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**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****, 2012, and ending****, 20**

Name of foundation The Puterbaugh Foundation		A Employer identification number 73-6092193
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 1206	Room/suite	B Telephone number (see instructions) 918-426-1591
City or town, state, and ZIP code McAlester, OK 74502		C If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 14,056,514.11	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	40.28			
	4 Dividends and interest from securities	543,774.31	543,774.31		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
<b>Operating and Administrative Expenses</b>	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) <b>Sch. I</b>	-9,623.23			
	12 Total. Add lines 1 through 11	534,191.36	543,774.31		
	13 Compensation of officers, directors, trustees, etc.	31,961.16	19,176.70		12,784.46
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>Sch. I</b>	12,000.00	7,200.00		4,800.00
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>Sch. I</b>	8,653.42	8,653.42		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,040.00	1,824.00		1,216.00
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) <b>Sch. I</b>	23,923.44	23,075.17		848.27	
24 Total operating and administrative expenses. Add lines 13 through 23					
25 Contributions, gifts, grants paid <b>Sch. I</b>	784,689.36			784,689.36	
26 Total expenses and disbursements. Add lines 24 and 25	864,267.38	59,929.29		804,338.09	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-330,076.00				
b Net investment income (if negative, enter -0-)		483,845.02			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2012)

SCANNED AUG 22 2013

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		321,369.79	355,117.01	355,117.01
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶		-500.00	-500.00	-500.00
	<b>4</b> Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges <i>Excise tax Sch. 2</i> . . . . .		1,024.59		
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) <i>Sch. 3</i> . . . . .		1,901.19	1,544.75	1,776.57
	<b>b</b> Investments—corporate stock (attach schedule) <i>Sch. 3</i> . . . . .		10,154,306.83	9,819,434.91	11,189,907.40
	<b>c</b> Investments—corporate bonds (attach schedule) <i>Sch. 4</i> . . . . .		2,939,737.95	2,614,372.03	2,504,013.13
	<b>11</b> Investments—land, buildings, and equipment: basis ▶				
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
	<b>15</b> Other assets (describe ▶ Schedule 1) . . . . .		8,894.36	8894.36	6,200.00
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item i) . . . . .		13,426,734.71	12,798,863.06	14,056,514.11
	<b>17</b> Accounts payable and accrued expenses . . . . .		120.00	120.00	
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶) . . . . .				
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .		120.00	120.00	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .		12,971,705.11	12,343,833.46	
	<b>25</b> Temporarily restricted . . . . .		200,000.00	200,000.00	
	<b>26</b> Permanently restricted . . . . .		254,909.60	254,909.60	
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .				
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .		13,426,614.71	12,798,743.06	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		13,426,734.71	12,798,863.06	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	13,426,614.71
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-330,076.02
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	
<b>5</b> Decreases not included in line 2 (itemize) ▶ Capital losses, pp mkt value not booked, K-1 losses not booked	<b>5</b>	-297,795.63
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	12,798,743.06

**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.)
<b>1a</b> See Schedules Attached -5			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
(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)
<b>a</b> 4,663,155.09		4,825,010.00	-161,854.91
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
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))
(j) F.M.V. as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
<b>2</b> 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 }			<b>2</b> 0
<b>3</b> 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			<b>3</b> 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	603,694.75	13,838,116.72	.05
2010	617,568.55	12,399,960.89	.05
2009	561,559.92	11,262,036.89	.05
2008	651,655.50	13,033,110.02	.05
2007	679,648.47	15,321,826.14	.05
<b>2</b> Total of line 1, column (d)			<b>2</b> .25
<b>3</b> 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			<b>3</b> .05
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 14,149,811.37
<b>5</b> Multiply line 4 by line 3			<b>5</b> 707,490.57
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 4,838.45
<b>7</b> Add lines 5 and 6			<b>7</b> 712,329.02
<b>8</b> 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.			<b>8</b> 804,338.09

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	4,838	45
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>	4,838	45
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	4,838	45
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	7,500	00
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	7,500	00
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> If Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	2,661	55
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 2,661.55 <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		<input checked="" type="checkbox"/>
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> 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		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		<input checked="" type="checkbox"/>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
<b>6</b> 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?	<input checked="" type="checkbox"/>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Oklahoma		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

**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		✓
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		✓
13.	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ None				
14.	The books are in care of ▶ Cara Bland	Telephone no. ▶	918-426-1591	
	Located at ▶ 215 E Choctaw, STE 114, McAlester, OK	ZIP+4 ▶	74501	
15.	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . .	15	<input type="checkbox"/>	
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
	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
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 . . . . . <input type="checkbox"/>		
<b>c</b> 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	✓
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</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	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
<b>b</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	✓

**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)? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

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
Steven W Taylor 728 E Tennessee, McAlester, OK 74501	President, Trustee	18,263.50	0	0
Cara Bland 601 Nelson Lane, McAlester, OK 74501	Treasurer, Trustee	21,131.76	0	0
Lucy Smith 537 Adams, McAlester, OK 74501	Trustee	4,565.88	0	0

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

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

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

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

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

**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
<b>1</b> None	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> None	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	13,970,020.87
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	391,561.14
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	3,708.72
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	14,365,290.73
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . <b>1e</b>		
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	14,365,290.73
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	215,479.36
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	14,149,811.37
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	707,490.57

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	707,490.57
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . . <b>2a</b> 4838.45		
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) . . . . . <b>2b</b>		
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	4,838.45
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	702,652.12
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	702,652.12
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	702,652.12

