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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
McCasland Foundation

A Employer identification number
73-6096032

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO Box 400

B Telephone number (see instructions)
(580) 252-5580

City or town, state, and ZIP code
Duncan, OK 73534

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 40,026,012

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	856,817	856,817		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	1,465,867			
	b	Gross sales price for all assets on line 6a 1,812,321				
	7	Capital gain net income (from Part IV, line 2)		1,465,867		
	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) (attach schedule)				
	11	Other income (attach schedule)	28,469	28,469		
	12	**Total.** Add lines 1 through 11	2,351,153	2,351,153		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	500			500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	87,961	43,981		43,980
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	54,104	17,514		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	340,412	336,232		1,428
	24	**Total operating and administrative expenses.** Add lines 13 through 23	482,977	397,727		45,908
	25	Contributions, gifts, grants paid	1,459,427			1,459,427
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,942,404	397,727		1,505,335
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	408,749			
	b	**Net investment income** (if negative, enter -0-)		1,953,426		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	6,557	2,929	
2	Savings and temporary cash investments	518,702	182,173	229,852
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 243,114 Less allowance for doubtful accounts ▶	343,114	243,114	334,781
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	12,747,554	11,453,603	11,992,161
b	Investments—corporate stock (attach schedule)	20,556,857	22,699,716	27,350,351
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			1,000
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 11,292 Less accumulated depreciation (attach schedule) ▶ 11,292			
15	Other assets (describe ▶)	15,717	15,715	117,867
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	34,188,501	34,597,250	40,026,012
Liabilities				
17	Accounts payable and accrued expenses	10,008	10,008	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	10,008	10,008	
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	53,654,581	55,120,450	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-19,476,088	-20,533,208	
30	**Total net assets or fund balances** (see page 17 of the instructions)	34,178,493	34,587,242	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	34,188,501	34,597,250	

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	34,178,493
2	Enter amount from Part I, line 27a	2	408,749
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,587,242
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	34,587,242

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,465,867
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	1,465,867

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 page 18 of 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	1,400,267	39,566,850	0 03539
2010	1,999,050	37,239,854	0 05368
2009	1,833,207	33,893,088	0 05409
2008	2,610,511	42,715,214	0 06111
2007	2,664,600	51,841,312	0 05140

2	**Total** of line 1, column (d).	2	0 25567
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 05113
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	39,425,622
5	Multiply line 4 by line 3.	5	2,015,990
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	19,534
7	Add lines 5 and 6.	7	2,035,524
8	Enter qualifying distributions from Part XII, line 4.	8	1,505,335

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	39,069
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	39,069
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	39,069
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,850		
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	12,850
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	26,219
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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*	7	Yes	
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Jack Phillips CPA Telephone no ▶(580) 252-5580

Located at ▶PO BOX 400 DUNCAN OK ZIP+4 ▶73533

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**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?	**6b**		**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?	**7b**		**No**

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
W H Phelps PO Box 400 Duncan, OK 73534	Trustee 1 00	500		
Barbara Braught PO Box 400 Duncan, OK 73534	Executive Direc 10 00	0		
Mary F Michaelis PO Box 400 Duncan, OK 73534	Trustee 1 00	0		
T H McCasland Jr PO Box 400 Duncan, OK 73534	Trustee 1 00	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
INVESTORS TRUST COMPANY PO BOX 400 DUNCAN, OK 73534	BANKING/INVEST MGMT	87,961

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3. . . . . ▶

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	39,342,512
b	Average of monthly cash balances	1b	229,852
c	Fair market value of all other assets (see instructions)	1c	453,648
d	**Total** (add lines 1a, b, and c)	1d	40,026,012
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	
3	Subtract line 2 from line 1d	3	40,026,012
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	600,390
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,425,622
6	**Minimum investment return.** Enter 5% of line 5	6	1,971,281

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	1,971,281
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 39,069		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	39,069
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,932,212
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,932,212
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,932,212

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	1,505,335
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,505,335
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,505,335

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				1,932,212
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,356,460	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,505,335				
a Applied to 2011, but not more than line 2a			1,356,460	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				148,875
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,783,337
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a 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(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

