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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation KIRKPATRICK FOUNDATION INC		A Employer identification number 73-0701736	
Number and street (or P O box number if mail is not delivered to street address) 1001 W WILSHIRE BLVD STE 201		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY, OK 73116		B Telephone number (see instructions) (405) 608-0934	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 63,150,501		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☐ 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	132,566			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	337,862	337,862		
	4 Dividends and interest from securities.	723,276	723,276		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	559,009			
	b Gross sales price for all assets on line 6a 5,291,658				
	7 Capital gain net income (from Part IV, line 2)		559,009		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 475,495	475,495		
	12 Total. Add lines 1 through 11	2,228,208	2,095,642		
	13 Compensation of officers, directors, trustees, etc	194,600	17,219		177,382
	14 Other employee salaries and wages	204,951	30,743		174,207
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 2,228	1,114		1,114
	b Accounting fees (attach schedule)	 14,700	7,350		7,350
	c Other professional fees (attach schedule)	 182,283	182,283		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 63,413	35,512		
	19 Depreciation (attach schedule) and depletion	 11,103			
	20 Occupancy	8,801	4,401		4,400
	21 Travel, conferences, and meetings	11,934	5,967		5,967
	22 Printing and publications	12,017	6,009		6,008
	23 Other expenses (attach schedule)	 265,493	21,393		244,100
	24 Total operating and administrative expenses. Add lines 13 through 23	971,523	311,991		620,528
	25 Contributions, gifts, grants paid	2,169,950			2,169,950
	26 Total expenses and disbursements. Add lines 24 and 25	3,141,473	311,991		2,790,478
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-913,265			
	b Net investment income (if negative, enter -0-)		1,783,651		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	4,704,524	5,468,212	5,468,212
	3	Accounts receivable ▶ <u>168,004</u>			
		Less allowance for doubtful accounts ▶ _____	155,473	168,004	168,004
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	2,371,385	2,619,590	2,534,786
	b	Investments—corporate stock (attach schedule)	22,596,294	 23,276,415	43,148,059
	c	Investments—corporate bonds (attach schedule).	12,554,475	 9,957,422	9,978,151
	11	Investments—land, buildings, and equipment basis ▶ <u>143,402</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>143,136</u>	266	 266	1,703,104	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ <u>303,518</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>238,052</u>	3,361	 65,466	65,466	
15	Other assets (describe ▶ _____)	 84,719	 84,719	 84,719	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	42,470,497	41,640,094	63,150,501	
Liabilities	17	Accounts payable and accrued expenses	43,353	62,645	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	43,353	62,645	
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	42,427,144	41,577,449	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	42,427,144	41,577,449	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	42,470,497	41,640,094	

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 42,427,144
2	Enter amount from Part I, line 27a	2 -913,265
3	Other increases not included in line 2 (itemize) ▶ 	3 63,570
4	Add lines 1, 2, and 3	4 41,577,449
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 41,577,449

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	See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	559,009
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	559,009

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,384,658	48,396,766	0 049273
2011	1,813,299	41,756,216	0 043426
2010	2,243,611	39,772,183	0 056412
2009	2,011,572	35,869,234	0 056081
2008	2,248,942	42,029,307	0 053509

2	Total of line 1, column (d).	2	0 258701
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051740
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	59,353,529
5	Multiply line 4 by line 3.	5	3,070,952
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,837
7	Add lines 5 and 6.	7	3,088,789
8	Enter qualifying distributions from Part XII, line 4.	8	2,790,478

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 page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	35,673		
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		2	35,673		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2.				3	35,673
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	35,673		
6 Credits/Payments		7	58,500		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			33,500	
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c			25,000	
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d.		7	58,500		
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	47		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	22,780		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 22,780 Refunded		11			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
If "Yes," attach a detailed description of the activities.				
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
If "Yes," attach the statement required by General Instruction T.				
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) OK _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.KIRKPATRICKFOUNDATION.COM/	13	Yes	
14	The books are in care of KIRKPATRICK FOUNDATION Telephone no (405) 840-2882 Located at 1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY OK ZIP +4 731268822			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

