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Form **990-PF**

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

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

◆ Do not enter Social Security numbers on this form as it may be made public.  
◆ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>THE FRANK PHILLIPS FOUNDATION, INC</b>		A Employer identification number <b>73-0636562</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 1647</b>	Room/suite	B Telephone number (see instructions) <b>918-336-0307</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BARTLESVILLE OK 74005</b>		C If exemption application is pending, check here <input type="checkbox"/> ④
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Final return, <input type="checkbox"/> Amended return, <input type="checkbox"/> Address change, <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> ④ 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> ④
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> ④
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ◆ \$ <b>39,288,679</b>	J Accounting method: <input type="checkbox"/> Cash, <input checked="" type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> ④
(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)
1	Contributions, gifts, grants, etc., received (attach schedule)	909,696			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	470,811	470,811	470,811	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	975,661			
b	Gross sales price for all assets on line 6a 5,874,237				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances 391,490				
b	Less: Cost of goods sold 187,558				
c	Gross profit or (loss) (attach schedule) Stmt 2	203,932		203,932	
11	Other income (attach schedule) Stmt 3	773,131	75,213	773,131	
12	<b>Total. Add lines 1 through 11</b>	<b>3,333,231</b>	<b>546,024</b>	<b>1,447,874</b>	
13	Compensation of officers, directors, trustees, etc	130,488	28,043	28,043	102,445
14	Other employee salaries and wages	812,176	174,546	174,546	637,632
15	Pension plans, employee benefits	304,274	39,877	39,877	264,397
16a	Legal fees (attach schedule) See Stmt 4	2,446	2,446	2,446	
b	Accounting fees (attach schedule) Stmt 5	11,128	11,128	11,128	
c	Other professional fees (attach schedule) Stmt 6	79,348	79,348	79,348	
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion Stmt 7	240,813		240,813	
20	Occupancy				
21	Travel, conferences, and meetings	3,677	1,969	1,969	1,708
22	Printing and publications	25,915		8,240	17,675
23	Other expenses (att. sch) Stmt 8	918,451	31,142	195,840	722,611
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>2,528,718</b>	<b>368,499</b>	<b>782,250</b>	<b>1,746,468</b>
25	Contributions, gifts, grants paid	0			0
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>2,528,718</b>	<b>368,499</b>	<b>782,250</b>	<b>1,746,468</b>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	804,513			
b	Net investment income (if negative, enter -0-)		177,525		
c	Adjusted net income (if negative, enter -0-)			665,624	

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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	366,733	305,479	305,479
	2	Savings and temporary cash investments			
	3	Accounts receivable ♦ 58,310			
		Less allowance for doubtful accounts ♦	49,764	58,310	58,310
	4	Pledges receivable ♦ 7,002,055			
		Less allowance for doubtful accounts ♦	7,732,745	7,002,055	7,002,055
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ♦			
		Less allowance for doubtful accounts ♦ 0			
	8	Inventories for sale or use	256,060	276,562	276,562
	9	Prepaid expenses and deferred charges	17,293	27,999	27,999
	10a	Investments – U S and state government obligations (attach schedule) Stmt 9	2,743,124	2,619,875	2,619,875
	b	Investments – corporate stock (attach schedule) See Stmt 10	6,948,999	9,027,645	9,027,645
	c	Investments – corporate bonds (attach schedule) See Stmt 11	3,111,275	3,506,720	3,506,720
	11	Investments – land, buildings, and equipment, basis ♦			
	Less accumulated depreciation (attach sch) ♦				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) See Statement 12	2,729,136	3,277,200	3,277,200	
14	Land, buildings, and equipment basis ♦ 9,495,359				
	Less accumulated depreciation (attach sch) ♦ Stmt 13 6,072,117	3,381,799	3,423,242	3,423,242	
15	Other assets (describe ♦ See Statement 14 )	9,677,198	9,763,592	9,763,592	
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item l)	37,014,126	39,288,679	39,288,679	
Liabilities	17	Accounts payable and accrued expenses	132,311	190,391	
	18	Grants payable			
	19	Deferred revenue See Statement 15	31,291	34,151	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ♦ See Statement 16 )	410,912	265,103	
23	<b>Total liabilities</b> (add lines 17 through 22)	574,514	489,645		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ♦ <input checked="" type="checkbox"/>				
	24	Unrestricted	29,657,240	32,747,352	
	25	Temporarily restricted	6,782,372	6,051,682	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ♦ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	36,439,612	38,799,034		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	37,014,126	39,288,679		