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	804,338.09
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	804,338.09
<b>5</b>	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) . . . . .	<b>5</b>	4,838.45
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	799,499.64

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				702,652.12
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			79,894.88	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			79,894.88	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .	0			
<b>d</b> Applied to 2012 distributable amount . . . . .				702,652.12
<b>e</b> Remaining amount distributed out of corpus . . . . .	21,791.09			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	21,791.09			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	2,791.09			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .	21,791.09			

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

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

**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.

**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:

Justice Steven Taylor, President, PO Box 1206, McAlester, OK 74502 918-426-1591

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

Narrative Form

**c** Any submission deadlines:

None

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

None

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
See attached Schedule 7				
<b>Total</b> . . . . .			▶ <b>3a</b>	784,689.36
<b>b</b> <i>Approved for future payment</i>				
None				
<b>Total</b> . . . . .			▶ <b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	40.28	
4	Dividends and interest from securities			14	543,774.31	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a K-1 Income - Sch 1			14	-12,372.00	
b	Royalty Income - Sch 1			14	2,748.77	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				534,191.36	
13	Total. Add line 12, columns (b), (d), and (e)				534,191.36	

(See worksheet in line 13 instructions to verify calculations.)

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash . . . . .   | <b>1a(1)</b> |            | ✓         |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> |            | ✓         |
| <b>b</b> | Other transactions:  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> |            | ✓         |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> |            | ✓         |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> |            | ✓         |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> |            | ✓         |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> |            | ✓         |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> |            | ✓         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |            | ✓         |
| <b>d</b> | 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  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

8/15/13      Treasurer  
Date      Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

**SUPPORTING DETAILS****PART I-LINE 11 - OTHER INCOME**

PARTNERSHIP K-1 INCOME- SCH 6	(12,372.00)	
ROYALTY INCOME	<u>2,748.77</u>	
TOTAL TO LINE 11		<u>(9,623.23)</u>

**PART I-LINE 16(b)-ACCOUNTING**

MAINTENANCE OF MONTHLY FINANCIAL RECORDS	7200.00	
PREPARATION OF ANNUAL TAX RETURN	<u>4800.00</u>	
TOTAL TO LINE 16(b)		<u>12000.00</u>

**PART I-LINE 18-TAXES**

EXCISE TAX	8,525.87	
FOREIGN TAX PAID ON INVESTMENT ACCTS	<u>127.55</u>	
TOTAL TO LINE 18		<u>8,653.42</u>

**PART I-LINE 23-OTHER EXPENSES**

OFFICE SUPPLIES, POSTAGE, TELEPHONE	1,359.68	
BANK & INVESTMENT CHARGES	20,591.86	
DUES & SUBSCRIPTIONS	1,210.90	
DIRECTOR'S LIABILITY INSURANCE	<u>761.00</u>	
TOTAL TO LINE 23		<u>23,923.44</u>

**PART II-LINE 10-INVESTMENT IN SECURITIES**

	<b>BOOKS</b>	<b>MARKET</b>
INVESTMENT IN US & STATE OBLIGATIONS(SCH 2, LINE 10a)	1,544.75	1,776.57
INVESTMENT IN STOCKS(SCH 3, LINE 10b)	9,819,434.91	11,189,907.40
INVESTMENT IN BONDS(SCH 4 LINE 10c)	<u>2,614,372.03</u>	<u>2,504,013.13</u>
TOTALS	12,435,351.69	13,695,697.10

**PART II-LINE 15-OTHER ASSETS**

OIL & GAS ROYALTY-CHAMBERLAIN LEASE, N.MEXICO	4526.00	3700.00
OFFICE FURNITURE & EQUIPMENT	<u>4368.36</u>	<u>2500.00</u>
TOTALS	8894.36	6200.00

<b>INVESTMENT IN GOVERNMENT SECURITIES</b>	<b>FACE VALUE</b>	<b>BASIS</b>	<b>F.M.V.</b>
<b>MERRILL LYNCH ACCOUNT</b>			
GNMA 12.5% DUE 12-20-13	9.00	0.00	4.23
FNMA CMO 1991	648.00	517.55	590.78
FNMA 7% DUE 3-25-21	1,296.00	1,027.20	1,181.56
TOTAL MERRILL LYNCH		1,544.75	1,776.57
		1,544.75	1,776.57



