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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ 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

, 2013, and ending

, 20

Name of foundation DRAKE GUNGOLL FOUNDATION		A Employer identification number 26-0204830
Number and street (or P.O. box number if mail is not delivered to street address) 6 N.E. 63RD, SUITE 300		B Telephone number (see instructions) (405) 848-7898
City or town, state or province, country and ZIP or foreign postal code OKLAHOMA CITY, OK 73105		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,757,615.		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,568.	30,568.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	51,683.			
	b Gross sales price for all assets on line 6a	1,000,274.			
	7 Capital gain net income (from Part IV, line 2)		51,683.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	82,251.	82,251.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 2	740.	446.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	6,248.	949.		
	24 Total operating and administrative expenses Add lines 13 through 23	6,988.	1,395.		
	25 Contributions, gifts, grants paid	80,000.			80,000.
26 Total expenses and disbursements Add lines 24 and 25	86,988.	1,395.	0	80,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,737.				
b Net investment income (if negative, enter -0-)		80,856.			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 27 2014

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	85,464.	57,405.	57,405.
	2 Savings and temporary cash investments	1,510,199.	1,533,521.	1,700,210.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,595,663.	1,590,926.	1,757,615.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income endowment, or other funds	1,595,663.	1,590,926.	
30 Total net assets or fund balances (see instructions)	1,595,663.	1,590,926.		
31 Total liabilities and net assets/fund balances (see instructions)	1,595,663.	1,590,926.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,595,663.
2 Enter amount from Part I, line 27a	2	-4,737.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,590,926.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,590,926.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo. day, yr.)	(d) Date sold (mo. day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	51,683.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	81,138.	1,606,036.	0.050521
2011	79,488.	1,647,264.	0.048255
2010	15,000.	1,639,876.	0.009147
2009	82,358.	1,482,855.	0.055540
2008	98,055.	1,658,582.	0.059120
2 Total of line 1, column (d)			2 0.222583
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.044517
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,683,062.
5 Multiply line 4 by line 3			5 74,925.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 809.
7 Add lines 5 and 6			7 75,734.
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 80,000.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	809.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	809.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	809.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	364.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	364.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	445.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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) <input type="checkbox"/> OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 ▶ FOUNDATION	Telephone no ▶	(405) 848-7898	
	Located at ▶ 6 N.E. 63RD, SUITE 300 OKLAHOMA CITY, OK	ZIP+4 ▶	73105	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	▶ 15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes" enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
ATCH 4		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,636,257.
b	Average of monthly cash balances	1b	72,435.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,708,692.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,708,692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,683,062.
6	Minimum investment return. Enter 5% of line 5	6	84,153.

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	84,153.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	809.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	809.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	83,344.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	83,344.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	83,344.

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	80,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8 and Part XIII, line 4.	4	80,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	809.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	79,191.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI line 7				83,344.
2 Undistributed income if any as of the end of 2013				
a Enter amount for 2012 only			79,940.	
b Total for prior years 20 11 20 10 20 09				
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 ► \$ 80,000.				
a Applied to 2012, but not more than line 2a			79,940.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				60.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d) the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				83,284.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	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				

Form 990-PF(2013)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling **▶**

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

4942(1)(3) or

4942(1)(5)

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

b 85% of line 2a

C Qualifying distributions from Part XII line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a Assets alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b 'Endowment alternative test-
enter 2/3 of minimum invest-
ment return shown in Part X
line 6 for each year listed.

C 'Support' alternative test enter

(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (i)(3)(B)(iii).

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income

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

1 Information Regarding Foundation Managers.

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV . Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 5				
Total			▶ 3a	80,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	30,568.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	51,683.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				82,251.
13 Total. Add line 12, columns (b), (d), and (e)				82,251.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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


Signature of officer or trustee

x 5/13/14
Date

▶ Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

ASHLEY E GOLDA

Preparer's signature

Ashley Alda

Date

5/7/14

Check ☐ if self-employed

PTIN

P00825682

Firm's name ▶ GRANT THORNTON LLP

Firm's address ► 211 N ROBINSON STE 1200
OKLAHOMA CITY, OK

Firm's EIN ▶ 36-6055558

Phone no 405-218-2800

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-20.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-419.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				15,656.	
173,330.		JP MORGAN S-T (SEE ATTACHED) 171,311.				VAR 2,019.	VAR
10,973.		JP MORGAN S-T (SEE ATTACHED) 15,000.				02/01/2013 -4,027.	07/09/2013
815,971.		JP MORGAN L-T (SEE ATTACHED) 773,245.				VAR 40,714.	VAR
		FORM 6781, PART I				-896.	
		FORM 6781, PART I				-1,344.	
TOTAL GAIN(LOSS)						<u>51,683.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