**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	36,439,612
2	Enter amount from Part I, line 27a	2	804,513
3	Other increases not included in line 2 (itemize) ♦ See Statement 17	3	1,554,909
4	Add lines 1, 2, and 3	4	38,799,034
5	Decreases not included in line 2 (itemize) ♦	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	38,799,034

**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>N/A</b>				
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) 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				
2 Capital gain net income or (net capital loss) <span style="float:right">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>				<b>2</b>
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				<b>3</b>

**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

**N/A**

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)	<b>2</b>
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	<b>3</b>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>
5 Multiply line 4 by line 3	<b>5</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>
7 Add lines 5 and 6	<b>7</b>
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	<b>8</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter <b>02/10/86</b> (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	N/A	1
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-)		0
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		0
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d		7
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10	<b>Overpayment.</b> 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 <b>Credited to 2014 estimated tax</b>	Refunded	11

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

**N/A**

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ♦ WWW.WOOLAROC.ORG		X	
14	The books are in care of ♦ ROBERT M FRASER, CEO PO BOX 1647 Located at ♦ BARTLESVILLE OK ZIP+4 ♦ 74005			Telephone no ♦ 918-336-0307
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		♦ <input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ♦	16	Yes	No X

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

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

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  **X**  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation (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
See Statement 18				

**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** **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 (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 N/A	
2	
3 All other program-related investments See instructions	

Total. Add lines 1 through 3 ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>0</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>0</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>0</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>0</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>0</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>0</b>

**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.)

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>1,746,468</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>1,746,468</b>
<b>5</b>	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)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,746,468</b>

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ♦ \$ <u>1,746,468</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	1,746,468			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,746,468			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	1,746,468	1,538,874	1,438,611	1,731,806	6,455,759
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,746,468	1,538,874	1,438,611	1,731,806	6,455,759
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**N/A**

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

**N/A**

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

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

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

**N/A**

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

**N/A**

**c** Any submission deadlines:

**N/A**

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

**N/A**

**Part XV** Supplementary Information (continued)

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

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





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

OMB No. 1545-0047

**2013**

◆ Attach to Form 990, Form 990-EZ, or Form 990-PF.

◆ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

Employer identification number

**THE FRANK PHILLIPS FOUNDATION, INC****73-0636562**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % 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)

