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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BROWNING KIMBALL FOUNDATION C/O FOUNDATION MANAGEMENT INC.		A Employer identification number 94-2766079
Number and street (or P.O. box number if mail is not delivered to street address) 2932 N.W. 122ND ST.	Room/suite D	B Telephone number 405-755-5571
City or town, state, and ZIP code OKLAHOMA CITY, OK 73120		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,363,704.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		448,631.	448,631.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		676,445.			
b Gross sales price for all assets on line 6a		5,556,399.			
7 Capital gain net income (from Part IV, line 2)			676,445.		
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)					
11 Other income		5,875.	5,875.		STATEMENT 2
12 Total. Add lines 1 through 11		1,130,951.	1,130,951.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		5,780.	0.		5,780.
15 Pension plans, employee benefits					
16a Legal fees STMT 3		2,577.	2,577.		0.
b Accounting fees STMT 4		13,815.	13,815.		0.
c Other professional fees STMT 5		101,110.	101,110.		0.
17 Interest					
18 Taxes STMT 6		10,770.	0.		853.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,740.	2,740.		0.
22 Printing and publications					
23 Other expenses STMT 7		20,254.	19,478.		776.
24 Total operating and administrative expenses. Add lines 13 through 23		157,046.	139,720.		7,409.
25 Contributions, gifts, grants paid		725,778.			725,778.
26 Total expenses and disbursements. Add lines 24 and 25		882,824.	139,720.		733,187.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		248,127.			
b Net investment income (if negative, enter -0-)			991,231.		
c Adjusted net income (if negative, enter -0-)				N/A	

6/1/22

SCANNED MAY 30 2013

**BROWNING KIMBALL FOUNDATION
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	255,199.	565,339.	565,339.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	9,389,564.	10,153,841.	11,786,800.
	c Investments - corporate bonds STMT 10	5,602,532.	4,771,159.	4,997,042.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ PREPAID EXCISE TAX)		9,440.	14,523.	14,523.
16 Total assets (to be completed by all filers)		15,256,735.	15,504,862.	17,363,704.
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				
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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,256,735.	15,504,862.	STATEMENT 8
30 Total net assets or fund balances	15,256,735.	15,504,862.		
31 Total liabilities and net assets/fund balances	15,256,735.	15,504,862.		

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)	15,256,735.
2 Enter amount from Part I, line 27a	248,127.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	15,504,862.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	15,504,862.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,556,399.		4,879,954.	676,445.

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

(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			
b			
c			
d			
e			676,445.

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	676,445.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2011	927,135.	16,514,417.	.056141
2010	508,000.	15,416,136.	.032952
2009	688,000.	13,806,871.	.049830
2008	888,310.	15,865,899.	.055989
2007	809,060.	16,645,609.	.048605

2 Total of line 1, column (d)	2	.243517
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	.048703
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,478,058.
5 Multiply line 4 by line 3	5	802,531.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,912.
7 Add lines 5 and 6	7	812,443.
8 Enter qualifying distributions from Part XII, line 4	8	733,187.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	19,825.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	19,825.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	19,825.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,523.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,222.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,745.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,920.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 9,920. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.	Yes	No
1b		X
c Did the foundation file Form 1120-POL for this year?	Yes	No
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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.	Yes	No
2		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	Yes	No
3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	Yes	No
5		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?	Yes	No
6	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.	Yes	No
7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NONE		
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	Yes	No
8b		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	Yes	No
9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X

N/A

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FOUNDATION MANAGEMENT INC.</u> Telephone no. ► <u>405-755-5571</u> Located at ► <u>2932 N.W. 122ND ST, SUITE D, OKLAHOMA CITY, OK</u> ZIP+4 ► <u>73120</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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?	☐ 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 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.)	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b	
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? If "Yes," list the years ►	☐ Yes ☒ No		
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.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation 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 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.)	N/A	3b	
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

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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)? ☐ 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)?

