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

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning		, 2012, and ending			
		, 20			
Name of foundation		A Employer identification number			
<b>Una Pearl McKee Charitable Trust</b>		<b>01-6229478</b>			
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (see instructions)			
<b>105 N. Main</b>		<b>580-363-3684</b>			
City or town, state, and ZIP code		C If exemption application is pending, check here ► <input type="checkbox"/>			
<b>Blackwell, OK 74631</b>		D 1. Foreign organizations, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation					
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>207,387 78</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				
<b>Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</b>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) . . . . .					
12 Total. Add lines 1 through 11 . . . . .	<b>102.62</b>	<b>102.62</b>	<b>102.62</b>		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	<b>RECEIVED</b>			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .				
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	24 Total operating and administrative expenses.	<b>1,017.45</b>	<b>517.45</b>	<b>1,017.45</b>	<b>517.45</b>
Add lines 13 through 23 . . . . .	<b>1,127.45</b>	<b>627.45</b>	<b>1,127.45</b>		
25 Contributions, gifts, grants paid . . . . .	<b>9,931.40</b>			<b>9,931.40</b>	
26 Total expenses and disbursements. Add lines 24 and 25	<b>11,058.85</b>	<b>627.45</b>	<b>1,127.45</b>	<b>10,448.85</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>-10,956.23</b>				
b Net investment income (if negative, enter -0-)		<b>0</b>			
c Adjusted net income (if negative, enter -0-)			<b>0</b>		

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	<b>1,034.10</b>	<b>27,577.87</b>	<b>27,577.87</b>
	2	Savings and temporary cash investments . . . . .	<b>37,500.00</b>	<b>0</b>	<b>0</b>
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule) . . . . .			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .	<b>200,000.00</b>	<b>200,000.00</b>	<b>179,809.91</b>	
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ► ) . . . . .				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	<b>238,534.10</b>	<b>227,577.87</b>	<b>207,387.78</b>	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ► ) . . . . .			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	<b>0</b>	<b>0</b>	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	<b>238,534.10</b>	<b>227,577.87</b>	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .			

**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) . . . . .	<b>1</b>	<b>238,534.10</b>
2	Enter amount from Part I, line 27a . . . . .	<b>2</b>	<b>-10,956.23</b>
3	Other increases not included in line 2 (itemize) ►	<b>3</b>	<b>0</b>
4	Add lines 1, 2, and 3 . . . . .	<b>4</b>	<b>227,577.87</b>
5	Decreases not included in line 2 (itemize) ►	<b>5</b>	<b>0</b>
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	<b>227,577.87</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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 (l) over col (j), if any			
a					
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		
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		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	10,677.33	214,125.48	.0499
2010	10,281.49	214,188.31	.0480
2009	7,266.00	198,248.16	.0367
2008	15,869.58	241,517.45	.0657
2007	17,292.65	287,215.62	.0602
2 Total of line 1, column (d)			.2605
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			.0521
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			207,078.15
5 Multiply line 4 by line 3			10,788.77
6 Enter 1% of net investment income (1% of Part I, line 27b)			0
7 Add lines 5 and 6			10,788.77
8 Enter qualifying distributions from Part XII, line 4			10,448.85
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.			

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)</b>		
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)	
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 0
b	Exempt foreign organizations—tax withheld at source	6b 0
c	Tax paid with application for extension of time to file (Form 8868)	6c 0
d	Backup withholding erroneously withheld	6d 0
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ►	Refunded ► 11

**Part VII-A Statements Regarding Activities**

1a	Yes	No
1a	✓	
1b	✓	
1c	✓	
2	✓	
3	✓	
4a	✓	
4b		
5	✓	
6	✓	
7	✓	
8b	✓	
9	✓	
10	✓	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

**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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓
14	The books are in care of ► James R. Rodgers Located at ► 105 N. Main, Blackwell, OK	Telephone no. ► 580-363-3684 ZIP+4 ► 74631-2202	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► □
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes ✓ No

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

**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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	
	<i>If "Yes" to 6b, file Form 8870.</i>	✓	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	

## 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
James R. Rodgers 105 N. Main, Blackwell, OK 74631	Trustee 2.0	0		

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

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

**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
<b>NONE</b>		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**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
<b>1 Spay and neutering program in Kay County, Oklahoma through various clinics</b>		<b>8,281.40</b>
<b>2 Donations to Ponca City Humane Society</b>		<b>1,650.00</b>
<b>3</b>		
<b>4</b>		

**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
<b>1</b>		
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>		
<b>Total. Add lines 1 through 3</b>		►

