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 , and ending

Name of foundation	A Employer identification number
ZARROW FAMILIES FOUNDATION	73-1332141
Number and street (or P O box number if mail is not delivered to street address): 401 SOUTH BOSTON AVENUE — Room/suite: 900	B Telephone number (918) 295-8000
City or town, state, and ZIP code: TULSA, OK 74103-4012	C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 11,643,984.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	(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			N/A	
	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	311,800.	311,800.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,752.			
	b Gross sales price for all assets on line 6a 150,099.				
	7 Capital gain net income (from Part IV, line 2)		1,752.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	313,552.	313,552.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	10,095.	5,048.		5,047.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	9,227.	3,534.		0.
	19 Depreciation and depletion	90.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,105.	553.		552.
	22 Printing and publications				
	23 Other expenses STMT 4	60,033.	20,374.		36,742.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	80,550.	29,509.		42,341.
	25 Contributions, gifts, grants paid	475,003.			475,003.
	26 **Total expenses and disbursements.** Add lines 24 and 25	555,553.	29,509.		517,344.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-242,001.			
	b **Net investment income** (if negative, enter -0-)		284,043.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 28 2013
OGDEN, UT
890
IRS-OSC

SCANNED MAY 30 2013

18

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	51,791.	49,545.	49,545.
2 Savings and temporary cash investments	388,029.	77,206.	77,206.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations STMT 6	1,463,120.	1,476,938.	1,637,050.
b Investments - corporate stock STMT 7	5,975,501.	6,152,609.	7,557,181.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	2,397,084.	2,279,147.	2,309,418.
14 Land, buildings, and equipment basis ▶ 5,384.			
Less accumulated depreciation ▶ 5,384.	90.	0.	0.
15 Other assets (describe ▶ INTEREST RECEIVABLE)	13,270.	13,584.	13,584.
16 **Total assets** (to be completed by all filers)	10,288,885.	10,049,029.	11,643,984.
Liabilities			
17 Accounts payable and accrued expenses	7,502.	9,647.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	7,502.	9,647.	
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	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	10,281,383.	10,039,382.	
30 **Total net assets or fund balances**	10,281,383.	10,039,382.	
31 **Total liabilities and net assets/fund balances**	10,288,885.	10,049,029.	

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	10,281,383.
2 Enter amount from Part I, line 27a	2	-242,001.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,039,382.
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	10,039,382.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	150,000.		148,347.	1,653.
b	99.			99.
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				1,653.
b				99.
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 — 1,752.

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). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	523,256.	11,401,468.	.045894
2010	482,651.	10,936,616.	.044132
2009	570,925.	10,271,069.	.055586
2008	551,599.	11,652,096.	.047339
2007	692,414.	13,205,144.	.052435

2	**Total** of line 1, column (d)	2	.245386
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	.049077
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,392,577.
5	Multiply line 4 by line 3	5	559,114.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,840.
7	Add lines 5 and 6	7	561,954.
8	Enter qualifying distributions from Part XII, line 4	8	517,344.

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	5,681.
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	5,681.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,681.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,960.		
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	4,960.
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	721.
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 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? N/A	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ZARROW.COM

14 The books are in care of ▶ STEVE COCHRAN Telephone no. ▶ (918) 295-8000

Located at ▶ 401 SOUTH BOSTON AVENUE, SUITE 900, TULSA, OK ZIP+4 ▶ 74103-4012

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 | N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
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)? ☐ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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? | 6b | | X (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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

223551
12-05-12

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

223561
12-05-12

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	11,271,099.
b	Average of monthly cash balances		1b	294,969.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,566,068.
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	11,566,068.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	173,491.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,392,577.
6	**Minimum investment return.** Enter 5% of line 5		6	569,629.

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	569,629.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,681.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,681.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	563,948.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	563,948.
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	563,948.

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	517,344.
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	517,344.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	517,344.

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				563,948.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			297,976.	
b Total for prior years: ____ , ____ , ____		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: ▶$ 517,344.				
a Applied to 2011, but not more than line 2a			297,976.	
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				219,368.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				344,580.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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).)