N/A

5b

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
BARBARA COWAN P.O. BOX 2607 HAVRE, MT 59501	DIRECTOR 0.00	0.	0.	0.
LISA COWAN P.O. BOX 2607 HAVRE, MT 59501	DIRECTOR 0.00	0.	0.	0.
WILLIAM COWAN P.O. BOX 2607 HAVRE, MT 59501	DIRECTOR 0.00	0.	0.	0.
WILLIAM B. COWAN P.O. BOX 2607 HAVRE, MT 59501	PRESIDENT 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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

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	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

BROWNING KIMBALL FOUNDATION
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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	16,722,638.
b	Average of monthly cash balances	1b	6,355.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,728,993.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,728,993.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	250,935.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,478,058.
6	Minimum investment return. Enter 5% of line 5	6	823,903.

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	823,903.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,825.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,825.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	804,078.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	804,078.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	804,078.

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	733,187.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	733,187.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	733,187.

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				804,078.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	26,499.			
f Total of lines 3a through e	26,499.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 733,187.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				733,187.
e Remaining amount distributed out of corpus	0.			
f Total of lines 4a through 4e	26,499.			26,499.
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	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				44,392.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

- 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(i)(3)(B)(i)**

- b "Endowment" alternative test** - enter 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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

1 Information Regarding Foundation Managers:

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

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

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

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

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

KARI KOSTER, REPRESENTATIVE, 405-755-5571
2932 N.W. 122ND STREET, SUITE D, OKLAHOMA CITY, OK 73120

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

APPLICATION PACKAGE CONTAINS ALL REQUIREMENTS

- c Any submission deadlines:**

N/A

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

N/A

**BROWNING KIMBALL FOUNDATION
C/O FOUNDATION MANAGEMENT INC.**

Form 990-PF (2012)

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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 Paid during the year				
AMERICAN LUNG ASSOCIATION 2625 THIRD AVENUE SEATTLE, WA 98121	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	3,000.
AMERICAN NATIONAL CATTLE WOMEN 9110 E NICHOLS AVE CENTENNIAL, CO 80112	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	17,500.
ANGEL FLIGHT WEST 3161 DONALD DOUGLAS LOOP SOUTH SANTA MONICA, CA 90405	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
BLAINE COUNTY MUSEUM 501 INDIANA AVENUE CHINOOK, MT 59523	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
BLAINE COUNTY WILDLIFE MUSEUM 417 INDIANA AVENUE CHINOOK, MT 59523	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	8,000.
Total	SEE CONTINUATION SHEET(S)			725,778.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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

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 foundation's exempt purposes (other than by providing funds for such purposes).
----------------------	---

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

5-19-13
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?

☒ Yes ☐ No

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARY KAY GRIFFIN

Preparer's signature

Mary Kay Zuffr

Date _____

5.16.13

Check ☐ if self-employed

PTIN

P00185675

Firm's name ▶ CBIZ MHM, LLC

Firm's EIN ► 34-1878512

Firm's address ▶ 175 S WEST TEMPLE, STE 650
SALT LAKE CITY, UT 84101

Phone no. 801-364-9300

**BROWNING KIMBALL FOUNDATION
C/O FOUNDATION MANAGEMENT INC.**

94-2766079

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	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
BLAINE I INC PO BOX 1503 CHINOOK, MT 59523	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	20,000.
BOYS & GIRLS CLUB 600 BRIDGER DRIVE BOZEMAN, MT 59715	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	12,500.
BOYS & GIRLS HI-LINE PO BOX 68 HAVRE, MT 59501	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	8,578.
CAS-CAN 325 2 AVE N. GREAT FALLS, MT 59401	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	3,700.
CENTER FOR MENTAL HEALTH FDN PO BOX 1653 GREAT FALLS, MT 59403	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	20,000.
CENTER FOR MUSIC 3254 19TH STREET SAN FRANCISCO, CA 94110	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
CM RUSSELL MUSEUM GEN O 400 13TH STREET NORTH GREAT FALLS, MT 59401	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	30,000.
CROSSROADS URBAN CENTERS 347 S 400 E SALT LAKE CITY, MT 84111	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	3,000.
DREAM 1528 CHAPALA STREET, SUITE 304 SANTA BARBARA, CA 93101	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
EAGLE MOUNT PO BOX 2983 GREAT FALLS, MT 59403	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	50,000.
Total from continuation sheets				687,278.

