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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**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 ,**

Name of foundation Wilshire Charitable Foundation		A Employer identification number 20-3873060
Number and street (or P.O. box number if mail is not delivered to street address) 5619 N. Classen Blvd		B Telephone number (see the instructions) (405) 254-5400
City or town Oklahoma City		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code OK 73118		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 <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,951,488.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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 <input type="checkbox"/>

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))*

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)	366,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att 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/(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/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	545,243.	545,243.	545,243.	
12 Total. Add lines 1 through 11	911,243.	545,243.	545,243.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule (see instrs))	17,177.	17,177.	17,177.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
LOAN COLLECTION COSTS	25,516.	25,516.	25,516.	
24 Total operating and administrative expenses. Add lines 13 through 23	42,693.	42,693.	42,693.	
25 Contributions, gifts, grants paid	1,000,013.			1,000,013.
26 Total expenses and disbursements. Add lines 24 and 25	1,042,706.	42,693.	42,693.	1,000,013.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-131,463.			
b Net investment income (if negative, enter -0-)		502,550.		
c Adjusted net income (if negative, enter -0-)			502,550.	

Part II Balance Sheets

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

A S S E T S	1	Cash – non-interest-bearing	4,807.	8,245.	8,245.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less allowance for doubtful accounts	1,786,229.		
	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 sch)			
		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)			
L I A B I L I T I E S	11	Investments – land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe L-15 Stmt)	3,210,020.	3,157,014.	3,157,014.
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,080,395.	4,951,488.	4,951,488.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
N E T A S S E T S	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe L-22 Stmt)	1,265.	3,821.	
	23	Total liabilities (add lines 17 through 22)	1,265.	3,821.	
F U N D A S S E T S		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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,079,130.	4,947,667.	
	30	Total net assets or fund balances (see instructions)	5,079,130.	4,947,667.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,080,395.	4,951,488.	

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	5,079,130.
2	Enter amount from Part I, line 27a	2	-131,463.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,947,667.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,947,667.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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 (column (b) divided by column (c))
2011	1,000,013.	20,915.	47.813196
2010	1,000,013.	22,116.	45.216721
2009	493,238.	5,465.	90.253980
2008	214,240.	2,544.	84.213837
2007	41,873.	5,301.	7.899076

2 Total of line 1, column (d)	2	275.396810
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	55.079362
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,966.
5 Multiply line 4 by line 3	5	273,524.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,026.
7 Add lines 5 and 6	7	278,550.
8 Enter qualifying distributions from Part XII, line 4	8	1,000,013.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,026.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,026.
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	5,026.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	13,872.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	13,872.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,846.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	8,846.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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 \$ _____ (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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK - Oklahoma		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	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 <u>N/A</u>	13	X	
14	The books are in care of <u>PAUL G. HEAFY</u> Telephone no <u>(405) 254-5400</u> Located at <u>5619 N. Classen Blvd</u> <u>Okalahoma City OK</u> ZIP + 4 <u>73118</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>				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
1 a 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 <u></u>	1 b	X
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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 checked="" 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)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

7 b X

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
PAUL G. HEAFY 5619 N. Classen Blvd OKC OK 73118	PRESIDENT 0.00	0.	0.	0.
ANDRIA HEAFY 5619 N. Classen Blvd OKC OK 73118	VICE PRESIDENT 0.00	0.	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
None				

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

None

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i>
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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
NONE		
Total number of others receiving over \$50,000 for professional services	None	

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		
2		
3		
4		

Part IX-B: Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <div></div> <div></div>	
2 <div></div> <div></div>	
All other program-related investments See instructions 3 <div></div> <div></div>	
Total. Add lines 1 through 3 <div></div>	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	1 a	5,042.
a Average monthly fair market value of securities	1 b	
b Average of monthly cash balances	1 c	
c Fair market value of all other assets (see instructions)	1 d	5,042.
d Total (add lines 1a, b, and c)		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	5,042.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	76.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,966.
6 Minimum investment return. Enter 5% of line 5	6	248.

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	248.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	5,026.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	5,026.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	0.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1 a	1,000,013.
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 b	
b Program-related investments — total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3 Amounts set aside for specific charitable projects that satisfy the	3 a	
a Suitability test (prior IRS approval required)	3 b	
b Cash distribution test (attach the required schedule)	4	1,000,013.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		
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	5,026.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	994,987.