NONE

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:

JEANNE GILLERT, GRANTS MANAGER
401 S. BOSTON AVE., SUITE 900, TULSA, OK 74103-4012, TEL NO.

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

A WRITTEN REQUEST, SEE WWW.ZARROW.COM FOR GUIDELINES

c Any submission deadlines:

N/A

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

TULSA, OK

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				475,003.
Total			▶ 3a	475,003.
b Approved for future payment				
SEE ATTACHED SCHEDULE				90,000.
Total			▶ 3b	90,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	311,800.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,752.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		313,552.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 313,552.

(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).

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	

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
N/A		

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

Henry Zarrow 5/14/13 CHAIRMAN

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

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON A. OTTO	Jon A. Otto	5/10/2013		P00431485
Firm's name ▶ HOGANTAYLOR LLP			Firm's EIN ▶ 73-1413977	
Firm's address ▶ 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000			Phone no. (918) 745-2333	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME - DOMESTIC	114,537.	0.	114,537.
DIVIDEND INCOME - FOREIGN	66,105.	0.	66,105.
FRANKLIN STREET PROPERTIES	12,855.	99.	12,756.
INTEREST - CORPORATE BONDS	39,377.	0.	39,377.
INTEREST - FOREIGN BONDS	13,948.	0.	13,948.
INTEREST - U. S. TREASURY	65,016.	0.	65,016.
INTEREST INCOME - OTHER	61.	0.	61.
TOTAL TO FM 990-PF, PART I, LN 4	311,899.	99.	311,800.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	10,095.	5,048.		5,047.
TO FORM 990-PF, PG 1, LN 16B	10,095.	5,048.		5,047.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	5,693.	0.		0.
FOREIGN TAX	3,534.	3,534.		0.
TO FORM 990-PF, PG 1, LN 18	9,227.	3,534.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	925.	463.		462.
EVENT TICKETS	2,844.	0.		0.
AUTOMOBILE EXPENSE	336.	168.		168.
OFFICE EXPENSES	411.	206.		205.
DUES & SUBSCRIPTIONS	883.	442.		441.
OVERHEAD ALLOCATION EXPENSE	54,503.	19,066.		35,437.
FINES, PENALTIES, & INTEREST	15.	0.		0.
MEALS AND ENTERTAINMENT	116.	29.		29.
TO FORM 990-PF, PG 1, LN 23	60,033.	20,374.		36,742.

FOOTNOTES | STATEMENT 5

PART VII-B
QUESTION 1A(3), 1A(4):
THE ZARROW FAMILIES FOUNDATION OCCUPIES AT NO CHARGE OFFICE SPACE LEASED BY THE ZARROW FAMILY OFFICE, LLC (ZFO). THE FOUNDATION PAID A TOTAL OF $54,503 TO REIMBURSE THE ZARROW FAMILY OFFICE, LLC FOR EXPENSES ASSOCIATED WITH THE MANAGEMENT OF INVESTMENTS, BOOKKEEPING, FINANCIAL ACCOUNTING AND THE MAKING OF GRANTS TO DONEE ORGANIZATIONS.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NTS-2% DUE 1/15/16	X		674,036.	770,752.
US T-NOTE, 4.75%, DUE 5/15/14	X		505,000.	530,860.
US T-NOTE, 4.5%, DUE 11/15/15	X		297,902.	335,438.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,476,938.	1,637,050.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,476,938.	1,637,050.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX FUND	4,309,917.	5,432,977.
VANGUARD TOTAL INTERNATIONAL INDEX FUND	1,842,692.	2,124,204.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,152,609.	7,557,181.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STATE OF ISRAEL, 5.6%, DUE 6/1/13	COST	100,000.	100,000.
FSP 1441 MAIN STREET CORP. PFD STOCK	COST	40,018.	40,018.
FRANKLIN STR PPTYS-5415 SHARES	COST	83,668.	83,668.
FSP 303 E WACKER DR, 1 SHARE	COST	89,566.	89,566.
FSP ENERGY TOWER, 1 SHARE	COST	81,085.	81,085.
VANGUARD SHORT-TERM INVEST GRADE BOND ADM	COST	1,291,666.	1,321,937.
FSP UNION CENTRE CORP	COST	93,144.	93,144.
STATE OF ISRAEL, 1.56%, DUE 11/1/13	COST	250,000.	250,000.
STATE OF ISRAEL, 1.77%, DUE 11/1/14	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,279,147.	2,309,418.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACK ZARROW 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	PRESIDENT 1.00	0.	0.	0.
HENRY ZARROW 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	VICE PRESIDENT 1.00	0.	0.	0.
STEVEN B. COCHRAN 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	SECRETARY & TREASURER 2.00	0.	0.	0.
JUDY Z. KISHNER 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	DIRECTOR 1.00	0.	0.	0.
GAIL Z. RICHARDS 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	DIRECTOR 1.00	0.	0.	0.
SCOTT F. ZARROW 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	DIRECTOR 1.00	0.	0.	0.
STUART ZARROW 401 SOUTH BOSTON AVENUE, SUITE 900 TULSA, OK 74103	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ZFF 2012 Payments Made - Charitable vs. Non Charitable Deduction

