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: AD ASTRA FOUNDATION

A Employer identification number: 73-1278163

Number and street (or P O box number if mail is not delivered to street address): 5653 N. PENNSYLVANIA AVE.

Room/suite:

B Telephone number (see instructions): (405) 848-2113

City or town, state, and ZIP code: OKLAHOMA CITY, OK 73112

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,970,460.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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				
4	Dividends and interest from securities	112,161.	112,161.		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	60,575.			
b	Gross sales price for all assets on line 6a 917,227.				
7	Capital gain net income (from Part IV, line 2)		60,575.		
8	Net short-term capital gain				
9	Income modifications				
10 a	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 1	129,142.	133,701.		
12	**Total.** Add lines 1 through 11	301,878.	306,437.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	4,500.	2,250.		2,250.
c	Other professional fees (attach schedule) *	23,282.	23,282.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	2,374.	6,207.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	15.	15.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	30,171.	31,754.		2,250.
25	Contributions, gifts, grants paid	347,662.			347,662.
26	**Total expenses and disbursements** Add lines 24 and 25	377,833.	31,754.	0	349,912.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-75,955.			
b	**Net investment income** (if negative, enter -0-)		274,683.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 3 Form **990-PF** (2012)

3

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	14,362.	1,921.	1,921.
	2	Savings and temporary cash investments	47,075.	129,699.	129,699.
	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)			
	b	Investments - corporate stock (attach schedule) ATCH 6	2,197,062.	2,051,025.	4,457,458.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	565,843.	565,843.	381,382.
	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)	2,824,342.	2,748,488.	4,970,460.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,824,342.	2,748,488.	
	30	**Total net assets or fund balances** (see instructions)	2,824,342.	2,748,488.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,824,342.	2,748,488.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,824,342.
2	Enter amount from Part I, line 27a	2	-75,955.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	101.
4	Add lines 1, 2, and 3	4	2,748,488.
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	2,748,488.

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	SEE ATTACHMENT 13			
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 60,575.

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 0

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	307,716.	4,379,843.	0.070257
2010	208,450.	3,794,318.	0.054937
2009	202,373.	3,016,464.	0.067089
2008	245,801.	3,521,047.	0.069809
2007	274,088.	3,990,591.	0.068684

2	Total of line 1, column (d)	2	0.330776
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	0.066155
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,678,393.
5	Multiply line 4 by line 3	5	309,499.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,747.
7	Add lines 5 and 6	7	312,246.
8	Enter qualifying distributions from Part XII, line 4	8	349,912.

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	2,747.
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	2,747.
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	2,747.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,520.		
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	2,520.
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	227.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **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)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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	N/A	
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)*

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 ▶ ALICE PIPPIN Telephone no. ▶ (405)848-2113

Located at ▶ 5653 N. PENNSYLVANIA AVE OKLAHOMA CITY, OK ZIP+4 ▶ 73112

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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	N/A	
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		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
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	N/A	
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)*

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	N/A	
	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	N/A	

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 9		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 ▶ 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 . . . . ▶		

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	4,341,291.
b	Average of monthly cash balances	1b	26,965.
c	Fair market value of all other assets (see instructions)	1c	381,382.
d	**Total** (add lines 1a, b, and c)	1d	4,749,638.
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	4,749,638.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	71,245.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,678,393.
6	**Minimum investment return.** Enter 5% of line 5	6	233,920.

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	233,920.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,747.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,747.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	231,173.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	231,173.
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	231,173.

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	349,912.
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	349,912.
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	2,747.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	347,165.

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					231,173.
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	82,722.				
b	From 2008	73,787.				
c	From 2009	54,284.				
d	From 2010	23,045.				
e	From 2011	93,760.				
f	**Total** of lines 3a through e		327,598.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 349,912.					
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					231,173.
e	Remaining amount distributed out of corpus		118,739.			
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		446,337.			
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)		82,722.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		363,615.			
10	Analysis of line 9:					
a	Excess from 2008	73,787.				
b	Excess from 2009	54,284.				
c	Excess from 2010	23,045.				
d	Excess from 2011	93,760.				
e	Excess from 2012	118,739.				

