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Return of Private Foundation

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

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

FLINT FAMILY FOUNDATION

30-0582777

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 490

B Telephone number

918-587-8451

City or town, state or province, country, and ZIP or foreign postal code

TULSA, OK 74101

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

J Accounting method:

☒

Cash

☐

Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 33,361,855. (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

800,000.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

791.

791.

4 Dividends and interest from securities

631,090.

631,090.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

681,684.

b Gross sales price for all assets on line 6a 7,856,195.

7 Capital gain net income (from Part IV, line 2)

681,684.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

87,197.

80,058.

12 Total Add lines 1 through 11

2,200,762.

1,393,623.

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees Stmt 2

1,260.

1,260.

b Accounting fees

c Other professional fees Stmt 3

190,283.

190,283.

17 Interest

2,266.

2,266.

18 Taxes Stmt 4

239,865.

11,514.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

742.

742.

22 Printing and publications

23 Other expenses Stmt 5

135,861.

135,727.

24 Total operating and administrative expenses. Add lines 13 through 23

570,277.

341,792.

25 Contributions, gifts, grants paid

1,500,000.

26 Total expenses and disbursements. Add lines 24 and 25

2,070,277.

341,792.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

130,485.

b Net investment income (if negative, enter -0-)

1,051,831.

c Adjusted net income (if negative, enter -0-)

N/A

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OGDEN, UT

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	18,728.	47,692.	47,692.
	2 Savings and temporary cash investments	1,217,339.	565,380.	565,380.
	3 Accounts receivable ▶ 15,037.			
	Less: allowance for doubtful accounts ▶	21,020.	15,037.	15,037.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 6	2,950,347.	2,877,884.	2,688,892.
	b Investments - corporate stock Stmt 7	16,904,555.	17,720,020.	20,921,965.
	c Investments - corporate bonds Stmt 8	4,660,094.	4,238,299.	4,130,190.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	3,748,948.	4,187,204.	4,943,899.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ ARTWORK)	0.	0.	48,800.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	29,521,031.	29,651,516.	33,361,855.	
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			
	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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,521,031.	29,651,516.	
30 Total net assets or fund balances	29,521,031.	29,651,516.		
31 Total liabilities and net assets/fund balances	29,521,031.	29,651,516.		

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	29,521,031.
2 Enter amount from Part I, line 27a	2	130,485.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	29,651,516.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,651,516.

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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	SB 117794- UNREPORTED			
b	ARVEST			
c	ARVEST			
d	ARVEST			
e	ARVEST			
f	SB 011805			
g	SB 011805			
h	SB 011806			
i	SB 011806			
j	SB 117794			
k	Capital Gains Dividends			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	716,160.	725,000.	<8,840.>
b	1,086,876.	998,831.	88,045.
c	746,703.	521,685.	225,018.
d	450,618.	482,412.	<31,794.>
e	387,049.	414,287.	<27,238.>
f	1,327,065.	1,323,678.	3,387.
g	539,443.	474,092.	65,351.
h	1,189,702.	1,150,634.	39,068.
i	777,909.	682,488.	95,421.
j	392,000.	401,404.	<9,404.>
k	242,670.		242,670.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<8,840.>
b			88,045.
c			225,018.
d			<31,794.>
e			<27,238.>
f			3,387.
g			65,351.
h			39,068.
i			95,421.
j			<9,404.>
k			242,670.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	681,684.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,856,195.		7,174,511.	681,684.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			681,684.

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	681,684.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,000,500.	24,524,556.	.040796
2011	150,300.	4,588,899.	.032753
2010	150,000.	4,142,929.	.036206
2009	153,500.	3,268,319.	.046966
2008	326,951.	2,630,454.	.124295

2 Total of line 1, column (d)	2	.281016
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	.056203
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	31,838,851.
5 Multiply line 4 by line 3	5	1,789,439.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,518.
7 Add lines 5 and 6	7	1,799,957.
8 Enter qualifying distributions from Part XII, line 4	8	1,500,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	21,037.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	21,037.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	21,037.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	99,039.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	99,039.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	78,002.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	56,962.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 21,040. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 10	X	

N/A

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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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>AMY KEETON</u>	Telephone no. ▶	<u>918-587-8451</u>	
Located at ▶ <u>1625 WEST 21 STREET, TULSA, OK</u>		ZIP+4 ▶	<u>74107</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	☐ Yes	☒ No
If "Yes," list the years ▶ _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
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)?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBIN F. BALLENGER 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
CHARLES W. FLINT, III 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
SUSAN F. SEAY 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
KELLEY F. BALLENGER 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,002,906.
b	Average of monthly cash balances	1b	1,320,801.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,323,707.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,323,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	484,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,838,851.
6	Minimum investment return. Enter 5% of line 5	6	1,591,943.

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	1,591,943.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,037.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,037.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,570,906.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,570,906.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,570,906.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,500,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,500,000.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,500,000.

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

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,570,906.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	95,806.			
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	95,806.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,500,000.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,500,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	70,906.			70,906.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	24,900.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	24,900.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

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

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.)**

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:

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

- c Any submission deadlines:**

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

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 Paid during the year				
SEE ATTACHMENT			GENERAL FUNDING	1,500,000.
Total			3a	1,500,000.
b Approved for future payment				
None				
Total			3b	0.

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

- | | | 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 | | X |
| (2) | Other assets | | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | | X |
| (3) | Rental of facilities, equipment, or other assets | | X |
| (4) | Reimbursement arrangements | | X |
| (5) | Loans or loan guarantees | | X |
| (6) | Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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 |
| N/A | | |
| | | |
| | | |
| | | |

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.

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr. 7)?
☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

FLINT FAMILY FOUNDATION**30-0582777**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
FLINT FAMILY FOUNDATION	30-0582777

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES W FLINT JR 1990 FAMILY TRUST FUND A 1625 WEST 21 STREET TULSA, OK 74107	\$ 800,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

FLINT FAMILY FOUNDATION**30-0582777****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

FLINT FAMILY FOUNDATION**30-0582777****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF	Other Income	Statement	1
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
ROYALTY	9,529.	9,529.	
PARTNERSHIP OTHER	15,690.	15,690.	
OTHER	75.	75.	
K-1 CAPITAL	3,995.	0.	
NON-DIVIDENDS	3,144.	0.	
FUND DISTRIBUTION	54,764.	54,764.	
Total to Form 990-PF, Part I, line 11	87,197.	80,058.	

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	1,260.	1,260.		0.
To Fm 990-PF, Pg 1, ln 16a	1,260.	1,260.		0.

Form 990-PF	Other Professional Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROFESSIONAL	190,283.	190,283.		0.
To Form 990-PF, Pg 1, ln 16c	190,283.	190,283.		0.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ROYALTY PRODUCTION	689.	689.		0.	
FOREIGN WITHHOLDING	10,825.	10,825.		0.	
FEDERAL INCOME	228,351.	0.		0.	
To Form 990-PF, Pg 1, ln 18	239,865.	11,514.		0.	

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
PARTNERSHIP OTHER	42,041.	42,041.		0.	
BOND PREMIUM	90,957.	90,957.		0.	
BASIS CORRECTION	2,013.	2,013.		0.	
MEETING MEALS	269.	135.		0.	
DUES	300.	300.		0.	
SUBSCRIPTIONS	281.	281.		0.	
To Form 990-PF, Pg 1, ln 23	135,861.	135,727.		0.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
ARVEST	X		2,877,884.	2,688,892.	
Total U.S. Government Obligations			2,877,884.	2,688,892.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			2,877,884.	2,688,892.	

