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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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation LYON FOUNDATION		A Employer identification number 23-7299980
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 546	Room/suite	B Telephone number (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 ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 44,593,139.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		394.	394.		STATEMENT 1
4 Dividends and interest from securities		1,059,486.	1,059,486.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,143,651.			
b Gross sales price for all assets on line 6a 24,856,894.					
7 Capital gain net income (from Part IV, line 2)			4,143,651.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		5,203,531.	5,203,531.		
13 Compensation of officers, directors, trustees, etc		78,000.	19,500.		58,500.
14 Other employee salaries and wages		25,800.	0.		25,800.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		17,986.	0.		17,986.
c Other professional fees STMT 4		156,248.	156,248.		0.
17 Interest					
18 Taxes STMT 5		80,127.	1,419.		6,208.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		7,422.	0.		7,421.
24 Total operating and administrative expenses. Add lines 13 through 23		365,583.	177,167.		115,915.
25 Contributions, gifts, grants paid		1,759,633.			1,759,633.
26 Total expenses and disbursements. Add lines 24 and 25		2,125,216.	177,167.		1,875,548.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,078,315.			
b Net investment income (if negative, enter -0-)			5,026,364.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

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2013.03040 LYON FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			48,763.	88,605.	88,605.
	2 Savings and temporary cash investments			850,644.	889,805.	889,805.
	3 Accounts receivable					
	Less: allowance for doubtful accounts					
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations	STMT 7		616,284.	504,579.	504,579.
	b Investments - corporate stock	STMT 8		20,011,524.	24,850,261.	24,850,261.
	c Investments - corporate bonds	STMT 9		6,713,938.	6,229,196.	6,229,196.
	Liabilities	11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other		STMT 10		10,708,261.	12,020,627.	12,020,627.
14 Land, buildings, and equipment basis		33,435.				
Less: accumulated depreciation		23,369.		12,275.	10,066.	10,066.
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				38,961,689.	44,593,139.	44,593,139.
17 Accounts payable and accrued expenses				25,085.	28,621.	
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)			25,085.	28,621.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			38,936,604.	44,564,518.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances			38,936,604.	44,564,518.		
31 Total liabilities and net assets/fund balances			38,961,689.	44,593,139.		

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	38,936,604.
2 Enter amount from Part I, line 27a	2	3,078,315.
3 Other increases not included in line 2 (itemize) UNREALIZED GAINS	3	2,551,808.
4 Add lines 1, 2, and 3	4	44,566,727.
5 Decreases not included in line 2 (itemize) NON INCOME PRODUCING DEPRECIATION	5	2,209.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,564,518.

LYON FOUNDATION

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	BARTLESVILLE CAPITAL GAINS - PER ATTACHED	P	VARIOUS	VARIOUS
b	HARRIS CAPITAL GAINS - PER ATTACHED	P	VARIOUS	VARIOUS
c	UMB CAPITAL GAINS - PER ATTACHED	P	VARIOUS	VARIOUS
d	ARVEST CAPITAL GAINS - PER ATTACHED	P	VARIOUS	VARIOUS
e	HARRIS ST CAPITAL GAINS	P	VARIOUS	VARIOUS
f	HARRIS LT CAPITAL GAINS	P	VARIOUS	VARIOUS
g	UMB ST CAPITAL GAINS	P	VARIOUS	VARIOUS
h	UMB LT CAPITAL GAINS	P	VARIOUS	VARIOUS
i	ARVEST ST CAPITAL GAINS	P	VARIOUS	VARIOUS
j	ARVEST LT CAPITAL GAINS	P	VARIOUS	VARIOUS
k				
l				
m				
n				
o				

(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 474,340.		141,596.	332,744.
b 19,653,127.		17,586,206.	2,066,921.
c 2,760,347.		2,201,962.	558,385.
d 1,515,762.		783,479.	732,283.
e 65,843.			65,843.
f 249,476.			249,476.
g 2,263.			2,263.
h 64,017.			64,017.
i 7,489.			7,489.
j 64,230.			64,230.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			332,744.
b			2,066,921.
c			558,385.
d			732,283.
e			65,843.
f			249,476.
g			2,263.
h			64,017.
i			7,489.
j			64,230.
k			
l			
m			
n			
o			

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	4,143,651.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Part 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			
b SEE ATTACHED STATEMENT			
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 24,856,894.		20,713,243.	4,143,651.