## PUTERBAUGH FOUNDATION

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SCHEDULE 3

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<u>INVESTMENT IN STOCKS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
<b>MERRILL LYNCH ACCOUNTS</b>			
<b>585-02365</b>			
ALTRIA	2,250.000	33,063.20	70,740.00
AG MTG INVT TR INC	300 000	5,700.00	7,044.00
AT&T INC	6,300.000	211,499.95	212,373.00
AAPL STARS ISSUER BAC	7,500.000	75,000.00	72,000.00
BANK OF AMERICA CORP	4,000.000	117,190.00	46,440.00
BANK OF AMERICA CORP COM	2,000.000	30,000.00	23,220.00
CEYONIQ AG	1.000	16.49	0.00
CHEVRON CORP	1,000 000	100,300.00	108,140.00
CITIGROUP INC	300.000	141,081.62	11,868.00
CONOCOPHILLIPS	1,000.000	21,609.74	57,990.00
CATERPILLAR INC DEL	1,351.000	100,000.00	121,061.08
DCP MIDSTREAM PARTNERS	1,700.000	58,033.00	70,975.00
EXXON MOBILE CORP	1,000.000	69,881.48	86,550.00
FACEBOOK INC	100 000	3,800 00	2,661.97
GENERAL ELECTRIC	6,000 000	117,240.00	125,940.00
GENERAL MILLS	3,200.000	79,664.35	129,344.00
GENERAL MOTORS CO	400.000	47,187.45	11,532.00
HUDSON PAC PPTYS	400.000	6,000.00	8,424.00
JOHNSON AND JOHNSON COM	1,000.000	62,168.00	70,100.00
KAISER ALUM CORP	154.000	0.00	9,500.26
MOTORS LIQ CO GUC TR UNIT BEN INT	100.000	0.00	2,120.00
WT07 GENERAL MOTORS	728.000	53,564.10	11,644.36
NOBLE ENERGY INC	1,000.000	44,390.28	101,740.00
OGE ENERGY CORP PV \$0.01	3,800.000	73,792.72	213,978.00
ONEOK PARTNERS LP	3,482.573	88,605.78	188,024.09
PEPSICO INC	1,000.000	68,500.78	68,430.00
PETROLEO BRAS VTG SPD ADR	849.015	28,986.14	16,530.32
PFIZER INC DEL PV \$0.05	4,250.000	122,064.14	106,587.03
ARMOUR RESIDENTIAL REIT INC	2,000.000	13,900.00	12,940.00
PHILIP MORRIS INTL INC	2,250.000	75,340.77	188,190.00
PENNYMAC MTG INV TR	1,000.000	19,450 00	25,290.00
PHILLIPS 66 SHS	500.000	6,422.09	26,550.00
PLAINS ALL AMERN PIPL LP	3,064.520	84,423.93	138,638.89
SCHLUMBERGER LTD	1,000.000	26,435.25	69,298.60
SALLY BEAUTY HLDGS INC	900.000	18,990.00	21,213.00
SOUTHERN COMPANY	1,600.000	37,658.06	68,496.00
WFC CBN ISSUER HSBC	11,000 000	110,000.00	109,670.00
UNITED CONTL HLDGS INC	5 000	0.00	116.90
VANGUARD NAT RES LLC	500.000	13,855.00	13,000.00
SAFE BULKERS INC	900.000	5,850.00	3,024.00
WEINGARTEN RLTY INVS SBI	1,125.000	24,893.20	30,116.25
WESTERN GAS PARTNERS LP	1,850.000	40,109.01	88,115.50
WILLIAMS PARTNERS LP	1,813 000	64,455.60	88,220.58
CLEARBRIDGE ENERGY MLP F	12,000.000	248,345.99	276,360.00
FT 3245 HIGH DIVD EQUIT	5,435.006	52,510 54	56,524.07
FT 3316 RICHARD BERNSTN ADVSRS QULTY INCME	7,613.026	76,274.11	79,634.74
FT 3319 INCOME ALLOCATION	13,411.483	133,394.75	130,359.62
FT 3479 INCME ALLOC	16,439.440	157,086.31	160,448.94

## PUTERBAUGH FOUNDATION

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SCHEDULE 3

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FT 3623 DIVID STRENGTH PORT SER 15	7,294.406	75,518.13	71,412.23
FT 3688 INCOME ALLOCTN	7,652.141	76,358.07	72,542.30
FT 3684 CAP STRENGTH PRT	12,356.374	125,631.61	118,868.32
FT 3741 HGH YIELD INCOME	12,889.013	127,349.63	119,738.93
TORTOISE MLP FD INC	8,000.000	200,920.00	196,080.00
TOTAL MERRILL LYNCH 585-02365		3,574,511.27	4,119,805.98
<b>585-02291</b>			
AUTONATION INC	744.000	29,814.83	29,536.80
COVIDIEN PLC SHS NEW	531.000	30,277.67	30,659.94
HOLLYFRONTIER CORP	1,236.000	46,207.86	57,535.80
INTEL CORP	1,394.000	27,950.26	28,744.28
MACERICH CO REIT	541.000	31,137.47	31,540.30
VANGUARD REIT ETF	716.000	43,153.32	47,112.80
FIRST TR MORNINGSTAR DIVID	2,864.000	52,750.94	52,869.44
FIRST TR NYSE ARCA BIOTE	1,059.000	46,406.12	48,661.05
FRT TRT VAL INDX	1,782.000	28,690.50	30,828.60
DWA TECH LEADERS PORT	1,117.000	30,538.78	31,186.64
FIRST TR MULTI CAP VALUE	975.000	31,708.36	31,960.50
SPDR S P HOMEBUILDERS	1,226.000	31,344.04	32,611.60
POWERSHARES BUILD AMERIC	1,525.000	45,469.96	46,116.00
POWERSHARES ETF DYNAMIC LEISURE AND ENTMT	1,385.000	25,923.49	31,785.75
POWERSHARES EXCHANGE TRAD FD	277.000	6,814.75	6,409.78
ISHARES BARCLAYS TIPS BO PROTECTED	636.000	75,338.32	77,216.76
FIRST TR MID CAP GROWTH	2,277.000	43,731.27	46,974.51
POWERSHARES QQQ TR UNITS	953.000	59,167.99	62,068.99
POWERSHARES EXCHANGE TRADED FD TR II S&P 500	2,202.000	61,386.50	60,951.36
FIRST TR HEATH CARE ALPHADDEX FUND	1,442.000	42,809.19	46,965.94
SECTOR SPDR UTILITIES	1,303.000	48,053.56	45,501.41
ISHARES JP MORGAN EM BON	343.000	41,866.58	42,116.97
COLUMBIA THERMOSTAT FUND	2,645.690	36,748.63	37,383.60
JP MORGAN GOVERNMENT BOND FD CL SEL	11,919.682	139,579.48	138,506.70
MD SASS 1 TO 3 YR DUR US AGY	11,516.819	117,388.99	116,895.71
LORD ABBETT SHORT DURATION	9,811.888	45,134.96	45,527.16
TOTAL MERRILL LYNCH - 585-02291		1,219,393.82	1,257,668.39
TOTAL ALL MERRILL LYNCH		4,793,905.09	5,377,474.37
<b>FIDELITY ACCOUNT</b>			
AT&T	13,000.000	353,441.58	438,230.00
VANGUARD SECTOR INDEX FDS	1,000.000	77,538.45	102,260.00
SPDR SER TR S&P DIVID ETF	3,000.000	164,603.98	174,480.00
SPRTN TOTAL MKT INDX FID ADVANTAGE CLASS	25,950.149	905,642.65	1,069,924.64
SPARTAN INTL INDEX FID ADVANTAGE CLASS	8,191.786	302,741.42	280,814.42
SPARTAN 500 INDEX FID ADVANTAGE CLASS	17,272.888	772,057.59	872,108.12
FIDELITY CONTRAFUND	3,992.295	220,622.42	309,682.32
VANGUARD WELLSLEY INCOME ADMIRAL	19,030.546	1,002,350.00	1,111,383.88
FIDELITY CAPITAL & INCOME	51,149.095	424,637.09	485,916.40
DOUBLINE TOTAL RETURN BOND FD CL I	17,985.612	200,075.00	203,776.98
TCW TOTAL RETURN BOND CLASS I	61,907.885	601,819.64	637,032.13
FIDELITY HIGH INCOME	13,578.602	122,970.00	126,824.14
TOTAL FIDELITY		5,025,529.82	5,812,433.03
<b>TOTAL STOCKS</b>		9,819,434.91	11,189,907.40