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
F&M BANCORPORATION	7,818.	95,480.
ARVEST	6,728,249.	8,559,015.
SB- 117794	1,557,166.	1,896,615.
SB- 011805	3,948,282.	4,351,974.
SB- 011806	5,478,505.	6,018,881.
Total to Form 990-PF, Part II, line 10b	17,720,020.	20,921,965.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
ARVEST	3,199,303.	3,147,957.
SB- 011805	798,385.	753,173.
SB- 011806	240,611.	229,060.
Total to Form 990-PF, Part II, line 10c	4,238,299.	4,130,190.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
ORION L.P.	COST	1,651,595.	1,656,370.
ARVEST	COST	247,646.	242,939.
ARVEST	COST	1,358,199.	1,875,944.
SB- 117794	COST	929,764.	1,168,646.
Total to Form 990-PF, Part II, line 13		4,187,204.	4,943,899.

Form 990-PF

List of Substantial Contributors
Part VII-A, Line 10

Statement 10

Name of ContributorAddressCHARLES W FLINT JR 1990 FAMILY
TRUST FUND A1625 W 21 STREET
TULSA, OK 74107

Flint Family Foundation
#30-0582777
2013 Contributions

Nonprofit Agency	Restriction	Date	Amount
A New Leaf Mary Ogle President & CEO 2306 S. 1 st Place Broken Arrow, OK 74012	Vocational Training Program - \$7,000 OKCNP – Standards of Excellence - \$1,000	12/11/2013	8,000
American Red Cross Regina Moon, Executive Director 10151 E. 11 th Street Tulsa, OK 74128	Fire Assistance Program	12/11/2013	10,000
Arts & Humanities Council of Tulsa Ken Busby, Executive Director 101 East Archer Street Tulsa, OK 74103	Imagination Days, Any Given Child	12/11/2013	30,000
Camp Fire Green Country, Inc. Bobbie Henderson, Executive Director 706 S. Boston Ave. Tulsa, OK 74119-1610	Youth Leadership Program	12/11/2013	5,000
Car Care Clinic Lonnie Vaughan, Executive Director 2547 E. Admiral Pl. Tulsa, OK 74110	Auto Parts Program - \$9,000 OKCNP – Standards of Excellence - \$1,000	12/11/2013	10,000
Clarehouse, Inc. Kelley Scott, Executive Director 7617 S. Mingo Rd. Tulsa, OK 74133	End-of-Life Care Program	12/11/2013	25,000
Community Action Project of Tulsa County Violet Rush, Fund Development Specialist 4606 South Garnett, Suite 100 Tulsa, OK 74146	Mobile x-ray machine and portable dental system for comprehensive teeth cleanings	12/11/2013	10,000
Community Food Bank of Eastern Oklahoma, Inc. Eileen Bradshaw, Executive Director 1304 N. Kenosha Ave. Tulsa, OK 74106	Purchased Product Program	12/11/2013	100,000
Community Service Council of Greater Tulsa, Inc. Jim Lyall, Associate Director PO Box 52847 Tulsa, OK 74152	2-1-1 Helpline Program	12/11/2013	100,000
Community Service Council of Greater Tulsa, Inc. Phil Dessaur, Executive Director 16 East 16 th Street, Suite 202 Tulsa, OK 74119	Tulsa Campaign to Prevent Teen Pregnancy	12/11/2013	70,000
Crosstown Learning Center, Inc. Debbie Guilfoyle, Executive Director 2501 East Archer Street Tulsa, OK 74110	Operations - Teacher Salaries	12/11/2013	30,000

Flint Family Foundation
#30-0582777
2013 Contributions

Nonprofit Agency	Restriction	Date	Amount
Domestic Violence Intervention Services, Inc. Katherine Silvey, Director of Development 4300 South Harvard Avenue Tulsa, OK 74135-2608	Children's Therapeutic Counseling Program	12/11/2013	10,000
Eastern Oklahoma Donated Dental Services, Inc. Pam Beard, Executive Director 3741 S. Peoria Ave. Tulsa, OK 74105	Dental lab expenses and prosthetics	12/11/2013	50,000
Emergency Infant Services Mary Ellen Evans-Opstein, Development Director Direct Client Services Program 222 South Houston Avenue Tulsa, OK 74127	Direct Client Services Program	12/11/2013	20,000
Family Safety Center, Inc. Suzann Stewart, Executive Director 3010 S. Harvard, Suite 200 Tulsa, OK 74114	Operations	12/11/2013	25,000
Gilcrease Museum Management Trust Linda Galbraith, Director of Philanthropy 1400 Gilcrease Museum Road Tulsa, OK 74127	Any Given Child	12/11/2013	15,000
Good Samaritan Health Services George Valverde, Development Director PO Box 1191 Tulsa, OK 74101	Mobile Medical Program - \$10,000 Social Worker - \$20,000	12/11/2013	30,000
Goodwill Industries of Tulsa, Inc. David Oliver, Executive Director 2800 Southwest Blvd. Tulsa, OK 74107-3817	TulsaWorks Training Program	12/11/2013	20,000
Harvest House Outreach, Inc. Phil Cunningham, Director of Development 1439 E. 71 st St. Tulsa, OK 74136	Purchased Food Program	12/11/2013	5,000
Iron Gate at Trinity, Inc. Connie Cronley, Executive Director 501 South Cincinnati Ave. Tulsa, OK 74103	Purchased Food Program	12/11/2013	10,000
KIPP Tulsa Academy College Preparatory, Inc. John Wolfkill, Executive Director 1661 East Virgin Street Tulsa, OK 74106	Operations – KIPP Through College	12/11/2013	20,000
Legal Aid Services of Oklahoma, Inc. Sue Woodward, Resource Development 907 S. Detroit Ave., Suite 725 Tulsa, OK 74120	Embedded Attorney - YWCA	12/11/2013	50,000

Flint Family Foundation
#30-0582777
2013 Contributions

Nonprofit Agency	Restriction	Date	Amount
Mental Health Association in Tulsa, Inc. Michael Brose, Executive Director 1870 S. Boulder Tulsa, OK 74119	Playground Equipment – Autumn Ridge Apts.	12/11/2013	20,000
New Hope Camp, Inc. Lindsay Fry-Geier, Executive Director 501 S. Cincinnati Ave. Tulsa, OK 74103	Staffing – After School Programs	12/11/2013	10,000
Oklahoma Centennial Botanical Garden, Inc. Carrie Vesely Henderson, Development Director PO Box 707 Tulsa OK 74101-0707	Operations – Educational Programming & Outreach \$10,000 OKCNP – Standards of Excellence - \$1,000	12/11/2013	11,000
Oklahoma Society to Prevent Blindness Anita Schlaht, Director of Grants & Special Projects 2506-B East 21 st St. Tulsa, OK 74114	Purchase 2 SPOT cameras	12/11/2013	\$20,000
Oklahoma State University Foundation Stephanie Vogel, Development Officer 400 South Monroe Stillwater, OK 74074	Tulsa Children's Project	12/11/2013	50,000
Palmer Continuum of Care, Inc. Laura Chalus, Director of Development PO Box 580700 Tulsa, OK 74158-0700	Operational Support - Children's Program	12/11/2013	30,000
Philbrook Museum of Art, Inc. Janet Walker, Development Manager 2727 S. Rockford Road Tulsa, OK 74114	Educational Operating Fund	12/11/2013	15,000
Planned Parenthood of Arkansas and Eastern Oklahoma, Inc. Kate Neary-Pounds, Regional Development Dir. 5780 S. Peoria Tulsa, OK 74105	Family Planning/Contraception Services	12/11/2013	100,000
Rebuilding Together Tulsa Jennifer Barcus Schafer, Executive Director PO Box 52201 Tulsa, OK 74152	Safe at Home Program	12/11/2013	10,000
Saint Simeon's Episcopal Home Foundation Carolyn Blair, Executive Director 3701 Martin Luther King, Jr. Boulevard Tulsa, OK 74106-1559	Life Enrichment - Wheelchair Accessible Bus	12/11/2013	20,000
Stand in the Gap Inc. Francois Cardinal, CFO 3939 S Harvard Ave, Suite 120 Tulsa, OK 74135	Women in Transition Program	12/11/2013	10,000

