



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

2012

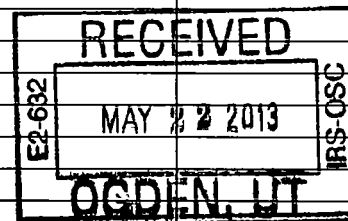
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation KATHLEEN PATTON WESTBY FOUNDATION		A Employer identification number 73-1354412
Number and street (or P.O. box number if mail is not delivered to street address) 401 S. BOSTON AVE	Room/suite 220	B Telephone number (918) 743-8321
City or town, state, and ZIP code TULSA, OK 74103-4038		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,800,952.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		36,708.	27,411.		STATEMENT 1
4 Dividends and interest from securities		29,443.	29,443.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		17,880.			
b Gross sales price for all assets on line 6a 1,028,787.					
7 Capital gain net income (from Part IV, line 2)			17,816.		
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		384.	399.		STATEMENT 3
12 Total Add lines 1 through 11		84,415.	75,069.		
13 Compensation of officers, directors, trustees, etc		12,500.	6,250.		6,250.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,500.	2,500.		0.
c Other professional fees STMT 5		5,588.	5,588.		0.
17 Interest		305.	305.		0.
18 Taxes STMT 6		1,033.	516.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		27,710.	25,584.		2,126.
24 Total operating and administrative expenses. Add lines 13 through 23		49,636.	40,743.		8,376.
25 Contributions, gifts, grants paid		113,300.			113,300.
26 Total expenses and disbursements. Add lines 24 and 25		162,936.	40,743.		121,676.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-78,521.			
b Net investment income (if negative, enter -0-)			34,326.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		146,505.	220,416.	220,416.
	2	Savings and temporary cash investments				
	3	Accounts receivable	5,042.			
		Less: allowance for doubtful accounts		2,443.	5,042.	5,042.
	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		1,537.	1,020.	1,020.
	10a	Investments - U.S. and state government obligations	STMT 9	809,966.	661,900.	543,532.
	b	Investments - corporate stock	STMT 10	802,571.	798,961.	807,614.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis				
		Less: accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 11	81,668.	78,830.	223,328.
	14	Land, buildings, and equipment: basis				
		Less: accumulated depreciation				
	15	Other assets (describe)				
	16	Total assets (to be completed by all filers)		1,844,690.	1,766,169.	1,800,952.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,844,690.	1,766,169.	
Net Assets or Fund Balances	30	Total net assets or fund balances		1,844,690.	1,766,169.	
	31	Total liabilities and net assets/fund balances		1,844,690.	1,766,169.	

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	1,844,690.
2	Enter amount from Part I, line 27a	2	-78,521.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,766,169.
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	1,766,169.

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		
b RETURN OF PRINCIPAL	P		
c ORDINARY GAIN ADJUSTMENT			
d CAPITAL GAINS DIVIDENDS			
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 862,898.		851,301.	11,597.
b 159,606.		159,606.	0.
c		64.	-64.
d 6,283.			6,283.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,597.
b			0.
c			-64.
d			6,283.
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	17,816.
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	125,618.	1,989,255.	.063148
2010	137,676.	1,973,268.	.069771
2009	127,628.	1,932,730.	.066035
2008	108,872.	2,171,244.	.050143
2007	75,019.	2,473,970.	.030323

2 Total of line 1, column (d)	2	.279420
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	.055884
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,953,278.
5 Multiply line 4 by line 3	5	109,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	343.
7 Add lines 5 and 6	7	109,500.
8 Enter qualifying distributions from Part XII, line 4	8	121,676.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	343.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	343.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	343.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,020.	7	1,020.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	677.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 677. Refunded <input type="checkbox"/>			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address ► <u>WWW.WESTBYFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>THERESA M. COLLINS</u> Telephone no. ► <u>918-743-8321</u> Located at ► <u>401 S BOSTON, STE 220, TULSA, OK</u> ZIP+4 ► <u>74103-4038</u>			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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

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
JOHN TRYGVE WESTBY 401 S. BOSTON, STE 220 TULSA, OK 741034038	TRUSTEE 5.00	5,000.	0.	0.
KATHLEEN H. WESTBY 401 S. BOSTON, STE 220 TULSA, OK 741034038	TRUSTEE 5.00	5,000.	0.	0.
GERALD H. WESTBY 401 S. BOSTON, STE 220 TULSA, OK 741034038	TRUSTEE 5.00	2,500.	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

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	1,760,454.
b	Average of monthly cash balances	1b	222,569.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,983,023.
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	1,983,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,745.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,953,278.
6	Minimum investment return. Enter 5% of line 5	6	97,664.

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	97,664.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	343.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	343.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,321.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	97,321.
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	97,321.

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	121,676.
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	121,676.
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	343.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	121,333.

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				97,321.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
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				9,787.
f Total of lines 3a through e	9,787.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$				121,676.
a Applied to 2011, but not more than line 2a			0.	
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				97,321.
e Remaining amount distributed out of corpus	24,355.			
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	34,142.			
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				0.
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	34,142.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				9,787.
e Excess from 2012				24,355.

