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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation BROOKSIE A PEYTON FOUNDATION		A Employer identification number 11-3785133	
Number and street (or P O box number if mail is not delivered to street address) PO DRAWER Z		B Telephone number (see instructions) (918) 336-0066	
City or town, state or province, country, and ZIP or foreign postal code BARTLESVILLE, OK 74005		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,640,818	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1	1	
	4 Dividends and interest from securities.	32,345	32,345	32,345	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	136,770			
	b Gross sales price for all assets on line 6a 904,723				
	7 Capital gain net income (from Part IV, line 2) . . .		89		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	169,116	32,435	32,346	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	5,325			5,325
	15 Pension plans, employee benefits	288			288
	16a Legal fees (attach schedule).	2,000			2,000
	b Accounting fees (attach schedule).	2,724			2,724
	c Other professional fees (attach schedule)	8,259	8,259		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	679	679		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	786			786
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	20,061	8,938		11,123
	25 Contributions, gifts, grants paid	83,030			83,030
	26 Total expenses and disbursements. Add lines 24 and 25	103,091	8,938		94,153
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	66,025			
	b Net investment income (if negative, enter -0-)		23,497		
	c Adjusted net income (if negative, enter -0-)			32,346	

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	14,821	11,569	11,569
	2	Savings and temporary cash investments	249,799	46,225	46,225
	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) ▶ _____ 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)			
	b	Investments—corporate stock (attach schedule)	66,788	952,355	1,058,164
	c	Investments—corporate bonds (attach schedule).		510,294	493,936
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,155,616	36,039	30,924
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,487,024	1,556,482	1,640,818	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	1,487,024	1,556,482	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,487,024	1,556,482	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,487,024	1,556,482	

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 1,487,024
2	Enter amount from Part I, line 27a	2 66,025
3	Other increases not included in line 2 (itemize) ▶	3 6,252
4	Add lines 1, 2, and 3	4 1,559,301
5	Decreases not included in line 2 (itemize) ▶	5 2,819
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 1,556,482

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					
(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 89
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))
2012	50,297	1,462,777	0 034385
2011	51,830	1,452,686	0 035679
2010	70,022	1,371,276	0 051063
2009	65,836	1,209,158	0 054448
2008	54,160	1,453,908	0 037251
2 Total of line 1, column (d). 2 0 212826			
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 042565			
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. 4 1,553,634			
5 Multiply line 4 by line 3. 5 66,130			
6 Enter 1% of net investment income (1% of Part I, line 27b). 6 235			
7 Add lines 5 and 6. 7 66,365			
8 Enter qualifying distributions from Part XII, line 4. 8 94,153			

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 235
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.		3 235
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 235
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		9 235
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11

Part VII-A Statements Regarding Activities			
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?		Yes	No
	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)?		
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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		No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JANICE DREILING Telephone no (918) 336-8114 Located at 416 E 5TH ST BARTLESVILLE OK ZIP+4 74003			
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.			
16	At any time during calendar year 2013, 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 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	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 2013?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
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?			
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
JANICE DREILING 416 E 5TH ST BARTLESVILLE, OK 74003	PRESIDENT 2 00	0	0	0
HARVEY LITTLE 412 E 5TH ST BARTLESVILLE, OK 74003	SECRETARY/TR 1 00	0	0	0
THAD SATTERFIELD 511 SOUTH KEELER AVE BARTLESVILLE, OK 74003	VICE-PRESIDE 1 00	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.				

Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

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	1,416,086
b	Average of monthly cash balances.	1b	161,207
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,577,293
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	1,577,293
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,659
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,553,634
6	Minimum investment return. Enter 5% of line 5.	6	77,682

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	77,682
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	235
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	235
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	77,447
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	77,447
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	77,447

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	94,153
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	94,153
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	235
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	93,918
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				77,447
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			72,490	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 94,153				
a Applied to 2012, but not more than line 2a			72,490	
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 2013 distributable amount.				21,663
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				55,784
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 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 2013, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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))

NONE

b

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

NONE

2

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

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

a

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

BROOKSIE PEYTON FOUNDATION
PO DRAWER Z
BARTLESVILLE, OK 74005
(918) 336-8114

b

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

SEE ATTACHED SCHOLARSHIP APPLICATION. A HIGH SCHOOL TRANSCRIPT AND A FEDERAL APPLICATION FOR FINANCIAL STUDENT AID (FAFSA) AND A COPY OF PARENT'S INCOME TAX RETURN ARE REQUIRED WITH THE APPLICATION.

c

Any submission deadlines

APRIL 10

d

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

STUDENTS GRADUATING FROM WASHINGTON COUNTY, OKLAHOMA HIGH SCHOOLS AND ATTENDING OKLAHOMA PUBLIC COLLEGES, UNIVERSITIES AND TECH SCHOOLS ARE CONSIDERED. THE AMOUNT OF THE AWARD OR SCHOLARSHIP IS BASED UPON THE DETERMINED NEEDS OF THE STUDENT.

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	83,030
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

1a(1)

No

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

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.