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

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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
DEBORAH J MILLER	ACCOUNTANT	62,898	9,960	
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY, OK 73116	40 00			
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THIS PROGRAM INITIATED THE DESIGN, EDITING, PUBLICATION, AND MAILING OF 15,000 COPIES OF THE ARTDESK PERIODICAL, A PERIODICAL WHOSE PURPOSE IS TO EDUCATE STUDENTS AND THE GENERAL PUBLIC IN THE ARTS AND TO SUPPORT OTHER NONPROFIT ORGANIZATIONS IN COLORADO, OKLAHOMA, AND TEXAS. A TOTAL OF 11,700 COPIES HAVE BEEN DISTRIBUTED VIA SCHOOLS, NEWSTANDS, STORES, AND 186 CONTINUING SUBSCRIBERS.	174,476
2 A) PRODUCTION OF A DOCUMENTARY FILM ABOUT THE DOG TRAINING PROGRAM USING MALE PRISONERS AT AN OKLAHOMA PRISON. THE INITIAL SCREENING WAS VIEWED BY 480 PEOPLE. THE FILM WAS DONATED TO THE OKLAHOMA CITY COMMUNITY COLLEGE'S FILM DEPARTMENT. BECAUSE OF THE BENEFITS OF THE DOG TRAINING PROGRAM HIGHLIGHTED BY THIS FILM, A WOMEN'S PRISON FACILITY IS CONSIDERING A SIMILAR PROGRAM. B) FACILITATED TWO OKLAHOMA ROUNDTABLE FOR ANIMAL WELFARE MEETINGS WHICH BROUGHT TOGETHER 25-30 LEADERS OF ANIMAL PLATFORMS AND INDUSTRY TO DISCUSS THE WELL-BEING OF AND BEST PRACTICES IN THE HANDLING OF OKLAHOMA ANIMALS, CORE VALUES, INCLUDING RESPECT FOR DIFFERENCES AND A POSITION OF NON-ADVOCACY. C) CREATION OF A BASELINE STUDY AND TELEPHONE POLL TO ASSESS THE STATUS OF OKLAHOMA ANIMALS AND THEIR NEEDS AND THE PUBLICATION OF A BIENNIAL REPORT TO THE GENERAL PUBLIC FEATURING RESEARCH, PROGRESS, AND ONGOING EFFORTS. D) OTHER SERVICES AND ACTIVITIES SUPPORTING ANIMAL WELFARE THROUGHOUT THE STATE OF OKLAHOMA.	46,733
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	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	54,130,218
b	Average of monthly cash balances.	1b	4,273,883
c	Fair market value of all other assets (see instructions).	1c	1,853,289
d	Total (add lines 1a, b, and c).	1d	60,257,390
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	60,257,390
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	903,861
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,353,529
6	Minimum investment return. Enter 5% of line 5.	6	2,967,676

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	2,967,676
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	35,673
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35,673
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,932,003
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,932,003
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,932,003

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	2,790,478
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,790,478
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,790,478
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,932,003
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	112,251			
b From 2009.	238,980			
c From 2010.	282,392			
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	633,623			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,790,478				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				2,790,478
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	141,525			141,525
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	492,098			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	492,098			
10 Analysis of line 9				
a Excess from 2009. . . .	209,706			
b Excess from 2010. . . .	282,392			
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

KIRKPATRICK FOUNDATION
1001 W WILSHIRE BLVD STE 201
OKLAHOMA CITY, OK 73116
(405) 608-0934
LOUISA@KIRKPATRICKFOUNDATION.COM

b

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

THE APPLICATION SHOULD BE IN LETTER FORM SPECIFYING PURPOSE AND NEED

c

Any submission deadlines

THE 15TH OF FEB, MAY, AUG, AND NOV FOR BOARD OF TRUSTEES MEETINGS

d

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

SUPPORT TO CULTURAL, BENEVOLENT, EDUCATIONAL, ENVIRONMENTAL AND YOUTH-SERVING ORGANIZATIONS

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2014-07-21	*****
Signature of officer or trustee	Date	Title

