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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation: KIMBELL ART FOUNDATION. A Employer identification number: 75-6036226. B Telephone number: (817) 336-6100. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,382,583,028. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with totals for excess revenue and net investment income.

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	2,973,614	4,894,971	4,894,971	
	2 Savings and temporary cash investments	3,504,146	4,751,279	4,751,279	
	3 Accounts receivable ▶ <u>5,561,820</u>				
	Less allowance for doubtful accounts ▶ _____	16,708,884	5,561,820	5,561,820	
	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	604,424	945,307	945,307	
	9 Prepaid expenses and deferred charges	137,842	167,216	167,216	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	116,848,665	93,167,436	124,707,290	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ <u>114,307</u>				
Less accumulated depreciation (attach schedule) ▶ <u>89,565</u>	27,250	24,742	25,000		
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	106,543,022	131,277,016	323,086,046		
14 Land, buildings, and equipment basis ▶ <u>161,996,677</u>					
Less accumulated depreciation (attach schedule) ▶ <u>9,978,632</u>	112,193,543	152,018,045	238,095,000		
15 Other assets (describe ▶ _____)	294,015,794	296,574,423	1,680,349,099		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	653,557,184	689,382,255	2,382,583,028		
Liabilities	17 Accounts payable and accrued expenses	61,938	392,081		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)		25,300,000		
	22 Other liabilities (describe ▶ _____)	60,800,000	60,800,000		
23 Total liabilities (add lines 17 through 22)	60,861,938	86,492,081			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	592,068,514	602,249,754		
	25 Temporarily restricted	226,732	240,420		
	26 Permanently restricted	400,000	400,000		
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	592,695,246	602,890,174			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	653,557,184	689,382,255			

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	592,695,246
2	Enter amount from Part I, line 27a	2	10,194,928
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	602,890,174
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	602,890,174

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,800,481
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	603,733

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	62,581,414	420,048,826	0.148986
2011	67,030,513	425,056,948	0.157698
2010	32,542,136	421,725,874	0.077164
2009	26,032,353	362,728,441	0.071768
2008	22,774,680	415,676,025	0.054789
2	Total of line 1, column (d).		2 0.510405
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 0.102081
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 434,588,117
5	Multiply line 4 by line 3.		5 44,363,190
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 290,200
7	Add lines 5 and 6.		7 44,653,390
8	Enter qualifying distributions from Part XII, line 4.		8 66,936,598

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	290,200
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	290,200
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	290,200
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	314,085
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	125,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	439,085
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	148,885
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 148,885 Refunded <input checked="" type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX _____		
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? <i>If "No," attach explanation .</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.KIMBELLART.ORG	13	Yes	
14	The books are in care of BRENDA A CLINE Telephone no (817) 336-6100 Located at 301 COMMERCE STE 2300 FORT WORTH TX ZIP +4 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, 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 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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
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 2013?	1c	No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2013?	4b	No

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)? **5b** Yes No
Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(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
ERIC M LEE SEE STMT 18 301 COMMERCE ST STE 2300 FORT WORTH, TX 76102	MUSEUM DIRECTOR 35 00	563,000	45,649	8,847
GEORGE TM SHACKELFORD SEE STMT 18 301 COMMERCE ST STE 2300 FORT WORTH, TX 76102	DEPUTY DIRECTOR 35 00	322,300	25,873	0
CLAIRE M BARRY 301 COMMERCE ST STE 2300 FORT WORTH, TX 76102	DIRECTOR OF CONSERVA 35 00	207,000	19,908	0
LARRY D EUBANK 301 COMMERCE ST STE 2300 FORT WORTH, TX 76102	OPERATIONS MANAGER 35 00	148,500	14,227	0
MARK K RICH 301 COMMERCE ST STE 2300 FORT WORTH, TX 76102	DIRECTOR OF INVESTME 35 00	135,000	22,077	0
Total number of other employees paid over \$50,000.				28