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).)

ATTACHMENT 10

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.

NONE

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

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

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

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*				
ATCH 11				
Total . . . . ▶ **3a**				347,662.
b *Approved for future payment*				
Total . . . . ▶ **3b**				NONE

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					
4 Dividends and interest from securities			14	112,161.	
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			01	144.	
8 Gain or (loss) from sales of assets other than inventory			18	60,575.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 12				128,998.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				301,878.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 301,878.

(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

Signature of officer or trustee

Date 5/13/13

Title Tres

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
SARA M. MERCER	Sara M. Mercer	5/8/2013		P00031690

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 210 PARK AVE., SUITE 2850
OKLAHOMA CITY, OK 73102

Phone no. 405-239-6411

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
O&G ROYALTIES		127,127.	127,127.
O&G ROYALTIES - GP TAX GROSS-UP		0.	4,559.
LEASE BONUS INCOME		1,871.	1,871.
OTHER INVESTMENT INCOME		144.	144.
	TOTALS	129,142.	133,701.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE		4,500.	2,250.	0.	2,250.
	TOTALS	4,500.	2,250.	0.	2,250.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	23,282.	23,282.
TOTALS	23,282.	23,282.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GP TAX ON ROYALTIES	0.	4,559.
FOREIGN TAXES	1,487.	1,487.
PROPERTY TAX	161.	161.
NII TAX	726.	0.
TOTALS	2,374.	6,207.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	15.	15.
TOTALS	15.	15.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OGE CORP	829,687.	829,688.	2,859,754.
RBC - ACCT 7483 US AND INT'L EQUITIES*	432,088.	316,231.	369,426.
RBC - ACCT 7484 US AND INT'L EQUITIES*	404,979.	375,147.	501,288.
RBC - ACCT 7485 US EQUITIES*	530,308.	529,959.	726,990.
TOTALS	2,197,062.	2,051,025.	4,457,458.

* SEE DETAILS FOR EACH ACCOUNT ON ATTACHMENT 6A

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$47.82	
PRIME MONEY MARKET FUND RBC RESERVE CLASS	TRMXX	14,978.810	$1.000	$14,978.81	$19,495.62
TOTAL CASH AND MONEY MARKET				$15,026.63 ①	

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABB LTD SPONSORED ADR	ABB	470.000	$20.790	$9,771.30	$9,385.20	$386.10	$325.71
ASTRAZENECA PLC SPONSORED ADR	AZN	90.000	$47.270	$4,254.30	$4,355.87	-$101.57	$256.50
BAE SYSTEMS PLC SPONSORED ADR	BAESY	390.000	$21.905	$8,542.95	$7,585.85	$957 10	$449.28
BAYER AKTIENGESELLSCHAFT ADR	BAYRY	110.000	$94.779	$10,425.69	$7,568.00	$2,857.69	$171.60
BHP BILLITON LTD SPONSORED ADR	BHP	105.000	$78.420	$8,234.10	$7,325.59	$908.51	$235.20
BOC HONG KONG HOLDINGS LIMITED SPONSORED ADR 1:20	BHKLY	165.000	$62.187	$10,260.86	$9,076.65	$1,184.21	$462.66
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	110.000	$101.250	$11,137.50	$11,129.80	$7.70	$463.32
CANADIAN OIL SANDS LIMITED	COSWF	250.000	$20.340	$5,085.00	$5,175.40	-$90.40	$352.50
COMPANHIA ENERGETICA DE MINAS GERAIS CEMIG SPONS ADR NEW	CIG	310.000	$10.860	$3,366.60	$6,026.40	-$2,659.80	$183.21

