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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation
LOU AND CONNIE MILLER CHARITABLE FN

A Employer identification number
13-4222602

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4821 SOUTH SHERIDAN RD

B Telephone number (see instructions)

City or town, state, and ZIP code
TULSA, OK 74145

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,027,685

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

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

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

	Line	Description	(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)	2,312,113			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	298,936	298,936	298,266	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	248,533			
	b	Gross sales price for all assets on line 6a 3,550,977				
	7	Capital gain net income (from Part IV, line 2)		248,533		
	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)				
	12	**Total.** Add lines 1 through 11	2,859,582	547,469	298,266	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,000			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,975			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,346			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	7,412			
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	182			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,915	0		0
	25	Contributions, gifts, grants paid	445,718			445,718
	26	**Total expenses and disbursements.** Add lines 24 and 25	499,633	0		445,718
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,359,949			
	b	**Net investment income** (if negative, enter -0-)		547,469		
	c	**Adjusted net income** (if negative, enter -0-)			298,266	

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	444,417	489,851	489,851
	2 Savings and temporary cash investments	290,000	100,000	102,296
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)	2,639,977	4,306,504	4,038,024
	b Investments—corporate stock (attach schedule)	178,024	853,120	870,679
	c Investments—corporate bonds (attach schedule)	2,515,756	2,677,007	2,526,835
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	939	2,583	
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,069,113	8,429,065	8,027,685
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	6,069,113	8,429,065	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	6,069,113	8,429,065	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,069,113	8,429,065	

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	6,069,113
2	Enter amount from Part I, line 27a	2	2,359,949
3	Other increases not included in line 2 (itemize) ▶	3	3
4	Add lines 1, 2, and 3	4	8,429,065
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	8,429,065

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	248,533
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	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	190,230	5,567,160	0 03417
2010	198,130	2,942,571	0 067332
2009	160,989	3,048,689	0 052806
2008	102,015	3,142,340	0 032465
2007	117,473	2,000,295	0 058728

2	**Total** of line 1, column (d)	2	0 245501
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 0491
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,193,831
5	Multiply line 4 by line 3	5	402,317
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,475
7	Add lines 5 and 6	7	407,792
8	Enter qualifying distributions from Part XII, line 4	8	445,718

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ________ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,475
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	5,475
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	5,475
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,673		
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	2,673
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	2,802
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶MAX R VOWEL Telephone no ▶(918) 236-3477

Located at ▶4821 SOUTH SHERIDAN RD TULSA OK ZIP +4 ▶74145

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 |

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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
MAX R VOWEL 4821 SOUTH SHERIDAN RD TULSA,OK 74145	PRESIDENT 10 00	12,000	0	0
W KIRK CLAUSING 2021 SOUTH LEWIS STE 240 TULSA,OK 74136	VICE PRESIDENT 3 00	12,000	0	0
MADELINE K GILMORE 209 PALMER DRIVE Portland,TX 78374	SECTREAS 3 00	11,000	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NA	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,028,461
b	Average of monthly cash balances	1b	1,290,149
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,318,610
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	0
3	Subtract line 2 from line 1d	3	8,318,610
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,779
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,193,831
6	**Minimum investment return.** Enter 5% of line 5	6	409,692

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	409,692
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,475		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,475
3	Distributable amount before adjustments Subtract line 2c from line 1			3	404,217
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	404,217
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	404,217

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	445,718
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	445,718
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	5,475
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	440,243

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				404,217
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 12,684				
e From 2011.				
f **Total** of lines 3a through e.	12,684			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 445,718				
a Applied to 2011, but not more than line 2a				
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.				404,217
e Remaining amount distributed out of corpus	41,501			
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	54,185			
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				0
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	54,185			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . . 12,684				
d Excess from 2011. . . .				
e Excess from 2012. . . . 41,501				