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				0.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	43,650.			
b From 2008	218,586.			
c From 2009	493,238.			
d From 2010	1,000,013.			
e From 2011	1,000,013.			
f Total of lines 3a through e	2,755,500.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,000,013.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	1,000,013.			
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	3,755,513.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	43,650.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,711,863.			
10 Analysis of line 9				
a Excess from 2008	218,586.			
b Excess from 2009	493,238.			
c Excess from 2010	1,000,013.			
d Excess from 2011	1,000,013.			
e Excess from 2012	1,000,013.			

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

N/A

1 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 ☐ 4942(j)(3) or ☐ 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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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))
- Paul G. Heafy

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

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

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

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

Paul G. Heafy

5619 N. Classen Blvd

Oklahoma City

OK

73118

(405) 254-5400

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

None

- c** Any submission deadlines

None

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

None

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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
a Paid during the year				
Bethany YMCA 6500 NW 39th Expressway Bethany OK 73008		501(c)(3)	Community Services	500.
Blue Door Foundation 2805 N McKinley Oklahoma City OK 73106		501(c)(3)	Music Education	42,299.
Calm Waters 4334 NW Expressway, Ste 101 Oklahoma City OK 73116		501(c)(3)	Family Support Services	2,500.
CASA of Oklahoma City 5905 N Classen Court, 302 Oklahoma City OK 73118		501(c)(3)	Juvenile Assistance	10,000.
Crime Stoppers of OKC 4000 Classen Center, Ste 100C Oklahoma City OK 73118		501(c)(3)	Crime Prevention	20,800.
D-Dent Inc 6430 N Western, Ste 200 Oklahoma City OK 73116		501(c)(3)	Elderly Dental Assistance	15,000.
Dead Center Film Festival PO Box 60445 Oklahoma City OK 73146		509(a)(1)	Fine Arts Education	5,000.
Dean McGee Eye Institute 608 Stanton L. Young Blvd, Ste 300 Oklahoma City OK 73104		509(a)(1)	Medical Research	5,000.
ECHO 17391 Durrance Road N. Ft Meyers FL 33917		501(c)(3)	Global Hunger Solutions	1,000.
See Line 3a statement				897,914.
Total			3 a	1,000,013.
b Approved for future payment				
Total			3 b	

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

Wilshire Charitable Foundation

Employer identification number

20-3873060

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)(____) (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 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).

