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Return of Organization Exempt From Income Tax

2008

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

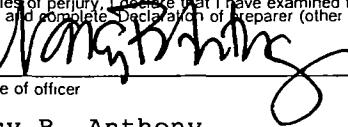
For the 2008 calendar year, or tax year beginning Jul 1, 2008, and ending Jun 30, 2009

| | | | | |
|---|--|---|--|-------------------------------------|
| B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization Kirkpatrick Center Affiliated Fund of OCCF, Inc. | | D Employer Identification Number 73-1353370 | |
| | Number and street (or P O box if mail is not delivered to street addr) | | Room/suite | |
| | P.O. Box 1146 | | | |
| | City, town or country | | State ZIP code + 4 | |
| | Oklahoma City | | OK 73101-1146 | |
| | | | | |
| F Name and address of principal officer Nancy B. Anthony P.O. Box 1146 Oklahoma City OK 73101 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>If No, attach a list (see instructions)</small> | | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | H(c) Group exemption number ► | | |
| J Website: ► None | | | | |
| K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► | | L Year of Formation 1989 | | M State of legal domicile OK |

Part I Summary

| | | | |
|--|--|-------------------------------|-------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities <u>Support the OKC Community Foundation by providing long-term continuing support for the Kirkpatrick Science & Air Space Museum at the Omniplex.</u> | | |
| | 2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 5 | |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 5 | |
| | 5 Total number of employees (Part V, line 2a) | 5 | |
| | 6 Total number of volunteers (estimate if necessary) | 6 5 | |
| 7a Total gross unrelated business revenue from Part VIII, line 12, column (C) | 7a 0. | | |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b 0. | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year 44,922. | Current Year 32,400. |
| | 9 Program service revenue (Part VIII, line 2g) | 2,581,737. | -706,898. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 30,735. | 15,602. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 2,657,394. | -658,896. |
| | 12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 1,290,376. | 1,193,002. |
| | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. | |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0. | | |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 0. | | |
| 16a Professional fundraising fees (Part IX, column (A), line 16) | 8,107. | | |
| b Total fundraising expenses (Part IX, column (D), line 25) ► RECEIVED 18 MAY 19 2010 IRS OGC OGDEN, UT | 8,107. | | |
| 17 Other expenses (Part IX, column (A), lines 17-24) | 246,907. | 214,672. | |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,537,283. | 1,407,674. | |
| 19 Revenue less expenses Subtract line 18 from line 12 | 1,120,111. | -2,066,570. | |
| Expenses | 20 Total assets (Part X, line 16) | Beginning of Year 44,706,130. | End of Year 37,094,307. |
| | 21 Total liabilities (Part X, line 26) | 182,479. | 182,479. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 44,523,651. | 36,911,828. |
| | | | |
| Part II Signature Block | | | |

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 officer) is based on all information of which preparer has any knowledge

| | | | | |
|-----------|---|--|--|--|
| Sign Here |  Signature of officer | |  Date 5-5-10 | |
| | Nancy B. Anthony Type or print name and title | | | |

| | | | | | |
|--------------------------|--|--|------|---|--|
| Paid Preparer's Use Only | Preparer's signature  | | Date | Check if self-employed <input type="checkbox"/> | Preparer's identifying number (see instructions) |
| | Firm's name (or yours if self-employed), address, and ZIP + 4 Kirkpatrick Center Affiliated Fund of OCCF, Inc. P.O. Box 1146 Oklahoma City OK 73101-1146 | | | EIN | |
| | | | | Phone no | |

May the IRS discuss this return with the preparer shown above? (see instructions)

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

TEEA0101 04/23/09 Form 990 (2008)

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Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

Support the OKC Community Foundation
by providing long-term continuing support for the Kirkpatrick Science &
Air Space Museum at the Omniplex.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

