Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning ____________, 2013, and ending ____________, 20____

Name of foundation: MASSEY FAMILY FOUNDATION

A Employer identification number: 43-2065394

Number and street (or P O box number if mail is not delivered to street address): 1400 W MAIN ST

Room/suite:

B Telephone number (see instructions): (580) 924-2211

City or town, state or province, country, and ZIP or foreign postal code: DURANT, OK 74701

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,208,167.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,200,000.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	18,130.	5,995.		ATCH 1
	4	Dividends and interest from securities	61,355.	61,355.		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	23,677.			
	b	Gross sales price for all assets on line 6a 23,677.				
	7	Capital gain net income (from Part IV, line 2)		23,677.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	-23,510.			
	12	**Total** Add lines 1 through 11	1,279,652.	91,027.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	235.			
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 4	104,680.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	9,505.	8,218.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	114,420.	8,218.		
	25	Contributions, gifts, grants paid	336,160.			336,160.
	26	**Total expenses and disbursements** Add lines 24 and 25	450,580.	8,218.		336,160.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	829,072.			
	b	**Net investment income** (if negative, enter -0-)		82,809.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,081,961.	2,783,855.	2,783,855.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	174,969.	238,185.	236,027.
	b	Investments - corporate stock (attach schedule) ATCH 7	2,554,455.	2,586,490.	3,188,285.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,811,385.	5,608,530.	6,208,167.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	4,811,385.	5,608,530.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☐ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,811,385.	5,608,530.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,811,385.	5,608,530.	

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	4,811,385.
2	Enter amount from Part I, line 27a	2	829,072.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,640,457.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	31,927.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,608,530.

**ATCH 6

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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				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	431,714.	4,891,277.	0.088262
2011	245,268.	4,773,514.	0.051381
2010	173,280.	4,112,925.	0.042131
2009	445,330.	3,817,846.	0.116644
2008	308,301.	3,596,871.	0.085714

2	**Total** of line 1, column (d)	2	0.384132
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.076826
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,449,250.
5	Multiply line 4 by line 3	5	418,644.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	828.
7	Add lines 5 and 6	7	419,472.
8	Enter qualifying distributions from Part XII, line 4	8	336,160.

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	1,656.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b				
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,656.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,656.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	761.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,761.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	4.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	101.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** 101. **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________________ **(2)** On foundation managers ▶ $ ____________________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN MASSEY Telephone no ▶ 580-924-2211

Located at ▶ 1400 W MAIN ST DURANT, OK ZIP+4 ▶ 74701

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		X
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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	3,099,326.
b	Average of monthly cash balances	1b	2,432,907.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,532,233.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e**		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,532,233.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	82,983.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,449,250.
6	**Minimum investment return.** Enter 5% of line 5	6	272,463.

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	272,463.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,656.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,656.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	270,807.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	270,807.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	270,807.

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	336,160.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	336,160.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	336,160.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					270,807.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	130,223.				
b From 2009	255,894.				
c From 2010					
d From 2011	7,443.				
e From 2012	188,258.				
f Total of lines 3a through e		581,818.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 336,160.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2013 distributable amount					270,807.
e Remaining amount distributed out of corpus		65,353.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		647,171.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		130,223.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		516,948.			
10 Analysis of line 9					
a Excess from 2009	255,894.				
b Excess from 2010					
c Excess from 2011	7,443.				
d Excess from 2012	188,258.				
e Excess from 2013	65,353.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

JOHN MASSEY

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

N/A

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

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

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

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*				
ATCH 10				
Total . . . . ▶ 3a				336,160.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18,130.	
4 Dividends and interest from securities			14	61,355.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	23,677.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11		-23,510.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-23,510.		103,162.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 79,652.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
1	N/A

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ John Massey 11/17/14 ▶

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TODD J PEFFERMAN	CPA	11/12/14		P00425159

Firm's name ▶ BKD, LLP Firm's EIN ▶ 44-0160260

Firm's address ▶ 211 N ROBINSON AVE, STE 600
OKLAHOMA CITY, OK 73102-9421 Phone no 405-606-2580

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
MASSEY FAMILY FOUNDATION

Employer identification number
43-2065394

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(3) (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 foundation

Check 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)

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)**

JSA
3E1251 1 000

Name of organization MASSEY FAMILY FOUNDATION

Employer identification number 43-2065394

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	JOHN MICHAEL MASSEY P.O. BOX 130 DURANT, OK 74702-0130	$ 500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	GREG L. MASSEY P.O. BOX 130 DURANT, OK 74702-0130	$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	FIRST UNITED BANK & TRUST CO. P.O. BOX 130 DURANT, OK 74702-0130	$ 500,000.	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.)