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

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

MAX R VOWEL
4821 SOUTH SHERIDAN RD STE 225
Tulsa, OK 74145
(918) 236-3477

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

LETTER WITH INFORMATION FOR THE TRUSTEES TO MAKE A DECISION CONCERNING REQUEST INCLUDE NAME, ADDRESS, TAXPAYER INDENTIFICATION NUMBER, TYPE OF ORGANIZATION, A COPY OF THE 990 FILED AND A COPY OF THE IRS LETTER APPROVING TAX EXEMPT STATUS

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				445,718
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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

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

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2014-01-29 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
Max Vowel	Max Vowel	2014-01-29	☑	P00043693

Firm's name ▶	Max R Vowel CPA	Firm's EIN ▶ 45-5321971
Firm's address ▶	4821 S Sheridan Rd Ste 225 Tulsa, OK 74145	Phone no (918) 236-3477

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
100M BOND ALCOA INC	P	2011-12-08	2013-01-23
100M BOND BEST BUY CO INC	P	2012-01-11	2013-01-22
100M BOND CO SPRNGS UTIL BE	P	2009-01-06	2013-01-03
100M BOND CO WTR RES-D BE	P	2009-01-06	2013-01-03
3609100 GNMA POOL 003544	P	2008-12-17	2013-01-20
81634 GNMA POOL 003864	P	2008-09-03	2013-01-20
86562 GNMA POOL 003909	P	2008-09-03	2013-01-20
8928490 GNMA POOL 004113	P	2008-05-16	2013-01-20
755200 GNMA POOL 004189	P	2008-09-02	2013-01-20
100M BOND MORGAN STANLEY	P	2010-07-07	2013-01-23
1200560 GNMA POOL 003909	P	2008-09-03	2013-02-20
7855650 GNMA POOL 004113	P	2008-05-16	2013-02-20
1676950 GNMA POOL 004143	P	2008-06-26	2013-02-20
2603280 GNMA POOL 004168	P	2008-06-26	2013-02-20
757310 GNMA POOL 004188	P	2008-09-22	2013-02-20
1514620 GNMA POOL 004188	P	2008-11-14	2013-02-20
966480 GNMA POOL 004189	P	2008-09-02	2013-02-20
593100 GNMA POOL 004260	P	2009-05-04	2013-02-20
200M BOND GRAND RIVER DA BE	P	2010-11-22	2013-02-21
100M BOND GRAND RIVER DA BE	P	2010-11-22	2013-02-21
100000 PRUDENTIAL FIN	P	2011-09-21	2013-02-21
100000 PRUDENTIAL FIN	P	2010-07-07	2013-02-21
80000 UNIVERSITY OKL BE	P	2009-01-16	2013-02-21
80000 UNIVERSITY OKL BE	P	2009-01-16	2013-02-21
20000 UNIVERSITY OKL BE	P	2009-01-16	2013-02-21
200000 WAL-MART STORES	P	2011-02-07	2013-02-21
100000 WAL-MART STORES	P	2010-10-26	2013-02-21
200000 FORT BEND CNTY BE	P	2010-10-22	2013-02-21
100000 GECC	P	2011-07-07	2013-02-21
100000 GECC	P	2010-07-07	2013-02-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
3802620 GNMA POOL 003544	P	2008-12-17	2013-02-20
788630 GNMA POOL 003864	P	2008-09-03	2013-02-20
