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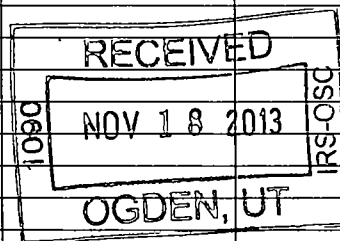
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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****07/01, 2012, and ending****06/30, 2013**

Name of foundation FRED JONES FAMILY FOUNDATION		A Employer identification number 20-3110536
Number and street (or P O box number if mail is not delivered to street address) 9225 LAKE HEFNER PARKWAY		B Telephone number (see instructions) (405) 231-2400
Room/suite 200		
City or town, state, and ZIP code OKLAHOMA CITY, OK 73120		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,872,752 J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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	3	3		
	4 Dividends and interest from securities	175,033	175,033		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)	-70,450			
	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)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	259,426	678			
12 Total Add lines 1 through 11	364,012	175,714			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	33,335	16,668		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	3,419	1,709		
	16a Legal fees (attach schedule)	3,500	1,750		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	15,061	1,841		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	18,571	10,272		
	24 Total operating and administrative expenses. Add lines 13 through 23	73,886	32,240		
	25 Contributions, gifts, grants paid	558,100			558,100
26 Total expenses and disbursements Add lines 24 and 25	631,986	32,240	0	558,100	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-267,974				
b Net investment income (if negative, enter -0-)		143,474			
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,637	85,916	85,916
	2	Savings and temporary cash investments		312,449		
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		670		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 5		10,574,135	10,774,088	10,774,088	
14	Land, buildings, and equipment basis ▶ 30,411					
	Less: accumulated depreciation (attach schedule) ▶ 30,411					
15	Other assets (describe ▶ ATCH 6)		7,264	12,748	12,748	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,896,155	10,872,752	10,872,752	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		10,896,155	10,872,752	
	30	Total net assets or fund balances (see instructions)		10,896,155	10,872,752	
31	Total liabilities and net assets/fund balances (see instructions)		10,896,155	10,872,752		

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	10,896,155
2	Enter amount from Part I, line 27a	2	-267,974
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	244,571
4	Add lines 1, 2, and 3	4	10,872,752
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	10,872,752

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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
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	-70,450.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	536,954	10,853,968.	0.049471
2010	484,838	10,960,508	0.044235
2009	528,774	10,471,762	0.050495
2008	435,752	10,872,808	0.040077
2007	300,757	13,931,339	0.021589
2 Total of line 1, column (d)			0.205867
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			0.041173
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			10,908,850
5 Multiply line 4 by line 3			449,150
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,435
7 Add lines 5 and 6			450,585
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			558,100

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,435
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,435
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,435
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,748
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	12,748
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,313
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 11,313. Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.FREDJONESFAMILYFOUNDATION.COM	13	X	
14	The books are in care of THE FOUNDATION Telephone no 405-231-2400 Located at 9225 LAKE HEFNER PARKWAY, STE 200 OKLAHOMA CITY, OK ZIP+4 73120			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 16		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years 2a		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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**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
ATCH 8		33,335	713	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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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	10,747,874
b	Average of monthly cash balances	1b	327,101
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,074,975
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,074,975
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	166,125
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,908,850
6	Minimum investment return. Enter 5% of line 5	6	545,443

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	545,443
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,435
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,435
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	544,008
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	544,008
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	544,008

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	558,100
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	558,100
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,435
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	556,665

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				544,008
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			505,377	
b Total for prior years 20 10 , 20 09 , 20 08				
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: ► \$ 558,100				
a Applied to 2011, but not more than line 2a			505,377	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				52,723
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				491,285
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	0			
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)

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

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

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 9

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

ATCH 10

c Any submission deadlines

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS OR LIMITATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
. Name and address (home or business)				
a Paid during the year				
ATCH 11				
Total			▶ 3a	558,100
b Approved for future payment				
Total			▶ 3b	

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	3	
4 Dividends and interest from securities			14	175,033	
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	-70,450	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b ATCH 12				259,426	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				364,012	
13 Total. Add line 12, columns (b), (d), and (e)				13	364,012

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

[illegible]

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

FRED JONES FAMILY FOUNDATION

20-3110536

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-30,249
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-30,249

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-40,201
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-40,201

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-30,249
14	Net long-term gain or (loss):			
a	Total for year	14a		-40,201
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-70,450

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	(3,000)
----	--	----	-----------

