

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2004**Department of the Treasury
Internal Revenue Service

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

For calendar year 2004, or tax year beginning **NOVEMBER 1**, 2004, and ending **OCTOBER 31**, 20 05G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of organization

KEN W. DAVIS FOUNDATION

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

PO BOX 3419

Room/suite

City or town, state, and ZIP code

FORT WORTH TX 76113

A Employer identification number

75-6012722

B Telephone number (see page 10 of the instructions)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization. ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c),
line 16) ▶ \$

5,487,616

J Accounting method. ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,577	6,577		
4 Dividends and interest from securities	118,246	118,246		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	323,065			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		323,065		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) <i>Royalty income</i>	271,512	271,512		
12 Total. Add lines 1 through 11	719,400	719,400		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	4,320	1,955		2,365
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	22,277	15,761		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	25,566	20,013		5,553
24 Total operating and administrative expenses. Add lines 13 through 23	52,163	37,729		7,918
25 Contributions, gifts, grants paid	235,000			
26 Total expenses and disbursements. Add lines 24 and 25	287,163	37,729		7,918
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	432,237			
b Net investment income (if negative, enter -0-)		681,671		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2004)

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	287,158	292,865	292,865
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,457,853	1,733,260	1,890,308
	c Investments—corporate bonds (attach schedule)	1,407,486	2,558,609	2,658,857
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	0	0	645,586
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see page 16 of the instructions. Also, see page 1, item I)	4,152,497	4,584,734	5,487,616
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations 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	1,038,548	1,038,548	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,113,949	3,546,186	
	30 Total net assets or fund balances (see page 17 of the instructions)	4,152,497	4,584,734	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,152,497	4,584,734	

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	4,152,497
2 Enter amount from Part I, line 27a	2	432,237
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,584,734
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,584,734

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 Favez Sarofim	P	Various	Various
b			
c Wertheim Schroder Equity Ptns (Forstmann Leff)	P	Various	Various
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 Inv Mgr	Transactions		(10,816)
b			
c Flow Through	Partnership		333,881
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			(10,816)
b			
c			333,881
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	323,065
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 pages 13 and 17 of the instructions). { If (loss), enter -0- in Part I, line 8 } }	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2003	231,235	4,951,046	0.04670427
2002	217,417	4,586,535	0.04740332
2001	214,453	4,663,679	0.04598365
2000	200,180	4,563,956	0.04386107
1999	184,740	4,146,560	0.04455259

2 Total of line 1, column (d)	2	0.22850490
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	.04570098
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5	4	5,383,737
5 Multiply line 4 by line 3	5	246,042
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,817
7 Add lines 5 and 6	7	252,859
8 Enter qualifying distributions from Part XII, line 4	8	242,918

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary—see instructions)		
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	13,633
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	13,633
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,633
6 Credits/Payments:		
a 2004 estimated tax payments and 2003 overpayment credited to 2004	6a	4,660
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	4,660
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,973
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2005 estimated tax ▶ Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>		
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the organization ▶ \$ _____ (2) On organization managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ \$ _____		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>TEXAS, NEW MEXICO</u>		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV on page 25)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ <u>www.fdcenr.org/grantmaker/davis</u>	X	
12 The books are in care of ▶ <u>David Whitney</u> Telephone no ▶ <u>817-332-4081</u> Located at ▶ <u>PO Box 3419, Fort Worth, TX</u> ZIP+4 ▶ <u>76113-3419</u>		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 13		

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.**

- 1a** During the year did the organization (either directly or indirectly):
- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No
- b** If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐
- c** Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2004? ☐ Yes ☒ No
- 2** Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).
- a** At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? ☐ Yes ☐ No
If "Yes," list the years ☐ 20 ☐ 20 ☐ 20 ☐ 20
- b** Are there any years listed in 2a for which the organization is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) ☐ Yes ☒ No
- c** If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐ 20 ☐ 20 ☐ 20 ☐ 20
- 3a** Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No
- b** If "Yes," did it have excess business holdings in 2004 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2004.) ☐ Yes ☒ No
- 4a** Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No
- b** Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2004? ☐ Yes ☒ No
- 5a** During the year did the organization pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the organization 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 organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870

	Yes	No
1a		
1b		
1c		X
2b		
3b		
4a		X
4b		X
5b		
6b		X

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 page 20 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
.....				
SEE STATEMENT 2				
.....				
.....				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
.....				
.....				
NONE				
.....				
.....				