4208100 GNMA POOL 003544	P	2008-12-17	2013-03-20
946100 GNMA POOL 003864	P	2008-09-03	2013-03-20
1172100 GNMA POOL 003909	P	2008-09-03	2013-03-20
9066670 GNMA POOL 004113	P	2008-05-16	2013-03-20
2114880 GNMA POOL 004143	P	2008-06-26	2013-03-20
2323280 GNMA POOL 004168	P	2008-06-26	2013-03-20
1033693 GNMA POOL 004188	P	2008-09-22	2013-03-20
2067386 GNMA POOL 004188	P	2008-11-14	2013-03-20
7380 GNMA POOL 004189	P	2008-09-02	2013-03-20
1208970 GNMA POOL 004260	P	2009-05-04	2013-03-20
4182600 GNMA POOL 003544	P	2008-12-17	2013-04-20
717420 GNMA POOL 003864	P	2008-09-03	2013-04-20
1152150 GNMA POOL 3909	P	2008-09-03	2013-04-20
7479240 GNMA POOL 004113	P	2008-05-16	2013-04-20
1376270 GNMA POOL 004143	P	2008-06-26	2013-04-20
1929550 GNMA POOL 004168	P	2008-06-26	2013-04-20
531486 GNMA POOL 004188	P	2008-09-22	2013-04-20
1062973 GNMA POOL 004188	P	2008-11-14	2013-04-20
7710 GNMA POOL 004189	P	2008-09-02	2013-04-20
526770 GNMA POOL 004260	P	2009-05-04	2013-04-20
100000 OKLAHOMA DFA BE	P	2002-05-07	2013-04-22
30000 OKLAHOMA DFA BE	P	2002-05-14	2013-04-22
10000 OKLAHOMA DFA BE	P	2003-08-04	2013-04-22
4923420 GNMA POOL 003544	P	2008-12-17	2013-05-20
1081080 GNMA POOL 003864	P	2008-09-03	2013-05-20
827160 GNMA POOL 003909	P	2008-09-03	2013-05-20
6831980 GNMA POOL 004113	P	2008-05-16	2013-05-20
1957120 GNMA POOL 004143	P	2008-06-26	2013-05-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2401070 GNMA POOL 004168	P	2008-06-26	2013-05-20
946570 GNMA POOL 004188	P	2008-09-22	2013-05-20
1893140 GNMA POOL 004188	P	2008-11-14	2013-05-20
785440 GNMA POOL 004189	P	2008-09-02	2013-05-20
1363990 GNMA POOL 004260	P	2009-05-04	2013-05-20
4002080 GNMA POOL 003544	P	2008-12-17	2013-06-20
746580 GNMA POOL 003864	P	2008-09-03	2013-06-20
465000 GNMA POOL 003909	P	2008-09-03	2013-06-20
7206190 GNMA POOL 004113	P	2008-05-16	2013-06-20
1493240 GNMA POOL 004143	P	2008-06-26	2013-06-20
2102140 GNMA POOL 004168	P	2008-06-26	2013-06-20
311160 GNMA POOL 004188	P	2008-09-22	2013-06-20
622320 GNMA POOL 004188	P	2008-11-14	2013-06-20
299250 GNMA POOL 004189	P	2008-09-02	2013-06-20
971460 GNMA POOL 004260	P	2009-05-04	2013-06-20
3924470 GNMA POOL 003544	P	2008-12-17	2013-07-20
725000 GNMA POOL 003864	P	2008-09-03	2013-07-20
490580 GNMA POOL 003909	P	2008-09-03	2013-07-20
5201970 GNMA POOL 004113	P	2008-05-16	2013-07-20
1577920 GNMA POOL 004143	P	2008-06-26	2013-07-20
1418080 GNMA POOL 004168	P	2008-06-26	2013-07-20
421713 GNMA POOL 004188	P	2008-09-22	2013-07-20
843426 GNMA POOL 004188	P	2008-11-14	2013-07-20
6720 GNMA POOL 004188	P	2008-09-02	2013-07-20
856770 GNMA POOL 004260	P	2009-05-04	2013-07-20
3642380 GNMA POOL 003544	P	2008-12-17	2013-08-20
