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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2012

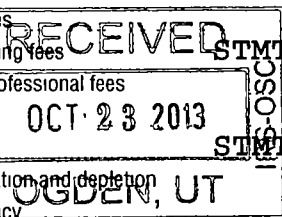
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation KENNETH G. AND DIANA MOON ADAMS FOUNDATION		A Employer identification number 20-2068766
Number and street (or P.O. box number if mail is not delivered to street address) P.O. DRAWER A		B Telephone number 918-335-1010
City or town, state, and ZIP code BARTLESVILLE, OK 74005-5001		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,631,071. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	357,613.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	31.	31.		STATEMENT 1
4 Dividends and interest from securities	13,284.	13,284.		STATEMENT 2
5a Gross rents	81.	81.		STATEMENT 3
b Net rental income or (loss) 81.				
6a Net gain or (loss) from sale of assets not on line 10	103,967.			
b Gross sales price for all assets on line 6a 211,748.				
7 Capital gain net income (from Part IV, line 2)		103,967.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	49,571.	9,434.		STATEMENT 4
12 Total. Add lines 1 through 11	524,547.	126,797.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 5	4,250.	4,250.		0.
c Other professional fees				
17 Interest OCT 23 2013				
18 Taxes STMT 6	1,001.	1,001.		0.
19 Depreciation and depletion	8,792.	8,792.		
20 Occupancy LOGDEN, UT				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	10,946.	10,922.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	24,989.	24,965.		0.
25 Contributions, gifts, grants paid	153,285.			153,285.
26 Total expenses and disbursements. Add lines 24 and 25	178,274.	24,965.		153,285.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	346,273.			
b Net investment income (if negative, enter -0-)		101,832.		
c Adjusted net income (if negative, enter -0-)			N/A	

 SCANNED OCT 25 2013
 Operating and Administrative Expenses


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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	72,855.	219,177.	219,177.
	3 Accounts receivable ▶ 617.			
	Less: allowance for doubtful accounts ▶	81.	617.	617.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,768.	4,768.	4,768.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	587,425.	737,427.	1,386,149.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	99,251.	5,277.	20,360.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	764,380.	967,266.	1,631,071.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	764,380.	967,266.	
Net Assets or Fund Balances	30 Total net assets or fund balances	764,380.	967,266.	
	31 Total liabilities and net assets/fund balances	764,380.	967,266.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	764,380.
2 Enter amount from Part I, line 27a	2	346,273.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,110,653.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	143,387.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	967,266.

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 211,748.		107,781.	103,967.

(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (col. (i) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			103,967.

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	103,967.
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3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A
--	---	----------	------------

(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	173,818.	1,361,949.	.127624
2010	65,611.	1,068,886.	.061383
2009	57,101.	800,431.	.071338
2008	34,305.	1,049,910.	.032674
2007	55,928.	1,124,333.	.049743

2	Total of line 1, column (d)	2	.342762
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3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.068552
---	----------	---------

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,412,959.
---	----------	-------------------

5	Multiply line 4 by line 3	5	96,861.
---	---------------------------	---	---------

6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,018.
---	--	---	--------

7	Add lines 5 and 6	7	97,879.
---	-------------------	---	---------

8 Enter qualifying distributions from Part XII, line 4	8	153,285.
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,018.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,018.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,018.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,324.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,324.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,306.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 3,306. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JEANINE CUNNINGHAM Telephone no. ► 918-335-1010 Located at ► 4100 ADAMS RD, SUITE E 103, BARTLESVILLE, OK ZIP+4 ► 74006			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

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.

(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
KENNETH G. ADAMS	TRUSTEE			
PO DRAWER A				
BARTLESVILLE, OK 74005	0.50	0.	0.	0.
DIANA MOON ADAMS	TRUSTEE			
PO DRAWER A				
BARTLESVILLE, OK 74005	0.50	0.	0.	0.
CHRISTINA L. ADAMS	TRUSTEE			
3464 FORREST OAK				
CINCINNATI, OH 45208	0.50	0.	0.	0.

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

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

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

0

Part VIII

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

(continued)

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,372,565.
b	Average of monthly cash balances	1b	56,794.
c	Fair market value of all other assets	1c	5,117.
d	Total (add lines 1a, b, and c)	1d	1,434,476.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,434,476.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,517.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,412,959.
6	Minimum investment return. Enter 5% of line 5	6	70,648.