DRAKE GUNGOLL FOUNDATION

Employer identification number

26-0204830

Note Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	173,330.	171,311.		2,019.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	10,973.	15,000.		-4,027.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 -20.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 -2,924.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	815,971.	773,245.	-2,012.	40,714.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12 -419.
13 Capital gain distributions				13 15,656.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 54,607.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		-2,924.
18 Net long-term gain or (loss):			
a Total for year	18a		54,607.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a.	19		51,683.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	()
a The loss on line 19, column (3) or		
b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-.	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%.	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%.	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41 Multiply line 40 by 20%.	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	45		

Schedule D (Form 1041) 2013

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

DRAKE GUNGOLL FOUNDATION

Social security number or taxpayer identification number

26-0204830

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	JP MORGAN S-T (SEE ATTACHED)			173,330.	171,311.			2,019.
2 Totals. Add the amounts in columns (d), (e), (g) and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				173,330.	171,311.			2,019.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

2013Attachment
Sequence No **12A**

Name(s) shown on return

DRAKE GUNGOLL FOUNDATION

Social security number or taxpayer identification number

26-0204830

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g) enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	JP MORGAN S-T (SEE ATTACHED)	02/01/2013	07/09/2013	10,973.	15,000.			-4,027.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				10,973.	15,000.			-4,027.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

DRAKE GÜNGÖLL FOUNDATION

Social security number or taxpayer identification number

26-0204830

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	JP MORGAN L-T (SEE ATTACHED)			815,971.	773,245.		-2,012.	40,714.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				815,971.	773,245.		-2,012.	40,714.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

† indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

DRAKE GUNGOLL FOUNDATION

Account Number: A 19778-00-9

Short-Term Covered

Description	Code* Cust† and other symbol	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to Gain or Loss	Gain or Loss Ordinary Income**
ARTISAN INTL VALUE FUND - INV	ARTK 04314H881	08/06/12 04/15/13	144 838	4,700 00	3,988 56		731 44
BLACKROCK HIGH YIELD BOND	BH-YI 091929638	03/25/13 11/04/13	4,247 573	35,169 90	35,000 00		169 90
DELAWARE EMERGING MARKETS-I	DEMI 245914817	02/11/13 08/07/13	1,125 691	16,300 00	16,536 40		-236 40
DREYFUS EMG MKT DEBT LOC C-I	DDBI 261980494	Various 11/04/13	1,383 018	19,735 66	19,378 93		356 73
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I	EIGM 277923728	02/24/12 02/11/13	648 869	6 417 32	6 480 41		-63.09
ISHARES MSCI EMERGING MARKET INDEX	EEM 464287234	Various 08/07/13	805 000	31,116 57	33,563 43		-2,446.86
ISHARES CORE S&P MID-CAP ETF	IJH 464287507	04/15/13 11/04/13	63 000	8,141 66	7,010 10		1,131 56
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND	ICF 464287564	03/25/13 10/01/13	210,000	16,380 28	17,111 60		-731 32
SPDR S&P 500 ETF TRUST	SPY 78462F103	06/27/13 11/04/13	200 000	35 368 38	32,261 62		3,106 76
Total Short-Term Covered				173,329.77	171,311.05		2,018.72

J.P.Morgan



044407001 / 0730350920
04546 / 00050610113820

DRAKE GUNGOLL FOUNDATION
Account Number A 19778-00-9

Capital Gain and Loss Schedule

Short-Term Non Covered

Code 44 means Water Seal

[illegible]

5504 - 0 WITH EUDORA A. THOMPSON SANCHEZ C. BLOOM, A.P. 10, C/O

3001 255421, 174202, 160554, 150554, 140554, 130554, 120554, 110554, 100554, 90554, 80554, 70554, 60554, 50554, 40554, 30554, 20554, 10554, 554, 54, 4, 3, 2, 1

SEC. 512 OTHER 512001 Cust.	Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost, or Other Basis	Adjustment to gain or loss	Gain or Loss Ordinary Income**
	CS REN HSCEI 02/20/14		02/01/13	15,000.000	10,972.50	15,000.00		-4,027.50
	2XLEV- 16.25%CAP	22546TX97	07/09/13					
	32 5%MAXRTRN							
	INITIAL LEVEL-2/1/13: HSCEI 12215							
	LSDCNH							
	Total Short-Term Non Covered				10,972.50	15,000.00		-4,027.50

J.P.Morgan

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003509 000 of 0002 NSP000000 13 NNNNNN