Flint Family Foundation
#30-0582777
2013 Contributions

Nonprofit Agency	Restriction	Date	Amount
Teach for America Elizabeth McCrary, Manager of Growth Development & Partnerships 1202 West Easton Street Tulsa, OK 74127	Diversity & Inclusion Program	12/11/2013	20,000
The Center for Individuals with Physical Challenges Lori Long, Executive Director 815 South Utica Avenue Tulsa, OK 74104	Rehabilitative Fitness and Adaptive Recreation & Sports Programs	12/11/2013	10,000
The Little Light House, Inc. Jean Winfrey, Executive Director 5120 East 36 th Street Tulsa, OK 74135-5228	Trans-Disciplinary Team Program	12/11/2013	25,000
The Parent Child Center Desiree Doherty, Executive Director 1421 South Boston Avenue Tulsa, OK 74119	Child and Family Therapy Program	12/11/2013	100,000
Town & Country School, Inc. Dawn Duca, Community & Development Director 8906 E. 34 th St. Tulsa, OK 74145	Financial Assistance/Making the Difference Programs	12/11/2013	45,000
Tulsa Children's Museum Anne Galbraith, Dir. of Organizational Dev. 560 N. Maybelle Ave. Tulsa, OK 74127	Accessible Discovery Program	12/11/2013	30,000
Tulsa Community Foundation 7030 S. Yale Ave. #600 Tulsa, OK 74136	501technet Designated Fund - operations	12/11/2013	50,000
Tulsa Community Foundation 7030 S. Yale Ave. #600 Tulsa, OK 74136	Teacher & Leader Effectiveness Designated Fund – Operations	12/11/2013	20,000
Tulsa Community Foundation 7030 S. Yale Ave. #600 Tulsa, OK 74136	Tulsa County Child Protection Designated Fund – Parent Psychological Assessments	12/11/2013	20,000
Tulsa Community Foundation 7030 S. Yale Ave. #600 Tulsa, OK 74136	Funders Roundtable	1/29/2013	350
Tulsa Day Center for the Homeless, Inc. Sharon Catalano, Development Director 415 W. Archer Tulsa, OK 74103	Case Management and Eviction Prevention Programs	12/11/2013	20,000

Flint Family Foundation
#30-0582777
2013 Contributions

Nonprofit Agency	Restriction	Date	Amount
Tulsa Girls Art School Project, Inc. Matt Moffett, Executive Director 2202 E. Admiral Blvd. Tulsa, OK 74110	Operations related to Springdale Elementary Students	12/11/2013	20,000
Tulsa Library Trust Larry Bartley, Director 400 Civic Center Tulsa, OK 74103	Homework Helpline - \$20,000 Touch a Truck - \$2,000 Summer Reading Program - \$3,000	12/11/2013	25,000
Tulsa Medical Society Foundation Mona Wright, Executive Director 5315 S. Lewis Ave. Tulsa, OK 74105	Operations – Salary Part-Time Staff	12/11/2013	10,000
Tulsa Symphony Orchestra, Inc. Martha Mattes, Grant Coordinator 117 North Boston Avenue, Suite 201 Tulsa, OK 74103	Any Given Child	12/11/2013	35,000
Up With Trees 1102 S. Boston Ave. Tulsa, OK 74119	Operations	8/6/2013	500
Young Women's Christian Association of Tulsa, OK Meredith McDaris, Dir. Communications & Develop. 1503 S. Denver Ave. Tulsa, OK 74119	ESL – Level 3 English Classes	12/11/2013	10,000
Youth Services of Tulsa, Inc. Jim Walker, Executive Director 311 S. Madison Ave. Tulsa, OK 74120-3208	Transitional Living Program	12/11/2013	100,000
Zoi's Animal Rescue Debbie Stellas, Executive Director P.O. Box 2905 Claremore, OK 74018	Operations	12/11/2013	10,150
	Total		1,500,000

FLINT FAMILY FOUNDATION
#30-0582777
Bond Premium Amortization Election
2013

Form 990-PF
Attachment

Taxpayer elects to amortize bond premium in accordance with IRC Regulation § 1.171.4.

FLINT FAMILY FOUNDATION
#30-0582777
SB 117794 Unreported Sales
2013

Form 990-PF
Attachment

	Acquired	Sold	Term	Proceeds	Basis	Gain
ARTHA		02/05/13	L	162,526	175,000	(12,474)
IVORY	05/04/12	02/08/13	S	266,294	250,000	16,294
OZ DP	07/24/12	02/08/13	S	111,381	100,000	11,381
PAULSON	05/04/12	03/06/13	S	56,626	100,000	(43,374)
TRICADIA	05/04/12	05/09/13	L	119,333	100,000	19,333
Totals				<u>716,160</u>	<u>725,000</u>	<u>(8,840)</u>

2013 Tax Information Statement

Payer's Name and Address:
ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

☐ Corrected ☐ 2nd TIN notice

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)		Stocks Bonds, etc. (Box 2a)		Cost or Other Basis (Box 3)		Wash Sale Loss Disallowed (Box 5)		Net Gain or Loss (Box 4)		Federal Income Tax Withheld (Box 15)	
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)													
Short Term Sales Reported on 1099-B															
G1151C101	ACCENTURE PLC IRELAND SHS CL A														
222.0000	03/04/2013	06/20/2012		ACN		16,667.40		13,217.37		0.00		3,450.03		0.00	0.00
G0083B108	ACTAVIS PLC SHS														
48.0000	10/24/2013	06/28/2013		ACT		7,014.36		6,113.04		0.00		901.32		0.00	0.00
013817101	ALCOA INC														
457.0000	03/04/2013	06/20/2012		AA		3,788.49		4,090.10		0.00		-301.61		0.00	0.00
025816109	AMERICAN EXPRESS														
166.0000	03/04/2013	06/20/2012		AXP		10,436.51		9,515.12		0.00		921.39		0.00	0.00
037411105	APACHE CORPORATION														
73.0000	03/04/2013	06/20/2012		APA		5,301.75		6,136.34		0.00		-834.59		0.00	0.00
037833100	APPLE COMPUTER INC														
29.0000	03/04/2013	06/20/2012		AAPL		12,192.09		16,946.40		0.00		-4,754.31		0.00	0.00
00206R102	AT&T INC														
334.0000	03/04/2013	06/20/2012		T		12,070.51		11,816.88		0.00		253.63		0.00	0.00
075887109	BECTON DICKINSON & CO COM														
120.0000	03/04/2013	06/20/2012		BDX		10,610.09		8,953.19		0.00		1,656.90		0.00	0.00

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2013 Tax Information Statement

