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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation BROWNING CHARITABLE FOUNDATION		A Employer identification number 82-6053534
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		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 checked="" 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) \$ 631,389		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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,269	16,881		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	14,260			
	b Gross sales price for all assets on line 6a 130,343				
	7 Capital gain net income (from Part IV, line 2)		14,260		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	32,529	31,141	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,378	7,033		2,345
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	789	357		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses				
	Add lines 13 through 23	10,767	7,390	0	2,945
25 Contributions, gifts, grants paid	35,380			35,380	
26 Total expenses and disbursements Add lines 24 and 25	46,147	7,390	0	38,325	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-13,618				
b Net investment income (if negative, enter -0-)		23,751			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) BROWNING CHARITABLE FOUNDATION

82-6053534

Page 2

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		162	499	499
	2	Savings and temporary cash investments		30,063	26,129	26,129
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)		50,138		
	11	Investments—land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		425,725	463,028	604,762	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		506,088	489,656	631,390	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		506,088	489,656	
	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)		506,088	489,656		
31	Total liabilities and net assets/fund balances (see instructions)		506,088	489,656		

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	506,088
2	Enter amount from Part I, line 27a	2	-13,618
3	Other increases not included in line 2 (itemize) See Attached Statement	3	818
4	Add lines 1, 2, and 3	4	493,288
5	Decreases not included in line 2 (itemize) See Attached Statement	5	3,632
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	489,656

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	14,260
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	0

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	44,682	645,353	0.069237
2010	33,668	626,883	0.053707
2009	38,939	555,127	0.070144
2008	45,493	687,326	0.066188
2007	43,524	811,279	0.053649

2 Total of line 1, column (d)	2	0.312925
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	0.062585
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	617,068
5 Multiply line 4 by line 3	5	38,619
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	238
7 Add lines 5 and 6	7	38,857
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	38,325

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		1	475
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	475
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	475
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	339	
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	339	
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	136	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0	
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation 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 foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ID		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933			
Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in

Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b** N/A**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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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?**7b**

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phil	Trustee 4 00	9,378		

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
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	
2	
All other program-related investments See instructions	
3 NONE	
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	605,145
b	Average of monthly cash balances	1b	21,320
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	626,465
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	626,465
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,397
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	617,068
6	Minimum investment return. Enter 5% of line 5	6	30,853

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	30,853
2a	Tax on investment income for 2012 from Part VI, line 5	2a	475
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	475
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,378
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,378
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	30,378

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	38,325
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	38,325
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	38,325

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				30,378
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	3,459			
b From 2008	11,311			
c From 2009	11,429			
d From 2010	2,570			
e From 2011	13,092			
f Total of lines 3a through e	41,861			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 38,325				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				30,378
e Remaining amount distributed out of corpus	7,947			
5 Excess distributions carryover applied to 2012 (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	49,808			
b Prior years' undistributed income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,459			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	46,349			
10 Analysis of line 9				
a Excess from 2008	11,311			
b Excess from 2009	11,429			
c Excess from 2010	2,570			
d Excess from 2011	13,092			
e Excess from 2012	7,947			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

CARLA COLFACK WELLS FARGO BANK PO BOX 7 TWIN FALLS, ID 83301 (208) 736-1217

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

PLEASE PROVIDE A LETTER THAT OUTLINES THE AMOUNT REQUESTED, THE BENEFIT TO THE LOCAL AREA, AND CERTIFY

c Any submission deadlines

NONE

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

ORGANIZATIONS REQUESTING FUNDING MUST BE EXEMPT FROM FED INCOME TAX AS A CHARITABLE ORGANIZATION

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 Attached Statement				
Total			▶ 3a	35,380
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,269	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,260	
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)		0		32,529	0
13 Total. Add line 12, columns (b), (d), and (e)				13	32,529

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

BROWNING CHARITABLE FOUNDATION

82-6053534 Page 1 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TWIN FALLS COUNTY HISTORICAL SOCIETY