755690 GNMA POOL 003864	P	2008-09-03	2013-08-20
590400 GNMA POOL 003909	P	2008-09-03	2013-08-20
4758840 GNMA POOL 004113	P	2008-05-16	2013-08-20
1575420 GNMA POOL 004143	P	2008-06-26	2013-08-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1227860 GNMA POOL 004168	P	2008-06-26	2013-08-20
982376 GNMA POOL 004188	P	2008-09-22	2013-08-20
1964753 GNMA POOL 004188	P	2008-11-14	2013-08-20
6990 GNMA POOL 004189	P	2008-09-02	2013-08-20
711630 GNMA POOL 004260	P	2009-05-04	2013-08-20
35M BOND OKLA BRD RGNTS BE	P	2002-09-23	2013-08-28
95M CAPITAL ONE USA	P	2008-09-03	2013-09-10
95M DISCOVER BANK CD	P	2008-09-02	2013-09-10
2701540 GNMA POOL 003544	P	2008-12-17	2013-09-20
526300 GNMA POOL 003864	P	2008-09-03	2013-09-20
647180 GNMA POOL 003909	P	2008-09-03	2013-09-20
4106460 GNMA POOL 004113	P	2008-05-16	2013-09-20
1113640 GNMA POOL 004143	P	2008-06-26	2013-09-20
1280010 GNMA POOL 004168	P	2008-06-26	2013-09-20
992300 GNMA POOL 004188	P	2008-09-22	2013-09-20
1984600 GNMA POOL 004188	P	2008-11-14	2013-09-20
284620 GNMA POOL 004189	P	2008-09-02	2013-09-20
356940 GNMA POOL 004260	P	2009-05-04	2013-09-20
200M GOLDMAN SACHS	P	2009-12-10	2013-09-23
100M HSBC USA	P	2011-07-07	2013-09-23
2518840 GNMA OOL 003544	P	2008-12-17	2013-10-20
607840 GNMA POOL 003864	P	2008-09-03	2013-10-20
607940 GNMA POOL 003909	P	2008-09-03	2013-10-20
2335720 GNMA POOL 004113	P	2008-05-16	2013-10-20
1044380 GNMA POOL 004143	P	2008-06-26	2013-10-20
834540 GNMA POOL 004168	P	2008-06-26	2013-10-20
1488843 GNMA POOL 004168	P	2008-09-22	2013-10-20
2977686 GNMA POOL 004188	P	2008-11-14	2013-10-20
355350 GNMA POOL 004189	P	2008-09-02	2013-10-20
299620 GNMA POOL 004260	P	2009-05-04	2013-10-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
100M OK AGRIC MECH BE	P	2003-08-28	2013-10-01
1863010 gnma pool 003544	P	2008-12-17	2013-11-20
616000 gnma pool 003864	P	2008-09-03	2013-11-20
226430 GNMA POOL 003909	P	2008-09-03	2013-11-20
2522130 GNMA POOL 004113	P	2008-05-16	2013-11-20
1121440 GNMA POOL 004143	P	2008-06-26	2013-11-20
727320 GNMA POOL 004168	P	2008-06-26	2013-11-20
140456 GNMA POOL 004188	P	2008-09-22	2013-11-20
280913 GNMA POOL 004188	P	2008-11-14	2013-11-20
6780 GNMA POOL 004189	P	2008-09-02	2013-11-20
704660 GNMA POOL 004260	P	2009-05-04	2013-11-20
5M OK HFA SFMR C2 BE	P	2004-06-21	2013-11-12
200M ARAPAHOE WTR-A BE	P	2009-01-06	2012-12-03
3972760 GNMA POOL 003544	P	2008-12-17	2012-12-20
719660 GNMA POOL 003864	P	2008-09-03	2012-12-20
1264920 GNMA POOL 003909	P	2008-09-03	2012-12-20
7942560 GNMA POOL 004113	P	2008-05-16	2012-12-20
9840 GNMA POOL 004189	P	2008-09-02	2012-12-20
150M OKLA DFA-A	P	2009-08-19	2012-12-28
100M OKLAHOMA CITY BE	P	2011-01-13	2012-12-28

