

## See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



## SCANNED MAY 1 5 2014

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.

OMB No 1545-0052

		relige del vioc	n 990-Pr and its separate i	, and ending		Open to Public Inspection
		dar year 2013 or tax year beginning		, and enting	A Employer identification	number
Name of foundation						<del></del>
L	YO	N FOUNDATION			23-7299980	
		nd street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	0.66
		BOX 546			(918)336-0	066
		own, state or province, country, and ZIP or foreign p	ostal code		C if exemption application is pe	ending, check here
		TLESVILLE, OK 74005			D 4 Foreign organizations	shock hars
G (	heck	all that apply Initial return	<u> </u>	rmer public charity	D 1. Foreign organizations	, check here
		Final return	Amended return  Name change		Foreign organizations medicheck here and attach col	eting the 85% test,
	hook	Address change  type of organization: X Section 501(c)(3) ex			E If private foundation stat	
			Other taxable private founda	ition	under section 507(b)(1)	
L Fá		arket value of all assets at end of year J Accounting	<del></del>	Accrual	F If the foundation is in a 6	
		Part II. col. (c), line 16)	her (specify)		under section 507(b)(1)	
•	\$	44,593,139. (Part I, colu	mn (d) must be on cash b	oasis.)		
P	ırt İ	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net income	(d) Disbursements for charitable purposes
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) )	expenses per books	income		(cash basis only)
	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check \( \bigset \bigset \bigset\) if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments	394.	394.	(	STATEMENT 1
	3	cash investments  Dividends and interest from securities	1,059,486.	1,059,486.		STATEMENT 2
	4 52	Gross rents	1/003/1001			
	b					
•		Net gain or (loss) from sale of assets not on line 10	4,143,651.			
ă	b	Green sales nrice for all O.A. O.E.C. O.O.A.	,			· · · · · · · · · · · · · · · · · · ·
Revenue	7	Capital gain net income (from Part IV, line 2)		4,143,651.		
Œ	8	Net short-term capital gain		***************************************		
	9	Income modifications				
	10a	and allowances	11			
	l	Less Cost of goods sold				
	11	Gross profit or (loss)				
	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.	θ.	DECEMEN	25,800.
	15	Pension plans, employee benefits			RECEIVED	
ses		Legal fees	17 000	<u> </u>		17,986.
per		Accounting fees STMT 3	17,986.	156,248.		17,986.
ũ	ı	Other professional fees STMT 4	156,248.	130,240.		18
¥.	17	Interest STMT 5	80,127.	1,419.	OGDEN UT	6,208.
stra	18 19	Taxes	00/12.1			
Ë	20	Occupancy				
Adı	21	Travel, conferences, and meetings				
pug	22	Printing and publications				
g g	23	Other expenses STMT 6	7,422.	0.	·	7,421.
Operating and Administrative Expenses	24	Total operating and administrative	365,583.	177,167.		115,915.
adC		expenses. Add lines 13 through 23		1,759,633.		
_	25	Contributions, gifts, grants paid	1,759,633.			1,735,033.
	25	Total expenses and disbursements.	2,125,216.	177,167.		1,875,548.
	27	Add lines 24 and 25	2/22/2200			
		Excess of revenue over expenses and disbursements	3,078,315.			
		Net investment income (if negative, enter -0-)		5,026,364.		
		Adjusted net income (if negative, enter -0-)			N/A	