 Yes No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

 Yes No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 1,193,002. including grants of \$ 1,193,002.) (Revenue \$ 0.)
Distributions were made to the Kirkpatrick Science & Air Space
Museum at the Omniplex, a 501(c)(3) organization, and to maintain the art
collection belonging to the Kirkpatrick Center Affiliated Fund.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► \$ 1,193,002. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A | 1 X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? | 2 X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I | 3 X | |
| 4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II | 4 X | |
| 5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III | 5 | |
| 6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I | 6 X | |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II | 7 X | |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III | 8 X | |
| 9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV | 9 X | |
| 10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V | 10 X | |
| 11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | 11 X | |
| 12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII | 12 X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E | 13 X | |
| 14a Did the organization maintain an office, employees, or agents outside of the U S ? | 14a X | |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If 'Yes,' complete Schedule F, Part I | 14b X | |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II | 15 X | |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III | 16 X | |
| 17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I | 17 X | |
| 18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II | 18 X | |
| 19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III | 19 X | |
| 20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H | 20 X | |
| 21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II | 21 X | |
| 22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III | 22 X | |
| 23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J | 23 X | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25 | 24a X | |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | |
| d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year? | 24d | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I | 25a X | |
| b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If 'Yes,' complete Schedule L, Part I | 25b X | |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II | 26 X | |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III | 27 X | |

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Part IV Checklist of Required Schedules (continued)

28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee

a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If 'Yes,' complete Schedule L, Part IV

b Have a family member who had a direct or indirect business relationship with the organization? If 'Yes,' complete Schedule L, Part IV

c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If 'Yes,' complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI

| | Yes | No |
|-----|-----|----|
| 28a | | X |
| 28b | | X |
| 28c | | X |
| 29 | | X |
| 30 | | X |
| 31 | | X |
| 32 | | X |
| 33 | | X |
| 34 | X | |
| 35 | | X |
| 36 | | X |
| 37 | | X |

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Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

| | Yes | No |
|--|-----|----|
| 1a Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable | 1a | 0 |
| b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 1b | 0 |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | X |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a | |
| 2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions) | 2b | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | 3a | X |
| b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O | 3b | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | X |
| b If 'Yes,' enter the name of the foreign country ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts | 4b | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | X |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | X |
| c If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | 5c | |
| 6a Did the organization solicit any contributions that were not tax deductible? | 6a | X |
| b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible? | 6b | |
| 7 Organizations that may receive deductible contributions under section 170(c). | 7a | X |
| a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? | 7b | |
| b If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | 7c | X |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7d | |
| d If 'Yes,' indicate the number of Forms 8282 filed during the year | 7d | |
| e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | X |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | X |
| g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | 7g | |
| h For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | 7h | |
| 8 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | X |
| 9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds. | 9a | X |
| a Did the organization make any taxable distributions under section 4966? | 9b | X |
| b Did the organization make any distribution to a donor, donor advisor, or related person? | | |
| 10 Section 501(c)(7) organizations. Enter | 10a | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10b | |
| b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | |
| 11 Section 501(c)(12) organizations. Enter | 11a | |
| a Gross income from other members or shareholders | 11b | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | 12a | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12b | |
| b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year | | |

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Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions

1a Enter the number of voting members of the governing body

| | |
|----|---|
| 1a | 5 |
| 1b | 5 |

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?

4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a material diversion of the organization's assets?

6 Does the organization have members or stockholders?

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?

b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9a Does the organization have local chapters, branches, or affiliates?

b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?

10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990

11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O

Section B. Policies

12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13

b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done

13 Does the organization have a written whistleblower policy?

14 Does the organization have a written document retention and destruction policy?

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision

a The organization's CEO, Executive Director, or top management official?

b Other officers of key employees of the organization?