## PUTERBAUGH FOUNDATION

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INVESTMENT IN BONDS & NOTES	INTEREST RATE	Y-M-D MATURITY	FACE VALUE	BASIS	F.M.V.
<b>MERRILL LYNCH ACCOUNT</b>					
BANK OF AMERICA CORP	4.900	13-05-01	200,000.00	191,208.00	202,728.00
GENERAL ELEC CAP CORP	4.800	13-05-01	130,000.00	118,893.00	131,892.80
MORGAN STANLEY SER C/FLOATER	7.040	13-11-01	150,000.00	151,040.48	150,967.50
SOUTHWEST AIRLINES BOND	5.250	14-10-01	200,000.00	200,835.46	212,858.00
GMAC	5.250	16-04-15	100,000.00	100,001.86	100,166.00
GENERAL ELEC CAP CORP	5.750	16-08-15	100,000.00	100,000.00	112,221.00
CENTEL CAPITAL CORP	9.000	19-10-15	100,000.00	102,528.54	118,981.00
PACIFIC BELL	6.625	34-10-15	100,000.00	102,052.19	104,796.00
GENERAL MOTORS SR. PREF BOND	7.250	41-04-15	4,000.00	100,000.00	0.00
ROYAL BANK OF SCOTLAND CAP. TRUST BOND	6.800	08-03-31	100,000.00	105,500.00	91,500.00
MORGAN STANLEY	4.750	14-04-01	150,000.00	142,312.50	155,322.00
DISCOVER BANK CD	5.000	13-04-29	100,000.00	100,000.00	101,446.00
ING GLDN SELECT PREM+			1,000,000.00	1,000,000.00	924,347.83
TOTAL MERRILL LYNCH				2,514,372.03	2,407,226.13
<b>FIDELITY ACCOUNT</b>					
AMERICAN GEN FIN CORP	6.000	15-01-15	100,000.00	100,000.00	96,787.00
TOTAL FIDELITY				100,000.00	96,787.00
Total Bonds & Notes				2,614,372.03	2,504,013.13