RBC Wealth Management

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CONSULTING SOLUTIONS
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT
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INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
DEUTSCHE POST AG SPONSORED ADR	DPSGY	590.000	$21.885	$12,912.15	$10,974.00	$1,938.15	
DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS	DEO	75.000	$116.580	$8,743.50	$7,238.25	$1,505.25	$208.05
GDF SUEZ SPONSORED ADR	GDFZY	160.000	$20.534	$3,285.44	$3,921.60	-$636.16	$337.28
HSBC HOLDINGS PLC SPONSORED ADR NEW	HBC	240.000	$53.070	$12,736.80	$10,650.84	$2,085.96	$600.00
ISRAEL CHEMICALS LIMITED UNSPONSORED ADR	ISCHY	580.000	$11.964	$6,939.12	$7,379.92	-$440.80	$372.94
MTN GROUP LTD SPONS ADR	MTNOY	640.000	$20.933	$13,397.12	$10,483.20	$2,913.92	$786.56
MUENCHENER RUECKVERSICHERUNGS GESELLSCHAFT AG ADR	MURGY	760.000	$17.930	$13,626.80	$11,126.40	$2,500.40	$416.48
NESTLE SA-SPONSORED ADR REPSTG REGD ORD (SF 10 PAR)	NSRGY	200.000	$65.112	$13,022.40	$12,326.00	$696.40	$354.40
NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS	200.000	$63.300	$12,660.00	$11,011.70	$1,648.30	$421.20
P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	TLK	230.000	$36.950	$8,498.50	$7,766.79	$731.71	$252.31
PETROCHINA CO ADS EACH REPR 100 ORD HKD0	PTR	70.000	$143.780	$10,064.60	$9,806.92	$257.68	$313.11
PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST UNIT	PMZFF	260.000	$27.008	$7,022.08	$5,650.32	$1,371.76	$334.62
RECKITT BENCKISER PLC SPONSORED ADR	RBGLY	640.000	$12.712	$8,135.68	$6,912.70	$1,222.98	$228.48
ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	RHHBY	270.000	$50.254	$13,568.58	$11,704.50	$1,864.08	$416.34
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	RDSB	135.000	$70.890	$9,570.15	$9,418.48	$151.67	$464.40
SANOFI SPONSORED ADR	SNY	265.000	$47.380	$12,555.70	$9,397.31	$3,158.39	$379.22
SIEMENS A G SPONSORED ADR	SI	101.000	$109.470	$11,056.47	$7,582.39	$3,474.08	$289.16
SINGAPORE TELECOMMUNICATION LTD SPONSORED ADR NEW 2006	SGAPY	380.000	$27.016	$10,266.08	$9,405.00	$861.08	$469.30

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SMITHS GROUP PLC SPONSORED ADR	SMGZY	620.000	$19.360	$12,003.20	$10,242.40	$1,760.80	$364.56
STATOIL ASA SPONSORED ADR	STO	420.000	$25.040	$10,516.80	$11,141.89	-$625.09	$379.68
TAIWAN SEMICONDUCTOR MFG CO LTD-SPONSORED ADR REPSTG 5 COM	TSM	630.000	$17.160	$10,810.80	$9,386.06	$1,424.74	$250.74
TESCO PLC-SPONSORED ADR	TSCDY	230.000	$16.385	$3,768.55	$3,604.10	$164.45	$151.57
TOTAL S.A. 1 ADR REPRESENTING 1 ORD SHS	TOT	160.000	$52.010	$8,321.60	$7,832.87	$488.73	$401.12
TREASURY WINE ESTATES LTD SPONSORED ADR	TSRYY	1,045.000	$4.869	$5,088.11	$4,535.61	$552.50	$113.91
UNILEVER N V NEW YORK SHS NEW ADR	UN	340.000	$37.870	$12,875.80	$11,487.75	$1,388.05	$354.28
UNITED OVERSEAS BANK LTD SPONSORED ADR	UOVEY	320.000	$32.436	$10,379.52	$9,296.00	$1,083.52	$304.96
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	410.000	$25.190	$10,327.90	$8,146.63	$2,181.27	$615.00
ZURICH INSURANCE GROUP LIMITED SPONSORED ADR	ZURVY	420.000	$26.591	$11,168.22	$10,172.40	$995.82	
TOTAL INTERNATIONAL EQUITIES				$354,399.97 ①	$316,230.79 ②	$38,169.18	$12,479.65