Describe the process in Schedule O (see instructions)

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► Oklahoma

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available Check all that apply

Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► Oklahoma City Community Foundation, 1000 N. Broadway, Oklahoma City, OK 73102 (405) 235-5603

Part VII: Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) or more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)

1b Total

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ► 0

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person

| | Yes | No |
|---|-----|----|
| 3 | | X |
| 4 | X | |
| 5 | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

Part VIII Statement of Revenue

| CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS | PROGRAM SERVICE REVENUE | OTHER REVENUE | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|--|-------------------------|---------------|----------------------|--|---|---|
| | | | | | | |
| 1a Federated campaigns | 1a | | | | | |
| b Membership dues | 1b | | | | | |
| c Fundraising events | 1c | | | | | |
| d Related organizations | 1d | | | | | |
| e Government grants (contributions) | 1e | | | | | |
| f All other contributions, gifts, grants, and similar amounts not included above | 1f | 32,400. | | | | |
| g Noncash contribns included in lns 1a-1f | | \$ | | | | |
| h Total. Add lines 1a-1f | | | 32,400. | | | |
| 2a | Business Code | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f All other program service revenue | | | | | | |
| g Total. Add lines 2a-2f | | | | | | |
| 3 Investment income (including dividends, interest and other similar amounts) | | | 1,300,033. | 0. | 0. | 1,300,033. |
| 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| 5 Royalties | | | 15,602. | 0. | 0. | 15,602. |
| 6a Gross Rents | (i) Real | (ii) Personal | | | | |
| b Less rental expenses | | | | | | |
| c Rental income or (loss) | | | | | | |
| d Net rental income or (loss) | | | | | | |
| 7a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| | 32,386,393. | | | | | |
| b Less cost or other basis and sales expenses | 34,393,324. | | | | | |
| c Gain or (loss) | -2,006,931. | | | | | |
| d Net gain or (loss) | | | -2,006,931. | 0. | 0. | -2,006,931. |
| 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). | | | | | | |
| See Part IV, line 18 | a | | | | | |
| b Less direct expenses | b | | | | | |
| c Net income or (loss) from fundraising events | | | | | | |
| 9a Gross income from gaming activities See Part IV, line 19 | a | | | | | |
| b Less. direct expenses | b | | | | | |
| c Net income or (loss) from gaming activities | | | | | | |
| 10a Gross sales of inventory, less returns and allowances | a | | | | | |
| b Less. cost of goods sold | b | | | | | |
| c Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | Business Code | | | | | |
| 11a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d All other revenue | | | | | | |
| e Total. Add lines 11a-11d | | | | | | |
| 12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e | | | -658,896. | 0. | 0. | -691,296. |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|------------------------------------|---|--------------------------------|
| 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 | 1,193,002. | 1,193,002. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | | | | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | | | | |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 Other employee benefits | | | | |
| 10 Payroll taxes | | | | |
| 11 Fees for services (non-employees) | | | | |
| a Management | 42,116. | 0. | 34,009. | 8,107. |
| b Legal | 3,344. | 0. | 3,344. | 0. |
| c Accounting | | | | |
| d Lobbying | | | | |
| e Prof fundraising svcs See Part IV, ln 17 | | | | |
| f Investment management fees | | | | |
| g Other | 142,541. | 0. | 142,541. | 0. |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | | | | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | | | | |
| 17 Travel | | | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 8. | 0. | 8. | 0. |
| 23 Insurance | | | | |
| 24 Other expenses Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) | | | | |
| a Postage | 13. | 0. | 13. | 0. |
| b Art Collection Maintenance | 26,650. | 0. | 26,650. | 0. |
| c | | | | |
| d | | | | |
| e | | | | |
| f All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 1,407,674. | 1,193,002. | 206,565. | 8,107. |
| 26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

BAA

Form 990 (2008)

