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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

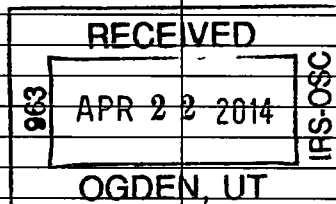
For calendar year 2012 or tax year beginning

12/01, 2012, and ending

11/30, 2013

Name of foundation 28:19, INC.		A Employer identification number 73-6091732
Number and street (or P O box number if mail is not delivered to street address) 7300 N. COMANCHE		B Telephone number (see instructions) (405) 721-2797
City or town, state, and ZIP code OKLAHOMA CITY, OK 73132		C If exemption application is pending, check here ☐
G Check all that apply		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Address change	☐ Name change	
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,227,353.		J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		750.			
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		478.	478.		
4 Dividends and interest from securities		13,946.	13,946.		
5a Gross rents		316,398.	316,398.		
b Net rental income or (loss)		179,432.			
6a Net gain or (loss) from sale of assets not on line 10		698,469.			
b Gross sales price for all assets on line 6a		1,195,653.			
7 Capital gain net income (from Part IV, line 2)			149,275.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		2,884.			
b Less Cost of goods sold		2,135.			
c Gross profit or (loss) (attach schedule)		749.		749.	
11 Other income (attach schedule) ATCH 2		20,436.	20,436.		
12 Total. Add lines 1 through 11		1,051,226.	500,533.	749.	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages		52,524.			52,524.
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 3		9,610.	9,559.		50.
b Accounting fees (attach schedule) ATCH 4		13,924.	3,623.		10,302.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 5		30,655.	21,085.		2,580.
19 Depreciation (attach schedule) and depletion		45,597.	43,235.		
20 Occupancy					
21 Travel, conferences, and meetings		13,059.			13,059.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		414,453.	132,529.		267,779.
24 Total operating and administrative expenses. Add lines 13 through 23		579,822.	210,031.		346,294.
25 Contributions, gifts, grants paid		12,180.			12,180.
26 Total expenses and disbursements. Add lines 24 and 25		592,002.	210,031.	0	358,474.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		459,224.			
b Net investment income (if negative, enter -0-)			290,502.		
c Adjusted net income (if negative, enter -0-)				749.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,063,164.	1,539,915.	1,539,915.
	2	Savings and temporary cash investments		100,000.		
	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 instructions)				
	7	Other notes and loans receivable (attach schedule)	*			ATCH 7
		Less: allowance for doubtful accounts		1,505.		
	8	Inventories for sale or use		50,312.	103,198.	103,198.
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule).	**	2,743.	2,743.	3,459.
	b	Investments - corporate stock (attach schedule)	ATCH 9	8,582.	8,582.	13,275.
	c	Investments - corporate bonds (attach schedule)	ATCH 10	645,870.	192,433.	203,690.
	11	Investments - land, buildings, and equipment basis		2,090,308.		
	Less: accumulated depreciation (attach schedule)	ATCH 16	711,456.	1,378,852.	3,277,037.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	ATCH 11	69,884.	1,072,210.	1,072,210.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)	ATCH 12	22,321.	14,569.	14,569.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,840,873.	4,312,502.	6,227,353.	
Liabilities	17	Accounts payable and accrued expenses		29,082.	41,487.	
	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)		29,082.	41,487.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here					
	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		3,811,791.	4,271,015.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		3,811,791.	4,271,015.	
31	Total liabilities and net assets/fund balances (see instructions)		3,840,873.	4,312,502.		

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	3,811,791.
2	Enter amount from Part I, line 27a	2	459,224.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,271,015.
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	4,271,015.

**ATCH 8

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	149,275.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	602,167.	7,260,413.	0.082938
2010	513,522.	6,827,700.	0.075212
2009	453,463.	3,846,172.	0.117900
2008	715,551.	5,166,761.	0.138491
2007	380,997.	5,183,333.	0.073504
2 Total of line 1, column (d)			2 0.488045
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 0.097609
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,469,138.
5 Multiply line 4 by line 3			5 533,837.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,905.
7 Add lines 5 and 6			7 536,742.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 382,162.

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

1 a	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	5,810.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,810.
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	5,810.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,000.
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	4,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	27.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,837.
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ▶ N/A				
14	The books are in care of ▶ ROBERT ROSS Telephone no ▶ (405) 721-2797			
	Located at ▶ 7300 N. COMANCHE; OKLAHOMA CITY, OK ZIP+4 ▶ 73132			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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)?	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ▶		
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	N/A
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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/AOrganizations 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** 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? ☐ **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		178,496.