Σ① = 369,426 Ending FMV of cash and Money market and Int'l Equities Account 300-07483

Σ② = 316,231 Ending Book Value of Int'l Equities Account 300-07483

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvested Additionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$119.85	
PRIME MONEY MARKET FUND RBC RESERVE CLASS	TRMXX	12,356.800	$1.000	$12,356.80	$1,598.38
TOTAL CASH AND MONEY MARKET				$12,476.65 ③	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ADT CORPORATION COM	ADT	130.000	$46.490	$6,043.70	$3,013.93	$3,029.77	$65.00
ALCOA INC	AA	625.000	$8.680	$5,425.00	$6,449.07	-$1,024.07	$75.00
AMGEN INC	AMGN	90.000	$86.200	$7,758.00	$4,003.89	$3,754.11	$169.20
ARCHER-DANIELS-MIDLAND CO	ADM	390.000	$27.390	$10,682.10	$9,214.12	$1,467.98	$273.00
AT&T INC	T	300.000	$33.710	$10,113.00	$7,647.27	$2,465.73	$540.00
BECTON DICKINSON & CO	BDX	130.000	$78.190	$10,164.70	$8,111.12	$2,053.58	$257 40
BLACKROCK INC	BLK	55.000	$206.710	$11,369.05	$8,402.60	$2,966.45	$330.00
CHEVRON CORPORATION	CVX	93.000	$108.140	$10,057.02	$6,605.01	$3,452.01	$334.80
CHUBB CORP	CB	70.000	$75.320	$5,272.40	$3,550.03	$1,722.37	$114.80
CONOCOPHILLIPS	COP	165.000	$57.990	$9,568.35	$6,507.05	$3,061.30	$435.60
CORNING INC	GLW	830.000	$12.620	$10,474.60	$9,690.97	$783.63	$298.80
DEVON ENERGY CORPORATION NEW	DVN	85.000	$52.040	$4,423.40	$4,578.35	-$154.95	$68.00
DIAMOND OFFSHORE DRILLING INC	DO	110.000	$67.960	$7,475.60	$7,760.39	-$284 79	$55.00
EMERSON ELECTRIC CO	EMR	90.000	$52.960	$4,766.40	$2,600.97	$2,165.43	$147.60
ENERSYS COM	ENS	240.000	$37.630	$9,031 20	$4,636.75	$4,394 45	
FEDEX CORP	FDX	50.000	$91.720	$4,586.00	$4,288.83	$297.17	$28.00