1/25/2013

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Aim High Academy, Inc. *Gold Medal Night*	4/2/2012 4894	$250.00	$0.00	$250 00
American Cancer Society (Tulsa) *2012 Relay for Life*	4/2/2012 4884	$1,000 00	$0.00	$1,000 00
American Diabetes Association *operating funds*	2/1/2012 4866	$1,500.00	$0 00	$1,500 00
American Heart Association *2012 American Heart Walk - no tickets or benefits, please*	2/1/2012 4867	$1,500 00	$0 00	$1,500 00
American Institute of Philanthropy *operating*	1/3/2012 4854	$200.00	$0 00	$200 00
American Red Cross (Tulsa) *operating funds*	5/1/2012 4897	$1,000 00	$0 00	$1,000 00
American Red Cross (Tulsa) *in memory of Norma Ethredge*	8/31/2012 4917	$100.00	$0 00	$100 00
American Red Cross (Tulsa) *disaster relief for hurricane victims in New Jersey*	11/6/2012 4937	$500 00	$0.00	$500 00
Arts & Humanities Council of Tulsa *operating funds*	5/1/2012 4898	$2,650 00	$0 00	$2,650 00
Berryhill Public Schools *gift to the Ward Scholarship Fund*	11/8/2012 4945	$500 00	$0 00	$500.00
Big Brothers Big Sisters of Oklahoma *operating*	1/3/2012 4855	$1,000 00	$0 00	$1,000.00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
B'nai Emunah Congregation *Building Capital Fund and the Building Renewal Endowment Fund*	7/2/2012 4908	$30,000 00	$0.00	$30,000 00
B'nai Emunah Congregation *High Holiday Fund*	9/4/2012 4918	$8,000 00	$0 00	$8,000 00
B'nai Emunah Congregation *Operating funds (check with Scott before paying)*	7/2/2012 4909	$20,080 00	$0.00	$20,080.00
B'nai Emunah Congregation *Rabbi's Retirement Fund (check with Scott before paying)*	10/1/2012 4923	$3,000 00	$0 00	$3,000 00
B'nai Emunah Congregation *sponsorship of the 2012 Simchat Torah luncheon*	10/18/2012 4927	$697 00	$0 00	$697 00
Booker T. Washington Foundation for Excellence *operating funds*	11/6/2012 4938	$250 00	$0 00	$250 00
Boy Scouts of America/Indian Nations Council *2012 Friends of Scouting Campaign*	2/1/2012 4868	$5,000 00	$0 00	$5,000 00
Center for Individuals with Physical Challenges, Ltd. *2012 Barlett Regatta*	4/2/2012 4885	$10,000 00	$0 00	$10,000.00
Clarehouse *2012 Raisin' Cain, A Ballroom Bash - no tickets or benefits, please*	9/4/2012 4919	$5,000 00	$0.00	$5,000 00
Community Action Project of Tulsa County *operating funds*	11/1/2012 4929	$5,000 00	$0 00	$5,000 00
Community Food Bank of Eastern Oklahoma *2012 Empty Bowls*	3/1/2012 4881	$7,470 00	$30 00	$7,500.00
Community Food Bank of Eastern Oklahoma *operating funds*	11/6/2012 4939	$250 00	$0 00	$250.00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Community Service Council of Greater Tulsa, Inc. *Tulsa Weather Coalition*	6/1/2012 4903	$10,000 00	$0 00	$10,000 00
Conference of Southwest Foundations, Inc. *donation*	2/1/2012 4869	$1,000.00	$0 00	$1,000 00
Council on Foundations *membership contribution*	1/3/2012 4856	$1,560 00	$0 00	$1,560 00
Council on Foundations *membership contribution*	1/12/2012 4856	($1,560 00)	$0.00	($1,560.00)
Council on Foundations *membership contribution*	1/12/2012 4864	$770 00	$500 00	$1,270 00
Cushing Arts and Humanities Council, Inc. *2012 Summer Art Camp*	2/8/2012 4880	$500 00	$0 00	$500 00
Dividing Bread Ministry, Inc. *operating funds*	11/15/2012 4947	$200 00	$0 00	$200 00
Domestic Violence Intervention Services, Inc. *operating funds*	4/2/2012 4886	$1,500 00	$0.00	$1,500.00
