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 , 2012, and ending , 20

Name of foundation: MASSEY FAMILY FOUNDATION

A Employer identification number: 43-2065394

Number and street (or P O box number if mail is not delivered to street address): 1400 W MAIN ST | Room/suite

B Telephone number (see instructions): (580) 924-2211

City or town, state, and ZIP code: DURANT, OK 74701

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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: [X] 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) ▶ $ 4,856,300.

J Accounting method: [X] Cash ☐ Accrual ☐ 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 ▶ ☐

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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	35,581.	16,724.		ATCH 1
	4 Dividends and interest from securities	43,838.	43,838.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-15,186.			
	b Gross sales price for all assets on line 6a 37,149.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	204,327.			
	12 **Total.** Add lines 1 through 11	268,560.	60,562.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	10,760.			
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	11,481.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	6,795.	5,171.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	29,036.	5,171.		
	25 Contributions, gifts, grants paid	431,714.			431,714.
	26 **Total expenses and disbursements** Add lines 24 and 25	460,750.	5,171.		431,714.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-192,190.			
	b **Net investment income** (if negative, enter -0-)		55,391.		
	c **Adjusted net income** (if negative, enter -0-)				

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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
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	2,461,225.	2,081,961.	2,081,961.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	163,006.	174,969.	184,845.
b	Investments - corporate stock (attach schedule) ATCH 7	2,334,594.	2,554,455.	2,589,494.
c	Investments - corporate bonds (attach schedule)	44,750.		
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 ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,003,575.	4,811,385.	4,856,300.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	5,003,575.	4,811,385.	
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, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	5,003,575.	4,811,385.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,003,575.	4,811,385.	

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	5,003,575.
2	Enter amount from Part I, line 27a	2	-192,190.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,811,385.
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	4,811,385.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(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 (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	245,268.	4,773,514.	0.051381
2010	173,280.	4,112,925.	0.042131
2009	445,330.	3,817,846.	0.116644
2008	308,301.	3,596,871.	0.085714
2007	602,030.	2,998,355.	0.200787

2	Total of line 1, column (d)	2	0.496657
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	0.099331
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,891,277.
5	Multiply line 4 by line 3	5	485,855.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	554.
7	Add lines 5 and 6	7	486,409.
8	Enter qualifying distributions from Part XII, line 4	8	431,714.

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)

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	1,108.
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	
3	Add lines 1 and 2	3	1,108.
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	1,108.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 880.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,100.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,980.
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	872.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 872. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN MASSEY Telephone no ▶ 580-924-2211

Located at ▶ 1400 W MAIN ST DURANT, OK ZIP+4 ▶ 74701

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

			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, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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)	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)*	3b		X
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

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

		Yes	No
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)? (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)?	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? ☐ 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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		X
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?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		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 ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	2,693,480.
b	Average of monthly cash balances	1b	2,272,283.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,965,763.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,965,763.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,486.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,891,277.
6	**Minimum investment return.** Enter 5% of line 5	6	244,564.

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	244,564.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,108.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,108.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	243,456.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	243,456.
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	243,456.

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	431,714.
b	Program-related investments - total from Part IX-B	1b	
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	431,714.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	431,714.

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					243,456.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	456,157.				
b From 2008	130,223.				
c From 2009	255,894.				
d From 2010					
e From 2011	7,443.				
f Total of lines 3a through e		849,717.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 431,714.					
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					243,456.
e Remaining amount distributed out of corpus		188,258.			
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		1,037,975.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
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)		456,157.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		581,818.			
10 Analysis of line 9					
a Excess from 2008	130,223.				
b Excess from 2009	255,894.				
c Excess from 2010					
d Excess from 2011	7,443.				
e Excess from 2012	188,258.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 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))

N/A

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

N/A

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

Check here ▶ [X] 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

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

c Any submission deadlines

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

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				
SEE ATTACHED				431,714.
Total ▶ 3a				431,714.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	35,581.	
4 Dividends and interest from securities			14	43,838.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-15,186.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 9		204,327.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		204,327.		64,233.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 268,560.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign 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