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MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT
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US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
GENERAL ELECTRIC CO	GE	615.000	$20 990	$12,908.85	$13,817 64	-$908.79	$467.40
HARRIS CORP-DEL	HRS	95.000	$48.960	$4,651.20	$2,745.60	$1,905.60	$140.60
HELMERICH & PAYNE INC	HP	170.000	$56.010	$9,521.70	$7,758.78	$1,762.92	$102.00
INTEL CORP	INTC	485.000	$20.620	$10,000.70	$8,814.72	$1,185.98	$436.50
JOHNSON CONTROLS INC	JCI	235.000	$30.670	$7,207.45	$4,892.19	$2,315.26	$178.60
JPMORGAN CHASE & CO	JPM	250.000	$43.969	$10,992.28	$5,701.80	$5,290.48	$300.00
L-3 COMMUNICATIONS HOLDINGS INC	LLL	115.000	$76.620	$8,811.30	$7,644.20	$1,167.10	$230.00
MCKESSON CORP	MCK	55.000	$96.960	$5,332.80	$1,961.14	$3,371.66	$44.00
MERCK & CO INC NEW	MRK	275.000	$40.940	$11,258.50	$10,322.16	$936.34	$473.00
MICROSOFT CORP	MSFT	85.000	$26.710	$2,270.32	$2,170.05	$100.27	$78.20
MOLSON COORS BREWING CO CL B	TAP	215.000	$42.790	$9,199.85	$8,385.00	$814.85	$275.20
MORGAN STANLEY	MS	715.000	$19.120	$13,670.80	$11,413.53	$2,257.27	$143.00
MURPHY OIL CORP	MUR	130.000	$59.550	$7,741.50	$7,365.12	$376.38	$162.50
NCR CORP NEW	NCR	220.000	$25.480	$5,605.60	$4,849.44	$756.16	
NEXTERA ENERGY INC	NEE	85.000	$69.190	$5,881.15	$4,069.74	$1,811.41	$204.00
PEPSICO INC	PEP	145.000	$68.430	$9,922.35	$9,492.41	$429.94	$311.75
PHILLIPS 66 COM	PSX	92.000	$53.100	$4,885.20	$3,257.83	$1,627.37	$92.00
PNC FINANCIAL SVCS GROUP INC	PNC	155.000	$58.310	$9,038.05	$7,093.86	$1,944.19	$248.00
PORTLAND GENERAL ELECTRIC CO NEW	POR	300.000	$27.360	$8,208.00	$6,610.02	$1,597.98	$324.00
PPG INDUSTRIES INC	PPG	55.000	$135.350	$7,444.25	$3,312.22	$4,132.03	$129.80
PRIMERICA INC	PRI	309.000	$30.010	$9,273.09	$7,352.50	$1,920.59	$111.24
RAYTHEON CO COM NEW	RTN	205.000	$57.560	$11,799.80	$7,047.80	$4,752.00	$410.00
SOUTHWEST AIRLINES CO	LUV	1,055.000	$10.240	$10,803.20	$8,871.06	$1,932.14	$42.20
STAPLES INC	SPLS	895.000	$11.400	$10,203.00	$11,318.14	-$1,115.14	$393.80
STATE STREET CORP	STT	250.000	$47.010	$11,752.50	$9,421.72	$2,330.78	$240.00
TARGET CORP	TGT	75.000	$59.170	$4,437.75	$3,815.94	$621.81	$108.00

EIN:73-1278163
12/31/2012

KPMG LLP
210 PARK AVENUE STE 2850

Account number:
ATTACHMENT 6A 300-07484

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
TIME WARNER INC NEW	TWX	165.000	$47.830	$7,891.95	$5,714 88	$2,177.07	$171.60
US BANCORP DEL COM NEW	USB	75.000	$31.940	$2,395.50	$2,091.85	$303.65	$58.50
VERIZON COMMUNICATIONS	VZ	245.000	$43.270	$10,601.15	$7,224.74	$3,376.41	$504.70
VIACOM INC NEW CLASS B	VIAB	190.000	$52.740	$10,020.60	$9,859.34	$161.26	$209.00
VISA INC CL A COMMON STOCK	V	45.000	$151.580	$6,821.10	$3,335.39	$3,485.71	$59.40
XCEL ENERGY INC	XEL	260.000	$26.710	$6,944.60	$2,918.08	$4,026.52	$280.80
ZIMMER HOLDINGS INC	ZMH	130.000	$66.660	$8,665.80	$6,588.69	$2,077.11	$93.60
3M COMPANY	MMM	110.000	$92.850	$10,213.50	$8,969.36	$1,244.14	$259.60
TOTAL US EQUITIES				$413,585.91 ③	$323,267.29 ④	$90,318.62	$10,475.19

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BUNGE LTD	BG	120.000	$72.690	$8,722.80	$5,203.10	$3,519.70	$129.60
COVIDIEN PLC	COV	148.000	$57.740	$8,545.52	$6,180.59	$2,364.93	$153.92
HONDA MOTOR CO LTD ADR	HMC	310.000	$36.940	$11,451.40	$9,336.80	$2,114.60	$239.01
PENTAIR LTD SHS	PNR	62.000	$49.150	$3,047.30	$1,638.16	$1,409.14	$54.56
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	RDSA	145.000	$68.950	$9,997.75	$6,982.10	$3,015.65	$423.98
SCHLUMBERGER LTD	SLB	95.000	$69.299	$6,583.37	$3,824.82	$2,758.55	$104.50
TE CONNECTIVITY LTD	TEL	245.000	$37.120	$9,094.40	$5,814.34	$3,280.06	$205.80
TECK RESOURCES LIMITED SUB VOTING CL B	TCK	280.000	$36.350	$10,178.00	$8,292.06	$1,885.94	$251.44
TYCO INTERNATIONAL LTD	TYC	260.000	$29.250	$7,605.00	$4,608.50	$2,996.50	$156.00
TOTAL INTERNATIONAL EQUITIES				$75,225.54 ③	$51,880.47 ④	$23,345.07	$1,718.81