Barbara Braught Executive Director
905 Peach Ave
Duncan, OK 73534

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

Call for request packet requirements

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

501(c) Organizations

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 Additional Data Table				
Total . . . . ▶ **3a**				1,459,427
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities. . . .			14	856,817	
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			18	1,465,867	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Miscellaneous			14	-9,420	
b Gross oil and gas royalty			15	37,889	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,351,153	

13 Total. Add line 12, columns (b), (d), and (e). **13** 2,351,153

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-13	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Jack L Phillips	Jack L Phillips			P00391003

Firm's name ▶	JACK L PHILLIPS CPA	Firm's EIN ▶
Firm's address ▶	905 PEACH AVE DUNCAN, OK 735340400	Phone no (580) 252-5580

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BREITBURN ENERGY PARTNERS SCHEDULE K-1	P	2012-12-31	2012-12-31
WILLIAMS PARTNERS SCHEDULE K-1	P	2012-12-31	2012-12-31
ONEOK PARTNERS LP SCHEDULE K-1	P	2012-12-31	2012-12-31
AMERIGAS PARTNERS SCHEDULE K-1	P	2012-12-31	2012-12-31
CARLYLE GROUP SCHEDULE K-1	P	2012-12-31	2012-12-31
200 THE CARLYLE GROUP	P	2012-05-03	2012-10-02
200 NIELSON HOLDINGS	P	2012-03-20	2012-10-02
200 MARKWEST ENERGY	P	2012-03-20	2012-10-02
400 EDGEN GROUP	P	2012-03-13	2012-10-02
200 MICHAEL KORS	P	2012-04-26	2012-09-10
300 MARKWEST ENERGY	P	2012-03-23	2012-09-06
400 HOVNANIAN ENTERPRISES	P	2012-03-13	2012-09-12
100 DUNKIN BRANDS GROUP	P	2012-04-05	2012-09-06
900 BOARDWALK PIPELINE PARTNERS	P	2012-03-30	2012-09-06
300 AQCQUITY GP LTD SP ADR	P	2012-01-20	2012-09-06
300 GOLOR LNG PARTNERS LP	P	2012-04-27	2012-07-12
300 LINN ENERGY	P	2012-07-11	2012-05-03
700 AMERICAN CAPITAL	P	2012-01-12	2012-05-03
500 DOLLAR GENERAL	P	2012-03-13	2012-05-03
900 WHITING USA TRUST II	P	2012-03-23	2012-03-23
200 U S SILICA HOLDINGS	P	2012-01-31	2012-03-15
200 COBALT INTERNATIONA ENERGY	P	2012-02-24	2012-03-16
1000 CHESAPEAKE MIDSTREAM PARTNERS	P	2012-02-02	2012-03-20
1500 AMERICAN INTERNATION GROUP	P	2012-03-08	2012-03-29
1500 AMERICAN CAPITAL AGENCY GROUP	P	2012-03-07	2012-03-12
600 ALLISON TRANSMISSION HOLDINGS	P	2012-03-15	2012-03-20
700 ALKERMES PLC	P	2012-03-08	2012-03-08
900 TRIUS THERAPEUTICS	P	2012-01-26	2012-02-07
1000 OASIS PETROLEUM	P	2012-02-01	2012-02-24
100 DDR CORP	P	2012-01-12	2012-02-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 BANCORP SOUTH	P	2012-01-18	2012-02-01
100 SPIRIT AIRLINES	P	2012-01-12	2012-01-26
WESTERN HIGH YIELD PARTNERSHIP	P	2012-12-31	2012-12-31
GSCFB LLC SCH K-1	P	2012-12-31	2012-12-31
MLEA LLC SCH K-1	P	2012-12-31	2012-12-31
GSEA LLC SCH K-1	P	2012-12-31	2012-12-31
WESTERN TAXABLE FIXED INCOME PTR SCH K-1	P	2012-12-31	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		11	-11
		73	-73
		7	-7
		4	-4
340			340
5,162		4,378	784
6,006		6,050	-44
10,984		11,908	-924
3,223		4,400	-1,177
10,696		9,400	1,296
15,936		16,012	-76
1,238		800	438
2,810		2,950	-140
24,398		22,265	2,133
3,072		1,800	1,272
9,587		9,285	302
12,172		10,321	1,851
16,157		15,260	897
24,262		22,625	1,637
20,690		18,000	2,690
3,782		3,400	382
6,416		5,600	816
30,187		28,310	1,877
43,679		43,500	179
44,680		44,025	655
14,799		13,800	999
12,069		11,550	519
5,026		4,725	301
34,163		32,200	1,963
1,402		1,295	107