Capital Gain and Loss Schedule

DRAKE GUNGOLL FOUNDATION

Account Number: A 19778-00-9

Long-Term Non Covered

* Code W indicates Wash Sale

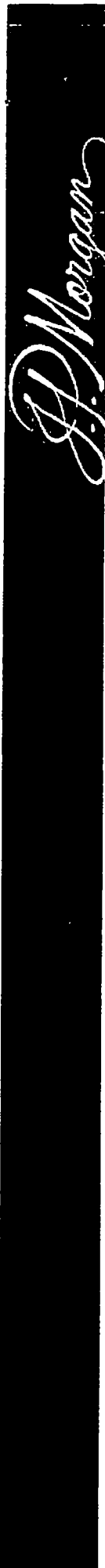
L indicates a Nondefective Loss other than a Wash Sale

** Ordinary Income C indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Describe or Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ARBITRAGE FUNDS - I	ARBN	Various	1,447.521	18,412.47	18,926.82		-514.35
CL I	03875R205	02/11/13					
BARC 93% PPN BRIC BASKET 9/19/13		09/16/11	12,000.000	11,160.00	12,324.85		00
LINKED TO 3 CURRENCY BSKTS	06738KV46	09/19/13					-1,164.85 F
50% 35% & 15% WEIGHT, UNCAPPED							
9/16/11							
BNP BRENEAFE 11/06/13		10/19/12	15,000.000	17,475.00	15,000.00		2,475.00
10% BUFFER-2 XLEV- 8.25% CAP	05574LBC1	11/06/13					
16.5% MAXRTRN							
INITIAL LEVEL-10/19/12 SX5E 2542 24							
LKX 5896 15 TPX 754 39							
BNP DELTA ONE MSCI WORLD TR 6/19/13		06/01/12	15,000.000	19,483.49	15,000.00		4,483.49
100% A F UNCAPPED	05567L5M5	06/19/13					
INITIAL LEVEL-6/1/12 NDDUWI 2912 555							
DB DELTA ONE MSCI WORLD TR 6/19/13		06/01/12	15,000.000	19,483.49	15,000.00		4,483.49
100% A F, UNCAPPED	2515A1K75	06/19/13					
INITIAL LEVEL-6/1/12 NDDUWI 2912 555							
DE MARKET PLUS MXXN FX NOTE 5/01/13		04/20/12	13,000.000	14,001.00	13,000.00		00
LINKED TO MXXN VS USD	2515A1JG7	05/01/13					1,001.00 F
15% BUFFER, 7 1/2% CPN, UNCAPPED							
4/20/12, INITIAL STRIKE 13 1010							
DREYFUS EMG MKT DEBT LOC C-I	DCBI	04/28/10	608.437	8,682.40	8,530.29		152.11
	261980494	11/04/13					
EATON VANCE FLOATING RATE-I	EIBL	Various	3,242.536	29,766.48	28,661.10		1,105.38
	277911491	11/04/13					
EATON VANCE MULT FDS TR GB MACRO	EIGM	Various	2,953.622	29,211.32	30,123.95		-912.63
ABSOLUTE RTN I	277923728	02/11/13					

J.P. Morgan



Capital Gain and Loss Schedule

Long-Term Non Covered

DRAKE GUNGOLL FOUNDATION
Account Number A 19778-00-9

* Code A indicates Wash Sale
L indicates a nondeductible loss other than a Wash Sale
** Ordinary Income C indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Description	Stock and other symbol Cusip	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
GS CONT BUFF EQ SPX 12/11/13	38141GU08		11/21/12	15,000,000	17,250.00	15,000.00		2,250.00
80% CONTIN BARRIER- 5%CPN			12/11/13					
15% CAP								
INITIAL LEVEL-11,21,12 SPX 1390 72								
GS CONT BUFF EQ SPX 11/14/13	38143U808		10/26/12	15,000,000	17,250.00	15,000.00		2,250.00
80% CONTIN BARRIER- 4 25%CPN			11/14/13					
15% CAP								
INITIAL LEVEL-10/26/12 SPX 1 411 94								
HARBOR HIGH YIELD BOND-INST	HVFA		Various	1,241,486	13,892.23	13,284.99		607.24
	411511553		11/04/13					
HIGHBRIDGE DYN. COMMOD STR FD - SEL	HDCS		08/18/10	1,146,577	15,822.76	16,247.00		-424.24
FLUID 2015	48121A670		03/25/13					
-SBC MARKET PLUS SPX 02/19/13	4042K1MG5		08/11/11	25,000,000	32,341.77	25,000.00		7,341.77
80% CONTIN BARRIER- 0%CPN			02/19,13					
UNCAPPED								
INITIAL LEVEL-08/11/11 SPX 1172 64								
JPM BREN EAFE 3-7/13			07/20/12	15,000,000	18,075.00	15,000.00		3,075.00
10% BUFFER-2XLEV- 10 25%CAP	48125VS92		08/07/13					
20 5%MAXATTRN								
INITIAL LEVEL-7/20/12 SX5E 2237 33								
UKX 5651 77 TPX 733 82								
JPM BREN EAFE 08/11/13			08/24/12	15,000,000	17,835.00	15,000.00		2,835.00
10% BUFFER-2 XLEV- 9 45%CAP	48125V3R9		09/11/13					
18 9%MAXATTRN								
INITIAL LEVEL-08/24/12 SX5E 2434 23								
UKX 5776 60 TPX 751 23								



