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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.

For	cale	ndar year 2012 or tax year begi	nning		, and ending		
-Na	ame o	f foundation				A Employer identification	on number
		FRANCIS AND K	ATHLEEN R	OONEY			
_1	FOU	NDATION				20-552463	3
		and street (or P O box number if mail is		•	Room/suite	<b>B</b> Telephone number	
		1 SOUTH 122ND	<u>EAST AVEN</u>	UE		918-878-3	301
	-	town, state, and ZIP code				C If exemption application is	pending, check here
		SA, OK 74146	<del></del>			_	
G	Chec	,,,	l return	<del></del>	ormer public charity	D 1. Foreign organization	ns, check here
			return	Amended return		2. Foreign organizations n	neeting the 85% test
_			ess change	Name change		2. Foreign organizations no check here and attach a	computation
H	_			kempt private foundation		E If private foundation s	
<u></u>		ection 4947(a)(1) nonexempt cha		Other taxable private founda		under section 507(b)(	1)(A), check here
		arket value of all assets at end of	·	*	Accrual		a 60-month termination
		Part II, col. (c), line 16)	4.F (Part Leady	ther (specify) imn (d) must be on cash b		under section 507(b)(	1)(B), check here
	►\$ art l						(d) a
<u> </u>	art	(The total of amounts in columns (b) necessarily equal the amounts in co	), (c), and (d) may not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(0) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc	•			N/A	
	2	Check X if the foundation is not i	required to attach Sch. B	122 222	460 000		<u></u>
-	3	Interest on savings and temporary cash investments		132,309.	122,228		STATEMENT 2
\$107	4	Dividends and interest from sec	curities	141,619.	141,619	•	STATEMENT 3
		a Gross rents				<del> </del> -	<del> </del>
<b>39</b>	١ ـ	Net rental income or (loss)		A75 774			oma menerate d
۽ ≔	g   6a	Net gain or (loss) from sale of assets Gross sales price for all		475,774.	· · · · · · · · · · · · · · · · · · ·	<del></del>	STATEMENT 1
	<u> </u>	assets on line 6a	2,183.		473,591		<del> </del>
	: I _	Capital gain net income (from Part IV.	, line 2)		4/3,391	•	<del> </del>
<u> </u>	9	Net short-term capital gain Income modifications					
Ž	10a	Gross sales less returns			٣	<del>-</del>	<del> </del>
	Ι.	and allowances  Less Cost of goods sold			<del></del>	VED	<del> </del>
3		Gross profit or (loss)					
(D)	11	Other income		1,262,969.	1 210 954	, S	STATEMENT 4
	12	Total. Add lines 1 through 11		2,012,671.	3 948,392		
_	13	Compensation of officers, directors,	trustees, etc	0.	0		0.
	14	Other employee salaries and wa	ages		L UGDEN	J. UT	
	15	Pension plans, employee benef	its			<del></del>	
ò	g   16a	Legal fees					
ģ	[ b	Accounting fees					
, L	Š o	Other professional fees					
9	17	Interest		17,655.	<u>17,655</u>		0.
ţ	g   18	Taxes	STMT 5	3,434.	3,434	•	<u> </u>
. 5	19	Depreciation and depletion					
٤	20	Occupancy					
Ž	(21	Travel, conferences, and meeting	ngs			<del> </del>	<del></del>
Š	22	Printing and publications				ļ	<del> </del>
5	23	Other expenses	STMT 6	248,279.	245,168		0.
į	24	Total operating and administra		060 060	066 055		
Onersting and Adminictrative Fynene	5	expenses. Add lines 13 throug		269,368.	266,257	•	0.
	25			1,063,023.		<del>                                     </del>	1,063,023.
	26	Total expenses and disbursen	ients.	1 222 201	266 257		1 062 022
_	07	Add lines 24 and 25		1,332,391.	266,257	•	1,063,023.
	1	Subtract line 26 from line 12:	d district	_680,280.			
		Excess of revenue over expenses and  Net investment income (if negated)		000,200.	1,682,135	<del>                                     </del>	+
		Adjusted net income (if negative			1,002,133	N/A	+
	, .		, -,, /	1		, 41/44	