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,160		1,050	110
1,639		1,450	189
3,683			3,683
361			361
460,298			460,298
973,836			973,836
8,408			8,408

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-11
			-73
			-7
			-4
			340
			784
			-44
			-924
			-1,177
			1,296
			-76
			438
			-140
			2,133
			1,272
			302
			1,851
			897
			1,637
			2,690
			382
			816
			1,877
			179
			655
			999
			519
			301
			1,963
			107

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			110
			189
			3,683
			361
			460,298
			973,836
			8,408

Form 990PF Part XV Line 1a - 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).

Barbara Braught
Mary F Michaelis
T H McCasland Jr

Form 990PF Part XV Line 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*				
DUNCAN AREA LITERACY COUNCIL 2300 COUNTRY CLUB ROAD DUNCAN, OK 73533	NONE	PUBLIC	GENERAL OPERATIONS	1,000
YOUTH SERVICES OF STEPHENS COUNTY P O BOX 1603 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	110
WORLD VISION P O BOX 9716 FEDERAL WAY, WA 98063	NONE	PUBLIC	GENERAL OPERATIONS	600
VELMA PUBLIC SCHOOLS P O BOX 8 VELMA, OK 73491	NONE	PUBLIC	SPECIAL PROJECTS	550
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE	PUBLIC	BENTLEY SCHOLARSHIP FUND	16,000
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE	PUBLIC	HARRIS SCHOLARSHIP FUND	25,000
TEEN CHALLENGE P O BOX 19470 OKLAHOMA CITY, OK 73144	NONE	PUBLIC	GENERAL OPERATIONS	600
RED CLOUD INDIAN SCHOOL 100 MISSION DRIVE PINE RIDGE, SD 57770	NONE	PUBLIC	GENERAL OPERATIONS	400
PEARL ASSEMBLY OF GOD CHURCH ROUTE 1 BOX 68 FOSTER, OK 73434	NONE	PUBLIC	GENERAL OPERATIONS	600
OKLAHOMA CITY UNIVERSITY 2018 N BLACKWELDER OKLAHOMA CITY, OK 73106	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MARCH OF DIMES 16 EAST STREET SW 103 ARDMORE, OK 73401	NONE	PUBLIC	GENERAL OPERATIONS	100
KCCU PUBLIC RADIO 2800 WEST GORE BLVD LAWTON, OK 73505	NONE	PUBLIC	GENERAL OPERATIONS	48
ELGIN OKLAHOMA FIRE DEPARTMENT P O BOX 310 ELGIN, OK 73538	NONE	PUBLIC	GENERAL OPERATIONS	200
DOUGLAS EAST SIDE SENIOR CITIZENS C 702 S 2ND PLACE DUNCAN, OK 73533	NONE	PUBLIC	GENERAL OPERATIONS	40
CITY OF CHAMPIONS P O BOX 1882 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	500

