



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 HILLE FAMILY CHARITABLE FOUNDATION		A Employer identification number 73-1521975
Number and street (or P.O. box number if mail is not delivered to street address) 624 SOUTH BOSTON	Room/suite 710	B Telephone number 918-592-0079
City or town, state, and ZIP code TULSA, OK 74119		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 51,385,235.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10,026.	10,026.		STATEMENT 1
4 Dividends and interest from securities		863,994.	863,994.		STATEMENT 2
5a Gross rents		396,615.	396,615.		STATEMENT 3
b Net rental income or (loss) -35,643.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		-940,613.			
b Gross sales price for all assets on line 6a		11,747,138.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		-25,400.	-25,400.		STATEMENT 5
12 Total. Add lines 1 through 11		304,622.	1,245,235.		
13 Compensation of officers, directors, trustees, etc		241,880.	32,654.		209,226.
14 Other employee salaries and wages		75,499.	44,438.		31,061.
15 Pension plans, employee benefits		106,862.	21,488.		85,374.
16a Legal fees STMT 6		373,732.	373,732.		0.
b Accounting fees STMT 7		615.	615.		0.
c Other professional fees STMT 8		245,946.	245,946.		0.
17 Interest					
18 Taxes STMT 9		57,263.	6,622.		20,641.
19 Depreciation and depletion		77,725.	77,725.		
20 Occupancy		188,653.	188,653.		0.
21 Travel, conferences, and meetings		11,829.	1,597.		10,232.
22 Printing and publications					
23 Other expenses STMT 10		169,715.	138,799.		29,403.
24 Total operating and administrative expenses. Add lines 13 through 23		1,549,719.	1,132,269.		385,937.
25 Contributions, gifts, grants paid		1,571,570.			1,571,570.
26 Total expenses and disbursements. Add lines 24 and 25		3,121,289.	1,132,269.		1,957,507.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,816,667.			
b Net investment income (if negative, enter -0-)			112,966.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 9 2013

914 4

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	6,851,995.	8,040,258.	8,040,258.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	27,173,344.	26,533,930.	30,805,608.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 3,056,524.			
	Less accumulated depreciation STMT 12 ▶ 313,399.	2,818,574.	2,743,125.	3,000,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	12,179,136.	8,569,841.	9,534,559.
	14 Land, buildings, and equipment basis ▶ 41,451.			
	Less accumulated depreciation STMT 14 ▶ 36,641.	7,086.	4,810.	4,810.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	49,030,135.	45,891,964.	51,385,235.
	17 Accounts payable and accrued expenses	489,967.	163,470.	
	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 ▶ STATEMENT 15)	41,952.	46,945.	
	23 Total liabilities (add lines 17 through 22)	531,919.	210,415.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	48,498,216.	45,681,549.	
	30 Total net assets or fund balances	48,498,216.	45,681,549.	
	31 Total liabilities and net assets/fund balances	49,030,135.	45,891,964.	

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	48,498,216.
2 Enter amount from Part I, line 27a	2	-2,816,667.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	45,681,549.
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	45,681,549.

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 MERRILL LYNCH ACCOUNTS	P	VARIOUS	VARIOUS
b LOSS ON DISPOSAL OF INVESTMENT - TORNADO			
c STUDIOS			
d LOSS ON DISPOSAL OF INVESTMENT - FUN WITH			
e DEATH			

(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 11,747,138.		8,744,154.	3,002,984.
b			
c		3,244,597.	-3,244,597.
d			
e		699,000.	-699,000.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			3,002,984.
b			
c			-3,244,597.
d			
e			-699,000.