Cash - non-interest-beamy   48,763, 88,605   89,605.	Altached schedules and amounts in the description		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	fyear
2 Savings and temporary cash investments  A Poolytic receivable  Less allowance for doubtful accounts  A Prodys reclinable  Less allowance for doubtful accounts  S Grants receivable  S Investments  S Grants receivable	L	an	Balance Siteets column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
2   Pedgis receivable		1	Cash - non-interest-bearing	48,763.	88,605.	
Less allowance for doubtful accounts		2	Savings and temporary cash investments .	850,644.	889,805.	889,805.
Pacigies receivable   Liess allowance for doubtful accounts   S   Gends reservable   Receivables out from officers, directors, fusiless, and other dispensions of the doubtful accounts   S   Receivables out from officers of receivable   S   Receivables of receivables   S   Receivables out for out full west for the state of		3	Accounts receivable			
Security		l	Less allowance for doubtful accounts			
5		4	Pledges receivable ►			
8 Receivables due from officers, directors, trustees, and other disqualified persons 7 drew news pectative weeks 1 ses allowance for doubtful account ▶ 1 ses allowance for doubtful account ₱ ses allowance for doubtful account ₱ ses allowance for			Less allowance for doubtful accounts ▶			
## To the recovery of the company o		5	Grants receivable			
Prepare describes remained   Prepare describes   Prepare describes for sale or use   Prepare describes for sale or use   Prepare describes for sale or use   Prepare describes   Prepar		6	Receivables due from officers, directors, trustees, and other			
Less allowance for doubtful accounts			disqualified persons			
Total read a purple and accurated expenses and deferred charges   Prepare expenses   Prepare expense		7	Other notes and loans receivable			
b Investments - corporate stock c investments - corporate stock c investments - corporate stock c investments - corporate bonds STMT 9 6,713,938,6,229,196.6,229,196.6,229,196. 11 Investments - mortingage loans 12 Investments - orthoringage loans 13 Investments - orthoringage loans 13 Investments - orthoringage loans 14 Land, buildings, and equipment basis			Less allowance for doubtful accounts ▶			·
b Investments - corporate stock c investments - corporate stock c investments - corporate stock c investments - corporate bonds STMT 9 6,713,938, 6,229,196. 12,00,627. 12,00,6	2	8	Inventories for sale or use			
b Investments - corporate stock c investments - corporate stock c investments - corporate stock c investments - corporate bonds STMT 9 6,713,938,6,229,196.6,229,196.6,229,196. 11 Investments - mortingage loans 12 Investments - orthoringage loans 13 Investments - orthoringage loans 13 Investments - orthoringage loans 14 Land, buildings, and equipment basis	SSe					
Comparison to compare bonds   STMT 9   6,713,938   6,229,196   6,229,196	×	10a	Investments - U.S and state government obligations STMT 7			
11		b				
Lies xecumbated depression   12   Investments - mortgrage loans   13   Investments - other   STMT 10   10,708,261   12,020,627   12,		C	Investments - corporate bonds . STMT 9.	6,713,938.	6,229,196.	6,229,196.
13   Investments - mortgage loans   STMT 10   10,708,261. 12,020,627. 12,020,627.     14   Land, buildings, and equipment basis		11	Investments - land, buildings, and equipment basis			
13   Investments - other			Less: accumulated depreciation			
14 Land, buildings, and equipment basis		12				
Less scorrillated depression   23,369   12,275   10,066   10,06		13		10,708,261.	12,020,627.	12,020,627.
15 Other assets (describe		14	Land, buildings, and equipment basis ► 33,435.			
16   Total assets (to be completed by all filers - see the instructions. Also, see page 1, term 1)   38, 961, 689   44, 593, 139   44, 593, 139     17   Accounts payable and accrued expenses   25, 085   28, 621     18   Grants payable			Less: accumulated depreciation   23,369.	12,275.	10,066.	10,066.
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		15	Other assets (describe		<u>.</u>	<del></del>
17 Accounts payable and accrued expenses   25,085   28,621     18 Grants payable                     19 Deferred revenue             20 Lears from officers, directions, trustees, and other disequatified persons           20 Lears from officers, directions, trustees, and other notes payable           20 Unter liabilities (describe                 21 Mortgages and other notes payable           22 Other liabilities (describe               23 Total liabilities (add lines 17 through 22)                 25 Tomporarily restricted               24 Unrestricted                   25 Temporarily restricted               26 Temporarily restricted             27 Temporarily restricted             28 Paid-in or 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         28 Paid-in or capital surplus, or land, bldg, and equipment fund         29 Retained earnings, accumulated income, endowment, or other funds         20 Total net assets or fund balances                 38,936,604                         38,936,604                           29 Retained earnings, accumulated income, endowment, or other funds                       20 Total net assets or fund balances in Net Assets or Fund Balances		16	Total assets (to be completed by all filers - see the			
18   Grants payable   19   Deferred revenue   20   Leans from officers, directors, trustoes, and other disqualified persons   21   Mortgages and other notes payable   22   Other liabilities (describe				38,961,689	44,593,139.	44,593,139.
19 Deferred revenue		17		25,085.	28,621.	
20 Loans from officers, directors, trustees, and other disqualified persons  Mortgages and other notes payable  21 Other liabilities (describe ►  22 Other liabilities (add lines 17 through 22)  23 Total liabilities (add lines 17, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted  25 Temporarity restricted  26 Permanently restricted  27 Torgonis that do not follow SFAS 117, check here and complete lines 27 through 31.  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  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)  20 Enter amount from Part I, line 27a  31 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  5 28, 621.  28, 621.  28, 621.  38, 936, 604.  44, 564, 518.  38, 936, 604.  44, 564, 518.  38, 936, 604.  44, 564, 518.  38, 936, 604.  44, 564, 518.  38, 936, 604.  44, 564, 518.  38, 936, 604.  44, 566, 727.  5 2, 209.			· ·			
Total liabilities and net assets fund balances  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)  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)  Enter amount from Part I, line 27a  Other increases not included in line 2 (temize) \( \) NON INCOME PRODUCING DEPRECIATION  25, 085. 28, 621.  28, 621.  28, 621.  38, 936, 604. 44, 564, 518.  38, 936, 604. 44, 564, 518.  38, 936, 604. 44, 564, 518.  28, 621.  38, 936, 604. 44, 564, 518.  39, 936, 604. 44, 564, 518.  30, 936, 604. 44, 564, 518.  30, 936, 604. 44, 564, 518.  31, 936, 604. 44, 564, 518.  31, 936, 604. 44, 564, 518.  32, 936, 604. 44, 564, 518.  33, 936, 604. 44, 564, 518.  34, 936, 604. 44, 564, 518.  35, 936, 604. 44, 564, 518.  36, 936, 604. 44, 564, 518.  37, 936, 604. 44, 564, 518.  38, 936, 604. 44, 564, 518.  39, 936, 604. 44, 564, 518.  30, 936, 604. 44, 564, 518.  30,	ies		Deferred revenue			
Total liabilities and net assets fund balances  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)  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)  Enter amount from Part I, line 27a  Other increases not included in line 2 (temize) \( \) NON INCOME PRODUCING DEPRECIATION  25, 085. 28, 621.  28, 621.  28, 621.  38, 936, 604. 44, 564, 518.  38, 936, 604. 44, 564, 518.  38, 936, 604. 44, 564, 518.  28, 621.  38, 936, 604. 44, 564, 518.  39, 936, 604. 44, 564, 518.  30, 936, 604. 44, 564, 518.  30, 936, 604. 44, 564, 518.  31, 936, 604. 44, 564, 518.  31, 936, 604. 44, 564, 518.  32, 936, 604. 44, 564, 518.  33, 936, 604. 44, 564, 518.  34, 936, 604. 44, 564, 518.  35, 936, 604. 44, 564, 518.  36, 936, 604. 44, 564, 518.  37, 936, 604. 44, 564, 518.  38, 936, 604. 44, 564, 518.  39, 936, 604. 44, 564, 518.  30, 936, 604. 44, 564, 518.  30,	Ħ		,			
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Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Toundations 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.  28 Part III Analysis of Changes in Net Assets or Fund Balances  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) 29 Enter amount from Part I, line 27a 30 Other increases not included in line 2 (itemize) UNREALIZED GAINS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) NON INCOME PRODUCING DEPRECIATION 5 2, 209.	_	22	Other liabilities (describe >)	<del>  </del>		,
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and complete lines 24 through 25 and lines 30 and 31.  24 Unrestricted	_	23		23,003.	20,021.	
24 Unrestricted			.,			,
25 Temporarily restricted 26 Permanently restricted 27 Permanently restricted 28 Poundations that do not follow SFAS 117, check here and complete lines 27 through 31. 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total liabilities and net assets/fund balances 38,936,604. 44,593,139.    Part	es	24	11	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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  5 2,209.	Š			30,730,004.	44,304,310.	
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  5 2,209.	3als		· · · ·		- <del></del>	
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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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  5 2,209.	Ass					<i>*</i>
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  5 2,209.	듈			38,936,604.	44,564,518.	
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) VINEALIZED GAINS   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.	_				· · · · · · · · · · · · · · · · · · ·	
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  5 2,209.		31	Total liabilities and net assets/fund balances	38,961,689.	44,593,139.	
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(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION  1 38, 936, 604.  2 3, 078, 315.  3 2,551,808.  4 44,566,727.  5 2,209.	_			<del></del>	<del></del>	<del></del>
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION 5 2, 209.				30		20 026 604
3 Other increases not included in line 2 (itemize) ► UNREALIZED GAINS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► NON_INCOME_PRODUCING_DEPRECIATION 5 2,209.		•			'' ' <del>                                 </del>	
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) NON INCOME PRODUCING DEPRECIATION 5 2,209.						
5 Decreases not included in line 2 (itemize) ► NON INCOME PRODUCING DEPRECIATION 5 2,209.	14 5 6 6 70					
				הווכדאם הבססבם	 ГАПТОМ — 4	
A Lorar not apporte on total paralleles at and of Acad finite a timine mile of Lat Committee fine on Lat						44.564.518
Form <b>990-PF</b> (2013)	<u> </u>	<u>i vial</u>	not assets of forth balances at the of year find 4 filling line 3) - Part II, Co	namin (a), inte ao		