Total number of other employees paid over \$50,000 **0****3** Five highest-paid independent contractors for professional services—(see page 21 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **0****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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 22 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	4,539,212
b Average of monthly cash balances	1b	280,925
c Fair market value of all other assets (see page 22 of the instructions)	1c	645,586
d Total (add lines 1a, b, and c)	1d	5,465,723
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	5,465,723
4 Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see page 23 of the instructions)	4	81,986
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,383,737
6 Minimum investment return. Enter 5% of line 5.	6	269,187

Part XI Distributable Amount (see page 23 of the 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	269,187
2a Tax on investment income for 2004 from Part VI, line 5	2a	13,633
b Income tax for 2004 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	13,633
3 Distributable amount before adjustments Subtract line 2c from line 1	3	255,554
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	255,554
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	255,554

Part XII Qualifying Distributions (see page 23 of the 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	242,918
b Program-related investments—total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	242,918
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	6,817
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	236,101

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				255,554
2 Undistributed income, if any, as of the end of 2003:				
a Enter amount for 2003 only			181,552	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2004:				
a From 1999				
b From 2000				
c From 2001				
d From 2002				
e From 2003				
f Total of lines 3a through e				
4 Qualifying distributions for 2004 from Part XII, line 4 ▶ \$ 242,918				
a Applied to 2003, but not more than line 2a			181,552	
b Applied to undistributed income of prior years (Election required—see page 24 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 24 of the instructions)				
d Applied to 2004 distributable amount				61,366
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2004 (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 page 25 of the instructions				
e Undistributed income for 2003. Subtract line 4a from line 2a Taxable amount—see page 25 of the instructions				
f Undistributed income for 2004 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2005				194,188
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 1999 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2000				
b Excess from 2001				
c Excess from 2002				
d Excess from 2003				
e Excess from 2004				

Part XIV Private Operating Foundations (see page 25 of the 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 2004, enter the date of the ruling ▶ | | | | | |
|-----------|---|----------|---------------|----------|----------|-----------|
| b | Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | | |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| b | 85% of line 2a | (a) 2004 | (b) 2003 | (c) 2002 | (d) 2001 | |
| c | Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c | | | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a | "Assets" alternative test—enter | | | | | |
| | (1) Value of all assets | | | | | |
| | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b | "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c | "Support" alternative test—enter | | | | | |
| | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| | (3) Largest amount of support from an exempt organization | | | | | |
| | (4) Gross investment income | | | | | |

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 26 of the 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))

SEE STATEMENT 3

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

NONE

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

Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed.

KEN W. DAVIS FOUNDATION, PO BOX 3419, FORT WORTH, TX 76113-3419
817-332-4081

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

SEE STATEMENT 5

- c Any submission deadlines**

OCTOBER 31

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors BASIC HUMAN NEEDS FOR THE FORT WORTH AND MIDLAND, TEXAS AREAS

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

Form **990-PF** (2004)

... Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 26 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 26 to verify calculations)

13 _____

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). (See page 27 of the instructions)

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

1a(1)	X
-------	---

1a(2)		X
-------	--	---

1b(1)		X
-------	--	---

1b(2)		y
-------	--	---

1b(2)		Λ
1b(3)		ν

1b(3)		X
1b(4)		X

1D(4)		X
1E(5)		

1b(5)		X
1b(6)		

1b(6)		X

1c		X
----	--	---



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

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

Under penalties of perjury, I declare that I have examined this return, including attachments, if any, and I believe it is true, correct, and complete. Declaration of preparer (other than tax preparer) in case of individual other than sole proprietor, or of a partnership, estate, or trust.