Emma Norton Services *in honor of Katherine Cochran*	10/26/2012 4928	$1,000 00	$0.00	$1,000 00
Eureka Rescue Mission *gift in memory of Robert Copeland*	11/6/2012 4940	$250 00	$0.00	$250.00
Family & Children's Services, Inc. *2012 Brainiac Ball*	4/2/2012 4887	$5,000 00	$0.00	$5,000 00
First Presbyterian Church (Tulsa) *gift to the Works of the Heart, Tulsa Day Center for the Homeless Arts Project*	4/2/2012 4895	$500 00	$0 00	$500 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Gatesway Foundation, The *2012 Balloon Festival sponsorship*	6/1/2012 4904	$7,460 00	$40 00	$7,500 00
Gilcrease Museum Management Trust *2012 Rendezvous*	2/1/2012 4870	$4,000 00	$0 00	$4,000.00
Gilcrease Museum Management Trust *Business Art Alliance*	11/1/2012 4930	$2,500 00	$0 00	$2,500 00
Goodwill Industries of Tulsa, Inc. *2012 Annual Award Luncheon*	4/2/2012 4888	$3,940 00	$60 00	$4,000 00
Habitat for Humanity (Cushing) *operating funds*	12/5/2012 4955	$500 00	$0 00	$500 00
Hispanic American Foundation *operating funds*	9/4/2012 4920	$4,000 00	$0 00	$4,000 00
Holland Hall School *operating funds*	11/1/2012 4931	$6,000 00	$0.00	$6,000 00
Jewish Federation of Tulsa *Annual Campaign*	12/3/2012 4949	$100,000 00	$0 00	$100,000 00
Jewish Funders Network *contribution*	2/1/2012 4871	$1,200 00	$0 00	$1,200.00
John 3:16 Mission *operating funds*	4/2/2012 4889	$1,500 00	$0 00	$1,500 00
Junior Achievement of Oklahoma *operating funds*	2/1/2012 4872	$1,500 00	$0 00	$1,500 00
LIFE Senior Services, Inc. *Sponsorship of Puttin' on the Dog 2012*	1/3/2012 4857	$5,000.00	$0 00	$5,000 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
LIFE Senior Services, Inc. *general operating funds*	11/6/2012 4941	$500 00	$0.00	$500 00
Love, Inc. of Greater Cushing *contribution*	12/5/2012 4956	$500 00	$0 00	$500 00
Margaret Hudson Program *2012 Chocolate Cravings Event*	1/3/2012 4862	$885.84	$114.16	$1,000.00
MAZON *operating funds*	9/4/2012 4921	$1,800 00	$0 00	$1,800 00
Meals on Wheels of Metro Tulsa *Keep 'em Rolling 2012 - no tickets or benefits, please*	8/1/2012 4911	$7,500 00	$0 00	$7,500.00
Mental Health Association in Tulsa, Inc. *2012 Carnivale*	1/3/2012 4858	$23,600.00	$1,400 00	$25,000 00
Mental Health Association in Tulsa, Inc. *operating funds*	11/6/2012 4942	$250 00	$0 00	$250 00
Muscular Dystrophy Association *operating funds*	8/1/2012 4913	$1,500 00	$0 00	$1,500 00
National Alliance/Schizophrenia & Depression *research on Schizophrenia and Depression*	8/1/2012 4914	$15,000 00	$0 00	$15,000 00
National Center for Family Philanthropy, Inc. *Friends of the Family contribution*	6/1/2012 4905	$400.00	$100 00	$500 00
National Ghost Ranch Foundation, Inc. *general operating funds*	11/6/2012 4943	$2,000 00	$0 00	$2,000.00
National Multiple Sclerosis Society (Tulsa Chapter) *2012 Uncorking the Cure for MS - no tickets or benefits, please*	8/1/2012 4912	$1,500 00	$0 00	$1,500 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Nature Conservancy *operating funds*	2/1/2012 4873	$1,000 00	$0 00	$1,000 00
Neighbor for Neighbor *operating funds*	6/1/2012 4906	$5,000.00	$0 00	$5,000 00
OETA Foundation *operating funds*	2/1/2012 4874	$6,000.00	$0 00	$6,000.00
Oklahoma Baptist Homes for Children *clothing fund for the boys of White City Cottage*	7/9/2012 4910	$250 00	$0 00	$250.00
