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 , and ending

Name of foundation THE GERALD H. WESTBY, JR. FOUNDATION	A Employer identification number 46-1288880
Number and street (or P O box number if mail is not delivered to street address) 401 S. BOSTON AVE. — Room/suite 220	B Telephone number 918-743-8321
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74103	C If exemption application is pending, check here ▶ [X]
G Check all that apply: [X] 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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 867,090. — J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(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))

	Line	(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	873,734.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	25,166.	25,166.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<11,420.>			
	b Gross sales price for all assets on line 6a 840,653.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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				
	12 **Total.** Add lines 1 through 11	887,480.	25,166.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	5,453.	0.		0.
	c Other professional fees STMT 3	1,022.	1,022.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	1,226.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,701.	1,022.		0.
	25 Contributions, gifts, grants paid	30,200.			30,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	41,901.	1,022.		30,200.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	845,579.			
	b **Net investment income** (if negative, enter -0-)		24,144.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		89,021.	88,730.
	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			
	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			
	b Investments - corporate stock STMT 5	0.	513,496.	598,896.
	c Investments - corporate bonds STMT 6	0.	243,062.	179,464.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	0.	845,579.	867,090.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	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	0.	845,579.	
	30 **Total net assets or fund balances**	0.	845,579.	
	31 **Total liabilities and net assets/fund balances**	0.	845,579.	

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	0.
2	Enter amount from Part I, line 27a	2	845,579.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	845,579.
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	845,579.

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	840,653.		852,073.	<11,420.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				<11,420.>

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	<11,420.>
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.) N/A

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			
2011			
2010			
2009			
2008			

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

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	483.
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	0.
3 Add lines 1 and 2		3	483.
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	483.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	483.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		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)? *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*	1b		X
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. ▶ $ 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*	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? N/A	4b		
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 STMT 7	10	X	

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

		Line	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 T. WESTBY Telephone no. ▶ 918-743-8321

Located at ▶ 401 S. BOSTON AVE., SUITE 220, TULSA, OK ZIP+4 ▶ 74103

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

		Line	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

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

			Line	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)?	N/A	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.)	N/A	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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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 | 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? 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
JOHN T. WESTBY 401 S. BOSTON AVE., SUITE 220 TULSA, OK 74103	TRUSTEE 2.00	2,000.	0.	0.
KATHLEEN H. WESTBY 401 S. BOSTON AVE., SUITE 220 TULSA, OK 74103	TRUSTEE 2.00	2,000.	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

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	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	617,071.
b	Average of monthly cash balances		1b	95,107.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	712,178.
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	712,178.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	10,683.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	701,495.
6	**Minimum investment return** Enter 5% of line 5		6	35,075.

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	35,075.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 483.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	483.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	34,592.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	34,592.
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	34,592.

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	30,200.
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	30,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	30,200.

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				34,592.
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				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 30,200.				
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				30,200.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,392.
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	0.			
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				

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

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).)

NONE

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.

NONE

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:

JOHN T. WESTBY, 918-743-8321
401 S. BOSTON, SUITE 220, TULSA, OK 74103

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

GRANT GUIDLINES ARE ATTACHED

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				
LIVING ARTS 307 E. BRADY ST TULSA, OK 74103	NONE	PC	PROGRAM SCHEDULE	1,000.
CITY OF TULSA COMMUNITY CENTER 19 E. BRADY STREET TULSA, OK 74103	NONE	PC	GLASS ART EXPERIENCE	1,200.
RSU PUBLIC TELEVISION 1701 W. WILL ROGERS BLVD CLAREMORE, OK 74017	NONE	PC	PROGRAM FUNDING	5,000.
GROVE COMMUNITY PLAYMAKERS 121 W. 3RD STREET GROVE, OK 74344	NONE	PC	MASTER CLASS ON PLAYWRITING	1,000.
GROVE COMMUNITY PLAYMAKERS 121 W. 3RD STREET GROVE, OK 74344	NONE	PC	SCHOLARSHIPS	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	30,200.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	25,166.	
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	<11,420.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,746.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 13,746.

(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).