Part X Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|--------------------|--------------------|
| ASSETS | 1 Cash – non-interest-bearing | 55,356. | 1 | 61,176. |
| | 2 Savings and temporary cash investments | 4,227,021. | 2 | 2,092,503. |
| | 3 Pledges and grants receivable, net | 0. | 3 | |
| | 4 Accounts receivable, net | | 4 | |
| | 5 Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | | 9 | |
| | 10a Land, buildings, and equipment cost basis | 10a | | |
| | b Less accumulated depreciation Complete Part VI of Schedule D | 10b | | 10c |
| | 11 Investments – publicly-traded securities | 40,037,892. | 11 | 34,604,424. |
| | 12 Investments – other securities See Part IV, line 11 | | 12 | |
| | 13 Investments – program-related See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 385,861. | 15 | 336,204. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 44,706,130. | 16 | 37,094,307. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | 17 | |
| | 18 Grants payable | 182,479. | 18 | 182,479. |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow account liability Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable | | 24 | |
| | 25 Other liabilities Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 182,479. | 26 | 182,479. |
| NET ASSETS OR FUND BALANCE | Organizations that follow SFAS 117, check here □ and complete lines 27 through 29 and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 44,523,651. | 27 | 1,347,775. |
| | 28 Temporarily restricted net assets | | 28 | 35,564,053. |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here □ and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, and equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances. | 44,523,651. | 33 | 36,911,828. |
| | | 44,706,130. | 34 | 37,094,307. |

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 Cash Accrual Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

 b Were the organization's financial statements audited by an independent accountant?

 c If 'Yes' to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

 b If 'Yes,' did the organization undergo the required audit or audits?

| | Yes | No |
|----|-----|----|
| 2a | X | |
| 2b | X | |
| 2c | X | |
| 3a | X | |
| 3b | | |

BAA

Form 990 (2008)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

To be completed by all section 501 (c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Kirkpatrick Center Affiliated Fund of OCCF, Inc.

Employer identification number

Part I - Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
3 A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H)
4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
9 An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**. (see instructions)
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)** See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
a Type I b Type II c Type III – Functionally integrated d Type III – Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**
f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | |
|--------------------------|-----------|
| <input type="checkbox"/> | |
| Yes | No |
| | X |
| | X |
| | X |

b. Provide the following information about the organizations the organization supports:

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule A (Form 990 or 990-EZ) 2008

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support**Calendar year (or fiscal year beginning in) ▶**

- 1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')
- 2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf
- 3 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge
- 4 **Total.** Add lines 1-3
- 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)
- 6 **Public support.** Subtract line 5 from line 4

| | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |

Section B. Total Support**Calendar year (or fiscal year beginning in) ▶**

- 7 Amounts from line 4
- 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources
- 9 Net income from unrelated business activities, whether or not the business is regularly carried on
- 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)
- 11 **Total support.** Add lines 7 through 10
- 12 Gross receipts from related activities, etc (see instructions) 12

| | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|----|----------|----------|----------|----------|----------|-----------|
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| 11 | | | | | | |
| 12 | | | | | | |

- 13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶

Section C. Computation of Public Support Percentage

| | | |
|---|----|---|
| 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f | 15 | % |

- 16a **33-1/3 support test – 2008.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶

- 16b **33-1/3 support test – 2007.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶

- 17a **10%-facts-and-circumstances test – 2008.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶

- 17b **10%-facts-and-circumstances test – 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶

- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

| Calendar year (or fiscal yr beginning in) ► | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants') | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1-5 | | | | | | |
| 7a Amounts included on lines 1, 2, 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal yr beginning in) ► | (a) 2004 | (b) 2005 | (c) 2006 | (d) 2007 | (e) 2008 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 13 Total support. (add Ins 9, 10c, 11, and 12) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|---|
| 15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|----|---|
| 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h | 18 | % |
| 19a 33-1/3 support tests – 2008. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/> | | |
| b 33-1/3 support tests – 2007. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/> | | |

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE D
(Form 990)

OMB No 1545 0047

Supplemental Financial Statements**2008**Department of the Treasury
Internal Revenue ServiceAttach to Form 990. To be completed by organizations that
answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.Open to Public
Inspection

Name of the organization

Employer identification number

Kirkpatrick Center Affiliated Fund of OCCF, Inc.