Oklahoma Conference for Community and Justice, Inc. *2012 Annual Awards Dinner*	10/1/2012 4924	$4,820 00	$180.00	$5,000 00
Oklahoma Forensic Center *Patient Activity Fund*	11/1/2012 4932	$250 00	$0 00	$250.00
Oklahoma Foundation for Excellence *operating funds*	2/1/2012 4875	$1,500 00	$0.00	$1,500.00
Oklahoma Heritage Association *2012 Oklahoma Hall of Fame*	10/1/2012 4925	$2,780 00	$720 00	$3,500.00
Oklahoma Heritage Association *Scholarships*	2/1/2012 4876	$1,000 00	$0.00	$1,000 00
Oklahoma Jazz Hall of Fame *2012 Jazz Hall of Fame*	5/1/2012 4899	$750 00	$0 00	$750 00
Oologah-Talala Public Schools *the Jerry Keys Student Athlete Scholarship*	4/18/2012 4896	$500 00	$0 00	$500 00
Palmer Continuum of Care, Inc. *operating funds*	3/1/2012 4882	$1,000 00	$0 00	$1,000.00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
The Parent Child Center of Tulsa *2013 Toyland Ball - no tickets or benefits, please*	12/3/2012 4951	$1,000 00	$0 00	$1,000 00
Regional Crime Victim Crisis Center *Champions for Children"gift in memory of Robert Copeland*	1/5/2012 4863	$250 00	$0 00	$250 00
Ronald McDonald House Charities of Tulsa, Inc. *2012 McDazzle - no tickets or benefits, please*	6/1/2012 4907	$1,000 00	$0 00	$1,000.00
Salvation Army, The (Tulsa) *2012 Neediest Families Fund*	12/3/2012 4952	$1,000 00	$0 00	$1,000 00
Sherwin Miller Museum of Jewish Art *operating funds*	4/2/2012 4890	$3,500 00	$0 00	$3,500 00
Special Olympics Oklahoma *operating funds*	5/1/2012 4900	$1,000 00	$0 00	$1,000 00
Street School, Inc. *Street Party 2012*	1/3/2012 4859	$2,500 00	$0 00	$2,500 00
StreetCats, Inc. *operating funds*	11/6/2012 4944	$250 00	$0 00	$250 00
Sustainable Tulsa, Inc. *operating funds*	11/8/2012 4946	$500 00	$0 00	$500 00
Temple Israel *operating funds*	8/1/2012 4915	$16,000 00	$0 00	$16,000 00
TSHA, Inc. *Souper Sunday 2012 - no tickets or benefits, please*	1/3/2012 4860	$250 00	$0 00	$250.00
Tulsa Advocates for the Protection of Children, Inc. *Christmas for Kids Holiday Gifts*	11/1/2012 4933	$2,000 00	$0 00	$2,000 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
Tulsa Area United Way *operating funds*	11/1/2012 4935	$60,000.00	$0 00	$60,000.00
Tulsa Ballet Theatre *2012 Icons & Idols - no tickets or benefits, please*	2/1/2012 4877	$7,000 00	$0 00	$7,000 00
Tulsa Boys' Home *operating funds*	4/2/2012 4891	$1,000 00	$0 00	$1,000 00
Tulsa C.A.R.E.S. (HIV Resource Consortium) *2012 Red Ribbon Gala - no tickets or benefits, please*	3/1/2012 4883	$500 00	$0 00	$500 00
Tulsa Day Center for the Homeless, Inc. *2012 Homerun for the Homeless - no tickets or benefits, please*	5/1/2012 4901	$10,000.00	$0 00	$10,000 00
Tulsa Day Center for the Homeless, Inc. *operating gift*	11/15/2012 4948	$300.00	$0 00	$300.00
Tulsa Historical Society *2012 Tulsa Hall of Fame Dinner*	8/1/2012 4916	$4,800 00	$200 00	$5,000.00
Tulsa Jewish Retirement & Health Care Center *Holiday Fund*	11/1/2012 4934	$500.00	$0 00	$500 00
Tulsa Women's Foundation *2012 Pinnacle Awards Dinner - no tickets or benefits, please*	2/1/2012 4878	$250 00	$0 00	$250 00
Tulsa Zoo Management, Inc. *operating funds*	2/1/2012 4879	$250.00	$0.00	$250 00
United Negro College Fund, Inc. *scholarships*	5/1/2012 4902	$1,000 00	$0 00	$1,000 00
University of Oklahoma Foundation, Inc. *President's Associates on behalf of Henry Zarrow*	11/1/2012 4936	$1,000.00	$0 00	$1,000 00