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	

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		

Sign Here

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

Signature of officer or trustee | Date 5-8-14 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDWARD J. MYSOCK, JR.	EDWARD J. MYSOCK,	04/29/14		P01379726
Firm's name ▶ MYSOCK, CHEVAILLIER & BOLDEN, L.L.P.			Firm's EIN ▶ 73-1051839	
Firm's address ▶ 2021 SOUTH LEWIS, SUITE 700 TULSA, OK 74104			Phone no. 918/747/6099	

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**
THE GERALD H. WESTBY, JR. FOUNDATION	46-1288880

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 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).

Name of organization	Employer identification number
THE GERALD H. WESTBY, JR. FOUNDATION	46-1288880

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	THE GERALD H. WESTBY, JR. TRUST 401 S. BOSTON AVE., SUITE 220 TULSA, OK 74103	$ 873,734.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE GERALD H. WESTBY, JR. FOUNDATION	46-1288880

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: THE GERALD H. WESTBY, JR. FOUNDATION

Employer identification number: 46-1288880

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

(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

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	RAYTHEON	D		
b	ABBVIE	P		
c	MICROSOFT	P		
d	GNMA RETURN OF PRINCIPAL	D		
e	GNMA	D		
f	WELLS FARGO-DETAIL ATTACHED	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
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	452,920.		472,222.	<19,302.>
b	53,067.		40,751.	12,316.
c	13,058.		10,157.	2,901.
d	181,869.		181,869.	0.
e	61,648.		72,526.	<10,878.>
f	78,067.		74,548.	3,519.
g	24.			24.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<19,302.>
b				12,316.
c				2,901.
d				0.
e				<10,878.>
f				3,519.
g				24.
h				
i				
j				
k				
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	<11,420.>
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

WELLS FARGO ADVISORS

2013 ENHANCED SUMMARY

As of Date: 2/07/14

THE GERALD H WESTBY JR
FOUNDATION
401 S BOSTON AVE STE 220
TULSA OK 74103-4038

Your Financial Advisor :
LARRY MARTIN & LANCE MARTIN
2431 E 61ST STREET
SUITE 400
TULSA OK 74136
(918) 742-8000

Account Number: 5024-8280

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
A O SMITH / 831865209							
07/08/13	47.0000	06/11/13	1,766.18	1,812.79	-46.61	SALE	
ACTIVSION BLIZZARD INC / 00507V109							
08/08/13	21 0000	06/11/13	364.45	299.78	64 67	SALE	
AES CORP / 00130H105							
09/09/13	6.0000	06/11/13	79.80	73 26	6.54	SALE	
11/11/13	4.0000	06/11/13	57.76	48.84	8.92	SALE	
AETNA INC(NEW) / 00817Y108							
07/08/13	2.0000	06/11/13	126.00	121.46	4.54	SALE	
09/09/13	2.0000	06/11/13	129.96	121.46	8.50	SALE	
12/10/13	1.0000	06/11/13	67.30	60.73	6.57	SALE	
AFLAC INC / 001055102							
10/04/13	1.0000	06/11/13	63.37	56.61	6.76	SALE	
10/21/13	20.0000	06/11/13	1,308.82	1,132.20	176.62	SALE	
AMERN EAGLE OUTFITTERS / 02553E106 INC NEW							
	124.0000	*06/11/13*	*1,857.84*	*2,420.48*	*-562.64*		
	3.0000	*07/08/13*	*44.95*	*57.38*	*-12.43*		
09/09/13	127.0000	Various	1,902.79	2,477.86	-575.07	SALE	TOTAL 2 LOTS

As of Date: 2/07/14

THE GERALD H WESTBY JR
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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
ANADARKO PETROLEUM CORP / 032511107							
09/09/13	1.0000	06/11/13	93.95	86.68	7.27	SALE	
APPLE INC / 037833100							
08/08/13	1.0000	06/11/13	461.69	436.25	25.44	SALE	
09/09/13	1.0000	06/11/13	507.69	436.25	71.44	SALE	
12/10/13	1.0000	06/11/13	566.20	436.25	129.95	SALE	
APPLIED MATERIALS INC / 038222105							
09/09/13	162.0000	08/08/13	2,526.11	2,541.34	-15.23	SALE	
ATMI CORP / 00207R101							
07/08/13	50.0000	06/11/13	1,234.49	1,201.00	33.49	SALE	
ATWOOD OCEANICS INC / 050095108							
07/08/13	11.0000	06/11/13	604.14	598.40	5 74	SALE	
	22.0000	*06/11/13*	*1,252.44*	*1,196.80*	*55.64*		
	1.0000	*10/04/13*	*56.93*	*56.08*	*0.85*		
11/11/13	23.0000	Various	1,309.37	1,252.88	56.49	SALE	TOTAL 2 LOTS
CATERPILLAR INC / 149123101							
09/09/13	1.0000	07/08/13	85.97	82.91	3.06	SALE	
	28.0000	*07/08/13*	*2,350.28*	*2,321.45*	*28.83*		
	1.0000	*08/08/13*	*83.94*	*83.56*	*0.38*		
	1.0000	*10/04/13*	*83.94*	*83.71*	*0.23*		
11/11/13	30 0000	Various	2,518.16	2,488.72	29 44	SALE	TOTAL 3 LOTS
CBS CORP CL B / 124857202							
07/08/13	1.0000	06/11/13	50.66	47.00	3.66	SALE	