2014-08-13

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name

DEBORAH E MUEGGENBORG

Preparer's Signature

Date

2014-08-14

Check if self-employed

☒

PTIN

P00121285

Firm's name

STOTTS ARCHAMBO MUEGGENBORG & BARCLAY PC

Firm's address

302 SE OSAGE AVE BARTLESVILLE, OK 740033931

Firm's EIN


47-1209122

Phone no

(918) 336-0008

Form 990-PF (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LINDSEY BARNES 4912 BAYLOR DRIVE BARTLESVILLE,OK 74006	NONE		FUNDS TO ATTEND INSTATE COLLEGE	17,034
KENDRA BARRON 1322 E ALLEN RD TAHLEQUAH,OK 74464	NONE		FUNDS TO ATTEND INSTATE COLLEGE	10,121
CALLIE BRILEY 2000 S OSAGE AVE BARTLESVILLE,OK 74003	NONE		FUNDS TO ATTEND INSTATE COLLEGE	15,464
ALEXIS QUINN 1410 MELMART DRIVE BARTLESVILLE,OK 74006	NONE		FUNDS TO ATTEND INSTATE COLLEGE	16,902
LAURA COLE 5106 LYNN RD BARTLESVILLE,OK 74006	NONE		FUNDS TO ATTEND INSTATE COLLEGE	7,161
KELSEY REYNOLDS 911 TERRI DR BARTLESVILLE,OK 74006	NONE		FUNDS TO ATTEND INSTATE COLLEGE	8,593
LETESA SALYES 2109 S JOHNSTONE AVE BARTLESVILLE,OK 74003	NONE		FUNDS TO ATTEND INSTATE COLLEGE	7,755
Total  3a				83,030

TY 2013 Accounting Fees Schedule

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,724			2,724

TY 2013 Compensation Explanation

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Person Name	Explanation
JANICE DREILING	
HARVEY LITTLE	
THAD SATTERFIELD	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
667 SHARES EEM	2013-01	PURCHASE	2013-03		28,357	30,012			-1,655	
524 SHARES EFA	2013-01	PURCHASE	2013-03		30,816	30,009			807	
1439 SHARES IYC	2012-12	PURCHASE	2013-02		134,677	125,028			9,649	
346 SHARES IWM	2013-01	PURCHASE	2013-03		32,652	30,015			2,637	
5082 SHARES IYZ	2012-12	PURCHASE	2013-01		126,311	121,604			4,707	
1712 SHARES IYJ	2012-12	PURCHASE	2013-04		138,488	124,986			13,502	
2197 SHARES IYM	2013-01	PURCHASE	2013-03		151,509	156,359			-4,850	
361 SHARES IJS	2013-01	PURCHASE	2013-03		32,475	29,992			2,483	
471 SHARES MDY	2013-01	PURCHASE	2013-03		98,526	89,886			8,640	
654 SHARES COP	2011-12	PURCHASE	2013-04		37	38			-1	
2952 212 SHARES SIGVX	2011-12	PURCHASE	2013-01		30,000	30,024			-24	
ARVEST BANK ST COVERED	2013-01	PURCHASE	2013-12		70,036				70,036	
ARVEST BANK LT COVERED	2012-01	PURCHASE	2013-12		130				130	
ARVEST BANK LT NONCOVERED	2012-01	PURCHASE	2013-12		30,620				30,620	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: BROOKSIE A PEYTON FOUNDATION
EIN: 11-3785133

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	510,294	493,936

**TY 2013 Investments Corporate
Stock Schedule**

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY COMMON STOCKS	952,355	1,058,164

TY 2013 Investments - Other Schedule

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST		
REAL ESTATE COMMERICAL	AT COST	36,039	30,924

TY 2013 Legal Fees Schedule

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,000			2,000

TY 2013 Other Decreases Schedule**Name:** BROOKSIE A PEYTON FOUNDATION**EIN:** 11-3785133

Description	Amount
ARVEST NONDIVIDEND DISTRIBUTIONS	302
ADJUST NET ASSETS TO ACTUAL	2,517

TY 2013 Other Expenses Schedule**Name:** BROOKSIE A PEYTON FOUNDATION**EIN:** 11-3785133

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE	25			25
INSURANCE	761			761

TY 2013 Other Increases Schedule

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Description	Amount
FEDERAL REFUND	6,252

TY 2013 Other Professional Fees Schedule**Name:** BROOKSIE A PEYTON FOUNDATION**EIN:** 11-3785133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	352	352		
TRUSTEE FEES	7,907	7,907		