Name of organization MASSEY FAMILY FOUNDATION	**Employer identification number** 43-2065394

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
----		$	

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

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

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

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

(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
MASSEY FAMILY FOUNDATION	43-2065394

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. See instructions.) ▶ $

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

(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

(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

(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

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST - CDS	3,624.	3,624.
INTEREST - BANK ACCOUNTS	2,371.	2,371.
INTEREST - TAX EXEMPT - SUMMIT	12,135.	
TOTAL	18,130.	5,995.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
SUMMIT BANK INCOME - UBI		-22,982.
ONEOK PARTNERS		-2,364.
ONEOK DISTRIBUTION		1,371.
OTHER INCOME		465.
	TOTALS	-23,510.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
LEADERSHIP DURANT	235.
TOTALS	235.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
INCOME TAXES		91,680.
STATE TAXES		13,000.
	TOTALS	104,680.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADMINISTRATION FEES & EXPENSES	8,177.	8,177.
NON-DEDUCTIBLE K-1 EXPENSES	1,287.	
BANK CORRECTION	41.	41.
TOTALS	9,505.	8,218.

MASSEY FAMILY FOUNDATION 43-2065394

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	238,185.	236,027.
US OBLIGATIONS TOTAL	238,185.	236,027.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOKF STOCK	792,633.	962,326.
SUMMIT STOCK		
PENN WEST ENERGY STOCK	120,484.	38,992.
MUTUAL FUNDS	310,940.	517,968.
ONEOK STOCK	8,186.	271,107.
ONEOK PARTNERS STOCK	5,447.	26,053.
CONTINENTAL STOCK	25,000.	28,693.
CHURCH AND DWIGHT STOCK	20,277.	21,163.
JP MORGAN STOCK	140,988.	159,448.
COMMERCE STOCK	1,162,535.	1,162,535.
TOTALS	2,586,490.	3,188,285.

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
OTHER DECREASES		31,927.
	TOTAL	31,927.

MASSEY FAMILY FOUNDATION 43-2065394

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JOHN L. MASSEY 1400 W MAIN ST DURANT, OK 74701	PRESIDENT 1.00
GREGORY L. MASSEY 1400 W MAIN ST DURANT, OK 74701	VICE PRESIDENT 1.00
STEVE BURRAGE 1400 W MAIN ST DURANT, OK 74701	DIRECTOR 1.00
MARY FRANK 1400 W MAIN ST DURANT, OK 74701	DIRECTOR 1.00

MASSEY FAMILY FOUNDATION 43-2065394

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED	NONE PC	CHARITABLE DONATION	336,160
		TOTAL CONTRIBUTIONS PAID	336,160.

MASSEY FAMILY FOUNDATION 43-2065394

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SUMMIT BANK INCOME	522100	-22,982.			
ONEOK PARTNERS	523920	-2,364.			
ONEOK DISTRIBUTION	523920	1,371.			
OTHER INCOME	522100	465.			
TOTALS		-23,510.			