Capital Gain and Loss Schedule
DRAKE GUNGOLL FOUNDATION
Account Number: A 19778-00-9

Long-Term Non Covered

* Code W indicates Wash Sale

L indicates a Non-deductible Loss other than a Wash Sale

** C indicates Ordinary Income gain or loss

F indicates Foreign Capital Gain or Loss on Capital Transactions

Descr. and Code	Stock and Other Symbol C-2	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM INTL CURR INCOME FD - SEL FUND 3831	JCIS 4812A3296		02/31/10 08/07/13	757.696	8,402.85	8,153.22		249.63
JPM INTREPID VALUE FD - SEL FUND 1136	JPIV 4812A2306		04/14/11 03/25/13	1,474.465	42,331.89	35,800.00		6,531.89
JPM LARGE CAP GROWTH FD - SEL FUND 3118	SEEG 4812C0530		04/14/11 11/04/13	440.755	13,174.18	9,568.79		3,605.39
JPM MKT EXP ENH INDEX FD - SEL FUND 3708	PGMI 4812C1637		Various 04/15/13	5,026.901	58,060.71	58,020.91		39.80
JPM PARTICIPATING GOLD NOTE 10/18/13 LNKC TO GOLD/NPV 85% BARRIER, 16.50% MAX RTN 10/05/12 INITIAL STRIKE 1784.00	4812SV5K2		10/05/12 10/18/13	15,000.000	10,682.46	15,000.00		-4,317.54
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		03/31/10 03/25/13	3,870.674	42,500.00	42,151.64		348.36
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		04/12/10 08/14/13	3,458.716	37,700.00	37,665.42		34.58
JPM STRAT INCOME OPPORT FD - SEL FUND 3844	JSOS 4812A4351		Various 03/25/13	2,844.913	34,025.16	33,271.41		753.75
JPM US REAL ESTATE FD - SEL FUND 3037	4812C0613		Various 03/25/13	1,038.385	17,372.18	13,986.93		3,385.25
MANNING & NAPIER FUND INC EQUITY SERIES	EXEY 563821602		03/25/10 02/11/13	872.741	16,250.43	15,482.43		768.00
MANNING & NAPIER FUND INC EQUITY SERIES	EXEY 563821602		03/25/10 04/15/13	1,812.967	33,757.45	32,162.03		1,595.42
POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC 73935S105		Various 06/13/13	585.000	15,188.21	14,025.51		1,162.70

J.P. Morgan



מחזורי התפוצה של γ ו- δ כוללים את α ו- β וכן את γ ו- δ עצמם.

Form **6781**Department of the Treasury
Internal Revenue Service**Gains and Losses From Section 1256
Contracts and Straddles**► Information about Form 6781 and its instructions is at www.irs.gov/form6781.
► Attach to your tax return.

OMB No 1545-0644

2013Attachment
Sequence No **82**

Name(s) shown on tax return

DRAKE GUNGOLL FOUNDATION

Identifying number

26-0204830

Check all applicable boxes (see instructions)

☐ A Mixed straddle election☐ C Mixed straddle account election☐ B Straddle-by-straddle identification election☐ D Net section 1256 contracts loss election**Part I Section 1256 Contracts Marked to Market**

(a) Identification of account		(b) (Loss)	(c) Gain
1 POWERSHARES DB COMMODITY INDEX TRACKING FUND		2,240	
2 Add the amounts on line 1 in columns (b) and (c)		2 (2,240 00)	0 00
3 Net gain or (loss) Combine line 2, columns (b) and (c)			3 (2,240 00)
4 Form 1099-B adjustments See instructions and attach statement			4
5 Combine lines 3 and 4			5 (2,240 00)
Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7 Partnerships and S corporations, see instructions			
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back Enter the loss as a positive number			6
7 Combine lines 5 and 6			7 (2,240 00)
8 Short-term capital gain or (loss). Multiply line 7 by 40% (40) Enter here and include on the appropriate line of Schedule D (see instructions)			8 (896 00)
9 Long-term capital gain or (loss). Multiply line 7 by 60% (60) Enter here and include on the appropriate line of Schedule D (see instructions)			9 (1,344 00)

Part II Gains and Losses From Straddles. Attach a separate statement listing each straddle and its components.**Section A—Losses From Straddles**

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D or Form 8949 (see instructions)							11a ()
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D or Form 8949 (see instructions)							11b ()

Section B—Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D or Form 8949 (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D or Form 8949 (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see instructions.