Street

21337A RTE 30

City

FILER

State

ID

Zip Code

83328

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,350

Name

TWIN FALLS PUBLIC LIBRARY FOUND

Street

201 4TH AVENUE EAST

City

TWIN FALLS

State

ID

Zip Code

83301

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

LA POSADA, INC

Street

134 HANSEN ST EAST

City

TWIN FALLS

State

ID

Zip Code

83301

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

MAGIC VALLEY ARTS COUNCIL

Street

PO BOX 1158

City

TWIN FALLS

State

ID

Zip Code

83301

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

MAGIC VALLEY REHABILITATION

Street

2158 4TH AVE EAST

City

TWIN FALLS

State

ID

Zip Code

83301

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

MAGIC VALLEY SYMPHONY ORCHESTRA, INC

Street

1130 MONACO DRIVE

City

TWIN FALLS

State

ID

Zip Code

83301

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

BROWNING CHARITABLE FOUNDATION

82-6053534 Page 2 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST LUKES MAGIC VALLEY HEALTH FOUNDATION, INC

Street

775 POLE LINE RD W

City

TWIN FALLS

State

ID

Zip Code

83301

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,530

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Capital Gains/Losses														
Other sales														
Gross Sales														
130,343														
0														
116,083														
Net Gain or Loss														
14,260														

