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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 AUG 1, 2012, and ending JUL 31, 2013

Name of foundation
**THE ROBERT S. AND HELEN G. TRIPPET
FOUNDATION, INC.**

A Employer identification number

73-1390841

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

Room/suite

PO BOX 701775

B Telephone number

918-630-1134

City or town, state, and ZIP code

TULSA, OK 74170-1775

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 changeD 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 foundationE 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)

\$ 7,881,529.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

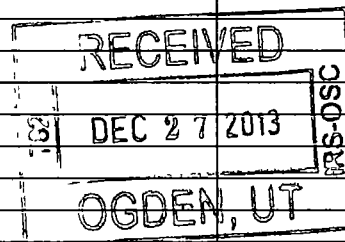
F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

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))(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			N/A	
	2	Check ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
	4	Dividends and interest from securities	310,730.	310,730.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	86,935.			
	b	Gross sales price for all assets on line 6a	1,215,301.			
	7	Capital gain net income (from Part IV, line 2)		86,935.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	-4,672.	0.		STATEMENT 3
	12	Total. Add lines 1 through 11	392,998.	397,670.		
	13	Compensation of officers, directors, trustees, etc	70,560.	63,504.		7,056.
	14	Other employee salaries and wages	41,400.	4,140.		37,260.
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	936.	468.		468.
	b	Accounting fees STMT 5	4,405.	2,202.		2,203.
	c	Other professional fees STMT 6	345.	345.		0.
	17	Interest				
	18	Taxes STMT 7	4,398.	316.		2,850.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	1,852.	514.		1,321.
	24	Total operating and administrative expenses. Add lines 13 through 23	123,896.	71,489.		51,158.
	25	Contributions, gifts, grants paid	290,908.			290,908.
	26	Total expenses and disbursements. Add lines 24 and 25	414,804.	71,489.		342,066.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-21,806.			
	b	Net investment income (if negative, enter -0-)		326,181.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,757.	171.	171.
	2 Savings and temporary cash investments	6,244.	7,547.	7,547.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,331,372.	2,493,392.	3,847,225.
	c Investments - corporate bonds STMT 10	942,421.	783,230.	845,606.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	2,849,720.	2,838,368.	3,180,980.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,144,514.	6,122,708.	7,881,529.	
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			
	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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	44,619.	44,619.		
29 Retained earnings, accumulated income, endowment, or other funds	6,099,895.	6,078,089.		
30 Total net assets or fund balances	6,144,514.	6,122,708.		
31 Total liabilities and net assets/fund balances	6,144,514.	6,122,708.		

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	6,144,514.
2 Enter amount from Part I, line 27a	2	-21,806.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,122,708.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,122,708.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b SECTION 1231 LOSS FROM PARTNERSHIP			
c CAPITAL GAINS DIVIDENDS			
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 1,215,206.		1,128,312.	86,894.
b			-54.
c 95.			95.
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			86,894.
b			-54.
c			95.
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	86,935.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	393,874.	7,440,046.	.052940
2010	396,090.	7,369,348.	.053748
2009	358,905.	6,676,784.	.053754
2008	195,261.	5,974,021.	.032685
2007	357,950.	7,278,529.	.049179

2 Total of line 1, column (d)	2	.242306
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	.048461
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,769,974.
5 Multiply line 4 by line 3	5	376,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,262.
7 Add lines 5 and 6	7	379,803.
8 Enter qualifying distributions from Part XII, line 4	8	342,066.

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.

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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	6,524.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,524.
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	6,524.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,760.	
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	2,760.	
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	3,764.	
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	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ <u>0.</u> (2) On foundation managers. ☐ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>OK</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

N/A

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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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT SIMPSON</u> Telephone no. ► <u>918-630-1134</u> Located at ► <u>PO BOX 701775, TULSA, OK</u> ZIP+4 ► <u>74170-1775</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		111,960.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,849,676.
b	Average of monthly cash balances	1b	38,622.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,888,298.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,888,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,324.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,769,974.
6	Minimum investment return. Enter 5% of line 5	6	388,499.

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	388,499.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,524.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,524.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,975.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	381,975.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	381,975.