A. K. Davis
Signature of officer or trustee

Sign Here	Paid Preparer's Use Only	Preparer's signature 
		Firm's name (or yours if self-employed), address, and ZIP code  JOHN B. ESCH, 306 W. FORT WORTH, TX 76102

Firm's name (or yours if self-employed), address, and ZIP code

JOHN B. ESCH, 306 W.
FORT WORTH, TX 76102

KEN W DAVIS FOUNDATION

75-6012722

FORM 990-PF

STATEMENT 1

PART 1, LINE 18 TAXES

	<u>PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
AD VALOREM FEES	15,761	15,761
FEDERAL EXCISE TAXES	<u>6,516</u>	
TOTAL	<u>22,277</u>	<u>15,761</u>

PART 1, LINE 23 OTHER EXPENSES

	<u>PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>DISBUR.</u>
INVESTMENT FEES	19,891	19,891	
ADMIN EXPENSES	<u>5,675</u>	<u>122</u>	<u>5,553</u>
TOTAL	<u>25,566</u>	<u>20,013</u>	<u>5,553</u>

KEN W DAVIS FOUNDATION

75-6012722

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 2

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVG HRS/WK</u>	<u>COMPENSATION</u>	<u>EMPLOYEE BEN PLAN CONTRIB</u>	<u>EXPENSE ACCOUNT</u>
KEN W DAVIS, JR PO BOX 831 FORT WORTH, TX 76101	PRESIDENT AS REQUIRED	0	0	0
T C DAVIS PO BOX 831 FORT WORTH, TX 76101	VICE-PRES AS REQUIRED	0	0	0
A T DAVIS PO BOX 831 FORT WORTH, TX 76101	VICE-PRES AS REQUIRED	0	0	0
ALAN K DAVIS PO BOX 831 FORT WORTH, TX 76101	VICE-PRES AS REQUIRED	0	0	0
LORENE SMITH PO BOX 831 FORT WORTH, TX 76101	SECRETARY AS REQUIRED	0	0	0
E K KAUFMANN PO BOX 831 FORT WORTH, TX 76101	TREASURER AS REQUIRED	0	0	0
ALANA MARSH PO BOX 831 FORT WORTH, TX 76101	DIRECTOR AS REQUIRED	0	0	0
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990-PF PART XV - LIST OF FOUNDATION MANAGERS - LINE A1

STATEMENT 3

NAME

KEN W. DAVIS, JR

T C DAVIS

STATEMENT 4

KEN W. DAVIS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT

Year 2004/05

Page 1

YE 10/31/05

Name and Address (Home/Business)	If recipient is an individual, show any relationship to any Foundation manager if substantial contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
a Paid during the year All Church Home 1424 Summit Avenue Fort Worth 76102	n/a	509(a)(1)	Funds to assist with technology cost of merger with The Bridge Youth	5,000.00
Big Brothers Big Sisters of Midland 1007 West Texas Avenue Midland 79701	n/a	503(a)(1)	Fund general operating expenses	2,000.00
Boys & Girls Club of Fort Worth 3218 Belknap St Fort Worth 76111	n/a	509(a)(1)	Partially fund salaries for two cooks for Kids Cafe Program	3,500.00
Bread Basket Ministries P O Box 244 Fort Worth 76101	n/a	509(a)(1)	Fund general operating expenses	2,000.00
Bynum School Country Rd 60 West & Hw 158 Midland TX 79704	n/a	509(a)(1)	Fund general operating expenses	4,000.00
Cancer Care Services 625 S Henderson Fort Worth 76104	n/a	509(a)(1)	Partially fund facility renovation	7,000.00
Casa de Amigos 1101 E Garden Lane Midland 79701	n/a	509(a)(1)	Purchase and installation of new A/C unit for Administrative Office	7,500.00
Cenikor Foundation Inc 2209 S Main St Fort Worth 76110	n/a	509(a)(1)	Fund general operating expenses	5,000.00
Ctr for Collaborative Care&Patient Advoc 4455 Camp Bowie Blvd Ste 114-1 Fort Worth 76107	n/a	509(a)(1)	Underwrite consulting services to Nonprofit Service Center	5,878.00
Child Advocates P O Box 3275 Fort Worth	n/a	509(a)(1)	Fund general operating expenses	3,000.00
Childhelp South/Childhelp USA 608 Old Brookhaven Farm Rd Seymour TN 37865	n/a	509(a)(1)	Completion of 2 year grant to hire Case Manager	5,000.00
Child Study Center 1300 W Lancaster Fort Worth 76102	n/a	509(a)(1)	Funds for purchase of new computer system	10,000.00