DION FOUNDATION	<del></del>	23-12.	33300	E AGE 1	1 01 1
Part IV Capital Gains and Lo			(h) How acquire	di	
(a) List and 2-story br	describe the kind(s) of property so tick warehouse, or common stock, 2	ld, e g., real estate, 200 shs MLC Co	P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr.)
1a BARTLESVILLE C.			P	VARIOUS	VARIOUS
	GAINS - PER ATT		P	VARIOUS	VARIOUS
c UMB CAPITAL GA			P	VARIOUS	VARIOUS
d ARVEST CAPITAL			P	VARIOUS	VARIOUS
# HARRIS ST CAPI			P	VARIOUS	VARIOUS
HARRIS LT CAPI			P	VARIOUS	VARIOUS
g UMB ST CAPITAL	GAINS		P	VARIOUS	VARIOUS
h UMB LT CAPITAL			P	VARIOUS	VARIOUS
ARVEST ST CAPI	TAL GAINS		P	VARIOUS	VARIOUS
ARVEST LT CAPI	TAL GAINS		P	VARIOUS	VARIOUS
_k					
l				<u> </u>	<u> </u>
m				<u> </u>	
<u>n</u>					
_0				<u> </u>	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(I (e)	n) Gain or (loss) plus (f) minus (g)	
a 474,340.		141,596.			332,744.
<u>b</u> 19,653,127.		17,586,206.		2,	066,921.
c 2,760,347.		2,201,962.			558,385.
d 1,515,762.		783,479.		<del> </del>	732,283.
e 65,843.					65,843.
1 249,476.					249,476.
g 2,263.					2,263.
h 64,017.			<del> </del>		64,017.
7,489.				<del></del>	7,489.
64,230.					64,230.
<u>k</u>				<del></del>	
<u>m</u>			<del> </del>		
<u>n</u>					
Complete only for assets showin	g gain in column (h) and owned by	the foundation on 12/31/69	/\\ Lo	sses (from col (h)	<del> </del>
(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	Gains (excess	of col. (h) gain ove not less than "-0-")	er col. (k),
<u>a</u>			<del></del>		332,744.
b			· · · · · · · · · · · · · · · · · ·	2,	066,921.
С			·	· ·	558,385.
d					732,283.
e					65,843.
1					249,476.
9					2,263.
h					64,017.
i					7,489.
4					64,230.
<u>k</u>					
<u> </u>	<del></del>				
m					
<u>n</u>					
0		L			
2 Capital gain net income or (net cap	pital loss) (   If gain, also enter   If (loss), enter "-C	in Part I, line 7	2	4,	143,651.
If gain, also enter in Part I, line 8, o		d (6):		<b>37 / 3</b>	
If (loss), enter "-0-" in Part I, line 8		<u></u>	3	N/A	