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ISHARES S&P MIDCAP 400 VA	464287705		1/14/2011		2/24/2012	1,440	1,288					152
2	X	ISHARES S&P MIDCAP 400 GF	464287606		1/14/2011		1/23/2012	335	305					30
3	X	ISHARES S&P MIDCAP 400 GF	464287606		7/27/2012		1/23/2012	335	321					14
4	X	ISHARES S&P MIDCAP 400 GF	464287606		7/27/2012		9/11/2012	796	748					48
5	X	ISHARES MSCI EAFE	464287465		2/17/2009		1/23/2012	3,685	2,513					1,172
6	X	ISHARES MSCI EAFE	464287465		1/14/2011		1/23/2012	1,338	1,090					248
7	X	ISHARES MSCI EAFE	464287465		1/14/2011		9/11/2012	2,016	1,973					43
8	X	ISHARES MSCI EAFE	464287465		1/14/2011		7/27/2012	901	935					-34
9	X	ISHARES MSCI EAFE	464287465		2/24/2012		7/27/2012	3,602	3,969					-367
10	X	HUSMAN STRATEGIC GROW	448108100		10/13/2009		9/11/2012	262	310					-48
11	X	HUSMAN STRATEGIC GROW	448108100		10/13/2009		7/27/2012	484	550					-66
12	X	HUSMAN STRATEGIC GROW	448108100		1/12/2010		7/27/2012	723	969					-246
13	X	HUSMAN STRATEGIC GROW	448108100		1/22/2010		7/27/2012	1,758	2,000					-242
14	X	HUSMAN STRATEGIC GROW	448108100		10/14/2010		7/27/2012	674	780					-106
15	X	HUSMAN STRATEGIC GROW	448108100		7/23/2009		7/27/2012	6,021	7,076					-1,055
16	X	GATEWAY FUND - Y #1986	367829684		7/31/2012		9/11/2012	276	273					3
17	X	DIAMOND HILL LONG-SHORT	252645833		7/31/2012		1/23/2012	237	228					9
18	X	DIAMOND HILL LONG-SHORT	252645833		7/31/2012		9/11/2012	584	561					23
19	X	DIAMOND HILL LONG-SHORT	252645833		5/4/2010		2/24/2012	306	272					34
20	X	CREDIT SUISSE COMM RT ST	22544R305		8/19/2011		9/11/2012	804	870					-66
21	X	CREDIT SUISSE COMM RT ST	22544R305		8/19/2011		7/27/2012	1,205	1,351					-146
22	X	BOTTLE GROUP LLC - 4.625	10138MAB1		11/19/2008		1/15/2012	25,000	25,000					0
23	X	AMEX FINANCIAL SELECT SPI	81369Y605		2/17/2009		9/11/2012	4,016	2,156					1,860
24	X	AMEX FINANCIAL SELECT SPI	81369Y605		2/17/2009		2/24/2012	2,782	1,573					1,209
25	X	AMEX FINANCIAL SELECT SPI	81369Y605		1/14/2011		7/27/2012	618	559					59
26	X	AMEX ENERGY SELECT SPDR	81369Y506		2/17/2009		7/27/2012	3,476	2,272					1,204
27	X	AMEX ENERGY SELECT SPDR	81369Y506		2/17/2009		2/24/2012	609	363					246
28	X	AMEX ENERGY SELECT SPDR	81369Y506		1/14/2011		7/27/2012	2,513	2,334					179
29	X	AMEX CONSUMER DISCR SPI	81369Y407		2/17/2009		7/27/2012	880	365					515
30	X	CONSUMER STAPLES SECTO	81369Y308		2/17/2009		9/11/2012	785	469					316
31	X	CONSUMER STAPLES SECTO	81369Y308		2/17/2009		7/27/2012	1,421	853					568
32	X	CONSUMER STAPLES SECTO	81369Y308		2/17/2009		2/24/2012	1,584	1,024					560
33	X	CONSUMER STAPLES SECTO	81369Y308		1/14/2011		2/24/2012	792	743					49
34	X	AMEX HEALTH CARE SPDR	81369Y209		2/17/2009		9/11/2012	3,389	2,256					1,133
35	X	AMEX HEALTH CARE SPDR	81369Y209		7/27/2012		9/11/2012	985	867					118
36	X	AMEX HEALTH CARE SPDR	81369Y209		2/17/2009		2/24/2012	252	184					68
37	X	AMEX MATERIALS SPDR	81369Y100		2/17/2009		7/27/2012	104	63					41
38	X	AMEX MATERIALS SPDR	81369Y100		2/24/2012		7/27/2012	243	263					-20
39	X	SPDR DJ WILSHIRE INTERNA	78463X863		2/2/2011		1/23/2012	1,299	1,259					40
40	X	SPDR DJ WILSHIRE INTERNA	78463X863		2/2/2011		9/11/2012	627	629					-2
41	X	SPDR DJ WILSHIRE INTERNA	78463X863		2/2/2011		7/27/2012	379	393					-14
42	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/31/2011		7/27/2012	2,273	2,459					-186
43	X	RIDGEWORTH SEX HY BD-1	766287645		8/19/2011		1/23/2012	1,552	1,558					-6
44	X	PIMCO FOREIGN BD FD USD	693390882		8/19/2011		9/11/2012	123	117					6
45	X	PIMCO FOREIGN BD FD USD	693390882		8/19/2011		7/27/2012	4,991	4,842					149
46	X	PIMCO FOREIGN BD FD USD	693390882		2/28/2012		7/27/2012	1,379	1,341					38
47	X	MERGER FD SH BEN INT #260	589509108		2/28/2012		9/11/2012	336	330					6
48	X	MERGER FD SH BEN INT #260	589509108		2/28/2012		7/27/2012	900	895					5
49	X	LAUDUS MONDRIAN INTL FHI	518550655		7/19/2010		9/11/2012	146	136					10
50	X	LAUDUS MONDRIAN INTL FHI	518550655		2/28/2012		7/27/2012	4,252	4,065					187
51	X	LAUDUS MONDRIAN INTL FHI	518550655		2/28/2012		7/27/2012	1,678	1,671					7
52	X	ISHARES CORE S&P SMALL-C	464287804		8/17/2011		1/23/2012	743	641					102
53	X	ISHARES TR SMALLCAP 600 I	464287804		8/17/2011		9/11/2012	858	705					153
54	X	ISHARES TR SMALLCAP 600 I	464287804		8/17/2011		7/27/2012	1,387	1,217					170
55	X	ISHARES TR SMALLCAP 600 I	464287804		1/14/2011		7/27/2012	73	68					5
56	X	ISHARES S&P MIDCAP 400 VA	464287705		2/3/2010		1/23/2012	592	3,313					410
57	X	ISHARES S&P MIDCAP 400 VA	464287705		2/3/2010		9/11/2012	86	461					20
58	X	ISHARES S&P MIDCAP 400 VA	464287705		8/17/2011		7/27/2012	1,951	1,757					194
59	X	ISHARES S&P MIDCAP 400 VA	464287705		1/14/2011		7/27/2012	488	454					34
60	X	ISHARES S&P MIDCAP 400 VA	464287705		8/17/2011		9/11/2012	603	512					91
61	X	VANGUARD REIT VIPER	922908553		2/17/2009		7/27/2012	737	270					467
62	X	VANGUARD REIT VIPER	922908553		2/17/2009		2/24/2012	2,662	993					1,679
63	X	VANGUARD REIT VIPER	922908553		2/17/2009		2/24/2012	617	256					361
64	X	VANGUARD REIT VIPER	922908553		1/14/2011		1/23/2012	1,296	1,209					87
65	X	VANGUARD MSCI EMERGING	922042858		8/17/2011		9/11/2012	2,169	2,254					-85
66	X	VANGUARD MSCI EMERGING	922042858		8/17/2011		2/24/2012	1,236	1,301					-65
67	X	VANGUARD MSCI EMERGING	922042858		8/17/2011		2/24/2012	354	347					7