TY 2013 Taxes Schedule

Name: BROOKSIE A PEYTON FOUNDATION

EIN: 11-3785133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	679	679		

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER. J
TRUST ADMINISTRATOR. JET
INVESTMENT OFFICER. JHJ

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	9949
52383 0788 ASTON FLS AST/DUL CORR	1 - 000804553	MINOR = 5025						
SOLD		05/13/2013	583604 50					
ACQ	52383.0788	12/18/2012	583604 50	582800 00	1895 50	ST		C
10.0000 AT&T INC - 00206R102	MINOR = 50							
SOLD		07/19/2013	497 59					
ACQ	14.0000	05/13/2013	497 59	518 70	-21 11	ST		C
CHANGED 02/04/14 SML								
7.0000 AT&T INC - 00206R102	MINOR = 50							
SOLD		11/19/2013	249 83					
ACQ	7.0000	05/13/2013	249 83	259 35	9 52	ST		C
CHANGED 02/04/14 SML								
5.0000 ACTIVIA INC COM	00507K103 - MINOR = 50							
SOLD		07/19/2013	624 51					
ACQ	5.0000	06/28/2013	624 51	636 77	-12 26	ST		C
CHANGED 02/04/14 SML								
27.0000 ALCOA INC - 013617101	MINOR = 50							
SOLD		07/19/2013	158 81					
ACQ	20.0000	05/13/2013	158 81	171 39	-12 58	ST		C
CHANGED 02/04/14 SML								
9.0000 ALCOA INC - 013617101	MINOR = 50							
SOLD		11/19/2013	61 54					
ACQ	9.0000	05/13/2013	61 54	77 13	4 41	ST		C
7.0000 AMERICAN EXPRESS	025816109 - MINOR = 50							
SOLD		07/19/2013	514 89					
ACQ	7.0000	05/13/2013	514 89	480 95	25 94	ST		C
4.0000 AMERICAN EXPRESS	025816109 - MINOR = 50							
SOLD		11/19/2013	329 87					
ACQ	4.0000	05/13/2013	329 87	279 40	50 47	ST		C
3.0000 APACHE CORPORATION	037411105 - MINOR = 50							
SOLD		07/19/2013	252 78					
ACQ	3.0000	05/13/2013	252 78	250 73	2 05	ST		C
2.0000 APACHE CORPORATION	037411105 - MINOR = 50							
SOLD		11/19/2013	185 99					
ACQ	2.0000	05/13/2013	185 99	167 15	18 84	ST		C
1.0000 APPLE COMPUTER INC	037633100 - MINOR = 50							
SOLD		07/19/2013	423 24					
ACQ	1.0000	05/13/2013	423 24	455 53	-32 29	ST		C
CHANGED 02/04/14 SML								
1.0000 APPLE COMPUTER INC	037633100 - MINOR = 50							
SOLD		11/19/2013	520 05					
ACQ	1.0000	05/13/2013	520 05	455 53	64 52	ST		C
6.0000 BECTON DICKINSON & CO COM	075887109 - MINOR = 50							
SOLD		07/19/2013	619 22					
ACQ	6.0000	05/13/2013	619 22	601 55	17 67	ST		C
2.0000 BECTON DICKINSON & CO COM	075887109 - MINOR = 50							
SOLD		11/19/2013	216 86					
ACQ	2.0000	05/13/2013	216 86	200 52	16 34	ST		C
51.0000 BIODEN IDEC INC	09062X103 - MINOR = 50							
SOLD		06/28/2013	11340 02					
ACQ	51.0000	05/13/2013	11340 02	11347 80	-787 78	ST		C
2.0000 BIODEN IDEC INC	09062X103 - MINOR = 50							
SOLD		07/19/2013	457 73					
ACQ	2.0000	05/13/2013	457 73	443 01	12 72	ST		C
1.0000 BIODEN IDEC INC	09062X103 - MINOR = 50							
SOLD		11/19/2013	245 41					
ACQ	1.0000	05/13/2013	245 41	222 51	22 90	ST		C
10.0000 CVE CORP COM	126650100 - MINOR = 50							
SOLD		07/19/2013	613 51					
ACQ	10.0000	05/13/2013	613 51	585 60	27 91	ST		C
5.0000 CVE CORP COM	126650100 - MINOR = 50							
SOLD		11/19/2013	326 49					
ACQ	5.0000	05/13/2013	326 49	292 80	33 69	ST		C
5.0000 CAPITAL ONE FINANCIAL CORP	14040H105 - MINOR = 50							
SOLD		07/19/2013	342 26					
ACQ	5.0000	05/13/2013	342 26	294 20	48 06	ST		C
2.0000 CAPITAL ONE FINANCIAL CORP	14040H105 - MINOR = 50							
SOLD		11/19/2013	136 51					
ACQ	2.0000	05/13/2013	136 51	117 58	20 93	ST		C
4.0000 CATERPILLAR INC	149123101 - MINOR = 50							
SOLD		07/19/2013	340 49					
ACQ	4.0000	05/13/2013	340 49	352 50	-12 01	ST		C
CHANGED 02/04/14 SML								
7.0000 CATERPILLAR INC	149123101 - MINOR = 50							
SOLD		11/19/2013	167 24					
ACQ	7.0000	05/13/2013	167 24	176 25	-9 01	ST		C
CHANGED 02/04/14 SML								
10.0000 COCA COLA	191216100 - MINOR = 50							
SOLD		07/19/2013	408 37					
ACQ	10.0000	05/13/2013	408 37	472 10	13 92	ST		C
CHANGED 02/04/14 SML								
5.0000 COCA COLA	191216100 - MINOR = 50							
SOLD		11/19/2013	200 41					
ACQ	5.0000	05/13/2013	200 41	211 15	-10 74	ST		C
CHANGED 02/04/14 SML								

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TO 12/31/2013

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STATEMENT OF CAPITAL GAINS AND LOSSES
PEYTON, BROOKSIE FOUNDATION AGENCY

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TRUST YEAR ENDING 12/31/2013