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

**FOUNDATION** 20-5524633 Form 990-PF (2012) Beginning of year Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only End of year (a) Book Value (b) Book Value (c) Fair Market Value 1 Cash - non-interest-bearing 105,065. 117,301. 105,065. 2 Savings and temporary cash investments 3 Accounts receivable ► Less: allowance for doubtful accounts 4 Pledges receivable ▶ Less: allowance for doubtful accounts 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons 7 Other notes and loans receivable 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 b Investments - corporate stock c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans STMT 7 22,223,536. 13 Investments - other 21,031,020. 24,017,480. 14 Land, buildings, and equipment: basis Less accumulated depreciation 15 Other assets (describe ► CASH IN TRANSIT 1,000,000. 500,000. 500,000. 24,622,545. 22,148,321. 22,828,601. 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe 0 0. 23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted Foundations that do not follow SFAS 117, check here **▶** X and complete lines 27 through 31. ö 27 Capital stock, trust principal, or current funds 0. 28 Paid-in or capital surplus, or land, bldg., and equipment fund 22,828,601 29 Retained earnings, accumulated income, endowment, or other funds 22,148,321. 22,828,601 22,148,321. 30 Total net assets or fund balances 22,148,321. 22,828,601 31 Total liabilities and net assets/fund balances 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) <u>22,148,321</u> 680,280 2 Enter amount from Part I, line 27a 2 3 Other increases not included in line 2 (itemize) 3 4 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 22,828,601.

Form **990-PF** (2012)

Form 990-PF (2012) FOUNDATION 20-5524633 Page 3 Capital Gains and Losses for Tax on Investment Income Part IV (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold (e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co.) (mo., day, yr.) (mo., day, yr.) 1a b SEE ATTACHED STATEMENT C d (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) b d 2,183. 2,183 473,591. е Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or (j) Adjusted basis (k) Excess of col. (i) Losses (from col. (h)) (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any а b d 473,591 е If gain, also enter in Part I, line 7 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 473,591. 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 N/A 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. Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each year; see the instructions before making any entries (d)
Distribution ratio
(col. (b) divided by col. (c)) (a)
Base period years
Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets 1,275,039 24,902,567 2011 .051201 1,287,308. 24,655,966. .052211 2010 22,104,418. 637,633. 2009 .028846 2,003,551. 23,418,745 2008 .085553 6,810 25,630,170 2007 .000266 2 Total of line 1, column (d) .218077 2 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 .043615 3 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 <u>23,770,656.</u> 1,036,757. 5 Multiply line 4 by line 3 5 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 16,821. Add lines 5 and 6 1,053,578. 7 8 Enter qualifying distributions from Part XII, line 4 1,063,023. 8 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.

	n 990-PF (2012) <b>FOUNDATION</b>	<u> 20-</u>	<u> 5524633</u>	<u>3</u> _	Page 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	<u>4948  </u>	- see instr	uctio	ns)
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 X and enter 1%	1	[ ]	L6,8	21.
	of Part I, line 27b				
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
		2			0.
3		3		16,8	21.
4		4			0.
5		5	1	16,8	
6	· · · · · · · · · · · · · · · · · · ·				
	a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 34,180	_			
	b Exempt foreign organizations - tax withheld at source	7			
	c Tax paid with application for extension of time to file (Form 8868)	1			
	d Backup withholding erroneously withheld  6d	-			
	Total credits and payments. Add lines 6a through 6d	7		34,1	QΛ
		8	· · · · ·	) <del>+</del> , 1	00.
9		9	<del>                                     </del>	7 2	E O
10		10	<del></del>	1,3	<u>59.</u>
	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 17,359 • Refunded ► art VII-A Statements Regarding Activities	11	L	-	<u> </u>
				Voc	No
ıa	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interver	e m		163	
	any political campaign?		1a	<del> </del>	X
D	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b	<del> </del> -	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ied or			
	distributed by the foundation in connection with the activities				
	c Did the foundation file Form 1120-POL for this year?		<u> 1c</u>	<u> </u>	X
d	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. $\blacktriangleright$ \$ (2) On foundation managers. $\blacktriangleright$ \$	<u>•</u>			
е	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?		_2_	<u> </u>	X
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	or			
_	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3_	<del> </del>	X
	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a_	X	<del> </del>
	b If "Yes," has it filed a tax return on Form 990-T for this year?		4b	X	<del></del>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5_	-	X
	If "Yes," attach the statement required by General Instruction T.				
6					
	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 of the state	te law			
	remain in the governing instrument?		6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col. (c), and Part XV.				
8a	a Enter the states to which the foundation reports or with which it is registered (see instructions)				
	OK				
b	o 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		8b	X	
9	5 · · · · · · · · · · · · · · · · · · ·	endar			
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X
			Form <b>99</b> 0	)-PF	(2012)