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE BECK GROUP 810 HEMPHILL STREET FORT WORTH, TX 76104	CONSTRUCTION MANAGEMENT	30,904,675
PARATUS GROUP II INC 568 BROADWAY SUITE 602 NEW YORK, NY 10012	PROJECT MANAGEMENT	621,921
KENDALLHEATON ASSOCIATES INC 3050 POST OAK BOULEVARD HOUSTON, TX 77056	ARCHITECTURAL	602,881
RENZO PIANO BUILDING WORKSHOP VIA DELLE FABBRICHE 33 GENOVA IT	ARCHITECTURAL	493,231
BRETT TAYLOR ROYALTY TRUST PO BOX 9 ALEDO, TX 76008	OIL & GAS CONSULTING	423,905
Total number of others receiving over \$50,000 for professional services.		27

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE KIMBELL ART FOUNDATION'S DIRECT CHARITABLE ACTIVITY IS ITS OWNERSHIP AND OPERATION OF THE KIMBELL ART MUSEUM, LOCATED AT 3333 CAMP BOWIE BOULEVARD, FORT WORTH, TEXAS	68,229,729
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 N/A	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	97,752,792
b	Average of monthly cash balances.	1b	4,320,683
c	Fair market value of all other assets (see instructions).	1c	339,132,735
d	Total (add lines 1a, b, and c).	1d	441,206,210
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	441,206,210
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,618,093
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	434,588,117
6	Minimum investment return. Enter 5% of line 5.	6	21,729,406

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

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	23,533,414
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	43,403,184
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	66,936,598
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	290,200
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	66,646,398

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____				
a Applied to 2012, 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 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. 1972-03-31

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	21,729,406	21,002,441	21,252,847	21,086,294	85,070,988
b 85% of line 2a	18,469,995	17,852,075	18,064,920	17,923,350	72,310,340
c Qualifying distributions from Part XII, line 4 for each year listed	66,936,598	62,919,714	67,373,445	32,968,940	230,198,697
d Amounts included in line 2c not used directly for active conduct of exempt activities	126,948	83,500	79,500	82,500	372,448
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	66,809,650	62,836,214	67,293,945	32,886,440	229,826,249
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.	14,486,271	14,001,627	14,168,565	14,057,529	56,713,992
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

- a** The name, address, and telephone number of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 126,948
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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

(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)
DODGE & COX		2013-01-01	2013-12-31
LUTHER KING CAPITAL MANAGEMENT		2013-01-01	2013-12-31
LOOMIS, SAYLES & COMPANY, LP		2013-01-01	2013-12-31
J P MORGAN SECURITIES LLC		2013-01-01	2013-12-31
DEFERRED COMPENSATION ASSETS - TIAA CREF		2013-01-01	2013-12-31
DEFERRED COMPENSATION ASSETS - DREYFUS		2013-01-01	2013-12-31
FIDELITY INVESTMENTS (CONSERVATION ENDOWMENT)		2013-01-01	2013-12-31
DODGE & COX		2012-01-01	2013-12-31
LUTHER KING CAPITAL MANAGEMENT		2012-01-01	2013-12-31
LOOMIS, SAYLES & COMPANY, LP		2012-01-01	2013-12-31
J P MORGAN SECURITIES LLC		2012-01-01	2013-12-31
NORTHERN TRUST SECURITIES, INC		2012-01-01	2013-12-31
DEFERRED COMPENSATION ASSETS - TIAA CREF		2012-01-01	2013-12-31
DEFERRED COMPENSATION ASSETS - DREYFUS		2012-01-01	2013-12-31
FIDELITY INVESTMENTS (CONSERVATION ENDOWMENT)		2012-01-01	2013-12-31
AMERICAN BEACON ADVISORS, INC		2013-01-01	2013-12-31
MANNING & NAPIER ADVISORS, LLC		2013-01-01	2013-12-31
AMERICAN BEACON ADVISORS, INC		2012-01-01	2013-12-31
MANNING & NAPIER ADVISORS, LLC		2012-01-01	2013-12-31
HAYMAN CAPITAL OFFSHORE PARTNERS, LP		2012-01-01	2013-12-31
H OFFSHORE FUND, LTD		2012-01-01	2013-12-31
CORRIENTE CHINA OPPORTUNITY OFFSHORE PARTNERS, LP		2012-01-01	2013-12-31
EUROPEAN DIVERGENCE OFFSHORE PARTNERS II, LP		2012-01-01	2013-12-31
AMERICAN PRIVATE EQUITY PARTNERS II, LP	P	2013-01-01	2013-12-31
AMERICAN PRIVATE EQUITY PARTNERS II, LP	P	2012-01-01	2013-12-31
AMERICAN PRIVATE EQUITY PARTNERS, LP	P	2013-01-01	2013-12-31
AMERICAN PRIVATE EQUITY PARTNERS, LP	P	2012-01-01	2013-12-31
BRANDES EMERGING MARKETS EQUITY II PORTFOLIO	P	2013-01-01	2013-12-31
BRANDES EMERGING MARKETS EQUITY II PORTFOLIO	P	2012-01-01	2013-12-31
BRAVO EQUITY PARTNERS II, LP	P	2013-01-01	2013-12-31

