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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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






OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

| | | | |
|--|--|--|--|
| Name of foundation JEROME WESTHEIMER FAMILY FOUNDATION | | A Employer identification number 73-1267603 | |
| Number and street (or P O box number if mail is not delivered to street address) 218 COLSTON BUILDING | | B Telephone number (see instructions) (580) 223-3494 | |
| City or town, state, and ZIP code ARDMORE, OK 73401 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div> | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 33,885,034 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small> | | (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) | 616,239 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 218,410 | 218,410 | | |
| | 4 Dividends and interest from securities. | 496,406 | 496,406 | | |
| | 5a Gross rents | 6,000 | 6,000 | | |
| | b Net rental income or (loss) <u>6,000</u> | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 485,335 | | | |
| | b Gross sales price for all assets on line 6a <u>5,258,591</u> | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 485,335 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) |  543,513 | 543,513 | 0 | |
| | 12 Total. Add lines 1 through 11 | 2,365,903 | 1,749,664 | 0 | |
| | 13 Compensation of officers, directors, trustees, etc | 0 | 0 | 0 | 0 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) |  5,143 | 5,143 | 0 | 0 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) |  7,147 | 7,147 | 0 | 0 |
| | 19 Depreciation (attach schedule) and depletion . . . |  68,333 | 66,623 | 1,365 | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) |  97,077 | 97,077 | 0 | 0 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 177,700 | 175,990 | 1,365 | 0 |
| | 25 Contributions, gifts, grants paid | 1,389,789 | | | 1,389,789 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1,567,489 | 175,990 | 1,365 | 1,389,789 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 798,414 | | | |
| | b Net investment income (if negative, enter -0-) | | 1,573,674 | | |
| | c Adjusted net income (if negative, enter -0-) | | | 0 | |

| 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 | 1,547,742 | 1,304,967 | 1,304,967 |
| | 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 page 15 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 3,252,589 | 3,253,482 | 3,571,607 |
| | b | Investments—corporate stock (attach schedule) | 5,802,328 | 5,213,858 | 7,813,087 |
| | c | Investments—corporate bonds (attach schedule). | 2,594,108 | 2,887,193 | 3,126,791 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 11,986,033 | 12,796,691 | 15,446,931 |
| | 14 | Land, buildings, and equipment basis ▶ _____ 501,495 Less accumulated depreciation (attach schedule) ▶ _____ 9,991 | 1,099 | 491,504 | 993,504 |
| Liabilities | 15 | Other assets (describe ▶ _____) | 333,115 | 367,733 | 1,628,147 |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 25,517,014 | 26,315,428 | 33,885,034 |
| | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| Net Assets or Fund Balances | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 | Capital stock, trust principal, or current funds | 0 | 0 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 25,517,014 | 26,315,428 | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 25,517,014 | 26,315,428 | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 25,517,014 | 26,315,428 | |

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 | 25,517,014 |
| 2 | Enter amount from Part I, line 27a | 2 | 798,414 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 26,315,428 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 26,315,428 |

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) |
| 1 a | PUBLICALLY TRADED SECURITIES | | | |
| b | PUBLICALLY TRADED SECURITIES | | | |
| c | CAPITAL GAINS DIVIDENDS | P | | |
| 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 3,909,090 | | 3,425,238 | 483,852 |
| b 1,324,347 | | 1,348,018 | -23,671 |
| c 25,154 | | | 25,154 |
| d | | | |
| e | | | |

| | | | |
|---|--------------------------------------|---|--|
| 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 Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 483,852 |
| b | | | -23,671 |
| c | | | 25,154 |
| 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 | 485,335 |
| 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 page 18 of 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 | 1,102,381 | 29,101,115 | 0 037881 |
| 2010 | 425,500 | 24,675,755 | 0 017244 |
| 2009 | 149,600 | 10,424,548 | 0 014351 |
| 2008 | 155,800 | 3,924,811 | 0 039696 |
| 2007 | 177,900 | 3,090,372 | 0 057566 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d). | 2 | 0 166738 |
| 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 033348 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. | 4 | 32,246,822 |
| 5 Multiply line 4 by line 3. | 5 | 1,075,367 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 15,737 |
| 7 Add lines 5 and 6. | 7 | 1,091,104 |
| 8 Enter qualifying distributions from Part XII, line 4. | 8 | 1,389,789 |