WELLS FARGO ADVISORS

2013 ENHANCED SUMMARY

As of Date: 2/07/14

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TULSA OK 74136
(918) 742-8000

Account Number: 5024-8280

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
08/08/13	1.0000	06/11/13	54.26	47.00	7.26	SALE
CHICOS FAS INC / 168615102						
10/04/13	4.0000	09/09/13	67.36	64.51	2.85	SALE
11/11/13	113.0000	09/09/13	2,011.37	1,822.40	188.97	SALE
CHINA UNICOM LTD ADR / 16945R104						
08/08/13	8.0000	07/08/13	121.12	106.21	14.91	SALE
09/09/13	5.0000	07/08/13	79.30	66.38	12.92	SALE
10/04/13	5.0000	07/08/13	85.50	66.38	19.12	SALE
11/11/13	74.0000	07/08/13	1,140.62	982.42	158.20	SALE
CIGNA CORPORATION / 125509109						
07/08/13	3.0000	06/11/13	221.46	206.99	14.47	SALE
09/09/13	2.0000	06/11/13	161.94	138.00	23.94	SALE
12/10/13	2.0000	06/11/13	172.70	138.00	34.70	SALE
CITIGROUP INC NEW / 172967424						
12/10/13	1.0000	06/11/13	51.92	50.52	1.40	SALE
CNOOC LTD-ADR / 126132109						
11/11/13	6.0000	09/09/13	1,187.20	1,260.00	-72.80	SALE
CONVERGYS CORP / 212485106						
11/11/13	4.0000	06/11/13	80.04	70.84	9.20	SALE
COVANCE INC / 222816100						
07/08/13	1.0000	06/11/13	78.85	74 05	4.80	SALE

2013 ENHANCED SUMMARY

As of Date: 2/07/14

THE GERALD H WESTBY JR
FOUNDATION
401 S BOSTON AVE STE 220
TULSA OK 74103-4038

Your Financial Advisor :
LARRY MARTIN & LANCE MARTIN
2431 E 61ST STREET
SUITE 400
TULSA OK 74136
(918) 742-8000

Account Number: 5024-8280

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
10/04/13	1.0000	06/11/13	87.07	74.05	13.02	SALE	
CUBESMART / 229663109							
07/08/13	76.0000	06/11/13	1,241.40	1,209.92	31.48	SALE	
DELPHI AUTOMOTIVE PLC / G27823106							
10/21/13	44.0000	09/09/13	2,617.43	2,503.42	114.01	SALE	
DIAMOND OFFSHORE DRILLNG / 25271C102 INC							
	26.0000	*07/08/13*	*1,698.29*	*1,796.29*	*-98.00*	*Original Basis 1808.90*	
	2.0000	*08/08/13*	*130.64*	*136 56*	*-5.92*		
09/09/13	28.0000	Various	1,828.93	1,932.85	-103.92	SALE	TOTAL 2 LOTS
ENSCO PLC / G3157S106 CLASS A							
	20.0000	*06/11/13*	*1,139.83*	*1,188.40*	*-48.57*		
	1.0000	*07/08/13*	*57.00*	*58.15*	*-1.15*		
09/09/13	21.0000	Various	1,196.83	1,246.55	-49.72	SALE	TOTAL 2 LOTS
EOG RESOURCES INC / 26875P101							
07/08/13	18.0000	06/11/13	2,519.95	2,320 47	199.48	SALE	
ERICSSON (LM) TEL-SP ADR / 294821608 NEW							
	206.0000	*06/11/13*	*2,763.23*	*2,394.96*	*368.27*		
	6.0000	*07/08/13*	*80.49*	*68.88*	*11.61*		
09/09/13	212.0000	Various	2,843 72	2,463.84	379.88	SALE	TOTAL 2 LOTS
FLUOR CORP (NEW) / 343412102							
08/08/13	2.0000	06/11/13	130.30	122.76	7.54	SALE	
10/04/13	1.0000	06/11/13	71.72	61.38	10.34	SALE	