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
107,192		102,836	4,356
92,235		94,189	-1,954
113,291		96,632	16,659
107,084		88,267	18,817
3,609		3,811	-202
816		834	-18
866		884	-18
8,928		9,085	-157
755		799	-44
112,278		99,860	12,418
1,201		1,226	-25
7,856		7,993	-137
1,677		1,657	20
2,603		2,572	31
757		788	-31
1,515		1,565	-50
966		1,022	-56
593		625	-32
229,850		206,606	23,244
114,925		103,303	11,622
112,039		102,730	9,309
115,018		98,414	16,604
89,254		80,750	8,504
89,254		80,750	8,504
23,515		20,186	3,329
233,664		199,778	33,886
113,738		102,672	11,066
209,732		200,000	9,732
107,943		100,000	7,943
119,993		103,980	16,013

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,803		4,015	-212
789		806	-17
4,208		4,444	-236
946		967	-21
1,172		1,197	-25
9,067		9,225	-158
2,115		2,089	26
2,323		2,295	28
1,034		1,075	-41
2,067		2,136	-69
7		8	-1
1,209		1,274	-65
4,183		4,417	-234
717		733	-16
1,152		1,177	-25
7,479		7,610	-131
1,376		1,359	17
1,930		1,906	24
531		553	-22
1,063		1,098	-35
8		8	
527		555	-28
100,000		100,000	
30,000		30,000	
10,000		10,000	
4,923		5,199	-276
1,081		1,104	-23
827		845	-18
6,832		6,952	-120
1,957		1,933	24

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,401		2,372	29
947		984	-37
1,893		1,956	-63
785		831	-46
1,364		1,437	-73
4,002		4,226	-224
747		763	-16
465		475	-10
7,206		7,332	-126
1,493		1,475	18
2,102		2,077	25
311		324	-13
622		643	-21
299		316	-17
971		1,023	-52
3,924		4,144	-220
725		741	-16
491		501	-10
5,202		5,293	-91
1,578		1,559	19
1,418		1,401	17
422		439	-17
843		871	-28
7		7	
857		903	-46
3,642		3,846	-204
756		772	-16
590		603	-13
4,759		4,842	-83
1,575		1,556	19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,228		1,213	15
982		1,022	-40
1,965		2,030	-65
7		7	
712		750	-38
35,000		35,000	
95,000		95,000	
95,000		95,000	
2,702		2,853	-151
526		538	-12
647		661	-14
4,106		4,178	-72
1,114		1,100	14
1,280		1,264	16
992		1,032	-40
1,985		2,050	-65
285		301	-16
357		376	-19
203,814		202,303	1,511
101,511		101,080	431
2,519		2,660	-141
608		621	-13
608		621	-13
2,336		2,377	-41
1,044		1,032	12
835		824	11
1,489		1,548	-59
2,978		3,076	-98
355		376	-21
300		316	-16

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
100,000		99,994	6
1,863		1,967	-104
616		629	-13
226		231	-5
2,522		2,566	-44
1,121		1,108	13
727		718	9
140		146	-6
281		290	-9
7		7	
705		742	-37
5,000		5,000	
200,000		188,615	11,385
3,973		4,195	-222
720		735	-15
1,265		1,292	-27
7,943		8,082	-139
10		10	
167,403		151,620	15,783
115,300		100,782	14,518