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

(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)
BRAVO EQUITY PARTNERS II, LP	P	2012-01-01	2013-12-31
CHASE CAPITAL PARTNERS PRIVATE EQUITY FUND OF FUNDS II, LTD	P	2013-01-01	2013-12-31
CHASE CAPITAL PARTNERS PRIVATE EQUITY FUND OF FUNDS II, LTD	P	2012-01-01	2013-12-31
COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP	P	2013-01-01	2013-12-31
COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP	P	2012-01-01	2013-12-31
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI, LP	P	2013-01-01	2013-12-31
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI, LP	P	2012-01-01	2013-12-31
CONGRUENT CREDIT OPPORTUNITIES FUND II, LP	P	2013-01-01	2013-12-31
CONGRUENT CREDIT OPPORTUNITIES FUND II, LP	P	2012-01-01	2013-12-31
COTTON CREEK CAPITAL PARTNERS, LTD	P	2012-01-01	2013-12-31
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP	P	2012-01-01	2013-12-31
MURPHREE VENTURE PARTNERS VI, LP	P	2012-01-01	2013-12-31
OAK HILL CAPITAL PARTNERS III (AIV I), LP	P	2012-01-01	2013-12-31
PNL INSTITUTIONAL PARTNERS, L P	P	2012-01-01	2013-12-31
PTV SCIENCES II, LP	P	2012-01-01	2013-12-31
THE RCP GRADUATE FUND, LP	P	2013-01-01	2013-12-31
THE RCP GRADUATE FUND, LP	P	2012-01-01	2013-12-31
SVB STRATEGIC INVESTORS FUND III, LP	P	2013-01-01	2013-12-31
SVB STRATEGIC INVESTORS FUND III, LP	P	2012-01-01	2013-12-31
SVB STRATEGIC INVESTORS FUND IV, LP	P	2013-01-01	2013-12-31
SVB STRATEGIC INVESTORS FUND IV, LP	P	2012-01-01	2013-12-31
TPG ENDOWMENT FUND V, LP	P	2012-01-01	2013-12-31
TPG BLUEGRASS V-AIV I, LP	P	2012-01-01	2013-12-31
TPG ENDOWMENT FUND VI, LP	P	2013-01-01	2013-12-31
TPG ENDOWMENT FUND VI, LP	P	2012-01-01	2013-12-31
VSS COMMUNICATIONS PARALLEL PARTNERS IV, LP	P	2012-01-01	2013-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,900,000		9,054,586	845,414
4,302,954		4,745,126	-442,172
482,505		405,186	77,319
26,636		27,118	-482
61,440		56,495	4,945
558		512	46
2,612			2,612
5,389			5,389
11,096,878		7,252,705	3,844,173
1,830,277		1,441,708	388,569
614			614
1,291,114		541,603	749,511
580,624		451,148	129,476
30,573		25,677	4,896
35,368			35,368
405,849		400,110	5,739
64,208			64,208
5,294,151		4,773,081	521,070
1,376,463		904,576	471,887
1,000,000		1,000,000	0
2,000,000		956,688	1,043,312
544,291		2,000,000	-1,455,709
888,732		2,000,000	-1,111,268
		31,200	-31,200
145,530			145,530
1			1
19,702			19,702
34,004			34,004
319,945			319,945
		1,762	-1,762