Form **6781** (2013)

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	30,537.	30,537.
POWERSHARES DB COMMODITY INDEX TRACKING	22.	22.
INTEREST INCOME	9.	9.
TOTAL	<u>30,568.</u>	<u>30,568.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INCOME TAXES	294.			
FOREIGN TAX WITHHOLDING	446.	446.		
TOTALS	<u>740.</u>	<u>446.</u>		

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEES	6,783.	679.		
PORTFOLIO DEDUCTIONS	359.	359.		
MISCELLANEOUS EXPENSE	-894.	-89.		
TOTALS	6,248.	949.		

DRAKE GUNGOLL FOUNDATION

26-0204830

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

ATTACHMENT 4

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CAROLE J. DRAKE
6 N.E. 63RD, SUITE 300
OKLAHOMA CITY, OK 73105

DIRECTOR & PRESIDENT
1.00

RAMSEY W. DRAKE, II
6 N.E. 63RD, SUITE 300
OKLAHOMA CITY, OK 73105

SECRETARY
1.00

RACHAEL WEBER
6 N.E. 63RD, SUITE 300
OKLAHOMA CITY, OK 73105

TREASURER
1.00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NICHOLS HILLS PARKS, INC 6407 AVONDALE DRIVE NICHOLS HILLS, OK 73116	NONE EOF		GENERAL CONTRIBUTION	5,000
SKY CORRAL LODGE 8233 OLD FLOWERS ROAD BELLVUE, CO 80512	NONE EOF		GENERAL CONTRIBUTION	5,000
WESTMINSTER PRESBYTERIAN CHURCH 4400 N SHARTEL OKLAHOMA CITY, OK 73118	NONE EOF		GENERAL CONTRIBUTION	20,000.
REGIONAL FOOD BANK OF OK 3355 S PURDUE STREET OKLAHOMA CITY, OK 73179	NONE EOF		GENERAL CONTRIBUTION	12,000
SALVATION ARMY P O. BOX 2095 OKLAHOMA CITY, OK 73101	NONE EOF		GENERAL CONTRIBUTION	5,000.
OKC MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY, OK 73102	NONE EOF		GENERAL CONTRIBUTION	10,000.

ATTACHMENT 5

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

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRAL OK HABITAT FOR HUMANITY 1025 N BROADWAY AVE OKLAHOMA CITY, OK 73102	NONE EOF		GENERAL CONTRIBUTION	10,000
CITY RESCUE MISSION P.O. BOX 960021 OKLAHOMA CITY, OK 73196	NONE EOF		GENERAL CONTRIBUTION	1,000
AMERICAN DIABETES ASSOCIATION P.O. BOX 444 MT VERNON, IL 61054	NONE EOF		GENERAL CONTRIBUTION	1,000.
FREE TO LIVE P O. BOX 5884 EDMOND, OK 73083	NONE EOF		GENERAL CONTRIBUTION	1,000
CASADY SCHOOL ANNUAL FUND P O BOX 20390 OKLAHOMA CITY, OK 73156	NONE EOF		GENERAL CONTRIBUTION	1,000.
CARING BRIDGE 1715 YANKEE DOODLE ROAD, STE 301 EAGAN, MN 55121	NONE EOF		GENERAL CONTRIBUTION	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTEGRIS BAPTIST MEDICAL CENTER 3300 NW EXPRESSWAY OKLAHOMA CITY, OK 73112	NONE		GENERAL CONTRIBUTION	1,000.
	EOF			
ENID HIGH SCHOOL ALUMNI ASSOCIATION 73703 ENID, OK	NONE		GENERAL CONTRIBUTION	1,000.
	EOF			
URBAN MISSION 3737 N PORTLAND AVE. OKLAHOMA CITY, OK 73112	NONE		GENERAL CONTRIBUTION	5,000.
	EOF			
ARF 1009 NW 75TH STREET OKLAHOMA CITY, OK 73116	NONE		GENERAL CONTRIBUTION	1,000
	EOF			
TOTAL CONTRIBUTIONS PAID				<u>80,000</u>