John Massey 3-20-14 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TODD J. PEFFERMAN	TJ Pefferman CPA	3/17/14		P00425159
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 211 N ROBINSON AVE, STE 600 OKLAHOMA CITY, OK 73102-9421			Phone no 405-606-2580	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST - CDS	6,372.	6,372.
INTEREST - BANK ACCOUNTS	10,352.	10,352.
INTEREST - TAX EXEMPT - SUMMIT	18,857.	
TOTAL	35,581.	16,724.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
SUMMIT BANK INCOME - UBI	180,877.
ONEOK PARTNERS	-1,309.
INCOME TAX REFUND	24,759.
TOTALS	204,327.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CONSULTING FEE	10,760.
TOTALS	10,760.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INCOME TAXES	7,031.
STATE TAXES	4,450.
TOTALS	11,481.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADMINISTRATION FEES & EXPENSES	5,171.	5,171.
NON-DEDUCTABLE K-1 EXPENSES	1,624.	
TOTALS	6,795.	5,171.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	174,969.	184,845.
US OBLIGATIONS TOTAL	174,969.	184,845.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
11330 SHRS BOK	672,261.	689,216.
11,060 SHRS SUMMIT BANK STOCK	1,420,699.	1,379,877.
3,900 SHRS PENN WEST ENERGY	116,241.	47,988.
MUTUAL FUNDS	329,917.	427,971.
200 SHRS OKE	7,517.	19,107.
150 SHRS OKS	7,820.	25,335.
TOTALS	2,554,455.	2,589,494.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JOHN L. MASSEY 1400 W MAIN ST DURANT, OK 74701	PRESIDENT 1.00	0	0	0
GREGORY L. MASSEY 1400 W MAIN ST DURANT, OK 74701	VICE PRESIDENT 1.00	0	0	0
STEVE BURRAGE 1400 W MAIN ST DURANT, OK 74701	DIRECTOR 1.00	0	0	0
MARY FRANK 1400 W MAIN ST DURANT, OK 74701	DIRECTOR 1.00	0	0	0
	GRAND TOTALS			

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SUMMIT BANK INCOME	522100	180,877.			
ONEOK PARTNERS	522100	-1,309.			
INCOME TAX REFUND	900099	24,759.			
TOTALS		204,327.			

DATE	AMOUNT	NAME OF ORGANIZATION	ADDRESS	INDIVIDUAL	STATUS	PURPOSE
1/4/2012	5,000 00	WEST AFRICA FISTULA FOUNDATION	3621 POTTSBORO ROAD #150, DENISON, TX 75020	N/A	501(C)(3)	OPERATING FUNDS
1/6/2012	10,000.00	SOSU FOUNDATION	1405 NORTH 4TH DURANT, OK 74701	N/A	501(C)(3)	OPERATING FUNDS
1/9/2012	5,000 00	FAITH CREEK		N/A	501(C)(3)	OPERATING FUNDS
1/10/2012	20,000 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	501(C)(3)	OPERATING FUNDS
1/27/2012	2,164.43	EAST CENTRAL STATE UNIVERSITY	1029 WEST 10TH ST ADA, OK 74820	N/A	501(C)(3)	OPERATING FUNDS
1/27/2012	20,000 00	SOUTHEASTERN FOUNDATION	1405 NORTH 4TH DURANT, OK 74701	N/A	501(C)(3)	OPERATING FUNDS
3/2/2012	1,000.00	BAPTIST STUDENT UNION		N/A	501(C)(3)	OPERATING FUNDS
3/16/2012	500.00	SOSU FOUNDATION	1405 NORTH 4TH DURANT, OK 74701	N/A	501(C)(3)	OPERATING FUNDS
4/17/2012	50,000 00	OKLAHOMA ASSOC		N/A	501(C)(3)	OPERATING FUNDS
4/19/2012	1,700 00	FCA CAMPS	8701 LEEDS ROAD, KANSAS CITY, MO 64129	N/A	501(C)(3)	OPERATING FUNDS
4/26/2012	50,000 00	AMERICAN INDIAN CULTURAL CENTER	900 N BROADWAY STE 200, OKLAHOMA CITY, OK 73102	N/A	501(C)(3)	OPERATING FUNDS
5/9/2012	28,000 00	1ST BAPTIST VISION		N/A	501(C)(3)	OPERATING FUNDS
5/10/2012	200 00	BRENT GAMBRELL MINISTRIES	PO BOX 24347, NASHVILLE, TN 37202	N/A	501(C)(3)	OPERATING FUNDS
5/17/2012	300 00	MISC CONT		N/A	501(C)(3)	OPERATING FUNDS
6/5/2012	10,000.00	LEGACY ACCADMEY		N/A	501(C)(3)	OPERATING FUNDS
6/13/2012	30,000 00	BAPTIST CHURCH		N/A	501(C)(3)	OPERATING FUNDS
6/15/2012	50,000 00	OBU	500 WEST UNIVERSITY STREET SHAWNEE, OK 74804	N/A	501(C)(3)	OPERATING FUNDS
6/28/2012	250 00	UCO	100 N UNIVERSITY DR., BOX 133, EDMOND, OK 73034	N/A	501(C)(3)	OPERATING FUNDS
7/31/2012	1,800 00	OCCC FOUNDATION	7777 SOUTH MAY AVENUE OKLAHOMA CITY, OK 73159	N/A	501(C)(3)	OPERATING FUNDS
8/8/2012	10,000 00	SOSU FOUNDATION	1405 NORTH 4TH DURANT, OK 74701	N/A	501(C)(3)	OPERATING FUNDS
8/22/2012	100,000.00	1ST BAPTIST VISION		N/A	501(C)(3)	OPERATING FUNDS
8/24/2012	300 00	CHURCH		N/A	501(C)(3)	OPERATING FUNDS
10/29/2012	5,000 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	501(C)(3)	OPERATING FUNDS
11/5/2012	25,000.00	FOOD BANK	3355 S PURDUE ST OKC, OK 73137	N/A	501(C)(3)	OPERATING FUNDS
11/5/2012	500.00	DURANT ROUND UP		N/A	501(C)(3)	OPERATING FUNDS
12/12/2012	5,000 00	MISC CONT		N/A	501(C)(3)	OPERATING FUNDS