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(a) DESCRIPTION	(b)	(c) QUANTITY	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
MERRILL LYNCH ACCOUNT	P							
BLACKROCK ECOSOLUTIONS	P	0.217	1/11/2012	2/21/2012	1.83	1.78	0.05	0.00
FT 2958 HIGH YIELD INCM	P	587.392	VARIOUS	8/16/2012	5,706.60	5,457.10	249.50	0.05
BLACKROCK ECOSOLUTIONS	P	603.000	VARIOUS	2/1/2012	5,380.71	5,854.64	(474.13)	249.50
FT 5958 HIGH YIELD INCM	P	10,955.000	VARIOUS	8/16/2012	3,774.33	3,372.43	401.90	(474.13)
FT 3316 RICHARD BERNSTN QULTY INCM	P	7,582.000	12/26/2012	12/26/2012	73.55	73.55	0.00	401.90
FT 3319 INCOME ALLOC	P	25,875.000	VARIOUS	12/26/2012	70.11	70.11	0.00	0.00
FT 3479 INCOME ALLOC	P	16,334.000	12/26/2012	12/26/2012	13.07	13.07	0.00	0.00
FT 3688 INCOME ALLOC	P	7,604.000	12/26/2012	12/26/2012	0.76	0.76	0.00	0.00
BLACKROCK ECOSOLUTIONS	P	300.000	9/25/2007	2/1/2012	2,053.87	4,439.64	(2,385.77)	0.00
NEXTELL COMMUN	P	11,400.000	10/13/2006	8/24/2012	114,000.00	119,238.58	(5,238.58)	(2,385.77)
JP MORGAN CHASE 6.62%	P	100,000.000	2/3/2009	3/15/2012	100,000.00	100,000.00	0.00	(5,238.58)
NEXTEL COMMUN CLD	P	104,000.000	10/13/2006	11/19/2012	104,000.00	105,892.36	(1,892.36)	0.00
SEAGATE STEPS ISSUER BAC	P	8,000.000	4/29/2011	5/11/2012	84,824.00	80,000.00	4,824.00	(1,892.36)
SLB STEPS ISSUER BAC	P	12,000.000	5/12/2011	5/25/2012	92,561.11	120,000.00	(27,438.89)	4,824.00
CITI STEPS ISSUER BAC	P	17,500.000	8/4/2011	8/21/2012	141,197.08	175,000.00	(33,802.92)	(27,438.89)
EATON VANCE RISK MANAGED	P	12,500.000	7/26/2007	2/1/2012	131,581.46	246,451.85	(114,870.39)	(33,802.92)
BLACKROCK ECOSOLUTIONS	P	7,422.000	VARIOUS	2/1/2012	66,072.32	124,770.62	(58,698.30)	(114,870.39)
AAPL STEPS ISSUER SEK	P	5,000.000	2/24/2011	3/9/2012	55,265.00	50,000.00	5,265.00	(58,698.30)
HAL STEPS ISSUER SEK	P	15,000.000	5/26/2011	6/11/2012	95,535.88	150,000.00	(54,464.12)	5,265.00
FT 2958 HIGH YIELD INCM	P	10,183.000	VARIOUS	8/16/2012	98,928.84	100,979.02	(2,050.18)	(54,464.12)
MOTORS LIZ CO GUC TR	P	CASH/LIEU	7/13/2012	7/13/2012	11.28	0.00	11.28	(2,050.18)
ENTERPOSE PRDTS PRTN LP	P	3,500.000	2/12/2009	11/30/2012	180,437.40	52,500.00	127,937.40	11.28
MARKWEST ENERGY PARTNERS	P	500.000	3/12/2012	11/30/2012	25,579.71	29,770.00	(4,190.29)	127,937.40
ENERGY TRANSFER PTNRS LP	P	2,750.000	VARIOUS	11/30/2012	118,699.31	120,117.40	(1,418.09)	(4,190.29)
REGENCY ENERGY PTRN	P	1,200.000	3/20/2012	11/30/2012	26,631.68	29,364.00	(2,732.32)	(1,418.09)
GNM P000021M	P	PRIN PAYMENT	VARIOUS	VARIOUS	5.45	5.45	0.00	(2,732.32)
FNMA CMO 1991	P	PRIN PAYMENT	VARIOUS	VARIOUS	364.64	364.64	0.00	0.00
FT 2561 TECHNOLOGY	P	124,212	VARIOUS	9/13/2012	1,446.67	1,402.72	43.95	0.00
FT 2594 CAP STRNGTH POR	P	274.967	VARIOUS	9/27/2012	3,513.76	3,120.80	392.96	43.95
FT 2561 TECHNOLOGY SELCT	P	13,686.000	VARIOUS	9/13/2012	159,395.35	150,611.29	8,784.06	392.96
FT 2594 CAP STRNGTH POR	P	14,700.000	VARIOUS	9/27/2012	187,846.84	152,026.07	35,820.77	8,784.06
ISHARES SILVER TR	P	1,990.000	VARIOUS	1/9/2012	55,961.91	71,960.68	(15,998.77)	35,820.77
CURRENCYSHARES JAPANESE	P	514.000	VARIOUS	1/25/2012	64,928.77	66,015.65	(1,086.88)	(15,998.77)
AUTONATION INC	P	393.000	8/21/2012	11/15/2012	15,598.53	15,748.97	(150.44)	(1,086.88)
AVAGO TECHNOLOGIES LTD	P	1,231.000	6/20/2012	11/15/2012	44,868.82	43,370.35	1,498.47	(150.44)
BP PLC	P	1,089.000	5/2/2012	8/21/2012	46,531.93	45,929.77	602.16	1,498.47
CXS CORP	P	2,796.000	2/9/2012	3/6/2012	56,395.42	62,649.69	(6,254.27)	602.16
CANADIAN NATL RAILWAY CO	P	1,200.000	2/8/2012	3/21/2012	94,567.30	93,569.52	997.78	(6,254.27)
CATERPILLAR INC DEL	P	562.000	VARIOUS	8/21/2012	51,658.44	56,265.44	(4,607.00)	997.78