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | | | |
|----|--|--|-----------------------------------|--------|--------|
| 1a | | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| | | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | | |
| b | | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 15,737 |
| c | | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | 0 |
| 3 | | Add lines 1 and 2. | | 3 | 15,737 |
| 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 | 15,737 |
| 6 | | Credits/Payments | | | |
| a | | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 40,528 | |
| b | | Exempt foreign organizations—tax withheld at source | 6b | | |
| c | | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | | Backup withholding erroneously withheld | 6d | | |
| 7 | | Total credits and payments Add lines 6a through 6d. | | 7 | 40,528 |
| 8 | | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 | | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 10 | | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. | | 10 | 24,791 |
| 11 | | Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 24,791 | Refunded <input type="checkbox"/> | 11 | 0 |

Part VII-AStatements Regarding Activities

| | | | | |
|----|---|----|-----|----|
| 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? | | Yes | No |
| | | 1a | | No |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | | No |
| | 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. | | | |
| c | Did the foundation file Form 1120-POL for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | 2 | | No |
| 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 | | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | 5 | | No |
| 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 | Yes | |
| 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 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 | Yes | |
| 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 | | No |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | No |

Part VII-A

Statements Regarding Activities *(continued)*

| | | | | |
|---|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Website address ▶N/A | | | | |
| 14 | The books are in care of ▶JEROME M WESTHEIMER JR Telephone no ▶(580) 223-3494 Located at ▶218 COLSTON BUILDING ARDMORE OK OK ZIP +4 ▶73401 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | No |
| See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 1b | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. | 1c | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 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 ▶ 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>). | 3b | | No |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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 | | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

| | | | | |
|----|--|---|--|----|
| 5a | During the year did the foundation pay or incur any amount to | | | |
| | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 5a(1)–(5), did 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. | <input checked="" type="checkbox"/> | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | No |
| | If "Yes" to 6b, file Form 8870. | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | 7b | | |

Part VIII

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

| | | | | |
|--|---|---|---|---------------------------------------|
| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 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. | | | | 0 |

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (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. | | 0 |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 ALL CHARITABLE EXPENDITURES ARE MADE DIRECTLY TO 501 (C)(3) ORGANIZATIONS | 0 |
| 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 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | 0 |

Part X

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

| | | | |
|---|--|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 29,375,314 |
| b | Average of monthly cash balances. | 1b | 1,212,925 |
| c | Fair market value of all other assets (see instructions). | 1c | 2,149,651 |
| d | Total (add lines 1a, b, and c). | 1d | 32,737,890 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 32,737,890 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 491,068 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 32,246,822 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 1,612,341 |

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 | 1,612,341 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. | 2a | 15,737 |
| b | Income tax for 2012 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 15,737 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 1,596,604 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 1,596,604 |
| 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 | 1,596,604 |

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 | 1,389,789 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,389,789 |
| 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 | 15,737 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 1,374,052 |
| 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 | | | | 1,596,604 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only. | | | 1,249,789 | |
| b Total for prior years 20__, 20__, 20__ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007. | | | | |
| b From 2008. | | | | |
| c From 2009. | | | | |
| d From 2010. | | | | |
| e From 2011. | | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,389,789 | | | | |
| a Applied to 2011, but not more than line 2a | | | 1,249,789 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2012 distributable amount. | | | | 140,000 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. | | | | 1,456,604 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . | 0 | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008. . . . | | | | |
| b Excess from 2009. . . . | | | | |
| c Excess from 2010. . . . | | | | |
| d Excess from 2011. . . . | | | | |
| e Excess from 2012. . . . | | | | |