Form 990PF Part XV Line 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*				
CHRIST COMMUNITY CHURCH 2620 MT WASHINGTON ROAD ARDMORE,OK 73401	NONE	PUBLIC	GENERAL OPERATIONS	2,500
CATHOLIC CHARITIES BALTIMORE P O BOX 17066 BALTIMORE,MD 21297	NONE	PUBLIC	GENERAL OPERATIONS	50
COMMUNITIES FOUNDATION OF OKLAHOMA 2932 NW 122ND ST OKLAHOMA CITY,OK 73120	NONE	PUBLIC	2012 SCHOLARSHIP FUND	80,000
COMMUNITIES FOUNDATION OF OKLAHOMA 2932 NW 122ND ST OKLAHOMA CITY,OK 73120	NONE	PUBLIC	DIXON FUND	25,000
COMMUNITIES FOUNDATION OF OKLAHOMA 2932 NW 122ND ST OKLAHOMA CITY,OK 73120	NONE	PUBLIC	TRAIL DANCE FILM FESTIVAL	10,000
AMERICAN CANCER SOCIETY 6525 N MERIDIAN OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	296
BISHOP SERVICE APPEAL- LAYFAYETTE DI 1408 CARMEL DRIVE LAFAYETTE,LA 70502	NONE	PUBLIC	GENERAL OPERATIONS	250
VOICE OF MARTYRS 1815 SE BISON ROAD BARTLESVILLE,OK 74006	NONE	PUBLIC	GENERAL OPERATIONS	1,064
VELMA COMMUNITY OUTREACH CENTER VELMA VELMA,OK 73491	NONE	PUBLIC	GENERAL OPERATIONS	500
OKLAHOMA CITY WOODCARVERS CLUB 504 COUNTRY CLUB LANE OKLAHOMA CITY,OK 73130	NONE	PUBLIC	GENERAL OPERATIONS	60
CENTRAL OKLAHOMA HABITAT FOR HUMANI 5005 S I-35 SERVICE ROAD OKLAHOMA CITY,OK 73129	NONE	PUBLIC	GENERAL OPERATIONS	100
DUNCAN REGIONAL HOSPITAL HEALTH FDN P O BOX 2000 DUNCAN,OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	267
YOUTH SERVICES OF STEPHENS COUNTY PO BOX 1603 DUNCAN,OK 73534	NONE	PUBLIC	YOUTH SHELTER BUILDING FUND	110,000
WOMEN'S HAVEN PO BOX 555 DUNCAN,OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	794
VELMA BAPTIST CHURCH PO BOX 249 VELMA,OK 73491	NONE	PUBLIC	GENERAL OPERATIONS	500

Form 990PF Part XV Line 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*				
UNITED WAY OF STEPHENS COUNTY PO BOX 1632 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	3,562
THE UNIVERSITY OF OKLAHOMA FOUNDATI 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE	PUBLIC	ATHLETIC DEPARTMENT	250,000
THE UNIVERSITY OF OKLAHOMA FOUNDATI 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE	PUBLIC	BIZZELL LIBRARY	5,000
STEPHENS COUNTY HISTORICAL SOCIETY PO BOX 1294 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	5,000
STEPHENS COLLEGE 1200 E BROADWAY COLUMBIA, MO 65201	NONE	PUBLIC	GENERAL OPERATIONS	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITA 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC	GENERAL OPERATIONS	750
SOUTHERN BAPTIST CHURCH PO BOX 69 RUSH SPRINGS, OK 73082	NONE	PUBLIC	FALLS CREEK BUILDING FUND	168
SOUTHERN BAPTIST CHURCH PO BOX 69 RUSH SPRINGS, OK 73082	NONE	PUBLIC	GENERAL OPERATIONS	1,050
REGIONAL FOOD BANK OF OKLAHOMA PO BOX 270968 OKLAHOMA CITY, OK 73137	NONE	PUBLIC	GENERAL OPERATIONS	30,000
RAY OF HOPE MINISTRIES PO BOX 771 COMANCHE, OK 73529	NONE	PUBLIC	GENERAL OPERATIONS	799
PROJECT GRADUATION-DUNCAN SCHOOLS PO BOX 1548 DUNCAN, OK 73534	NONE	PUBLIC	SPECIAL PROJECTS	2,500
ON THE CHISHOLM TRAIL ASSOCIATION 1000 N 29TH ST DUNCAN, OK 73533	SHARED TRUSTEES	PUBLIC	FORGIVEN CAPITAL IMPROVEMENT DEBT	100,000
ON THE CHISHOLM TRAIL ASSOCIATION 1000 N 29TH ST DUNCAN, OK 73533	SHARED TRUSTEES	PUBLIC	GENERAL OPERATIONS	302,000
OKLAHOMA STATE UNIVERSITY PO BOX 1749 STILLWATER, OK 74076	NONE	PUBLIC	GENERAL OPERATIONS	500
OKLAHOMA MEDICAL RESEARCH FOUNDATIO 825 NE 13TH ST OKLAHOMA CITY, OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	107,382