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	70,648.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,018.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	4,840.
c	Add lines 2a and 2b	2c	5,858.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,790.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	64,790.

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	153,285.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	153,285.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,018.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	152,267.

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.

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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				64,790.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	243.			
b From 2008				
c From 2009	17,160.			
d From 2010	12,290.			
e From 2011	105,889.			
f Total of lines 3a through e	135,582.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 153,285.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				64,790.
e Remaining amount distributed out of corpus	88,495.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	224,077.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	243.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	223,834.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	17,160.			
c Excess from 2010	12,290.			
d Excess from 2011	105,889.			
e Excess from 2012	88,495.			

**KENNETH G. AND DIANA MOON ADAMS
FOUNDATION**

Form 990-PF (2012)

20-2068766 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION 2448 E. 81ST STREET, SUITE 3000 TULSA, OK 74137	NONE	PUBLIC CHARITY	SUPPORT	60.
BARTLESVILLE COMMUNITY CENTER P.O. BOX 1027 BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	2,750.
BARTLESVILLE COMMUNITY FOUNDATION 501 S JOHNSTONE, SUITE 540-A BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	300.
BLUESTEM MEDICAL 3500 E. FRANK PHILLIPS BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	1,000.
DISTINGUISHED YOUNG WOMEN OF OKLAHOMA P.O. BOX 1106 BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	300.
Total	SEE CONTINUATION SHEET(S)			153,285.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion 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				14	31.	
4 Dividends and interest from securities				14	13,284.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property				16	81.	
6 Net rental income or (loss) from personal property						
7 Other investment income		523000	40,137.	18	9,434.	
8 Gain or (loss) from sales of assets other than inventory				14	103,967.	
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)			40,137.		126,797.	0.
13 Total. Add line 12, columns (b), (d), and (e)						166,934.

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

[illegible]

Part XVII

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

- | | | | |
|----------|--|--------------|------------|
| 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? | | Yes |
| 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. | | |

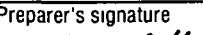
	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

- b** If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		1/12/2013 Date		TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	
	JON A. OTTO				8/27/2013	
	Check ☐ if self-employed		PTIN		P00431485	
Firm's name ▶ HOGANTAYLOR LLP					Firm's EIN ▶ 73-1413977	
Firm's address ▶ 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000					Phone no. (918) 745-2333	

Form **990-PF** (2012)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

Employer identification number

20-2068766

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

Employer identification number

20-2068766

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ADAMS INVESTMENT CO-KENNETH G. ADAMS</u> <u>P.O. DRAWER A</u> <u>BARTLESVILLE, OK 74005</u>	\$ <u>115,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>CHRISTINA L. ADAMS</u> <u>3950 W. DUNHAM DRIVE</u> <u>BARTLESVILLE, OK 74006</u>	\$ <u>96,372.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>DIANA MOON ADAMS</u> <u>P.O. DRAWER A</u> <u>BARTLESVILLE, OK 74005</u>	\$ <u>171,241.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

Employer identification number

20-2068766

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	600 SHARES SPDR GOLD TRUST	\$ 96,372.	12/28/12
3	SHARES OF: CONTROLADORA MEXICANA, MARTIN MIDSTREAM, CENTRAL GOLD TRUST, PHILLIPS 66, RIO TINTO	\$ 146,241.	12/21/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**KENNETH G. AND DIANA MOON ADAMS
FOUNDATION****20-2068766****Part III**

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	1,125 UNITS CHENIERE ENERGY PARTNERS, LP	P	02/05/10	12/31/12
b	1,000 UNITS DCP MIDSTREAM PARTNERS, LP	P	VARIOUS	12/26/12
c	400 UNITS HOLLY ENERGY PARTNERS, LP	P	02/05/10	12/26/12
d	1,500 UNITS LINN ENERGY, LLC	P	12/22/11	12/26/12
e	525 UNITS MARTIN MIDSTREAM PARTNERS, LP	P	02/05/10	12/26/12
f	500 UNITS PLAINS ALL AMERICAN PIPELINE, LP	P	02/05/10	12/26/12
g	300 UNITS BP PRUDHOE BAY ROYALTY TRUST	P	02/05/10	12/26/12
h	900 UNITS HUGOTON ROYALTY TRUST	P	02/05/10	12/26/12
i	1 SHARES SILVER TRUST-PRINCIPAL PAYMENTS	P	VARIOUS	VARIOUS
j	SPDR GOLD TRUST-PRINCIPAL PAYMENTS	P	VARIOUS	VARIOUS
k	SHORT-TERM CAPITAL GAIN-MARTIN MIDSTREAM PARTNERS	P	VARIOUS	VARIOUS
l	LONG-TERM CAPITAL GAIN-MARTIN MIDSTREAM PARTNERS,	P	VARIOUS	VARIOUS
m				
n				
o				