SCHEDULE OF CONTRIBUTIONS PAID

DATE	AMOUNT	NAME OF ORGANIZATION	ADDRESS	INDIVIDUAL	STATUS	PURPOSE
1/2/2013	5,000 00	WEST AFRICA FOUNDATION	3621 POTTSBORO ROAD #150, DENISON, TX 75020	N/A	PC	OPERATING FUNDS
1/8/2013	25,000 00	OKLAHOMA ACADEMY	6100 ACADEMY LN, HARRAH, OK 73045	N/A	PC	OPERATING FUNDS
2/21/2013	10,000 00	UCO FOUNDATION	100 N UNIVERSITY DR , BOX 133, EDMOND, OK 73034	N/A	PC	OPERATING FUNDS
2/14/2013	50,000 00	OKLAHOMA BAPTIST UNIVERSITY	500 WEST UNIVERSITY STREET SHAWNEE, OK 74804	N/A	PC	OPERATING FUNDS
2/19/2013	5,000 00	OKLAHOMA FOUNDATION FOR EXCELLENCE	120 N ROBINSON AVE #1420-W, OKLAHOMA CITY, OK 73102	N/A	PC	OPERATING FUNDS
2/27/2013	10,000 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	PC	OPERATING FUNDS
3/21/2013	2,500 00	BAPTIST HOME FOR GIRLS	13976 ANTHONY LANE, MADILL, OK 73446	N/A	PC	OPERATING FUNDS
5/8/2013	6,000 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	PC	OPERATING FUNDS
5/13/2013	28,000 00	1ST BAPTIST VISION		N/A	PC	OPERATING FUNDS
5/23/2013	5,000 00	FCA	8701 LEEDS ROAD, KANSAS CITY, MO 64129	N/A	PC	OPERATING FUNDS
6/3/2013	500 00	UNITED CHURCH OF TISHOMINGO		N/A	PC	OPERATING FUNDS
7/19/2013	100,000 00	OKLAHOMA STATE UNIVERSITY FOUNDATION	PO BOX 1749, STILLWATER, OK 74076-1749	N/A	PC	OPERATING FUNDS
7/8/2013	2,500 00	OKLAHOMA SHAKESPEAREAN FESTIVAL	1405 NORTH FOURTH AVENUE, PMB 4209, DURANT, OK 74701	N/A	PC	OPERATING FUNDS
7/9/2013	1,000 00	OKLAHOMA UNIVERSITY	100 TIMBERDELL ROAD, NORMAN, OK 73019-0685	N/A	PC	OPERATING FUNDS
7/15/2013	300 00	WESTSIDE BAPTIST CHURCH	4824 WEST HWY 70, DURANT, OK 74701	N/A	PC	OPERATING FUNDS
7/22/2013	1,500 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	PC	OPERATING FUNDS
8/8/2013	3,500 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	PC	OPERATING FUNDS
8/10/2013	2,000 00	1ST BAPTIST		N/A	PC	OPERATING FUNDS
9/30/2013	5,000 00	OKLAHOMA FOUNDATION FOR EXCELLENCE	120 N ROBINSON AVE #1420-W, OKLAHOMA CITY, OK 73102	N/A	PC	OPERATING FUNDS
9/30/2013	1,000 00	OKLAHOMA BAPITST HOMES FOR CHILDREN	3800 NORTH MAY AVENUE, OKLAHOMA CITY, OK 73112	N/A	PC	OPERATING FUNDS
10/15/2013	5,000 00	OCCC FOUNDATION	7777 SOUTH MAY AVENUE, OKLAHOMA CITY, OK 73159	N/A	PC	OPERATING FUNDS
10/23/2013	500 00	SOUTHEASTERN OSU FOUNDATION	1405 N 4TH, PMB 4187, DURANT, OK 74701	N/A	PC	OPERATING FUNDS
10/29/2013	25,000 00	FOOD BANK	3355 S PURDUE ST OKC, OK 73137	N/A	PC	OPERATING FUNDS
10/31/2013	500 00	PREVENT BLINDNESS	6 NE 63RD STREET, SUITE 150, OKLAHOMA CITY, OK 73105	N/A	PC	OPERATING FUNDS
11/5/2013	500 00	DURANT HIGH SCHOOL	950 GERLACH DRIVE, DURANT, OK 74701	N/A	PC	OPERATING FUNDS
11/20/2013	25,000 00	OCCC FOUNDATION	7777 SOUTH MAY AVENUE, OKLAHOMA CITY, OK 73159	N/A	PC	OPERATING FUNDS
12/16/2013	2,500 00	1ST BAPTIST CHURCH	124 WEST EVERGREEN, DURANT, OK 74701	N/A	PC	OPERATING FUNDS
12/16/2013	10,000 00	OKLAHOMA BAPTIST HOMES FOR CHILDREN	3800 NORTH MAY AVENUE, OKLAHOMA CITY, OK 73112	N/A	PC	OPERATING FUNDS
12/20/2013	2,260 00	SOUTHEASTERN OSU FOUNDATION	1405 N 4TH, PMB 4187, DURANT, OK 74701	N/A	PC	OPERATING FUNDS
12/23/2013	100 00	ABIDING WORD CHURCH		N/A	PC	OPERATING FUNDS
12/2/2013	1,000 00	FAMILIES FEEDING FAMILIES	PO BOX 5322 DURANT, OK 74702	N/A	PC	OPERATING FUNDS
	336,160 00					