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

| | | | | | | |
|----|--|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. | Tax year | Prior 3 years | | | (e) Total |
| | | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| | | | | | | |
| b | 85% of line 2a | | | | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed. | | | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities. | | | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c. | | | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a | "Assets" alternative test—enter | | | | | |
| | (1) Value of all assets | | | | | |
| | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c | "Support" alternative test—enter | | | | | |
| | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | |
| | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| | (3) Largest amount of support from an exempt organization | | | | | |
| | (4) Gross investment income | | | | | |

Part XVSupplementary Information (Complete this part only if the organization 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))

b

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

2

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

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

a

The name, address, and telephone number 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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | 3a | 1,389,789 |
| b Approved for future payment | | | | |
| Total | | | 3b | 0 |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

| | | | |
|--|--|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p> | | Yes | No |
| | | | |
| 1a(1) | | | No |
| 1a(2) | | | No |
| | | | |
| 1b(1) | | | No |
| 1b(2) | | | No |
| 1b(3) | | | No |
| 1b(4) | | | No |
| 1b(5) | | | No |
| 1b(6) | | | No |
| 1c | | | No |

[illegible]

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

b If "Yes," complete the following schedule

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-06-11

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use
Only**

| | | | | | |
|-------------------------------|---|--|------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed <input checked="checked" type="checkbox"/> | PTIN P00352638 |
| | KEVIN D HOWARD | KEVIN D HOWARD | | | |
| | Firm's name <input type="checkbox"/> | SMITH CARNEY & CO INC 5 S COMMERCE SUITE 33 | | Firm's EIN <input type="checkbox"/> 73-1225615 | |
| | Firm's address <input type="checkbox"/> | ARDMORE, OK 73401 | | Phone no (580) 226-1227 | |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--------------------------------------|---|---|---|---------------------------------------|
| JEROME M WESTHEIMER JR | PRESIDENT 0 00 | 0 | 0 | 0 |
| 218 COLSTON BLDG ARDMORE,OK 73401 | | | | |
| CHARLES F WILLIAMS | TREASURER 0 00 | 0 | 0 | 0 |
| 218 COLSTON BLDG ARDMORE,OK 73401 | | | | |
| JOEL F WELLNITZ | SECRETARY 0 00 | 0 | 0 | 0 |
| 218 COLSTON BLDG ARDMORE,OK 73401 | | | | |
| LARRY PULLIAM | VICE-PRESIDENT 0 00 | 0 | 0 | 0 |
| 218 COLSTON BLDG ARDMORE,OK 73401 | | | | |
| WANDA OTEY WESTHEIMER | ASSISTANT SECRETARY 0 00 | 0 | 0 | 0 |
| 218 COLSTON BLDG ARDMORE,OK 73401 | | | | |
| CHRISTIAN O'DONNELL | TRUSTEE 0 00 | 0 | 0 | 0 |
| 218 COLSTON BLDG ARDMORE,OK 73401 | | | | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| ADULT DAY SERVICES OF SOUTHERN OKLAHOMA 1902 SHENANDOAH ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 5,000 |
| ARBUCKLE LIFE SOLUTIONS INC 9 10TH AVE NW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 31,500 |
| ARDMORE ANIMAL CARE INC 321 CAROL BROWN BLVD ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 31,000 |
| ARDMORE CHAMBER OF COMMERCE FOUNDATION 410 W MAIN ST ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 10,000 |
| ARDMORE CHRISTIAN SCHOOLS 1501 9 AVE NW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 30,000 |
| ARDMORE LITTLE THEATRE INC 401 1ST AVE SW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 10,000 |
| ARDMORE MAIN STREET AUTHORITY 215 E MAIN ST ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 8,000 |
| ARDMORE PUBLIC SCHOOLS 800 M STREET NE ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 10,000 |
| CAROUSEL PRODUCTIONS 902 STANLEY ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 17,500 |
| CHARLES B GODDARD CENTER 401 1ST AVE SW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 50,000 |
| CHICKASAW REGIONAL LIBRARY INC 601 RAILWAY EXPRESS ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 50,000 |
| COMMUNITIES ACTIVITIES INC 333 W MAIN ST STE 205 ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 100,000 |
| COMMUNITY CHORALE INC 4125 NW 52ND STREET OKLAHOMA CITY,OK 731122109 | N/A | PUBLIC | GENERAL SUPPORT | 1,500 |
| COURT APPOINTED SPECIAL ADVOCACY 20 B SW STE 401 ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 2,500 |
| CROSS TIMBERS HOSPICE 207 C ST NW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 2,500 |