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2012

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est. Income Income Rate	Yield at Mkt
040 Equity Mutual Funds								
FUSEX	995 3015	$50,252.77	$37,475.95	$12,776.82	13.03	7.60	$1,345 65	2.68
315911206	1	$50 4900	10/6/2009	Long			0.3380	
Fidelity Spartan 500 Index						Y		
FUSEX	1,065.8787	$53,816 22	$40,756.97	$13,059 25	13.95	8 14	$1,441 07	2.68
315911206	2	$50.4900	11/6/2009	Long			0 3380	
Fidelity Spartan 500 Index						Y		
FUSEX	94 0000	$4,746.06	$4,200.86	$545 20	1.23	0.72	$127.09	2 68
315911206	3	$50.4900	11/3/2011	Long			0.3380	
Fidelity Spartan 500 Index						Y		
FUSEX	66.0000	$3,332.34	$3,081.54	$250.80	0 86	0 50	$89 23	2 68
315911206	4	$50 4900	1/26/2012	Short			0 3380	
Fidelity Spartan 500 Index						Y		
		$112,147 39	$85,515 32	$26,632 07		16 96	$3,003.04	
FSEMX	790 0000	$31,528 90	$22,744.10	$8,784 80	8 17	4.77		
315911503	1	$39.9100	10/5/2009	Long			0.6420	
Fidelity Spartan Extended Market Index						Y		
FSEMX	26 0000	$1,037 66	$746.72	$290.94	0 27	0.16		
315911503	2	$39.9100	11/6/2009	Long			0 6420	
Fidelity Spartan Extended Market Index						Y		
FSEMX	172.0000	$6,864.52	$6,013 12	$851 40	1.78	1.04		
315911503	4	$39 9100	10/25/2010	Long			0 6420	
Fidelity Spartan Extended Market Index						Y		
FSEMX	46.0000	$1,835.86	$1,696.94	$138 92	0 48	0 28		
315911503	8	$39 9100	11/3/2011	Long			0 6420	
Fidelity Spartan Extended Market Index						Y		
		$41,266 94	$31,200.88	$10,066 06		6 24		
NOMIX	2,468.0000	$32,577.60	$22,952 40	$9,625 20	8.45	4 93		
665130100	1	$13 2000	9/17/2009	Long			0 1182	
Northern Mid Cap Index						Y		
NOMIX	559.0000	$7,378 80	$6,149 00	$1,229 80	1 91	1.12		
665130100	2	$13 2000	10/25/2010	Long			0.1182	
Northern Mid Cap Index						Y		
NOMIX	142 0000	$1,874 40	$1,695 48	$178 92	0.49	0 28		
665130100	3	$13.2000	11/3/2011	Long			0 1182	
Northern Mid Cap Index						Y		
		$41,830.80	$30,796.88	$11,033.92		6.33		
PSSIX	1,741.0000	$31,459 87	$21,327 25	$10,132.62	8 16	4 76		
74253Q523	1	$18.0700	10/8/2009	Long			0 1890	
Principal SmallCap S&P 600 Index						Y		
PSSIX	86 0000	$1,554 02	$1,013.08	$540.94	0.40	0.23		
74253Q523	2	$18 0700	11/6/2009	Long			0 1890	
Principal SmallCap S&P 600 Index						Y		

