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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

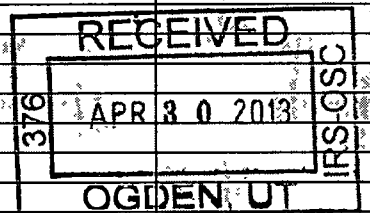
Name of foundation J Lyndall McCrory, Robert Fulton McCrory and Montie Ray McCrory Foundation		A Employer identification number 73-1439304
Number and street (or P O box number if mail is not delivered to street address) C/O J Larry Wilkes 303 E Street N W	Room/suite	B Telephone number (see instructions)
City or town, state, and ZIP code Ardmore OK 73401		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) ▶ \$ 15,724,380	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) (see instructions))

	(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 (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	281,838	281,838		
5 a Gross rents	38	38		
b Net rental income or (loss)	38			
6 a Net gain or (loss) from sale of assets not on line 10	141,046			
b Gross sales price for all assets on line 6a	451,866			
7 Capital gain net income (from Part IV, line 2)		141,046		
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)	3,053,472	3,053,472		
12 Total. Add lines 1 through 11	3,476,394	3,476,394	0	
13 Compensation of officers, directors, trustees, etc	85,800	11,535		74,265
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	7,507	7,507		
b Accounting fees (attach schedule)	1,500			1,500
c Other professional fees (attach schedule)	4,023	4,023		
17 Interest				
18 Taxes (attach schedule) (see instructions)	20,787	7		
19 Depreciation (attach schedule) and depletion	1,106	1,106		
20 Occupancy	6,094	2,031		4,063
21 Travel, conferences, and meetings	3,005			3,005
22 Printing and publications				
23 Other expenses (attach schedule)	26,234			26,000
24 Total operating and administrative expenses.				
Add lines 13 through 23	156,056	26,209	0	108,833
25 Contributions, gifts, grants paid	485,580			485,580
26 Total expenses and disbursements. Add lines 24 and 25	641,636	26,209	0	594,413
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,834,758			
b Net investment income (if negative, enter -0-)		3,450,185		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	133,038	1,343,526	1,343,526
	2 Savings and temporary cash investments	4,591	3,769	3,769
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	420		
	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)	310,820		
	b Investments—corporate stock (attach schedule)	11,031,292	12,968,371	13,149,190
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ 502,183			
Liabilities	Less: accumulated depreciation (attach schedule) ▶ 383,347	119,941	118,836	1,002,961
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 224,934			
	Less: accumulated depreciation (attach schedule) ▶	224,934	224,934	224,934
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,825,036	14,659,436	15,724,380
	17 Accounts payable and accrued expenses	95	157	
	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)	95	157	
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	11,824,941	14,659,279	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,824,941	14,659,279	
	31 Total liabilities and net assets/fund balances (see instructions)	11,825,036	14,659,436	

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	11,824,941
2 Enter amount from Part I, line 27a	2	2,834,758
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,659,699
5 Decreases not included in line 2 (itemize) ▶ Corrected Accounts Receivable and rounding	5	420
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,659,279

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 315m Fed Home Loan Bnk	P	11/9/2006	11/15/2012
b Mutual Fund Capital Gn Dist			
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 315,000		310,820	4,180
b 136,866			136,866
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,180
b			136,866
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	141,046
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	478,221	11,577,873	0.041305
2010	341,228	10,619,527	0.032132
2009	469,878	8,944,428	0.052533
2008	510,220	10,048,679	0.050775
2007	640,541	10,929,161	0.058608

2 Total of line 1, column (d)	2	0.235353
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	0.047071
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,562,401
5 Multiply line 4 by line 3	5	591,325
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,502
7 Add lines 5 and 6	7	625,827
8 Enter qualifying distributions from Part XII, line 4 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	8	594,413