KEN W. DAVIS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT

Year 04/05

Page 2

YE 10/31/05

Name and Address (Home/Business)	If recipient is an individual, show any relationship to any Foundation manager if substantial contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
a Paid during the year				
Community Children's Clinic P O Box 3328 Midland 79702	n/a	509(a)(1)	Fund general operating expenses	2,500.00
Community Hospice of Texas 6100 Western Pl Ste 500 Fort Worth 76107	n/a	509(a)(1)	Funds for "No One Dies Alone" program	5,000.00
COM Aquatics 3003 North A Street Midland 79705	n/a	509(a)(1)	Fund capital campaign for facility expansion and improvements	12,000 00
Clayton Child Care 1604 8th Avenue Fort Worth 76104	n/a	509(a)(2)	Underwrote scholarships for Clayton's "Yes" out of school program	2,500.00
Conservative Caucus 450 Maple Avenue Vienna VA 22180	n/a	509(a)(1)	Fund general operating expenses	4,000 00
Cook Children's Medical Center 801 Seventh Ave Fort Worth 76104	n/a	509(a)(1)	Funds for purchase of Intra-operative MRI equipment	7,500.00
Council for National Policy 10329-A Democracy Lane Fairfax VA 2030	n/a	509(a)(1)	Fund general operating expenses	1,750.00
Day Resource Center for the Homeless P O Box 2323 Fort Worth 76113	n/a	509(a)(1)	Fund general operating expenses	2,000 00
Eagle Forum 316 Pennsylvania Ave , SE Washington DC 20003	n/a	509(a)(1)	Fund general operating expenses	1,000.00
Fort Worth Habitat For Humanity 2500 Lipscomb Street Fort Worth 76110	n/a	509(a)(1)	Fund general operating expenses	3,000 00
Fort Worth Teen Court 1000 Throckmorton Fort Worth 76102	n/a	509(a)(1)	Fund general operating expenses	500 00
Funding Information Center 329 S Henderson St Fort Worth 76104	n/a	509(a)(1)	Fund operating expenses for library	1,745.10

KEN W. DAVIS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT

Year 04/05

Page 3

YE 10/31/05

Name and Address (Home/Business)	If recipient is an individual, show any relationship to any Foundation manager if substantial contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
<i>a Paid during the year</i>				
Goodrich Center for the Deaf 2500 Lipscomb St Fort Worth 76110	n/a	509(a)(1)	Fund general operating expenses	2,500.00
Great Plains Restoration Council P O Box 1206 Fort Worth TX 76101	n/a	509(a)(1)	Fund youth outreach and education program	2,000 00
High Sky Children's Ranch 8701 West County Rd 60 Midland 79707	n/a	509(a)(1)	Fund general operating expenses	2,000.00
I Have A Dream Foundation 2101 Hulen St Fort Worth 76107	n/a	509(a)(1)	Fund general operating expenses	2,000 00
James L West Alzheimer Center 1111 Summit Avenue Fort Worth 76102	n/a	509(a)(1)	Partial fund salary of a Therapeutic Activities Provider	5,000 00
Knox Area Rescue Ministry (KARM) P O Box 3352 Knoxville TN 37927	n/a	509(a)(1)	Funds for "Community Kitchen" program	18,500.00
Leadership Institute 8001 Braddock Rd #502 Springfield VA 22151	n/a	509(a)(1)	Fund general operating expenses	10,000.00
Midland/Odessa Area Aids Support 800 W Texas Street Midland 79701	n/a	509(a)(1)	Fund general operating expenses	2,500.00
Midland Children's Rehabilitation 8001 Braddock Rd #502 Springfield VA 22151	n/a	509(a)(1)	Fund general operating expenses	4,000.00
Midland Habitat For Humanity P O Box 2555 Midland 79702	n/a	509(a)(1)	Fund general operating expenses	3,000 00
Midland College Foundation 3600 N Garfield Midland 79705	n/a	509(a)(1)	Funds for renovation of Petroleum Professional Development Center	5,000.00
Midland Memorial Foundation 2200 W Illinois Avenue Midland 79701	n/a	509(a)(1)	Grant to support Midland Memorial Hospital's Auxiliary Nursing Fund	10,000 00