WELLS FARGO ADVISORS

2013 ENHANCED SUMMARY

As of Date: 2/07/14

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TULSA OK 74103-4038

Your Financial Advisor :
LARRY MARTIN & LANCE MARTIN
2431 E 61ST STREET
SUITE 400
TULSA OK 74136
(918) 742-8000

Account Number: 5024-8280

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
	16.0000	*06/11/13*	*1,245.92*	*982.08*	*263.84*		
	2.0000	*07/08/13*	*155.74*	*116.42*	*39.32*		
11/11/13	18 0000	Various	1,401.66	1,098.50	303.16	SALE	TOTAL 2 LOTS
FOSSIL GROUP INC / 34988V106							
08/08/13	1.0000	07/08/13	122.91	106.48	16.43	SALE	
09/09/13	16.0000	07/08/13	1,811.68	1,703.63	108.05	SALE	
GILEAD SCIENCES INC / 375558103							
08/08/13	14.0000	06/11/13	837.93	725.06	112.87	SALE	
09/09/13	2.0000	06/11/13	124.94	103 58	21.36	SALE	
11/11/13	1.0000	06/11/13	67.77	51.79	15.98	SALE	
GOLAR LNG LTD / G9456A100							
08/08/13	6.0000	06/11/13	225.06	199.86	25.20	SALE	
	48.0000	*06/11/13*	*1,816.19*	*1,598.87*	*217.32*		
	3.0000	*07/08/13*	*113.52*	*95.82*	*17.70*		
09/09/13	51.0000	Various	1,929.71	1,694 69	235.02	SALE	TOTAL 2 LOTS
HOME LOAN SERVICING / G6648D109 SOLUTIONS LTD							
09/09/13	51.0000	06/11/13	1,170.95	1,194 42	-23.47	SALE	
HOST HOTELS & RESORTS / 44107P104							
11/11/13	70.0000	06/11/13	1,290.42	1,188.60	101.82	SALE	
ILLUMINA INC / 452327109							
12/10/13	1.0000	11/11/13	99.73	95 17	4.56	SALE	

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
INTERNATIONAL GAME / 459902102 TECHNOLOGY							
08/08/13	5.0000	06/11/13	94.85	87.35	7.50	SALE	
	64.0000	*06/11/13*	*1,138.86*	*1,118.01*	*20.85*		
	3.0000	*07/08/13*	*53.39*	*50.61*	*2.78*		
11/11/13	67.0000	Various	1,192.25	1,168.62	23.63	SALE	TOTAL 2 LOTS
INTL RECTIFIER CORP / 460254105							
08/08/13	4.0000	07/08/13	96.32	85.55	10.77	SALE	
12/10/13	5.0000	07/08/13	124.85	106.94	17.91	SALE	
ISHARES ET / 464287713 U.S. TELECOMMUNICATIONS							
08/08/13	2.0000	06/11/13	56.10	52 40	3.70	SALE	
11/11/13	47.0000	06/11/13	1,352.64	1,231.40	121.24	SALE	
JACOBS ENGINEERNG GROUP / 469814107							
07/08/13	42.0000	06/11/13	2,314.58	2,353.68	-39.10	SALE	
JPMORGAN CHASE & CO / 46625H100							
12/10/13	2.0000	06/11/13	113.62	106.68	6.94	SALE	
LEGG MASON INC / 524901105							
11/11/13	8.0000	09/09/13	322.63	272.72	49.91	SALE	
LEXINGTON REALTY TRUST / 529043101 REIT							
	199.0000	*06/11/13*	*2,281.29*	*2,377.09*	*-95.80*	*Original Basis. 2411.86*	
	8.0000	*07/08/13*	*91.71*	*93.31*	*-1.60*	*Original Basis: 94 00*	
	6 0000	*09/09/13*	*68.79*	*70.44*	*-1.65*	*Original Basis· 70 98*	