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (if line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-30,249.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-40,201	
TOTAL GAIN (LOSS)							<u>-70,450</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST/DIVIDENDS FROM BROKERAGE ACCTS	803.	803
INTEREST/DIVIDENDS FROM PARTNERSHIP INV	174,230	174,230.
TOTAL	<u>175,033.</u>	<u>175,033.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	539	539.
PARTNERSHIP INCOME (LOSS) - HALL FAMILY		
MODERATE GROWTH - 6/30/13 YEAR END	258,887.	-30,227
ADD PAL LIMITATION		33,322
LESS UNRELATED BUSINESS TAXABLE INCOME		-2,956.
TOTALS	<u>259,426.</u>	<u>678.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES - INVESTMENTS	126	126.
TAXES BASED ON INVESTMENT INC	12,746	
PAYROLL TAXES	947.	473.
FOREIGN TAXES - PARTNERSHIPS	1,242	1,242.
TOTALS	<u>15,061.</u>	<u>1,841.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK CHARGES	26	13.
WEBSITE EXPENSE	235	118.
ADVERTISING	13,207	6,604.
SMALL FOUNDATION MEMBERSHIP	1,420.	
INVESTMENT FEES	21	21.
TELEPHONE EXPENSE	80	40.
MISC EXPENSE	213	107.
OTHER EXPENSES - PARTNERSHIPS	3,369.	3,369.
TOTALS	<u>18,571.</u>	<u>10,272.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HALL FAMILY MODERATE FUND, LP	10,774,088.	10,774,088.
TOTALS	<u>10,774,088.</u>	<u>10,774,088.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID TAXES	12,748.	12,748.
TOTALS	<u>12,748</u>	<u>12,748.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS	244,571.
TOTAL	<u>244,571.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KIRKLAND HALL 6510 N HILLCREST OKLAHOMA CITY, OK 73116	CHAIRMAN/PRESIDENT/DIRECTOR 5 00	0	0	0
FRED JONES HALL 5701 NORMANDY TERRACE OKLAHOMA CITY, OK 73142	VICE-PRESIDENT/DIRECTOR 5 00	0	0	0
BROOKS HALL JR 6917 NW GRAND BLVD OKLAHOMA CITY, OK 73116	VICE-PRESIDENT/DIRECTOR 5 00	0	0	0
WENDY HOUSE 9225 LAKE HEFNER PARKWAY 200 OKLAHOMA CITY, OK 73120	VICE-PRESIDENT/ASST SECRETARY 15 00	33,335	713	0
DEBRA MELOTT 9225 LAKE HEFNER PARKWAY 200 OKLAHOMA CITY, OK 73120	TREASURER 5 00	0	0	0

FRED JONES FAMILY FOUNDATION

20-3110536

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
VICKI SCHILLING 9225 LAKE HEFNER PARKWAY 200 OKLAHOMA CITY, OK 73120	SECRETARY 5 00	0	0	0
MARILYN UPSHER 2406 GRAND CIRCLE OKLAHOMA CITY, OK 73116	DIRECTOR 5 00	0	0	0
GRAND TOTALS		33,335	713	0

ATTACHMENT 9FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WENDY HOUSE
9225 LAKE HEFNER PARKWAY, STE 200
OKLAHOMA CITY, OK 73120
405-231-2415

ATTACHMENT 10

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

A WRITTEN NARRATIVE OF THE NEEDS OF THE ORGANIZATION,
CURRENT FINANCIAL STATEMENT, AND BUDGET OF THE ORGANIZATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED SCHEDULE

SEE ATTACHED SCHEDULE

558,100

TOTAL CONTRIBUTIONS PAID

558,100

The Fred Jones Family Foundation
Grants and Contributions Paid During the Year
For the Periods 07/01/12 to 06/30/13
Form 990-PF, Part XV