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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	PHILLIPS 66 PO BOX 4428  HOUSTON TX 77210	\$ 140,705	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
2	CONOCOPHILLIPS PO BOX 2197  HOUSTON TX 77252	\$ 147,355	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
3	LYON FOUNDATION 416 EAST 5TH STREET  BARTLESVILLE OK 74003	\$ 8,850	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
4	ROBERT KANE 1200 SOUTHEAST KANE HILL ROAD  BARTLESVILLE OK 74006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
5	BARTLESVILLE RADIO 1200 SOUTHEAST FRANK PHILLIPS BOULEVARD BARTLESVILLE OK 74003	\$ 10,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
6	CABLE ONE 4127 NOWATA ROAD  BARTLESVILLE OK 74006	\$ 5,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
7	MARCUS LOW, JR 7954 N BEACH DR  MILWAUKEE WI 53217	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
8	ARVEST BANK 400 S DEWEY AVE  BARTLESVILLE OK 74003	\$ 8,750	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
9	TULSA COMMUNITY FOUNDATION 7030 S YALE AVE  TULSA OK 74136	\$ 137,750	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
10	CADY-SEWELL WEALTH MANAGEMENT GROUP 4160 SE ADAMS ROAD SUITE 102  BARTLESVILLE OK 74006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
11	MARK SHORT 2536 EAST 51ST STREET  TULSA OK 74105	\$ 10,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	GLENN COX 2306 STONEWALL DRIVE  BARTLESVILLE OK 74006	\$ 12,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
13	WILLIAM S & ANN ATHERTON FOUNDATION 1924 S UTICA, SUITE 1018  TULSA OK 74104	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
14	OSAGE CASINO BARTLESVILLE 222 ALLEN RD  BARTLESVILLE OK 74003	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
15	THE JOHN AND DONNIE BROCK FOUNDATION 2021 S LEWIS AVE STE 415  TULSA OK 74104	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	JANET DRUMMOND 12 HILLCREST DR  PAWHUSKA OK 74056	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
17	FREDERICK DRUMMOND 12 HILLCREST DR  PAWHUSKA OK 74056	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
18	OSAGE NATION FOUNDATION PO BOX 92777  SOUTHLAKE TX 76092	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
19	K S ADAMS FOUNDATION 800 N OSAGE AVE  DEWEY OK 74029	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
20	WILLIAM THOMAS 1516 S BOSTON, SUITE 301  TULSA OK 74119	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
21	ROBERT THOMAS 1516 S BOSTON, SUITE 301  TULSA OK 74119	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
22	ROBERT DUNN 4527 N 56TH ST  PHOENIX AZ 85018-3119	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
23	ABB INC 7051 INDUSTRIAL BLVD  BARTLESVILLE OK 74006	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
24	JOHN F KANE 1230 KANE HILL  BARTLESVILLE OK 74006	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
25	MERLIN LINDSTROM 11501 N US HWY 75  DEWEY OK 74029	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
26	TRUITY CREDIT UNION 501 S JOHNSTONE AVE  BARTLESVILLE OK 74003	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	MUSSELMAN ABSTRACT PO BOX 1072  BARTLESVILLE OK 74005	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
28	DAVID L SIGMON 776 BROOKHOLLOW LANE  BARTLESVILLE OK 74006	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
29	LORNA HUGHES 63 COUNTY ROAD 2696  BARTLESVILLE OK 74003	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
30	WILLIAM O JOHNSTONE 7102 NICHOLS ROAD  OKLAHOMA CITY OK 73120	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
31	CBRE 700 LOUISIANA, SUITE 2700 HOUSTON TX 77002	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
32	J SCOTT DUCHARME 2291 S MOUNTAIN DRIVE BARTLESVILLE OK 74003	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
33	HARVARD MAINTENANCE 2 SO BISCAYNE BLVD, SUITE 3650 MIAMI FL 33131	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
34	STRUCTURE TONE INC 3333 WELBORN STREET, SUITE 200 DALLAS TX 75219	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	VERACITY LAND SERVICES LLC 309 WEST 7TH STREET, SUITE 1550 FORT WORTH TX 76102	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36	LANDPOINT INC 5486 AIRLINE DR BOSSIER CITY LA 71111	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
37	SENIOR STAR LIVING 1516 S BOSTON, SUITE 301  TULSA OK 74119	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
38	CHARLES DANIELS 2191 KYLE RD  BARTLESVILLE OK 74006	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
39	PDR PLANNING DESIGN RESEARCH 2 HOUSTON CENTER  HOUSTON TX 77010	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
40	DON HUNTLEY 5910 MONROE AVE  FRESNO CA 93723	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
41	HELMERICH & PAYNE INC 1437 S BOULDER AVE  TULSA OK 74119	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
42	NORTHEASTERN STATE UNIVERSITY 600 N GRAND AVE  TAHLEQUAH OK 74464	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>THE FRANK PHILLIPS FOUNDATION, INC</b>	Employer identification number <b>73-0636562</b>
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**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
1	AMORT. OF PLEDGES REC.	\$ 134,655	
2	AMORT. OF PLEDGES REC.	\$ 134,655	
5	ADVERTISING SERVICES	\$ 10,000	10/31/13
6	ADVERTISING SERVICES	\$ 5,000	10/31/13
		\$	
		\$	

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Description	Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
REALIZED GAIN ON SALE OF INVESTMENTS				Purchase					
Various			Various		\$ 5,874,237	\$ 4,898,576	\$	\$	\$ 975,661
					\$ 5,874,237	\$ 4,898,576	\$ 0	\$ 0	\$ 975,661
<b>Total</b>									