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	-940,613.
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	2,170,385.	52,826,448.	.041085
2010	2,566,926.	52,479,784.	.048913
2009	3,126,777.	52,204,399.	.059895
2008	3,490,723.	61,797,461.	.056487
2007	3,209,467.	62,275,552.	.051537

2 Total of line 1, column (d)	2	.257917
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	.051583
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	50,950,680.
5 Multiply line 4 by line 3	5	2,628,189.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,130.
7 Add lines 5 and 6	7	2,629,319.
8 Enter qualifying distributions from Part XII, line 4	8	1,957,507.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,259.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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 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	2,259.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,259.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	39,687.	
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	39,687.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	37,428.	
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
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) ☐ 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 ► WWW.HILLEFOUNDATION.ORG	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► 918-592-0079 Located at ► 624 SOUTH BOSTON, TULSA, OK ZIP+4 ► 74119			
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?	☐ 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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		241,880.	36,282.	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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHAPMAN SPINGOLA, LLP 77 WEST WACKER DRIVE, CHICAGO, IL 60601	LEGAL SERVICES	240,589.
MERRILL LYNCH - 1800 MERRILL LYNCH DRIVE, MSC 0803, PENNINGTON, NJ 08534-412	BROKER FEES	163,166.
KAJEER YAR 2651 E. 66TH ST., TULSA, OK 74136	LEGAL SERVICES	136,375.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

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	35,310,978.
b	Average of monthly cash balances	1b	7,330,568.
c	Fair market value of all other assets	1c	9,085,033.
d	Total (add lines 1a, b, and c)	1d	51,726,579.
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	51,726,579.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	775,899.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,950,680.
6	Minimum investment return. Enter 5% of line 5	6	2,547,534.

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	2,547,534.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,259.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,545,275.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,545,275.
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	2,545,275.

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	1,957,507.
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	1,957,507.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,957,507.

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				2,545,275.
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	555,519.			
b From 2008	448,233.			
c From 2009	527,573.			
d From 2010				
e From 2011				
f Total of lines 3a through e	1,531,325.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	1,957,507.			
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				1,957,507.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	587,768.			587,768.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	943,557.			
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	943,557.			
10 Analysis of line 9:				
a Excess from 2008	415,984.			
b Excess from 2009	527,573.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

4942(i)(3) or ☐ 4942(i)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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(i)(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).)

MARY ANN HILLE

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:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT				1,571,570.
Total			▶ 3a	1,571,570.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