KEN W. DAVIS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT

Year 04/05

Page 4

YE 10/31/05

Name and Address (Home/Business)	If recipient is an individual, show any relationship to any Foundation manager if substantial contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
a Paid during the year				
Midland Rape Crisis & Children Advocacy P O Box 10081 Midland 79702	n/a	509(a)(1)	Fund the purchase of interviewing equipment	12,447.00
National MS Society 4086 Sandshell Dr Fort Worth 76137	n/a	509(a)(1)	Fund general operating expenses	10,000.00
Nseam Living At Home 1150 S Freeway Ste 130 Fort Worth 76104	n/a	509(a)(1)	Funds to purchase Thanksgiving meals for homebound senior citizens	1,000.00
Parks Methodist Retirement Village One Village Dr Ste 102 Abilene TX 79702	n/a	509(a)(1)	Funds for capital improvement program	4,400.00
Parents & Children Together 2836 Hemphill Fort Worth 76110	n/a	509(a)(1)	Fund general operating expenses	1,279.90
Prevent Child Abuse Texas 13740 Research Blvd #R-4 Austin 78750	n/a	509(a)(1)	Fund cost of printed materials for child abuse prevention for educators outreach program	2,500.00
Phoenix House of Texas 2015 S IH-35 Ste 108 Austin 78741	n/a	509(a)(1)	Funds for substance abuse treatment program for adolescents	4,500.00
Recording Library for Blind 2012 W Cuthbert Avenue Midland 79701	n/a	509(a)(1)	Fund general operating expenses	3,500.00
Score A Goal 819 Penn St Fort Worth 76102	n/a	509(a)(1)	Fund reading initiative program	1,000.00
Tarrant County Samantan House 929 Hemphill St Fort Worth 76104	n/a	509(a)(1)	Fund general operating expenses	2,500.00
The Parenting Center 2928 W Fifth St Fort Worth 76107	n/a	509(a)(1)	Funds for the purchase of a new telephone and voice mail system	8,000.00
The Warm Place 809 Lipscomb St Fort Worth 76104	n/a	509(a)(1)	Fund general operating expenses	4,000.00

KEN W. DAVIS FOUNDATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
OR APPROVED FOR FUTURE PAYMENT

Year 04/05

Page 5

YE 10/31/05

Name and Address (Home/Business)	If recipient is an individual, show any relationship to any Foundation manager if substantial contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
a Paid during the year				
Union Gospel Mission P O Box 2144 Fort Worth 76113	n/a	509(a)(1)	Fund general operating expenses	4,000.00
Washington Legal Foundation 2009 Massachusetts Ave , N W Washington DC 20036	n/a	509(a)(1)	Fund general operating expenses	500.00
West Texas Food Bank 1008 E 2nd Odessa 79760	n/a	509(a)(1)	Fund general operating expenses	2,000 00
Women's Haven of Tarrant County P O Box 1456 Fort Worth 76101	n/a	509(a)(1)	Fund general operating expenses	3,500 00
KWDF110805			TOTAL PAID	\$ 235,000.00

UNAUDITED
KEN W. DAVIS FOUNDATION
FORT WORTH, TEXAS
2004 - FORM 990-PF

STATEMENT 5

INFORMATION REGARDING CONTRIBUTION, GRANT, GIFT,
LOAN, AND SCHOLARSHIP PROGRAMS

PART XV, LINE 2(b)

The request should include a description of the recipient project or program of the charitable organization, the contribution goal of the project or program, the amount of the specific request, a copy of the charitable organization's most recent audited financial statements, most recent Form 990, Better Business Charity Report (if available), and most recent Annual Report (if available), and a copy of the organization's IRS determination letter documenting its exempt status.