**Federal Statements****Statement 2 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold**

<u>Description</u>	<u>Gross Sales</u>	<u>COGS</u>	<u>Gross Profit</u>
MUSEUM STORE AND FOOD SALES	\$ 391,490	\$ 187,558	\$ 203,932
Total	\$ 391,490	\$ 187,558	\$ 203,932

**Federal Statements**

**Statement 3 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	\$ 26,433		\$ 26,433
GATE ADMISSIONS	327,273		327,273
MUSEUM AND RANCH REVENUE	112,878		112,878
MEMBERSHIP DUES	58,396		58,396
OSAGE HEADRIGHTS REVENUE	75,213	75,213	75,213
SPECIAL EVENTS	172,938		172,938
<b>Total</b>	<b>\$ 773,131</b>	<b>\$ 75,213</b>	<b>\$ 773,131</b>

**Statement 4 - Form 990-PF, Part I, Line 16a - Legal Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 2,446	\$ 2,446	\$ 2,446	
<b>Total</b>	<b>\$ 2,446</b>	<b>\$ 2,446</b>	<b>\$ 2,446</b>	<b>0</b>

**Statement 5 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 11,128	\$ 11,128	\$ 11,128	
<b>Total</b>	<b>\$ 11,128</b>	<b>\$ 11,128</b>	<b>\$ 11,128</b>	<b>0</b>

**Federal Statements**

**Statement 6 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER PROFESSIONAL FEES	\$ 79,348	\$ 79,348	\$ 79,348	\$
Total	\$ 79,348	\$ 79,348	\$ 79,348	\$ 0

**Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation**

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Depreciation		\$	\$			\$ 240,813	\$	\$
Total		\$ 0	\$ 0			\$ 240,813	\$ 0	\$ 0

**Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SPECIAL EVENTS	67,232		34,649	32,583
FOOD, BEVERAGE, AND ENTERTAIN	39,205		20,205	19,000
IN-KIND CONTRIBUTIONS EXPENSE	135,061		69,606	65,455
Supplies	78,078		40,238	37,840
Advertising				
Expenses				
ADVERTISING	28,576			28,576
INSURANCE	117,895			117,486
MEMBERSHIP EXPENSES	17,563	409	409	9,856
AUTOMOBILE EXPENSE	35,675	7,707	7,707	35,438
IN-KIND CONTRIBUTIONS EXPENSE	9,889	237	237	
SECURITY	2,980	9,889	9,889	
FEED EXPENSE	50,119			2,980
Total	\$	\$	\$	\$ 50,119

**Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOOD, BEVERAGE, AND ENTERTAIN UTILITIES AND TELEPHONE	\$ 25,930	\$ 6,607	\$ 6,607	\$ 25,930
OTHER EXPENSE	147,467	1,538	1,538	140,860
OFFICE SUPPLIES	21,916	2,600	2,600	20,378
SUPPLIES AND EQUIPMENT	12,196	1,112	1,112	9,596
REPAIRS AND MAINTENANCE	10,070	1,043	1,043	8,958
WOOLAROC BOOK EXPENSE	111,743			110,700
CAMP WOOLAROC	4,310			4,310
Total	\$ 918,451	\$ 31,142	\$ 195,840	\$ 722,611

**Statement 9 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOVERNMENT DEBT SECURITIES	\$ 2,743,124	\$ 2,619,875	Market	\$ 2,619,875
Total	\$ 2,743,124	\$ 2,619,875		\$ 2,619,875

**Statement 10 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EQUITY SECURITIES	\$ 6,948,999	\$ 9,027,645	Market	\$ 9,027,645
Total	\$ 6,948,999	\$ 9,027,645		\$ 9,027,645

**Federal Statements**

**Statement 11 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE DEBT SECURITIES	\$ 3,111,275	\$ 3,506,720	Market	\$ 3,506,720
Total	\$ 3,111,275	\$ 3,506,720		\$ 3,506,720