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

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

**Paid
Preparer
Use
Only**

Print/Type preparer's name TERRY BOEHRER	Preparer's Signature	Date 2014-07-22	Check if self-employed ☒	PTIN P00179476
Firm's name ☒ COLE & REED PC			Firm's EIN ☒ 73-1312422	
Firm's address ☒ 531 COUCH DR OKLAHOMA CITY, OK 731022251			Phone no (405) 239-7961	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BANK AMER CORP DUE 08/15/2013	P		
GOLDMAN SACHS GROUP INC	P		
CATERPILLAR FINANCIAL SERVICES DUE 0	P		
IHS INC CL A	P		
FFCB DUE 04/01/2013 4 8%	P		
ILLINOIS TOOL WKS INC	P		
INTL BUSINESS MACHINES CORP DUE 10/1	P		
ISHARES TR MSCI EAFE INDEX FD	P		
MERCK & CO INC DUE 02/15/2013	P		
JP MORGAN CHASE & CO	P		
PEPSICO INC DUE 02/15/2013	P		
KINDER MORGAN MGMT LLC	P		
TARGET CORP SR DUE 6/15/13	P		
MALLINCKRODT PLC	P		
WELLS FARGO & CO 4 95% 10/16/2013	P		
MSCI INC-A	P		
ACCENTURE PLC	P		
NETSUITE INC	P		
AFFILIATED MANAGERS GROUP INC	P		
ORACLE CORP	P		
APPLE COMPUTER INC	P		
PROLOGIS	P		
CARMAX INC	P		
TEVA PHARMACEUTICAL INDS LTD ADR	P		
CHICAGO BRDG & IRON CO	P		
TRIMBLE NAVIGATION LTD	P		
CME GROUP INC	P		
VODAFONE GROUP PLC SPONS ADR	P		
COMCAST CORP CL A	P		
WALGREEN CO	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
500,000		506,382	-6,382
23,054		33,218	-10,164
500,000		500,000	
33,029		18,734	14,295
500,000		510,817	-10,817
62,359		7,765	54,594
500,000		507,173	-7,173
41,197		50,673	-9,476
500,000		510,914	-10,914
143,182		111,538	31,644
500,000		502,848	-2,848
220		43	177
500,000		486,765	13,235
21		15	6
100,000		107,838	-7,838
33,170		30,100	3,070
181,461		94,348	87,113
98,339		22,680	75,659
104,191		29,837	74,354
53,056		28,681	24,375
202,601		25,005	177,596
39,928		7,094	32,834
40,134		15,741	24,393
283,574		347,194	-63,620
65,947		33,748	32,199
30,515		17,359	13,156
74,036		107,246	-33,210
43,634		34,845	8,789
40,789		17,960	22,829
97,221		66,088	31,133

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-6,382
			-10,164
			14,295
			-10,817
			54,594
			-7,173
			-9,476
			-10,914
			31,644
			-2,848
			177
			13,235
			6
			-7,838
			3,070
			87,113
			75,659
			74,354
			24,375
			177,596
			32,834
			24,393
			-63,620
			32,199
			13,156
			-33,210
			8,789
			22,829
			31,133

Form 990PF Part VIII Line 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
CHRISTIAN K KEESEE 	CHAIRMAN 1 00	0	0	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73116				
ROBERT CLEMENTS 	PRESIDENT 1 00	0	0	0
6601 N HARVEY OKLAHOMA CITY,OK 73113				
MISCHA GORKUSCHA 	TRUSTEE 1 00	0	0	0
6301 NORTH WESTERN SUITE 160 OKLAHOMA CITY,OK 73118				
DR JOE HOWELL 	TRUSTEE 1 00	0	0	0
2826 WEST BRITTON ROAD OKLAHOMA CITY,OK 73120				
DR ANNE H MORGAN 	TRUSTEE 1 00	0	0	0
4701 FOUNTAINGATE DRIVE NORMAN,OK 73072				
DAVID E RAINBOLT 	TREASURER 1 00	0	0	0
101 NORTH BROADWAY OKLAHOMA CITY,OK 73102				
GEORGE RECORDS 	TRUSTEE 1 00	0	0	0
PO BOX 26750 OKLAHOMA CITY,OK 73126				
MARK ROBERTSON 	TRUSTEE 1 00	0	0	0
3033 NW 63RD ST SUITE 200 OKLAHOMA CITY,OK 73116				
MEG SALYER 	TRUSTEE 1 00	0	0	0
722 NORTH BROADWAY OKLAHOMA CITY,OK 73102				
LAURA WARRINER 	TRUSTEE 1 00	0	0	0
2400 NW 59TH ST OKLAHOMA CITY,OK 73112				
LIZ EICKMAN 	TRUSTEE 1 00	0	0	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73116				
PAULETTE BLACK 	EX-OFFICIO 40 00	79,810	11,463	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73116				
JEANNE HOFFMAN SMITH 	TRUSTEE 1 00	0	0	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73101				
REBECCA LOVE MCCUBBIN 	V PRESIDENT 1 00	0	0	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73101				
LOUISA MCCUNE-ELMORE 	SECRETARY 40 00	114,790	23,153	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73116				
MAX WEITZENHOFFER 	TRUSTEE 1 00	0	0	0
1001 W WILSHIRE BLVD SUITE 201 OKLAHOMA CITY,OK 73116				