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										
Capital Gains/Losses										
Other sales										
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method
69	VANGUARD SHORT TERM BOND	921937827			2/24/2012		9/11/2012	2,519	2,517	
70	VANGUARD INTERMEDIATE TERM	921937819			2/24/2012		9/11/2012	2,955	2,888	
71	AMEX UTILITIES SPDR	81369Y886			2/17/2009		7/27/2012	1,746	1,280	
72	AMEX UTILITIES SPDR	81369Y886			2/17/2009		2/24/2012	70	56	
73	AMEX UTILITIES SPDR	81369Y886			1/14/2011		2/24/2012	1,153	1,154	
74	AMEX TECHNOLOGY SELECT	81369Y803			7/27/2012		9/11/2012	462	434	
75	AMEX TECHNOLOGY SELECT	81369Y803			2/17/2009		2/24/2012	689	361	
76	AMEX TECHNOLOGY SELECT	81369Y803			1/14/2011		2/24/2012	632	573	
77	AMEX INDUSTRIAL SPDR	81369Y704			2/17/2009		9/11/2012	257	138	
78	AMEX INDUSTRIAL SPDR	81369Y704			2/17/2009		7/27/2012	1,788	983	
79	AMEX INDUSTRIAL SPDR	81369Y704			2/17/2009		2/24/2012	676	354	
								Expenses of Sale and Cost of Improvements		Adjustments
										Depreciation
										Net Gain or Loss
										14,260
										0
										116,083
										0
										130,343
										0
										14,260
										0

Part I, Line 16b (990-PF) - Accounting Fees

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

Part I, Line 18 (990-PF) - Taxes

		789	357	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	357	357		
2	PY EXCISE TAX DUE	93			
3	ESTIMATED EXCISE PAYMENTS	339			