**Statement 12 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS AND OTHER	\$ 2,729,136	\$ 3,277,200	Market	\$ 3,277,200
Total	\$ 2,729,136	\$ 3,277,200		\$ 3,277,200

**Statement 13 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDINGS AND IMPROVEMENTS	\$ 3,146,586	\$ 7,650,971	\$ 4,487,164	\$ 3,163,807
FURNITURE AND FIXTURES	51,625	759,824	667,393	92,431
VEHICLES	6,870	214,351	212,935	1,416
OTHER	80,668	774,163	704,625	69,538
LAND	96,050	96,050		96,050
Total	\$ 3,381,799	\$ 9,495,359	\$ 6,072,117	\$ 3,423,242

**Federal Statements****Statement 14 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
MUSEUM COLLECTIONS	\$ 9,677,198	\$ 9,763,592	\$ 9,763,592
Total	\$ 9,677,198	\$ 9,763,592	\$ 9,763,592

**Statement 15 - Form 990-PF, Part II, Line 19 - Deferred Revenue**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
DEFERRED MEMBERSHIP REVENUE	\$ 31,291	\$ 34,151
Total	\$ 31,291	\$ 34,151

**Statement 16 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
DEFINED BENEFIT PENSION LIABILITY	\$ 410,912	\$ 265,103
Total	\$ 410,912	\$ 265,103

**Statement 17 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN ON INVESTMENTS	\$ 1,583,655
CHANGE IN DEFINED BENEFIT PENSION LIABILITY	-28,746
Total	\$ 1,554,909

**Federal Statements**

**Statement 18 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERT M KANE 1200 SOUTHEAST KANE HILL ROAD BARTLESVILLE OK 74006	CHAIRMAN	1.00	0	0	0
WILLIAM O JOHNSTONE 7102 NICHOLS ROAD OKLAHOMA CITY OK 73120	VICE CHAIRMA	1.00	0	0	0
STEPHEN S ADAMS 2511 EAST 34TH STREET TULSA OK 74105	TRUSTEE	1.00	0	0	0
RAND C BERNEY 1708 BYRON NELSON PARKWAY SOUTHLAKE TX 76092	TRUSTEE	1.00	0	0	0
J SCOTT DUCHARME 2291 SOUTH MOUNTAIN DRIVE BARTLESVILLE OK 74003	TRUSTEE	1.00	0	0	0
ROBERT S HUGHES II 12051 STATE HIGHWAY 123 BARTLESVILLE OK 74003	TRUSTEE	1.00	0	0	0
DAVID KEDY 2740 MONTROSE BARTLESVILLE OK 74006	TRUSTEE	1.00	0	0	0
KATSY MULLENDORE WHITTENBURG 620 SOUTH TAYLOR STREET AMARILLO TX 79101	TRUSTEE	1.00	0	0	0
ROBERT M FRASER 401 VALLEY VIEW COURT BARTLESVILLE OK 74006	CEO	40.00	130,488	0	0

**Federal Statements**

**Statement 18 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DEAN G ZERVAS 3421 HAWTHORNE COURT BARTLESVILLE OK 74006	TRUSTEE	1.00	0	0	0
DAVID L SIGMON 776 BROOKHOLLOW LANE BARTLESVILLE OK 74006	TRUSTEE	1.00	0	0	0
MARKLAND R HEADLEY 3012 CANDLESTICK COURT BARTLESVILLE OK 74006	TRUSTEE	1.00	0	0	0
MERLIN R LINDSTROM 11501 NORTH US HIGHWAY 75 DEWEY OK 74029	TRUSTEE	1.00	0	0	0

**Federal Statements**

**Cash contribution**

<u>Description</u>	<u>Amount</u>
CASH CONTRIBUTIONS	\$ 506,050
PLEDGES RECEIVABLE COLLECTION	<u>-500,000</u>
Total	<u>\$ 6,050</u>

**Federal Statements**

**Cash contribution**

<u>Description</u>	<u>Amount</u>
CASH CONTRIBUTIONS	\$ 512,700
PLEDGES RECEIVABLE COLLECTION	<u>-500,000</u>
Total	<u>\$ 12,700</u>