PAGE 10, PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AGENCY	Address	City	State	Zip Code	RECIPIENT STATUS	PURPOSE OF GRANT OR CONTRIBUTION	RECIPIENT RELATIONSHIP	GRANT AMOUNT
Alzheimer's Association (local)	2448 East 81st Street, Suite 3000	Tulsa	OK	74137	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,500.00
Arts & Humanities Council Tulsa	2210 South Main Street #D	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	100,000.00
Augusta Christian Schools	313 Baston Road	Martinez	GA	30907	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500.00
Blaze's Tribute Equine Rescue	17667 Markita Drive	Jones	OK	73049	Public Charity	Promote and Support Organization's Exempt Purposes	None	300.00
Booker T. Washington	1514 East Zion Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500.00
Brookwood Community	1752 FM 1489 Road	Brookshire	TX	77423	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Building Tulsa Building Lives	1870 S. Boulder	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	200,000.00
Community Food Bank	1304 N Kenosha Ave	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Crosstown Learning Center	2501 East Archer Street	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	96,500.00
Eisenhower Foundation	2819 South New Haven Avenue	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,000.00
Eisenhower International School PTA	2819 South New Haven Avenue	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Emergency Infant Services	222 South Houston Avenue	Tulsa	OK	74127	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
EODDS	3741 South Peoria	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
Epilepsy Foundation of Texas	5080 Spectrum Drive, Suite 1150E	Addison	TX	75001	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Faith Academy of Bellville	12177 Texas 36	Bellville	TX	77418	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,179.00
First Baptist Church of Tulsa	403 South Cincinnati Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
First Tee of Tulsa	5223 E 41st Street North	Tulsa	OK	74115	Public Charity	Promote and Support Organization's Exempt Purposes	None	17,000.00
Global Gardens	PO Box 52034	Tulsa	OK	74152	Public Charity	Promote and Support Organization's Exempt Purposes	None	30,000.00
Greater Cornerstone	5610 South 41st West Avenue	Tulsa	OK	74107	Public Charity	Promote and Support Organization's Exempt Purposes	None	75,000.00
Happy Hands	8801 South Garnett Road	Broken Arrow	OK	74012	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Harold Hamm Diabetes Center	4444 East 41st Street	Tulsa	OK	74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Harvest House	1439 East 71st Street	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	20,000.00
Helping Hand Ministry	709 South Boston	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Holy Highway Evangelistic Center	1019 East 54th Street North	Tulsa	OK	74126	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
Iron Gate	501 South Cincinnati Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	100,000.00
JDRF	601 South Boulder Avenue West	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Jenks East Elementary School	8925 South Harvard	Tulsa	OK	74137	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
John 3.16 Mission	205 East Pine Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
John Hope Franklin Center for Reconciliation	131 North Greenwood Avenue, 2nd Floor	Tulsa	OK	74120	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Kendall Whittier, Inc	PO Box 1465	Tulsa	OK	74159	Public Charity	Promote and Support Organization's Exempt Purposes	None	62,500.00
KIPP	1661 East Virgin Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Lakeside High School	3801 Briarcliff Road Northeast	Atlanta	GA	30345	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Live Oak Retirement Community	600 East Flournoy Lucas Road	Shreveport	LA	71115	Public Charity	Promote and Support Organization's Exempt Purposes	None	200.00
Loving Hearts Ministry	PO Box 928	Bristow	OK	74010	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Neighbors Along the Line	5000 Charles Page Boulevard	tulsa	OK	74127	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,000.00
NEO A&M	200 I Street Northeast	Miami	OK	74354	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
OK 4-H Foundation	205 4-H Youth Development Building	Stillwater	OK	74078	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
OK Arts Institute	111 Northwest 9th Street	Oklahoma City	OK	73102	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
OK Center for Poets & Writers	700 North Greenwood	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	14,500.20
OSU Bursar	113 Student Union	Stillwater	OK	74078	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
OU Foundation	100 Timberdel Road	Norman	OK	73019	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Pathways for Little Feet	8 Greenway Plaza, Suite 1000	Houston	TX	77046	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,548.78
Phi Gamma Delta	2707 Hemphill Park	Austin	TX	78705	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Piedmont Middle School	823 2nd Street Northwest	Piedmont	OK	73078	Public Charity	Promote and Support Organization's Exempt Purposes	None	75.00
Planned Parenthood ARK & Eastern OK	5780 South Peoria	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	200.00
Pocket Full of Hope	1325 East Apache Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Progressive Training Christian Academy	2425 East 28th Street North	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	85,000.00
Rebuilding Together Tulsa	701 South Main Street	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,152.02
RSU Bursar	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	30,400.00
RSU Foundation	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	200.00
Salvation Army	102 North Denver Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
St. Simeon's	3701 North Cincinnati Avenue	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	

HILLE FAMILY CHARITABLE FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2012
ATTACHMENT TO FORM 990-PF

PAGE 10, PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AGENCY	Address	City	State	Zip Code	RECIPIENT STATUS	PURPOSE OF GRANT OR CONTRIBUTION	RECIPIENT RELATIONSHIP	GRANT AMOUNT
Stevens Creek Church	600 Stevens Creek Road	Augusta	GA	30907	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
StoneRidge Elementary School	2501 Alexandra Drive	Roseville	CA	95661	Public Charity	Promote and Support Organization's Exempt Purposes	None	500 00
Sylvia Townner Diabetes Camping Foundation	1517 East 34th Street	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000 00
TCC Bursar	909 South Boston Avenue	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,264.74
TCC Foundation	909 South Boston Avenue	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	12,000.00
Teach for America	1202 West Easton Street	Tulsa	OK	74127	Public Charity	Promote and Support Organization's Exempt Purposes	None	115,000 00
Transitional Living Center	12 East 12th Street	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Tulsa Advocates Protection of Children (Laura Dester)	PO Box 14044	Tulsa	OK	74159	Public Charity	Promote and Support Organization's Exempt Purposes	None	100,000.00
Tulsa Area United Way	1430 South Boulder Ave W	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,000.00
Tulsa Community Foundation	7030 South Yale Avenue	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	52,900 00
Tulsa Girls Art School	2202 East Admiral Boulevard	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,200.00
Tulsa Lighthouse Charter School	105 E 63rd Street North	Tulsa	OK	74126	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500 00
Tulsa Town Hall	2815 East Skelly Drive	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500 00
Visiting Nurse Association	7875 East 51st Street South	Tulsa	OK	74145	Public Charity	Promote and Support Organization's Exempt Purposes	None	200 00
YMCA	418 South Main Street	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
								<u>1,571,569.74</u>