Σ③= 501,288 Ending FMV of Cash and money market, US and Int'l Equities Account 300-07484

Σ④= 375,147 Ending Book Value of US and Int'l Equities Account 300-07484

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC RESERVE CLASS	TRMXX	6,288.800	$1.000	$6,288.80	$17,119.51
TOTAL CASH AND MONEY MARKET				$6,288.80 ⑤	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN EXPRESS COMPANY	AXP	490.000	$57.480	$28,165.20	$20,100.96	$8,064.24	$392.00
APPLE INC	AAPL	128.000	$532.173	$68,118.13	$26,423.58	$41,694.55	$1,356.80
BERKSHIRE HATHAWAY INC DEL CL B NEW	BRKB	660.000	$89.700	$59,202.00	$52,875.07	$6,326.93	
CHARLES SCHWAB CORP NEW	SCHW	2,380.000	$14.360	$34,176.80	$28,919.64	$5,257 16	$571.20
COACH INC	COH	520.000	$55.510	$28,865.20	$27,621.53	$1,243.67	$624.00
COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	CTSH	490.000	$73.882	$36,202.33	$23,727.59	$12,474.74	
CUMMINS INC	CMI	400.000	$108.350	$43,340.00	$38,219.32	$5,120.68	$800.00
EMC CORP-MASS	EMC	940.000	$25.300	$23,782.00	$14,931.51	$8,850.49	
EXPEDITORS INTERNATIONAL OF WASHINGTON INC	EXPD	755.000	$39.550	$29,860.25	$31,846.28	-$1,986.03	$422.80
EXPRESS SCRIPTS HOLDING COMPANY	ESRX	655.000	$54.000	$35,370.00	$26,781.43	$8,588 57	
GILEAD SCIENCES INC	GILD	390.000	$73.450	$28,645.50	$13,902.55	$14,742.95	
GOOGLE INC CL A	GOOG	58.000	$707.380	$41,028.04	$31,138 26	$9,889.78	
MONSTER BEVERAGE CORP	MNST	370.000	$52.840	$19,550.80	$17,471.96	$2,078.84	
NATIONAL-OILWELL VARCO INC	NOV	270 000	$68.350	$18,454.50	$15,383.23	$3,071.27	$140.40

EIN:73-1278163
12/31/2012

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

ATTACHMENT 6A

MANAGED ACCOUNT PROGRAM
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT
DUPLICATE COPY

Account number:
300-07485
Page 5 of 17

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
PERRIGO CO	PRGO	185.000	$104.030	$19,245.55	$11,885.64	$7,359.91	$66.60
PRICELINE COM INC COM NEW	PCLN	36.000	$620.390	$22,334.04	$21,263.20	$1,070.84	
QUALCOMM INC	QCOM	777.000	$61.860	$48,064.91	$35,823.24	$12,241.67	$777.00
STERICYCLE INC	SRCL	230.000	$93.280	$21,454.40	$12,709.38	$8,745.02	
VARIAN MEDICAL SYSTEMS INC	VAR	540.000	$70.240	$37,929.60	$29,144.86	$8,784.74	
VERISK ANALYTICS INC CL A	VRSK	525.000	$50.970	$26,759.25	$17,479.09	$9,280.16	
VISA INC CL A COMMON STOCK	V	180.000	$151.580	$27,284.40	$12,331.76	$14,952.64	$237.60
TOTAL US EQUITIES				$697,832.90 ⑤	$509,980.08 ⑥	$187,852.82	$5,388.40