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		13,264	-13,264
2,012			2,012
191,586			191,586
1,085			1,085
96,553			96,553
		351	-351
95,992			95,992
4,830			4,830
50,003			50,003
		70,665	-70,665
		1,555	-1,555
2,900			2,900
405,781			405,781
36,586			36,586
439,851			439,851
		1,059	-1,059
125,982			125,982
28,211			28,211
367,082			367,082
10,267			10,267
84,617			84,617
146,758			146,758
79,014			79,014
66			66
38,841			38,841
8,221			8,221

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			845,414
			-442,172
			77,319
			-482
			4,945
			46
			2,612
			5,389
			3,844,173
			388,569
			614
			749,511
			129,476
			4,896
			35,368
			5,739
			64,208
			521,070
			471,887
			0
			1,043,312
			-1,455,709
			-1,111,268
			-31,200
			145,530
			1
			19,702
			34,004
			319,945
			-1,762

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-13,264
			2,012
			191,586
			1,085
			96,553
			-351
			95,992
			4,830
			50,003
			-70,665
			-1,555
			2,900
			405,781
			36,586
			439,851
			-1,059
			125,982
			28,211
			367,082
			10,267
			84,617
			146,758
			79,014
			66
			38,841
			8,221

Form 990PF Part VIII Line 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
MRS BEN J FORTSON 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR, PRESIDENT & CEO 15 00	0	0	0
MR BEN J FORTSON 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR, VICE- PRESIDENT 10 00	0	0	0
MR BEN J FORTSON III 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR, VICE- PRESIDENT 1 00	0	0	0
MRS WILLIAM K BURTON 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
MRS GLENN M DARDEN 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
MS KAREN FORTSON DAVIS 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
MR EDWARD R HUDSON JR 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
MRS JOHN L MARION 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
MRS LISA K ALCORN 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
MRS MITCHELL S WYNNE 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
BRENDA A CLINE 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	EXEC VP, CFO, SECR /TREAS 35 00	416,950	38,346	13,045
BRENDA A CLINE DEFCOMP-STMT 18 301 COMMERCE STREET SUITE 2300 FORT WORTH, TX 76102	EXEC VP, CFO, SECR /TREAS 35 00	676,783	0	0
SUSAN R DRAKE 3333 CAMP BOWIE BLVD FORT WORTH, TX 76107	ASST SECR /TREAS , DEP DIR FINA/ADM 35 00	230,000	27,901	3,772

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FORT WORTH SYMPHONY ORCHESTRA 330 E 4TH STREET SUITE 200 FORT WORTH, TX 76102	NONE	PUBLIC	OPERATIONS	2,000
TEXAS CHRISTIAN UNIVERSITY 2800 S UNIVERSITY DRIVE FORT WORTH, TX 76129	NONE	PUBLIC	ENDOWMENT	37,000
TEXAS CHRISTIAN UNIVERSITY 2800 S UNIVERSITY DRIVE FORT WORTH, TX 76129	NONE	PUBLIC	OPERATIONS	8,000
TEXAS CULTURAL TRUST 823 CONGRESS AVE AUSTIN, TX 78701	NONE	PUBLIC	OPERATIONS	40,448
THE ARCHITECTURAL LEAGUE OF NEW YORK 594 BROADWAY SUITE 607 NEW YORK, NY 10012	NONE	PUBLIC	OPERATIONS	8,000
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION AUSTIN, TX 78712	NONE	PUBLIC	OPERATIONS	30,000
VAN CLIBURN FOUNDATION 2525 RIDGMAR BLVD 307 FORT WORTH, TX 76116	NONE	PUBLIC	OPERATIONS	1,500
Total			3a	126,948

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a MEMBERSHIP REVENUE					2,497,552
b SPECIAL PROGRAMS AND PROJECTS					558,197
c CONSERVATION REVENUE					171,406
d OIL & GAS ROYALTIES			15	22,773,157	
e NET PROFIT INTEREST ROYALTIES			15	3,168,647	
f OTHER EXEMPT REVENUE					30,696
g OTHER INCOME			18	79	
h PASSTHROUGH FROM PARTNERSHIP INVESTMENTS	523000	-445,175	14	2,188,371	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2013