TAX PREPARED:
TRUST ADMINISTRATOR, JST
INVESTMENT OFFICER, JRI

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
7 0000 COLGATE PALMOLIVE CO - 194162103 MINOR = 50							
SOLD		07/19/2013	489 17				
ACQ	7 0000	05/11/2011	409 17				
CHANGED 02/04/14 SML				423 23	-14 86	ST	C
4 0000 COLGATE PALMOLIVE CO - 194162103 MINOR = 50							
SOLD		11/19/2013	261 04				
ACQ	4 0000	05/13/2013	261 04				
				241 84	19 20	ST	C
541 0000 MONOCOPHILLIPS - 208250104 - MINOR = 50							
SOLD		05/13/2013	58121 87				
ACQ	541 0000	07/31/2007	58121 87				
				43483 64	12836 33	LT	Y F
6 0000 MONOCOPHILLIPS - 208250104 MINOR = 50							
SOLD		07/19/2013	194 19				
ACQ	6 0000	07/31/2007	194 19				
				290 01	104 18	LT	F F
4 0000 MONOCOPHILLIPS - 208250104 - MINOR = 50							
SOLD		11/19/2013	289 80				
ACQ	4 0000	07/31/2007	289 80				
				193 34	95 66	LT	F F
4 0000 DARDEN RESTAURANT INC - 237194105 - MINOR = 50							
SOLD		11/19/2013	210 64				
ACQ	4 0000	07/26/2013	210 64				
				199 05	15 59	ST	C
9 0000 WALT DISNEY CO - 254687106 - MINOR = 50							
SOLD		07/19/2013	582 44				
ACQ	9 0000	05/13/2013	582 44				
				606 51	-24 57	ST	C
CHANGED 02/04/14 SML							
5 0000 WALT DISNEY CO - 254687106 - MINOR = 50							
SOLD		11/19/2013	146 24				
ACQ	5 0000	05/13/2013	146 24				
				136 95	9 29	ST	C
51 0000 WALT DISNEY CO - 254687106 - MINOR = 50							
SOLD		12/16/2013	3595 12				
ACQ	51 0000	05/13/2013	3595 12				
				3436 88	158 24	ST	C
6 0000 DUPONT - 263534109 - MINOR = 50							
SOLD		07/19/2013	340 15				
ACQ	6 0000	05/13/2013	340 15				
				327 11	12 84	ST	C
1 0000 DUPONT - 263534109 MINOR = 50							
SOLD		11/19/2013	184 17				
ACQ	1 0000	05/13/2013	184 17				
				163 65	20 52	ST	C
8 0000 EMC CORP, MASS - 268648102 - MINOR = 50							
SOLD		11/19/2013	190 40				
ACQ	8 0000	10/23/2013	190 40				
				189 71	0 69	ST	C
5 0000 FISERV INC - 337738108 - MINOR = 50							
SOLD		07/19/2013	456 29				
ACQ	5 0000	05/13/2013	456 29				
				447 10	8 59	ST	C
2 0000 FISERV INC - 337738108 MINOR = 50							
SOLD		11/19/2013	218 88				
ACQ	2 0000	05/13/2013	218 88				
				179 08	39 80	ST	C
5 0000 GENERAL DYNAMICS CORP COM - 369550109 MINOR = 50							
SOLD		07/19/2013	419 19				
ACQ	5 0000	05/13/2013	419 19				
				376 53	42 66	ST	C
2 0000 GENERAL DYNAMICS CORP COM - 369550109 - MINOR = 50							
SOLD		11/19/2013	179 51				
ACQ	2 0000	05/13/2013	179 51				
				150 61	28 90	ST	C
17 0000 GILEAD SCIENCES INC - 375558103 - MINOR = 50							
SOLD		07/19/2013	1018 40				
ACQ	17 0000	05/13/2013	1018 40				
				928 37	90 03	ST	C
150 0000 GILEAD SCIENCES INC - 375558103 - MINOR = 50							
SOLD		07/26/2013	9167 11				
ACQ	150 0000	05/13/2013	9167 11				
				8191 46	1175 63	ST	C
3 0000 GILEAD SCIENCES INC - 375558103 - MINOR = 50							
SOLD		11/19/2013	209 28				
ACQ	3 0000	05/13/2013	209 28				
				183 83	45 45	ST	C
7 0000 HELMERICH & PAYNE INC - 423452101 - MINOR = 50							
SOLD		07/19/2013	467 35				
ACQ	7 0000	05/13/2013	467 35				
				433 77	33 58	ST	C
1 0000 HELMERICH & PAYNE INC - 423452101 - MINOR = 50							
SOLD		11/19/2013	236 28				
ACQ	1 0000	05/13/2013	236 28				
				185 90	50 38	ST	C
16 0000 INTEL CORP - 459140100 - MINOR = 50							
SOLD		07/19/2013	363 85				
ACQ	16 0000	05/13/2013	363 85				
				386 56	22 71	ST	C
CHANGED 02/04/14 SML							
7 0000 INTEL CORP - 459140100 - MINOR = 50							
SOLD		11/19/2013	172 48				
ACQ	7 0000	05/13/2013	172 48				
				169 12	3 36	ST	C
1 0000 IBM - 459200101 - MINOR = 50							
SOLD		07/19/2013	577 84				
ACQ	1 0000	05/11/2013	577 84				
				608 03	-30 19	ST	C
CHANGED 01/04/14 SML							
1 0000 IBM - 459200101 - MINOR = 50							
SOLD		11/19/2013	185 29				
ACQ	1 0000	05/13/2013	185 29				
				202 68	-17 39	ST	C
CHANGED 07/04/14 SML							
56 0000 15SHARES TR MSCI EMERG MKT MFC - 464297234 - MINOR = 1501							
SOLD		11/19/2013	2376 60				
ACQ	56 0000	05/13/2013	2376 60				
				2421 43	-44 83	ST	C
CHANGED 02/04/14 SML							

