,000
LIBRARY	2,432,365	2,472,829	2,473,000
SCROLLS & SCREENS	2,057,487	2,057,487	5,713,000
SEALS	170,000	170,000	170,000
FRAMES	82,447	82,447	82,000
MEMBERSHIPS	28,100	28,100	28,100

TY 2016 Other Expenses Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Special Programs and Projects	4,032,574	0	1,045,375	2,987,199
Membership Expenses	591,936	0	591,936	0
Insurance	569,604	0	0	569,604
Repair and Maintenance	835,873	1,049	1,049	834,824
Administrative Costs	984,545	25,444	25,444	959,101
Loss on Refunding of Bonds Payable	10,586,631	0	0	46,724

TY 2016 Other Income Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Membership Revenue	2,493,231		2,493,231
Pass-through from Partnership Investments	1,853,197	1,926,098	1,853,197
Special Programs and Projects	780,203		780,203
Conservation Revenue	265,172		265,172
Oil & Gas Royalties	14,274,578	14,274,578	14,274,578
Net Profit Interest Royalties	166,310	166,310	166,310
Other Exempt Revenue	27,883		27,883
Other Income	28,899	28,899	28,899

TY 2016 Other Liabilities Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Description	Beginning of Year - Book Value	End of Year - Book Value
BONDS PAYABLE	59,040,000	68,477,327
OBLIGATIONS FOR PURCHASE OF ART	350,000	350,000

TY 2016 Other Professional Fees Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	489,851	489,851	489,851	0
Other Fees	756,320	0	0	756,320

TY 2016 Sales Of Inventory Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
Museum Shop and Buffet	1,433,711	732,682	635,602

TY 2016 Taxes Schedule**Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226**Software ID:** 16000421**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ad Valorem Taxes	470,995	470,995	470,995	0
Production Taxes	546,230	546,230	546,230	0
Federal Excise Taxes	460,000	0	0	460,000

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2016

Name of the organization
KIMBELL ART FOUNDATION

Employer identification number
75-6036226

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization KIMBELL ART FOUNDATION	Employer identification number 75-6036226
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	<hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization KIMBELL ART FOUNDATION	Employer identification number 75-6036226
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

Additional Data

Software ID: 16000421
Software Version: 2016v3.0
EIN: 75-6036226
Name: KIMBELL ART FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	The Alcon Foundation <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>2</u>	Bank of America <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 29,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>3</u>	Crystelle Waggoner Charitable Trust <hr/> Bank of America NA Trustee 301 Commerce St STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>4</u>	The Discovery Fund <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>5</u>	Virginia Clay Dorman <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 110,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>6</u>	Ft Worth Protologic Clinic S & G Sehapayak MDs <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	Carol Havener <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>8</u>	Heart of Neiman Marcus Foundation Fund <hr/> of Communities Foundation of Texas 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>9</u>	James C and Norma I Smith Foundation <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>10</u>	Leo Potishman Foundation JP Morgan Chase Trustee <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	\$ 150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>11</u>	The Lowe Foundation <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
<u>12</u>	Luther King Capital Management <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	Mary Potishman Lard Trust <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
14	National Endowment for the Arts <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 1,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
15	Nicholas and Louella Martin Charitable Fund <hr/> of the Community Fnd N Texas 301 C ommerce Street STE 2300 Fort Worth, TX 76102	<hr/> \$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
16	Qurumbli Fund <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
17	Samuel Gillespie McCall Jr Trust <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
18	Texas Commission on the Arts <hr/> 301 Commerce Street STE 2300 <hr/> Fort Worth, TX 76102	<hr/> \$ 455,097	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	Thomas M Helen McKee & John P Ryan Foundation	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	301 Commerce Street STE 2300		
	Fort Worth, TX 76102		
20	Walton Family Foundation	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	301 Commerce Street STE 2300		
	Fort Worth, TX 76102		
21	Whitley Penn LLP	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	301 Commerce Street STE 2300		
	Fort Worth, TX 76102		
22	Williams Trew Real Estate	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	301 Commerce Street STE 2300		
	Fort Worth, TX 76102		
23	Worthington National Bank	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	301 Commerce Street STE 2300		
	Fort Worth, TX 76102		