Part II, Line 13 (990-PF) - Investments - Other

		425,725		463,028		604,762	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1				0			
2	IBM CORP 6.500% 10/15/13			25,376	26,216		
3	MERGER FD SH BEN INT 260		0	11,808	11,898		
4	PIMCO FOREIGN BD FD USD H-INST 103		0	4,943	4,998		
5	CONSUMER STAPLES SECTOR SPDR TR		0	6,464	10,575		
6	AMEX FINANCIAL SELECT SPDR		0	7,051	13,882		
7	AMEX MATERIALS SPDR		0	4,026	5,143		
8	AMEX TECHNOLOGY SELECT SPDR		0	12,270	23,542		
9	AMEX ENERGY SELECT SPDR		0	6,942	10,713		
10	ISHARES TR SMALLCAP 600 INDEX FD		0	18,565	37,957		
11	ISHARES S&P MIDCAP 400 VALUE		0	12,698	17,011		
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	5,106	5,220		
13	ISHARES S&P MIDCAP 400 GROWTH		0	14,499	20,708		
14	ISHARES MSCI EAFE		0	46,633	71,757		
15	AMEX INDUSTRIAL SPDR		0	5,563	10,726		
16	AMEX HEALTH CARE SPDR		0	6,486	9,970		
17	AMEX CONSUMER DISCR SPDR		0	6,517	13,900		
18	DREYFUS EMG MKT DEBT LOC C-I 6083		0	29,503	30,291		
19	HUSSMAN STRATEGIC GROWTH FUND 60		0	16,111	14,534		
20	CB RICHARD ELLIS REALTY TRUST		0	17,893	21,739		
21	VANGUARD REIT VIPER		0	9,955	24,149		
22	VANGUARD EMERGING MARKETS ETF		0	39,510	52,189		
23	VANGUARD BD INDEX FD INC		0	29,892	29,885		
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	15,757	23,942		
25	VANGUARD INTERMEDIATE TERM B		0	15,800	16,062		
26	DIAMOND HILL LONG-SHORT FD CL I 11		0	21,122	23,797		
27	RIDGEWORTH SEIX HY BD-I 5855		0	25,128	30,191		
28	GATEWAY FUND - Y 1986		0	14,768	14,674		
29	CREDIT SUISSE COMM RT ST-CO 2156		0	32,642	29,093		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Cost Basis Adjustment	1	456
2	Mutual Fund & CTF Income Additions	2	362
3	Total	3	818

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund & CTF Income Subtraction	1	2,570
2	PY Return of Capital Adjustment	2	1,062
3	Total	3	3,632