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FROM 04/01/2013
TO 12/31/2013

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STATEMENT OF CAPITAL GAINS AND LOSSES
FETTON, BROOKSIE FOUNDATION AGENCY

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TRUST YEAR ENDING 12/31/2013

TAX PREPARED: 1
TRUST ADMINISTRATOR: JST
INVESTMENT OFFICER: JR1

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
19 0000 ISHARES TR S&P 500 GRW - 464287309 MINOR = 3505							
SOLE		07/19/2013	1678 05				
ACQ	19 0000	05/13/2013	1678 05	1645 02	13 03	ST	C
11 0000 ISHARES TR S&P 500 GRW - 464287309 MINOR = 3505							
SOLE		11/19/2013	1047 29				
ACQ	11 0000	05/13/2013	1047 29	952 36	94 91	ST	C
CHANGED 12/10/13 SRG							
3 0000 ISHARES TR INDEX BARCLAYS 1 3 YR - 464287457 - MINOR = 3501							
SOLE		10/03/2013	253 17				
ACQ	3 0000	05/13/2013	253 17	253 56	-0 39	ST	C
CHANGED 01/04/14 SML							
115 0000 ISHARES TR RUSSEL 2000 INDX MFC - 464287655 MINOR = 3505							
SOLE		07/19/2013	11978 19				
ACQ	115 0000	05/13/2013	11978 19	12175 09	053 10	ST	C
14 0000 ISHARES TR RUSSEL 2000 INDX MFC - 464287655 MINOR = 3505							
SOLE		11/19/2013	1532 97				
ACQ	14 0000	05/13/2013	1532 97	1354 36	178 61	ST	C
2096 0000 ISHARES TR DJ US FINL SEC - 464287788 MINOR = 3505							
SOLE		05/13/2013	149845 67				
ACQ	1996 0000	12/19/2012	142715 59	119011 27	23684 32	ST	C
	107 0000	12/19/2012	7150 09	5562 90	1187 19	ST	C
1492 0000 ISHARES TR CUNY GOODS LDI - 464287812 MINOR = 3505							
SOLE		05/13/2013	122456 94				
ACQ	1492 0000	02/22/2013	122456 94	121712 08	10744 06	ST	C
5 0000 ISHARES BARCLAYS AGENCY BOND - 464288166 MINOR = 3506							
SOLE		10/03/2013	555 04				
ACQ	5 0000	05/13/2013	553 04	566 45	11 42	ST	C
CHANGED 01/04/14 SML							
235 0000 ISHARES BARCLAYS MBS BOND FD - 464288588 MINOR = 3506							
SOLE		10/03/2013	24850 82				
ACQ	235 0000	05/13/2013	24850 82	25271 88	-421 06	ST	C
6 0000 J P MORGAN CHASE & CO COM - 466258100 MINOR = 50							
SOLE		07/19/2013	334 15				
ACQ	6 0000	05/13/2013	334 15	297 36	36 79	ST	C
3 0000 J P MORGAN CHASE & CO COM - 466258100 MINOR = 50							
SOLE		11/19/2013	168 42				
ACQ	3 0000	05/13/2013	168 42	148 68	19 74	ST	C
6 0000 JOHNSON & JOHNSON - 478160104 MINOR = 50							
SOLE		07/19/2013	550 57				
ACQ	6 0000	05/13/2013	550 57	534 80	35 77	ST	C
2 0000 JOHNSON & JOHNSON - 478160104 MINOR = 50							
SOLE		11/19/2013	188 54				
ACQ	2 0000	05/13/2013	188 54	171 60	17 94	ST	C
3 0000 KRAFT FOODS GROUP INC COM - 500760106 MINOR = 50							
SOLE		07/19/2013	168 93				
ACQ	3 0000	05/13/2013	168 93	163 05	6 88	ST	C
2 0000 KRAFT FOODS GROUP INC COM - 500760106 MINOR = 50							
SOLE		11/19/2013	105 60				
ACQ	2 0000	05/13/2013	105 60	108 70	-3 02	ST	C
CHANGED 02/04/14 SML							
16 0000 LOWES COMPANIES INC - 548661107 MINOR = 50							
SOLE		07/19/2013	704 16				
ACQ	16 0000	05/13/2013	704 16	673 76	30 40	ST	C
71 0000 LOWES COMPANIES INC - 548661107 MINOR = 50							
SOLE		10/23/2013	3480 76				
ACQ	71 0000	05/13/2013	3480 76	2989 80	490 96	ST	C
5 0000 LOWES COMPANIES INC - 548661107 MINOR = 50							
SOLE		11/19/2013	252 50				
ACQ	5 0000	05/13/2013	252 50	210 55	41 95	ST	C
4 0000 McDONALD'S CORP - 580135101 MINOR = 50							
SOLE		07/19/2013	198 00				
ACQ	4 0000	05/13/2013	198 00	401 33	-3 33	ST	C
CHANGED 01/04/14 SML							
2 0000 McDONALD'S CORP - 580135101 MINOR = 50							
SOLE		11/19/2013	196 05				
ACQ	2 0000	05/13/2013	196 05	200 67	-4 62	ST	C
CHANGED 02/04/14 SML							
10 0000 MONDELEZ INTERNATIONAL INC - 609207105 MINOR = 50							
SOLE		07/19/2013	303 77				
ACQ	10 0000	05/13/2013	303 77	308 50	-4 73	ST	C
CHANGED 02/04/14 SML							
5 0000 MONDELEZ INTERNATIONAL INC - 609207105 MINOR = 50							
SOLE		11/19/2013	168 45				
ACQ	5 0000	05/13/2013	168 45	154 25	14 20	ST	C
CHANGED 12/10/13 SRG							
5 0000 NATIONAL OILWELL VARCO COM - 633071101 MINOR = 50							
SOLE		07/19/2013	165 66				
ACQ	5 0000	05/13/2013	165 66	237 45	18 21	ST	C
2 0000 NATIONAL OILWELL VARCO COM - 633071101 MINOR = 50							
SOLE		11/19/2013	166 46				
ACQ	2 0000	05/13/2013	166 46	134 98	31 48	ST	C
3 0000 OCCIDENTAL PETRO CORP - 674599105 MINOR = 50							
SOLE		07/19/2013	274 96				
ACQ	3 0000	05/13/2013	274 96	271 06	3 90	ST	C