WELLS FARGO ADVISORS

2013 ENHANCED SUMMARY

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
10/04/13	213.0000	Various	2,441.79	2,540.84	-99.05	SALE	TOTAL 3 LOTS
MAGNA INTL INC CL A / 559222401							
07/08/13	1.0000	06/11/13	72.09	67.82	4.27	SALE	
08/08/13	1.0000	06/11/13	76.37	67.82	8.55	SALE	
09/09/13	2.0000	06/11/13	162.50	135 64	26.86	SALE	
10/04/13	1.0000	06/11/13	84 53	67.82	16.71	SALE	
MANPOWERGROUP INC / 56418H100							
12/10/13	1.0000	11/11/13	82 61	80 50	2.11	SALE	
METLIFE INC / 59156R108							
07/08/13	2.0000	06/11/13	95.99	89.52	6.47	SALE	
12/10/13	1.0000	06/11/13	51 86	44.76	7.10	SALE	
MRC GLOBAL INC / 55345K103							
07/08/13	2.0000	06/11/13	57.38	55.18	2.20	SALE	
09/09/13	6.0000	06/11/13	159 60	165.54	-5.94	SALE	
	36.0000	*06/11/13*	*1,124.25*	*993.24*	*131.01*		
	11.0000	*08/08/13*	*343.53*	*264.51*	*79.02*		
11/11/13	47.0000	Various	1,467.78	1,257.75	210.03	SALE	TOTAL 2 LOTS
NETAPP INC / 64110D104							
08/08/13	2.0000	07/08/13	84.78	77.26	7.52	SALE	
12/10/13	2.0000	07/08/13	83.30	77.26	6.04	SALE	
NVIDIA CORP / 67066G104							
09/09/13	84.0000	06/11/13	1,269.30	1,200.68	68.62	SALE	

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
PAREXEL INTL CORP / 699462107							
	25.0000	*06/11/13*	*1,073.75*	*1,169.25*	*-95.50*		
	6.0000	*11/11/13*	*257.71*	*261.60*	*-3.89*		
12/10/13	31.0000	Various	1,331 46	1,430.85	-99.39	SALE	TOTAL 2 LOTS
PHILLIPS 66 / 718546104							
10/04/13	1.0000	06/11/13	58.61	64.61	-6.00	SALE	
11/11/13	2.0000	06/11/13	130.66	129.22	1.44	SALE	
12/10/13	3.0000	06/11/13	216.00	193.83	22 17	SALE	
PLANTRONICS INC / 727493108							
	26.0000	*06/11/13*	*1,188.68*	*1,206.50*	*-17.82*		
	2.0000	*08/08/13*	*91.44*	*89.78*	*1.66*		
10/04/13	28.0000	Various	1,280.12	1,296.28	-16.16	SALE	TOTAL 2 LOTS
POPULAR INC / 733174700							
12/10/13	2.0000	10/04/13	58.32	51 80	6.52	SALE	
QUANTA SVCS INC / 74762E102							
10/04/13	4.0000	06/11/13	110.92	108.04	2.88	SALE	
11/11/13	2.0000	06/11/13	59.78	54.02	5.76	SALE	
REGIONS FINANCIAL CORP / 7591EP100 (NEW)							
08/08/13	46.0000	06/11/13	455 43	427.12	28.31	SALE	
ROWAN COMPANIES PLC / G7665A101 SHS CLASS -A -							
07/08/13	53.0000	06/11/13	1,864.75	1,749.53	115.22	SALE	

WELLS FARGO ADVISORS

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information	
RYDER SYSTEM INC / 783549108							
10/04/13	1.0000	06/11/13	59.60	61.81	-2.21	SALE	
	18.0000	*06/11/13*	*1,179.00*	*1,112.58*	*66 42*		
	1.0000	*07/08/13*	*65 50*	*60 21*	*5.29*		
	1.0000	*08/08/13*	*65.50*	*60.94*	*4.56*		
	1.0000	*09/09/13*	*65.50*	*57.81*	*7.69*		
11/11/13	21.0000	Various	1,375.50	1,291.54	83.96	SALE	TOTAL 4 LOTS
SANDISK CORPORATION / 80004C101							
09/09/13	1.0000	06/11/13	59.41	59.44	-0.03	SALE	
11/11/13	2.0000	06/11/13	138.26	118.88	19.38	SALE	
SECTOR SPDR TR ET / 81369Y803 TECHNOLOGY SELECT SECTOR							
11/11/13	3.0000	06/11/13	101.76	94.53	7.23	SALE	
12/10/13	3.0000	06/11/13	104.73	94.53	10.20	SALE	
SELECT SECTOR SPDR FD / 81369Y209 HEALTH CARE							
12/10/13	1.0000	06/11/13	55.11	48.16	6 95	SALE	
SELECT SECTOR SPDR FD / 81369Y407 CONSUMER DISCRETIONARY							
07/08/13	1.0000	06/11/13	58.28	56.16	2.12	SALE	
10/04/13	1.0000	06/11/13	60.78	56.16	4.62	SALE	
SELECT SECTOR SPDR TR / 81369Y308 CONSUMER STAPLES							
11/11/13	21.0000	06/11/13	893.13	847.46	45 67	SALE	