	and Lasses for Tay on Ir		t Income				3-123	3300	Page 3
	and Losses for Tax on Ir		t income	(b) Ho	w acquired	(a) Data	acquired	(d) Date	
				day, yr.)	(mo., da				
1a				1	301124				
	STATEMENT								
С									
d				<u> </u>		. <b>_</b>			
<u>e</u>	<del></del>			٠.,					
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				Gain or (loss) s (f) minus (		
a		_							
<u>b</u>									
<u>c</u>									
e 24,856,894.		2	0,713,24	3	<del></del>			4,143,	651
<del></del>	ng gain in column (h) and owned by t	<del></del>				I) Gaine //	Col (h) gain		031.
(I) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col (i) col. (j), if any			l. (k), but	not less than (from col (	1 <b>-</b> 0-) <b>or</b>	
3				-					
b	<del></del>		<del></del>						
C									
d									
6							<u></u>	4,143,	651.
2 Capital gain net income or (net ca	ipital loss) { If gain, also enter If (loss), enter -0-			}	2			4,143,	651.
3 Net short-term capital gain or (los	ss) as defined in sections 1222(5) an	d (6)							
If gain, also enter in Part 1, line 8,		• •					27/2		
If (loss), enter -0- in Part I, line 8 Part V Qualification U	nder Section 4940(e) for		Toy on Not	177404	3		N/A		
					sunent in	- Conte			
(For optional use by domestic private	Froundations subject to the section 4	1940(a) tax on	net investment ii	iconie )					
If section 4940(d)(2) applies, leave to	his part blank								
Was the foundation liable for the sec	tion 4942 tax on the distributable am	ount of any v	ear in the base pe	riod?				Yes	X No
If "Yes," the foundation does not qual	lify under section 4940(e) Do not co	mplete this pa	ırt.						
1 Enter the appropriate amount in	each column for each year; see the in	structions be	fore making any e	ntries.				7.(	
(a) Base period years	(b)	-ib-ut-a-a	Nictualisa of ma	(E)	bla waa aaaata		Distrib	ution ratio	
Calendar year (or tax year beginni			Net value of no				(col. (b) div	ided by col. (	c)) 8579
2012 2011		5,685. 1,479.			199,476 514,511				4969
2010		5,556.			240,648				5276
2009		5,949.			586,870				7940
2008		3,604.			390,964				8302
	<u></u>								
2 Total of line 1, column (d)						. 2		.24	5066
3 Average distribution ratio for the	•	on line 2 by 5,	or by the number	of years	;	1			
the foundation has been in exister	nce if less than 5 years		-			. 3		.04	9013
4 Enter the net value of noncharitab	le-use assets for 2013 from Part X, I	ine 5				4	4	1,686,	103.
5 Multiply line 4 by line 3						. 5		2,043,	161.
									-
6 Enter 1% of net investment incom	ne (1% of Part I, line 27b)					6		50,	<u> 264.</u>
7 Add lines 5 and 6				-	·	7		2,093,	425.
8 Enter qualifying distributions from				••		8	<u> </u>	1,875,	548.
If line 8 is equal to or greater than See the Part VI instructions	line 7, check the box in Part VI, line	1b, and comp	lete that part usin	g a 1% i	ax rate.				
See the Part VI Instructions									

Form	1990-PF (2013) LYON FOUNDATION		<u> 7299</u>			Page 4
Pa	rt VI · Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), o	r 4948	- see i	nstru	ctio	ns)
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)			10		~ 7
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here   and enter 1%	1	<u> </u>	100	J, 5	<u>27.</u>
	of Part I, line 27b					
	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	-	10	~	$\frac{0}{2}$
3	Add lines 1 and 2	3		10	J,5	<u>27.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	ļ	10		<del>. 0 .</del>
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	ļ	10	7,2	27.
6	Credits/Payments:	,				
а	2013 estimated tax payments and 2012 overpayment credited to 2013 <u>6a</u> 107,21	<b>2</b> •				
b	Exempt foreign organizations - tax withheld at source					
C	Tax paid with application for extension of time to file (Form 8868)					
d	Backup withholding erroneously withheld <u>6d  </u>			10	<del>,</del>	10
7	Total credits and payments. Add lines 6a through 6d	7	<del> </del>	10	1,2	<u>12.</u>
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here X if Form 2220 is attached	8	<del> </del>			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	<u> </u>			O.F.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	ļ		0,0	85.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax > 6,685 . Refunded	<u>11</u>	<u> </u>			0.
	rt VII-A Statements Regarding Activities				V	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interview	rene in		<del></del>	res	
	any political campaign?		•	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the defin		•	16		
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials public	lished or				
	distributed by the foundation in connection with the activities.					v
_	Did the foundation file Form 1120-POL for this year?			10		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.	^				
	(1) On the regulation > 4	<u>0.</u>				
е	Enter the reimbursement (If any) paid by the foundation during the year for political expenditure tax imposed on foundation					
	managers ▶\$ 0.			١ , ا		х
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		-	2		
_	If "Yes," attach a detailed description of the activities.					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation	טוו, טו		3		Х
_	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	• • • • • • • • • • • • • • • • • • • •		4a		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Į/Ą	4b		
	If "Yes," has it filed a tax return on Form 990-T for this year?		,, -,	5		х
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?				<del></del>	
_	If "Yes," attach the statement required by General Instruction T.					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					
	By language in the governing instrument, or      By shake to instrument the transfer that conflict with the conflic	etata law				
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the	State law		6	X	İ
_	remain in the governing instrument?	 • VI/		7	X	_
7	Did the foundation have at least \$5,000 in assets at any time during the year? It is test, complete Part II, coi. (c), and Par		• • • •	····		
	Enter the states to which the foundation reports or with which it is registered (see instructions)					
83	OK	<del></del>				
L.	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)					
0	and the second s			8b	X	]
^	of each state as required by General Instruction G? If "No," attach explanation  Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for		• •		- <b>-</b>	
9	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV			g		Х
10	The state of the s			10		X
10	with this hereague necessity apparential continuously and the toy long it is too, attached a schedule usually the manner and apprecia-		For	m <b>990</b>	-PF	ــــــــــــــــــــــــــــــــــــــ
				_		•