Form 990PF Part XV Line 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*				
OKLAHOMA FOUNDATION FOR EXCELLENCE 120 E SHERIDAN OKLAHOMA CITY, OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	10,000
OKLAHOMA COUNCIL FOR PUBLIC AFFAIRS 100 WILSHIRE OKLAHOMA CITY, OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	15,000
MID AMERICA ARTS ALLIANCE 912 BALTIMORE AVE KANSAS CITY, MO 64105	NONE	PUBLIC	GENERAL OPERATIONS	2,500
MARLOW PUBLIC SCHOOLS PO BOX 73 MARLOW, OK 73055	NONE	PUBLIC	SPECIAL PROJECTS	1,000
LEADERSHIP OKLAHOMA PO BOX 1376 LAWTON, OK 73502	NONE	PUBLIC	GENERAL OPERATIONS	2,500
LAW ENFORCEMENT LEGAL DEFENSE FUND PO BOX 16129 WASHINGTON, DC 20041	NONE	PUBLIC	GENERAL OPERATIONS	100
LAST FRONTIER COUNCIL OF BSA PO BOX 1468 DUNCAN, OK 73534	NONE	PUBLIC	CAPITAL IMPROVEMENT	25,000
LAST FRONTIER COUNCIL OF BSA 3031 NW 64TH ST OKLAHOMA CITY, OK 73119	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HUMANE SOCIETY OF STEPHENS COUNTY 714 MARTIN LUTHER KING JR AVE DUNCAN, OK 73533	NONE	PUBLIC	GENERAL OPERATIONS	782
HEALDTON ALUMNI ASSOCIATION PO BOX 771 HEALDTON, OK 73082	NONE	PUBLIC	SCHOLARSHIP PROGRAM	500
GABRIEL'S HOUSE INC PO BOX 883 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	250
FRIENDS OF SARNELLI HOUSE PO BOX 785 FOND DU LAC, WI 54936	NONE	PUBLIC	GENERAL OPERATIONS	600
FIRST UNITED METHODIST CHURCH 2300 COUNTRY CLUB ROAD DUNCAN, OK 73533	NONE	PUBLIC	BUILDING FUND	1,500
FIRST BAPTIST CHURCH OF DUNCAN 901 ASH DUNCAN, OK 73533	NONE	PUBLIC	GENERAL OPERATIONS	217
EMPIRE VOLUNTEER FIRE DEPARTMENT PO BOX 623 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	50

Form 990PF Part XV Line 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*				
EMPIRE PUBLIC SCHOOLS 9450 W CHEROKEE RD DUNCAN, OK 73533	NONE	PUBLIC	SPECIAL PROJECTS	800
DUNCAN RESCUE MISSION PO BOX 343 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	18,424
DUNCAN PUBLIC SCHOOLS FOUNDATION PO BOX 1882 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	46,709
DUNCAN COMMUNITY RESIDENCE PO BOX 1474 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	3,180
CONFERENCE OF SOUTHWEST FOUNDATIONS 624 N GOOD LATIMER DALLAS, TX 75204	NONE	PUBLIC	GENERAL OPERATIONS	2,000
COMPASSION HEALTH CARE CLINIC 1410 W MAIN ST DUNCAN, OK 73533	NONE	PUBLIC	GENERAL OPERATIONS	37,000
COMMUNITIES FOUNDATION OF OKLAHOMA 2932 NW 122ND ST OKLAHOMA CITY, OK 73534	NONE	PUBLIC	ON THE CHISHOLM TRAIL ENDOWMENT FUND	100,000
COMANCHE PUBLIC SCHOOLS 1030 ASH ST COMANCHE, OK 73529	NONE	PUBLIC	SPECIAL PROJECTS	800
CHISHOLM TRAIL ARTS COUNCIL PO BOX 491 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	20,000
CHRISTIAN'S CONCERNED PO BOX 811 DUNCAN, OK 73534	NONE	PUBLIC	GENERAL OPERATIONS	23,023
CENTRAL HIGH PUBLIC SCHOOLS RT 3 BOX 249 MARLOW, OK 73055	NONE	PUBLIC	SPECIAL PROJECTS	550
CATHOLIC CHARITIES OF OKLAHOMA 1501 N CLASSEN OKLAHOMA CITY, OK 73106	NONE	PUBLIC	GENERAL OPERATIONS	96
CAMP LU-JO KISMIF PO BOX 2232 LAWTON, OK 73502	NONE	PUBLIC	GENERAL OPERATIONS	48
BRAY-DOYLE PUBLIC SCHOOLS 1205 S BROOKS DUNCAN, OK 73533	NONE	PUBLIC	SPECIAL PROJECTS	550
BRAY OKLAHOMA VOLUNTEER FIRE DEPT 1011 N BROOKS RD MARLOW, OK 73055	NONE	PUBLIC	GENERAL OPERATIONS	840