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STATEMENT OF CAPITAL GAINS AND LOSSES
PEYTON, BROOKSIE FOUNDATION AGENCY

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER 1
TRUST ADMINISTRATOR: JST
INVESTMENT OFFICER: JRI

LEGEND: F FEDERAL S STATE I INHERITED
E EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2 0000 OCCIDENTAL PETRO CORP - 674599105 - MINOR = 50							
SOLD		11/19/2013	194.07				
ACQ	2.0000	05/13/2013	194.07	180.71	13.36	ST	C
14 0000 ORACLE CORP - 68389X105 - MINOR = 50							
SOLD		07/19/2013	442.34				
ACQ	14.0000	05/13/2013	442.34	473.40	-31.06	ST	C
CHANGED 02/04/14 SML							
6 0000 ORACLE CORP - 68389X105 - MINOR = 50							
SOLD		11/19/2013	208.26				
ACQ	6.0000	05/13/2013	208.26	207.92	0.34	ST	C
8 0000 PPL CORP COM - 69351T106 - MINOR = 50							
SOLD		07/19/2013	249.09				
ACQ	8.0000	05/13/2013	249.09	254.08	-4.99	ST	C
CHANGED 02/04/14 SML							
1 0000 PPL CORP COM - 69351T106 - MINOR = 50							
SOLD		11/19/2013	91.71				
ACQ	1.0000	05/13/2013	91.71	95.29	-3.57	ST	C
CHANGED 02/04/14 SML							
16 0000 PFIZER INC - 717081103 - MINOR = 50							
SOLD		07/19/2013	465.37				
ACQ	16.0000	05/13/2013	465.37	468.64	-3.27	ST	C
CHANGED 02/04/14 SML							
7 0000 PFIZER INC - 717081103 - MINOR = 50							
SOLD		11/19/2013	221.97				
ACQ	7.0000	05/13/2013	221.97	205.03	16.94	ST	C
534 0000 PHILLIPS 66 - 718546104 - MINOR = 50							
SOLD		05/13/2013	15005.79				
ACQ	500.0000	07/31/2007	30904.30	28364.57	2539.73	LT	F
		12/31/2009	1820.51	778.50	1042.01	LT	F
		06/01/2011	280.90	150.72	130.18	LT	F
43 0000 POWERSHARES DB COMDY INDX TRACK UNIT BSM INT - 73935S105 - MINOR = 94							
SOLD		07/19/2013	1097.60				
ACQ	43.0000	05/13/2013	1097.60	1103.76	-6.16	ST	C
CHANGED 02/04/14 SML							
1743 0000 POWERSHARES DB COMDY INDX TRACK UNIT BSM INT - 73935S105 - MINOR = 94							
SOLD		11/19/2013	44339.77				
ACQ	1743.0000	05/13/2013	44339.77	45331.46	-2091.69	ST	C
2 0000 POWERSHARES DB AGRICULTURAL FD - 73935B400 - MINOR = 94							
SOLD		07/19/2013	49.06				
ACQ	2.0000	05/13/2013	49.06	51.90	-2.84	ST	C
CHANGED 02/04/14 SML							
613 0000 POWERSHARES DB AGRICULTURAL FD - 73935B400 - MINOR = 94							
SOLD		11/19/2013	15104.06				
ACQ	613.0000	05/13/2013	15104.06	15931.81	-827.75	ST	C
5 0000 PROCTOR & GAMBLE - 742718109 - MINOR = 50							
SOLD		07/19/2013	403.86				
ACQ	5.0000	05/13/2013	403.86	393.25	10.61	ST	C
3 0000 PROCTOR & GAMBLE - 742718109 - MINOR = 50							
SOLD		11/19/2013	252.93				
ACQ	3.0000	05/13/2013	252.93	235.95	16.98	ST	C
6 0000 PUBLIC SERVICE ENTERPRISE GROUP - 744571106 - MINOR = 50							
SOLD		07/19/2013	202.65				
ACQ	6.0000	05/13/2013	202.65	207.10	-4.45	ST	C
CHANGED 02/04/14 SML							
3 0000 PUBLIC SERVICE ENTERPRISE GROUP - 744571106 - MINOR = 50							
SOLD		11/19/2013	101.89				
ACQ	3.0000	05/13/2013	101.89	103.65	-1.76	ST	C
CHANGED 02/04/14 SML							
4929 2000 RIDGEMOUTH FDS INS USGV U-S I - 75628T019 - MINOR = 3506							
SOLD		05/13/2013	50080.75				
ACQ	4929.2000	12/13/2012	50080.75	50253.26	-172.51	ST	C
CHANGED 02/04/14 SML							
49 0000 SPDR S & P MIDCAP 400 ETF TR UTGER1 - 76467Y107 - MINOR = 3505							
SOLD		07/19/2013	10991.39				
ACQ	49.0000	05/13/2013	10991.39	10590.72	400.67	ST	C
9 0000 SPDR S & P MIDCAP 400 ETF TR UTGER1 - 76467Y107 - MINOR = 3505							
SOLD		11/19/2013	2119.73				
ACQ	9.0000	05/13/2013	2119.73	1945.23	174.50	ST	C
2605 0000 SELECT SECTOR SPDR TR SBI COMS DISER - 71369Y407 - MINOR = 3585							
SOLD		05/13/2013	147648.34				
ACQ	2605.0000	04/02/2013	147648.34	138165.30	9442.96	ST	C
7 0000 STATE STR CORP - 857477103 - MINOR = 50							
SOLD		07/19/2013	481.57				
ACQ	7.0000	05/13/2013	481.57	431.69	49.88	ST	C
3 0000 STATE STR CORP - 857477103 - MINOR = 50							
SOLD		11/19/2013	212.85				
ACQ	3.0000	05/13/2013	212.85	185.01	27.84	ST	C
13 0000 TEX COMPANIES INC - 872540109 - MINOR = 50							
SOLD		07/19/2013	677.81				
ACQ	13.0000	05/13/2013	677.81	658.39	19.42	ST	C
72 0000 TEX COMPANIES INC - 872540109 - MINOR = 50							
SOLD		10/23/2013	4221.46				
ACQ	72.0000	05/13/2013	4221.46	3645.35	576.11	ST	C