(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 23,424.		14,656.	8,768.
b 40,479.		16,231.	24,248.
c 25,835.		16,462.	9,373.
d 54,045.		-2,867.	56,912.
e 16,175.		16,044.	131.
f 22,367.		13,755.	8,612.
g 20,215.		20,510.	-295.
h 6,365.		11,690.	-5,325.
i 180.		180.	0.
j 1,120.		1,120.	0.
k 11.			11.
l 1,532.			1,532.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,768.
b			24,248.
c			9,373.
d			56,912.
e			131.
f			8,612.
g			-295.
h			-5,325.
i			0.
j			0.
k			11.
l			1,532.
m			
n			
o			

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	103,967.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

20-2068766

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAMILY CRISIS & COUNSELING 622 SE FRANK PHILLIPS BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,000.
FRIENDS OF FRANK PHILLIPS HOME 1107 S CHEROKEE AVE BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,000.
IMMACULATE CONCEPTION CATHOLIC CHURCH 1314 LYNN AVENUE PAWHUSKA, OK 74056	NONE	PUBLIC CHARITY	SUPPORT	1,000.
PRICE TOWER 510 DEWEY AVENUE BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	5,000.
SAMARITAN COUNSELING & GROWTH 245 SE MADISON BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	3,750.
SIA, INC. P.O. BOX 341 CYRIL, OK 73029	NONE	PUBLIC CHARITY	SUPPORT	2,000.
SUNFEST, INC 420 SE MADISON BLVD BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	1,000.
THE AMERICAN LEGION 501 NORTHEAST WASHINGTON BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	5,000.
THE DOVE MINISTRY P.O. BOX 1007 JENKS, OK 74037	NONE	PUBLIC CHARITY	SUPPORT	1,000.
WAKE FOREST UNIVERSITY BOX 7227 REYNOLDA STATION WINSTON-SALEM, NC 27109	NONE	PUBLIC CHARITY	SUPPORT	125,000.
Total from continuation sheets				148,875.