orm	990-PF (2012) <b>FOUNDATION</b> 20-5	524633		Page 5
	rt 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?	13	L X	
	Website address ► N/A			
14	The books are in care of ► THE FOUNDATION Telephone no. ► 918			
		<u>74146</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<b>1</b> .7	/A	· []
40	and enter the amount of tax-exempt interest received or accrued during the year  15	IN	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,	16	163	X
	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	10	L	
	country			
Pa	art 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?	No _		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	- I		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	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)?	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.)	NI.		
		NO	1	
b	o If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	7 45		
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Occapitations solves on a surrent notice regarding disaster assistance (see instructions)?	A   1b		
	Organizations relying on a current notice regarding disaster assistance check here  Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	_		
Ü	before the first day of the tax year beginning in 2012?	1c		x
9	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	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?	No		
	If "Yes," list the years >			Ì
t	Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	A 2b	-	
C	of the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
	<u> </u>			
38	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time  during the year?  Yes X	N		
	*** <b>*</b> * * <b>*</b> * * <b>*</b> * * * * * * * *	NO	1	1
t	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.)	А зь	1	
A	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<del>                                     </del>	x
	b Did the foundation invest during the year any amount in a mariner that words jeopardize to charitable purpose that	<u> </u>		1
•	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		х
		Form <b>99</b> 0	O-PF	(2012)

THE FRANCIS AND KATHLEEN ROONEY Form 990-PF (2012) FOUNDATION 20-5524633 Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b 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 Yes No N/A expenditure responsibility for the grant? 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 ☐ Yes 🛣 No a personal benefit contract? 6b X b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870. Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b b If "Yes." did the foundation receive any proceeds or have any net income attributable to the transaction? N/AInformation About Officers, Directors, Trustees, Foundation Managers, Highly Part VIII Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deferred compensation (c) Compensation (b) Title, and average (e) Expense hours per week devoted to position (If not paid, enter -0-) account, other (a) Name and address allowances 0. SEE STATEMENT 8 0 0 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average (e) Expense account, other hours per week devoted to position (a) Name and address of each employee paid more than \$50,000 (c) Compensation allowances NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation I Paid Employees, and Contractors (continued)	Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "NON	E."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	(5) 1) po 0. 50. 1.00	(c) companion
NONE		
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		<u></u>
	rmation such as the	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical info number of organizations and other beneficiaries served, conferences convened, research papers produced, e	te	Expenses
		<del></del>
1N/A		
2		
3		
4		
<del></del>		
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	ınd 2.	Amount
1 N/A		
	<del> +</del>	
2		
All other program-related investments. See instructions.		
3		
Total Add lines 1 through 2		

Form **990-PF** (2012)

FOUNDATION

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P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	23,828,794.
b	Average of monthly cash balances	1b	303,852.
C	Fair market value of all other assets	10	<u> </u>
d	Total (add lines 1a, b, and c)	1d	24,132,646.
е	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	24,132,646.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	<u>361,990.</u>
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,770,656.
6	Minimum investment return. Enter 5% of line 5	6	<u>1,188,533.</u>
Р	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	1,188,533.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	income tax for 2012. (This does not include the tax from Part VI.)		
c	Add lines 2a and 2b	2c	_16,821.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,171,712.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,171,712.
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	1,171,712.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,063,023.
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:		
а	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	1,063,023.
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	16,821.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,046,202.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	qualifies fo	or the section