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(a)	(b)	(c)	(d)	(e)	(g)	(h)	(i)
DESCRIPTION	QUANTITY	DATE ACQ.	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	GAIN OR LOSS	LOSS - h GAIN - h
COVIDIEN PLC SHS NEW	P 261.000	8/21/2012	11/15/2012	14,494.78	14,882.25	(387.47)	(387.47)
CRANE CO DELAWARE	P 813.000	1/9/2012	3/8/2012	38,512.99	39,359.12	(846.13)	(846.13)
DOMINOS PIZZA INC	P 1,705.000	VARIOUS	3/21/2012	68,109.57	50,079.72	18,029.85	18,029.85
DEERE CO	P 316.000	1/9/2012	3/6/2012	25,208.99	26,050.57	(841.58)	(841.58)
EQT CORP	P 601.000	10/19/2011	1/4/2012	32,777.61	39,423.44	(6,645.83)	(6,645.83)
POWERSHARES ETF DYNAMIC	P 2,349.000	VARIOUS	8/30/2012	47,410.09	44,857.56	2,552.53	2,552.53
VANGUARD REIT ETF	P 194.000	1/9/2012	11/15/2012	11,994.89	11,090.25	904.64	904.64
FIRST TR MORNINGSTAR	P 1,105.000	5/9/2012	11/15/2012	19,900.60	19,691.10	209.50	209.50
FIRST TR NYSE ARCA BIOTE	P 678.000	6/20/2012	11/15/2012	28,394.51	29,729.83	(1,345.32)	(1,345.32)
FIRST TR EXCHANE TRADED	P 2,083.000	3/21/2012	5/9/2012	74,390.59	77,346.16	(2,955.57)	(2,955.57)
FRT TRT VAL INDX	P 969.000	1/9/2012	11/15/2012	16,128.34	15,465.24	663.10	663.10
ISHARES BARCLAYS 10-20	P 581.000	VARIOUS	9/20/2012	75,618.54	75,839.04	(220.50)	(220.50)
DWA TECH LEADERS PORT	P 539.000	8/21/2012	11/15/2012	14,214.40	14,736.26	(521.86)	(521.86)
FIRST TR MULTI CAP	P 392.000	9/20/2012	11/15/2012	11,758.21	12,748.39	(990.18)	(990.18)
FIRST TR CONSUMER	P 2,477.000	VARIOUS	6/5/2012	57,507.71	59,444.10	(1,936.39)	(1,936.39)
FIRST TR MATERIALS	P 2,339.000	1/25/2012	3/8/2012	57,472.18	55,071.76	2,400.42	2,400.42
WISDOMTREE EMRGING MKRT	P 799.000	3/21/2012	5/9/2012	43,745.79	46,182.76	(2,436.97)	(2,436.97)
SPDR S P HOMEBUILDERS	P 501.000	9/20/2012	11/15/2012	12,048.83	12,808.61	(759.78)	(759.78)
HOLLYFRONTIER CORP	P 381.000	10/25/2012	11/15/2012	15,811.00	14,243.69	1,567.31	1,567.31
ISHARES TRUST DOW JONES	P 303.000	1/9/2012	3/8/2012	26,168.70	26,022.55	146.15	146.15
FIRST TR MID CAP GROWTH	P 711.000	1/9/2012	11/15/2012	13,713.03	13,523.22	189.81	189.81
POWERSHARES EXCHANGE	P 1,578.000	5/9/2012	11/15/2012	42,263.26	42,069.48	193.78	193.78
INTUIT INC	P 790.000	VARIOUS	6/5/2012	43,617.81	42,234.64	1,383.17	1,383.17
KENNAMETAL INC	P 1,090.000	10/19/2011	3/8/2012	49,161.61	39,275.43	9,886.18	9,886.18
MACERICH CO.	P 243.000	6/20/2012	11/15/2012	13,248.89	13,985.91	(737.02)	(737.02)
MSC INDL DIRECT INC	P 621.000	VARIOUS	5/9/2012	45,083.16	40,805.16	4,278.00	4,278.00
MCDONALDS CORP	P 950.000	VARIOUS	5/9/2012	87,626.23	86,091.77	1,534.46	1,534.46
RBC BEARINGS INC	P 1,021.000	10/19/2011	1/9/2012	42,942.03	39,151.16	3,790.87	3,790.87
ROSS STORES INC COM	P 712.000	8/30/2011	1/5/2012	35,405.80	27,165.36	8,240.44	8,240.44
SECTOR SPDR UTILITIES	P 327.000	6/20/2012	11/15/2012	11,092.34	12,057.73	(965.39)	(965.39)
TERADATA CORP DEL	P 678.000	3/21/2012	5/3/2012	53,592.94	46,214.92	7,378.02	7,378.02
TYCO INTL LTD NAMEN-AKT	P 956.000	VARIOUS	8/21/2012	54,238.10	42,279.27	11,958.83	11,958.83
TRIUMPH GROUP INC NEW	P 644.000	1/9/2012	3/6/2012	39,225.59	39,299.71	(74.12)	(74.12)
TE CONNECTIVITY LTD	P 1,261.000	2/21/2012	5/9/2012	42,472.05	46,354.49	(3,882.44)	(3,882.44)
TEREX CORP DEL NEW COM	P 3,979.000	VARIOUS	VARIOUS	79,739.81	91,950.75	(12,210.94)	(12,210.94)
WSTN DIGITAL CORP DEL	P 1,177.000	3/21/2012	6/5/2012	35,541.54	46,234.44	(10,692.90)	(10,692.90)
WHOLE FOODS MKT INC COM	P 929.000	VARIOUS	6/15/2012	83,298.20	68,885.63	14,412.57	14,412.57
WYNN RESORTS LTD	P 254.000	9/20/2011	1/9/2012	27,088.61	40,880.89	(13,792.28)	(13,792.28)
COLUMBIA THERMOSTAT Z	P 2,779.861	8/21/2012	11/15/2012	38,640.06	38,612.26	27.80	27.80
POWERSHARES ETF DYNAMIC	P 48.000	8/30/2011	8/21/2012	1,050.37	883.89	166.48	166.48
ISHARES BARCLYS 20+	P 773.000	VARIOUS	1/9/2012	92,329.77	91,352.15	977.62	977.62
ISHARES BARCLYS TIPS BO	P 367.000	VARIOUS	8/21/2012	43,515.46	42,693.09	822.37	822.37