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SCHLUMBERGER LTD	SLB	330.000	$69.299	$22,868.54	$19,979.53	$2,889.01	$363.00
TOTAL INTERNATIONAL EQUITIES				$22,868.54 ⑤	$19,979.53 ⑥	$2,889.01	$363.00

Σ⑤ = 726,990 Ending FMV of Cash and money market, US and Int'l Equities Account 300-07485

Σ⑥ = 529,959 Ending Book Value of US and Int'l Equities Account 300-07485

ATTACHMENT 6A

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OIL & GAS ROYALTY INTERESTS	565,843.	565,843.	381,382.
TOTALS	565,843.	565,843.	381,382.

ATTACHMENT 8

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	101.
TOTAL	101.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALICE PIPPIN 5653 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73112	PRESIDENT 1.00	0	0	0
JEANNETTE SIAS 5653 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73112	VICE PRESIDENT/SECRETARY 1.00	0	0	0
PHIL PIPPIN 5653 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73112	TREASURER 1.00	0	0	0
RICHARD SIAS 5653 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73112	CHAIRMAN 1.00	0	0	0
PATRICK ALEXANDER 5653 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73112	BOARD MEMBER 1.00	0	0	0
EDDIE WALKER 5653 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73112	BOARD MEMBER 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 10

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

RICHARD L. SIAS
JEANETTE F. SIAS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMBASSADORS CONCERT CHOIR P.O. BOX 1913 OKLAHOMA CITY, OK 73101	NONE 509(A)(1)	GENERAL SUPPORT	5,000.
BETHANY PUBLIC SCHOOL 6721 N.W. 42ND ST. BETHANY, OK 73008-2664	NONE 509(A)(1)	GENERAL SUPPORT	5,000.
BLAC, INC P.O. BOX 11014 OKLAHOMA CITY, OK 73136	NONE 509(A)(1)	PROMOTE FINE ARTS	5,000.
BRIGHTMUSIC SOCIETY OF OKLAHOMA 1709 SEMINOLE DRIVE EDMOND, OK 73013	NONE 509(A)(1)	GENERAL SUPPORT	8,000.
CANTERBURY CHORAL SOCIETY MCALPINE CENTER 428 WEST CALIFORNIA, STE. 100 OKLAHOMA CITY, OK 73102	NONE 509(A)(1)	PROMOTE FINE ARTS	15,000.
CASADY SCHOOL 9500 N. PENNSYLVANIA OKLAHOMA CITY, OK 73120	NONE 509(A)(1)	GENERAL OPERATIONS	11,050.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS CENTER 6800 N.W. 39TH EXPRESSWAY OKLAHOMA CITY, OK 73008	NONE 509(A)(1)	GENERAL SUPPORT	5,000.
CIMARRON OPERA P.O. BOX 10085 NORMAN, OK 73070	NONE 509(A)(1)	PROMOTE FINE ARTS	15,000.
DEADCENTER FILM FESTIVAL P.O. BOX 60445 OKLAHOMA CITY, OK 73146-0445	NONE 509(A)(2)	PROMOTE FINE ARTS	2,500.
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 N.E. 13TH ST. OKLAHOMA CITY, OK 73117-3613	NONE 509(A)(1)	PROMOTE FINE ARTS	10,000.
LADIES MUSIC CLUB OF OKLAHOMA CITY 7013 ADMIRALTY WAY OKLAHOMA CITY, OK 73116-1653	NONE 509(A)(2)	GENERAL SUPPORT	1,550.