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2012 from Part XI, Iner 7  Underbutade amount for 2012 from Part XI, Iner 7  Underbutade accessor, a favy, as of the word of 2012 a Enter amount for 2011 (only)  1 Total of lines as through a Part XI, Iner 4  Second Selection of the Second Selection of the Part XI, Iner 4  Gualifying distributions carryover, if any, to 2012 from 2010  From 2010  From 2011  Total of lines 33 through a Part XI, Iner 4 N S 1 0.063 0.23  Applied to underbutated mozene of prior years (Exchor required - see instructions) a Part XI, Iner 4 N S 1 0.063 0.23  Applied to underbutated mozene of prior years (Exchor required - see instructions) a Part XI, Iner 4 N S 1 0.063 0.23  Applied to underbutated mozene of prior years (Exchor required - see instructions) a Part XI, Iner 4 N S 1 0.063 0.23  Applied to 2012 castinibiately amount of Prior years (Exchor required - see instructions) a O. Second emboderic environment distributed at ord corpus Second emboderic environment distributed and room of the 2012 of the Amount of the		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
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2 Undesthabel recover, 4 any, as a fine and of 2012 a. Enters amount of 2015 only b. Total for proxy years:  2. Excess distributions carryover, if any, to 2012: a from 2007 b from 2008 c from 2010 e from 2010 e from 2010 a from 2010 a from 2011 b Total of fines 3s through e  4. Qualitying distributions for 2012 from Part XII, lim 4; b = \$ 1,063,023; a. Applied to 2015, but not more than line 2a b. Applied to 2016 through the control of proxy 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 (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus  6 prices administrative distributed in common (s)  9 prices and similar st. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress tese a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpus And lime 8c. 4c. and 4c sucress teses a Corpu	1				1 171 712
a Enter amount for 2611 only   1,047,691.    Dical for prory years:   0.    Secss distributions carryover, if any, to 2012: a From 2007    From 2008   From 2010    From 2010   From 2010    From 2011   I Total of lines 38 through   0.    1 Total of lines 38 through   0.    2 Lapphed to 2011   but not more than line 2a    3 Apphed to 2011   but not more than line 2a    4 Apphed to 2012 distributions out of corpus (Election required - see instructions)   0.    5 Treated as distributions out of corpus (Election required - see instructions)   0.    6 Treated as distributions out of corpus (Election required - see instructions)   0.    7 Treated as distributions out of corpus (Election required - see instructions)   0.    8 Permaning amount distributed or corpus   0.    9 Treated as distributions out of corpus (Election required - see instructions)   0.    9 Treated as distributions out of prior years and stribution of the section and section and see of the section and section and sections are indicated below:   0.    15 Total of the section and sections are indicated below:   0.    15 Total of the section and section are indicated sections are indicated below:   0.    15 Total of the section and section are indicated sections are indicated below:   0.    16 Total of the section and section are indicated sections are indicated below:   0.    17 Total of the section and section are indicated sections are indicated below:   0.    18 Total of the section and section are indicated section and section are indicated sections are indicated below:   0.    18 Total of the section and section are indicated section are indicated section are indicated section are indicated section a	· · · · · · · · · · · · · · · · · · ·				1,111,1140
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not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2010 d Excess from 2011	· · · · · · · · · · · · · · · · · · ·				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2010 d Excess from 2011		0.			
Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008 b Excess from 2010 d Excess from 2011					<del></del>
10 Analysis of line 9:  a Excess from 2008 b Excess from 2010 c Excess from 2011 d Excess from 2011	•	0.			
a Excess from 2008 b Excess from 2010 c Excess from 2011 d Excess from 2011	F				
b Excess from 2009 c Excess from 2010 d Excess from 2011	i i				
c Excess from 2010 d Excess from 2011					
d Excess from 2011					
			İ		

Form 990-PF (2012) <b>FOUNDAT</b>			<del></del>	20-55	<b>24633</b> Page 1
Part XIV Private Operating Fo				<u> N/A</u>	
1 a If the foundation has received a ruling or	determination letter tha	t it is a private operating			
foundation, and the ruling is effective for		<del>-</del>	<b>▶</b> L	· · · · · · · · · · · · · · · · · · ·	
<b>b</b> Check box to indicate whether the found	ation is a private operati	ng foundation described	I in section	4942(j)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2012	<b>(b)</b> 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for					
each year listed					
<b>b</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 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)	ļ				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	i (				
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 Info			if the foundation	had \$5,000 or mo	re in assets
at any time during t	ne year-see inst	ructions.)			
1 Information Regarding Foundation	_				
a List any managers of the foundation who year (but only if they have contributed m			ntributions received by the	foundation before the clos	e of any tax
NONE					
<b>b</b> List any managers of the foundation who other entity) of which the foundation has			ı (or an equally large portic	on of the ownership of a pa	rtnership or
NONE					
2 Information Regarding Contribution Check here ► X if the foundation of the foundation makes gifts, grants, etc. (	nly makes contributions	to preselected charitable	e organizations and does n		
a The name, address, and telephone numb	<u>`</u>		-		
<b>b</b> The form in which applications should b	e submitted and informa	ition and materials they	should include:		
c Any submission deadlines;	<del></del>				
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields	s, kınds of ınstitutions, or o	other factors:	
-	, , , , , , , , , , , , , , , , , , , ,	,			