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2013

FirstUnited
Wealth Management

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est. Income Income Rate	Yield at Mkt.
040 Equity Mutual Funds								
FUSEX	770 4134	$50,446 67	$29,008 27	$21,438 40	10 81	6 41	$1,026 19	2 03
315911206	1	$65 4800	10/6/2009	Long			0 3330	
FIDELITY U S EQUITY INDEX FD #65 #650						Y		
FUSEX	1,065 8787	$69,793 74	$40,756 97	$29,036 77	14 95	8 87	$1,419 75	2 03
315911206	2	$65 4800	11/6/2009	Long			0 3330	
FIDELITY U S EQUITY INDEX FD #65 #650						Y		
FUSEX	94 0000	$6,155 12	$4,200 86	$1,954 26	1 32	0 78	$125 21	2 03
315911206	3	$65 4800	11/3/2011	Long			0 3330	
FIDELITY U S EQUITY INDEX FD #65 #650						Y		
FUSEX	66 0000	$4,321 68	$3,081 54	$1,240 14	0 93	0 55	$87 91	2 03
315911206	4	$65 4800	1/26/2012	Long			0 3330	
FIDELITY U S EQUITY INDEX FD #65 #650						Y		
		$130,717 21	$77,047 64	$53,669 57		16 62	$2,659 06	
FSEMX	717 0000	$38,302 14	$20,642 43	$17,659 71	8 21	4 87		
315911503	1	$53 4200	10/5/2009	Long			0 4770	
FIDELITY SPARTAN EXT MKT INDEX						Y		
FSEMX	26 0000	$1,388 92	$746 72	$642 20	0 30	0 18		
315911503	2	$53 4200	11/6/2009	Long			0 4770	
FIDELITY SPARTAN EXT MKT INDEX						Y		
FSEMX	172 0000	$9,188 24	$6,013 12	$3,175 12	1 97	1 17		
315911503	4	$53 4200	10/25/2010	Long			0 4770	
FIDELITY SPARTAN EXT MKT INDEX						Y		
FSEMX	46 0000	$2,457 32	$1,696 94	$760 38	0 53	0 31		
315911503	8	$53 4200	11/3/2011	Long			0 4770	
FIDELITY SPARTAN EXT MKT INDEX						Y		
FSEMX	1 7892	$95 58	$83 02	$12 56	0 02	0 01		
315911503	10	$53 4200	6/6/2013	Short			0 4770	
FIDELITY SPARTAN EXT MKT INDEX						Y		
FSEMX	7 0000	$373 94	$369 53	$4 41	0 08	0 05		
315911503	11	$53 4200	11/22/2013	Short			0 4770	
FIDELITY SPARTAN EXT MKT INDEX						Y		
		$51,806 14	$29,551 76	$22,254 38		6 58		
NOMIX	2,283 3900	$38,566 46	$21,235.53	$17,330 93	8 26	4 90	$4,786 08	12 41
665130100	1	$16 8900	9/17/2009	Long			0 1747	
NORTHERN EQUITY INDEX FDS MID CAP						Y		
NOMIX	559 0000	$9,441 51	$6,149 00	$3,292 51	2 02	1 20	$1,171 69	12 41
665130100	2	$16 8900	10/25/2010	Long			0 1747	
NORTHERN EQUITY INDEX FDS MID CAP						Y		
NOMIX	142 0000	$2,398 38	$1,695 48	$702 90	0 51	0 30	$297 64	12 41
665130100	3	$16 8900	11/3/2011	Long			0 1747	
NORTHERN EQUITY INDEX FDS MID CAP						Y		
		$50,406 35	$29,080 01	$21,326 34		6 41	$6,255 41	