20-2068766

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PARTNERSHIP INCOME-CHENIERE ENERGY	3.
PARTNERSHIP INCOME-LINN ENERGY	26.
PARTNERSHIP INCOME-PLAINS ALL AMERICAN	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARVEST ASSET DIVIDENDS	12,202.	0.	12,202.
FIDELITY ASSET DIVIDENDS	1,076.	0.	1,076.
PARTNERSHIP INCOME-PLAINS ALL AMERICAN	6.	0.	6.
TOTAL TO FM 990-PF, PART I, LN 4	13,284.	0.	13,284.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
INCOME FROM MARTIN MIDSTREAM	1	81.
TOTAL TO FORM 990-PF, PART I, LINE 5A		81.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	9,386.	9,386.	
SEC 1231 GAIN FROM PARTNERSHIPS	48.	48.	
INCOME FROM PUBLICLY TRADED PARTNERSHIPS	70.	0.	
ORDINARY INCOME FROM THE SALE OF PUBLICLY TRADED PARTNERSHIPS	40,067.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	49,571.	9,434.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,250.	4,250.		0.
TO FORM 990-PF, PG 1, LN 16B	4,250.	4,250.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,001.	1,001.		0.
TO FORM 990-PF, PG 1, LN 18	1,001.	1,001.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	4,028.	4,028.		0.
PARTNERSHIP INCOME-NONDEDUCTIBLE EXPENSES	24.	0.		0.
PARTNERSHIP INCOME-INVESTMENT INTEREST EXPENSE	95.	95.		0.
PARTNERSHIP INCOME-INTANGIBLE DRILLING COSTS	6,799.	6,799.		0.
TO FORM 990-PF, PG 1, LN 23	10,946.	10,922.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
APPRECIATION IN STOCK CONTRIBUTION RECEIVED	143,387.
TOTAL TO FORM 990-PF, PART III, LINE 5	143,387.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,357 SH HELIX ENERGY	38,365.	213,767.
2,350 SH SPDR GOLD TRUST	123,773.	380,747.
1,500 SH GOLD FIELDS LTD	30,945.	18,734.
800 SH MARKET VECTORS AGRIBUSINESS	40,214.	42,207.
252.132 SH PETROCHINA CO LTD	12,619.	36,251.
2,200 SH PETROLEO BRASILEIRO	25,440.	42,834.
150 SH SEIMENS	17,683.	16,421.
261,500 SH FAR EAST ENERGY CORP	74,541.	14,383.
3,000 SH WOODSIDE PETROLEUM	51,333.	107,220.
1,200 SH ISHARES SILVER TRUST	20,726.	35,244.
1,000 SH MICROSOFT CORP	27,845.	26,710.
1,700 SH SILVERCORP METALS	21,564.	8,704.
1,200 SH COMPANIA DE MINAS BUENA-VENTURA	16,647.	46,008.
200 SH JOY GLOBAL, INC	4,799.	14,994.
300 SH STARBUCKS CORP	2,914.	13,803.
550 SH ANADARKO PETROLEUM	19,229.	40,871.
500 SH BP PLC SPONS ADR	19,798.	20,820.
2,000 SH CENTRAL FUND CDA LTD	21,030.	42,060.
550 SH MARKET VECTORS JR GOLD MINERS	20,499.	10,885.
500 SH MARKET VECTORS GOLD MINERS	28,223.	23,195.
1,000 SH CENTRAL GOLD TRUST	29,830.	62,780.
3,000 SH CUSHING MLP TOTAL RETN	21,510.	21,510.
1,000 SH KAYNE ANDERSON MLP	29,266.	29,470.
275 SH PHILLIPS 66	6,971.	14,603.
800 SH RIO TINTO PLC	26,712.	46,472.
4,000 SH CONTROLOLADORA COMERCIAL MEXICANA	4,409.	13,947.
294 SH MARTIN MIDSTREAM PARTNERS	542.	9,132.
1,293 SH STATOILHYDRO ASA	0.	32,377.
TOTAL TO FORM 990-PF, PART II, LINE 10B	737,427.	1,386,149.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
300 SH BP PRUDHOE BAY	COST	0.	0.
1,125 SH CHENIERE ENERGY PARTNERS	COST	0.	0.
1,000 SH DCP MIDSTREAM PARTNERS	COST	0.	0.
400 SH HOLLY ENERGY PARTNERS	COST	0.	0.
900 SH HUGOTON ROYALTY TRUST	COST	0.	0.
525 SH MARTIN MIDSTREAM PARTNERS	COST	0.	0.
800 SH MESABI TRUST	COST	5,277.	20,360.
250 SH PLAINS ALL AMERICAN PIPELINE	COST	0.	0.
1,500 SH LINN ENERGY LLC	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,277.	20,360.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

KENNETH G. ADAMS
DIANA MOON ADAMS
CHRISTINA L. ADAMS

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. KENNETH G. AND DIANA MOON ADAMS FOUNDATION	Employer identification number (EIN) or 20-2068766
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. DRAWER A	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BARTLESVILLE, OK 74005-5001	

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

0 4

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

JEANINE CUNNINGHAM

- The books are in the care of ► **4100 ADAMS RD, SUITE E 103 - BARTLESVILLE, OK 74006**
Telephone No. ► **918-335-1010** FAX No. ► **918-335-1091**

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,324.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form **8868** (Rev. 1-2013)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE ROBERT AND KELMOR WALLACE FAMILY CHARITABLE FOUNDATION	Employer identification number (EIN) or 31-1663883
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 7050	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRYAN, TX 77805-7050	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROBERT WALLACE

- The books are in the care of **P.O. BOX 7050 - BRYAN, TX 77805-7050**

Telephone No. **(979) 690-6026**

FAX No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE DOCUMENTATION TO FILE AN ACCURATE AND TIMELY TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **CPA**

Date **8/13/2013**

Form 8868 (Rev. 1-2013)