**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	176,834.12
b	Average of monthly cash balances	1b	33,397.50
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	210,231.62
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	210,231.62
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,163.47
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	207,078.15
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	10,353.91

**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	10,353.91
2a	Tax on investment income for 2012 from Part VI, line 5	2a	0
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,353.91
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	10,353.91
6	Deduction from distributable amount (see instructions)	6	0
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,353.91

**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	10,448.85
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,448.85
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	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	10,448.85

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,353.91
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			9,934.70	
b Total for prior years 20_____,20_____,20_____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007 . . .				
b From 2008 . . .				
c From 2009 . . .				
d From 2010 . . .				
e From 2011 . . .				
f Total of lines 3a through e . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 10,448.85				
a Applied to 2011, but not more than line 2a			9,934.70	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount . . .				514.15
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				9,839.76
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008 . . .				
b Excess from 2009 . . .				
c Excess from 2010 . . .				
d Excess from 2011 . . .				
e Excess from 2012 . . .				

**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 2012, enter the date of the ruling ►			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter:			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter $\frac{1}{3}$ of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test—enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			
(e) Total				

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

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

**N/A**

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

**N/A****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

**James R. Rodgers, 105 N. Main, Blackwell, OK 74631 580-363-3684**

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

**Letter requests explaining how funds would be used to prevent cruelty to animals.**

c Any submission deadlines:

**No**

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

**Limited to Kay County, Oklahoma, for prevention of cruelty to animals.**

**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)				
<i>a Paid during the year</i>				
<b>Blackwell Animal Hospital</b> 609 N. 29th, Blackwell, OK 74631			<b>Spay &amp; neutering programs</b>	<b>5,484.40</b>
<b>North Central Vet. Services</b> 121 W. South Ave., Newkirk, OK 74653			<b>Spay &amp; neutering programs</b>	<b>2,452.00</b>
<b>Westside Animal Clinic</b> 1120 N. Waverly, Ponca City, OK 74601			<b>Spay &amp; neutering programs</b>	<b>345.00</b>
<b>Ponca City Humane Society</b> 900 W. Prospect, Ponca City, OK 74601		501 c(3)	<b>Programs for animals</b>	<b>1,650.00</b>
<b>Total</b>				► 3a <b>9,931.40</b>
<i>b Approved for future payment</i>				
<b>None</b>				
<b>Total</b>				► 3b

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					13
14					

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
N/A	

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

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

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

b If "Yes," complete the following schedule.

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

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

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

Signature of officer or trustee		Date	Title	(See instructions) <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

**Una Peral McKee Charitable Trust**  
**Attached Schedules**

**Part I Line 2**

Kay Electric Dividend	\$45.61
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**Part I Line 18**

U.S. Treasury for Excise Tax	\$110.00
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**Part I Line 23**

Payment to Trustee for office overhead for 2012	1,000.00
Payment to Harland Clarke-checks	17.45

**Part II Line 13**

Market Value of Investment with AXA Equitable (Report Attached)	\$179,809.91
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**UNA MCKEE TRUST 2012**  
**JANUARY 1,2012 TO December 31,2012**

**Beginning Balance 1/19/2012:** \$1,034.10

**Receipts:**

1/19/2012 CD Interest	\$57.01
1/23/2012 Deposit from CD	\$37,500.00
4/12/2012 Kay Electric Dividend Income	<u>\$45.61</u>
<b>TOTAL RECEIPTS:</b>	<b><u>\$37,602.62</u></b>

**Disbursements:**

5/1/2012 Ponca City Humane Society	\$650.00
5/9/2012 United States Treasury-Tax	\$110.00
6/8/2012 North Central Vet Services	\$97.00
7/6/2012 Westside Animal Clinic	\$75.00
7/23/2012 North Central Vet Services	\$75.00
7/30/2012 North Central Vet Services	\$455.00
7/30/2012 Westside Animal Clinic	\$100.00
8/3/2012 Westside Animal Clinic	\$170.00
8/15/2012 Harland Checks	\$17.45
8/20/2012 North Central Vet. Services	\$85.00
8/20/2012 Blackwell Animal Hospital	\$2,477.45
10/16/2012 North Central Vet Services	\$745.00
11/1/2012 North Central Vet Services	\$105.00
11/28/2012 North Central Vet Services	\$170.00
12/6/2012 Blackwell Animal Hospital	\$2,836.95
12/6/2012 North Central Vet Services	\$720.00
12/13/2012 Blackwell Animal Hospital	\$170.00
12/21/2012 James R. Rodgers-Trustees fee	\$1,000.00
12/21/2012 Ponca City Humane Society	\$1,000.00
<b>TOTAL DISBURSEMENTS:</b>	<b><u>\$11,058.85</u></b>