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

SOURCE	AMOUNT
INTEREST INCOME	10,026.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,026.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	863,994.	0.	863,994.
TOTAL TO FM 990-PF, PART I, LN 4	863,994.	0.	863,994.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL REAL ESTATE, TULSA, OK	1	396,615.
TOTAL TO FORM 990-PF, PART I, LINE 5A		396,615.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		75,449.	
INSURANCE		22,253.	
MAINTENANCE & REPAIRS		74,099.	
PROFESSIONAL FEES		33,627.	
UTILITIES		140,271.	
TAXES		48,382.	
ALARM SERVICE		1,155.	
JANITORIAL		32,323.	
SECURITY		1,050.	
TRASH SERVICE		2,682.	

HILLE FAMILY CHARITABLE FOUNDATION

73-1521975

OFFICE EXPENSES		967.	
- SUBTOTAL -	1		432,258.
TOTAL RENTAL EXPENSES			432,258.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-35,643.

FORM 990-PF	OTHER INCOME	STATEMENT	5
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP- EXERBOTICS, LLC	-29,740.	-29,740.	
PARTNERSHIP- GREENARCH, LLC	-47.	-47.	
MISCELLANEOUS INCOME	4,387.	4,387.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25,400.	-25,400.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	373,732.	373,732.		0.
TO FM 990-PF, PG 1, LN 16A	373,732.	373,732.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	615.	615.		0.
TO FORM 990-PF, PG 1, LN 16B	615.	615.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	8
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	49,153.	49,153.		0.
MERRILL LYNCH MANAGEMENT FEE	163,166.	163,166.		0.
OTHER PROFESSIONAL FEES - 624 SOUTH BOSTON	33,627.	33,627.		0.
TO FORM 990-PF, PG 1, LN 16C	245,946.	245,946.		0.

FORM 990-PF	TAXES	STATEMENT	9
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	27,263.	6,622.		20,641.
INCOME TAXES	30,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	57,263.	6,622.		20,641.

FORM 990-PF	OTHER EXPENSES	STATEMENT	10
-------------	----------------	-----------	----

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	19,161.	2,587.		16,574.
INSURANCE	10,782.	1,456.		9,326.
REPAIRS AND MAINTENANCE- 624 SOUTH BOSTON	74,099.	74,099.		0.
OFFICE EXPENSES- 624 SOUTH BOSTON	967.	967.		0.
INSURANCE- 624 SOUTH BOSTON	22,253.	22,253.		0.
DUES	2,050.	0.		2,050.
ALARM SERVICE- 624 SOUTH BOSTON	1,155.	1,155.		0.
JANITORIAL- 624 SOUTH BOSTON	32,323.	32,323.		0.
SECURITY- 624 SOUTH BOSTON	1,050.	1,050.		0.
TRASH SERVICE- 624 SOUTH BOSTON	2,682.	2,682.		0.
PARTNERSHIP NONDEDUCTIBLE EXPENSES	1,513.	0.		0.