Form 990PF Part XV Line 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*				
ARTS FOR ALL PO BOX 592 LAWTON, OK 73502	NONE	PUBLIC	GENERAL OPERATIONS	3,000
AMERICAN RED CROSS 401 W GORE BLVD LAWTON, OK 73501	NONE	PUBLIC	GENERAL OPERATIONS	50
AMERICAN LUNG ASSOCIATION 1010 E 8TH ST TULSA, OK 74120	NONE	PUBLIC	GENERAL OPERATIONS	200
AMERICAN LEGION OF OKLAHOMA PO BOX 53037 OKLAHOMA CITY, OK 73152	NONE	PUBLIC	GENERAL OPERATIONS	100
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	PUBLIC	GENERAL OPERATIONS	98
AMERICAN DIABETES ASSOCIATION 3000 UNITED FOUNDERS BLVD OKLAHOMA CITY, OK 73112	NONE	PUBLIC	GENERAL OPERATIONS	120
Total . . . . ▶ **3a**				1,459,427

TY 2012 Contractor Compensation Explanation

Name: McCasland Foundation
EIN: 73-6096032
Software ID: 12000229
Software Version: 2012v2.0

Contractor	Explanation
INVESTORS TRUST COMPANY	BANKING AND INVESTMENT MANAGEMENT

TY 2012 Land, Etc. Schedule

Name: McCasland Foundation
EIN: 73-6096032
Software ID: 12000229
Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	3,739	3,739		
Furniture and Fixtures	7,553	7,553		

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TY 2012 Other Assets Schedule

Name: McCasland Foundation
EIN: 73-6096032
Software ID: 12000229
Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OIL AND GAS ROYALTY	15,715	15,715	117,867

TY 2012 Other Expenses Schedule

Name: McCasland Foundation

EIN: 73-6096032

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	1,380			1,380
SCHEDULE K-1 CHARITABLE CONTRIBUTIONS	4	4		
POSTAGE	48			48
PORTFOLIO EXPENSE-INVESTMENT PARTNERSHIP	331,737	331,737		
OTHER SCHEDULE K-1 EXPENSES	1,360	1,360		
OIL AND GAS ROYALTY EXPENSE	2,760	2,760		
NONDEDUCTIBLE EXPENSE	2,752			
MISCELLANEOUS EXPENSE	371	371		

TY 2012 Other Income Schedule

Name: McCasland Foundation

EIN: 73-6096032

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous	-9,420	-9,420	
Gross oil and gas royalty	37,889	37,889	

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TY 2012 Other Professional Fees Schedule

Name: McCasland Foundation

EIN: 73-6096032

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUST COMPANY FEES AND ACCOUNTING	87,961	43,981	0	43,980

TY 2012 Taxes Schedule

Name: McCasland Foundation

EIN: 73-6096032

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX-PARTNERSHIP SCH K-1	17,241	17,241		
FEDERAL EXCISE TAX	36,590			
AD VALOREM TAX	273	273		