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| DEWAR PUBLIC SCHOOL FOUNDATION PO BOX 346 DEWAR,OK 74431 | N/A | PUBLIC | GENERAL SUPPORT | 5,000 |
| FIRST UNITED METHODIST CHURCH 501 WEST MAIN ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 10,000 |
| GLORIA S AINSWORTH DAY CARE CNETER INC 1220 L ST NE ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 50,000 |
| GOOD SHEPARD MEDICAL AND DENTAL CLINIC 20 12TH AVE NW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 19,500 |
| LAKE MURRAY VOLUNTEER FIRE DEPARTMENT HCR 72 BOX 313A ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 132,500 |
| OKLAHOMA SCHOOL OF SCIENCE & MATHEMATICS 1141 N LINCOLN BLVD OKLAHOMA CITY,OK 73104 | N/A | PUBLIC | GENERAL SUPPORT | 80,000 |
| THE GRACE CENTER OF SOUTHERN OKLAHOMA 11 A NW ST ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 50,000 |
| THE OKLAHOMA SHAKESPEAREAN FESTIVAL PO BOX 1074 DURANT,OK 747021074 | N/A | PUBLIC | GENERAL SUPPORT | 25,000 |
| TURNER PUBLIC SCHOOLS HWY 32 BURNEYVILLE,OK 73430 | N/A | PUBLIC | GENERAL SUPPORT | 67,800 |
| UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN,OK 73019 | N/A | PUBLIC | GENERAL SUPPORT | 25,000 |
| YOUNG MENS CHRISTIAN ASSOCIATION 920 15TH AVE NW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 30,000 |
| YW8 INC 7 W BROADWAY ST ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 20,000 |
| ARBUCKLE AREA COUNCIL #468 BOY SCOUTS OF AMERICA 411 W HWY 142 ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 34,941 |
| BROADWAY HOUSE INC 221 2 AVE NW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 20,000 |
| CARTER COUNTY HEALTH DEPARTMENT 405 S WASHINGTON ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 1,000 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| CITIES IN SCHOOLS INC 10 W MAIN ST 606 ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 21,475 |
| ARDMORE POLICE DEPARTMENT 23 S WASHINGTON ST ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 1,000 |
| CITY OF SPRINGER PO BOX 249 SPRINGER,OK 73458 | N/A | PUBLIC | GENERAL SUPPORT | 1,000 |
| CITY OF STIGLER 115 S BROADWAY ST STIGLER,OK 74462 | N/A | PUBLIC | GENERAL SUPPORT | 24,000 |
| FAMILY SHELTER OF SOUTHERN OKLAHOMA 117 B ST SW ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 10,000 |
| HAPPY HANDS EARLY EDUCATION CENTER INC 8801 S GARNETT RD BROKEN ARROW,OK 74012 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 5,000 |
| HARVEST FELLOWSHIP INC 307 4TH AVE SE ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 50,000 |
| HICKORY CREEK CHILD CENTER 1408 4TH AVE NW ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 10,830 |
| LEGAL AID SERVICES OF OKLAHOMA 2915 N CLASSEN BLVD SUITE 500 OKLAHOMA CITY,OK 73106 | N/A | PUBLIC | GENERAL SUPPORT | 7,500 |
| LONE GROVE PUBLIC SCHOOLS 6286 MERIDIAN RD LONE GROVE,OK 73443 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 44,263 |
| MENTAL HEALTH SERVICES OF SOUTHERN OKLAHOMA 2530 S COMMERCE ST ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 36,500 |
| NATIONAL ALLIANCE ON MENTAL ILLNESS 3803 N FAIRFAX DR SUITE 100 ARLINGTON,VA 22203 | N/A | PUBLIC | GENERAL SUPPORT | 1,500 |
| OAK HALL EPISCOPAL SCHOOL PO BOX 1807 ARDMORE,OK 73402 | N/A | PUBLIC | SUPPORT OF CHILDREM PROGRAMS | 102,595 |
| CONCERNED OKLAHOMANS FOR HIGHWAY PATROL SOCIETY PO BOX 3258 SHAWNEE,OK 74802 | N/A | PUBLIC | GENERAL SUPPORT | 2,500 |
| PLAINVIEW PUBLIC SCHOOLS 1140 S PLAINVIEW RD ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 30,000 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| SERTOMA 1912 E MEYER BLVD KANSAS CITY,MO 64132 | N/A | PUBLIC | GENERAL SUPPORT | 31,300 |
| SOUTHERN OKLAHOMA AMBULANCE SERVICE 517 GRAND AVE ARDMORE,OK 73401 | N/A | PUBLIC | GENERAL SUPPORT | 50,000 |
| THE READING ROOM INC 333 W MAIN ST STE 400 ARDMORE,OK 73401 | N/A | PUBLIC | SUPPORT OF CHILDREN PROGRAMS | 25,000 |
| WILSON HISTORICAL MUSEUM 1270 8 TH ST WILSON,OK 73463 | N/A | PUBLIC | GENERAL SUPPORT | 5,085 |
| Total  3a | | | | 1,389,789 |