* All or part of value is unknown

Symbol	Units/Shares	Market Value	Cost Basis	Gain/Loss	% Asset Type	% Portfolio	Est. Income	Yield at Mkt
CUSIP	Taxlot	Market Price	Acquired Date	Short/Long	Units Pledged	Earnings Per Share	Income Rate	
Issuer/Issue			Maturity Date	Rating	Units Restricted	Managed		
PSSIX	1,469 4300	$36,236 14	$18,000 52	$18,235 62	7 76	4 61	$3,256 84	8 99
74253Q523	1	$24 6600	10/8/2009	Long			0 1847	
PRINCIPAL SMALLCAP S&P 600 IDX I						Y		
PSSIX	86 0000	$2,120 76	$1,013 08	$1,107 68	0 45	0 27	$190 61	8 99
74253Q523	2	$24 6600	11/6/2009	Long			0 1847	
PRINCIPAL SMALLCAP S&P 600 IDX I						Y		
PSSIX	16 9000	$416 75	$211 89	$204 86	0 09	0 05	$37 46	8 99
74253Q523	3	$24 6600	12/21/2009	Long			0 1847	
PRINCIPAL SMALLCAP S&P 600 IDX I						Y		
PSSIX	388 0000	$9,568 08	$5,583 32	$3,984 76	2 05	1 22	$859 96	8 99
74253Q523	4	$24 6600	10/25/2010	Long			0 1847	
PRINCIPAL SMALLCAP S&P 600 IDX I						Y		
PSSIX	107 0000	$2,638 62	$1,693 81	$944 81	0 57	0 34	$237 15	8 99
74253Q523	5	$24 6600	11/3/2011	Long			0 1847	
PRINCIPAL SMALLCAP S&P 600 IDX I						Y		
		$50,980 35	$26,502 62	$24,477 73		6 48	$4,582 02	
VFINX	415 3127	$70,752 67	$39,604 22	$31,148 45	15 16	8 99	$1,443 63	2 04
922908108	1	$170 3600	8/27/2009	Long			0 8690	
Vanguard 500 Index						Y		
VFINX	3 0000	$511 08	$302 94	$208 14	0 11	0 06	$10 43	2 04
922908108	2	$170 3600	11/6/2009	Long			0 8690	
Vanguard 500 Index						Y		
VFINX	3 0200	$514 49	$315 62	$198 87	0 11	0 07	$10 50	2 04
922908108	3	$170 3600	12/29/2009	Long			0 8690	
Vanguard 500 Index						Y		
VFINX	310 0000	$52,811 60	$33,864 40	$18,947 20	11 31	6 71	$1,077 56	2 04
922908108	4	$170 3600	10/25/2010	Long			0 8690	
Vanguard 500 Index						Y		
VFINX	36 0000	$6,132 96	$4,187 16	$1,945 80	1 31	0 78	$125 14	2 04
922908108	5	$170 3600	11/3/2011	Long			0 8690	
Vanguard 500 Index						Y		
		$130,722 80	$78,274 34	$52,448 46		16 62	$2,667 28	
VSISX	808 4700	$38,394 24	$19,241 59	$19,152 65	8 23	4 88	$496 40	1 29
922908421	1	$47 4900	9/14/2009	Long			0 6140	
Vanguard Small Cap Index						Y		
VSISX	41 0000	$1,947 09	$968 42	$978 67	0 42	0 25	$25 17	1 29
922908421	2	$47 4900	11/6/2009	Long			0 6140	
Vanguard Small Cap Index						Y		
VSISX	10 6200	$504 34	$265 60	$238 74	0 11	0 06	$6 52	1 29
922908421	4	$47 4900	12/24/2009	Long			0 6140	
Vanguard Small Cap Index						Y		
VSISX	183 0000	$8,690 67	$5,250 27	$3,440 40	1 86	1 10	$112 36	1 29
922908421	5	$47 4900	10/25/2010	Long			0 6140	
Vanguard Small Cap Index						Y		

