



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



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation Keeler-Matthews Charitable Foundation Inc		A Employer identification number 26-0298695	
Number and street (or P O box number if mail is not delivered to street address) 1704 El Camino		B Telephone number (see instructions) (580) 762-4940	
City or town, state or province, country, and ZIP or foreign postal code Ponca City, OK 746043803		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 867,779		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	35,583	35,583		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	666			
	b Gross sales price for all assets on line 6a 80,779				
	7 Capital gain net income (from Part IV, line 2) . . .		666		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	736	736		
	12 Total. Add lines 1 through 11	36,985	36,985		
	13 Compensation of officers, directors, trustees, etc	8,355	8,355		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,350	1,350		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	697	697		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	26	26		
	24 Total operating and administrative expenses. Add lines 13 through 23	10,428	10,428		0
	25 Contributions, gifts, grants paid	28,200			28,200
	26 Total expenses and disbursements. Add lines 24 and 25	38,628	10,428		28,200
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,643			
	b Net investment income (if negative, enter -0-)		26,557		
	c Adjusted net income (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	6,996	3,516	6,486
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	665,449	746,937	794,160
	c	Investments—corporate bonds (attach schedule).	134,258	52,524	46,635
	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 ▶ _____)	20,498	20,498	20,498	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	827,201	823,475	867,779	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	6,996	3,516	
	25	Temporarily restricted			
	26	Permanently restricted	820,205	819,959	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	827,201	823,475	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	827,201	823,475	

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	827,201
2	Enter amount from Part I, line 27a	2	-1,643
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	825,558
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,083
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	823,475

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)
1 a	1550 sh JP Morgan	P	2007-07-26	2013-05-08
b	10K AmEx Credit Alloc	P	2009-04-17	2013-05-02
c	12K Goldman Sacs	P	2008-12-30	2013-04-01
d	GMNA Principal Return	P	2006-11-14	2013-12-31
e	15K HSBC Fin Corp	P	2008-11-15	2013-01-15

(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 38,750		38,756	-6
b 10,000		9,850	150
c 12,000		11,472	528
d 5,029		5,029	
e 15,000		15,006	-6

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			-6
b			150
c			528
d			
e			-6

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	666
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	28,464		
2011	20,511		
2010	31,157		
2009	33,759		
2008	54,303		

2	Total of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	266
7	Add lines 5 and 6.	7	266
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	28,200

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 266
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.		3 266
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5 266
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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		9 266
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 ☐ Refunded ☐		11

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
	1a		No
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b		No
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Lynda Fox-Himbury Telephone no (580) 762-0260 Located at 1704 El Camino Ponca City OK ZIP +4 74604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
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?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lynda Fox-Himbury	Trustee/Director	8,355		
1704 El Camino	010 00			
Ponca City, OK 746043803				
Jocita Wallen	Director	0		
90 Elmwood	001 00			
Ponca City, OK 74601				
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
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
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	0
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	
b	Average of monthly cash balances.	1b	
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c).	1d	
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	
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	
6	Minimum investment return. Enter 5% of line 5.	6	

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	
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
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	0

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 5	1a	28,200
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	28,200
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	266
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	27,934

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				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

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

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

Lynda Fox-Himbury
1704 El Camino
Ponca City, OK 74604
(580) 762-4940

b

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

Letter explaining charitable services provided the community intended use of funds