2013 ENHANCED SUMMARY

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
SM ENERGY CO COM / 78454L100						
10/04/13	2.0000	09/09/13	160.48	145.84	14.64	SALE
11/11/13	1.0000	09/09/13	87.99	72.92	15.07	SALE
SOUTHWEST AIRLINES CO / 844741108						
08/08/13	4.0000	07/08/13	55.20	51.50	3.70	SALE
10/04/13	56 0000	07/08/13	831 25	721.00	110.25	SALE
ST JUDE MEDICAL INC / 790849103						
07/08/13	2.0000	06/11/13	93.74	87.30	6.44	SALE
08/08/13	3.0000	06/11/13	159.30	130 95	28.35	SALE
10/04/13	2.0000	06/11/13	113.08	87.30	25.78	SALE
11/11/13	34.0000	06/11/13	1,938.16	1,484.10	454.06	SALE
STAPLES INC / 855030102						
08/08/13	3.0000	06/11/13	50.37	46 29	4.08	SALE
11/11/13	4.0000	06/11/13	63.72	61.72	2.00	SALE
SUNTRUST BANKS INC / 867914103						
07/08/13	4.0000	06/11/13	136.38	128.04	8.34	SALE
09/09/13	71.0000	06/11/13	2,340.23	2,272.71	67.52	SALE
SYKES ENTERPRISES INC / 871237103						
07/08/13	75.0000	06/11/13	1,225.29	1,193.94	31.35	SALE
TRANSOCEAN LTD / H8817H100 ORDINARY SHARES						
11/11/13	6 0000	09/09/13	332.89	282.87	50.02	SALE

WELLS FARGO ADVISORS

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
URBAN OUTFITTERS INC / 917047102						
12/10/13	50.0000	11/11/13	1,790.72	1,985.50	-194.78	SALE
VALERO ENERGY CORP NEW / 91913Y100 (VALERO REFNG & MKTING)						
11/11/13	4.0000	06/11/13	160.76	154.91	5.85	SALE
12/10/13	4.0000	06/11/13	185.92	154.91	31.01	SALE
VANTIV INC / 92210H105 CLASS A						
07/08/13	4.0000	06/11/13	111.16	104.60	6 56	SALE
08/08/13	87.0000	06/11/13	2,418.93	2,274.96	143.97	SALE
WEST CORP / 952355204						
12/10/13	4.0000	11/11/13	98.36	90.97	7.39	SALE
WINDSTREAM CORP / 97381W104						
07/08/13	151.0000	06/11/13	1,187.62	1,185.73	1.89	SALE
WYNDHAM WORLDWIDE CORP / 98310W108						
07/08/13	21.0000	06/11/13	1,236.25	1,199.10	37.15	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES			**78,066.74**	**74,548.25**	**3,518.49**	