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))
(l) FMV 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			4,143,651.

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	4,143,651.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,855,685.	38,199,476.	.048579
2011	1,691,479.	37,614,511.	.044969
2010	1,595,556.	35,240,648.	.045276
2009	1,835,949.	31,686,870.	.057940
2008	1,733,604.	35,890,964.	.048302

2 Total of line 1, column (d)	2	.245066
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	.049013
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	41,686,103.
5 Multiply line 4 by line 3	5	2,043,161.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50,264.
7 Add lines 5 and 6	7	2,093,425.
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	1,875,548.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	100,527.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	100,527.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	100,527.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 107,212.	7	107,212.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	6,685.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 6,685. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☒ \$ 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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 ► JOHN F KANE Telephone no. ► 918-336-0066			
Located at ► 416 E FIFTH STREET, 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 ...	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No		
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? ☐ Yes ☒ No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2013? ☐ Yes ☒ No	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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		78,000.	0.	0.

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

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

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

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

1	Fair-market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	41,039,221.
b	Average of monthly cash balances	1b	1,270,884.
c	Fair market value of all other assets	1c	10,812.
d	Total (add lines 1a, b, and c)	1d	42,320,917.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d.	3	42,320,917.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	634,814.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,686,103.
6	Minimum investment return. Enter 5% of line 5	6	2,084,305.

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	2,084,305.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	100,527.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	100,527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,983,778.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,983,778.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,983,778.

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	1,875,548.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,875,548.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,875,548.

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

Form 990-PF (2013)

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				1,983,778.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,846,832.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 1,875,548.				
a Applied to 2012, but not more than line 2a			1,846,832.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				28,716.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,955,062.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