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	342,066.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	342,066.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	342,066.

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.

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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				381,975.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			133,717.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 342,066.				
a Applied to 2011, but not more than line 2a			133,717.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				208,349.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				173,626.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	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)

N/A

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

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

☐ 4942(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:

ROBERT C. SIMPSON, PO BOX 701775, TULSA, OK 74170-1775

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

NO SPECIFIC FORM REQUIRED

c Any submission deadlines:

NONE

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

NONE

**THE ROBERT S. AND HELEN G. TRIPPET
FOUNDATION, INC.**

Form 990-PF (2012)

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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				
AMERICAN HEART ASSOCIATION, INC. 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	PUBLIC	UNRESTRICTED	1,000.
AMERICAN RED CROSS 10151 EAST 11TH STREET TULSA, OK 74128	NONE	PUBLIC	UNRESTRICTED	2,500.
ARTHRITIS FOUNDATION 4520 S. HARVARD, STE 100 TULSA, OK 74135	NONE	PUBLIC	UNRESTRICTED	1,250.
GIRL SCOUTS OF EASTERN OKLAHOMA INC 2432 EAST 51ST STREET TULSA, OK 74105	NONE	PUBLIC	UNRESTRICTED	1,000.
INDIAN NATIONS COUNCIL OF BOY SCOUTS 4295 SOUTH GARNETT TULSA, OK 74146	NONE	PUBLIC	UNRESTRICTED	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				290,908.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

THE ROBERT S. AND HELEN G. TRIPPET
FOUNDATION, INC.

73-1390841

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
MAPLE GROVE CEMETERY CHAPEL ASSOC. PO BOX 1062 SEMINOLE, OK 74818-1062	NONE	PUBLIC	UNRESTRICTED	1,000.
NORTHEASTERN STATE UNIVERSITY FOUNDATION, INC. 812 N CEDAR AVE TAHLEQUAH, OK 74464-2406	NONE	PUBLIC	COLLEGE SCHOLARSHIPS	79,800.
NORTHEASTERN STATE UNIVERSITY FOUNDATION, INC. 812 N CEDAR AVE TAHLEQUAH, OK 74464-2406	NONE	PUBLIC	OUTSTANDING STUDENT AWARD	500.
OKLAHOMA OIL & GAS MUSEUM PO BOX 990242 YUKON, OK 73099	NONE	PUBLIC	UNRESTRICTED	1,000.
OKLAHOMA STATE UNIVERSITY 400 SOUTH MONROE STREET STILLWATER, OK 74078	NONE	PUBLIC	COLLEGE SCHOLARSHIPS	78,933.
OKLAHOMA STATE UNIVERSITY 400 SOUTH MONROE STREET STILLWATER, OK 74078	NONE	PUBLIC	OUTSTANDING STUDENT AWARD	750.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74117-4104	NONE	PUBLIC	UNRESTRICTED	5,000.
RESTORE HOPE MINISTRIES 2960 CHARLES PAGE BLVD. TULSA, OK 74127	NONE	PUBLIC	UNRESTRICTED	1,000.
SALVATION ARMY 102 NORTH DENVER AVENUE TULSA, OK 74103	NONE	PUBLIC	UNRESTRICTED	1,000.
SHEPHERD'S FOLD PO BOX 39 AVANT, OK 74001	NONE	PUBLIC	UNRESTRICTED	1,250.
Total from continuation sheets				284,158.

THE ROBERT S. AND HELEN G. TRIPPET
FOUNDATION, INC.