Payer's Name and Address:
ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip		Description (Box 8)	Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
237194105	DARDEN RESTAURANT INC		DRI					
103.0000	10/24/2013	07/26/2013	5,296.03	5,022.43	0.00	273.60	0.00	0.00
263534109	DUPONT		DD					
137.0000	03/04/2013	06/20/2012	6,605.87	6,981.50	0.00	-375.63	0.00	0.00
337738108	FISERV INC		FISV					
105.0000	03/04/2013	06/20/2012	8,663.17	7,435.04	0.00	1,228.13	0.00	0.00
369550108	GENERAL DYNAMICS CORP COM		GD					
113.0000	03/04/2013	06/25/2012	7,561.08	7,043.80	0.00	517.28	0.00	0.00
375558103	GILEAD SCIENCES INC		GILD					
411.0000	03/04/2013	06/20/2012	17,948.01	10,406.50	0.00	7,541.51	0.00	0.00
375558103	GILEAD SCIENCES INC		GILD					
530.0000	07/26/2013	08/07/2012	33,097.13	15,245.42	0.00	17,851.71	0.00	0.00
423074103	H J HEINZ		HNZ					
156.0000	03/04/2013	06/20/2012	11,298.83	8,439.58	0.00	2,859.25	0.00	0.00
423074103	H J HEINZ		HNZ					
1316.0000	03/21/2013	Various	94,686.71	73,668.73	0.00	21,017.98	0.00	0.00
423452101	HELMERICH & PAYNE INC		HP					
155.0000	03/04/2013	06/20/2012	9,893.11	7,060.23	0.00	2,832.88	0.00	0.00

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ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

☐ Corrected ☐ 2nd TIN notice

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
(Box 1e)	(Box 1a)	(Box 1b)	MDLZ						
609207105	MONDELEZ INTERNATIONAL INC								
236.0000	03/04/2013	06/20/2012	6,655.05	5,980.44	0.00	674.61	0.00	0.00	0.00
637071101	NATIONAL OILWELL VARCO COM		NOV						
106.0000	03/04/2013	12/26/2012	7,000.08	7,100.92	0.00	-100.84	0.00	0.00	0.00
637071101	NATIONAL OILWELL VARCO COM		NOV						
50.0000	10/24/2013	12/26/2012	3,938.14	3,349.49	0.00	588.65	0.00	0.00	0.00
674599105	OCCIDENTAL PETRO CORP		OXY						
74.0000	03/04/2013	06/20/2012	6,018.29	6,234.35	0.00	-216.06	0.00	0.00	0.00
68389X105	ORACLE CORP		ORCL						
308.0000	03/04/2013	12/13/2012	10,770.55	9,763.63	0.00	1,006.92	0.00	0.00	0.00
68389X105	ORACLE CORP		ORCL						
144.0000	10/24/2013	12/13/2012	4,769.21	4,564.81	0.00	204.40	0.00	0.00	0.00
717081103	PFIZER INC		PFE						
364.0000	03/04/2013	06/20/2012	10,042.57	8,259.12	0.00	1,783.45	0.00	0.00	0.00
69351T106	PPL CORP COM		PPL						
168.0000	03/04/2013	06/20/2012	5,204.96	4,670.40	0.00	534.56	0.00	0.00	0.00
742718109	PROCTOR & GAMBLE		PG						
131.0000	03/04/2013	06/20/2012	10,014.27	7,896.68	0.00	2,117.59	0.00	0.00	0.00

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2013 Tax Information Statement

Payer's Name and Address:
ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

☐ Corrected ☐ 2nd TIN notice

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

CUSIP		Description (Box 8)		Stock or Other Symbol (Box 1d)		Federal Income Tax Withheld (Box 4)		State Tax Withheld (Box 15)	
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)				
913017109	UNITED TECHNOLOGIES		UTX						
132.0000	03/04/2013	06/20/2012	11,745.95	10,030.60	0.00	1,715.35	0.00	0.00	0.00
254687106	WALT DISNEY CO		DIS						
211.0000	03/04/2013	06/20/2012	11,765.09	10,060.46	0.00	1,704.63	0.00	0.00	0.00
949746101	WELLS FARGO & CO NEW COM		WFC						
239.0000	03/04/2013	06/20/2012	8,532.13	7,824.83	0.00	707.30	0.00	0.00	0.00
Total Short Term Sales Reported on 1099-B			1,086,875.84	998,830.66	0.00	88,045.18	0.00	0.00	0.00
Report on Form 8949, Part I, with Box A checked									
Long Term Sales Reported on 1099-B									
G1151C101	ACCENTURE PLC IRELAND SHS CL A		ACN						
103.0000	10/24/2013	06/20/2012	7,554.00	6,132.38	0.00	1,421.62	0.00	0.00	0.00
013817101	ALCOA INC		AA						
212.0000	10/24/2013	06/20/2012	1,941.91	1,897.38	0.00	44.53	0.00	0.00	0.00
025816109	AMERICAN EXPRESS		AXP						
77.0000	10/24/2013	06/20/2012	6,228.64	4,413.64	0.00	1,815.00	0.00	0.00	0.00
037411105	APACHE CORPORATION		APA						
34.0000	10/24/2013	06/20/2012	3,054.75	2,858.02	0.00	196.73	0.00	0.00	0.00

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800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

☐ Corrected ☐ 2nd TIN notice

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss (Box 4)	Federal Income Tax Withheld (Box 15)
263534109	DUPONT	10/24/2013	06/20/2012	DD 3,857.82	3,210.48	0.00	647.34	0.00
337738108	FISERV INC	10/24/2013	06/20/2012	FISV 5,162.20	3,469.69	0.00	1,692.51	0.00
369550108	GENERAL DYNAMICS CORP COM	10/24/2013	06/25/2012	GD 4,607.60	3,303.73	0.00	1,303.87	0.00
375558103	GILEAD SCIENCES INC	07/26/2013	Various	GILD 70,128.44	28,681.34	0.00	41,447.10	0.00
81.0000	GILEAD SCIENCES INC	10/24/2013	08/07/2012	GILD 5,649.41	2,329.96	0.00	3,319.45	0.00
423452101	HELMERICH & PAYNE INC	10/24/2013	06/20/2012	HP 5,442.45	3,279.60	0.00	2,162.85	0.00
459200101	IBM	10/24/2013	06/20/2012	IBM 5,499.22	6,150.61	0.00	-651.39	0.00
31.0000	INTEL CORP	10/24/2013	06/20/2012	INTC 3,946.58	4,588.11	0.00	-641.53	0.00
458140100	INTEL CORP	10/24/2013	06/20/2012	INTC 3,946.58	4,588.11	0.00	-641.53	0.00
166.0000	INTEL CORP	10/24/2013	06/20/2012	INTC 3,946.58	4,588.11	0.00	-641.53	0.00
G491BT108	INVECO LTD	10/24/2013	10/23/2012	IVZ 2,701.09	2,002.96	0.00	698.13	0.00
83.0000	INVECO LTD	10/24/2013	10/23/2012	IVZ 2,701.09	2,002.96	0.00	698.13	0.00

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2013 Tax Information Statement