orm	990-PF (2013) LYON FOUNDATION 23-72	99980		Page 5
	rt VII-A Statements Regarding Activities (continued)			
	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		<u>x</u> _
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	Х	
	Website address ► N/A  The books are in care of ► JOHN F KANE  Telephone no. ►918-	-336-0	066	
14	Located at \$\int 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	<del></del>	<b></b>	
10	and enter the amount of tax-exempt interest received or accrued during the year	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,		Yes	No
	securities, or other financial account in a foreign country?	16		_X_
	See the instructions for exceptions and filling requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign			
	country			
Pa	rt 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?	lo		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	- B		
	(a) Fullish goods, services, or lacinities to for accept them from a disqualities person.	lo la		,
	(4) Pay compensation to, or pay or remodes the expenses of, a disqualitied person.	lo		
	(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)?	.		
	for the benefit of add of a diagonal desperation for the second s			
	(5) 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.)	ın İ		
	of the answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
Ц	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	Ì	Х
	Organizations relying on a current notice regarding disaster assistance check here			
E	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
٠	before the first day of the tax year beginning in 2013?	10	<u> </u>	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))			
а	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 X I	10		
	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	n   n-		
	statement - see instructions.)	A 2b		-
C	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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	un l		
	during the year? Yes			
D	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.)	A   3b		
As	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
→o h	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		<u>X</u>
		Form <b>99</b>	0-PF	(2013)

Form 990-PF (2013) LYON FOUNDATION			23-72999	80 Page <b>6</b>
Part VII-B   Statements Regarding Activities for Which F	orm 4720 May Be I	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section	14945(e))?	Ye	es X No	1 1
(2) Influence the outcome of any specific public election (see section 4955), o	r to carry on, directly or indir	ectly,		
any voter registration drive?			es 🔀 No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	🗀 Yı	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		🗀 Yo	es X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,		for	[	
the prevention of cruelty to children or animals?		🗀 Ye	es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und			ļ	
section 53 4945 or in a current notice regarding disaster assistance (see instru	ctions)?	·		ib X
Organizations relying on a current notice regarding disaster assistance check h	ere		. ▶□	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it mainta	ined	1	
expenditure responsibility for the grant?			es 🔲 No	
If "Yes," attach the statement required by Regulations section 53.4945	5-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p			1	
		🗀 Ye	es X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p			🛭 🛭	ib X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?		s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu	table to the transaction?		N/A 7	'b
Part VIII Information About Officers, Directors, Truste	es, Foundation Ma	nagers, Highly	/	
Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their		14.30	(A) o	<del></del>
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (if not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	to position	enter -0-)	compensation	allowances
		1		
SEE STATEMENT 11		78,000.	0.	0.
			ľ	
		}		
	<del></del>			
		-		
			j	
············				
		NOME		
2 Compensation of five highest-paid employees (other than those inc	(b) Title, and average	enter "NONE."	(d) Contributions to	(a) Evnence
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
NONE	devoted to position		compensation	allowances
NONE				
	<del></del>	<del></del>		
		1	İ	
		<u> </u>		
		<b></b> _		
		L		
Total number of other employees paid over \$50,000	· · ··-	·	<u></u>	0
			Form S	990-PF (2013)

Form 990-PF (2013) LYON FOUNDATION	23-	-7299980 Page 7
Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	lation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, en	ter "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0
Part IX-A Summary of Direct Charitable Activities		<del></del>
List the foundation's four largest direct charitable activities during the tax year. Include relevant state number of organizations and other beneficiaries served, conferences convened, research papers processes the served of	tistical information such as the roduced, etc.	Expenses
1 NONE		
		]
		0.
2		
	<u> </u>	ļ
3	<del></del>	_
	<del></del>	1
4		
		-
D. W.D.	<del></del>	<u> </u>
Part IX-B Summary of Program-Related Investments  Describe the two largest program-related investments made by the foundation during the tax year of	on lines 1 and 0	Amount
27/3	on lines I and 2.	Amount
1 N/A		
		1
2		<del> </del>
All other program-related investments See instructions		<u> </u>
3		
		1
		1

Total. Add lines 1 through 3

Form **990-PF** (2013)

	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	dations	see instructions \
	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	ioations	, see matroctions./
٠,	Average monthly fair market value of securities	1a	41,039,221.
b	Average of monthly cash balances	1b	1,270,884.
	Fair market value of all other assets	16	
ď	Total (add lines 1a, b, and c)	1d	10,812. 42,320,917.
e	Reduction claimed for blockage or other factors reported on lines 1a and		12/020/02/0
6	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.
3 4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	634,814.
<del>-</del> 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.
ن د	Minimum investment return. Enter 5% of line 5	6	2,084,305.
ם	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an		
	foreign organizations check here and do not complete this part.)	u Certaiii	
1	Minimum investment return from Part X, line 6	1	2,084,305.
	Tax on investment income for 2013 from Part VI, line 5 2a 100, 527.		
	Income tax for 2013 (This does not include the tax from Part VI)		
	Add lines 2a and 2b	2c	100.527.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	100,527. 1,983,778.
4	Recoveries of amounts treated as qualifying distributions	4	0.
7 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.
P	art XII		
	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,875,548.
	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:		
_	Suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)	3b	<del></del>
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 q		<del></del>
	4940(e) reduction of tax in those years		

Form 990-PF (2013) LYON FOUNDAT	ION		23-7	299980 Page 9
Part XIII Undistributed Income (see i	nstructions)			
`	(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			1 046 022	
a Enter amount for 2012 only		<u></u>	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				4
(Election required - see instructions)	0.			
d Applied to 2013 distributable amount				28,716.
e Remaining amount distributed out of corpus	0.			
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:				·
2 Corpus Add Ilnes 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 Undictributed income for 2013 Subtract	ł	1		

lines 4d and 5 from line 1. This amount must 

7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) . .