73-1390841

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
SPECIAL OLYMPICS OF OKLAHOMA PO BOX 240 TULSA, OK 74101-0240	NONE	PUBLIC	UNRESTRICTED	2,500.
THE LITTLE LIGHT HOUSE 5120 EAST 36TH STREET TULSA, OK 74135	NONE	PUBLIC	UNRESTRICTED	2,500.
THOMAS GILCREASE MUSEUM ASSOC. 1400 GILCREASE MUSEUM RD TULSA, OK 74127	NONE	PUBLIC	UNRESTRICTED	5,000.
TULSA AREA UNITED WAY 1430 SOUTH BOULDER AVENUE TULSA, OK 74119	NONE	PUBLIC	UNRESTRICTED	1,000.
TULSA BALLET THEATER 4512 SOUTH PEORIA TULSA, OK 74105	NONE	PUBLIC	UNRESTRICTED	500.
TULSA DAY CENTER FOR THE HOMELESS, INC. 415 W. ARCHER ST TULSA, OK 74103	NONE	PUBLIC	UNRESTRICTED	2,500.
TULSA HABITAT FOR HUMANITY 6235 EAST 13TH STREET TULSA, OK 74112	NONE	PUBLIC	UNRESTRICTED	2,500.
TULSA HISTORICAL SOCIETY 2445 SOUTH PEORIA AVENUE TULSA, OK 74114	NONE	PUBLIC	UNRESTRICTED	1,000.
TULSA SYMPHONY ORCHESTRA, INC. 111 EAST 1ST STREET TULSA, OK 74103	NONE	PUBLIC	UNRESTRICTED	1,000.
UNIV. OF OKLAHOMA FDN, INC. 100 TIMBERDELL RD NORMAN, OK 73019-0685	NONE	PUBLIC	COLLEGE SCHOLARSHIPS	93,925.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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

SOURCE	AMOUNT
INTEREST INCOME - SCHWAB	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	245,590.	95.	245,495.
INTEREST - CORPORATE BONDS	65,235.	0.	65,235.
TOTAL TO FM 990-PF, PART I, LN 4	310,825.	95.	310,730.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ONEOK PARTNERS, LP	-4,672.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,672.	0.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	936.	468.		468.
TO FM 990-PF, PG 1, LN 16A	936.	468.		468.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,405.	2,202.		2,203.
TO FORM 990-PF, PG 1, LN 16B	4,405.	2,202.		2,203.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ACCT MANAGEMENT	345.	345.		0.
TO FORM 990-PF, PG 1, LN 16C	345.	345.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECTION 4940(E) TAX	1,231.	0.		0.
PAYROLL TAXES	3,167.	316.		2,850.
TO FORM 990-PF, PG 1, LN 18	4,398.	316.		2,850.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NONDEDUCTIBLE PARTNERSHIP EXPENSE	17.	0.		0.
PAYROLL PROCESSING FEES	1,010.	101.		909.
PO BOX RENTAL	70.	35.		35.
OFFICE EXPENSE	665.	333.		332.
POSTAGE	90.	45.		45.
TO FORM 990-PF, PG 1, LN 23	1,852.	514.		1,321.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	2,493,392.	3,847,225.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,493,392.	3,847,225.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	783,230.	845,606.
TOTAL TO FORM 990-PF, PART II, LINE 10C	783,230.	845,606.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	COST	2,838,368.	3,180,980.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,838,368.	3,180,980.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT C. SIMPSON 7108 SLEEPY HOLLOW DRIVE TULSA, OK 74136	PRESIDENT 6.50	18,720.	0.	0.
J. W. MOORE, JR. PO BOX 35123 TULSA, OK 74153	VICE PRESIDENT 4.50	17,280.	0.	0.
WILLIAM J. REA, JR 3214 SOUTH FLORENCE AVENUE TULSA, OK 74105	VICE PRESIDENT 3.00	17,280.	0.	0.
BARBARA R. KELLEY 1016 NORTH BIRCH SAND SPRINGS, OK 74063	SECRETARY/TREASURER 13.00	41,400.	0.	0.
CORY P SIMPSON 1630 EAST 36TH STREET TULSA, OK 74105	VICE PRESIDENT 3.00	17,280.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		111,960.	0.	0.