c

Any submission deadlines

On or before November 1 of each year

d

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

Must be a 501c3 located in Oklahoma or an OK Non-Profit organization or function

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	28,200
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Red Cross 205 W Hartford Ponca City,OK 74601	None		Disaster Relief	2,000
Hope Ranch 29 SW Longview Rd Ponca City,OK 74604	None	501c3	Assist Persons w/Developmental Disabilities	1,500
Habitat for Humanity 117 W Central Ave Ponca City,OK 74601	None		Provide Homes for Low Income Families	1,000
Ponca City Veterans Parade 407 W South Avenue Ponca City,OK 74601	None	PC	Tribute Parade for Military Veterans	2,700
Hospice of North Central Oklahoma 1904 N Union Ste 103 Ponca City,OK 74601	None		Medical Care to Terminally Ill	2,500
Marland Childrens' Home 1300 Summers Place Ponca City,OK 74604	None		Childrens Home	2,000
Ponca City Area Literacy 515 E Grand Avenue Ponca City,OK 74601	None		Promote Area Literacy	1,500
Dearing House 311 S 13th Street Ponca City,OK 74601	None		Assist Victims of Domestic Abuse	1,000
Ponca City Humane Society P O Box 1671 Ponca City,OK 74601	None		Humane Treatment of Animals	1,200
New Emergency Resource Center 500 N 1st Street Ponca City,OK 74601	None		Family Social Services	1,500
The Mission 909 E South Ave Ponca City,OK 74601	None		Assist Low Income Homeless	2,500
Ponca City Garden Council 14th Grand Ponca City,OK 74601	None	PC	City Beautification	1,000
Friends of Marland's Grand Home 901 Monument Rd Ponca City,OK 74601	None		Preservation of Historic Landmark	1,500
Salvation Army 601 S 3rd Street Ponca City,OK 74601	None		Emergency Low Income Assistance	1,500
Community Health Foundation 1900 N 14th Street Ponca City,OK 74601	None		Health Clinic for Low Income	1,500
Total  3a				28,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Peachtree Landing 105 W Hazel Ponca City,OK 74601	None		Assist Victims of Domestic Abuse	1,000
United Way of Ponca City 205 N 2nd Ponca City,OK 74601	None		Charitable Assistance Organization	800
OK Medical Research Foundation 825 NE 13th Street Oklahoma City,OK 73104	None		Medical Research	1,000
Opportunity Center 2225 N Union Ponca City,OK 74601	None		Assist Persons w/Developmental Disabilities	500
Total  3a				28,200

TY 2013 IRS Payment**Name:** Keeler-Matthews Charitable Foundation Inc**EIN:** 26-0298695**Software ID:** 13000230**Software Version:** 13.5.0.0

|

Type of Account: Checking**Payment Amount in Dollars and Cents:** 266**Requested Payment Date:** 2014-05-15**Taxpayer's Daytime Phone Number:** (580) 762-4940

TY 2013 Accounting Fees Schedule

Name: Keeler- Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northcutt Tax Service LLC	1,350	1,350		

TY 2013 Explanation of Non-Filing with Attorney General Statement

Name: Keeler-Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

Statement: Copy of Form 990 PF was furnished to the Oklahoma Tax
Commission with Form 512E filed.

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: Keeler-Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1550 sh JP Morgan	2007-07	P	2013-05		38,750	38,756			-6	
10K AmEx Credit Alloc	2009-04	P	2013-05		10,000	9,850			150	
12K Goldman Sacs	2008-12	P	2013-04		12,000	11,472			528	
GMNA Principal Return	2006-11	P	2013-12		5,029	5,029				
15K HSBC Fin Corp	2008-11	P	2013-01		15,000	15,006			-6	

TY 2013 General Explanation Attachment

Name: Keeler- Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

**TY 2013 Investments Corporate
Bonds Schedule****Name:** Keeler-Matthews Charitable Foundation Inc**EIN:** 26-0298695**Software ID:** 13000230**Software Version:** 13.5.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GNMA Ser 2005-51 Class DB 5.00 2034-01-20	8,790	10,889
Hartford Life Insurance Co Income Notes 5.45 2018-02-15	10,006	10,097
Home Depot Inc Sr. Nt 5.40 2016-03-01	10,742	12,066
General Elec Sr Nt 5.25 2017-12-06	11,085	13,583
Lehman Bros Holdings Escrow 2020-01-22	11,901	

