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

OMB No 1545-0052

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2012 or tax year beginning****, 2012, and ending****, 20**

Name of foundation

WHITE, STANLEY FOUNDATION IMA 610215014

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

ATTN: JOHN B JOHNSON 15 WEST 6TH ST

City or town, state, and ZIP code

TULSA, OK 74119

G Check all that apply☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at end
of year (from Part II, col. (c), line
16) ▶ \$ 2,773,984.**J** Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

73-1519161

B Telephone number (see instructions)

918- 293-7583

C If exemption application is
pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐**E** If private foundation status was terminated
under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**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

53,669.

53,669.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

98,969.

b Gross sales price for all
assets on line 6a 480,995.

7 Capital gain net income (from Part IV, line 2)

98,969.

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)

12 Total Add lines 1 through 11

152,638.

152,638.

13 Compensation of officers, directors, trustees, etc.

35,870.

26,902.

8,967.

14 Other employee salaries and wages

NONE

NONE

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

1,550.

NONE

NONE

1,550.

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

2,977.

764.

2,213.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

NONE

NONE

22 Printing and publications

NONE

NONE

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

40,397.

27,666.

NONE

12,730.

25 Contributions, gifts, grants paid

155,000.

155,000.

26 Total expenses and disbursements Add lines 24 and 25

195,397.

27,666.

NONE

167,730.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-42,759.

b Net investment income (if negative, enter -0-)

124,972.

c Adjusted net income (if negative, enter -0-)

SCANNED MAY 20 2013

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	117,571.	37,695.	37,695.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . STMT 6	1,864,819.	1,898,221.	2,419,298.
	c	Investments - corporate bonds (attach schedule) . STMT 10	274,048.	276,870.	316,989.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 11)	2.	2.	2.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,256,440.	2,212,788.	2,773,984.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
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	2,256,440.	2,212,788.	
	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)	2,256,440.	2,212,788.		
31	Total liabilities and net assets/fund balances (see instructions)	2,256,440.	2,212,788.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,256,440.
2	Enter amount from Part I, line 27a	2	-42,759.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,213,681.
5	Decreases not included in line 2 (itemize) ▶ FUND BAL ADJ	5	893.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,212,788.

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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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 480,959.		382,026.	98,933.		
b					
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			98,933.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	98,969.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	164,978.	2,757,313.	0.059833
2010	134,646.	2,579,020.	0.052208
2009	131,729.	2,261,516.	0.058248
2008	133,311.	2,721,237.	0.048989
2007	140,970.	2,485,112.	0.056726
2 Total of line 1, column (d)			2 0.276004
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 0.055201
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,780,585.
5 Multiply line 4 by line 3			5 153,491.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,250.
7 Add lines 5 and 6			7 154,741.
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.			8 167,730.

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	1,250.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,250.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,250.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,364.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,364.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	112.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 112. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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) ☒ 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ BANK OF OKLAHOMA NA Telephone no ☐ (918) 619-1544			
	Located at ☐ ONE WILLIAMS CENTER TOWER, TULSA, OK ZIP+4 ☐ 74172			
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?	16	Yes	No 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	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) ☐	3b	
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

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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**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****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
MICHAEL FRETZ 316 E. MAIN, JENKS, OK 74037	TRUSTEE	5,000.	- 0 -	- 0 -
CLYDE CHRISMAN 2537 E 46TH PLACE, TULSA, OK 74105	TRUSTEE	5,000.		
JOHN B. JOHNSON 15 W 6TH ST., SUITE 2200, TULSA, OK 74119-5416	TRUSTEE	5,000.		

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**Form **990-PF** (2012)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	2,743,429.
b	Average of monthly cash balances	1b	79,498.
c	Fair market value of all other assets (see instructions)	1c	2.
d	Total (add lines 1a, b, and c)	1d	2,822,929.
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	NONE
3	Subtract line 2 from line 1d	3	2,822,929.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,344.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,780,585.
6	Minimum investment return. Enter 5% of line 5	6	139,029.

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	139,029.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,250.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	137,779.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	137,779.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	137,779.

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	167,730.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	167,730.
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	1,250.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	166,480.