Long Term CG Distributions		Short Term CG Distributions		Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of F.M.V. Over Adj. Basis	Gains Minus Excess of F.M.V. Over Adjusted Basis or Losses
12/31/70	12/31/69	12/31/70	12/31/69	855	0												
Description of Property Sold																	
1	1	1	1	462827705	462827705	1	1/14/2011	2/24/2012	1,440		0	1,288	152	0	0	0	152
2	2	2	2	462827606	462827606	2	7/27/2012	1/12/2012	335		0	305	30	0	0	0	30
3	3	3	3	462827606	462827606	3	7/27/2012	1/12/2012	335		0	321	35	0	0	0	35
4	4	4	4	462827606	462827606	4	7/27/2012	9/11/2012	796		0	748	48	0	0	0	48
5	5	5	5	462827606	462827606	5	7/27/2009	1/12/2012	3,665		0	2,513	1,152	0	0	0	1,152
6	6	6	6	462827606	462827606	6	1/14/2011	1/12/2012	1,138		0	700	438	0	0	0	438
7	7	7	7	462827606	462827606	7	1/14/2011	9/11/2012	2,016		0	1,872	144	0	0	0	144
8	8	8	8	462827606	462827606	8	1/14/2011	7/27/2012	901		0	365	536	0	0	0	536
9	9	9	9	462827606	462827606	9	2/24/2012	7/27/2012	3,602		0	3,602	0	0	0	0	0
10	10	10	10	462827606	462827606	10	10/13/2009	9/11/2012	262		0	310	48	0	0	0	48
11	11	11	11	462827606	462827606	11	10/13/2009	7/27/2012	484		0	550	66	0	0	0	66
12	12	12	12	462827606	462827606	12	1/14/2008	7/27/2012	723		0	969	246	0	0	0	246
13	13	13	13	462827606	462827606	13	1/12/2010	7/27/2012	1,758		0	2,000	242	0	0	0	242
14	14	14	14	462827606	462827606	14	10/14/2010	7/27/2012	674		0	780	106	0	0	0	106
15	15	15	15	462827606	462827606	15	7/23/2009	7/27/2012	6,021		0	7,076	1,055	0	0	0	1,055
16	16	16	16	462827606	462827606	16	7/31/2012	9/11/2012	276		0	276	0	0	0	0	0
17	17	17	17	462827606	462827606	17	7/31/2012	1/12/2012	237		0	228	9	0	0	0	9
18	18	18	18	462827606	462827606	18	7/31/2012	9/11/2012	584		0	561	23	0	0	0	23
19	19	19	19	462827606	462827606	19	5/4/2010	2/24/2012	306		0	272	34	0	0	0	34
20	20	20	20	462827606	462827606	20	8/19/2011	9/11/2012	804		0	870	66	0	0	0	66
21	21	21	21	462827606	462827606	21	8/19/2011	7/27/2012	1,205		0	1,351	146	0	0	0	146
22	22	22	22	462827606	462827606	22	1/19/2008	9/11/2012	25,000		0	25,000	0	0	0	0	0
23	23	23	23	462827606	462827606	23	1/12/2009	9/11/2012	4,016		0	4,016	0	0	0	0	0
24	24	24	24	462827606	462827606	24	2/17/2009	2/24/2012	2,782		0	2,782	0	0	0	0	0
25	25	25	25	462827606	462827606	25	2/17/2009	7/27/2012	518		0	559	59	0	0	0	59
26	26	26	26	462827606	462827606	26	2/17/2009	7/27/2012	3,476		0	2,722	1,204	0	0	0	1,204
27	27	27	27	462827606	462827606	27	2/17/2009	2/24/2012	2513		0	2,334	246	0	0	0	246
28	28	28	28	462827606	462827606	28	2/17/2009	2/24/2012	800		0	365	515	0	0	0	515
29	29	29	29	462827606	462827606	29	2/17/2009	7/27/2012	985		0	365	316	0	0	0	316
30	30	30	30	462827606	462827606	30	2/17/2009	9/11/2012	252		0	469	568	0	0	0	568
31	31	31	31	462827606	462827606	31	2/17/2009	2/24/2012	1,421		0	853	57	0	0	0	57
32	32	32	32	462827606	462827606	32	2/17/2009	2/24/2012	1,584		0	1,024	560	0	0	0	560
33	33	33	33	462827606	462827606	33	2/17/2009	2/24/2012	792		0	743	49	0	0	0	49
34	34	34	34	462827606	462827606	34	2/17/2009	2/24/2012	3,389		0	2,356	1,133	0	0	0	1,133
35	35	35	35	462827606	462827606	35	2/17/2009	2/24/2012	985		0	967	18	0	0	0	18
36	36	36	36	462827606	462827606	36	2/17/2009	9/11/2012	252		0	61	68	0	0	0	68
37	37	37	37	462827606	462827606	37	2/17/2009	7/27/2012	104		0	61	41	0	0	0	41
38	38	38	38	462827606	462827606	38	2/24/2012	7/27/2012	1,299		0	1,259	40	0	0	0	40