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 DISTRIBUTION OF WORSHIP BOOKS AND/OR LEADERSHIP GUIDES TO CHURCHES, MISSIONARIES, WOMEN'S CONFERENCE AND PRISON FELLOWSHIP CONFERENCE AND OPERATION OF BIBLE STUDIES.	87,164.
2	
3	
4	

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

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

Amount

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

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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	1,013,705.
b	Average of monthly cash balances	1b	1,367,977.
c	Fair market value of all other assets (see instructions)	1c	3,170,742.
d	Total (add lines 1a, b, and c)	1d	5,552,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,552,424.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	83,286.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,469,138.
6	Minimum investment return. Enter 5% of line 5	6	273,457.

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	273,457.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,810.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	267,647.
4	Recoveries of amounts treated as qualifying distributions	4	335,141.
5	Add lines 3 and 4	5	602,788.
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	602,788.

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	358,474.
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	23,688.
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	382,162.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	382,162.

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				602,788.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	124,605.			
b From 2008	458,787.			
c From 2009	263,160.			
d From 2010	172,137.			
e From 2011	243,087.			
f Total of lines 3a through e	1,261,776.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 382,162.				
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				382,162.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	220,626.			220,626.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,041,150.			
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				
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	1,041,150.			
10 Analysis of line 9:				
a Excess from 2008	362,766.			
b Excess from 2009	263,160.			
c Excess from 2010	172,137.			
d Excess from 2011	243,087.			
e Excess from 2012				

Form 990-PF (2012)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

KORY WARR - PRESIDENT

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.

N/A

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:

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

c Any submission deadlines:

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

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 ATCH 15				
Total			▶ 3a	12,180.
b Approved for future payment				
Total			▶ 3b	NONE

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	478.	
4 Dividends and interest from securities				14	13,946.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property				16	179,432.	
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	698,469.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory				18	749.	
11 Other revenue a _____						
b OIL & GAS ROYALTIES				15	20,436.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					913,510.	
13 Total. Add line 12, columns (b), (d), and (e)					913,510.	

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
860,512.		CANADIAN COUNTY FARM PROPERTY TYPE: REAL ESTATE 276,925.				P	12/01/1991	05/08/2013
							583,587.	
335,141.		HIGH MEADOWS RETREAT CENTER PROPERTY TYPE: REAL ESTATE 769,453.				P	11/10/1988	05/16/2013
							-434,312.	
TOTAL GAIN (LOSS)							<u>149,275.</u>	

28:19, Inc.