TY 2013 Investments Corporate
 Stock Schedule

Name: Keeler- Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
720 shares of Citigroup Inc.	36,540	3,752
1200 shares of Frontier Communications Co. formerly Citizens	10,329	5,580
600 shares of Colgate-Palmolive Co	38,838	78,252
456 shares of ConocoPhillips	22,309	32,216
2000 shares of DNP Select Income Fd.	19,969	18,840
1330 shares of ExxonMobil	99,018	134,596
1200 shares of General Electric	42,708	33,636
1000 shares of Pfizer Incorporated	23,911	30,630
510 shares of Wal-Mart Stores	24,307	40,132
656 shares of BP PLC	44,365	31,888
1000 shares of Royal Dutch Shell PLC	71,090	71,270
947 shares of Blackrock Cr Allocation Inc Trust	20,158	10,618
1000 shares of Glimcher Realty Trust Sh Bene Int-Pfd	21,635	9,360
600 shares of First Energy Corp	21,640	19,788
770 shares of H Q Healthcare	10,313	20,767
1000 shares of Medical Properties MPW Trust	9,954	12,220
600 shares of Verizon Communications	18,452	29,484
250 shares of duPont EI de Nemours	29,657	38,982
500 shares of Intel Corp	10,855	12,978
1000 shares of Pengrowth Energy	6,910	6,200
1000 shares of Pepco Holdings	19,450	19,130
228 shares of Phillips 66	6,629	17,586
1000 shares of Public Stg Pfd 5.75	19,995	17,218
300 shares of American Capital Agency	9,191	5,787
500 shares of ATT	18,855	17,580
300 shares of Cohen-Steers Infrastructure	5,845	6,180
600 shares of Govt Properties Income Fd	14,596	14,910
1000 shares of Permian Basin Royalty Trust	12,580	12,860
1500 shares of RBS Capital Fund Trust	34,422	30,660
500 shares of Hovnanian Enterprises Inc Pfd	12,410	7,024

Name of Stock	End of Year Book Value	End of Year Fair Market Value
400 shares of Fannie Mae Pfd Ser T	10,006	4,036

TY 2013 Legal Fees Schedule

Name: Keeler- Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
----------	--------	--------------------------	------------------------	--

TY 2013 Other Assets Schedule**Name:** Keeler-Matthews Charitable Foundation Inc**EIN:** 26-0298695**Software ID:** 13000230**Software Version:** 13.5.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
84 98 min acs, Sec 5-T24N-R2E, Noble County, Oklahoma	8,498	8,498	8,498
40 min acs, Sec 16-T2N-R17E, Pittsburgh County, Oklahoma	4,000	4,000	4,000
80 min acs, Sec 32-T2N-R17E, Pittsburgh County, Oklahoma	8,000	8,000	8,000

TY 2013 Other Decreases Schedule**Name:** Keeler- Matthews Charitable Foundation Inc**EIN:** 26-0298695**Software ID:** 13000230**Software Version:** 13.5.0.0

Description	Amount
2012 Federal Tax on Investment Income	286
2012 Outstanding Checks not accounted for	1,797

TY 2013 Other Expenses Schedule**Name:** Keeler-Matthews Charitable Foundation Inc**EIN:** 26-0298695**Software ID:** 13000230**Software Version:** 13.5.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Permian Basin -- Admin Expenses	17	17		
Postage	9	9		

TY 2013 Other Income Schedule

Name: Keeler- Matthews Charitable Foundation Inc

EIN: 26-0298695

Software ID: 13000230

Software Version: 13.5.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Permian Basin Royalty Trust	736	736	

TY 2013 Taxes Schedule**Name:** Keeler-Matthews Charitable Foundation Inc**EIN:** 26-0298695**Software ID:** 13000230**Software Version:** 13.5.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Permian Basin -- Severence Taxes	54	54		
Foreign Tax on mutual fund investments	643	643		