Payer's Name and Address:
ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

☐ Corrected ☐ 2nd TIN notice

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)							
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld		
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)		
609207105	MONDELEZ INTERNATIONAL INC		MDLZ							
111.0000	10/24/2013	06/20/2012	3,678.07	2,812.84	0.00	865.23	0.00	0.00		
674599105	OCCIDENTAL PETRO CORP		OXY							
35.0000	10/24/2013	06/20/2012	3,387.59	2,948.68	0.00	438.91	0.00	0.00		
717081103	PFIZER INC		PFE							
170.0000	10/24/2013	06/20/2012	5,188.32	3,857.29	0.00	1,331.03	0.00	0.00		
69351T106	PPL CORP COM		PPL							
79.0000	10/24/2013	06/20/2012	2,412.28	2,196.20	0.00	216.08	0.00	0.00		
742718109	PROCTOR & GAMBLE		PG							
62.0000	10/24/2013	06/20/2012	4,981.30	3,737.36	0.00	1,243.94	0.00	0.00		
744573106	PUBLIC SERVICE ENTERPRISE GROUP		PEG							
66.0000	10/24/2013	06/20/2012	2,231.51	2,115.30	0.00	116.21	0.00	0.00		
G7945M107	SEAGATE TECHNOLOGY PLC SHS		STX							
144.0000	10/24/2013	06/20/2012	6,975.25	3,503.50	0.00	3,471.75	0.00	0.00		
78467Y107	SPDR S & P MIDCAP 400 ETF TR UTSER1		MDY							
435.0000	10/24/2013	06/20/2012	102,166.72	74,023.91	0.00	28,142.81	0.00	0.00		
857477103	STATE STR CORP		STT							
77.0000	10/24/2013	06/20/2012	5,237.44	3,381.07	0.00	1,856.37	0.00	0.00		

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2013 Tax Information Statement

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ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:
FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)		Wash Sale Loss Disallowed (Box 5)		Net Gain or Loss (Box 4)		Federal Income Tax Withheld (Box 15)		State Tax Withheld (Box 15)	
Quantity Sold	Date of Sale or Exchange	Date of Acquisition		Stocks Bonds, etc.	Cost or Other Basis								
(Box 1e)	(Box 1a)	(Box 1b)		(Box 2a)	(Box 3)								
949746101	WELLS FARGO & CO NEW COM			WFC									
112.0000	10/24/2013	06/20/2012		4,774.28	3,666.87		0.00	1,107.41	0.00	0.00	0.00	0.00	0.00
Total Long Term Sales Reported on 1099-B				746,703.17	521,684.81		0.00	225,018.36	0.00	0.00	0.00	0.00	0.00

Report on Form 8949, Part II, with Box D checked

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 FLINT FAMILY FOUNDATION
 1625 W 21ST STREET
 TULSA, OK 74107

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Payer's Name and Address:
 ARVEST BANK
 800 N OSAGE
 DEWEY, OK 74029

☐ Corrected ☐ 2nd TIN notice

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Federal Income Tax Withheld (Box 4)		State Tax Withheld (Box 15)	
	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales Reported on 1099-B								
3137EADB2		FED HOME LN MTG CORP 2.375% 01/13/22						
70000.0000		02/11/2013	07/17/2012	FHLM22	73,161.97	0.00	-923.44	0.00
31292SAD2		FHLMC POOL FG C09004 3.5% 7/01/42						
6580.9400		01/15/2013	07/17/2012		6,968.60	0.00	-387.66	0.00
31292SAD2		FHLMC POOL FG C09004 3.5% 7/01/42						
5737.8300		02/15/2013	07/17/2012		6,075.82	0.00	-337.99	0.00
31292SAD2		FHLMC POOL FG C09004 3.5% 7/01/42						
3826.0000		03/15/2013	07/17/2012		4,051.38	0.00	-225.38	0.00
31292SAD2		FHLMC POOL FG C09004 3.5% 7/01/42						
3099.9800		04/15/2013	07/17/2012		3,282.59	0.00	-182.61	0.00
31292SAD2		FHLMC POOL FG C09004 3.5% 7/01/42						
2553.9600		05/15/2013	07/17/2012		2,704.40	0.00	-150.44	0.00
31292SAD2		FHLMC POOL FG C09004 3.5% 7/01/42						
3090.2800		06/15/2013	07/17/2012		3,272.32	0.00	-182.04	0.00

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2013 Tax Information Statement

Account Number:

615421013

Recipient's Name and Address:

FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

Recipient's Tax ID Number:

30-0582777

Payer's Federal ID Number:

71-0118700

Payer's State ID Number:

OK

Payer's Name and Address:

ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

☐ Corrected

☐ 2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange	Stocks or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold								
(Box 1e)	(Box 1a)		(Box 2a)					
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	06/15/2013	676.00	701.03	0.00	-25.03	0.00	0.00
676.0000								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	07/15/2013	808.11	838.04	0.00	-29.93	0.00	0.00
808.1100								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	08/15/2013	739.47	766.85	0.00	-27.38	0.00	0.00
739.4700								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	09/15/2013	824.92	855.47	0.00	-30.55	0.00	0.00
824.9200								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	10/15/2013	753.79	781.70	0.00	-27.91	0.00	0.00
753.7900								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	11/15/2013	708.78	735.03	0.00	-26.25	0.00	0.00
708.7800								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	12/15/2013	764.02	792.31	0.00	-28.29	0.00	0.00
764.0200								
3128MMQM8	FHLMC POOL FG G18459 2.5% 03/01/28	12/31/2013	730.79	757.85	0.00	-27.06	0.00	0.00
730.7900								
3132HL4C4	FHLMC POOL FG Q10819 3.0% 08/01/42	01/15/2013	4,044.62	4,285.09	0.00	-240.47	0.00	0.00
4044.6200								
3132HL4C4	FHLMC POOL FG Q10819 3.0% 08/01/42	02/15/2013	4,220.62	4,471.55	0.00	-250.93	0.00	0.00
4220.6200								

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2013 Tax Information Statement

Page 24 of 50

Account Number:

615421013

Recipient's Name and Address:

FLINT FAMILY FOUNDATION
1625 W 21ST STREET
TULSA, OK 74107

Recipient's Tax ID Number:

30-0582777

Payer's Federal ID Number:

71-0118700

Payer's State ID Number:

71-0118700

OK

Payer's Name and Address:

ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

☐ Corrected

☐ 2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Quantity Sold	Date of Sale or Exchange	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	1536.4800	04/15/2013	1,536.48	1,627.83	0.00	-91.35	0.00	0.00
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	439.6400	05/15/2013	439.64	465.78	0.00	-26.14	0.00	0.00
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	434.0400	06/15/2013	434.04	459.85	0.00	-25.81	0.00	0.00
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	1590.8500	07/15/2013	1,590.85	1,685.43	0.00	-94.58	0.00	0.00
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	436.1100	08/15/2013	436.11	462.04	0.00	-25.93	0.00	0.00
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	1901.9000	09/15/2013	1,901.90	2,014.97	0.00	-113.07	0.00	0.00
3138M1JU3	FNMA POOL FN A09274 3.5% 07/01/42	4828.6400	01/25/2013	4,828.64	5,113.08	0.00	-284.44	0.00	0.00
3138M1JU3	FNMA POOL FN A09274 3.5% 07/01/42	4322.4900	02/25/2013	4,322.49	4,577.11	0.00	-254.62	0.00	0.00
3138M1JU3	FNMA POOL FN A09274 3.5% 07/01/42	5399.6200	03/25/2013	5,399.62	5,717.69	0.00	-318.07	0.00	0.00
3138M1JU3	FNMA POOL FN A09274 3.5% 07/01/42	4324.6200	04/25/2013	4,324.62	4,579.37	0.00	-254.75	0.00	0.00

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2013 Tax Information Statement

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Payer's Name and Address:
 ARVEST BANK
 800 N OSAGE
 DEWEY, OK 74029