* All or part of value is unknown

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2013

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est Income Income Rate	Yield at Mkt
VSISX	55 0000	$2,611 95	$1,702 80	$909 15	0 56	0 33	$33 77	1 29
922908421	6	$47 4900	11/3/2011	Long			0 6140	
Vanguard Small Cap Index						Y		
		$52,148 29	$27,428 68	$24,719 61		6 63	$674 22	
		$466,781 14 ✓	$267,885 05 ✓	$198,896 09		59 33	$16,837 97	

TIES TO #108

100 International Equity Mutual Funds

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est Income Income Rate	Yield at Mkt
FSIIX	455 0000	$18,504 85	$15,174 25	$3,330 60	36 15	2 35	$1,739 92	9 40
315911602	1	$40 6700	9/10/2009	Long			0 9560	
FIDELITY CONCORD STR SPARTAN INTL INDEX FD #399						Y		
FSIIX	26 0000	$1,057 42	$837 98	$219 44	2 07	0 13	$99 42	9 40
315911602	4	$40 6700	11/3/2011	Long			0 9560	
FIDELITY CONCORD STR SPARTAN INTL INDEX FD #399						Y		
FSIIX	105 0000	$4,270 35	$3,328 50	$941 85	8 34	0 54	$401 52	9 40
315911602	5	$40 6700	1/26/2012	Long			0 9560	
FIDELITY CONCORD STR SPARTAN INTL INDEX FD #399						Y		
FSIIX	31 6300	$1,286 39	$1,155 08	$131 31	2 51	0 16	$120 95	9 40
315911602	6	$40 6700	6/6/2013	Short			0 9560	
FIDELITY CONCORD STR SPARTAN INTL INDEX FD #399						Y		
FSIIX	8 0000	$325 36	$327 28	($1 92)	0 64	0 04	$30 59	9 40
315911602	7	$40 6700	11/22/2013	Short			0 9560	
FIDELITY CONCORD STR SPARTAN INTL INDEX FD #399						Y		
		$25,444 37	$20,823 09	$4,621 28		3 23	$2,392.40	
VGTSX	1,079 0000	$18,073 25	$15,516 02	$2,557 23	35 31	2 30	$155 38	0 86
921909602	1	$16 7500	9/22/2009	Long		$0 3250	0 1440	
Vanguard Total Developed International						Y		
VGTSX	59 0000	$988 25	$840 75	$147 50	1 93	0 13	$8 50	0 86
921909602	2	$16 7500	11/3/2011	Long		$0 3250	0 1440	
Vanguard Total Developed International						Y		
VGTSX	227 0000	$3,802 25	$3,189 35	$612 90	7 43	0 48	$32 69	0 86
921909602	3	$16 7500	1/26/2012	Long		$0 3250	0 1440	
Vanguard Total Developed International						Y		
VGTSX	141 8700	$2,376 32	$2,186 29	$190 03	4 64	0 30	$20 43	0 86
921909602	4	$16 7500	6/6/2013	Short		$0 3250	0 1440	
Vanguard Total Developed International						Y		
VGTSX	30 0000	$502 50	$499 50	$3 00	0 98	0 06	$4 32	0 86
921909602	5	$16 7500	11/22/2013	Short		$0 3250	0 1440	
Vanguard Total Developed International						Y		
		$25,742 57	$22,231 91	$3,510 66		3 27	$221 32	
		$51,186 94 ✓	$43,055 00 ✓	$8,131 94		6 51	$2,613 72	