8 Excess distributions carryover from 2008 not applied on line 5 or line 7

9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a

10		Analysis o	f	lı	ne	9
	а	Excess fro	ı	n	20	09

b Excess from 2010

c Excess from 2011 . d Excess from 2012...

e Excess from 2013

Form	990-F	<b>PF</b> (201
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0.

0.

0.

1,955,062.

	UNDATION		<del></del>		99980 Page 10
Part XIV- Private Operating F	oundations (see in	structions and Part VII	-A, question 9)	N/A	<u> </u>
1 a If the foundation has received a ruling of					
foundation, and the ruling is effective for	r 2013, enter the date of	the ruling	. ▶ ∟		
b Check box to indicate whether the found	lation is a private operatii	ng foundation described i		4942(j)(3)_or 49	)42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	(1) 00.0	
income from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
investment return from Part X for			1		
each year listed .					
b 85% of line 2a				<u> </u>	
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				<u> </u>	
e Qualifying distributions made directly		ļ			
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			1		
2/3 of minimum investment return shown in Part X, line 6 for each year		1			i
listed					
c "Support" alternative test - enter:			ŀ		
(1) Total support other than gross					
investment income (interest, dividends, rents, payments on		ĺ		1	
securities loans (section					
512(a)(5)), or royalties)				<u></u>	
(2) Support from general public	1				
and 5 or more exempt organizations as provided in					
section 4942(j)(3)(B)(III)	<u> </u>				
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income	i <u> </u>	<u> </u>	<u> </u>		L
Part XV Supplementary Info	•		if the foundation	had \$5,000 or mo	ore in assets
at any time during the	ne year-see instr	ructions.)		···	
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation who			ributions received by the	foundation before the clos	se of any tax
year (but only if they have contributed m	iore than \$5,000). (See s	ection 507(d)(2) )			
NONE					
b List any managers of the foundation who			or an equally large portion	on of the ownership of a pa	artnership or
other entity) of which the foundation has	a 10% or greater interes	ST.			
NONE					<del></del>
2 Information Regarding Contribution			-		
Check here - Inf the foundation of					
the foundation makes gifts, grants, etc. (					0
a The name, address, and telephone numb		he person to whom applic	cations should be addres	ssed:	
JOHN F KANE, (918)33					
P.O. BOX 546, BARTLE	<del></del>			<del></del>	<del></del>
b The form in which applications should be	a submitted and informat	tion and materials they sh	ould include.		
SEE ATTACHED			. <u></u>		- <del> </del>
c Any submission deadlines:					
NONE			<del></del>		<del></del>
d Any restrictions or limitations on awards			kinds of institutions, or o	other factors	
PREFERENCE GIVEN TO	THE BARTLES	VILLE AREA			
323601 10-10-13					Form <b>990-PF</b> (2013)

3 · Grants and Contributions Paid During th		Payment		<del></del>
• Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	recipient	Contribution	
a Paid during the year				
ARC GROUP HOME	NONE	PUBLIC	GENERAL SUPPORT	
616 E 4TH ST BARTLESVILLE, OK 74003				5,000
AGAPE MISSION	NONE	PUBLIC	GENERAL SUPPORT	
309 SW BUCY BARTLESVILLE, OK 74003				4,000
BARTLESVILLE ADULT CENTER 300 E ANGUS AVE	NONE	PUBLIC	ROOF REPAIR	
DEWEY, OK 74029				30,000
BARTLESVILLE BAND & ORCHESTRA 309 PARKHILL DRIVE	NONE	PUBLIC	CONCESSION EQUIPMENT	
BARTLESVILLE, OK 74006				6,000
BARTLEVILLE CIVIC BALLET PO BOX 921	NONE	PUBLIC	ACCORDIAN DOOR & INSTALLATION	
BARTLESVILLE OK 74003	ONTINUATION SHEE	 	<b>&gt;</b> 3a	17,489
to Approved for future payment	UNITED TO THE TOTAL TO THE TOTA	21/81		1,759,633
NONE				
				<del></del>
Total			. ▶ 3b	0

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

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

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

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

3 Grants and Contributions Paid During th	e Year (Continuation)			
- Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	
PATHS TO INDEPENDENCE	NONE	PUBLIC	GENERAL SUPPORT	
4041 SE SHERIDAN RD				
BARTLESVILLE, OK 74003				5,00
PRICE TOWER ARTS CENTER	NONE	PUBLIC	REPAIRS	
510 S DEWEY AVE				
SARTLESVILLE, OK 74003				100,00
PRICE TOWER ARTS CENTER	none	PUBLIC	REPAIRS	
510 S DEWEY AVE				
BARTLESVILLE, OK 74003				100,00
RAY OF HOPE	none	PUBLIC	GENERAL SUPPORT	
PO BOX 4037				
BARTLESVILLE, OK 74006				5,00
RICHARD KANE YMCA	NONE	PUBLIC	GENERAL SUPPORT	
101 NE OSAGE				
BARTLESVILLE OK 74003				5,00
ROGERS STATE UNIVERSITY	none	PUBLIC	ROOF AND ELECTRICAL	
401 S DEWEY AVE			REPAIRS	
BARTLESVILLE, OK 74003				250,00
SAMARITAN COUNSELING CENTER	none	PUBLIC	GENERAL SUPPORT	
245 S MADISON BLVD BARTLESVILLE, OK 74003				4,00
SAMARITAN COUNSELING CENTER	NONE	PUBLIC	RENOVATIONS	
245 S MADISON BLVD				050 00
BARTLESVILLE, OK 74003				250,00
WASHINGTON COUNTY 4-H	NONE	PUBLIC	GENERAL SUPPORT	
1115 N DELAWARE				
DEWEY, OK 74029				5,00
WASHINGTON COUNTY ELDER CARE	NONE	PUBLIC	MATCHING GRANTS FOR	
1223 SWAN DRIVE			VANS	
ARTLESVILLE, OK 74003  _Total from continuation sheets		J	1	18,98