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

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.)
----------------	--

Form **990-PF** (2012)

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				
ALL SOULS UNITARIAN CHURCH 2952 S. PEORIA TULSA, OK 74114	NONE	501(C)(3)	CONTRIBUTION	1,000.
ALZHEIMER'S ASSOCIATION OKLAHOMA & ARKANSAS CHAPTER 6465 S. YALE AVE., SUITE 312 TULSA, OK 74135	NONE	501(C)(3)	DRAWING ON MEMORIES ART PROGRAM 2012	12,000.
AMERICAN THEATRE COMPANY MANION PARK 3003 E. 56TH STREET TULSA, OK 74105	NONE	501(C)(3)	SUMMER THEATRE CLASSES, AND SUPPORT FOR ATC PRODUCTIONS IN 2012 - 2013	2,500.
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S. MAIN TULSA, OK 74114	NONE	501(C)(3)	2012 CONTINUING EDUCATION PROGRAMS	2,500.
CHOREGUS PRODUCTIONS 5272 S. LEWIS, SUITE 236 TULSA, OK 74105	NONE	501(C)(3)	2012 PRODUCTIONS	1,000.
Total	SEE CONTINUATION SHEET(S)			113,300.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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



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 ☐ self-employed

PTIN

LOU ANN GIBSON

Firm's name ► HOGANTAYLOR LLP

Firm's address ► 2200 S. UTICA PL., SUITE 400
TULSA, OK 74114-7000

3	P00405885
Firm's EIN ▶	73-1413977

Phone no. (918) 745-2333

Form **990-PF** (2012)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CIRCLE CINEMA FOUNDATION, INC. 8 SOUTH LEWIS TULSA, OK 74104	NONE	501(C)(3)	COMING FULL CIRCLE CAPITAL CAMPAIGN	15,000.
COMMUNITY SERVICE COUNCIL 1430 S. BOULDER TULSA, OK 74119	NONE	501(C)(3)	2013 OPERATING	1,000.
GROVE COMMUNITY PLAYMAKERS P.O. BOX 450236 GROVE, OK 74345	NONE	501(C)(3)	MASTER CLASSES AND LESSON PLANS FOR STUDENTS	2,500.
INDIAN RIVER HABITAT FOR HUMANITY 4568 N. U.S. HWY 1 VERO BEACH, FL 32967	NONE	501(C)(3)	GRAND HARBOR HABITAT HOUSE FUND 2013	4,000.
JUVENILE DIABETES RESEARCH FOUNDATION TULSA GREEN COUNTRY CHAPTER 4606 EAST 67TH STREET, SUITE 214 TULSA, OK 74136	NONE	501(C)(3)	FUND-A-CURE PROGRAM 2012	1,000.
LIFE SENIOR SERVICES 5950 E. 31ST STREET TULSA, OK 74105	NONE	501(C)(3)	THERAPEUTIC ART CLASSES - TULSA AREA	1,000.
LIGHT OPERA OKLAHOMA 2210 S. MAIN TULSA, OK 74114	NONE	501(C)(3)	APPRENTICESHIP PROGRAM 2012	2,000.
LIVING ARTS OF TULSA 307 E. BRADY TULSA, OK 74120	NONE	501(C)(3)	CONTEMPORARY ART PROGRAMS	1,500.
MID AMERICA ARTS ALLIANCE 2018 BALTIMORE AVE. KANSAS CITY, MO 64108	NONE	501(C)(3)	2012 OKLAHOMA VISUAL & PERFORMING ARTS PROGRAMMING	2,000.
NIMROD UNIVERSITY OF TULSA 600 SOUTH COLLEGE TULSA, OK 74105	NONE	501(C)(3)	2012 SCHOLARSHIP FUND	450.
Total from continuation sheets				94,300.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OKLAHOMA ARTS INSTITUTE 105 N. HUDSON, SUITE 202 OKLAHOMA CITY, OK 73102	NONE	501(C)(3)	OKLAHOMA SUMMER ARTS INSTITUTE - 6 SCHOLARSHIPS	6,000.
OKLAHOMA HUMANITIES COUNCIL 428 W. CALIFORNIA AVENUE, SUITE 270 OKLAHOMA CITY, OK 73102	NONE	501(C)(3)	2012 OKLAHOMA CONVERSATION IN THE HUMANITIES	500.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74114	NONE	501(C)(3)	CONTEMPORARY CONSORTIUM	15,000.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74114	NONE	501(C)(3)	2011-2013 EXHIBITION SERIES PLEDGE	12,500.
PLANNED PARENTHOOD 5780 SOUTH PEORIA TULSA, OK 74105	NONE	501(C)(3)	GRANT FOR GENERAL OPERATING FUND 2012-2013	2,000.
SAPULPA ARTS 124 SOUTH WATER SAPULPA, OK 74066	NONE	501(C)(3)	2012 ARTS EXPLORE!	450.
STREET SCHOOL, INC. 1135 SOUTH YALE TULSA, OK 74112	NONE	501(C)(3)	ART EDUCATION PROGRAMS 2012	1,000.
THEATRE TULSA 412 N. BOSTON TULSA, OK 74103	NONE	501(C)(3)	YOUTH EDUCATION, COSTUMES, AND 90TH SEASON PRODUCTIONS	1,000.
TULSA AREA UNITED WAY 1430 S. BOULDER TULSA, OK 74101	NONE	501(C)(3)	TULSA AREA UNITED WAY GENERAL OPERATING 2012	1,000.
TULSA BALLET THEATRE 4512 S. PEORIA TULSA, OK 74105	NONE	501(C)(3)	ICONS & IDOLS EVENT	600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