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				137,779.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			45,082.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>167,730.</u>				
a Applied to 2011, but not more than line 2a			45,082.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				122,648.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				15,131.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
TULSA AREA UNITED WAY PO BOX 1859 TULSA OK 74101-1859			TO FURTHER CHARITABLE PURPOSES	5,000.
UNIVERSITY OF OKLAHOMA 600 PARRINGTON OVAL RM NORMAN OK 73019-0390			ESTABLISH A CENTER FOR ENTREPRENEURSHIP	150,000.
Total			▶ 3a	155,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form **990-PF** (2012)

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? | | Yes | No |
|---|-------|-----|----|
| 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 | | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

Sign 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 instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Assistant Vice President

Preparer's signature _____

Date,

Check ☐ if self-employed

PTIN

Firm's name ► BOKF, N.A.

Firm's EIN ▶ 73-0780382

Firm's address ► P.O. BOX 1620
TULSA, OK

74101-1620

Phone no 918-619-1544

Form **990-PF** (2012)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESCO REAL ESTATE-INST FD#4725	443.	443.
ADVANCE AUTO PARTS	39.	39.
AIR PRODS & CHEMS INC	196.	196.
ALLEGHENY TECHNOLOGIES INC COM	17.	17.
ALTRIA GROUP INC	693.	693.
APACHE CORPORATION	48.	48.
APPLE COMPUTER INC	2,388.	2,388.
ARTISAN SM CAP VAL-INV FD#0963	485.	485.
ARTISAN MID CAP VALUE-INV FD#1464	1,531.	1,531.
BAKER HUGHES INC	90.	90.
BARD C R INC	63.	63.
BECTON DICKINSON & CO COM	227.	227.
BRISTOL MYERS SQUIBB CO	656.	656.
CALAMOS MKT NEUT INC-I FD#0629	536.	536.
CAMECO CORP	34.	34.
CAPITAL ONE FINL CORP	28.	28.
CAVANAL HILL CSH MG INST CL FD#0051	8.	8.
CHURCH & DWIGHT INC COM	43.	43.
CISCO SYSTEMS	626.	626.
COACH INC COM	181.	181.
COMERICA INC	213.	213.
CORNING INC	63.	63.
DANAHER CORP	23.	23.
DEVON ENERGY CORPORATION	128.	128.
DIAMOND HILL LONG/SHORT-I FD#0011	399.	399.
DISCOVER FINANCIAL SERVICE	100.	100.
EOG RESOURCES INC	9.	9.
ECOLAB INC	165.	165.
EMERSON ELECTRIC CO	216.	216.
EXXON MOBIL CORP COM	38.	38.
FEDEX CORP COM	71.	71.
FIDELITY LEVERAGED CO STOCK FD#0122	298.	298.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FIFTH THIRD BANCORP	221.	221.
FORD MTR CO DEL COM PAR \$0.01	104.	104.
GNMA POOL # 535878 @ 6.500% DUE 10/1	42.	42.
GNMA POOL # 568836 @ 6.500% DUE 10/1	151.	151.
GENERAL ELECTRIC CO	566.	566.
GOLDCORP INC	31.	31.
HARBOR INTERNATIONAL FUND	3,683.	3,683.
HASBRO INC	341.	341.
HEINZ HJ COMPANY	471.	471.
HESS CORP	41.	41.
HEWLETT PACKARD COMPANY	75.	75.
HONEYWELL INTL INC COM	173.	173.
HUMANA INC	29.	29.
HUNT J B TRANS SVCS INC COM	31.	31.
HUSSMAN STRATEGIC GROWTH FD#0601	855.	855.
INTUIT	29.	29.
ISHARES CORE TOTAL US BOND MARKET	1,125.	1,125.
ISHARES IBOX \$ INVESTMENT GRADE CORPORA	1,745.	1,745.