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

Schedule of Contributors

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

OMB No 1545-0047

2012

| | |
|---|--|
| Name of the organization JEROME WESTHEIMER FAMILY FOUNDATION | Employer identification number 73-1267603 |
|---|--|

Organization type (check one)

| | |
|--------------------|---|
| Filers of: | Section: |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

| | |
|--|---|
| Name of organization JEROME WESTHEIMER FAMILY FOUNDATION | Employer identification number 73-1267603 |
|--|---|

| | | | |
|--------------------------|---|--|---|
| Part I | Contributors (see instructions) Use duplicate copies of Part I if additional space is needed | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| <u>1</u> | ESTATE OF JEROME M WESTHEIMER SR - 218 COLSTON BUILDING ARDMORE, OK 73401 | \$ 24,998 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u>2</u> | ESTATE OF JEROME M WESTHEIMER SR - 218 COLSTON BUILDING ARDMORE, OK 73401 | \$ 591,241 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u> </u> | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u> </u> | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u> </u> | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| <u> </u> | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

[illegible]

| | |
|--|---|
| Name of organization JEROME WESTHEIMER FAMILY FOUNDATION | Employer identification number 73-1267603 |
|--|---|

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

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

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
JEROME WESTHEIMER FAMILY FOUNDATION

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

73-1267603

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

| | | | |
|---|--|---|-----------|
| 1 | Maximum amount (see instructions) | 1 | 500,000 |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,000,000 |
| 4 | Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|----|---|------------------------------|------------------|
| 6 | | | |
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2011 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

| | | | |
|----|---|----|-------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | 1,058 |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

| Section A | | | |
|-----------|---|----|-----|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2012 | 17 | 586 |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here | | |

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | 1,057 | 7 0 | HY | 200 DB | 66 |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27 5 yrs | MM | S/L | |
| | | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|--|--|--------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | | | 40 yrs | MM | S/L | |

Part IV Summary (see instructions)

| | | | |
|----|--|----|-------|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 1,710 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

| | | | | | | | | |
|--|-------------------------------|--|----------------------------|--|------------------------|---|--------------------------------|---------------------------------|
| 24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | 24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation/ deduction | (i) Elected section 179 cost |
| 25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) | | | | | | | 25 | |
| 26 Property used more than 50% in a qualified business use | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| 27 Property used 50% or less in a qualified business use | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 | | | | | | 28 | | |
| 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 | | | | | | | 29 | |