HILLE FAMILY CHARITABLE FOUNDATION

73-1521975

REPAIRS AND MAINTENANCE	1,680.	227.	1,453.
TO FORM 990-PF, PG 1, LN 23	169,715.	138,799.	29,403.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	26,966,897.	31,157,253.
SHORT POSITIONS	-432,967.	-351,645.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,533,930.	30,805,608.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12
-------------	--	--------------

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND- 624 S BOSTON	65,000.	0.	65,000.
BLDG- 624 S BOSTON	2,948,806.	307,167.	2,641,639.
CONCEPTUAL DESIGN- BLDG- 624 S BOSTON	22,500.	2,205.	20,295.
ARCH DESIGN- BLDG- 624 S BOSTON	5,000.	479.	4,521.
ARCH DESIGN- BLDG- 624 S BOSTON	9,610.	880.	8,730.
PORTABLE AIR CONDITIONERS	1,785.	893.	892.
CARPET- 624 S BOSTON	3,823.	1,775.	2,048.
TOTAL TO FM 990-PF, PART II, LN 11	3,056,524.	313,399.	2,743,125.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	8,569,841.	9,534,559.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,569,841.	9,534,559.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	4,260.	4,260.	0.
SBC OFFICE SETUP	629.	629.	0.
PHONE SYSTEM	3,440.	3,440.	0.
OFC EQT	800.	800.	0.
1/2 COMPUTER- SHIRLEY	882.	882.	0.
1/2 COMPUTER- MAGGIE	1,332.	1,308.	24.
PRINTER	2,508.	1,799.	709.
OFFICE FURNITURE	5,250.	2,500.	2,750.
REFRIGERATOR	401.	185.	216.
COMPUTER	2,150.	1,039.	1,111.
COMPUTER	2,171.	2,171.	0.
COMPUTER	3,474.	3,474.	0.
PRINTER, SHREDDER	607.	607.	0.
COMPUTER SETUP	285.	285.	0.
COMPUTER	2,164.	2,164.	0.
COMPUTER	6,420.	6,420.	0.
COMPUTER SETUP	956.	956.	0.
COMPUTER - LESLIE AND SHEILA	3,722.	3,722.	0.
TOTAL TO FM 990-PF, PART II, LN 14	41,451.	36,641.	4,810.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED SEP CONTRIBUTION	35,982.	41,413.
SECURITY DEPOSITS	4,470.	4,470.
ACCRUED PAYROLL	1,500.	1,062.
TOTAL TO FORM 990-PF, PART II, LINE 22	41,952.	46,945.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY ANN HILLE 3915 S. LEWIS PLACE TULSA, OK 74105	CO-TRUSTEE 1.50	5,909.	886.	0.
LESLIE HAMRICK 3523 WEST LAKE DRIVE MARTINEZ, GA 30907	GRANT REPORT OFFICER 7.00	34,157.	5,124.	0.
SHEILA LEQUERICA 867 GRANADA ROAD SEALY, TX 77474	GRANT REPORT OFFICER 7.00	34,157.	5,124.	0.
MARGARET YAR 2651 E. 66TH ST. TULSA, OK 74136	EXEC. DIRECTOR, CO-TRUSTEE 40.00	88,310.	13,246.	0.
SHIRLEY MARTIN 4611 E. 55TH TULSA, OK 74135	GRANTS MANAGER 40.00	79,347.	11,902.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		241,880.	36,282.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHIRLEY MARTIN
624 S. BOSTON SUITE 710
TULSA, OK 74119

TELEPHONE NUMBER

918-592-0079

FORM AND CONTENT OF APPLICATIONS

BRIEF PROPOSAL WITH DETAILED DESCRIPTION OF PROGRAM AND A LIST OF DONATIONS
ALREADY SECURED; COPY OF THE ORGANIZATION'S CURRENT YEAR'S AND LAST YEAR'S
BUDGET; COPY OF ORGANIZATION'S MOST RECENT AUDIT; COPY OF MOST RECENT 990
AND STATUS DETERMINATION LETTER FROM IRS.

ANY SUBMISSION DEADLINES

MAY 1, SEPTEMBER 1, DECEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY 501(C)(3) ORGANIZATIONS; PREDOMINANTLY IN THE TULSA, OK AREA