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ATTACHMENT 1

FORM 990- PF, PART I - LINE 10a, LINE 10b, AND LINE 10c

<u>DESCRIPTION</u>	<u>GROSS SALES</u>
BOOKS	2,884
LESS: COST OF GOODS SOLD	2,135
GROSS PROFIT OR (LOSS)	<u>749</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OIL & GAS ROYALTIES	20,436.	20,436.	0.
TOTALS	<u>20,436.</u>	<u>20,436.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	9,610.	9,559.	0.	50.
TOTALS	<u>9,610.</u>	<u>9,559.</u>	<u>0.</u>	<u>50.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	13,924.	3,623.	0.	10,302.
TOTALS	<u>13,924.</u>	<u>3,623.</u>	<u>0.</u>	<u>10,302.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	23,601.	21,085.	0.	2,516.
MISCELLANEOUS TAXES	64.	0.	0.	64.
FEDERAL EXCISE TAXES	6,990.	0.	0.	0.
TOTALS	<u>30,655.</u>	<u>21,085.</u>	<u>0.</u>	<u>2,580.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEE	178,496.	53,549.	124,947.
MINISTRY EXPENSE	87,164.	0.	87,164.
REPAIRS & MAINTENANCE	48,118.	12,910.	31,268.
INSURANCE	42,309.	28,308.	14,000.
CONTRACT LABOR	6,240.	0.	6,240.
ENGINEERING EXPENSE	28,492.	28,492.	0.
COMMISSIONS	7,752.	7,752.	0.
CELLULAR PHONE	3,095.	0.	3,095.
FARMING LEASE EXPENSE	1,493.	1,493.	0.
DUES & PUBLICATIONS	275.	0.	275.
POSTAGE	420.	0.	420.
OFFICE SUPPLIES	370.	0.	370.
BANK CHARGES	8,729.	25.	0.
OTHER EXPENSES	1,500.	0.	0.
TOTALS	<u>414,453.</u>	<u>132,529.</u>	<u>267,779.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	TRISH NACE	
ORIGINAL AMOUNT:	2,000.	
DATE OF NOTE:	12/07/2011	
REPAYMENT TERMS:	PAYROLL DEDUCTION UNTIL REPAID	
SECURITY PROVIDED:	NONE	
PURPOSE OF LOAN:	LOAN CONSOLIDATION/PAY OFF OTHER LOANS	
BEGINNING BALANCE DUE		1,505.
ENDING BALANCE DUE		NONE
ENDING FAIR MARKET VALUE		NONE
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u>1,505.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		<u>NONE</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		<u>NONE</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY MUNICIPAL BOND FUND	2,743.	2,743.	3,459.
STATE OBLIGATIONS TOTAL	<u>2,743.</u>	<u>2,743.</u>	<u>3,459.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN STOCK	8,582.	8,582.	13,275.
TOTALS	<u>8,582.</u>	<u>8,582.</u>	<u>13,275.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MID FIRST BONDS STEEL DYNAMICS NOVEMBER BONDS	645,870.	192,433.	203,690.
TOTALS	<u>645,870.</u>	<u>192,433.</u>	<u>203,690.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INT - CANADIAN CO	69,175.	69,175.	69,175.
MINERAL INT - BECKHAM CO	19.	19.	19.
MINERAL INT - OK CO	690.	690.	690.
COVENANT INCOME APPREC FUND LP		1,002,326.	1,002,326.
TOTALS	<u>69,884.</u>	<u>1,072,210.</u>	<u>1,072,210.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORGANIZATION EXPENSE	350.	350.	350.
PREPAID COMMISSIONS	21,971.	14,219.	14,219.
TOTALS	<u>22,321.</u>	<u>14,569.</u>	<u>14,569.</u>

28:19, INC.

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KORY W. WARR 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	PRESIDENT/TRUSTEE 30.00	0	0	0
ROBERT ROSS 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	VICE PRESIDENT 4.00	0	0	0
GAIL MOORE 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	SECRETARY/TREASURER 4.00	0	0	0
IRMA E. WARR 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	TRUSTEE 30.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PRAXIS DEVELOPMENT, INC. 7300 N. COMANCHE OKLAHOMA CITY, OK 73132	MANAGEMENT FEES	178,496.
TOTAL COMPENSATION		<u>178,496.</u>

28:19, INC.

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. ELIJAH ANTIOCHIAN ORTHODOX CHRISTIAN CHURCH 15000 N. MAY AVE. OKLAHOMA CITY, OK 73134	NONE 509(A) (1)/170(B) (1) (A)	LEGAL AND OTHER EXPENSES	11,430.
ANTIOCHIAN ORTHODOX CHRISTIAN ARCHDIOCESE 358 MOUNTAIN RD. ENGELWOOD, NJ 07631	NONE 509(A) (1)/170(B) (1) (A)	GENERAL MINISTRY PURPOSES	750.
TOTAL CONTRIBUTIONS PAID			12,180.

ATTACHMENT 16

28:19, Inc.

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FORM 990-PF, PART I, LINE 19 AND PART II, LINE 11

Asset Description	Cost	Accumulated Depreciation	Depreciation Expense
Land	422,891	0	0
5709 NW 64th	80,773	(5,867)	2,937
5717 N. MacArthur	227,544	(164,821)	2,984
5901 N. MacArthur	366,103	(52,143)	8,968
6351 N. MacArthur	273,912	(273,912)	0
6353 N. MacArthur	174,770	(68,566)	7,264
6343 N. MacArthur	480,198	(87,728)	12,313
Conference Center-HMRC	0	0	834
Vehicles	15,982	(15,982)	0
Canadian County Farm	0	0	0
Equipment	0	0	49
Furniture and Fixtures (5717 N.)	33,716	(29,977)	1,204
Furniture and Fixtures (HRMC)	0	0	649
Land Improvements	12,609	(10,650)	55
Portable Building	1,810	(1,810)	0
Retreat Center	0	0	8,340
Satellite-HMRC	0	0	0
Totals	2,090,308	(711,456)	45,597