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

Department of the Treasury
Internal Revenue Service

Name of the organization
KIMBELL ART FOUNDATION

Employer identification number
75-6036226

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization
KIMBELL ART FOUNDATION

Employer identification number
75-6036226

Part I Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	See Additional Data Table _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization
KIMBELL ART FOUNDATION

Employer identification number
75-6036226

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	STOCK	\$ 20,091	2013-07-25
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

Name of organization
KIMBELL ART FOUNDATION

Employer identification number
75-6036226

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

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

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

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

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

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

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

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

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

Additional Data

Software ID:
Software Version:
EIN: 75-6036226
Name: KIMBELL ART FOUNDATION

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>AMON G CARTER FOUNDATION</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>1,000,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
2	<u>MICHAEL D ANDERECK</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
3	<u>ARDON AND IRIS MOORE FOUNDATION</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>10,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
4	<u>ANNE H BASS</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>25,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
5	<u>CORNELIA AND JIM BLAKE</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>20,091</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
6	<u>LOU ANN BLAYLOCK</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
7	<u>ELLIOT AND KAY CATTARULLA</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>10,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
8	<u>BRENDA AND CHAD CLINE</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>25,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
9	<u>COMMUNITY FOUNDATION OF NORTH TEXAS</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>26,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
10	<u>THE DALLAS FOUNDATION</u> <u>301 COMMERCE STREET STE 2300</u> <u>FORT WORTH, TX76102</u> 	\$ <u>10,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11	JUANA ROSA AND RON DANIELL 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
12	KIM AND GLENN DARDEN 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
13	LUCY DARDEN 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
14	MR AND MRS WILLIAM S DAVIS 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
15	VIRGINIA CLAY DORMAN 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
16	EAST TEXAS COMMUNITIES FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
17	FIDELITY CHARITABLE GIFT FUND 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 151,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
18	BEN FORTSON III 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
19	SHIRLEE J AND TAYLOR GANDY 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
20	MR AND MRS GAVIN R GARRETT 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
21	JOHN C AND CAMI C GOFF 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
22	MR AND MRS ROBERT C GRABLE 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
23	MARK AND ADELE HART 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
24	SHANNON AND MARK L HART III 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
25	CAROL HAVENER 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
26	GARY AND JUDY HAVENER 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
27	HC BECK LTD 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
28	JILL AND CHARLES FISCHER FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
29	JPMORGAN CHASE BANK NA 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 248,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
30	ROBERT T KEELEY 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	DEE AND JANICE KELLY 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
32	JULIE AND SCOTT KLEBERG 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
33	ROSE ANN KORNFELD 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
34	JANEEN AND BILL LAMKIN 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
35	LEO POTISHMAN FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
36	MR LOWE 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
37	THE LOWE FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
38	LUTHER AND TERESA KING FAMILY FOUND 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
39	LUTHER KING CAPITAL MANAGEMENT 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
40	ANNE AND JOHN MARION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
41	TOM AND CHARLENE MARSH 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
42	MARY POTISHMAN LARD TRUST 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
43	BERLENE T AND JARRELL R MILBURN 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
44	WA MONCRIEF JR 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
45	NESHA AND GEORGE MOREY 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
46	GREG MORSE 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
47	ROBERT MURCHISON 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
48	MR AND MRS R DAVID NEWTON 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
49	NANCY M O'BOYLE 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
50	MR AND MRS PETER O'DONNELL JR 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
51	MR AND MRS ROBERT L PATTON JR 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
52	PHYLLIS R PETERS CHARITABLE LEAD TR 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
53	R DAVID AND SHERRI M JONES FOUNDATI 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
54	THE ROACH FOUNDATION INC 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
55	THE ROBERT S AND JOYCE PATE CAPPER 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
56	MS ELLEN ROESER 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
57	ROSENTHAL 1997 CHARITABLE LEAD TRUS 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
58	BETTY SANDERS 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
59	SUSAN SCHLEGEL 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
60	SID W RICHARDSON FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 1,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	THOMAS M HELEN MCKEE JOHN P RYAN FO 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 205,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
62	GENEVIEVE C WAGNER 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
63	THE WALSH FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
64	THE WALTON FAMILY FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 125,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
65	JOY H AND WALTER L WATKINS 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
66	WILLIAM M FULLER FOUNDATION 301 COMMERCE STREET STE 2300 FORT WORTH, TX76102	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