☐ Corrected ☐ 2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange	Stocks or Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)	(Box 1a)							
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	03/25/2013	1,740.26	1,846.85	0.00	-106.59	0.00	0.00
1740.2600		09/26/2012						
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	04/25/2013	1,216.87	1,291.40	0.00	-74.53	0.00	0.00
1216.8700		09/26/2012						
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	05/28/2013	937.40	994.82	0.00	-57.42	0.00	0.00
937.4000		09/26/2012						
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	06/25/2013	1,808.23	1,918.98	0.00	-110.75	0.00	0.00
1808.2300		09/26/2012						
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	07/25/2013	1,539.58	1,633.88	0.00	-94.30	0.00	0.00
1539.5800		09/26/2012						
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	08/26/2013	986.77	1,047.21	0.00	-60.44	0.00	0.00
986.7700		09/26/2012						
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42	09/25/2013	1,021.10	1,083.64	0.00	-62.54	0.00	0.00
1021.1000		09/26/2012						
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR	01/25/2013	3,646.92	3,772.28	0.00	-125.36	0.00	0.00
3646.9200		08/27/2012						
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR	02/25/2013	6,837.12	7,072.15	0.00	-235.03	0.00	0.00
6837.1200		08/27/2012						
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR	03/25/2013	2,941.54	3,042.66	0.00	-101.12	0.00	0.00
2941.5400		08/27/2012						

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2013 Tax Information Statement

Account Number: 615421013
Recipient's Name and Address:
 FLINT FAMILY FOUNDATION
 1625 W 21ST STREET
 TULSA, OK 74107

Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Payer's Name and Address:
 ARVEST BANK
 800 N OSAGE
 DEWEY, OK 74029

☐ Corrected ☐ 2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Stock or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
78463V107	SPDR GOLD TRUST SHS	12/31/2013 09/18/2012	GLD	62.56	0.00	-6.93	0.00	0.00
78463V107	SPDR GOLD TRUST SHS	12/31/2013 10/19/2012	GLD	68.21	0.00	-5.00	0.00	0.00
912828UN8	U S TREASURY BOND 2.00% 02/15/23	10/18/2013 06/21/2013	UNIT23	19,128.12	0.00	-50.00	0.00	0.00
912834AT5	U S TREASURY SECS (OID) 08/15/38	02/11/2013 07/13/2012	USTZ38	32,502.75	0.00	-4,416.00	0.00	0.00
912834AT5	U S TREASURY SECS (OID) 08/15/38	10/18/2013 06/14/2013	USTZ38	9,644.50	0.00	-908.75	0.00	0.00
25000.0000				450,618.31	0.00	-31,794.41	0.00	0.00
Total Short Term Sales Reported on 1099-B								
Report on Form 8949, Part I, with Box B checked								
Long Term Sales Reported on 1099-B								
025816BB4	AMERICAN EXPRESS 8.125% 05/20/2019		AXP 19					
30000.0000		10/16/2013 06/22/2012		38,978.10	0.00	-1,149.90	0.00	0.00
31292SAD2	FHLMC POOL FG C09004 3.5% 7/01/42							
2222.7200		08/15/2013 07/17/2012		2,222.72	0.00	-130.93	0.00	0.00
31292SAD2	FHLMC POOL FG C09004 3.5% 7/01/42							
1567.6300		09/15/2013 07/17/2012		1,567.63	0.00	-92.34	0.00	0.00

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2013 Tax Information Statement

Account Number: 615421013
Recipient's Tax ID Number: 30-0582777
Payer's Federal ID Number: 71-0118700
Payer's State ID Number: 71-0118700
State: OK

Payer's Name and Address:
 ARVEST BANK
 800 N OSAGE
 DEWEY, OK 74029

☐ Corrected ☐ 2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)	(Box 1a)								
3132HL4C4	FHLMC POOL FG Q10819 3 0% 08/01/42	10/15/2013	09/26/2012	2,317.88	2,455.69	0.00	-137.81	0.00	0.00
2317.8800									
3132HL4C4	FHLMC POOL FG Q10819 3.0% 08/01/42	11/15/2013	09/26/2012	1,622.54	1,719.00	0.00	-96.46	0.00	0.00
1622.5400									
3132HL4C4	FHLMC POOL FG Q10819 3.0% 08/01/42	12/15/2013	09/26/2012	360.03	381.43	0.00	-21.40	0.00	0.00
360.0300									
3132HL4C4	FHLMC POOL FG Q10819 3.0% 08/01/42	12/31/2013	09/26/2012	936.34	992.01	0.00	-55.67	0.00	0.00
936.3400									
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	10/15/2013	09/26/2012	606.29	642.34	0.00	-36.05	0.00	0.00
606.2900									
3132HMZQ7	FHLMC POOL FG Q11651 3 0% 10/01/42	11/15/2013	09/26/2012	1,084.60	1,149.08	0.00	-64.48	0.00	0.00
1084.6000									
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	12/15/2013	09/26/2012	456.49	483.63	0.00	-27.14	0.00	0.00
456.4900									
3132HMZQ7	FHLMC POOL FG Q11651 3.0% 10/01/42	12/31/2013	09/26/2012	418.12	442.98	0.00	-24.86	0.00	0.00
418.1200									
3138M1JU3	FNMA POOL FN A09274 3 5% 07/01/42	07/25/2013	07/09/2012	2,296.77	2,432.06	0.00	-135.29	0.00	0.00
2296.7700									
3138M1JU3	FNMA POOL FN A09274 3 5% 07/01/42	08/26/2013	07/09/2012	3,470.45	3,674.88	0.00	-204.43	0.00	0.00
3470.4500									

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615421013
30-0582777
71-0118700
71-0118700
OK

Payer's Name and Address:
ARVEST BANK
800 N OSAGE
DEWEY, OK 74029

2nd TIN notice

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
(Box 1e)	(Box 1a)								
3138ECEV1	FNMA POOL FN AK7347 3.5% 03/01/42								
1010.2200	12/26/2013	07/09/2012	1,010.22	1,069.73	0.00	-59.51	0.00	0.00	
3138ECEV1	FNMA POOL FN AK7347 3.5% 03/01/42								
613.7600	12/31/2013	07/09/2012	613.76	649.91	0.00	-36.15	0.00	0.00	
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42								
1135.5800	10/25/2013	09/26/2012	1,135.58	1,205.13	0.00	-69.55	0.00	0.00	
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42								
1007.5600	11/25/2013	09/26/2012	1,007.56	1,069.27	0.00	-61.71	0.00	0.00	
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42								
866.2700	12/26/2013	09/26/2012	866.27	919.33	0.00	-53.06	0.00	0.00	
3138M8J61	FNMA POOL FN AP4784 3.00% 09/01/42								
1206.2000	12/31/2013	09/26/2012	1,206.20	1,280.08	0.00	-73.88	0.00	0.00	
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR								
1311.8600	09/25/2013	08/27/2012	1,311.86	1,356.96	0.00	-45.10	0.00	0.00	
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR								
121102.2090	10/21/2013	08/27/2012	118,301.72	125,265.08	0.00	-6,963.36	0.00	0.00	
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR								
1283.0100	10/25/2013	08/27/2012	1,283.01	1,327.11	0.00	-44.10	0.00	0.00	
31418AJV1	FNMA POOL MA1175 3% 9/1/42 PASS-THRU LNG 30 YR								
436.1200	11/25/2013	08/27/2012	436.12	451.11	0.00	-14.99	0.00	0.00	

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Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number: 26-4310632Taxpayer ID Number 30-0582777
Account Number: 318 011805 643