BAA 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

Employer identification number

Wilshire Charitable Foundation

20-3873060

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Paul G. Heafy 5619 Classen Blvd Oklahoma City OK 73118	\$ 366,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
ACCRETION INCOME	439,822.	439,822.	439,822.
INTEREST ON SUBORDINATION	84,102.	84,102.	84,102.
-----	9,625.	9,625.	9,625.
OTHER INCOME	11,484.	11,484.	11,484.
Returned Checks	210.	210.	210.
Total	545,243.	545,243.	545,243.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Free to Live PO Box 5884 Edmond OK 73083		501 (c) (3)	Animal Sanctuary	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Grace Fellowship PO Box 1873 Oklahoma City OK 73101		501 (c) (3)	Food Charity	Person or <input type="checkbox"/> Business <input type="checkbox"/> 6,500.
Heritage Hall 1800 NW 122nd Oklahoma City OK 73120		509 (a) (1)	Private Education	Person or <input type="checkbox"/> Business <input type="checkbox"/> 4,732.
Hope Center of Edmon PO Box 2915 Edmond OK 73083		501 (c) (3)	Social Services	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Impact Oklahoma PO Box 20149 Oklahoma City OK 73156		501 (c) (3)	Family health and wellness	Person or <input type="checkbox"/> Business <input type="checkbox"/> 4,000.
John F. Kennedy Library Found 0 William T Morrissey Blvd Boston MA 02125		501 (c) (3)	Learning, Discovery, & Service	Person or <input type="checkbox"/> Business <input type="checkbox"/> 250.
King's Clinic 921 W Britton Road Oklahoma City OK 73114		501 (c) (3)	Volunteer Medical Services	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.
Love Hope Strength Foundation 4956 Colfax Ave Denver CO 80220		501 (c) (3)	Cancer Support Services	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
Lifewater International PO Box 3131 San Luis Obispo CA 93403		501 (c) (3)	Water and Sanitation Development	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Museum of Nature & Science PO Box 151469 Dallas TX 75315		501 (c) (3)	Nature and Science Education	Person or <input type="checkbox"/> Business <input type="checkbox"/> 25,000.
Novo Ministries PO Box 672 Oklahoma City OK 73101		501 (c) (3)	Childrens Programs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Oklahoma City University 2501 North Blackwelder Oklahoma City OK 73106		501 (c) (3)	Private Education	Person or <input type="checkbox"/> Business <input type="checkbox"/> 240,000.
Oklahoma Dental Foundation 317 NE 13th St Oklahoma City OK 73104		501 (c) (3)	Research & Education	Person or <input type="checkbox"/> Business <input type="checkbox"/> 50,000.
Oklahoma Honor Flights PO Box 10492 Midwest City OK 73140		501 (c) (3)	Veteran Services	Person or <input type="checkbox"/> Business <input type="checkbox"/> 98,980.
Oklahoma Scholarship Fund 5619 N. Classen Blvd Oklahoma City OK 73118		501 (c) (3)	Primary Education Scholarship Grants	Person or <input type="checkbox"/> Business <input type="checkbox"/> 91,952.
Oklahoma Wizards 6907 Avondale Dr Oklahoma City OK 73116		501 (c) (3)	Literature Education	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
OU Foundation 100 Timberdell Rd Norman OK 73019		501 (c) (3)	Scholarship Fund	Person or <input type="checkbox"/> Business <input type="checkbox"/> 50,000.
Pet Food Pantry of OKC PO Box 57678 Oklahoma City OK 73157		501 (c) (3)	Animal Services	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Prevent Blindness Oklahoma 6 NE 63rd St, Ste 150 Oklahoma City OK 73104		501 (c) (3)	Volunteer Health and Safety	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Santa's Cause 128 Deer Creek Rd Edmond OK 73003		501 (c) (3)	Christmas Cheer	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
Santa's Sleigh PO Box 54746 Oklahoma City OK 73154		501 (c) (3)	Gifts for Homeless Children	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
Search Dog Foundation 501 E. Ojai Ave Ojai CA 93023		501 (c) (3)	Search Dog Training	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Shalom Ministries 3801 N Classen Blvd Ste 300 Oklahoma City OK 73118		509 (a) (1)	Jewish Education	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
Special Olympics Oklahoma 6835 South Canyon Ave Tulsa OK 74136		501 (c) (3)	Athletic Competition	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
St Patrick Parish 282 Suffolk St Lowell MA 01854		501 (c) (3)	Religious Organization	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
Teen Roundup PO Box 1166 Duncan OK 73534		501 (c) (3)	Youth Summer Camp	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Turpentine Creek Wildlife Refuge</u>	-----	-----	<u>Exotic Cat</u>	Person or <input type="checkbox"/>
<u>239 Turpentine Creek Lane</u>	-----	-----	<u>Wildlife</u>	Business <input type="checkbox"/>
<u>Eureka Springs AR 72632</u>	-----	509 (a) (2)	<u>Refuge</u>	1,000.
<u>Union Theological Seminary</u>	-----	-----	<u>Religious</u>	Person or <input type="checkbox"/>
<u>156 5th Avenue, Ste 1100</u>	-----	-----	<u>Education &</u>	Business <input type="checkbox"/>
<u>New York NY 10010</u>	-----	501 (c) (3)	<u>Training</u>	2,500.
<u>Wes Welker Foundation</u>	-----	-----	<u>Youth</u>	Person or <input type="checkbox"/>
<u>PO Box 20777</u>	-----	-----	<u>Organization</u>	Business <input type="checkbox"/>
<u>Oklahoma City OK 73156</u>	-----	501 (c) (3)		30,000.
<u>Whitehead Institute</u>	-----	-----	<u>Biomedical</u>	Person or <input type="checkbox"/>
<u>Nine Cambridge Center</u>	-----	-----	<u>Research</u>	Business <input type="checkbox"/>
<u>Cambridge MA 02142</u>	-----	501 (c) (3)		250,000.

Total

897,914.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
LOANS PURCHASED	3,210,020.	3,155,185.	3,155,185.
ADVANCES TO PROTECT ASSETS	0.	1,829.	1,829.
Total	<u>3,210,020.</u>	<u>3,157,014.</u>	<u>3,157,014.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
UNAPPLIED FUNDS	1,265.	3,821.
Total	<u>1,265.</u>	<u>3,821.</u>