Part XV Supplementary Information				····
3 Grants and Contributions Paid During the Ye		·		
- Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
WASHINGTON COUNTY ELDER CARE	NONE	PUBLIC	GENERAL SUPPORT	
1223 SWAN DRIVE BARTLESVILLE, OK 74006				4,000.
BARILESVILLE, OR 74000				4,000.
WESLEYAN CHRISTIAN SCHOOL	none	PUBLIC	RUBBER MULCH	
1780 SILVER LAKE RD				
BARTLESVILLE, OK 74006				17,000.
		<u> </u>		
	-			
	<u> </u>		·	
Total from continuation sheets				

nter gross amounts unless otherwise indicated.	Unrelated b	usiness income	Excluded	by section 512, 513, or 514	(e)
	(a) Business	(b)	(C) Exclu- sion	(d)	Related or exempt
1 Program service revenue.	code	Amount	code	Amount	function income
a					
b	_				
C	_				
d					
е	_				
1	_     _				
g Fees and contracts from government agencies					
! Membership dues and assessments					
Interest on savings and temporary cash					
investments			14	394. 1,059,486.	
Dividends and interest from securities			14	1,059,486.	
Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
Other investment income					
Gain or (loss) from sales of assets other					
than inventory			18		4,143,65
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory	[				
Other revenue:					
a	1		. 1 . 1		
b					
C	1 1				
d					<del></del>
e	_				
Subtotal. Add columns (b), (d), and (e)		0	•	1,059,880.	4,143,65
TULEI. AUU IIIIE 12. COIUMNS (0), (0), 8NO (8)			• •	······································	
Total. Add line 12, columns (b), (d), and (e)	1				
iee worksheet in line 13 instructions to verify calculations		_!;_		D	
		plishment of I	Exempt I	Purposes	
Relationship of Activities	s to the Accom	· 			lishment of
Relationship of Activities	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  line No. Explain below how each activity for which in	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of
Part XVI-B Relationship of Activities  Ine No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Accom	olumn (e) of Part XVI			lishment of

Form **990-PF** (2013)

Part XVII	Information Regarding Exempt Organization		and Transactions	and Relations	ships With Nonchar	itable	
1 Did the e			ing with any other experient	on described in sec	tion E01/o\ of	T"   Va	s No
	rganization directly or indirectly eng	•	•		3011 3011(0) 01	10:	3 140
	(other than section 501(c)(3) organ	•		nizations			
	from the reporting foundation to a	noncharitable exempt o	rganization of			4 - 44 \	v
(1) Cast		• • • • • • • • • • • • • • • • • • • •		•		1a(1)	$\frac{X}{X}$
(2) Othe			-			1a(2)	1-
b Other tra							v
• •	s of assets to a noncharitable exem	• •				1b(1)	X
• •	hases of assets from a noncharitab	. •				1b(2)	X
	al of facilities, equipment, or other a	issets				1b(3)	X
	nbursement arrangements					1b(4)	X
	is or loan guarantees					1b(5)	X
(6) Perf	ormance of services or membership	or fundraising solicitati	ions			1b(6)	X
_	of facilities, equipment, mailing lists	•	• •			10	X
	wer to any of the above is "Yes," co			•	-		
	es given by the reporting foundation			ue in any transactio	n or sharing arrangement, sl	how in	
	d) the value of the goods, other ass				- <del></del>		
(a) Line no	(b) Amount involved	c) Name of noncharitab	le exempt organization	(d) Description	on of transfers, transactions, and s	haring arranger	nents
		N/A					
					<del></del>		
					- <del></del>		
					<del>-</del>		
			···				
			. <u></u>				
in section	ndation directly or indirectly affiliate i 501(c) of the Code (other than sec		• •		□	Yes 🖸	X No
b If "Yes," c	omplete the following schedule.	<del></del>	14.2		4.55		
	(a) Name of organization	·	(b) Type of organization		(c) Description of relationsh	пр	
	N/A	<del></del>	<del> </del>	ļ <del>.</del>			
				ļ <u>.</u>	<del></del>		
			<u> </u>	<del> </del>			
			ļ	<u> </u>	<del></del>		
	r penalties of perjury, I declare that I have					the IRS discus	s this
Sign   L	elief, it is true, correct, and complete Dec	laration of preparer (other the	an taxpayer) is based on all inform		retui	m with the prep	arer nstr)?
Here	Maky + La	K	7/8/14_	+RES.	DENT		☐ No
Sig	nature of officer or trustee		Date	Title			لـــــــ
	Print/Type preparer's name	Preparer's	signature	Date	Check if PTIN		
		1 4,	124	5-7-14	self- employed		
Paid	THAD KENT	\ Inai	d few			39576	3
Preparer	Firm's name ► BRYAN .	LITTLE, HAI	LEY & KENT PO		Firm's EIN ► 73-09	41849	
Use Only	<u>L</u>	<u> </u>					
	Firm's address ► PO BOX	2306					
	BARTLE	SVILLE, OK	74005		Phone no 918-33	36 <b>–</b> 143	3
	····					rm <b>990-PF</b>	