Customer Service: 866-324-6088

FLINT FAMILY FOUNDATION C/O ROBIN
F. BALLENGER, KELLEY F BALLENGER &
J. FARRELL SEAY
PO BOX 490
TULSA OK 74101-0490

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BLACKROCK INFLAT PROT BOND I		CUSIP: 091937748	Symbol (Box 1d): BPRIX					
	2,731.552	09/07/12	03/08/13	\$32,560.10	\$33,242.99	\$0.00	(\$682.89)	\$0.00
	604.514	09/14/12	03/08/13	\$7,205.81	\$7,441.56	\$0.00	(\$235.75)	\$0.00
Security Subtotal	3,336.066			\$39,765.91	\$40,684.55	\$0.00	(\$918.64)	\$0.00
CAMBIAR SMALL CAP INV		CUSIP: 0075W0817	Symbol (Box 1d): CAMSX					
	1,213.691	09/07/12	05/17/13	\$25,463.24	\$22,161.99	\$0.00	\$3,301.25	\$0.00
	1,166.683	09/14/12	05/17/13	\$24,477.01	\$22,096.98	\$0.00	\$2,380.03	\$0.00
	1,251.253	09/24/12	05/17/13	\$26,251.29	\$22,947.97	\$0.00	\$3,303.32	\$0.00
	1,291.959	09/26/12	05/17/13	\$27,105.30	\$23,138.99	\$0.00	\$3,966.31	\$0.00
	1,907.669	03/08/13	05/17/13	\$40,022.89	\$39,049.97	\$0.00	\$972.92	\$0.00
Security Subtotal	6,831.255			\$143,319.73	\$129,395.90	\$0.00	\$13,923.83	\$0.00
LEGG MASON WA EMERG MKT DEBT I		CUSIP: 52469F481	Symbol (Box 1d): SEMDX					
	7,589.724	09/07/12	03/08/13	\$44,172.19	\$44,323.99	\$0.00	(\$151.80)	\$0.00
	6,835.276	09/14/12	03/08/13	\$39,781.31	\$39,986.36	\$0.00	(\$205.05)	\$0.00
Security Subtotal	14,425.000			\$83,953.50	\$84,310.35	\$0.00	(\$356.85)	\$0.00
METROPOLITAN WEST TOT RET BD I		CUSIP: 592905509	Symbol (Box 1d): MWVIX					
	24,287.304	09/07/12	03/08/13	\$263,760.12	\$265,945.98	\$0.00	(\$2,185.86)	\$0.00
	24,520.946	09/14/12	03/08/13	\$266,297.47	\$269,239.99	\$0.00	(\$2,942.52)	\$0.00
	2,706.363	09/24/12	03/08/13	\$29,391.11	\$29,878.22	\$0.00	(\$487.11)	\$0.00
Security Subtotal	51,514.613			\$559,448.70	\$565,064.19	\$0.00	(\$5,615.49)	\$0.00

CONTINUED ON NEXT PAGE

Corporate Tax Statement
Tax Year 2013Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th FloorNew York, NY 10004
Identification Number: 26-4310632FLINT FAMILY FOUNDATION C/O ROBIN
F. BALLENGER, KELLEY F BALLENGER &
J. FARRELL SEAY
PO BOX 490
TULSA OK 74101-0490Taxpayer ID Number: 30-0582777
Account Number: 318 011805 643

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PIMCO FOREIGN BD US \$ HEDGED P	CUSIP: 72201M784	Symbol (Box 1d): PFBPX						
	5,941,553	09/07/12	03/08/13	\$64,168.77	\$66,485.98	\$0.00	(\$2,317.21)	\$0.00
	5,999,464	09/14/12	03/08/13	\$64,794.21	\$67,313.99	\$0.00	(\$2,519.78)	\$0.00
	6,390	09/24/12	03/08/13	\$69.02	\$72.08	\$0.00	(\$3.06)	\$0.00
Security Subtotal	11,947,407			\$129,032.00	\$133,872.05	\$0.00	(\$4,840.05)	\$0.00
PIMCO SHORT TERM P	CUSIP: 72201M594	Symbol (Box 1d): PTSPX						
	8,981,559	09/07/12	03/08/13	\$88,737.80	\$88,647.99	\$0.00	\$89.81	\$0.00
	9,117,628	09/14/12	03/08/13	\$90,082.16	\$89,990.99	\$0.00	\$91.17	\$0.00
	8,925,378	09/24/12	03/08/13	\$88,182.73	\$88,271.99	\$0.00	(\$89.26)	\$0.00
	8,807,979	09/26/12	03/08/13	\$87,022.83	\$87,198.90	\$0.00	(\$176.07)	\$0.00
	322,491	01/02/13	03/08/13	\$3,186.23	\$3,182.99	\$0.00	\$3.24	\$0.00
Security Subtotal	36,155,035			\$357,211.75	\$357,292.86	\$0.00	(\$81.11)	\$0.00
THORNBURG INTL VALUE I	CUSIP: 885215566	Symbol (Box 1d): TGVIX						
	492,578	09/07/12	03/08/13	\$14,334.02	\$13,058.24	\$0.00	\$1,275.78	\$0.00
Total Short Term Covered Securities				\$1,327,065.61	\$1,323,678.14	\$0.00	\$3,387.47	\$0.00

Corporate Tax Statement Tax Year 2013

FLINT FAMILY FOUNDATION C/O ROBIN
F. BALLENGER, KELLEY F BALLENGER &
J. FARRELL SEAY
PO BOX 490
TULSA OK 74101-0490

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number: 30-0582777
Account Number. 318 011805 643
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
THORNBURG INTL VALUE I CUSIP: 885215566 Symbol (Box 1d): TGVIX								
	4,105 384	09/07/12	11/08/13	\$125,747.91	\$108,833.73	\$0.00	\$16,914.18	\$0.00
	4,453 901	09/14/12	11/08/13	\$136,422.99	\$122,125.97	\$0.00	\$14,297.02	\$0.00
	4,490 491	09/24/12	11/08/13	\$137,543.74	\$121,377.97	\$0.00	\$16,165.77	\$0.00
	4,561 820	09/26/12	11/08/13	\$139,728.55	\$121,754.98	\$0.00	\$17,973.57	\$0.00
Security Subtotal	17,611,596			\$539,443.19	\$474,092.65	\$0.00	\$65,350.54	\$0.00
Total Long Term Covered Securities				\$539,443.19	\$474,092.65	\$0.00	\$65,350.54	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$1,866,508.80	\$1,797,770.79	\$0.00	\$68,738.01	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$1,866,508.80				
Total Cost or Other Basis (Box 3)					\$1,797,770.79			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

Corporate Tax Statement
Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 30-0582777
Account Number: 318 011806 643