**BROWNING KIMBALL FOUNDATION
C/O FOUNDATION MANAGEMENT INC.**

94-2766079

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
FLORENCE CRITTENTON 715 WEST MARIPOSA STREET PHOENIX, AZ 85013	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
GREAT FALLS RESCUE MISSION 317 2ND AVE S GREAT FALLS, MT 59401	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	10,000.
GREAT FALLS SENIOR CENTER 1004 CENTRAL AVE GREAT FALLS, MT 59405	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	2,500.
HOPE THROUGH HEALTH PO BOX 605 MEDWAY, MA 02053	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	20,000.
INTERVARSITY CHRISTIAN 2629 GARLAND DR MISSOULA, MT 59803	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	17,000.
LEWIS & CLARK PO BOX 1864 HELENA, MT 59403	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	4,000.
MENTAL HEALTH AMERICA OF MONTANA 205 HAGGERTY LN #190 BOZEMAN, MT 59715	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	40,000.
MT METH PROJECT P.O. BOX 8944 MISSOULA, MT 59807	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	100,000.
OAK HALL EPISCOPAL SCHOOL 2815 MOUNT WASHINGTON ROAD ARDMORE, OK 73401	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	34,500.
PARIS GIBSON SQUARE 1400 1ST AVENUE NORTH GREAT FALLS, MT 59401	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
Total from continuation sheets				

**BROWNING KIMBALL FOUNDATION
C/O FOUNDATION MANAGEMENT INC.**

94-2766079

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
PEACEMAKER MINISTRIES PO BOX 81130 BILLINGS, MT 59108	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
SCOTTISH RITE CHILDHOOD 4202 HERMITAGE ROAD RICHMOND, VA 23227	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	140,000.
TAMARACK GRIEF CENTER 336 WEST SPRUCE STREET MISSOULA, MT 59802	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	5,000.
UNION STATION FOUNDATION PO BOX 9936 OGDEN, UT 84409	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	11,500.
YOUR COMMUNITY CONNECTION 2261 ADAMS AV OGDEN, UT 84409	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	25,000.
YOUTH IMPACT 2305 GRANT AV OGDEN, UT 84401	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	40,000.
CLACK MEMORIAL MUSEUM FOUNDATION 1753 US HIGHWAY 2 NW SPACE 1 HARVE, MT 59501-3464	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	30,000.
MSU NORTHERN FOUNDATION P.O. BOX 1691 HARVE, MT 59501	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	25,000.
ERIK'S RANCH 1627 WEST MAIN ST. #340 BOZEMAN, MT 59715	NONE/CHARITABLE ORGANIZATION		TO SUPPORT CHARITABLE PURPOSE	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DA DAVIDSON ACCRUED INTEREST	-16,113.	0.	-16,113.
DA DAVIDSON DIVIDENDS	277,463.	0.	277,463.
DA DAVIDSON INTEREST	187,281.	0.	187,281.
TOTAL TO FM 990-PF, PART I, LN 4	448,631.	0.	448,631.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	275.	275.	
FEDERAL TAX REFUND	57.	57.	
NONDIVIDEND DISTRIBUTIONS	5,543.	5,543.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,875.	5,875.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,577.	2,577.		0.
TO FM 990-PF, PG 1, LN 16A	2,577.	2,577.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,815.	13,815.		0.
TO FORM 990-PF, PG 1, LN 16B	13,815.	13,815.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	101,110.	101,110.		0.
TO FORM 990-PF, PG 1, LN 16C	101,110.	101,110.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	9,917.	0.		0.
PAYROLL TAXES	853.	0.		853.
TO FORM 990-PF, PG 1, LN 18	10,770.	0.		853.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	5.	5.		0.
MISCELLANEOUS	12,465.	12,465.		0.
FOREIGN TAXES PAID	2,732.	2,732.		0.
OFFICE EXPENSE	2,097.	2,097.		0.
PAYROLL EXPENSE	776.	0.		776.
OTHER DEDUCTIONS	2,179.	2,179.		0.
TO FORM 990-PF, PG 1, LN 23	20,254.	19,478.		776.