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| | | | | | | | | | | | | |
|--|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
| 30 Total business/investment miles driven during the year (do not include commuting miles) | (a) Vehicle 1 | | (b) Vehicle 2 | | (c) Vehicle 3 | | (d) Vehicle 4 | | (e) Vehicle 5 | | (f) Vehicle 6 | |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal(noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

| | | |
|---|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | Yes | No |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) | | |
| Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles | | |

Part VI Amortization

| | | | | | |
|---|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
| 42 Amortization of costs that begins during your 2012 tax year (see instructions) | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2012 tax year | | | | 43 | |
| 44 Total. Add amounts in column (f) See the instructions for where to report | | | | 44 | |

TY 2012 Accounting Fees Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------|--------|--------------------------|------------------------|---|
| TAX PREP | 5,143 | 5,143 | 0 | 0 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| OFFICE FURNITURE | 2009-12-01 | 9,380 | 3,591 | 200DB | 4 0000000000000 | 586 | 0 | 1,340 | |
| DECORATIONS | 2012-11-20 | 2,115 | | 200DB | 4 0000000000000 | 1,124 | 0 | 25 | |
| 310 AC - LOVE COUNTY | 2012-01-01 | 280,000 | | L | | 0 | 0 | 0 | |
| 190 AC - LOVE COUNTY | 2012-01-01 | 190,000 | | L | | 0 | 0 | 0 | |
| 60 AC - LOVE COUNTY | 2012-01-01 | 20,000 | | L | | 0 | 0 | 0 | |

**TY 2012 Investments Corporate
Bonds Schedule****Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|-----------------------------------|--|
| CITIZENS BANK BONDS | 957,119 | 1,017,816 |
| US TRUST CORPORATE BONDS | 1,930,074 | 2,108,975 |

**TY 2012 Investments Corporate
Stock Schedule****Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|-----------------------------------|--|
| CITIZENS BANK SECURITIES | 1,074,815 | 2,730,854 |
| US TRUST SECURITIES | 4,139,043 | 5,082,233 |

**TY 2012 Investments Government
Obligations Schedule****Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603**US Government Securities - End of
Year Book Value:**

3,253,482

**US Government Securities - End of
Year Fair Market Value:**

3,571,607

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|----------------------------|-----------------------|------------|-------------------------------|
| CITIZENS BANK MUTUAL FUNDS | AT COST | 11,125,826 | 13,778,180 |
| US TRUST OTHER INVESTMENTS | AT COST | 1,670,865 | 1,668,751 |

TY 2012 Land, Etc. Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|-----------------------|--------------------|--------------------------|------------|-------------------------------|
| OFFICE FURNITURE | 9,380 | 8,867 | 513 | |
| DECORATIONS | 2,115 | 1,124 | 991 | |
| 310 AC.- LOVE COUNTY | 280,000 | 0 | 280,000 | |
| 190 AC. - LOVE COUNTY | 190,000 | 0 | 190,000 | |
| 60 AC. - LOVE COUNTY | 20,000 | 0 | 20,000 | |

TY 2012 Other Assets Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|-----------------------|-----------------------------------|-----------------------------|------------------------------------|
| MINERAL INTERESTS | 456,995 | 456,995 | 1,628,147 |
| ACCUMULATED DEPLETION | -123,880 | -190,503 | |
| NONPRODUCING MINERALS | | 101,241 | |

TY 2012 Other Expenses Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------|-----------------------------------|--------------------------|---------------------|--|
| OFFICE EXPENSE | 11,425 | 11,425 | 0 | 0 |
| FIDUCIARY FEES | 85,652 | 85,652 | 0 | 0 |

TY 2012 Other Income Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---------------|-----------------------------------|--------------------------|---------------------|
| ROYALTIES | 542,716 | 542,716 | |
| LEASE BONUSES | 797 | 797 | |

TY 2012 Taxes Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES | 3,832 | 3,832 | 0 | 0 |
| OTHER TAXES | 3,315 | 3,315 | 0 | 0 |