PREFERENCE GIVEN TO THE BARTLESVILLE AREA

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				
ARC GROUP HOME 616 E 4TH ST BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
AGAPE MISSION 309 SW BUCY BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	4,000.
BARTLESVILLE ADULT CENTER 300 E ANGUS AVE DEWEY, OK 74029	NONE	PUBLIC	ROOF REPAIR	30,000.
BARTLESVILLE BAND & ORCHESTRA 309 PARKHILL DRIVE BARTLESVILLE, OK 74006	NONE	PUBLIC	CONCESSION EQUIPMENT	6,000.
BARTLEVILLE CIVIC BALLET PO BOX 921 BARTLESVILLE, OK 74003	NONE	PUBLIC	ACCORDIAN DOOR & INSTALLATION	17,489.
Total	SEE CONTINUATION SHEET(S)			1,759,633.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BARTLESVILLE COMMUNITY CENTER 300 SE ADAMS BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC	ROOF REPAIR	100,000.
BARTLESVILLE COMMUNITY FOUNDATION 415 SE SILAS, SUITE 100 BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	10,000.
BARTLESVILLE COMMUNITY FOUNDATION 415 SE SILAS, SUITE 100 BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
BARTLESVILLE PUBLIC SCHOOL FOUNDATION 1100 S JENNINGS AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
BARTLESVILLE PUBLIC SCHOOL FOUNDATION 1100 S JENNINGS AVE BARTLESVILLE OK, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
BLUESTEM REGIONAL MEDICAL CLINIC 3500 E FRANK PHILLIPS BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC		5,000.
BLUESTEM REGIONAL MEDICAL CLINIC 3500 E FRANK PHILLIPS BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC		5,000.
BOYS & GIRLS CLUB 401 S SEMINOLE BARTLESVILLE, OK 74003	NONE	PUBLIC		5,000.
CITY OF BARTLESVILLE 401 S. JOHNSTONE BARTLESVILLE, OK 74003	NONE	PUBLIC		5,000.
CONCERN 333 S PENN AVE BARTLESVILLE, OK 74003	NONE	PUBLIC		51,875.
Total from continuation sheets				1,697,144.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONCERN 333 S PENN AVE BARTLESVILLE, OK 74003	NONE	PUBLIC		48,125.
CONCERN 333 S PENN AVE BARTLESVILLE, OK 74003	NONE	PUBLIC		4,000.
CRISIS PREGNANCY OUTREACH 7807 E 76TH ST TULSA, OK 74133	NONE	PUBLIC		5,000.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		50,457.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		9,838.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		9,838.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		5,500.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		8,427.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		7,198.
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		1,200.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRANK PHILLIPS FOUNDATION 1925 WOOLAROC RANCH ROAD BARTLESVILLE, OK 74003	NONE	PUBLIC		8,850.
GIRL SCOUTS 500 E 11TH STREET BARTLESVILLE, OK 74003	NONE	PUBLIC		51,740.
GREEN COUNTRY FREE CLINIC 500 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC		10,000.
HABITAT FOR HUMANITY PO BOX 1284 BARTLESVILLE, OK 74005	NONE	PUBLIC		10,000.
HABITAT FOR HUMANITY PO BOX 1284 BARTLESVILLE, OK 74005	NONE	PUBLIC		5,000.
HABITAT FOR HUMANITY PO BOX 1284 BARTLESVILLE, OK 74005	NONE	PUBLIC		30,000.
HABITAT FOR HUMANITY PO BOX 1284 BARTLESVILLE, OK 74005	NONE	PUBLIC		20,000.
LIGHTHOUSE OUTREACH 1411 W. HENSLEY BLVD. BARTLESVILLE, OK 74003	NONE	PUBLIC		17,687.
MARY MARTHA OUTREACH 1845 W 4TH ST BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	4,000.
MARY MARTHA OUTREACH 1845 W 4TH ST BARTLESVILLE, OK 74003	NONE	PUBLIC		5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARY MARTHA OUTREACH 1845 W 4TH ST BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
MOUNTAIN STATES LEGAL FOUNDATION 2596 S LEWIS WAY LAKEWOOD, CO 80227	NONE	PUBLIC	GENERAL SUPPORT	15,000.
MUTUAL GIRLS CLUB 321 S PENN AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
OK MOZART 415 S DEWEY SUITE 100 BARTLESVILLE, OK 74003	NONE	PUBLIC	RENOVATIONS	84,425.
ON THE ROCK MINISTRIES 309 W HENSLEY BLVD BARTLESVILLE, OK 74005	SKATE PARK CONSTRUCTION	PUBLIC	SKATE PARK CONSTRUCTION	50,000.
ON THE ROCK MINISTRIES 309 W HENSLEY BLVD BARTLESVILLE, OK 74005	NONE	PUBLIC	SKATE PARK CONSTRUCTION	75,000.
ON THE ROCK MINISTRIES 309 W HENSLEY BLVD BARTLESVILLE, OK 74005	NONE	PUBLIC	SKATE PARK CONSTRUCTION	75,000.
OKLAHOMA WESLEYAN UNIVERSITY 2201 SILVER LAKE ROAD BARTLESVILLE, OK 74006	NONE	NONE	CARRIAGE HOUSE REMODEL	100,000.
PATHS TO INDEPENDENCE 4041 SE SHERIDAN RD BARTLESVILLE, OK 74006	NONE	PUBLIC	GENERAL SUPPORT	10,000.
PATHS TO INDEPENDENCE 4041 SE SHERIDAN RD BARTLESVILLE, OK 74006	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PATHS TO INDEPENDENCE 4041 SE SHERIDAN RD BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
PRICE TOWER ARTS CENTER 510 S DEWEY AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	REPAIRS	100,000.
PRICE TOWER ARTS CENTER 510 S DEWEY AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	REPAIRS	100,000.
RAY OF HOPE PO BOX 4037 BARTLESVILLE, OK 74006	NONE	PUBLIC	GENERAL SUPPORT	5,000.
RICHARD KANE YMCA 101 NE OSAGE BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
ROGERS STATE UNIVERSITY 401 S DEWEY AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	ROOF AND ELECTRICAL REPAIRS	250,000.
SAMARITAN COUNSELING CENTER 245 S MADISON BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	4,000.
SAMARITAN COUNSELING CENTER 245 S MADISON BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC	RENOVATIONS	250,000.
WASHINGTON COUNTY 4-H 1115 N DELAWARE DEWEY, OK 74029	NONE	PUBLIC	GENERAL SUPPORT	5,000.
WASHINGTON COUNTY ELDER CARE 1223 SWAN DRIVE BARTLESVILLE, OK 74003	NONE	PUBLIC	MATCHING GRANTS FOR VANS	18,984.
Total from continuation sheets				