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FOUNDATION

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Part XV Supplementary Information	· · · · · · · · · · · · · · · · · · ·			
3 Grants and Contributions Paid During the Y Recipient		Payment		_
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
FROM K-1: HIGHVISTA II LIMITED				
PARTNERSHIP				23
GEORGETOWN UNIVERSITY	NONE	PUBLIC CHARITY	DAHLGREN CHAPEL FUND	
BOX 57123 WASHINGTON, DC 20057-1253				1 000 000
MSHINGTON, DC 20037-1233				1,000,000
THE PONTIFICAL NORTH AMERICAN COLLEGE	NONE	PUBLIC CHARITY		
3211 4TH STREET, NE				
WASHINGTON DC 20017				8,000
ETHICS AND PUBLIC POLICY CENTER 1730 M STREET NW SUITE 910	NONE	PUBLIC CHARITY		
WASHINGTON, DC 20036				10,000
COMMUNITY OF ST. EGIDIO	NONE	PUBLIC CHARITY		
380 LENOX AVE 6H				
NEW YORK CITY, NY 10027 Total			▶ 3a	45,000 1,063,023
b Approved for future payment				
NONE				
Total			▶ 3b	

Unrelated business income

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Excluded by section 512, 513, or 514

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Part XVI-A Analysis of Income-Producing Activiti
--

Enter gross amounts unless otherwise indicated.	Unrelated bus	iness income	Exclud	ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a					
b					
C	1 1				
d	1 1				
e					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash	-	·		·	
investments			14	122 200	
4 Dividends and interest from securities		<del> </del>	14	132,309. 141,619.	
		<del>-</del> ·	14	141,019.	
5 Net rental income or (loss) from real estate:	-	<del></del>		<del></del>	<del></del>
a Debt-financed property		<del></del>			<del>-</del>
<b>b</b> Not debt-financed property			<del>  </del>		
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	2,015.	14	1,260,954.	
8 Gain or (loss) from sales of assets other					
than inventory	523000	2,183.	18	473,591.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:				-	
a					
b	1 1				
C					
d					
e		<del></del>			
12 Subtotal. Add columns (b), (d), and (e)		4,198.		2,008,473.	0.
13 Total. Add line 12, columns (b), (d), and (e)		-		13	
(See worksheet in line 13 instructions to verify calculation	s.)				
Part XVI-B Relationship of Activitie  Line No. Explain below how each activity for which the foundation's exempt purposes (other the foundation).	income is reported in colu	mn (e) of Part XVI-A			plishment of
	<del></del>				
					<del> </del>
	····				
					· · · · · · · · · · · · · · · · · · ·
	<del></del>				
		<del></del>			<del></del>
		<u>-</u>			
	<del> </del>			<del> </del>	
				<u> </u>	
					·
				<u>.</u>	
				· <u> </u>	
			_	·	

Form 990-PF (2012) FOUNDATION <u>20-5524633</u> Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash X 1a(1) X (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization (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 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. (b) Amount involved (a) Line no (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? If "Yes," complete the following schedule: (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under peralties o and belief, it is tru alties of perjury, I declare that I have exa ined th s return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this return with the preparer shown below (see instr.)? prect, and complete Deck eparer (other than taxpayer) is based on all information of which preparer has any knowledge ation of p Sign Here X Yes Signature of officer or trustee Date Title Preparer's signature Print/Type preparer's name Date Check self-employed 2013 Paid JON A. OTTO P00431485 **Preparer** Firm's EIN  $\triangleright 73 - 1413977$ Firm's name ► HOGANTAYLOR **Use Only** Firm's address ▶ 2222 S. UTICA PL., SUITE 200

(918) 745-2333

Phone no.