* All or part of value is unknown

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2012

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est. Income Income Rate	Yield at Mkt
PSSIX	16.9000	$305.38	$211 89	$93.49	0.08	0 05		
74253Q523	3	$18.0700	12/21/2009	Long			0 1890	
Principal SmallCap S&P 600 Index						Y		
PSSIX	388.0000	$7,011.16	$5,583.32	$1,427.84	1.82	1 06		
74253Q523	4	$18 0700	10/25/2010	Long			0.1890	
Principal SmallCap S&P 600 Index						Y		
PSSIX	107.0000	$1,933.49	$1,693.81	$239.68	0 50	0 29		
74253Q523	5	$18.0700	11/3/2011	Long			0.1890	
Principal SmallCap S&P 600 Index						Y		
		$42,263.92	$29,829.35	$12,434 57		6.39		
VFINX	451.0000	$59,247 87	$43,007 36	$16,240.51	15 36	8.96	$1,632 62	2.76
922908108	1	$131.3700	8/27/2009	Long			0.9050	
Vanguard 500 Index						Y		
VFINX	3.0000	$394.11	$302.94	$91 17	0.10	0 06	$10 86	2 76
922908108	2	$131 3700	11/6/2009	Long			0 9050	
Vanguard 500 Index						Y		
VFINX	3.0200	$396.74	$315 62	$81.12	0.10	0.06	$10 93	2.76
922908108	3	$131 3700	12/29/2009	Long			0 9050	
Vanguard 500 Index						Y		
VFINX	310.0000	$40,724.70	$33,864.40	$6,860.30	10 56	6 16	$1,122.20	2.76
922908108	4	$131.3700	10/25/2010	Long			0 9050	
Vanguard 500 Index						Y		
VFINX	36.0000	$4,729.32	$4,187 16	$542.16	1 23	0 72	$130.32	2 76
922908108	5	$131 3700	11/3/2011	Long			0.9050	
Vanguard 500 Index						Y		
		$105,492 74	$81,677 48	$23,815 26		15 95	$2,906.93	
VSISX	934.0000	$32,615.28	$22,229 20	$10,386.08	8 46	4.93	$598 69	1 84
922908421	1	$34 9200	9/14/2009	Long			0 6410	
Vanguard Small Cap Index						Y		
VSISX	41 0000	$1,431 72	$968 42	$463.30	0.37	0.22	$26.28	1 84
922908421	2	$34 9200	11/6/2009	Long			0.6410	
Vanguard Small Cap Index						Y		
VSISX	10 6200	$370.85	$265.60	$105 25	0 10	0.06	$6.81	1 84
922908421	4	$34 9200	12/24/2009	Long			0 6410	
Vanguard Small Cap Index						Y		
VSISX	183 0000	$6,390.36	$5,250 27	$1,140 09	1 66	0.97	$117.30	1 84
922908421	5	$34 9200	10/25/2010	Long			0 6410	
Vanguard Small Cap Index						Y		
VSISX	55.0000	$1,920 60	$1,702.80	$217.80	0 50	0.29	$35.26	1 84
922908421	6	$34.9200	11/3/2011	Long			0.6410	
Vanguard Small Cap Index						Y		
		$42,728.81	$30,416 29	$12,312.52		6.46	$784.34	
		$385,730.60	$289,436 20	$96,294 40		58 33	$6,694.31	

100 International Equity Mutual Funds

* All or part of value is unknown.