TY 2013 Accounting Fees Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & AUDITING FEES	91,217	31,498	31,498	59,719

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

TY 2013 Depreciation Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2011-01-01	5,098,500		L		0	0	0	
LAND IMPROVEMENTS	2011-01-01	5,892,115	1,268,412	SL	15 0000000000000	99,191	0	99,191	
MUSEUM BUILDINGS & IMPROVEMENTS	2011-01-01	141,390,530	3,835,903	SL	40 0000000000000	906,518	0	906,518	
FURNITURE AND FIXTURES	2011-01-01	5,993,533	1,691,622	SL	10 0000000000000	118,143	0	118,143	
EQUIPMENT	2011-01-01	1,955,915	1,123,990	SL	10 0000000000000	90,106	0	90,106	
COMPUTER EQUIPMENT	2011-01-01	1,666,084	699,131	SL	5 0000000000000	145,616	0	145,616	
FURNITURE AND FIXTURES	2011-01-01	96,378	80,804	SL	7 0000000000000	318	0	318	
COMPUTER EQUIPMENT	2011-01-01	17,929	6,253	SL	5 0000000000000	2,190	0	2,190	

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
COMPUTERS & SOFTWARE	2012-01	PURCHASED	2013-12		1,461	50,379		0	860	49,778
SHORT-TERM UBI PASSTHROUGH FROM PARTNERSHIPS	2013-01	PURCHASED	2013-12		3			0	3	
LONG-TERM UBI PASSTHROUGH FROM PARTNERSHIPS	2012-01	PURCHASED	2013-12		6,794			0	6,794	

TY 2013 General Explanation Attachment

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Identifier	Return Reference	Explanation
	FORM 990-PF, PART VIII	COMPENSATION THE \$676,783 REPORTED UNDER COMPENSATION FOR BRENDA A CLINE (DEF COMP) REPRESENTS A DEFERRED COMPENSATION PAYOUT EARNED OVER THE PAST 15 YEARS (1999-2013) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION OF THE \$38,346 REPORTED UNDER CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRRED COMPENSATION FOR BRENDA A CLINE, \$6,487 RELATES TO NON-VESTED, NOT PAID DEFERRED COMPENSATION OF THE \$45,649 REPORTED UNDER CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION FOR ERIC M LEE, \$14,150 RELATES TO NON-VESTED, NOT PAID DEFERRED COMPENSATION OF THE \$25,873 REPORTED UNDER CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION FOR GEORGE T M SHACKELFORD, \$2,115 RELATES TO NON-VESTED, NOT PAID DEFERRED COMPENSATION

Identifier	Return Reference	Explanation
SCHEDULE OF CONTRIBUTORS ADDRESSES	SCHEDULE B	THE ADDRESS LISTED FOR THE 2013 CONTRIBUTORS IS THE KIMBELL ART FOUNDATION ADDRESS IF YOU WISH TO INQUIRE ABOUT THE ADDRESS OF AN INDIVIDUAL CONTRIBUTOR PLEASE CONTACT THE KIMBELL ART FOUNDATION AT 817-336-6100

**TY 2013 Investments Corporate
Stock Schedule****Name:** KIMBELL ART FOUNDATION**EIN:** 75-6036226

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN BEACON ADVISORS, INC.	10,012,319	13,738,620
J.P. MORGAN SECURITIES LLC	0	0
DODGE & COX	14,748,204	20,257,122
MANNING & NAPIER ADVISORS, LLC	9,828,049	11,217,464
LUTHER KING CAPITAL MANAGEMENT	13,182,049	20,603,516
FIDELITY INVESTMENTS (CONSERVATION ENDOWMENT)	623,550	761,954
CORRIENTE ADVISORS, LLC	0	0
H OFFSHORE FUND, LTD	3,407,869	7,124,150
OVERSEAS CAP PARTNERS, INC.	15,000,000	18,046,505
ONE WILLIAM STREET CAPITAL OFFSHORE FUND, LTD	5,000,000	5,973,377
DOUBLE BLACK DIAMOND, LTD	10,000,000	11,540,757
LOOMIS, SAYLES & COMPANY, LP	9,413,197	12,950,866
YOST OFFSHORE FUND, LTD	1,952,199	2,492,959