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
OK UNIVERSITY ENDOWMENT FUND 100 TIMBERDELL RD Norman, OK 73019		PUBLIC	SCHOLARSHIP FUND	15,000
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE STE 600 Tulsa, OK 74136		PUBLIC	SCHOLARSHIP FUND	56,000
TULSA COMMUNITY COLLEGE 6111 EAST SKELLY DRIVE STE 608 Tulsa, OK 741356198		PUBLIC	GENERAL OPERATION	500
COMMUNITY SHAREHOUSE 1120 N PEORIA Tulsa, OK 74104		PUBLIC	GENERAL OPERATION	750
ALZHEIMERS ASSOCIACION 2448 E 81ST STREET STE 3000 Tulsa, OK 74137		PUBLIC	GENERAL OPERATIONS	10,000
TULSA BALLET 121 E 45TH ST Tulsa, OK 74105		PUBLIC	GENERAL OPERATIONS	65,630
STUDENTS AGAINST DRUGS ALCOHOL PO BOX 701084 Tulsa, OK 74170		PUBLIC	GENERAL OPERATIONS	500
MUSKOGEE ROTARY PO BOX 1405 Muskogee, OK 74402		PUBLIC	GENERAL OPERATIONS	5,000
ABILITY RESOURCES 823 S DETROIT STE 110 Tulsa, OK 74120		PUBLIC	GENERAL OPERATIONS	1,750
HISPANIC AMERICAN FOUNDATION 2210 S MAIN ST Tulsa, OK 74114		PUBLIC	GENERAL OPERATIONS	20,000
ST SIMEONS EPISCOPAL CHURCH 3701 N CINCINNATI Tulsa, OK 74106		PUBLIC	GENERAL OPERATIONS	5,000
RESONANCE FOR WOMEN INC 1608 S ELWOOD AVENUE Tulsa, OK 74119		PUBLIC	GENERAL OPERATIONS	2,500
EMERGENCY INFANT SERVICES 222 S HOUSTON Tulsa, OK 74127		PUBLIC	GENERAL OPERATIONS	1,500
CLAREHOUSE INC 7617 S MINGO RD Tulsa, OK 74133		PUBLIC	GENERAL OPERATIONS	10,000
THE SHERWIN MILLER MUSEIUM JEW 2021 EAST 71ST STREET Tulsa, OK 74136		PUBLIC	GENERAL OPERATIONS	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MEALS ON WHEELS OF METRO TULSA 12620 E 31ST STREET Tulsa, OK 74146		PUBLIC	GENERAL OPERATIONS	1,200
AMERICAN QUARTER HORSE FOUNDAT 2601 E I-40 Amarillo, TX 79104		PUBLIC	GENERAL OPERATIONS	5,000
BACK TO BACK MINISTRIES PO BOX 70 Mason, OH 45040		PUBLIC	GENERAL OPERATIONS	2,500
COMMUNITY FOOD BANK OF E OK 1304 N KENOSHA AVE Tulsa, OK 74106		PUBLIC	GENERAL OPERATIONS	2,500
HOSPICE OF GREEN COUNTRY 1120 SOUTH BOSTON STE 200 Tulsa, OK 74119		PUBLIC	GENERAL OPERATIONS	1,000
HAPPY HANDS EDUCATION CENTER 8801 S GARNETT RD Broken Arrow, OK 74012		PUBLIC	GENERAL OPERATIONS	2,500
JOHN 316 MISSION AGRM PO BOX 700390 Tulsa, OK 74170		PUBLIC	GENERAL OPERATIONS	13,500
MARGARET HUDSON PROGRAM DEVELO PO BOX 580637 Tulsa, OK 74158		PUBLIC	GENERAL OPERATIONS	500
NEIGHBORS ALONG THE LINE 5000 CHARLES PAGE BLVD Tulsa, OK 74127		PUBLIC	GENERAL OPERATIONS	3,000
TULSA BOTANIC GARDEN PO BOX 707 Tulsa, OK 74101		PUBLIC	GENERAL OPERATIONS	75,000
OKLAHOMA AMERICAN VETERANS O BOX 700687 Tulsa, OK 74170		PUBLIC	GENERAL OPERATIONS	500
TULSA CASA 700 SOUTH BOSTON STE 230 Tulsa, OK 74119		PUBLIC	GENERAL OPERATIONS	5,250
YOUTH SERVICES 311 SOUTH MADISON Tulsa, OK 74112		PUBLIC	GENERAL OPERATIONS	10,300
WAGONER EDUCATION FOUNDATION 308 NE 2ND ST Wagoner, OK 74467		PUBLIC	SCHOLARSHIPS	29,988
TULSA BOYS HOME PO BOX 1101 Tulsa, OK 74101		PUBLIC	GENERAL OPERATIONS	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SANTAS SLEIGH INC PO BOX 54746 Oklahoma City, OK 73154		PUBLIC	GENERAL OPERATIONS	2,500
TULSA DAYCENTER 4 HOMELESS INC 415 WEST ARCHER STREET Tulsa, OK 74103		PUBLIC	GENERAL OOPERATIONS	2,500
COALITION FOR AMERICAN DREAM PO BOX 521051 Tulsa, OK 74152		PUBLIC	GENERAL OPERATIONS	250
CHRIST FOR HUMANITY 6314 EAST 13TH STREET Tulsa, OK 74112		PUBLIC	GENERAL OPERATIONS	20,000
MEDICAL SUPPLIES NETWORK INC 1123 SOUTH ERIE Tulsa, OK 741125307		PUBLIC	GENERAL OPERATIONS	3,000
CHILD ABUSE NETWORK 2829 S SHERIDAN Tulsa, OK 74129		PUBLIC	GENERAL OPERATIONS	20,000
STREET SCHOOL 1135 S YALE AVE Tulsa, OK 74112		PUBLIC	GENERAL OPERATIONS	5,000
PETSMART CHARITIES 19601 NORTH 27TH AVENUE Phoenix, AZ 85027		PUBLIC	GENERAL OPERATIONS	100
BAPTIST GENERAL CONVENTION 3800 N MAY AVE Oklahoma City, OK 73112		PUBLIC	GENERAL OPERATIONS	10,000
OKLAHOMA PROJECT WOMAN PO BOX 14026 Tulsa, OK 74159		PUBLIC	GENERAL OPERATIONS	2,500
LOAVES AND FISHES 4815 S HARVARD STE 447 Tulsa, OK 74135		PUBLIC	GENERAL OPERATIONS	7,500
Total . . . . ▶ **3a**				445,718