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 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 KIRKPATRICK FOUNDATION INC	Employer identification number 73-0701736
---	---

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 33¹/₃% 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 for 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 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 990PF, 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 KIRKPATRICK FOUNDATION INC	Employer identification number 73-0701736
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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
<u>1</u>	JOAN KIRKPATRICK REV TRUST PO BOX 26883 OKLAHOMA CITY, OK 73126	\$ 130,211	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)
(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 KIRKPATRICK FOUNDATION INC	Employer identification number 73-0701736
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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
_____	_____ _____ _____ _____	\$ _____	_____
(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 KIRKPATRICK FOUNDATION INC	Employer identification number 73-0701736
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

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

TY 2013 Accounting Fees Schedule**Name:** KIRKPATRICK FOUNDATION INC**EIN:** 73-0701736

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	14,700	7,350		7,350

TY 2013 Compensation Explanation**Name:** KIRKPATRICK FOUNDATION INC**EIN:** 73-0701736

Person Name	Explanation
CHRISTIAN K KEESEE	
ROBERT CLEMENTS	
MISCHA GORKUSCHA	
DR JOE HOWELL	
DR ANNE H MORGAN	
DAVID E RAINBOLT	
GEORGE RECORDS	
MARK ROBERTSON	
MEG SALYER	
LAURA WARRINER	
LIZ EICKMAN	
PAULETTE BLACK	
JEANNE HOFFMAN SMITH	
REBECCA LOVE MCCUBBIN	
LOUISA MCCUNE-ELMORE	
MAX WEITZENHOFFER	

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

TY 2013 Depreciation Schedule

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DEPRECIATION						11,103			

TY 2013 Employee Compensation Explanation

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Employee	Explanation
DEBORAH J MILLER	

TY 2013 Investments Corporate
 Bonds Schedule

Name: KIRKPATRICK FOUNDATION INC
 EIN: 73-0701736

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMGEN INC. 2.3% DUE 06/15/2016	251,464	257,757
AT&T INC. 2.95% 05/15/2016	51,795	52,137
BANK AMER CORP DUE 08/15/2013		
BANK AMER CORP DUE 09/01/2015 3.7%	501,848	522,655
BERKSHIRE HATHAWAY INC DUE 08/15/201	205,076	206,580
CATERPILLAR FINANCIAL SERVICES DUE 0		
CATERPILLAR INC. DUE 12/15/2018	649,617	626,660
CONOCOPHILLIPS DUE 02/01/2019 5.75%	596,612	577,385
FFCB DUE 04/01/2013 4.8%		
GENERAL ELEC CAP CORP MEDIUM TERM DU	261,057	257,835
GENEREAL ELECTRIC DUE 11/09/2015 2.2	251,924	257,652
GENEREAL ELECTRIC DUE 06/29/2015 3.5	207,593	208,724
GENEREAL ELECTRIC DUE 12/06/2017 5.2	568,447	565,970
GOLDMAN SACHS GROUP DUE 08/01/2015 3	630,142	650,806
HALLIBURTON COMPNAY 5.9% 09/15/2018	596,281	581,765
HSBC FIN CORP DUE 10/15/2015 2.9%	193,749	201,788
INTL BUSINESS MACHINES CORP DUE 10/1		
INTL BUSINESS MACHINES CORP DUE 01/0	204,264	205,272
INTL BUSINESS MACHINES CORP DUE 07/2	256,274	256,838
JPMORGAN CHASE BK (250K,6/13/16, 5.	254,450	277,272
JPMORGAN CHASE & CO (250, 06/01/201	257,032	254,378
JPMORGAN CHASE & CO (03/15/2014, 4.8	126,780	126,063
LOWES COS INC. 2.125% DUE 04/15/2016	251,618	256,420
MERCK & CO INC DUE 02/15/2013		
MICROSOFT CORP 2.5% DUE 02/08/2016	262,879	259,435
MORGAN STANLEY DUE 10/15/2015 5.375%	515,489	537,785
PEPSICO INC. DUE 02/15/2013		
PEPSICO INC. DUE 05/10/2016	258,574	259,382
PEPSICO INC. DUE 01/15/2020	562,558	543,820
TARGET CORP SR DUE 6/15/13		
TEVA PHARM FIN 2.4% 11/10/2016	65,972	66,877
VERIZON COMMUNICATIONS 11/01/2016 2%	313,442	316,312
WELLS FARGO & CO 4.95% 10/16/2013		
WELLS FARGO & CO 3.676% 06/15/2016	259,646	266,185
WESTPAC BANKING CORP. 07/15/2016	248,625	254,102
AT&T INC. 1.4% 12/01/2017	247,882	246,463
INTL BUSINESS MACHINES CORP DUE 10/1	322,025	312,715
WALT DISNEY COMPANY DTD 03/15/2019	298,644	284,568
WELLS FARGO & CO 5.625% 12/11/2017	285,663	286,550