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2012

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est. Income Income Rate	Yield at Mkt
FSIIX	489.0000	$16,762.92	$16,308.15	$454.77	39.74	2.53	$474 33	2.83
315911602	1	$34 2800	9/10/2009	Long			0.9700	
Fidelity Spartan International Index						Y		
FSIIX	26 0000	$891 28	$837 98	$53.30	2.11	0.13	$25 22	2.83
315911602	4	$34.2800	11/3/2011	Long			0 9700	
Fidelity Spartan International Index						Y		
FSIIX	105.0000	$3,599 40	$3,328.50	$270 90	8.53	0.54	$101 85	2 83
315911602	5	$34 2800	1/26/2012	Short			0.9700	
Fidelity Spartan International Index						Y		
		$21,253 60	$20,474.63	$778.97		3 21	$601.40	
VGTSX	1,111.0000	$16,642.78	$15,976.18	$666.60	39.46	2.52	$218.87	1 32
921909602	1	$14 9800	9/22/2009	Long		$0 3250	0.1970	
Vanguard Total Developed International						Y		
VGTSX	59 0000	$883 82	$840.75	$43.07	2 10	0.13	$11.62	1 32
921909602	2	$14.9800	11/3/2011	Long		$0.3250	0.1970	
Vanguard Total Developed International						Y		
VGTSX	227.0000	$3,400.46	$3,189.35	$211 11	8 06	0 51	$44 72	1 32
921909602	3	$14 9800	1/26/2012	Short		$0.3250	0 1970	
Vanguard Total Developed International						Y		
		$20,927 06	$20,006.28	$920.78		3.16	$275 21	
		$42,180.66	$40,480 91	$1,699.75		6.38	$876.61	
305 Fixed Income Mutual Fund								
DBIRX	6,922.0000	$76,349.66	$71,504.26	$4,845 40	41 30	11.55	$2,315 82	3.03
261978878	1	$11.0300	9/8/2009	Long			0.0279	
Dreyfus Bond Market Index						N		
DBIRX	562.0000	$6,198.86	$6,080.84	$118.02	3.35	0.94	$188.02	3 03
261978878	2	$11.0300	10/25/2010	Long			0 0279	
Dreyfus Bond Market Index						N		
DBIRX	354.0000	$3,904.62	$3,883.38	$21 24	2.11	0 59	$118.43	3.03
261978878	3	$11.0300	11/3/2011	Long			0.0279	
Dreyfus Bond Market Index						N		
DBIRX	530 0000	$5,845.90	$5,824 70	$21.20	3.16	0.88	$177 32	3.03
261978878	4	$11 0300	1/26/2012	Short			0.0279	
Dreyfus Bond Market Index						N		
		$92,299 04	$87,293.18	$5,005.86		13.96	$2,799.59	
VBMFX	2,278.0000	$25,263.02	$23,736.76	$1,526.26	13 67	3 82	$583 62	2.31
921937108	1	$11.0900	9/24/2009	Long			0.0213	
Vanguard Total Bond Market Index						N		
VBMFX	500 0000	$5,545 00	$5,210.00	$335.00	3.00	0.84	$128.10	2.31
921937108	2	$11 0900	9/24/2009	Long			0 0213	
Vanguard Total Bond Market Index						N		
VBMFX	4,117.0000	$45,657.53	$42,816 80	$2,840.73	24.70	6.90	$1,054.78	2.31
921937108	3	$11 0900	10/23/2009	Long			0 0213	
Vanguard Total Bond Market Index						N		

* All or part of value is unknown

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2012

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est. Income Income Rate	Yield at Mkt
VBMFX	541 0000	$5,999 69	$5,891.49	$108 20	3 25	0.91	$138.60	2.31
921937108	4	$11 0900	10/25/2010	Long			0.0213	
Vanguard Total Bond Market Index						N		
VBMFX	352.0000	$3,903.68	$3,882.56	$21.12	2.11	0.59	$90 18	2.31
921937108	5	$11.0900	11/3/2011	Long			0 0213	
Vanguard Total Bond Market Index						N		
VBMFX	557.0000	$6,177.13	$6,138.14	$38.99	3 34	0 93	$142.70	2 31
921937108	6	$11.0900	1/26/2012	Short			0.0213	
Vanguard Total Bond Market Index						N		
		$92,546.05	$87,675 75	$4,870.30		13 99	$2,137 98	
		$184,845.09	$174,968 93	$9,876.16		27 95	$4,937.59	
500 Money Market Funds								
FirstUMM	48,119 4200	$48,119.42	$48,119 42	$0 00	100 00	7 28	$125.11	0 26
FirstUMM	1	$1.0000	1/1/2001	Long			0 26	
First United Money Market						Y		
		$48,119.42	$48,119.42	$0.00		7 28	$125 11	
		$48,119.42	$48,119 42	$0.00		7 28	$125.11	
Cash								
Principal Cash		$0 00	$0.00			0 00 %		
Income Cash		$411.43	$411.43			0 06 %		
Total Cash*		$411.43	$411 43			0.06 %		
Grand Total.		$661,287 20	$553,416 89	$107,870.31			$12,633.60	

* All or part of value is unknown.

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

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 . . . . ▶ [X]
- 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

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 MASSEY FAMILY FOUNDATION	Employer identification number (EIN) or 43-2065394
	Number, street, and room or suite no If a P O. box, see instructions 1400 W MAIN ST	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DURANT, OK 74701	

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

- The books are in the care of ▶ JOHN MASSEY

Telephone No ▶ 580 924-2211 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

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**	$ 1,869.
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**	$ 769.
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**	$ 1,100.

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