<b>BEGINNING BALANCE:</b>	\$1,034.10
<b>RECEIPTS:</b>	\$37,602.62
<b>LESS DISBURSEMENTS:</b>	<u>-\$11,058.85</u>
<b>ENDING BALANCE:</b>	<b><u>\$27,577.87</u></b>



## **TAXA EQUITABILIS**

P.O. BOX 1547, SECAUCUS, NEW JERSEY 07096-1547

1560959 01 AB 0 371 \*\*AUTO T5 0 9104 74631-0514 -01-A1D-0000002 P61569



Una Pearl Mc Kee Charitable Trust  
PO Box 514  
Blackwell OK 74631-0514



Contract Number: 304 636 952  
Contract Type: Accumulator (NQ)  
Contract Date: July 26, 2004  
Contract Owner: Una Pearl Mc Kee Charitable  
Trust  
Annuitant Name: James R Rodgers

**An important message appears at the end of this statement.**

## Your Account at a Glance

Account Activity Summary	Quarter 10/1/2012-12/31/2012	Year-To-Date 1/1/2012-12/31/2012	Since Purchase 7/26/2004-12/31/2012
<b>Beginning Account Value</b> 9/30/2012	<b>\$177,163.82</b>		
Contributions	\$0.00	\$0.00	\$200,000.00
Requested Withdrawals	\$0.00	\$0.00	(\$56,000.00)
<b>Net Investment Options Performance</b>			
Variable Investment Option Results	\$2,646.09		
<b>Current Total Account Value</b>	<b>\$179,809.91</b>		

## Your Optional Benefits and Values

<u>Living Benefit</u>	<u>Prior Period Ending</u> <u>9/30/2012</u>	<u>Current Period Ending</u> <u>12/31/2012</u>
<b>Guaranteed Minimum Income Benefit:</b>		
Roll-up Benefit Base (not a cash value):		\$257,685.03
Ratchet Benefit Base (not a cash value):		\$204,765.54
<b>Death Benefit</b>		
GMDB Election: Standard		
Guaranteed Minimum Death Benefit	\$152,740.28	\$152,740.28
Current Death Benefit	\$177,163.82	\$179,809.91
<b>Your Contract Cash Surrender Value</b>	<b>\$176,869.98</b>	<b>\$179,080.27</b>

**For Assistance, Contact:**  
**Your Financial Professional:**

**Crn Oklahoma City  
AXA Advisors, LLC  
3030 Northwest Expressway  
121 Union Plaza  
Oklahoma City OK 73112  
405-942-4200**

### **Access to 24 Hour Account Information**

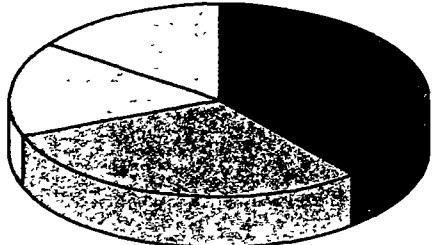
- TOPS voice response system **888-909-7770**
- Website [www.axa-equitable.com](http://www.axa-equitable.com) and click on Online Account Access

To speak to one of our Customer Service Representatives, call  
**800-789-7771**

Monday - Thursday 8:30 - 7:00 ET  
Friday 8:30 - 5:30 ET

## Your Account Allocation

Your Account Value is currently allocated among the asset classes below. Totals may not be exact due to rounding. To review your investment strategy, contact your registered representative.



39% Bonds  
 16% International Stocks  
 30% Large Cap  
 15% Mid Cap

## Your Account Summary As Of December 31, 2012

Fund #	Investment Option	Accumulation Units	Unit Value	Account Value
01093	Multimanager Multi-Sector Bond	1,478.2112	\$11.898056	\$17,587.84
01095	EQ/International Equity	2,259.8432	\$12.652800	\$28,593.34
01102	EQ/Large Cap Value PLUS	2,841.5708	\$11.457024	\$32,555.94
01110	EQ/Mid Cap Index	1,842.4329	\$14.959368	\$27,561.63
01112	EQ/Core Bond Index	4,719.3003	\$11.131755	\$52,534.09
01115	EQ/Equity Growth PLUS	1,543.3704	\$13.591726	\$20,977.07
<b>Total Account Value:</b>				<b>\$179,809.91</b>

## Guaranteed Minimum Income Benefit

If you exercise your Guaranteed Minimum Income Benefit on one of the illustrated Contract Date Anniversaries shown below to purchase a life annuity with a period certain, your life annuity would provide the minimum annual payments shown (assuming no contract transactions between the date of this statement and the date of exercise). Annual payments begin one year following issuance of the life annuity. Depending on the modal period provided in your contract, you may be able to receive more frequent interest adjusted payments.