ISHARES TR S&P MDCP400 IDX	2,035.	2,035.
IVY ASSET STRATEGY-I FD#0473	3,243.	3,243.
JP MORGAN CHASE & CO	229.	229.
JOHNSON & JOHNSON	87.	87.
LAZARD EMRG MKTS-INST FD#0638	1,820.	1,820.
LEAR CORP	26.	26.
MASTERCARD INC - CLASS A	5.	5.
MATTEL INC	145.	145.
MCDONALDS CORP	329.	329.
MERGER FD#0260	1,426.	1,426.
NEUBERGER BERMAN GENESIS INSTL #1229	406.	406.
NEW YORK CMNTY BANCORP INC COM	179.	179.
NIKE INC CLASS B	287.	287.
NORFOLK SOUTHERN CORP	244.	244.
OCCIDENTAL PETROLEUM CORP	195.	195.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ORACLE CORPORATION	120.	120.
PIMCO TOTAL RETURN FUND INST#35	4,738.	4,738.
PNC BANK CORPORATION	274.	274.
PEPSI CO INC	1,122.	1,122.
PERMANENT PORTFOLIO FD#1500	296.	296.
PHILIP MORRIS INTERNATIONAL	1,311.	1,311.
PIMCO ALL ASSET-INST FD#0034	4,074.	4,074.
PIMCO COMMOD RR STRAT-INST FD#0045	1,831.	1,831.
PRAXAIR INC	50.	50.
PRICE T ROWE GROUP INC COM	491.	491.
PROCTER & GAMBLE CO	110.	110.
QUALCOMM INC	314.	314.
T ROWE PRICE NEW HORIZONS	445.	445.
STAPLES INC	251.	251.
STRYKER CORP	101.	101.
TARGET CORP	318.	318.
TEMPLETON GLOBAL BOND-ADV FD#0616	3,876.	3,876.
TEVA PHARMACEUTICAL INDS LTD ADR	32.	32.
TEXAS INSTRUMENTS INC	144.	144.
THERMO ELECTRON CORP	38.	38.
US BANCORP DEL NEW COM NEW	263.	263.
UNITED TECHNOLOGIES	279.	279.
VANGUARD S/T BD INDX-SIG FD#1349	583.	583.
VANGUARD INTERMED INDX-INST FD#0504	1,417.	1,417.
VISA INC-CLASS A SHARES	37.	37.
WALGREEN CO	205.	205.
WELLS FARGO & CO NEW COM	40.	40.
THE WILLIAMS COMPANIES, INC	325.	325.
YUM BRANDS INC COM	160.	160.
	-----	-----
TOTAL	53,669.	53,669.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,550.			1,550.
TOTALS	1,550.	NONE	NONE	1,550.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
FOREIGN TAXES	18.	18.	
FEDERAL TAX PAYMENT - PRIOR YE	849.		849.
FEDERAL ESTIMATES - PRINCIPAL	1,364.		1,364.
FOREIGN TAXES ON QUALIFIED FOR	382.	382.	
FOREIGN TAXES ON NONQUALIFIED	364.	364.	
	-----	-----	-----
TOTALS	2,977.	764.	2,213.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
NEUBERGER BERMAN GENESIS INST	62,536.	78,670.
T ROWE PRICE GRP INC	9,258.	14,196.
WILLIAMS COS INC	3,905.	6,744.
FORD MOTOR CO		
BARNES & NOBLE IINC	10,964.	9,099.
TEVA PHARMACEUTICAL-SP ADR		
NIKE INC CL B	11,385.	13,622.
VISA INC CLASS A		
GENERAL ELECTRIC CO	16,856.	17,338.
HJ HEINZ CO	7,585.	9,748.
GOOGLE INC CL A	6,846.	9,903.
PHILIP MORRIS INTL	10,316.	34,711.
APACHE CORPORATION		
EXXON MOBIL CORP	10,902.	11,137.
PNC FINANCIAL SERVICES GROUP		
ALLEGHENY TECHNOLOGIES INC	10,599.	12,320.
CISCO SYSTEMS INC	4,606.	7,154.
O'REILLY AUTOMOTIVE INC	5,212.	6,178.
TEXAS INSTRUMENTS INC	4,073.	9,996.
EBAY INC	5,079.	7,172.
HONEYWELL INTERNATIONAL INC	3,290.	6,187.
THERMO FISHER SCIENTIFIC INC	7,119.	11,432.
ECOLAB INC	75,283.	134,753.
ISHARES S&P MIDCAP 400 FD	41,758.	243,203.
APPLE INC COM	5,646.	11,563.
UNITED TECHNOLOGIES CORP		
FEDEX CORP	24,516.	35,241.
PEPSICO INC	4,527.	13,048.
ALTRIA GROUP INC		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
EOG RESOURCES INC		
DANAHER CORP	4,651.	10,286.