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	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	69,004
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	69,004
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	69,004
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	69,000
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	69,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	23
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	27
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address ► NA	13	X	
14	The books are in care of ► Larry Wilkes, CPA Telephone no ► 580-223-0112 Located at ► 303 E Street NW Ardmore OK ZIP+4 ► 73401			
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			
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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? ☐ Yes ☒ No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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?**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?**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
See Attached Schedule		85,800		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Maintain two houses in which the Mercy Memorial Health Center manages a Ronald McDonald type house in connection with the hospital. During 2012, a total of 1,478 occupant nights were provided to families of hospital patients.	11,171
2 Provided accounting services at no charge to Gloria Ainsworth Day Care Center, and Naomi House, 501(c)(3) organizations, in Ardmore, Oklahoma.	15,063
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	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,558,242
b	Average of monthly cash balances	1b	191,998
c	Fair market value of all other assets (see instructions)	1c	1,003,467
d	Total (add lines 1a, b, and c)	1d	12,753,707
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	12,753,707
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	191,306
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,562,401
6	Minimum investment return. Enter 5% of line 5	6	628,120

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	628,120
2a	Tax on investment income for 2012 from Part VI, line 5	2a	69,004
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	69,004
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	559,116
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	559,116
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	559,116

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	594,413
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	594,413
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	594,413

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				559,116
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			558,406	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 594,413				
a Applied to 2011, but not more than line 2a			558,406	
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				36,007
e Remaining amount distributed out of corpus				
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	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				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				523,109
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> See Attached Schedule					485,580
Total					▶ 3a 485,580
b <i>Approved for future payment</i> None					
Total					▶ 3b 0

Form **990-PF** (2012)

Part I, Line 11 (990-PF) - Other Income

		3,053,472	3,053,472	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Royalty Income	3,053,472	3,053,472	

Part I, Line 16a (990-PF) - Legal Fees

		7,507	7,507	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	McAfee Taft	417	417	
2	David Blankenship	2,785	2,785	
3	Hisey & Landgraf	730	730	
4	Graybill-Haas	3,575	3,575	

	Exp. Per books	Net Inv. Income	Adjusted Net Inc.	Charitable Disburse.
PART I LINE 16b - Accounting Fees Larry A Pulliam	1,500			1,500
PART I LINE 16c - Other Professional Fees Ellwood Investment Advisors	4,023	4,023		
PART I LINE 18 - Taxes Property Tax	7	7		
4940 Excise Tax	20,780			
TOTAL	20,787	7		
Accu. Deprec.				
PART I LINE 19 - Depreciation Office Equipment	1,138	1,106	1,106	
PART I LINE 23 - Other Expenses Maintenance and Repair of 2 Houses held for charitable purposes and used by Mercy Hospital (501c3 hospital) for "Ronald McDonald" type houses	11,171			11,171
Paid Employee-bookkeeper to provide free bookkeeping services to two 501(c)(3) organizations	14,829			14,829
Penalties for underpayment of excise tax	234			
TOTAL	26,234			26,000

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		502,183	383,347	119,941	118,836	1,002,961
		Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Ranch Land	98,177		98,177	98,177	98,177
2	Ranch Buildings	41,058	23,458	18,677	17,600	17,600
3	Ranch Equipment	8,673	8,562	111	111	111
4	Ranch Office Equipment	4,338	4,338	28	0	0
5	Mineral Interests-Producing	346,989	346,989	0	0	793,658
6	Mineral Interests - Non Producing	2,948		2,948	2,948	93,415

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		224,934	0	0	224,934	224,934	224,934
		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Mercy House 1708 Cherokee	76,685			76,685	76,685	76,685
2	Mercy House 1710 Cherokee	148,249			148,249	148,249	148,249

PART VIII LINE 1

Name Address	Title Average hrs/wk.	Compensation	Employee Benefit Plans	Expense Account
J Larry Wilkes, CPA 303 E Street NW Ardmore, OK	Co-Trustee 4.7 hrs/week	37,500	0	-
	Accountant	10,800	0	

1 hour/week by Mr. Wilkes, approximately 3.6 hours/week by his staff

Co-Trustee duties consist of making investment decisions, evaluating grant applications, making granting decisions, doing follow-up on grants awarded, and general management matters

Mary Strawn PO Box 70 Graham OK	Co-Trustee 38 5 hrs/week	37,500	0	-
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Co-Trustee duties consist of evaluating grant applications, making granting decisions, and doing follow-up on grants awarded.

In addition, Mrs. Strawn manages the foundation's office, responding to telephone and mail inquiries regarding grants and the foundation's oil and gas properties. She processes the payments received by the foundation from its oil and gas properties.