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ARVEST BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
PEYTON, BROCKSBIE FOUNDATION AGENCY

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TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 1
TRUST ADMINISTRATOR: JST
INVESTMENT OFFICER: JRI

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
4 0000 TUX COMPANIES INC - 072540109 - MINOR = 50							
SOLD		11/19/2013	352.60				
ACQ	4 0000	05/13/2013	352.60	202.92	50.16	ST	C
54 0000 TUX COMPANIES INC - 072540109 - MINOR = 50							
SOLD		12/16/2013	3123.92				
ACQ	54 0000	05/13/2013	3121.02	2734.02	509.90	ST	C
8 0000 TARGET CORP COM (FORMERLY DAYTON-HUDSON) - 07612E106 - MINOR = 50							
SOLD		07/19/2013	577.37				
ACQ	8 0000	05/13/2013	577.37	559.60	21.37	ST	C
4 0000 TARGET CORP COM (FORMERLY DAYTON-HUDSON) - 07612E106 - MINOR = 50							
SOLD		11/19/2013	266.61				
ACQ	4 0000	05/13/2013	266.61	277.80	-11.39	ST	C
CHANGED 02/04/14 SML							
5 0000 TRAVELERS COS INC/THE - 09417E109 - MINOR = 50							
SOLD		07/19/2013	420.44				
ACQ	5 0000	05/13/2013	420.44	432.65	-12.21	ST	C
CHANGED 02/04/14 SML							
2 0000 TRAVELERS COS INC/THE - 09417E109 - MINOR = 50							
SOLD		11/19/2013	176.14				
ACQ	2 0000	05/13/2013	176.14	173.05	3.08	ST	C
5 0000 UNION PACIFIC - 90781E108 - MINOR = 50							
SOLD		07/19/2013	812.20				
ACQ	5 0000	05/13/2013	812.20	769.65	42.55	ST	C
2 0000 UNION PACIFIC - 90781E108 - MINOR = 50							
SOLD		11/19/2013	315.37				
ACQ	2 0000	05/13/2013	315.37	307.86	7.51	ST	C
5 0000 UNITED TECHNOLOGIES - 913017109 - MINOR = 50							
SOLD		07/19/2013	508.93				
ACQ	5 0000	05/13/2013	508.93	475.00	33.93	ST	C
3 0000 UNITED TECHNOLOGIES - 913017109 - MINOR = 50							
SOLD		11/19/2013	327.17				
ACQ	3 0000	05/13/2013	327.17	285.03	42.17	ST	C
1713 0000 VANGUARD WORLD FDS HEALTH CAR ETF - 92104A504 - MINOR = 3505							
SOLD		05/13/2013	149730.14				
ACQ	1713.0000	02/28/2013	149730.24	134651.79	15079.35	ST	C
9 0000 VANGUARD SCOTTSDALE FDS SHY-TRM CORP - 92206C409 - MINOR = 3506							
SOLD		10/03/2013	715.44				
ACQ	9 0000	05/13/2013	715.44	724.41	-8.97	ST	C
CHANGED 02/04/14 SML							
770 0000 VANGUARD MID CAP VALUE INDEX FUND - 922908512 - MINOR = 3505							
SOLD		05/13/2013	51637.01				
ACQ	770 0000	03/28/2013	51637.01	51609.64	2027.43	ST	C
666 0000 VANGUARD MID CAP GROWTH INDEX FUND - 922928518 - MINOR = 3505							
SOLD		05/13/2013	51105.67				
ACQ	666 0000	03/28/2013	51105.63	51105.42	1990.21	ST	C
625 0000 VANGUARD SMALL CAP VALUE ETF - 922908611 - MINOR = 3505							
SOLD		05/13/2013	52605.13				
ACQ	625 0000	03/28/2013	52605.13	51399.56	1205.57	ST	C
545 0000 VANGUARD INDEX FDS MID CAP ETF - 922908629 - MINOR = 3505							