73-1353370

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if
the organization answered 'Yes' to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|--|------------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

Part II Conservation Easements Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

| | | |
|--|---|--|
| 1 Purpose(s) of conservation easements held by the organization (check all that apply) | <input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) | <input type="checkbox"/> Preservation of an historically important land area |
| | <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of certified historic structure |
| | <input type="checkbox"/> Preservation of open space | |
| 2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year | 2a | Held at the End of the Year |
| a Total number of conservation easements | 2b | |
| b Total acreage restricted by conservation easements | 2c | |
| c Number of conservation easements on a certified historic structure included in (a) | 2d | |
| d Number of conservation easements included in (c) acquired after 8/17/06 | | |
| 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► | | |
| 4 Number of states where property subject to conservation easement is located ► | | |
| 5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easement it holds? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ► | | |
| 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$ | | |
| 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements | | |

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets
Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

| | |
|--|------|
| 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items | ► \$ |
| b If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items | ► \$ |
| (i) Revenues included in Form 990, Part VIII, line 1 | ► \$ |
| (ii) Assets included in Form 990, Part X | ► \$ |
| 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items | ► \$ |
| a Revenues included in Form 990, Part VIII, line 1 | ► \$ |
| b Assets included in Form 990, Part X | ► \$ |

Part III. Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV. Trust, Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIV

Part V. Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 44,523,651. | | | | |
| b Contributions | 32,400. | | | | |
| c Investment earnings or losses | -6,236,549. | | | | |
| d Grants or scholarships | 1,193,002. | | | | |
| e Other expenditures for facilities and programs | 172,556. | | | | |
| f Administrative expenses | 42,116. | | | | |
| g End of year balance | 36,911,828. | | | | |

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Term endowment ► 100.00 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations
 (ii) related organizations

| | Yes | No |
|--------|-----|----|
| 3a(i) | | X |
| 3a(ii) | | X |
| 3b | | |

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI. Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Depreciation | (d) Book Value |
|---------------------------|--------------------------------------|---------------------------------|------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |

Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c)) ►

BAA

Schedule D (Form 990) 2008

Part VII: Investments—Other Securities See Form 990, Part X, line 12

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|----------------|---|
| Financial derivatives and other financial products | | |
| Closely-held equity interests | | |
| Other | | |
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Total. (Column (b) should equal Form 990 Part X, col (B) line 12)

Part VIII. Investments—Program Related (See Form 990, Part X, line 13)

Total Column (b) (should equal Form 990, Part X, Col (B) line 13)

Part IX: Other Assets (See Form 990, Part X, line 15)

Total, Column (b) Total (should equal Form 990, Part X, col (B), line 15)

Part X: Other Liabilities (See Form 990, Part X, line 25)

| (a) Description of Liability | (b) Amount |
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| Federal Income Taxes | |
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Total Column (b) Total (should equal Form 990, Part X, col (B) line 25)

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

| | |
|--|-------------|
| 1 Total revenue (Form 990, Part VIII, column (A), line 12) | -658,896. |
| 2 Total expenses (Form 990, Part IX, column (A), line 25) | 1,407,674. |
| 3 Excess or (deficit) for the year Subtract line 2 from line 1 | -2,066,570. |
| 4 Net unrealized gains (losses) on investments | -5,545,253. |
| 5 Donated services and use of facilities | |
| 6 Investment expenses | |
| 7 Prior period adjustments | |
| 8 Other (Describe in Part XIV) | 0. |
| 9 Total adjustments (net) Add lines 4-8 | -5,545,253. |
| 10 Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | -7,611,823. |

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | |
|---|----|-------------|
| 1 Total revenue, gains, and other support per audited financial statements | 1 | -303,726. |
| 2 Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a Net unrealized gains on investments | 2a | -5,545,253. |
| b Donated services and use of facilities | 2b | |
| c Recoveries of prior year grants | 2c | |
| d Other (Describe in Part XIV) | 2d | 5,900,423. |
| e Add lines 2a through 2d | 2e | 355,170. |
| 3 Subtract line 2e from line 1 | 3 | -658,896. |
| 4 Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a Investments expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b Other (Describe in Part XIV) | 4b | |
| c Add lines 4a and 4b | 4c | |
| 5 Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12) | 5 | -658,896. |