LAST FRONTIER COUNCIL 3031 N.W. 64TH STREET OKLAHOMA CITY, OK 73116	NONE 509(A)(1)	GENERAL OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LYRIC THEATRE OF OKLAHOMA, INC 1727 N.W. 16TH OKLAHOMA CITY, OK 73106	NONE 509(A)(1)	GENERAL OPERATIONS	15,000.
MABEE-GERRER MUSEUM OF ART 1900 W. MACARTHUR ST. SHAWNEE, OK 74804-2403	NONE 509(A)(1)	GENERAL SUPPORT	5,000.
OK ARTS CENTER 3000 GENERAL PERSHING BOULEVARD OKLAHOMA CITY, OK 73107	NONE 509(A)(1)	PROMOTE FINE ARTS	1,000.
OK ARTS INSTITUTE 2600 VAN BUREN, SUITE 2606 NORMAN, OK 73072	NONE 509(A)(1)	PROMOTE FINE ARTS	5,000.
OK MOZART INC P.O. BOX 2344 BARTLESVILLE, OK 74005-2344	NONE 509(A)(2)	PROMOTE FINE ARTS	5,000.
OK ZOOLOGICAL SOCIETY P.O. BOX 18424 OKLAHOMA CITY, OK 73154	NONE 509(A)(1)	GENERAL OPERATIONS	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKC MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY, OK 73102	NONE 509(A)(1)	PROMOTE FINE ARTS	15,000.
OKC ORCHESTRA LEAGUE 1900 N.W. EXPRESSWAY OKLAHOMA CITY, OK 73118	NONE 509(A)(2)	GENERAL OPERATIONS	22,500.
OKC PHILHARMONIC 428 WEST CALIFORNIA OKLAHOMA CITY, OK 73102	NONE 509(A)(1)	GENERAL OPERATIONS	40,000.
OKLAHOMA CHRISTIAN UNIVERSITY BOX 11000 OKLAHOMA CITY, OK 73136	NONE 509(A)(1)	GENERAL OPERATIONS	5,000.
OKLAHOMA CITY BALLET 7421 N. CLASSEN OKLAHOMA CITY, OK 73116	NONE 509(A)(2)	GENERAL SUPPORT	10,000.
OKLAHOMA CITY JAZZ ORCHESTRA 8309 WILLOW CREEK BLVD. OKLAHOMA CITY, OK 73136	NONE 509(A)(1)	PROMOTE FINE ARTS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA CITY UNIVERSITY 2501 N. BLACKWELDER OKLAHOMA CITY, OK 73106	NONE 509(A)(1)	GENERAL OPERATIONS	25,000.
OKLAHOMA CITY COMMUNITY COLLEGE 7777 SOUTH MAY AVENUE OKLAHOMA CITY, OK 73159	NONE 509(A)(1)	GENERAL OPERATIONS	15,000.
FRIENDS OF THE OK HISTORY CENTER 800 NAZIH ZUHDI DRIVE OKLAHOMA CITY, OK 73105	NONE 509(A)(3)	GENERAL SUPPORT	5,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O. BOX 1749 STILLWATER, OK 74076	NONE 509(A)(1)	GENERAL SUPPORT	6,562.
OKLAHOMA YOUTH SYMPHONIES INC 1916 STEPPING STONE TRL. EDMOND, OK 73013-2805	NONE 509(A)(2)	GENERAL SUPPORT	3,000.
GUTHRIE ARTS & HUMANITIES COUNCIL P.O. BOX 38 GUTHRIE, OK 73044-0038	NONE 509(A)(1)	GENERAL OPERATIONS	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN NAZARENE UNIVERSITY 6729 N.W. 39TH EXPY. BETHANY, OK 73008-2605	NONE 509(A)(1)	GENERAL OPERATIONS	2,000.
UNITED METHODIST CHURCH 1212 BEDFORD DRIVE OKLAHOMA CITY, OK 73116	NONE 509(A)(1)	GENERAL OPERATIONS	12,000.
		TOTAL CONTRIBUTIONS PAID	347,662.

AD ASTRA FOUNDATION 73-1278163

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

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL & GAS ROYALTIES			15	127,127.	
LEASE BONUS INCOME			15	1,871.	
TOTALS				128,998.	

Ad Astra Foundation
73-1278163
December 31, 2012

ATTACHMENT 13

FORM 990-PF, PART IV: GAIN/LOSS DETAIL

DESCRIPTION	PROCEEDS	BASIS	GAIN/LOSS
Publicly Traded Securities	917,227	856,653	60,575