TY 2013 Investments Corporate
Stock Schedule

Name: KIRKPATRICK FOUNDATION INC
EIN: 73-0701736

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	399,553	975,198
ACCENTURE PLC	351,617	608,428
AECOM TECHNOLOGY CORP	131,648	188,352
AFFILIATED MANAGERS GROUP INC.	124,800	715,704
APPLE COMPUTER INC.	542,309	2,720,947
AT&T INC.	203,940	210,960
CARMAX INC	198,132	705,300
CHEVRON CORP	165,544	374,730
CHICAGO BRDG & IRON CO.	217,364	656,806
CME GROUP INC.	1,263,571	729,678
CISCO SYS INC.	7,791	560,750
COACH INC.	292,924	381,684
COMCAST CORP CL A	135,000	389,738
COVIDIEN PLC	143,865	251,970
DIAGEO PLC SPONS ADR NEW	70,915	132,420
DISNEY WALT. CO.	336,690	764,000
E I DU PONT DE NEMOURS & CO	139,149	194,910
EMERSON ELECTRIC CO.	398,576	708,818
EXELON CORP	141,285	98,604
EXELIS INC.	91,435	158,198
EXPRESS SCRIPTS HOLDING CO.	700,814	923,280
FISERV	176,220	354,300
GENERAL ELEC CO.	196,500	308,330
GENERAL MILLS INC.	283,499	499,100
GOLDMAN SACHS GROUP INC.	306,245	239,301
GOOGLE INC.	487,923	1,709,083
IHS INC. CL A	492,352	861,840
ILLINOIS TOOL WKS INC.	260,350	840,800
INTEL CORP	280,891	804,605
INTERNATIONAL BUSINESS MACHS CORP	651,924	947,229

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTUIT	315,540	457,920
INTUITIVE SURGICAL INC. NEW	400,427	556,916
IRON MTN INC. PA	74,584	132,174
ISHARE TR MSCI EMERGING MKTS INDX FD	781,884	886,054
ISHARES TR MSCI EAFE INDEX FD	740,235	734,690
ISHAREES TR RUSSELL 2000 INDEX FD	2,078,997	2,884,000
JOHNSON & JOHNSON	332,322	457,950
JP MORGAN CHASE & CO.	340,551	845,328
KINDER MORGAN MGMT LLC	245,090	616,553
KINDER MORGAN INC	247,008	248,400
KRAFT FOODS INC. A	173,527	238,983
MEDTRONIC INC	171,388	258,255
MICROSOFT CORP	197,296	284,316
MONDELEZ INTERNATIONAL INC-A	244,038	469,490
MSCI INC-A	150,500	218,600
NETSUITE INC.	123,054	906,576
NEXTERA ENERGY INC	328,000	513,720
NOBLE CORP	496,541	569,544
ORACLE CORP	420,328	776,678
PAYCHEX INC.	85,984	136,590
PEPSICO INC	664,139	1,244,100
PFIZER INC	153,644	217,473
PROCTER & GAMBLE CO.	502,740	1,139,740
PROLOGIS	72,076	375,412
PUBLIC SVC ENTERPRISE GROUP INC.	140,793	144,180
QUALCOMM INC.	499,681	2,041,875
SCHLUMBERGER LTD	129,137	243,297
STERICYCLE INC	356,496	1,510,210
T ROWE PRICE GROUP	299,606	502,620
TEVA PHARMACEUTICAL INDS LTD ADR	103,940	120,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRIMBLE NAVIGATION LTD	266,471	478,860
UNITEDHEALTH GROUP, INC.	155,240	301,200
VERIZON COMMUNICATIONS	208,299	294,840
VODAFONE GROUP PLC SPONS ADR	317,332	487,444
WALGREEN CO.	231,309	402,080
WELLS FARGO & CO NEW	308,549	385,900
WISDOMTREE TRUST EMG MKTS SMCAP	239,175	207,405
XYLEM INC.	286,914	390,980
YUM BRANDS INC.	240,557	378,050
ERICSSON LM TEL-SP	88,682	85,680
ISHARES TR MSCI MIN VOLATILITY	150,238	145,650
US BANCORP	274,982	323,200
UNILEVER NV	120,398	120,690
GLAXOSMITHKLINE PLC	267,720	320,340
FACEBOOK INC.	44,410	54,649
MALLINCKRODT PLC	13,767	24,144