Payee Organization Project Title	Paid Date Check #	Deduct Amount	Non-Deduct Amount	Payment Amount
University of Tulsa *Friends of Finance*	1/3/2012 4861	$500 00	$0 00	$500.00
University of Tulsa *KWGS*	10/1/2012 4926	$3,500 00	$0 00	$3,500 00
University of Tulsa *McFarlin Fellows for Judy & Tom Kishner, Scott & Hilary Zarrow, Gail & Kip Richards, Henry Zarrow, and Maxine Zarrow*	12/3/2012 4953	$9,000 00	$0 00	$9,000 00
University of Tulsa *President's Council on behalf of Henry Zarrow*	4/2/2012 4892	$1,500 00	$0 00	$1,500 00
Up With Trees *operating funds*	12/3/2012 4954	$500 00	$0 00	$500 00
YMCA of Greater Tulsa *Camp Scholarship Program for Westside Y*	4/2/2012 4893	$600 00	$0 00	$600 00
	Grand Total (101 items)	$475,002.84	$3,344 16	$478,347 00

ZFF Grant Commitment Schedule (6 years)

1/25/2013

Organization Grant Amount	Total Paid	 2012	 2013	Scheduled Payments 2014	 2015	 2016	 2017	Remaining Balance
B'nai Emunah Congregation $150,000.00 *Building Capital Fund and the Building Renewal Endowment Fund*	$60,000.00	$0.00	$30,000.00	$30,000.00	$30,000.00	$0.00	$0.00	$0 00
Grand Total (1 item)	$60,000 00	$0.00	$30,000.00	$30,000.00	$30,000.00	$0.00	$0.00	$0.00