Customer Service: 866-324-6088

FLINT FAMILY FOUNDATION C/O ROBIN
F. BALLENGER, KELLEY F BALLENGER &
J. FARRELL SEAY
PO BOX 490
TULSA OK 74101-0490

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AQR MANAGED FUTURES STRATEGY I	CUSIP: 00203H859	Symbol	(Box 1d): AQMIX					
	16,438.128	12/14/12	03/08/13	\$167,340.14	\$158,299.01	\$0.00	\$9,041.13	\$0.00
BLACKROCK INFLAT PROT BOND I	CUSIP: 091937748	Symbol	(Box 1d): BPRIX					
	2,185.209	09/07/12	03/08/13	\$26,047.67	\$26,593.97	\$0.00	(\$546.30)	\$0.00
	1,626.563	09/14/12	03/08/13	\$19,388.61	\$20,022.97	\$0.00	(\$634.36)	\$0.00
	2,423.013	09/24/12	03/08/13	\$28,882.29	\$29,584.99	\$0.00	(\$702.70)	\$0.00
	2,357.502	09/26/12	03/08/13	\$28,101.49	\$28,902.97	\$0.00	(\$801.48)	\$0.00
Security Subtotal	8,592.287			\$102,420.06	\$105,104.90	\$0.00	(\$2,684.84)	\$0.00
CAMBIAR SMALL CAP INV	CUSIP: 0075W0817	Symbol	(Box 1d): CAMSX					
	580.078	09/07/12	03/08/13	\$11,874.20	\$10,592.22	\$0.00	\$1,281.98	\$0.00
	1,604.587	09/07/12	05/17/13	\$33,664.24	\$29,299.76	\$0.00	\$4,364.48	\$0.00
	1,556.335	09/14/12	05/17/13	\$32,651.91	\$29,476.98	\$0.00	\$3,174.93	\$0.00
	2,470.065	09/24/12	05/17/13	\$51,821.96	\$45,300.97	\$0.00	\$6,520.99	\$0.00
	2,554.214	09/26/12	05/17/13	\$53,587.41	\$45,745.97	\$0.00	\$7,841.44	\$0.00
Security Subtotal	8,765.279			\$183,599.72	\$160,415.90	\$0.00	\$23,183.82	\$0.00
E V INCOME FUND OF BOSTON I	CUSIP: 277907200	Symbol	(Box 1d): EIBIX					
	13,499.829	09/07/12	03/08/13	\$81,808.83	\$79,783.99	\$0.00	\$2,024.84	\$0.00
	10,065.435	09/14/12	03/08/13	\$60,996.44	\$59,989.89	\$0.00	\$1,006.55	\$0.00
	14,862.120	09/24/12	03/08/13	\$90,064.30	\$88,280.84	\$0.00	\$1,783.46	\$0.00
	5,692.087	09/26/12	03/08/13	\$34,494.42	\$33,583.31	\$0.00	\$911.11	\$0.00
Security Subtotal	44,119.471			\$267,363.99	\$261,638.03	\$0.00	\$5,725.96	\$0.00

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Corporate Tax Statement
Tax Year 2013

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Account Number: 318 011806 643

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ING GLOBAL REAL ESTATE FD I		CUSIP: 44980Q302	Symbol (Box 1d): IGLIX					
	3,018.671	09/07/12	03/08/13	\$56,268.00	\$53,188.95	\$0.00	\$3,079.05	\$0.00
	110.996	09/14/12	03/08/13	\$2,068.99	\$2,000.15	\$0.00	\$68.84	\$0.00
Security Subtotal	3,129.667			\$58,336.99	\$55,189.10	\$0.00	\$3,147.89	\$0.00
JP MORGAN DYNAMIC SM CP GR SEL		CUSIP: 4812A1514	Symbol (Box 1d): JDSCX					
	17.048	09/07/12	03/08/13	\$392.27	\$365.68	\$0.00	\$26.59	\$0.00
LEGG MASON WA EMERG MKT DEBT I		CUSIP: 52469F481	Symbol (Box 1d): SEMDX					
	9,107.533	09/07/12	03/08/13	\$53,005.75	\$53,187.90	\$0.00	(\$182.15)	\$0.00
	6,882.904	09/14/12	03/08/13	\$40,058.43	\$40,264.99	\$0.00	(\$206.56)	\$0.00
	10,048.716	09/24/12	03/08/13	\$58,483.43	\$58,784.99	\$0.00	(\$301.56)	\$0.00
	429.853	09/26/12	03/08/13	\$2,502.00	\$2,510.34	\$0.00	(\$8.34)	\$0.00
Security Subtotal	26,469.006			\$154,049.61	\$154,748.22	\$0.00	(\$698.61)	\$0.00
METROPOLITAN WEST TOT RET BD I		CUSIP: 592905509	Symbol (Box 1d): MWTIX					
	6,071.780	09/07/12	03/08/13	\$65,939.47	\$66,485.93	\$0.00	(\$546.46)	\$0.00
	2,418.201	09/14/12	03/08/13	\$26,261.72	\$26,551.85	\$0.00	(\$290.13)	\$0.00
Security Subtotal	8,489.981			\$92,201.19	\$93,037.78	\$0.00	(\$836.59)	\$0.00
PIMCO SHORT TERM P		CUSIP: 72201M594	Symbol (Box 1d): PTSXP					
	2,694.427	09/07/12	03/08/13	\$26,620.91	\$26,593.97	\$0.00	\$26.94	\$0.00
	2,039.817	09/14/12	03/08/13	\$20,153.37	\$20,132.97	\$0.00	\$20.40	\$0.00
	2,966.935	09/24/12	03/08/13	\$29,313.29	\$29,342.99	\$0.00	(\$29.70)	\$0.00
	2,928.282	09/26/12	03/08/13	\$28,931.50	\$28,989.96	\$0.00	(\$58.46)	\$0.00
Security Subtotal	10,629.461			\$105,019.07	\$105,059.89	\$0.00	(\$40.82)	\$0.00

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Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
THORNBURG INTL VALUE I		CUSIP: 885215566	Symbol (Box 1d): TGVIX					
	1,402.267	03/08/13	11/08/13	\$42,951.44	\$40,805.97	\$0.00	\$2,145.47	\$0.00
	523.263	05/17/13	11/08/13	\$16,027.54	\$15,969.98	\$0.00	\$57.56	\$0.00
Security Subtotal	1,925.530			\$58,978.98	\$56,775.95	\$0.00	\$2,203.03	\$0.00
Total Short Term Covered Securities				\$1,189,702.02	\$1,150,634.46	\$0.00	\$39,067.56	\$0.00

Corporate Tax Statement Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
THORNBURG INTL VALUE I CUSIP: 885215566 Symbol (Box 1d): TGVIK								
	6,520.746	09/07/12	11/08/13	\$199,730.45	\$172,864.98	\$0.00	\$26,865.47	\$0.00
	4,688.986	09/14/12	11/08/13	\$143,623.64	\$128,571.95	\$0.00	\$15,051.69	\$0.00
	7,039.548	09/24/12	11/08/13	\$215,621.36	\$190,278.98	\$0.00	\$25,342.38	\$0.00
	7,147.695	09/26/12	11/08/13	\$218,933.90	\$190,771.98	\$0.00	\$28,161.92	\$0.00
Security Subtotal	25,396.975			\$777,909.35	\$682,487.89	\$0.00	\$95,421.46	\$0.00
Total Long Term Covered Securities				\$777,909.35	\$682,487.89	\$0.00	\$95,421.46	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$1,967,611.37	\$1,833,122.35	\$0.00	\$134,489.02	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)				\$1,967,611.37				
Total Cost or Other Basis (Box 3)					\$1,833,122.35			
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

Corporate Tax Statement Tax Year 2013

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C/O ROBIN F. BALLENGER
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part 1 with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LORD ABBETT SHT DURATION INC A								
	53,078.556	02/14/13	11/19/13	\$242,564.75	\$250,000.00	\$0.00	(\$7,435.25)	\$0.00
	32,699.672	07/16/13	11/19/13	\$149,435.25	\$151,404.39	\$0.00	(\$1,969.14)	\$0.00
Security Subtotal	85,778.228			\$392,000.00	\$401,404.39	\$0.00	(\$9,404.39)	\$0.00
Total Short Term Covered Securities				\$392,000.00	\$401,404.39	\$0.00	(\$9,404.39)	\$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	\$392,000.00
Total Cost or Other Basis (Box 3)	\$401,404.39
Total Wash Sale Loss Disallowed (Box 5)	\$0.00
Total Fed Tax Withheld (Box 4)	\$0.00