TY 2013 Investments - Land Schedule

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MINERAL ROYALTIES	143,402	143,136	266	1,703,104

TY 2013 Land, Etc. Schedule

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & EQUIPMENT	303,518	238,052	65,466	65,466

TY 2013 Legal Fees Schedule

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	2,228	1,114		1,114

TY 2013 Other Assets Schedule

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART COLLECTION	84,719	84,719	84,719

TY 2013 Other Expenses Schedule**Name:** KIRKPATRICK FOUNDATION INC**EIN:** 73-0701736

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
SUPPLIES, MAINTENANCE	10,160	5,080		5,080
INSURANCE	11,539	7,693		3,846
COMPUTER INTERNET LINK	16,823	16,823		
EQUIPMENT RENTAL	5,827			5,827
EDUCATION	4,771			4,771
MISC EXPENSE	-4,836	-8,203		3,367
PROGRAM - ANIMAL WELFARE	46,733			46,733
PROGRAM - ARTDESK	174,476			174,476

TY 2013 Other Income Schedule**Name:** KIRKPATRICK FOUNDATION INC**EIN:** 73-0701736

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	456,051	456,051	
OIL & GAS LEASE BONUS	2,741	2,741	
OTHER INCOME	16,703	16,703	

TY 2013 Other Increases Schedule

Name: KIRKPATRICK FOUNDATION INC

EIN: 73-0701736

Description	Amount
UNREALIZED GAIN/LOSS	63,570

TY 2013 Other Professional Fees Schedule**Name:** KIRKPATRICK FOUNDATION INC**EIN:** 73-0701736

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	178,383	178,383		
OIL & GAS MINERALS MGMT FEE	3,900	3,900		

TY 2013 Taxes Schedule**Name:** KIRKPATRICK FOUNDATION INC**EIN:** 73-0701736

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PERSONAL PROPERTY TAX	1,876	1,876		
GROSS PRODUCTION TAX	33,016	33,016		
EXCISE TAX ON INVESTMENT INCOME	27,901			
FOREIGN TAX	620	620		