SOLD		05/13/2013	52771.21				
ACQ	545 0000	03/28/2013	52771.21	50400.69	2302.52	ST	C
566 0000 VANGUARD INDEX FDS SMALL CP ETF - 922908751 - MINOR = 3505							
SOLD		05/13/2013	53242.48				
ACQ	566 0000	03/28/2013	53042.48	51630.57	1611.96	ST	C
11 0000 WELLS FARGO & CO NEW COM - 949746101 - MINOR = 50							
SOLD		07/19/2013	485.67				
ACQ	11 0000	05/13/2013	485.67	420.42	65.25	ST	C
5 0000 WELLS FARGO & CO NEW COM - 949746101 - MINOR = 50							
SOLD		11/19/2013	217.26				
ACQ	5 0000	05/13/2013	217.26	191.10	26.16	ST	C
2 0000 AUTAVIS PLC SHS - 00083E108 - MINOR = 54							
SOLD		11/19/2013	321.61				
ACQ	2 0000	06/28/2013	321.61	254.71	66.90	ST	C
10 0000 ACCENTURE PLC IRELAND SHS CL A - 01151C101 - MINOR = 54							
SOLD		07/19/2013	749.15				
ACQ	10 0000	05/13/2013	749.15	799.60	-50.45	ST	C
CHANGED 02/04/14 SML							
4 0000 ACCENTURE PLC IRELAND SHS CL A - 01151C101 - MINOR = 54							
SOLD		11/19/2013	314.23				
ACQ	4 0000	05/13/2013	314.23	313.44	5.67	ST	C
CHANGED 02/04/14 SML							
8 0000 INVESCO LTD - 04918T108 - MINOR = 54							
SOLD		07/19/2013	256.56				
ACQ	8 0000	05/13/2013	256.56	272.12	-15.76	ST	C
CHANGED 02/04/14 SML							
3 0000 INVESCO LTD - 04918T108 - MINOR = 54							
SOLD		11/19/2013	100.92				
ACQ	3 0000	05/13/2013	100.92	102.12	-1.20	ST	C
CHANGED 02/04/14 SML							
14 0000 SEAGATE TECHNOLOGY PLC SHS - 07945H107 - MINOR = 54							
SOLD		07/19/2013	650.78				
ACQ	14 0000	05/13/2013	650.78	564.34	86.44	ST	C
6 0000 SEAGATE TECHNOLOGY PLC SHS - 07945H107 - MINOR = 54							
SOLD		11/19/2013	286.70				
ACQ	6 0000	05/13/2013	286.70	241.86	44.84	ST	C

ACCT 0881 438044014
FROM 04/01/2013
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ARVEST BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
PEYTON, BROOKSIE FOUNDATION AGENCY

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TRUST YEAR ENDING 12/31/2013

TAX PREPARED: 1
TRUST ADMINISTRATOR, JGT
INVESTMENT OFFICER: JRI

LEGEND: F - FEDERAL % STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
TOTALS			1751899.33	1451113.46	102,785.87		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28A	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	30519.91	0.00	0.00	0.00*
COVERED FROM ABOVE	70035.70	0.00	130.26	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	19.80	0.00	65.58			0.00
	70055.50	0.00	30619.75	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	0.00	0.00	30519.91	0.00	0.00	0.00*
COVERED FROM ABOVE	70035.70	0.00	130.26	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	19.80	0.00	65.58			0.00
	70055.50	0.00	30619.75	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
OKLAHOMA	N/A	N/A

102,785.87
102,785.87
102,785.87