FORM 990-PF	OTHER FUNDS	STATEMENT	8
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	15,256,735.	15,504,862.
TOTAL TO FORM 990-PF, PART II, LINE 29	15,256,735.	15,504,862.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SM/MID CAP VAL FUND	1,176,899.	1,166,125.
EQUITY INCOME FUND	7,545,805.	9,292,762.
FOREIGN STOCK FUND	1,431,137.	1,327,913.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,153,841.	11,786,800.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS	3,581,426.	3,796,410.
CORP BONDS	1,189,733.	1,200,632.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,771,159.	4,997,042.

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	DAVIDSON #1159		VARIOUS	VARIOUS
b	DAVIDSON #1159		VARIOUS	VARIOUS
c	DAVIDSON #9092		VARIOUS	VARIOUS
d	DAVIDSON #9092		VARIOUS	VARIOUS
e	DAVIDSON #9092		VARIOUS	VARIOUS
f	DAVIDSON #9110		VARIOUS	VARIOUS
g	DAVIDSON #9110		VARIOUS	VARIOUS
h	DAVIDSON #8550		VARIOUS	VARIOUS
i	DAVIDSON #8550		VARIOUS	VARIOUS
j	DAVIDSON #8550		VARIOUS	VARIOUS
k	MEDCO HEALTH SOLUTIONS		VARIOUS	VARIOUS
l	COOPER INDUSTRIES		VARIOUS	VARIOUS
m	ENSCO PLC		VARIOUS	VARIOUS
n	CAPITAL GAINS DIVIDENDS		VARIOUS	VARIOUS
o	OTHER GAINS		VARIOUS	VARIOUS

	(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	6,818.		6,799.	19.
b	66,570.		67,306.	-736.
c	156,610.		121,689.	34,921.
d	98,766.		99,817.	-1,051.
e	226,067.		192,815.	33,252.
f	167,741.		168,160.	-419.
g	3,098,793.		2,921,896.	176,897.
h	149,117.		216,504.	-67,387.
i	97,019.		116,160.	-19,141.
j	1,127,315.		848,949.	278,366.
k	190,186.		119,133.	71,053.
l	106,388.			106,388.
m	61,037.			61,037.
n	3,972.			3,972.
o			726.	-726.

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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19.
b			-736.
c			34,921.
d			-1,051.
e			33,252.
f			-419.
g			176,897.
h			-67,387.
i			-19,141.
j			278,366.
k			71,053.
l			106,388.
m			61,037.
n			3,972.
o			-726.

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	676,445.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. BROWNING KIMBALL FOUNDATION C/O FOUNDATION MANAGEMENT INC.	Employer identification number (EIN) or 94-2766079
	Number, street, and room or suite no. If a P.O. box, see instructions. 2932 N.W. 122ND ST., NO. D	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OKLAHOMA CITY, OK 73120	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FOUNDATION MANAGEMENT INC.

- The books are in the care of ► **2932 N.W. 122ND ST, SUITE D - OKLAHOMA CITY, OK 73120**

Telephone No. ► **405-755-5571**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 19,825.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 14,523.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 5,302.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form 8868 (Rev. 1-2013)