	Date	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
1	07/20/12	Vanderbilt University 2601 Jess Neely Drive Nashville, TN 37212		Public	Gridiron	5,000.00
2	7/20/2012	Vanderbilt University 2601 Jess Neely Drive Nashville, TN 37212		Public	National Commodore Club	7,300.00
3	7/20/2012	Downtown Initiatives, OKC 211 North Robinson, Suite 225 Oklahoma City, OK 73102		Public	Dean McGee Awards	2,900.00
4	8/15/2012	Friends for Freedom, Inc 2010 West Parkside Lane Phoenix, AZ 85027		Public	Translating military service into civilian success	1,000.00
5	8/20/2012	OU Foundation 100 Timberdell Road Norman, OK 73019-0685		Public	"Have you met Fred" event	750.00
6	8/27/2012	Oklahoma Zoological Society 2101 NE 50th Street Oklahoma City, OK 73111		Public	Haunt the Zoo	1,600.00
7	8/27/12	Oklahoma 2000, Incorporated 4020 Lincoln Boulevard Oklahoma City, OK 73150		Public	OK State Chamber	6,000.00
8	10/5/2012	Myriad Gardens Foundation 301 West Reno Oklahoma City, OK 73102		Public	Orchids in October	1,000.00
9	9/10/2012	Oklahoma Outreach Foundation 7101 N Classen Blvd Oklahoma City, OK 73116		Public	An Evening of Inspiration and Courage	2,000.00
10	9/14/2012	Payne Education Center 10404 Vineyard Boulevard, Suite A Oklahoma City, OK 73120		Public	Premier Card Sponsorship	2,500.00
11	9/26/2012	Casady School 9500 N Pennsylvania Avenue Oklahoma City, OK 73120		Public	Annual Fund	1,000.00

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV								
	Date	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		
12	9/27/2012	Oklahoma Lawyers for Children 4901 Richmond Square, Suite 101 Oklahoma City, OK 73118		Public	Evening of Hope - Chips for Children Casino Night	500 00		
13	10/30/2012	Historic Automobile Alley P O Box 2341 Oklahoma City, OK 73101		Public	Chocolate Decadence	1,000 00		
14	10/31/2012	Infant Crisis Services, Inc 4224 North Lincoln Boulevard Oklahoma City, OK 73105		Public	Boots and Bal Gowns	500 00		
15	11/5/2012	Girls Scouts of Western Oklahoma, Inc 6100 N Robinson Oklahoma City, OK 73118		Public	Juliette Lowe Luncheon	2,500 00		
16	11/12/2013	Landon School 6101 Wilson Lane Bethesda, MD 20817		Public	2012 Annual Giving Fund	1,500 00		
17	11/21/2012	Maret School 3000 Cathedral Avenue, NW Washington, DC 20008-3498		Public	Alumni Fund	500 00		
18	11/21/2012	OMRF 825 NE 13th Street Oklahoma City, OK 73104		Public	General	7,500 00		
19	11/21/2012	Desert Community Foundation 46000 Fairway Drive Indian Wells, CA 92210		Public	Oscar Patron	1,500.00		
20	11/21/2012	Movember, Inc 1518 Abbot Kinney Boulevard Venice, CA 90291		Public	Ethan House	300.00		
21	11/26/2012	12 Recovery Foundation, Inc 5905 North Barnes Avenue Oklahoma City, OK 73112		Public	General	2,500 00		

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV								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
	Date	Recipient Name and Address (home or business)											
22	12/12/2012	Coachella Valley Community Recreation Fnd 74-945 Sheryl Avenue Palm Desert, CA								Public	First Tee of Coachella Valley	1,000.00	
23	12/18/2012	Allied Arts 1015 N Broadway, Suite 200 Oklahoma City, OK 73102								Public	General	2,500.00	
24	12/18/2012	Oklahoma City Community Foundation 1000 N Broadway Oklahoma City, OK 73102								Public	Central Oklahoma Humane Account	2,000.00	
25	12/20/2012	Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, OK 73102								Public	Renaissance Ball, Film, and Annual Camp gain	6,000.00	
26	12/20/2012	OU Foundation, Inc 100 Timberdell Road Norman, OK 73019-0685								Public	Museum of Art Board of Directors - Fred and Kirk	7,000.00	
27	1/14/2013	American Heart Association South Central Affiliate 5700 North Portland Avenue, Suite 203 Oklahoma City, OK 73112								Public	Sweetheart Ball	2,500.00	
28	1/30/2013	Oklahoma AIDS Care Fund, Inc 6608 North Western, Suite 219 Oklahoma City, OK 73116								Public	Red Tie Night	1,000.00	
29	2/5/2013	Boy Scouts of America - Last Front Council 3031 NW 64th Street Oklahoma City, OK 73118								Public	General	1,000.00	
30	2/5/2013	Central Oklahoma Humane Society 9300 N May Avenue Oklahoma City, OK 73120								Public	General	1,500.00	
31	2/5/2013	Free to Live P O Box 584 Edmond, OK 73083-5884								Public	General	1,500.00	