23-7299980

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CASH AT BROKERS	28.	28.	
MONEY MARKET	366.	366.	
TOTAL TO PART I, LINE 3	394.	394.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BONDS AND DEMAND NOTES	264,116.	0.	264,116.	264,116.	
DIVIDENDS-MUTUAL FUNDS	369,594.	0.	369,594.	369,594.	
DIVIDENDS-STOCK	407,856.	0.	407,856.	407,856.	
INTEREST-US OBLIGATIONS	17,673.	0.	17,673.	17,673.	
OTHER	247.	0.	247.	247.	
TO PART I, LINE 4	1,059,486.	0.	1,059,486.	1,059,486.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRYAN AND LITTLE	17,986.	0.		17,986.
TO FORM 990-PF, PG 1, LN 16B	17,986.	0.		17,986.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HARRIS BANK - INVESTMENT MGMT	109,670.	109,670.		0.	
UMB - INVESTMENT MGMT	24,811.	24,811.		0.	
ARVEST - INVESTMENT MGMT	21,767.	21,767.		0.	
TO FORM 990-PF, PG 1, LN 16C	156,248.	156,248.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	7,482.	1,406.		6,076.	
PROPERTY TAXES	132.	0.		132.	
TAXES WITHHELD ON DIVIDENDS	13.	13.		0.	
FEDERAL EXCISE TAXES	72,500.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	80,127.	1,419.		6,208.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DIRECTORS' LIABILITY INSURANCE	1,033.	0.		1,033.	
OFFICE & ADMINISTRATIVE ANNUAL MEETING	4,078.	0.		4,077.	
INSURANCE EXPENSE	1,078.	0.		1,078.	
	1,233.	0.		1,233.	
TO FORM 990-PF, PG 1, LN 23	7,422.	0.		7,421.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURIES-HARRIS-SEE ATTACHED	X		504,579.	504,579.
TOTAL U.S. GOVERNMENT OBLIGATIONS			504,579.	504,579.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			504,579.	504,579.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-BARTLESVILLE-SEE ATTACHED	975,049.	975,049.
CORPORATE STOCK-UMB-STOCK	1,581,843.	1,581,843.
CORPORATE STOCK-HARRIS-SEE ATTACHED	17,083,150.	17,083,150.
CORPORATE STOCK-ARVEST-SEE ATTACHED	5,210,219.	5,210,219.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,850,261.	24,850,261.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-UMB-SEE ATTACHED	809,985.	809,985.
CORPORATE BONDS-HARRIS-SEE ATTACHED	5,419,211.	5,419,211.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,229,196.	6,229,196.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-HARRIS-SEE ATTACHED	FMV	4,205,825.	4,205,825.
MUTUAL FUNDS-ARVEST-SEE ATTACHED	FMV	4,455,626.	4,455,626.
MUTUAL FUNDS-UMB-SEE ATTACHED	FMV	3,359,176.	3,359,176.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,020,627.	12,020,627.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER ALLISON 1800 SE WAYLAND CT BARTLESVILLE, OK 74006	VICE PRESIDENT 1.00	1,000.	0.	0.
THOMAS JANER 416 EAST FIFTH ST BARTLESVILLE, OK 74003	SECRETARY 1.00	1,000.	0.	0.
JOHN F KANE PO BOX 729 BARTLESVILLE, OK 74006	PRESIDENT/MANAGER 10.00	73,000.	0.	0.
LARRY G MARKEL 2200 KRISTIN BARTLESVILLE, OK 74006	VICE PRESIDENT (RESIGNED MARCH 2013) 1.00	0.	0.	0.
BRUCE W ROBINETT 2317 SE LONDON LN BARTLESVILLE, OK 74006	TREASURER 1.00	1,000.	0.	0.
JOHN B KANE 2225 DEERFIELD PL BARTLESVILLE, OK 74006	ASSISTANT SECRETARY 1.00	1,000.	0.	0.
MARK A MYERS 909 E 9TH STREET BARTLESVILLE, OK 74003	VICE PRESIDENT 1.00	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		78,000.	0.	0.