39	39	39	39	462827606	462827606	39	2/20/2011	1/12/2012	627		0	629	2	0	0	0	2
40	40	40	40	462827606	462827606	40	2/20/2011	7/27/2012	379		0	383	4	0	0	0	4
41	41	41	41	462827606	462827606	41	5/31/2011	7/27/2012	2,273		0	2,459	186	0	0	0	186
42	42	42	42	462827606	462827606	42	5/31/2011	1/12/2012	1,552		0	1,588	36	0	0	0	36
43	43	43	43	462827606	462827606	43	8/19/2011	9/11/2012	123		0	117	6	0	0	0	6
44	44	44	44	462827606	462827606	44	8/19/2011	7/27/2012	4,991		0	4,842	149	0	0	0	149
45	45	45	45	462827606	462827606	45	2/28/2012	7/27/2012	1,379		0	1,341	38	0	0	0	38
46	46	46	46	462827606	462827606	46	2/28/2012	9/11/2012	336		0	330	6	0	0	0	6
47	47	47	47	462827606	462827606	47	2/28/2012	7/27/2012	900		0	895	5	0	0	0	5
48	48	48	48	462827606	462827606	48	2/28/2012	9/11/2012	146		0	136	10	0	0	0	10
49	49	49	49	462827606	462827606	49	7/19/2010	7/27/2012	4,252		0	4,065	187	0	0	0	187
50	50	50	50	462827606	462827606	50	7/19/2010	7/27/2012	1,678		0	1,671	7	0	0	0	7
51	51	51	51	462827606	462827606	51	7/19/2010	1/12/2012	743		0	641	102	0	0	0	102
52	52	52	52	462827606	462827606	52	8/17/2011	7/27/2012	1,387		0	705	153	0	0	0	153
53	53	53	53	462827606	462827606	53	8/17/2011	7/27/2012	858		0	858	0	0	0	0	0
54	54	54	54	462827606	462827606	54	8/17/2011	7/27/2012	73		0	68	5	0	0	0	5
55	55	55	55	462827606	462827606	55	2/28/2010	1/12/2012	3,723		0	3,313	410	0	0	0	410
56	56	56	56	462827606	462827606	56	2/28/2010	9/11/2012	592		0	461	131	0	0	0	131
57	57	57	57	462827606	462827606	57	2/28/2010	7/27/2012	1,951		0	66	20	0	0	0	20
58	58	58	58	462827606	462827606	58	2/28/2010	7/27/2012	1,951		0	1,757	194	0	0	0	194
59	59	59	59	462827606	462827606	59	8/17/2011	2/24/2012	1,236		0	454	34	0	0	0	34
60	60	60	60	462827606	462827606	60	8/17/2011	9/11/2012	693		0	512	91	0	0	0	91
61	61	61	61	462827606	462827606	61	9/17/2011	7/27/2012	731		0	727	4	0	0	0	4
62	62	62	62	462827606	462827606	62	2/17/2009	7/27/2012	2,682		0	983	1,679	0	0	0	1,679
63	63	63	63	462827606	462827606	63	2/17/2009	2/24/2012	1,296		0	256	361	0	0	0	361
64	64	64	64	462827606	462827606	64	2/17/2009	2/24/2012	2,169		0	1,209	87	0	0	0	87
65	65	65	65	462827606	462827606	65	8/17/2011	1/12/2012	2,169		0	2,284	115	0	0	0	115
66	66	66	66	462827606	462827606	66	8/17/2011	9/11/2012	1,236		0	1,301	65	0	0	0	65
67	67	67	67	462827606	462827606	67	8/17/2011	2/24/2012	2,519		0	2,517	2	0	0	0	2
68	68	68	68	462827606	462827606	68	2/24/2012	9/11/2012	2,519		0	2,517	2	0	0	0	2
69	69	69	69	462827606	462827606	69	2/24/2012	9/11/2012	2,519		0	2,517	2	0	0	0	2
70	70	70	70	462827606	462827606	70	2/24/2012	9/11/2012	2,519		0	2,517	2	0	0	0	2
71	71	71	71	462827606	462827606	71	2/24/2012	9/11/2012	1,746		0	1,280	466	0	0	0	466
72	72	72	72	462827606	462827606	72	2/17/2009	7/27/2012	70		0	56	14	0	0	0	14
73	73	73	73	462827606	462827606	73	2/17/2009	2/24/2012	1,153		0	1,154	1	0	0	0	1
74	74	74	74	462827606	462827606	74	2/17/2009	2/24/2012	462		0	361	328	0	0	0	328
75	75	75	75	462827606	462827606	75	7/27/2012	9/11/2012	688		0	632	56	0	0	0	56
76	76	76	76	462827606	462827606	76	7/27/2012	2/24/2012	632		0	573	59	0	0	0	59
77	77	77	77	462827606	462827606	77	1/14/2011	2/24/2012	257		0	138	119	0	0	0	119
78	78	78	78	462827606	462827606	78	2/17/2009	7/27/2012	1,788		0	983	805	0	0	0	805

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	339
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	339