TY 2013 Investments - Land Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND FIXTURES	96,378	81,122	15,256	15,000
COMPUTER EQUIPMENT	17,929	8,443	9,486	10,000

TY 2013 Investments - Other Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL INTERESTS - ROYALTIES	AT COST	65,611,134	223,000,000
NET PROFITS INTEREST - ROYALTIES	AT COST	526,065	24,000,000
PARTNERSHIP INTERESTS	AT COST	65,062,537	75,984,049
DEFERRED COMPENSATION ASSETS	AT COST	77,280	101,997

TY 2013 Land, Etc. Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	5,098,500	0	5,098,500	7,610,000
LAND IMPROVEMENTS	5,892,115	1,367,603	4,524,512	
MUSEUM BUILDINGS & IMPROVEMENTS	141,390,530	4,742,421	136,648,109	224,738,000
FURNITURE AND FIXTURES	5,993,533	1,809,765	4,183,768	4,184,000
EQUIPMENT	1,955,915	1,214,096	741,819	742,000
COMPUTER EQUIPMENT	1,666,084	844,747	821,337	821,000

TY 2013 Legal Fees Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	105,459	35,197	35,197	70,262

TY 2013 Other Assets Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PAINTINGS	211,252,515	211,256,994	1,474,887,259
SCULPTURES	70,852,012	73,369,490	179,981,000
DRAWINGS & PRINTS	595,276	595,276	5,761,000
CERAMICS, LACQUERS & MOSAICS	6,667,836	6,667,836	11,259,500
LIBRARY	2,310,121	2,346,793	2,346,793
SCROLLS & SCREENS	2,057,487	2,057,487	5,833,000
SEALS	170,000	170,000	170,000
FRAMES	82,447	82,447	82,447
MEMBERSHIPS	28,100	28,100	28,100

TY 2013 Other Expenses Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SPECIAL PROGRAMS AND PROJECTS	7,824,298	0	729,603	7,094,695
MEMBERSHIP EXPENSES	918,528	0	918,528	0
INSURANCE	451,392	0	0	451,392
REPAIRS AND MAINTENANCE	1,335,232	56	56	1,335,176
ADMINISTRATIVE COSTS	496,159	26,312	26,312	469,848
PIANO PAVILION COSTS	1,963,717	0	0	1,963,717

TY 2013 Other Income Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MEMBERSHIP REVENUE	2,497,552		2,497,552
SPECIAL PROGRAMS AND PROJECTS	558,197		558,197
CONSERVATION REVENUE	171,406		171,406
OIL & GAS ROYALTIES	22,773,157	22,773,157	22,773,157
NET PROFIT INTEREST ROYALTIES	3,168,647	3,168,647	3,168,647
OTHER EXEMPT REVENUE	30,696		30,696
OTHER INCOME	79	79	79
PASSTHROUGH FROM PARTNERSHIP INVESTMENTS	1,743,196	2,188,371	1,743,196

TY 2013 Other Liabilities Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Description	Beginning of Year - Book Value	End of Year - Book Value
BONDS PAYABLE	60,800,000	60,800,000

TY 2013 Other Professional Fees Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	550,550	550,550	550,550	0
OTHER FEES	19,160	0	0	19,160

TY 2013 Taxes Schedule

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	582,070	582,070	582,070	0
PRODUCTION TAXES	1,059,826	1,059,826	1,059,826	0
FEDERAL EXCISE TAXES	355,000	0	0	355,000

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

TY 2013 Functional Currency and Exchange Rate QBU Statement

Name: KIMBELL ART FOUNDATION

EIN: 75-6036226

QBU Id	Country of Operation	Functional Currency
USD		0.00000