. 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
TULSA BALLET THEATRE 4512 S. PEORIA TULSA, OK 74105	NONE	501(C)(3)	2012 ARTISTIC AND EDUCATIONAL PROGRAMS	5,000.
TULSA GIRLS ART SCHOOL PROJECT, INC. 2202 E. ADMIRAL TULSA, OK 74110	NONE	501(C)(3)	2012 ARTS EDUCATION PROGRAMS	2,000.
TULSA METROPOLITAN MINISTRY 221 S. NOGALES TULSA, OK 74127	NONE	501(C)(3)	75TH ANNIVERSARY CELEBRATION	300.
TULSA OPERA, INC. 1610 SOUTH BOULDER AVENUE TULSA, OK 74119-4479	NONE	501(C)(3)	2012/2013 SEASON	5,000.
TULSA SCHOOL OF ARTS & SCIENCES 5155 EAST 51ST STREET TULSA, OK 74135	NONE	501(C)(3)	SUPPORT FOR THE STRINGS PROGRAM	3,000.
TULSA SPOTLIGHT THEATRE 1381 RIVERSIDE DRIVE TULSA, OK 74127	NONE	501(C)(3)	GENERAL OPERATING 2013	1,000.
TULSA SYMPHONY ORCHESTRA 111 E. 1ST STREET TULSA, OK 74103	NONE	501(C)(3)	2012/2013 PROGRAMS	5,500.
UNIVERSITY OF TULSA 600 SOUTH COLLEGE TULSA, OK 74105	NONE	501(C)(3)	BRAD PLACE FUND	1,000.
YOUTH SERVICES OF TULSA 311 S. MADISON TULSA, OK 74120	NONE	501(C)(3)	2012 ART & EDUCATIONAL SERVICES	1,000.
Total from continuation sheets				

FORM 990-PF . INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	36,741.
PURCHASED INTEREST	-33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	36,708.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	35,726.	6,283.	29,443.
TOTAL TO FM 990-PF, PART I, LN 4	35,726.	6,283.	29,443.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST INCOME	399.	399.	
LEGACY RESERVES LOSS	-15.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	384.	399.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	2,500.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	2,500.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	5,588.	5,588.		0.
TO FORM 990-PF, PG 1, LN 16C	5,588.	5,588.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	516.	516.		0.
EXCISE TAX EXPENSE	517.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,033.	516.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,321.	0.		1,321.
COMPUTER & SOFTWARE EXPENSE	29.	29.		0.
POSTAGE & DELIVERY	128.	99.		29.
ADMINISTRATIVE EXPENSE	24,659.	24,659.		0.
OFFICE SUPPLIES	797.	797.		0.
DUES & MEMBERSHIPS	695.	0.		695.
WEBSITE EXPENSE	81.	0.		81.
TO FORM 990-PF, PG 1, LN 23	27,710.	25,584.		2,126.

FOOTNOTES	STATEMENT	8
-----------	-----------	---

STATEMENT ATTACHED AND MADE A PART OF FORM 990-PF
YEAD ENDED DECEMBER 31, 2012

PART VII-B, QUESTION 1(A)(3)

THE WESTBY FOUNDATION OCCUPIES OFFICE SPACE LEASED BY THE WESTBY, L.L.C. THE LLC MEMBERS INCLUDE G.H. WESTBY, JR., K.H. WESTBY, AND J.T. WESTBY, DIRECTORS FOR THE FOUNDATION. THE FOUNDATION PAID A TOTAL OF \$24,659 TO THE LLC FOR EXPENSES ASSOCIATED WITH RENT, MANAGEMENT OF INVESTMENTS, AND BOOKKEEPING.

PART VII-B, QUESTION 1(A)(4)

THE WESTBY FOUNDATION COMPENSATES ITS DIRECTORS FOR THEIR SERVICES TO THE FOUNDATION. SEE PART VIII.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BONDS		X	661,900.	543,532.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			661,900.	543,532.
TOTAL TO FORM 990-PF, PART II, LINE 10A			661,900.	543,532.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	798,961.	807,614.
TOTAL TO FORM 990-PF, PART II, LINE 10B	798,961.	807,614.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FUNDS	FMV	78,830.	223,328.
TOTAL TO FORM 990-PF, PART II, LINE 13		78,830.	223,328.