TIES TO #109

305 Fixed Income Mutual Fund

* All or part of value is unknown

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2013

FirstUnited Wealth Management

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est Income Income Rate	Yield at Mkt
DBIRX	6,922 0000	$71,504 26	$71,504 26	$0 00	30 29	9 09	$2,079 92	2 91
261978878	1	$10 3300	9/8/2009	Long			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
DBIRX	562 0000	$5,805 46	$6,080 84	($275 38)	2 46	0 74	$168 87	2 91
261978878	2	$10 3300	10/25/2010	Long			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
DBIRX	354 0000	$3,656 82	$3,883 38	($226 56)	1 55	0 46	$106 37	2 91
261978878	3	$10 3300	11/3/2011	Long			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
DBIRX	530 0000	$5,474 90	$5,824 70	($349 80)	2 32	0 70	$159 25	2 91
261978878	4	$10 3300	1/26/2012	Long			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
DBIRX	1,894 0600	$19,565 64	$20,342 23	($776 59)	8 29	2 49	$569 13	2 91
261978878	5	$10 3300	6/6/2013	Short			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
DBIRX	910 0000	$9,400 30	$9,673 30	($273 00)	3 98	1 19	$273 44	2 91
261978878	6	$10 3300	10/22/2013	Short			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
DBIRX	175 0000	$1,807 75	$1,848 00	($40 25)	0 77	0 23	$52 58	2 91
261978878	7	$10 3300	11/22/2013	Short			0 0250	
Dreyfus Bond Mkt Index Fund						Y		
		$117,215 13	$119,156 71	($1,941 58)		14 90	$3,409 56	
VBMFX	2,278 0000	$24,055 68	$23,736 76	$318 92	10 19	3 08	$615 88	2 56
921937108	1	$10 5600	9/24/2009	Long			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	500 0000	$5,280 00	$5 210 00	$70 00	2 24	0 67	$135 18	2 56
921937108	2	$10 5600	9/24/2009	Long			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	4,117 0000	$43,475 52	$42,816 80	$658 72	18 42	5 53	$1,113 07	2 56
921937108	3	$10 5600	10/23/2009	Long			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	541 0000	$5,712 96	$5,891 49	($178 53)	2 42	0 73	$146 26	2 56
921937108	4	$10 5600	10/25/2010	Long			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	352 0000	$3,717 12	$3,882 56	($165 44)	1 57	0 47	$95 17	2 56
921937108	5	$10 5600	11/3/2011	Long			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	557 0000	$5,881 92	$6,138 14	($256 22)	2 49	0 75	$150 59	2 56
921937108	6	$10 5600	1/26/2012	Long			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	1,824 1400	$19,262 92	$19,755 44	($492 52)	8 16	2 45	$493 17	2 56
921937108	7	$10 5600	6/6/2013	Short			0 0225	
Vanguard Total Bond Market Index						Y		
VBMFX	898 0000	$9,482 88	$9,635 54	($152 66)	4 02	1 21	$242 78	2 56
921937108	8	$10 5600	10/22/2013	Short			0 0225	
Vanguard Total Bond Market Index						Y		

* All or part of value is unknown

Account Portfolio Analysis

Account: FAC10190

The Massey Family Foundation

As of: 12/31/2013

Symbol CUSIP Issuer/Issue	Units/Shares Taxlot	Market Value Market Price	Cost Basis Acquired Date Maturity Date	Gain/Loss Short/Long Rating	% Asset Type Units Pledged Units Restricted	% Portfolio Earnings Per Share Managed	Est Income Income Rate	Yield at Mkt
VBMFX	184 0000	$1,943 04	$1,961 44	($18 40)	0 82	0 25	$49 75	2 56
921937108	9	$10 5600	11/22/2013	Short			0 0225	
Vanguard Total Bond Market Index						Y		
		$118,812 04	$119,028 17	($216 13)		15 10	$3,041 85	
		$236,027 17 ✓	$238,184 88 ✓	($2,157 71)		30 00	$6,451 42	
				TIES TO # 114				
500 Money Market Funds								
FirstUMM	31,496 4900	$31,496 49	$31,496 49	$0 00	100 00	4 00	$66 14	0 21
FirstUMM	1	$1 0000	1/1/2001	Long			0 21	
First United Money Market						Y		
		$31,496 49	$31,496 49	$0 00		4 00	$66 14	
		$31,496 49	$31,496 49 ✓	$0 00		4 00	$66 14	
				TIES TO #106				
Cash								
Principal Cash		$0 00	$0 00			0 00%		
Income Cash		$1,240 81	$1,240 81			0 16%		
Total Cash		$1,240 81	$1,240 81	✓		0 16%		
				TIES TO #105				
Grand Total		$786,732 55	$581,862 23	$204,870 32			$25,969 24	

* All or part of value is unknown