TOTAL		85,800	0	-
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J.,LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
	PC=Public Charity I=Instrumentality		
20th District Drug Court 39 N. Washington Ardmore, OK	PC	Drug testing equipment	8,000.00
Arbuckle Life Solutions 9 Tenth Avenue Ardmore, OK	PC	Operating Expenses Operating Expenses	5,000.00 10,000.00
Ardmore Animal Care 321 Carol Brown Blvd. Ardmore, OK	PC	Crematory Repair	10,000.00
Ardmore City Schools 800 M Street, NE Ardmore, OK	I	Band Support	750 00
Ardmore Day Nursery 320 D Street, NW Ardmore, OK	PC	Storm Shelter Construction	5,000.00
Adult Day Services of Southern Oklahoma 1902 Shenandoah Ardmore, OK	PC	Client Transportation	10,000.00
Ardmore Family YMCA 920 15th Street, NW Ardmore, OK	PC	Refurbish Base Ball Fields Aerobic Program Support	21,000.00 7,200.00
The Boy's and Girl's Club of Wilson, Inc. 323 E. Birch Wilson, OK	PC	Operating Funds for Summer Camp	30,000.00
Broadway House, Inc. 221 2nd Avenue, NW Ardmore, OK	PC	Operating Funds Building Construction	1,000.00 20,000.00
Carter County Commissioners 107 First Avenue, SW Ardmore, OK	I	Newport Cemetery Seating	2,600.00
Carter County Free Fair 600 S Lake Murray Drive Ardmore, OK	I	Operating Funds	7,500.00

J. LYNDALE MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
Court Appointed Special Advocates 200 B Street, SW Ardmore, OK	PC	Operating Funds	20,000.00
Charles B. Goddard Art Center 401 First Avenue, SW Ardmore, OK	PC	Art Education and Outreach Sculpting Workshops	10,000.00 5,900.00
Cameron University 2800 West Gore Blvd Lawton, OK	I	KCCU Public Radio Support	5,000.00
Community Activities, Inc of Ardmore 333 West Main, Suite 241 Ardmore, OK	PC	City Park Maintenance	5,000.00
Family Shelter of Southern Oklahoma 117 B Street, SW Ardmore, OK	PC	Children's Trauma Counseling	5,000.00
Fathers in the Field 645 Main Street Lander, WY	PC	Scholarships	2,500.00
Fox High School 100 School Street Fox, OK	I	Band Uniforms After Prom Lock-in	1,000.00 500.00
Gloria Ainsworth Daycare Center 502 G Street, NE Ardmore, OK	PC	Transportation Expense	10,000.00
Grace Center of Southern Oklahoma 27 West Broadway Ardmore, OK	PC	Operating Funds Cribs	20,000.00 3,000.00
Graham Baptist Church PO Box 187 Graham, OK	PC	Christmas Baskets	466.00
HFV Wilson Community Center 620 East Main Ardmore, OK	PC	Van	25,000.00

J. LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
Hardy Murphy Coliseum 600 South Lake Murray Drive Ardmore, OK	I	Update Equipment/Repairs	25,000.00
Naomi House 1212 Harris Street Ardmore, OK	PC	Operating Expenses Operating Expenses	10,000.00 10,000.00
Oklahoma Center for Nonprofits 720 W Wilshire Oklahoma City, OK	PC	Sponsorships	164.00
Prevent Blindness Oklahoma 6 NE 63rd Street Oklahoma City, OK	PC	Screening children	500.00
Regional Food Bank of Oklahoma 3355 S. Purdue Street Oklahoma City, OK	PC	Food 4 Kids Program	66,000.00
So. Ok. Ambulance Service 517 Grand Avenue Ardmore, OK	PC	Ambulance Purchase Storage Building	17,000.00 13,500.00
So. Ok. Higher Education Center Foundation 611 Veterans Blvd. Ardmore, OK	PC	Scholarships	20,000.00
So. Ok. Nutritional Program 1600 Arlington Ada, OK	PC	Van Purchase	34,000.00
United Way of South Central Oklahoma 1232 Merrick Drive Ardmore, OK	PC	Fall Campaign	15,000.00
City of Wilson 1065 US Hwy 70A Wilson, OK	I	Radio Repeaters Senior Citizens Center Support	5,500.00 800.00
Wilson Historical Museum 1270 8th Street Wilson, OK	PC	Security System Operating Support	1,000.00 15,700.00
TOTAL			485,580.00