NETAPP INC	8,103.	10,602.
STRYKER CORP		
EXPRESS SCRIPTS INC	11,461.	11,394.
EMERSON ELECTRIC CO		
TARGET CORP	10,530.	12,426.
ORACLE CORP	7,195.	9,130.
BAKER HUGHES INC		
MCDONALDS CORP		
CAMECO CORP		
WEATHERFORD INTL LTD	7,448.	8,690.
CAPITAL ONE FINANCIAL CORP		
NEW YORK COMMUNITY BANCORP		
FIFTH THIRD BANCORP	6,486.	9,834.
COMERICA INC	9,144.	9,982.
OCCIDENTAL PETROLEUM CORP	6,652.	6,282.
NORFOLK SOUTHERN CORP	4,856.	5,256.
SPRINT NEXTEL CORP		
BECTON DICKINSON & CO	8,453.	9,539.
BRISTOL MYERS SQUIBB CO	16,594.	19,293.
QUALCOMM INC	15,206.	19,733.
CALAMOS MARKET NEUTRAL - A	35,410.	36,748.
ADVANCE AUTO PARTS	9,680.	9,767.
DIAMOND HILL LONG/SHORT I	100,914.	114,350.
FIDELITY LEVERAGED CO STOCK FD	61,025.	78,116.
MERGER FD	67,776.	70,312.
PIMCO ALL ASSET FUND INST	63,016.	71,037.
AIR PRODUCTS & CHEMICALS INC		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
MATTEL INC	7,134.	7,917.
BARD C. R. INC		
CORNING INC	8,233.	11,786.
US BANCORP	5,861.	8,905.
DISCOVER FINANCIAL SERVICE	5,001.	6,369.
BERKSHIRE HATHAWAY INC CL B	4,726.	4,595.
HASBRO INC		
HUNT JB TRANSPRT SVCS INC	47,294.	60,295.
INVESCO REAL ESTATE FD	74,078.	60,329.
HUSSMAN STRATEGIC GRWTH	95,045.	110,224.
IVY ASSET STRATEGY FD	66,711.	54,465.
PIMCO COMMODO RR STRAT-INS	28,238.	29,518.
ARTISAN SML CAP VAL FD	113,106.	127,502.
ARTISAN MID CAP VAL FD	110,527.	136,561.
NUVEEN MID CAP GRWTH OPP I FD	146,315.	162,696.
HARBOR INTERNATIONAL-INSTL FD	77,177.	86,504.
LAZARD EMRG MKTS INST	37,745.	45,824.
T ROWE PRICE NEW HORIZONS FD	7,413.	9,296.
YUM! BRANDS INC	53,440.	53,798.
PERMANENT PORTFOLIO	9,446.	9,851.
PRAXAIR INC	5,153.	5,178.
STANLEY BLACK AND DECKER INC	9,490.	9,173.
VERIZON COMM INC	15,635.	14,074.
DOLLAR TREE INC	15,010.	13,822.
COACH INC	9,689.	11,390.
ADT CORP	9,820.	9,696.
CHURCH & DWIGHT CO INC	8,985.	9,640.
PROCTER & GAMBLE CO	8,898.	9,808.
WALGREEN CO		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
DEVON ENERGY CORPORATION	13,821.	11,241.
SOUTHWESTERN ENERGY CO	9,320.	10,892.
CHEVRON CORP	9,319.	9,300.
TRANSOCEAN LTD	4,997.	4,823.
JPMORGAN CHASE & CO	12,372.	16,752.
MASTERCARD INC - CLASS A	6,547.	7,369.
ABBOTT LABORATORIES	6,182.	6,157.
ALLERGAN INC	5,086.	4,953.
JOHNSON & JOHNSON	9,852.	9,954.
ELI LILLY	6,196.	6,165.
HUMANA INC	7,917.	7,755.
HEWLETT-PACKARD CO	7,137.	4,346.
FACEBOOK INC-A	6,358.	8,039.
INTUIT INC	9,740.	9,992.
WELLS FARGO	6,346.	6,152.
	-----	-----
TOTALS	1,898,221.	2,419,298.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
VANGUARD INTERMED INDX-INST	36,433.	42,671.
ISHARES CORE TOTAL US BD	34,574.	38,656.
GNMA POOL#535878 6.5% 10/15/31	477.	566.
GNMA POOL#568836 6.5% 10/15/31	2,258.	2,645.
VANGUARD S/T BD INDX-SIG	35,212.	36,751.
PIMCO TOTAL RETURN-INST	79,325.	86,330.
ISHARES IBOX \$ INVESTMENT GR	34,567.	45,613.
TEMPLETON GLOBAL BD AD FD	54,024.	63,757.
WESTCORE PLUS BOND FUND		
	-----	-----
TOTALS	276,870.	316,989.
	=====	=====

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

AGENCY AGREEMENT
ASSET RETENTION LETTER

1.
1.

2.
=====

TOTALS

1.
1.

2.
=====