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(a) DESCRIPTION	(b)	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
POWERSHARES QQQ TR UNITS	P	12/2/2011	VARIOUS	13,479.87	12,259.39	1,220.48	1,220.48
ISHARES IBOX\$ HIGH YIELD	P	VARIOUS	1/9/2012	70,171.48	72,109.48	(1,938.00)	(1,938.00)
FIRST TR HEALTH CARE	P	5/23/2011	1/9/2012	14,450.06	15,740.80	(1,290.74)	(1,290.74)
FIRST TR EXCHANGE-TRADED	P	6/8/2011	1/25/2012	50,543.82	57,143.13	(6,599.31)	(6,599.31)
ISHARES JP MORGAN EM BON	P	9/9/2011	1/9/2012	39,247.52	40,335.98	(1,088.46)	(1,088.46)
RS FLOATING RATE FD CL Y	P	7/11/2011	1/9/2012	40,381.12	41,846.56	(1,465.44)	(1,465.44)
POWERSHARES ETF DYNAMIC	P	8/30/2011	11/15/2012	14,848.32	12,871.67	1,976.65	1,976.65
FIRST TR HEALTH CARE	P	5/23/2011	11/15/2012	18,658.99	18,160.17	498.82	498.82
LINN ENERGY LLC	P	9/30/2011	3/21/2012	54,802.86	51,924.51	2,878.35	2,878.35
MARKWEST ENERGY PARTNERS	P	VARIOUS	10/25/2012	62,836.02	63,738.53	(902.51)	(902.51)
MAGELLAN MIDTREAM	P	VARIOUS	8/21/2012	69,673.04	58,177.59	11,495.45	11,495.45
ONEOK PARTNERS L P	P	10/19/2011	1/9/2012	62,033.28	52,598.59	9,434.69	9,434.69
TOTAL MERRILL LYNCH	P			4,413,155.09	4,520,388.30	(107,233.21)	(107,233.21)
FIDELITY ACCOUNT	P						
SPARTAN INTL INDEX FID ADV CLASS	P	VARIOUS	7/10/2012	250,000.00	304,621.70	(54,621.70)	(54,621.70)
TOTAL FIDELITY	P			250,000.00	304,621.70	(54,621.70)	(54,621.70)
TOTALS	P			4,663,155.09	4,825,010.00	(161,854.91)	(161,854.91)

# PUTERBAUGH FOUNDATION

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Partnership	Ordinary Income(loss)	Interest Income	Ordinary Dividends	Royalties	Net Capital Gains(loss)	Sec 1231 Gains(loss)	Passive Act. Allowed
Williams Partners L.P.	(7,345.00)	7.00	3.00		7.00	149.00	0.00
Oneok Partners, L.P.	(11,283.00)	3.00				(63.00)	0.00
Vanguard Natural Resources, LLC	497.00	1.00		56.00		50.00	497.00
Linn Energy, LLC	730.00	6.00				730.00	730.00
Energy Transfer Partners, L.P.	(3,634.00)	242.00	698.00			(204.00)	(3,634.00)
Plains All American Pipeline, L.P.	(111.00)	14.00	34.00				0.00
DCP Midstream Partners, LP	(3,468.00)					(15.00)	0.00
Enterprise Products Partners L.P.	(903.00)	11.00	4.00		1,713.00	(180.00)	(903.00)
Western Gas Partners, L.P.	(2,051.00)	367.00			43.00		0.00
Regency Energy Partners, LP	(3,266.00)	11.00				(42.00)	(3,266.00)
Magellan Midstream Partners, L.P.	(811.00)						(811.00)
Markwest Energy Partners, L.P.	(4,985.00)	153.00	652.00			(6.00)	(4,985.00)
TOTALS	(36,630.00)	815.00	1,391.00	56.00	1,763.00	(311.00)	(12,372.00)