*Box 2a. Sales price less commissions and option premiums

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WILL ROGERS MEMORIAL FOUNDATION 412 N. BOSTON TULSA, OK 74103	NONE	PC	THE EVENT 2013	1,000.
TULSA CHILDREN,S MUSEUM 560 N. MAYBELLE TULSA, OK 74127	NONE	PC	2014 SPECIAL PROJECTS	1,000.
PHILBROOK MUSEUM OF ART 2727 S. ROCKFORD ROAD TULSA, OK 74114	NONE	PC	GENERAL OPERATING	5,000.
ARTS AND HUMANITIES COUNCIL OF TULSA 101 E. ARCHER ST TULSA, OK 74103	NONE	PC	2014 URBAN CORE ART PROJECT	5,000.
Total from continuation sheets				12,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIRST CLEARING	25,190.	24.	25,166.	25,166.	
TO PART I, LINE 4	25,190.	24.	25,166.	25,166.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,453.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,453.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,022.	1,022.		0.
TO FORM 990-PF, PG 1, LN 16C	1,022.	1,022.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	993.	0.		0.
FOREIGN TAXES	233.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,226.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENT ACCOUNT	513,496.	598,896.
TOTAL TO FORM 990-PF, PART II, LINE 10B	513,496.	598,896.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENT ACCOUNT	243,062.	179,464.
TOTAL TO FORM 990-PF, PART II, LINE 10C	243,062.	179,464.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 7
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
THE GERALD H. WESTBY JR. TRUST	401 S. BOSTON AVE. SUITE 220 TULSA, OK 741403

Gerald H. Westby, Jr. Foundation

Grant Guidelines

Adding to the Quality of Life by Supporting the Arts, Arts Education, and Culture

> *"To me, the arts comprise one of humanities' strongest voices. Art carries the message of the eternal — of human endurance. Verbal and non-verbal, art is a vast, barrier-crossing, multi-cultural communications network of human perspectives."*
> *Katie Westby*

The Gerald H. Westby, Jr. Foundation primarily supports activities in the following areas:

- Arts
- Arts Education

The first step in applying to the Foundation is a short letter of inquiry. We review letters on a continuous basis, and they may be submitted at any time during the year.

Letters of inquiry should be no more than one page and should include the following:

- A brief statement of the issues to be addressed, the history and goals of your organization, and your organization's involvement with these issues
- A brief summary of the activities for which you are requesting support, including an outline of your objectives, and anticipated outcomes and implications
- The approximate starting date and duration of the proposed activities
- The total amount of funding needed, the amount requested from the Foundation, and information about other sources of support, both assured and requested.

All letters are first reviewed to determine if they fall within the Foundation's stated giving parameters. Those that do not are immediately declined. Letters that are within the Foundation's stated giving parameters are then reviewed to determine the following:

- The priority of the proposed activity within the Foundation's parameters
- The impact of the potential results of the activities
- The availability of the Foundation's funds.

When a letter of inquiry reflects most closely the Foundation's program priorities, we may request a full proposal. Proposals should be submitted to the Foundation only upon request. You should not interpret such a request as an indication of likely support.

The Foundation's Grant Application can be obtained by contacting the Foundation office.

Often we will request additional information in writing from applicants. We will also consult with persons knowledgeable about the proposed activities and we welcome your suggestions as to who might be qualified to assist us in our review of your proposal. Finally, we try to meet with applicants either at The Westby Office or at the project site.

Final decisions on proposals are made by the Foundation Trustees at periodic meetings. You will be informed of the Trustees' decision following the meeting at which your proposal is discussed. Your proposals must include a detailed budget of the use of funds, the individuals who will be involved in overseeing the expenditures, specific reporting procedures to the Foundation regarding the use of the funds and a final report regarding outcomes. If funds are not used in accordance with your purpose, the Foundation reserves the right to recover funds improperly used.

Eligibility

The Foundation makes grants only to tax-exempt organizations with 501 **(c)** (3) classifications from the Internal Revenue Service.

The Foundation will not consider requests for deficit financing, or loans and grants to individuals. The Foundation does not provide scholarship or fellowship support to individuals. The Foundation does not make grants for research projects or give support to conferences, seminars, media events, or workshops unless they are an integral part of a broader program.

Please send letters of inquiry to:

John T. Westby, Trustee
Gerald H. Westby, Jr. Foundation
401 South Boston
Mid-Continent Tower, Suite 220
Tulsa, OK 74103

Decisions on grants are made on a semi-annual basis in June and December. Please submit requests in May or November for current year consideration.

Additional Information

For personal contact on Foundation activities other than letters of inquiry or if you have any questions about the Foundation's programs, please feel free to call us. Inquiries about the Foundation's grant-making program or the status of letters of inquiry or proposals should be directed to:

John T. Westby, Trustee
Gerald H. Westby, Jr. Foundation
401 South Boston
Mid-Continent Tower, Suite 220
Tulsa, OK 74103
E-mail: **Foundation@westbyoffice.org**
Phone: **918-743-8321**
Fax: **918-743-2976.**