The Fred Jones Family Foundation					Grants and Contributions Paid During the Year		For the Periods 07/01/12 to 06/30/13		Form 990-PF, Part XV	
	Date	Name and Address (home or business)	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			
32	2/5/2013	God's Child Project P O Box 1573 721 Memorial Highway Bismarck, ND 58502573			Public	Special Ed Students in Antigua & surrounding communities of handicapped students	500 00			
33	2/5/2013	Oklahoma Heritage Association 1400 Classen Drive Oklahoma City, OK 73106			Public	General	1,000 00			
34	2/11/2013	Allied Arts 1015 North Broadway, Suite 200 Oklahoma City, OK 73102			Public	2013 Annual Campaign	20,000 00			
35	2/11/2013	Make A Wish Foundation 5201 North Shartel Avenue Oklahoma City, OK 73116			Public	2013 Wish Luncheon	2,500 00			
36	2/11/2013	Wes Welker Foundation P O Box 20777 Oklahoma City, OK 73156			Public	2013 Cleats and Cocktails	9,000 00			
37	2/21/2013	Living Desert Reserve 47900 Portola Avenue Palm Desert, CA 92260			Public	General	500 00			
38	3/7/2013	Shiloh Summer Camp 601 NE 63rd Street Oklahoma City, OK 73105-6407			Public	General	1,500 00			
39	3/11/2013	YMCA of Greater Oklahoma City 500 North Broadway, Suite 500 Oklahoma City, OK 73102			Public	General	3,000.00			
40	3/11/2013	Rebuilding Together OKC 730 West Wilshire, #108 Oklahoma City, OK 73118			Public	General	1,000 00			
41	3/11/2013	Oklahoma School of Science and Math 1141 North Lincoln Boulevard Oklahoma City, OK 73104			Public	General	1,000 00			

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																											</
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The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																						
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The Fred Jones Family Foundation							
Grants and Contributions Paid During the Year							
For the Periods 07/01/12 to 06/30/13							
Form 990-PF, Part XV							

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV				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
Date	Recipient	Name and Address (home or business)					
84 5/2/2013		United Way of Central Oklahoma Post Office Box 837 Oklahoma City, OK 73101			Public	2012-2013 Corporate Pledge	35,000 00
85 5/6/2013		American Foundation for Suicide Prevention 120 Wall Street, 29th Floor New York, NY 10005-4009			Public	Brenda Bennett - Overnight Walk	200 00
86 5/7/2013		Central Oklahoma Humane Society 9300 North May Avenue, Ste 400-281 Oklahoma City, OK 73120			Public	Matching Gift Challenge	1,500 00
87 5/7/2013		Free to Live Post Office Box 584 Edmond, OK 73083-5884			Public	General	1,000 00
88 5/7/2013		Leadership Oklahoma City 730 West Wilshire Boulevard, Ste 116 Oklahoma City, OK 73116			Public	Y LX	2,500 00
89 5/7/2013		New York University 25 West 4th Street, 4th Floor New York, NY 10022			Public	CSALS, specifically for All-Square Quidditch @ NYU	1,000 00
90 5/7/2013		Oklahoma Zoological Society, Inc 2101 NE 50th Street Oklahoma City, OK 73111			Public	Zoo Friends	2,500 00
91 5/7/2013		West Welker Foundation P O Box 20777 Oklahoma City, OK 73156			Public	General	2,500 00
92 5/13/2013		OU Foundation 100 Timberdell Road Norman, OK 73019-0685			Public	Pancreatic Cancer Research - Memory of Kathy Fleming	500 00
93 5/13/2013		All Soul's Episcopal Church 6400 North Pennsylvania Avenue Oklahoma City, OK 73116			Public	General	1,000 00
94 5/13/2013		City Rescue Mission 800 West California Avenue Oklahoma City, OK 73106			Public	General	2,750 00

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV				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
Date	Recipient	Name and Address (home or business)					
95 5/13/2013	Mobile Meals of Oklahoma County, Inc 6051 North Brookline, Suite 123 Oklahoma City, OK 73112				Public	General	1,000.00
96 5/13/2013	Nichols Hills Parks, Inc 6407 Avondale Drive Nichols Hills, OK 73116				Public	General	500.00
97 5/13/2013	Positive Tomorrows Post Office Box 61190 Oklahoma City, OK 73146				Public	General	2,750.00
98 5/15/2013	Greener Pastures Horse Rescue Foundation 16801 West Teel Road Sapulpa, OK 74066				Public	General	500.00
99 5/15/2013	Heartland Lab Rescue Post Office Box 30691 Oklahoma City, OK 73003				Public	General	500.00
100 5/13/2013	Vanderbilt University 2601 Jess Neely Drive Nashville, TN 37212				Public	National Commodore Club (1st of 2 payments)	5,000.00
101 5/16/2013	Animal Rescue Friends (ARF) 1009 Northwest 75th Street Nichols Hills, OK 73116				Public	General	1,000.00
102 5/16/2013	Heartland Lab Rescue, Inc Post Office Box 30691 Oklahoma City, OK 73003				Public	General	1,000.00
103 5/16/2013	Hertal Hall School 1800 Northwest 122nd Street Oklahoma City, OK 73120				Public	General	2,000.00
104 5/16/2013	Infant Crisis Services, Inc 4224 North Lincoln Boulevard Oklahoma City, OK 73105				Public	General	1,000.00