## PART XV-Supplementary Information

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Schedule 7

NAME OF RECIPIENTADDRESSSTATUSPURPOSE OF CONTRIBUTIONAMOUNT

Boys &amp; Girls Club of McAlester

305 E Chadick  
McAlester, OK 74501

Public

General Program Support

85,000.00

McAlester Arts &amp; Humanities Council

P.O. Box 1446  
McAlester, OK 74502

Public

General Program Support

500.00

American Red Cross, Pittsburg County

502 E Chickasaw Ave  
McAlester, OK 74501

Public

General Program Support

10,000.00

Oklahoma City University

2501 N Blackwelder  
Oklahoma City, OK 73106

Public

Child Advocacy Degree Program

1,000.00

Eastern Oklahoma State College

1301 W. Main  
Wilburton, OK 74578

Gov't

Nursing Education Program Support

15,000.00

McAlester Public Library

401 N 2nd  
McAlester, OK 74501

Gov't

General Support/ Summer Children's Program

6,000.00

McAlester Public Schools

P.O. Box 1027  
McAlester, OK 74502

Gov't

General Program Support/Safety Program

230,346.36

Pittsburg County Holiday Commission

P.O. Box 3542  
McAlester, OK 74502

Public

General Program Support

1,200.00

Legal Aid Services

1335 E Carl Albert Pkwy  
McAlester, OK 74501

Gov't

General Program Support

8,000.00

Oklahoma Educational Television Authority

P.O. Box 29960  
Oklahoma City, OK 73196

Gov't

Public Television Support

10,000.00

Oklahoma Heritage Association

201 NW 14th St.  
Oklahoma City, OK 73103

Public

History &amp; Geography Scholarship Program

71,225.00

Ardeneum of Oklahoma

P.O. Box 3250  
McAlester, OK 74502

Public

Puterbaugh House

50,000.00

University of Oklahoma Foundation

900 Asp Ave, Ste 427  
Norman, OK 73019-4051

Gov't

Scholarship Program

4,000.00

The Salvation Army

400 N A St.  
McAlester, OK 74501

Public

General Program Support

5,000.00

Prevent Blindness Association

6 NE 63rd St., ste 150  
Oklahoma City, OK 73105-1400

Public

General Program Support

500.00

Mercy Clinic

P.O. Box 908  
McAlester, OK 74502

Public

General Program Support

46,000.00

Youth Emergency Shelter

901 N. 9th St.  
McAlester, OK 74501

Gov't

General Program Support

10,000.00

Girl Scouts of Eastern Oklahoma Council

P.O. Box 495  
McAlester, OK 74502

Public

General Program Support

5,000.00

Oklahoma City National Memorial

P.O. Box 323  
Oklahoma City, Ok 73101

Gov't

Building Fund Support

170,168.00

Oklahoma Medical Research Foundation

825 NE 13th  
Oklahoma City, OK 73104

Public

Building Fund Support

50,000.00

Oklahoma Historical Society

800 Nazih Zuhdi Dr.  
Oklahoma City, OK 73105

Public

General Program Support

2,000.00

Leadership Oklahoma

5500 N Western, Ste 142  
Oklahoma City, OK 73118

Public

General Program Support

1,250.00

McAlester Community Theatre  
Camp PleaP.O. Box 3554, McAlester, OK  
P.O. Box 1798, McAlester, OK

Public

General Program Support

500.00

Program Equipment Support

2,000.00

**Total 2012 Contributions Paid****784,689.36**



SECURITIES AND C.D.S	January	February	March	April	May	June	July	August	September	October	November	December	AVERAGE
VL/ABSLT PER STMT	\$0,931,953.44	\$7,113,285.22	\$7,080,710.70	\$7,075,916.12	\$6,726,510.58	\$6,948,399.03	\$7,158,408.10	\$6,869,385.65	\$7,172,685.84	\$7,087,131.44	\$6,942,332.33	\$6,544,230.08	\$6,970,912.38
VL P/A PER STATEMENT	\$1,134,374.35	\$1,328,587.11	\$1,341,896.06	\$1,300,754.92	\$1,224,255.02	\$1,224,673.81	\$1,242,799.20	\$1,344,997.57	\$1,386,519.63	\$1,367,242.10	\$1,220,777.63	\$1,257,668.39	\$1,281,212.15
FIDELITY PER STATEMENT	\$5,381,218.62	\$5,558,338.38	\$5,636,413.36	\$5,668,384.96	\$5,474,712.54	\$5,628,079.15	\$5,752,064.20	\$5,839,602.90	\$5,951,991.41	\$5,887,871.83	\$5,926,858.75	\$5,909,220.03	\$5,717,896.34
VET SECURITIES	\$13,447,546.41	\$14,000,210.71	\$14,059,020.12	\$14,045,056.00	\$13,425,478.14	\$13,801,151.99	\$14,153,271.50	\$14,053,986.12	\$14,511,196.88	\$14,342,245.37	\$14,089,968.71	\$13,711,118.50	\$13,970,020.87
CASH ITEMS													
WERRILL LYNCH CASH ACCOUNT	\$152,606.30	\$29,492.47	\$81,677.12	\$111,466.64	\$118,654.10	\$42,714.13	\$16,083.43	\$372,024.30	\$228,813.70	\$256,783.70	\$398,384.04	\$18,330.73	\$152,252.56
VL P/A CASH	\$249,488.87	\$231,196.08	\$231,358.46	\$226,804.14	\$231,797.05	\$254,016.09	\$249,914.49	\$165,463.44	\$148,730.18	\$147,460.65	\$297,261.34	\$269,036.40	\$225,210.60
FIDELITY CASH ACCOUNT	\$6,533.92	\$2,212.92	\$12,648.33	\$5,162.89	\$2,580.82	\$12,992.40	\$5,833.55	\$2,656.46	\$11,108.55	\$2,731.51	\$3,086.92	\$67,393.23	\$11,245.13
NB MCALESTER	\$3,137.19	\$1,885.59	\$3,369.28	\$1,252.10	\$10,305.42	\$368.26	(\$2,148.31)	\$3,999.11	\$5,089.35	\$3,935.47	\$2,742.27	\$298.65	\$2,852.87
TOTAL CASH ITEMS	\$411,766.28	\$264,787.06	\$329,053.19	\$344,685.77	\$363,337.39	\$310,090.88	\$269,683.16	\$544,143.31	\$393,741.78	\$410,911.33	\$701,474.57	\$355,059.01	\$391,561.14
OTHER ASSETS													
MINERAL INTERESTS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL OTHER ASSETS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL ALL CATEGORIES	\$13,863,021.41	\$14,268,706.49	\$14,391,782.03	\$14,393,450.49	\$13,792,524.25	\$14,114,951.59	\$14,426,663.38	\$14,601,838.15	\$14,908,647.38	\$14,756,865.42	\$14,795,152.00	\$14,069,886.23	\$14,365,290.74
												2011 -	\$14,048,849.46

**Application for Extension of Time To File an  
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Puterbaugh Foundation	73-6092193
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. Box 1206	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	McAlester, OK 74502	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Cara Bland, Treasurer

Telephone No. ► 918-424-0998

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 12 or

► ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ 7500.00
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat. No. 27918D

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ ☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of \_\_\_\_\_  
Telephone No. \_\_\_\_\_ FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until \_\_\_\_\_, 20 \_\_\_\_.
- 5 For calendar year \_\_\_\_\_, or other tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Cue Blend Title Treasurer Date 5/15/13

Form **8868** (Rev. 1-2013)