TULSA,

OK\_ 74114-7002

(a) List and	d describe the kind(s) of property sol rick warehouse; or common stock, 2	d, e.g., real estate,	(b) How acquired P - Purchase	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
	LP - SHORT TERM		D - Donation	(, 223, 3.17	(, day, y,
	LP - LONG TERM	·	<del>                                     </del>		<del></del>
	LP - SECTION 123	1			
	LP - SECTION 123				
	LP - SECTION 125				
	LP - SECTION 125	6 LONG TERM		<u> </u>	
<u>g</u> h					
		<u> </u>			
<u>k</u>			<del></del>	<del> </del>	
	<u> </u>		<del></del>	<del> </del>	
n				<del>                                     </del>	
0			<del></del>	1 - 1	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) t	) Gain or (loss) blus (f) minus (g)	
a					57,569.
Ь					409,631.
С				<del></del>	8,765.
<u>d</u> 2,183.		2,183.			0.
<u>e</u> f					-950. -1,424.
g			-		-1,424.
h					
<u></u>					
<u>k</u>					
m n			<del>-</del>		
0					<del></del> -
Complete only for assets showing	ng gain in column (h) and owned by	the foundation on 12/31/69	(I) Los	ses (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. (I), If any	Gains (excess of but n	of col. (h) gain over ot less than "-0-")	col. (k),
a					57,569.
<u>b</u>					<u>409,631.</u>
<u>c</u>					<u>8,765.</u>
<u>d</u>		-			<u> </u>
<u>f</u>	<u> </u>				-1,424.
g					
h					
<u></u>					
<u>k</u>					
m n					
0					
2 Capital gain net income or (net ca	apital loss) { If gain, also enter If (loss), enter "-0	in Part I, line 7			473,591.
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,	ss) as defined in sections 1222(5) an	, I			
If (loss), enter "-0-" in Part I, line 8	B	<u></u>		N/A	

FORM 990-PF	GAIN OR (	LOSS) F	ROM SALE	OF A	ASSETS		STA	TEMENT	1
(A) DESCRIPTION OF PROPER	ΤΥ				MANNER CQUIRED	DA ACQU		DATE	SOLE
HIGH VISTA II LP - SH	ORT TERM			PUI	RCHASED				
(B) GROSS SALES PRICE	(C) COST OTHER B	OR	(D) EXPENSE SALE	OF	(E)	~	CATN	(F)	NG G
0		0.	SALLE	0.	DEFRE	0.	GAIN		569.
(A) DESCRIPTION OF PROPER	ТY				MANNER CQUIRED	DA ACQU	TE IRED	DATE	SOLE
HIGH VISTA II LP - LO	NG TERM			PUI	RCHASED				
(B) GROSS SALES PRICE	(C) COST ( OTHER B		(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)	SS
0	•	0.		0.		0.		409,	631.
(A) DESCRIPTION OF PROPER	TY				MANNER CQUIRED	DA ACQU	TE IRED	DATE	SOLE
HIGH VISTA II LP - SE	CTION 1231			PUI	RCHASED				
(B) GROSS SALES PRICE	(C) COST ( OTHER B		(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR LO	ss
0	•	0.		0.		0.		8,	765.

(A) DESCRIPTION OF PROPERTY					MANNER ACQUIRED		TE IRED	DATE	SOLD
HIGH VI	STA II LP - SECT	ION 1231 UBTI		PUR	CHASED				<u> </u>
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR L	oss
	2,183.	0.		0.		0.		2	,183.
DESCRIP	(A) PTION OF PROPERTY				ANNER QUIRED	DA' ACQU	TE IRED	DATE	SOLD
HIGH VI	STA II LP - SECT	ION 1256 SHORT	TERM	PUR	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) IN OR LOSS	
	0.	0.		0.		0.			-950.
	(A) PTION OF PROPERTY STA II LP - SECT	<del>_</del>	<b>TERM</b>	AC	ANNER QUIRED ————————————————————————————————————	DA' ACQU:		DATE	SOLD
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.		(F) OR L	oss
	0.	0.		0.		0.		-1	,424.
CAPITAL	GAINS DIVIDENDS	FROM PART IV							0.
	O FORM 990-PF, P					-		475	,774.
						=	-	<u>"</u> .	
FORM 99	00-PF INTEREST O	N SAVINGS AND	TEMPORARY	CASH	INVEST	MENTS	STA	remen	T 2
SOURCE							1	MUOMA	т
BANK OF OKLAHOMA HIGH VISTA II LIMITED PARTNERSHIP HIGHVISTA II LIMITED PARTNERSHIP - MUNICIPAL							761. 121,464.		
INTERES		WINGWOUTE - MOI	ATCIPAL					10	,081.
TOTAL I	CO FORM 990-PF, P	ART I, LINE 3,	COLUMN A					132	,309.