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization
LOU AND CONNIE MILLER CHARITABLE FN

Employer identification number
13-4222602

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
LOU AND CONNIE MILLER CHARITABLE FN

Employer identification number
13-4222602

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Louis H Miller Trust 4821 S Sheridan Ste 225 Tulsa, OK 74145	$ 2,312,113	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
LOU AND CONNIE MILLER CHARITABLE FN

Employer identification number
13-4222602

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MARKETABLE SECURITIES	$ 2,312,113	2013-01-07

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
LOU AND CONNIE MILLER CHARITABLE FN

Employer identification number
13-4222602

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1	INVESTMENTS	GENERATE INCOME TO PROVIDE FOR CHARITABLE CONTRIBUTIONS	MARKETABLE SECURITIES HELD BY MORGAN STANLEY

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
LOU and CONNIE MILLER CHARITABLE FD 4821 S SHERIDAN STE 225 Tulsa, OK 74145	MILLER TRUST IS FUNDING THE FOUNDATION

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	5,975	0	0	0

TY 2012 Investments Corporate Bonds Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS-CORPORATE BONDS	2,677,007	2,526,835

TY 2012 Investments Corporate Stock Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS-CORPORATE STOCK	853,120	870,679

TY 2012 Investments Government Obligations Schedule

Name:	LOU AND CONNIE MILLER CHARITABLE FN
EIN:	13-4222602
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	4,306,504
State & Local Government Securities - End of Year Fair Market Value:	4,038,024

TY 2012 Other Assets Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCURED INTEREST	939	2,583	0

TY 2012 Other Expenses Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Supplies	182	0	0	0

TY 2012 Other Increases Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Description	Amount
ROUNDINGS	3

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491029006024

TY 2012 Substantial Contributors Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Name	Address
LOUIS MILLER TRUST	4821 SOUTH SHERIDAN Tulsa, OK 74145

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491029006024

TY 2012 Taxes Schedule

Name: LOU AND CONNIE MILLER CHARITABLE FN

EIN: 13-4222602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax on Investment Income	5,346	0	0	0