FORM 990-PF INTER	EST ON SAVI	NGS AI	ND TEM	PORA	RY CAS	H IN	VESTMENTS	ST	ATEMENT	1
SOURCE			REVENUE NET INV		(B) NVESTMENT NCOME		(C) ADJUSTED NET INCOME			
CASH AT BROKERS MONEY MARKET			· •	2 36	8. 6.		28. 366.			
TOTAL TO PART I, L	INE 3	<del></del>		39	4.		394.			
FORM 990-PF	DIVIDEND	S AND	INTER	EST	FROM S	ECUR	ITIES	ST	ATEMENT	2
SOURCE	GROSS AMOUNT	(	APITAL GAINS VIDEND		(A) REVEN PER BO	UE	(B) NET INVES MENT INCO		(C) ADJUSTI NET INCO	
BONDS AND DEMAND NOTES DIVIDENDS-MUTUAL	264,116	•		0.	264,	116.	264,11	.6.	-	
FUNDS DIVIDENDS-STOCK INTEREST-US	369,594 407,856			0. 0.	369, 407,					
OBLIGATIONS OTHER	17,673 247			0. 0.	•	673. 247.	•	73.		
TO PART I, LINE 4	1,059,486			0.	1,059,	486.	1,059,48	36.		
FORM 990-PF		ACC	COUNTI	NG F	EES			ST	ATEMENT	3
DESCRIPTION		EXPE	A) NSES BOOKS		(B) INVES T INCO		(C) ADJUSTEI NET INCOM		(D) CHARITAI PURPOSI	
BRYAN AND LITTLE		17	7,986.			0.			17,98	36.
TO FORM 990-PF, PG	1, LN 16B	17	7,986.			0.		<del></del> •	17,98	36.
	==			==					· · · ·	

FORM 990-PF (	OTHER PROFES	SIONAL FEES	STATEMENT		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HARRIS BANK - INVESTMENT MGMT UMB - INVESTMENT MGMT ARVEST - INVESTMENT MGMT	109,670. 24,811. 21,767.	24,811.		0. 0. 0.	
TO FORM 990-PF, PG 1, LN 16C	156,248.	156,248.		0.	
FORM 990-PF	TAX	ES	S	TATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES PROPERTY TAXES TAXES WITHHELD ON	7,482. 132.			6,076. 132.	
DIVIDENDS FEDERAL EXCISE TAXES	13. 72,500.	13.		0. 0.	
TO FORM 990-PF, PG 1, LN 18	80,127.	1,419.		6,208.	
FORM 990-PF	OTHER E	XPENSES	S	TATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DIRECTORS' LIABILITY INSURANCE OFFICE & ADMINISTRATIVE ANNUAL MEETING INSURANCE EXPENSE	1,033. 4,078. 1,078. 1,233.	0. 0. 0.		1,033. 4,077. 1,078. 1,233.	
TO FORM 990-PF, PG 1, LN 23	7,422.	0.	<del></del>	7,421.	

FORM 990-PF U.S. AND STATE/	CITY GOV	ERNMENT	OBLIGATIONS	STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKE	r
US TREASURIES-HARRIS-SEE ATTACHED	x	<del></del>	504,579.	504,5	79.
TOTAL U.S. GOVERNMENT OBLIGATIONS		•	504,579.	504,5	79.
TOTAL STATE AND MUNICIPAL GOVERNME	NT OBLIG	SATIONS			
TOTAL TO FORM 990-PF, PART II, LIN	E 10A	•	504,579.	504,5	79.
FORM 990-PF CO	RPORATE	STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET	Г
CORPORATE STOCK-BARTLESVILLE-SEE A CORPORATE STOCK-UMB-STOCK CORPORATE STOCK-HARRIS-SEE ATTCHED CORPORATE STOCK-ARVEST-SEE ATTACHE		•	975,049. 1,581,843. 17,083,150. 5,210,219.	975,04 1,581,84 17,083,15 5,210,23	43. 50.
TOTAL TO FORM 990-PF, PART II, LIN	Е 10В	:	24,850,261.	24,850,26	51.
FORM 990-PF CO	RPORATE	BONDS		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET	r
CORPORATE BONDS-UMB-SEE ATTACHED CORPORATE BONDS-HARRIS-SEE ATTACHE	D	-	809,985. 5,419,211.	809,98 5,419,21	
TOTAL TO FORM 990-PF, PART II, LIN	E 10C	•	6,229,196.	6,229,19	— 96.

FORM 990-PF OTH	HER INVESTMENTS		STATI	EMENT	10
DESCRIPTION	VALUATION METHOD BOOK VA			FAIR MARKET VALUE	
MUTUAL FUNDS-HARRIS-SEE ATTACHED MUTUAL FUNDS-ARVEST-SEE ATTACHED MUTUAL FUNDS-UMB-SEE ATTACHED	FMV FMV FMV	4,205,83 4,455,63 3,359,1	26. 4	4,455,62	
TOTAL TO FORM 990-PF, PART II, LIN	NE 13	12,020,63	27. 12,	,020,6	27.
FORM 990-PF PART VIII - LIST TRUSTEES AND	OF OFFICERS, D		STATI	EMENT	11
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB		
WALTER ALLISON 1800 SE WAYLAND CT BARTLESVILLE, OK 74006	VICE PRESIDENT	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/MANA 10.00	GER 73,000.	0.		0.
LARRY G MARKEL 2200 KRISTIN BARTLESVILLE, OK 74006	VICE PRESIDENT 1.00	(RESIGNED 1	_	3)	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 SECR	ETARY 1,000.	0.		0.
MARK A MYERS 909 E 9TH STREET BARTLESVILLE, OK 74003	VICE PRESIDENT	1,000.	0.		0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	78,000.	0.		0.