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | |
|--|----|-------------|
| 1 Total expenses and losses per audited financial statements | 1 | 122,259. |
| 2 Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a Donated services and use of facilities | 2a | |
| b Prior year adjustments | 2b | |
| c Losses reported on Form 990, Part IX, line 25 | 2c | |
| d Other (Describe in Part XIV) | 2d | -1,285,415. |
| e Add lines 2a through 2d | 2e | -1,285,415. |
| 3 Subtract line 2e from line 1 | 3 | 1,407,674. |
| 4 Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a Investments expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b Other (Describe in Part XIV) | 4b | |
| c Add lines 4a and 4b | 4c | |
| 5 Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18) | 5 | 1,407,674. |

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Pt III Line 4 The distributions were made to the Kirkpatrick Science & Air Space Museum at the Omniplex (aka Science Museum Oklahoma). The complex houses six museums, galleries, a planetarium and an Omnidome theater. The museums offer interactive exhibits and educational programs and classes for all ages. The distributions help support the educational programs, general operations and provide for the display and maintenance of the collections.

Part XIV | Supplemental Information (continued)

Pt XII Line 2d FAS 136 amount

Pt XIII Line 2d FAS 136 amount

Pt XI Line 8 Miscellaneous

Pt V Line 4 The org's endowment is used to fund distributions to the Kirkpatrick Science & Air Space Museum at the Omniplex.

Part III, The Kirkpatrick Center Affiliated Fund maintains nine separate Lines 1a and 4 collections, including the African Art collection, Asian Art collection, Boehm collection, Baker collection, Clock collection, Payne collection, Sutton collection, Pre-Columbian collection, and Victorian Doll House collection. These collections are maintained for public exhibition, education, and research in furtherance of public service rather than for financial gain.

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

Kirkpatrick Center Affiliated Fund of OCCF, Inc.

Employer identification number

73-1353370

Part I Questions Regarding Compensation**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

| | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

Yes**No****1b****2****4a****4b****4c****5a****5b****6a****6b****7****8****b** If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

| | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a**a** Receive a severance payment or change of control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

If 'Yes' to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of**a** The organization?**b** Any related organization?

If 'Yes' to line 6a or 6b, describe in Part III

7 For person listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part II: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

| (A) Name | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---------------|--|---------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|--|
| | (i) Base compensation | (ii) Bonus and incentive compensation | (iii) Other compensation | | | | |
| Nancy Anthony | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (i) | 222,524. | 0. | 0. | 0. | 0. | 222,524. | 0. |
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Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

BAA

SCHEDULE O
(Form 990)**Supplemental Information to Form 990**

OMB No 1545-0047

2008Department of the Treasury
Internal Revenue Service

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

Open to Public
Inspection

Name of the organization

Kirkpatrick Center Affiliated Fund of OCCF, Inc.

Employer identification number

73-1353370

Pt VI-A, Line 10 The organization's 990 is prepared and reviewed by
the staff of OCCF, Inc., the supported organization.

Return is emailed to all trustees for review prior to filing return.

Pt VI-B, Line 12c The conflict of interest policy is distributed, discussed
and signed at each annual trustee meeting.

Pt VI-B, Line 15 There are no compensated employees

Pt VI-C, Line 19 The organization's financial reports, organizing documents
and conflict of interest policy are available upon request.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

- Attach to Form 990. To be completed by organizations that answered 'Yes' to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
 - See separate instructions.

Name of the organization

Open to Public
Inspection

Employer identification number
73-1353370

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Part I Identification of Disregarded Entities

Part II Identification of Related Tax-Exempt Organizations

Part III Identification of Related Organizations Taxable as a Partnership

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

Part V Transactions With Related Organizations**Note** Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV

- a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h**

Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**2** If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (A) Name of other organization | (B) Transaction type (a-r) | (C) Amount involved |
|--|--------------------------------------|-------------------------------|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |

Part VI: Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total asset or gross revenue) that was not a related organization. See Instructions regarding exclusion for certain investment partnerships.