FORM 990-PF I	OIVIDENDS A	ND INTE	REST FROM	SEC	URITIES	STATEMENT	3
SOURCE		GROSS	CZ GROSS AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
HIGHVISTA II LIMITED PARTNERHSIP			141,619.		0.	141,619.	
TOTAL TO FM 990-PF, PA	ART I, LN 4		141,619.		0.	141,619	
FORM 990-PF		OTHER :	INCOME			STATEMENT	4
DESCRIPTION			(A) REVENUE PER BOOKS	5	(B) NET INVEST- MENT INCOME	(C) ADJUSTE: NET INCO	
HIGHVISTA II LIMITED PARTNERSHIP HIGHVISTA II LIMITED PARTNERSHIP FEDERAL EXCISE TAX REFUND			1,210,954. 2,015. 50,000.		1,210,954	•	
TOTAL TO FORM 990-PF, PART I, LINE			TE 11 1,262,969.		1,210,954		
FORM 990-PF		TAX	KES			STATEMENT	5
DESCRIPTION		(A) KPENSES ER BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOME	(D) CHARITA E PURPOS:	
FOREIGN TAXES	<del></del>	3,434	. 3	, 434	•		0.
TO FORM 990-PF, PG 1,	LN 18	3,434	. 3,434.		•		0.
	OTHER EXPE						
FORM 990-PF		OTHER 1	EXPENSES			STATEMENT	6
FORM 990-PF  DESCRIPTION		OTHER 1  (A)  KPENSES ER BOOKS	EXPENSES (B) NET INVI		(C) ADJUSTED NET INCOME	(D) CHARITA	BLE
DESCRIPTION  PORTFOLIO DEDUCTIONS FROM K-1: HIGHVISTA II	PE	(A) KPENSES	(B) NET INVI MENT INC		ADJUSTED NET INCOME	(D) CHARITA	BLE
DESCRIPTION PORTFOLIO DEDUCTIONS		(A) KPENSES ER BOOKS	(B) NET INVI MENT INC	COME	ADJUSTED NET INCOME	(D) CHARITA	BLE ES
DESCRIPTION  PORTFOLIO DEDUCTIONS FROM K-1: HIGHVISTA II LIMITED PARTNERSHIP		(A) XPENSES ER BOOKS 245,168	(B) NET INVI MENT INC 245	,168	ADJUSTED NET INCOME	(D) CHARITA	BLE ES

FORM 990-PF	OTHER INVESTMENTS		STAT	EMENT 7		
DESCRIPTION	VALUATION METHOD			FAIR MARKET VALUE		
HIGH VISTA II LP	COST	COST 22,223,536		. 24,017,480.		
TOTAL TO FORM 990-PF, PART II	, LINE 13	22,223,53	36. 24	24,017,480.		
FORM 990-PF PART VIII - TRUSTEES	LIST OF OFFICERS, I	DIRECTORS AGERS	STAT	EMENT 8		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB			
FRANCIS ROONEY 800 ADMIRALTY NAPLES, FL 34102	DIRECTOR 0.00	0.	0.	0.		
KATHLEEN ROONEY 800 ADMIRALTY NAPLES, FL 34102	DIRECTOR 0.00	0.	0.	0.		
LAURENCE FRANCIS ROONEY IV 2540 E. 28TH STREET TULSA, OK 74114	DIRECTOR 0.00	0.	0.	0.		
MICHAEL COLLINS ROONEY 800 ADMIRALTY NAPLES, FL 34102	DIRECTOR 0.00	0.	0.	0.		
KATHLEEN DALY ROONEY 800 ADMIRALTY NAPLES, FL 34102	DIRECTOR 0.00	0.	0.	0.		
TOTALS INCLUDED ON 990-PF, PA	GE 6, PART VIII	0.	0.	0.		