The Robert S. and Helen G. Trippett Foundation
EIN: 73-1390841
Investments
As of July 31, 2013

<u>Description</u>	<u>No. of Shares/ Face Amount</u>	<u>7/31/2012 Beginning Basis</u>	<u>7/31/2013 Ending Basis</u>	<u>7/31/2013 Fair Market Value</u>
<u>Investments - Corp Stock</u>				
3M COMPANY	1,000	75,949.95	75,949.95	117,430.00
AT&T (Formerly Bell South)	1,987	39,465.02	39,465.02	74,067.00
AT&T	113	4,447.46	4,447.46	
ALPS TRUST ETF	1,000	14,701.22	14,701.22	17,830.00
ALTRIA GROUP INC	2,500	40,174.57	40,174.57	87,650.00
AMAZON	600	44,330.93	44,330.93	180,732.00
AMERICAN SOFTWARE	2,500	17,661.95	17,661.95	22,650.00
APACHE CORP	500		40,903.95	40,125.00
APPLE INC	750	63,892.46	63,892.46	339,397.50
B C E INC	1,000	21,508.95	21,508.95	41,290.00
BAKER HUGHES	1,000	66,167.95	66,167.95	47,430.00
Bank Of America Corp	5,000	130,220.80	130,220.80	73,000.00
Barrick Gold Corp	1,000	31,213.30	31,213.30	16,970.00
CSX CORP	6,000	53,926.64	53,926.64	148,860.00
Canadian Natl Ry Co	1,100	57,998.85	57,998.85	109,846.00
CATERPILLAR	500	36,244.95	36,244.95	41,455.00
Coca Cola Company	1,500	47,858.95	47,858.95	60,120.00
ConocoPhillips (spun off 250 shrs Phillips 66)	500	23,565.22	23,565.22	32,430.00
Cullen Frost Bankers	500	29,033.95	29,033.95	36,020.00
DR HORTON CO	2,000	80,708.95	80,708.95	40,200.00
DAKTRONICS INC	1,600	23,944.95	23,944.95	17,408.00
DARDEN RESTAURANTS INC.	1,000	49,098.95	49,098.95	49,050.00
DEERE & CO	400	24,669.95	24,669.95	33,228.00
DU PONT E I DE NEMOUR&CO	1,750	75,259.95	75,259.95	100,957.50
EXXON MOBIL CORPORATION	2,500	137,670.90	137,670.90	234,375.00
Freeport McMoran Copper	2,000	42,852.16	42,852.16	56,560.00
Gamestop Corp CL A	1,000	23,137.20	23,137.20	49,060.00
Garmin LTD	1,000	31,068.95	-	-
GENERAL DYNAMICS	300	23,682.95	23,682.95	25,602.00
Goldcorp Inc	700	20,077.25	20,077.25	19,761.00
Goldman Sachs Group Inc	550	-	58,088.95	90,216.50
HONEYWELL INTERNATIONAL	2,000	71,159.95	71,159.95	165,960.00
INTEL	1,000	25,898.98	25,898.98	23,335.00
INTERNATIONAL PAPER COMPANY	1,000	32,598.95	32,598.95	48,310.00
JOHNSON & JOHNSON	1,500	88,115.95	88,115.95	140,250.00
KLA TENCOR CORP	500	21,838.95	21,838.95	29,315.00
KRAFT FOODS	438	24,236.08	13,523.41	28,290.00
KRAFT FOODS	62	2,031.24	2,031.24	
Marsh & McLennan Co Inc	1,000	32,436.55	32,436.55	41,870.00
McDonalds Corp	1,000	50,018.20	71,777.15	98,080.00

The Robert S. and Helen G. Trippett Foundation
EIN: 73-1390841
Investments
As of July 31, 2013