Schedule R - Part II Attachment - Identification of Related Tax-Exempt Organizations

73-1353370 Kirkpatrick Center Affiliated Fund of OCCF, Inc

| (A) | (B) | (C) | (D) | (E) | (F) |
|--|-----------------------------|-----------------------------|------------------|-----------------------|---------------------------|
| Name | Address | Primary Activity | Exempt Code Sec. | Public Charity Status | Direct Controlling Entity |
| | EIN | | | | |
| Albers Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 26-0703109 | Charitable | 501(c)(3) | N/A |
| Allied Arts Foundation Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1463619 | Charitable | 501(c)(3) | N/A |
| Bob & Nancy Anthony Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1574817 | Charitable | 501(c)(3) | N/A |
| Christian Keesee Charitable Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 20-4459575 | Charitable | 501(c)(3) | N/A |
| Community Resources Oil & Gas | PO Box 1146, OKC, OK, 73101 | PO Box 1146, OKC, OK, 73101 | Charitable | 501(c)(3) | N/A |
| Community Resources Real Estate | PO Box 1146, OKC, OK, 73101 | 73-1608887 | Charitable | 501(c)(3) | N/A |
| Cowboy Hall of Fame Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1374647 | Charitable | 501(c)(3) | N/A |
| Deer Creek Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1461683 | Charitable | 501(c)(3) | N/A |
| Heritage Hall Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1506204 | Charitable | 501(c)(3) | N/A |
| Hospice Foundation of Oklahoma Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1549817 | Charitable | 501(c)(3) | N/A |
| Janice & Joe L Singer Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 32-0101644 | Charitable | 501(c)(3) | N/A |
| John & Claudia Holliman Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1529946 | Charitable | 501(c)(3) | N/A |
| Kirkpatrick Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1353924 | Charitable | 501(c)(3) | N/A |
| Lawton Community Foundation Affiliated Fund of OCCF, Inc. | PO Box 1146, OKC, OK, 73101 | 73-1565026 | Charitable | 501(c)(3) | N/A |
| Leadership Oklahoma City Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1461684 | Charitable | 501(c)(3) | N/A |
| Love Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1581477 | Charitable | 501(c)(3) | N/A |
| M A Everett Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1520821 | Charitable | 501(c)(3) | N/A |
| Malzahn Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1405419 | Charitable | 501(c)(3) | N/A |
| Oklahoma Air Space Museum Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1374645 | Charitable | 501(c)(3) | N/A |
| Oklahoma City Art Museum Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1400397 | Charitable | 501(c)(3) | N/A |
| Oklahoma City Community Foundation, Inc | PO Box 1146, OKC, OK, 73101 | 23-7024262 | Charitable | 501(c)(3) | N/A |
| Oklahoma City Disaster Relief Fund, Inc | PO Box 1146, OKC, OK, 73101 | 73-1476117 | Charitable | 501(c)(3) | N/A |
| Oklahoma City Retailers Foundation Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1550200 | Charitable | 501(c)(3) | N/A |
| Oklahoma Philharmonic Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1461680 | Charitable | 501(c)(3) | N/A |
| Omniplex Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1330516 | Charitable | 501(c)(3) | N/A |
| Raymond H , Jr & Bonnie Hefner Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1549818 | Charitable | 501(c)(3) | N/A |
| Robert & Blanche Gordon Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1609200 | Charitable | 501(c)(3) | N/A |
| Rural Oklahoma Community Foundation, Inc , an affiliated fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1464051 | Charitable | 501(c)(3) | N/A |
| William E & Margaret H Davis Family Affiliated Fund of OCCF, Inc | PO Box 1146, OKC, OK, 73101 | 73-1324131 | Charitable | 501(c)(3) | N/A |