If exercised on the 10th Contract Date Anniversary: **\$16,685.30**

If exercised on the 15th Contract Date Anniversary: **\$24,217.76**

## Description of Terms

The Account Value reported on this statement is valued as of the last business day of the calendar quarter for the Variable Investment Options and as of the last day of the calendar quarter for fixed investments (if applicable).

Account Activity Summary shows the transactions, for the period being reported, which affected Account Value (All numbers in parenthesis are negative.)

Account Summary shows the Annuity Account Value and the Investment Option(s) that are in effect at the end of the period. For each Investment Option, Accumulation Units, Unit Value, and the Annuity Account Value of the Investment Option are shown. For each Fixed Maturity Option, the maturity value and Annuity Account Value are shown. The Annuity Account Value of the Fixed Maturity Options (FMOs) reflects the current market value of the FMO(s). The maturity value reflects the guaranteed value of the FMO(s) on the maturity date, assuming no withdrawals or transfers prior to maturity. For the Guaranteed Interest Option, the Annuity Account Value is shown.

Account Value shows the value in the account as of the date indicated.

Benefit Base for the Guaranteed Minimum Income Benefit (GMIB) shows the benefit base amount at the end of the current period. Please see your contract for a description of the method of calculating this value. The benefit base is not a cash value or account value, cannot be divided and is only available through conversion to payout after the waiting period and before the maximum age specified in your contract. The benefit base, less any applicable surrender charge, is applied to the GMIB guaranteed annuity purchase factor specified in the contract to determine minimum annual payments under the payout annuity specified in your contract. If the annuity account value applied to current annuity factors for the applicable payout annuity would produce a higher income, the owner would receive the higher amount.

Cash Value shows the amount payable to the owner as of the date indicated should the owner elect to surrender the contract. The cash value reflects any surrender charges.

Contract Year: The Contract Date is the effective date of a contract. The 12-month period beginning on the contract date and each 12-month period after that date is the Contract Year.

Current Death Benefit shows the greater of the account value and the guaranteed minimum death benefit.

Current Total Account Value shows the sum of the amounts in the account at the end of the reporting period.

GMDB is the Guaranteed Minimum Death Benefit and is described in your contract.



## AXA EQUITABLE

P.O. BOX 1547, SECAUCUS, NEW JERSEY 07096-1547

## Description of Terms

**GMDB** is the Guaranteed Minimum Death Benefit you have elected and is described in your contract.

**Guaranteed Minimum Death Benefit** shows the minimum amount payable to the beneficiary as of the date indicated should the annuitant die prior to annuitization.

**Guaranteed Minimum Income Benefit** amount shows the projected minimum annual income benefit at future dates (assuming no contract transactions between the date of this statement and the illustrated date of exercise) based on the current roll up benefit base increased at the contractual rate and applied to the GMIB guaranteed annuity purchase factors. In cases where monthly or quarterly payments are made, payments would be less than 1/12 or 1/4 respectively, of the annual payment because of the reduced effect of interest compounding

**Net Investment Option Performance** shows the amount by which the Annuity Account Value has changed due to investment results during the period, net of any applicable charges we may deduct.

**Variable Investment Option Results** shows the investment returns associated with the Variable Investment Options, net of any contract charges deducted from the Account Value. Certain contract charges as well as the expenses of underlying portfolios in the variable investment options are reflected in the Unit Value.

**Your Account Allocation** is a graphical illustration depicting the Portfolio Composition by asset allocation type

**Your Optional Benefits and Values** shows the values of any elected optional benefits

This is not a complete description of your contract's terms, conditions and limitations. Please refer to the contract and to your Accumulator Series prospectus for complete information and in the event of a conflict, the contract will govern.

If you believe that there is any error, inaccuracy or discrepancy in your account, you should report it to us immediately. You can inform us by telephone at (800) 789-7771 or in writing, or contact your Financial Professional. However, if you report the inaccuracy or discrepancy by telephone, you should reconfirm it in writing to further protect your rights, including rights under the Securities Investor Protection Act (SIPA).

## **An Important Message**

**Beginning 3/31/13: For any calendar quarter during which there is no financial transaction (with the exception of the 4th Quarter Year End Statement), a quarterly statement will not be mailed. Statements for all quarters will be available via AXAOnline. Please contact the RSS Service Center at 1-800-789-7771 or your Advisor on how to view your statement online.**