<u>Description</u>	<u>No. of Shares/ Face Amount</u>	<u>7/31/2012</u>	<u>7/31/2013</u>	
		<u>Beginning Basis</u>	<u>Ending Basis</u>	<u>Fair Market Value</u>
Merck & Co Inc	1,100	40,883.95	40,883.95	52,987.00
MONDELEZ Intl Inc Cl A	1,100		17,048.80	34,397.00
Norfolk Southern Corp	1,200	59,935.68	59,935.68	87,792.00
OGE EnegrpyCP Hldg Co	2,000	33,606.95	33,606.95	74,800.00
Pepsico Incorporated	750	49,883.20	49,883.20	62,655.00
Phillips 66 (spinoff from ConocoPhillips)	1,000	15,321.93	37,830.88	61,500.00
Phillip Morris (spinoff Altria)	1,500	53,946.28	53,946.28	133,770.00
PINNACLE WEST CAPITAL CP	500	18,203.95	18,203.95	29,450.00
Royal Dutch Shell B	2,300	141,549.95	141,549.95	163,001.00
Seagate Technology PLC F	500		17,112.95	20,455.00
SOUTHERN COPPER CORP	505	20,944.43	20,944.43	13,165.35
Sturm Ruger & Co Inc	500		26,378.95	25,435.00
US BANCORP	2,000	66,849.75	66,849.75	74,640.00
UNITED TECHNOLOGIES	300	21,624.95	21,624.95	31,671.00
Vale SA	1,500	29,990.95	29,990.95	20,580.00
Wells Fargo & Co	2,000	50,208.95	50,208.95	87,000.00
Yum Brands Inc	1,300	49,550.65	49,550.65	94,796.00
Total Corp Stock		2,331,371.70	2,493,391.58	3,847,224.85

Investments - Other Assets

BARCLAYS BK 6.625% ADR F	3,000	68,490.86	68,490.86	74,148.00
BK ONE CAP TR VI 7.20%	575	14,104.75	-	-
Georgia PWR CO 8.20 Senior Notes	4,000	100,000.00	100,000.00	103,000.00
ISHARES IBOXX INVESTOP	2,727	1,090,326.50	306,457.02	312,350.58
ISHARES MSCI CDA IDX FD	1,700	41,202.20	41,202.20	46,971.00
ISHARES MSCI HK	1,500	24,577.45	24,577.45	28,710.00
ISHARES MSCI SINGAPORE	5,000	42,007.95	42,007.95	66,625.00
ISHARES S&P U S PFD FUND	30,185	908,548.29	1,147,833.47	1,174,498.35
Ishares Trust high Yield	10,791	416,090.79	979,247.87	1,003,347.18
MERRILL LYNCH 7.375%	3,000	70,172.19	70,172.19	76,290.00
ONEOK PARTNERS	3,000	17,219.25	5,355.00	203,600.00
ONEOK PARTNERS	1,000	5,739.75	1,785.00	
SECTOR SPDR INDL SELECT	600	23,559.95	23,559.95	27,096.00
SIMON PPTY GROUP NEW	402	27,656.17	27,656.17	64,344.12
PY Unlocated difference		23.71	23.71	
Total Other Assets		2,849,719.81	2,838,368.84	3,180,980.23

Corporate Bonds

Altria Group 9.7%, Due 11/10/18	\$ 100,000.00	108,860.00	108,860.00	134,038.90
Black & Decker 8.95%, Due 04/15/14	\$ 50,000.00	55,151.50	-	-

The Robert S. and Helen G. Trippett Foundation
 EIN: 73-1390841
 Investments
 As of July 31, 2013

<u>Description</u>	<u>No. of Shares/ Face Amount</u>	<u>7/31/2012</u>	<u>7/31/2013</u>	
		<u>Beginning Basis</u>	<u>Ending Basis</u>	<u>Fair Market Value</u>
Boeing Co 5.125%, Due 02/15/13	\$ 100,000.00	104,039.00	-	-
General Electric Cap. 5.75%, Due 8/15/16	\$ 100,000.00	98,781.00	98,781.00	111,234.90
Goldman Sachs Grp 5.4%, Due 06/15/15	\$ 200,000.00	200,000.00	200,000.00	213,282.80
Hewlett-Packard 6.125%, Due 03/01/14	\$ 100,000.00	109,360.00	109,360.00	103,068.80
Ingersoll Rand 4.75%, Due 05/15/15	\$ 50,000.00	47,935.00	47,935.00	53,047.10
McDonalds Corp 5.8%, Due 10/15/17	\$ 100,000.00	110,547.00	110,547.00	116,770.80
Target 5.875%, Due 07/15/16	\$ 100,000.00	107,747.00	107,747.00	114,163.00
Total Corporate Bonds		942,420.50	783,230.00	845,606.30
Total CDs				-
Basis of Investments		6,123,512.01	6,114,990.42	7,873,811.38