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV									
			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		
	Date	Name and Address (home or business)							
105	5/16/2013	Speical Care, Inc 12201 North Western Avenue Oklahoma City, OK 73114			Public	General	1,000.00		
106	5/21/2013	American Red Cross 601 Northeast 6th Street Oklahoma City, OK 73104			Public	Moore, Oklahoma Tornado Relief Fund	5,000.00		
107	5/30/2013	The Bella Foundation Post Office Box 20035 Oklahoma City, OK 73156			Public	Pets from May 2013 Tornado	1,350.00		
108	5/30/2013	Downtown OKC Initiatives, Inc 210 Park Avenue, Suite 230 Oklahoma City, OK 73102			Public	Dean A. McGee Awards	2,500.00		
109	5/30/2013	Food Patry of Jeff Davis County Post Office Box 2156 Oklahoma City, OK 79734			Public	"Ride for a Cause"	1,000.00		
110	5/30/2013	Jim Thorpe Athletic Club, Inc Post Office Box 12442 Oklahoma City, OK 73112			Public	General	1,000.00		
111	5/30/2013	Life Change Ballroom, Inc 14509 Tamarisk Drive Oklahoma City, OK 73142			Public	General	1,000.00		
112	5/30/2013	Oklahoma Health Center Foundation 800 Research Parkway, Suite 400 Oklahoma City, OK 73104			Public	Annual Fund	1,000.00		
113	5/30/2013	OU Foundation 339 West Boyd Norman, OK 73071			Public	Ed Rushca Art Piece	50,000.00		
114	6/5/2013	The Education and Employment Ministry, Inc 14 Northeast 13th Street Oklahoma City, OK 73104			Public	General	1,000.00		
115	6/5/2013	Boys & Girls Club of Oklahoma County 3101 N. Classen Boulevard, Suite 203 Oklahoma City, OK 73118			Public	General	1,000.00		

The Fred Jones Family Foundation							
Grants and Contributions Paid During the Year							
For the Periods 07/01/12 to 06/30/13							
Form 990-PF, Part XV							

The Fred Jones Family Foundation Grants and Contributions Paid During the Year For the Periods 07/01/12 to 06/30/13 Form 990-PF, Part XV				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
Date	Recipient Name and Address (home or business)							
126 6/20/2013	Westminster School 612 Northwest 44th Street Oklahoma City, OK 73118					Public	3rd of 5 payments towards L-S Building Campaign	6,000.00
127 6/20/2013	OU Foundation - Development Office 339 West Boyd Norman, OK 73071					Public	Ed Ruscha Art	1,075.00
128 6/20/2013	Vanderbilt University - Gift Processing PMB 407727 2301 Vanderbilt Place Nashville, TN 37240-7727					Public	Remaining amount towards \$50,000 pledge	575.00
129 6/24/2013	Heartland Lab Rescue Post Office Box 30691 Oklahoma City, OK 73003					Public	General	1,350.00
130 6/26/2013	Starbase Oklahoma, Inc 5840 South Memorial Drive, Ste 214 Tulsa, OK 74145					Public	General	2,375.00
131 6/27/2013	Regional Food Bank of Oklahoma 3355 South Purdue Tulsa, OK 73179					Public	General	1,187.50
132 6/27/2013	United Way of Central Oklahoma Post Office Box 837 Oklahoma City, OK 73101					Public	Wes Welker Matching Fund	2,500.00
133 6/27/2013	Wes Welker Foundation Post Office Box 20777 Oklahoma City, OK 73156					Public	General	1,200.00
134 6/27/2013	Wes Welker Foundation Post Office Box 20777 Oklahoma City, OK 73156					Public	General	1,187.50
	TOTAL							558,100.00

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INVESTMENT INCOME			14	259,426	
TOTALS				259,426	

ATTACHMENT 12