KFI GRANTS - 2013 - 2013

1/1/2013 through 12/31/2013

3/26/2014

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Date	Num	Description	Memo	Amount
EXPENSES				-2,169,950.00
Grants				-2,169,950.00
Other Grants				-2,169,950.00
12/30/2013	6457	**VOID**Oklahoma City Community Foundation		0.00
3/4/2013	6181	**VOID**Oklahoma School Of Science & Mathmatics ...	GRANT: Annual Faculty Stipend Bridge Fund	0.00
4/23/2013	6209	A New Leash on Life, Inc.	GRANT: Service Dog Puppy Program	-15,000.00
10/31/2013	6400	Alzheimer's Disease and Related Disorders Association	GRANT: Drawing on Memories Project	-5,000.00
6/19/2013	6273	American Association of Zoo Veterinarians	GRANT: Int'l Veterinary Conference Support Fund	-3,000.00
9/27/2013	6357	American Humane Association	GRANT: Red Star Animal Emergency Services	-10,000.00
6/19/2013	6274	Basic Animal Rescue Training	GRANT: Oklahoma Program Implementation & Equipment	-25,000.00
5/7/2013	6228	Bethany Improvement Foundation	GRANT: Bethany Depot Plaza	-1,000.00
4/23/2013	6210	Black Liberated Arts Center, Inc.	GRANT: Kennedy Center Teacher Training	-20,000.00
11/19/2013	6416	Blazes Tribute Equine Rescue	GRANT: Operational Expenses/Video Project w/OCCC	-10,000.00
4/23/2013	6211	Canterbury Choral Society	GRANT: Operating Support	-35,000.00
8/28/2013	6338	Canterbury Choral Society	GRANT: Carmina Burana with OKC Philharmonic	-10,000.00
12/11/2013	6426	Cheetah Conservation Fund	GRANT: Project Support	-5,000.00
10/30/2013	6395	Chisholm Trail Heritage Center Association	GRANT: Education Program 2014	-4,950.00
6/19/2013	6272	Cimarron Circuit Opera Company	GRANT: 2013-2014 Scholastic Opera Tour	-18,000.00
7/30/2013	6309	Colonial Williamsburg Foundation	GRANT: Jamestown Church Tower Project	-10,000.00
12/11/2013	6427	Communities Foundation of Oklahoma	GRANT: Oklahoma Afterschool Network STEM on a Shoest...	-10,000.00
9/27/2013	6358	Conference of Southwest Foundations	GRANT: 65th Annual Conference	-5,000.00
4/23/2013	6212	deadCENTER Film Festival, Inc.	GRANT: 2013 Festival Support	-40,000.00
5/28/2013	6248	Down Syndrome Association Of Central Oklahoma	GRANT: DSACO Learning Lab & Tutoring Center	-10,000.00
5/7/2013	6229	Freedom School Oklahoma City, Inc.	GRANT: 2013 Summer Reading Program	-25,000.00
9/26/2013	6353	Friends of the Capitol, Inc.	GRANT: The Ralph Ellison Portrait Project	-1,500.00
5/7/2013	6230	G.F. Harrison Academy for the Performing Arts, Inc.	GRANT: Oklahoma Youth Orchestra	-25,000.00
9/27/2013	6359	Guthrie Art Escape, Inc.	GRANT: Guthrie Escape 2013	-4,000.00
4/23/2013	6213	KCSC Classical Radio Foundation	GRANT: Underwriter Support	-20,000.00
10/31/2013	6399	Keystone Adventure School & Farm, Inc.	GRANT: Farm Fresh Project	-75,000.00
12/30/2013	6454	Kiss Institute for Practical Robotics	GRANT: Botball Elementary Challenge	-10,000.00
10/30/2013	6393	Life Change Ballroom	GRANT: Y.E.L.P. and In-School Dance Instructor Support	-25,000.00
4/23/2013	6214	Lyric Theatre of Oklahoma, Inc.	GRANT: 2013 Season & Education Support	-50,000.00
4/23/2013	6208	Mabee-Gerrer Museum of Art	GRANT: Ivory Collection Accession & Registration	-50,000.00
10/21/2013	6381	Midwest City-Del City Public Schools Foundation, Inc.	GRANT: Flight - Mike Wimmer book purchase	-1,000.00
10/21/2013	6379	Moore High School Band Boosters	GRANT: Percussion/Saxophone Composition Project	-1,000.00
5/8/2013	6231	National Cowboy & Western Heritage Museum	GRANT: 2013 Prix de West Seminars	-20,000.00
4/23/2013	6215	National Disaster Search Dog Foundation, Inc.	GRANT: Deployment Training for OKC Fire Dept.	-15,000.00

KFI GRANTS - 2013 - 2013

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3/26/2014	Date	Num	Description	Memo	Amount
	8/28/2013	6336	National Steinbeck Center	GRANT: The Grapes of Wrath Journey	-5,000.00
	4/23/2013	6216	Nature Conservancy	GRANT: The Importance of Flowing Water for Fish Ecology	-42,000.00
	12/30/2013	6455	Norman Arts and Humanities Council	GRANT: Gallery Exhibits @ MAINSITE Contemporary Art	-10,000.00
	12/11/2013	6424	Norman Instrumental Music Parents Association	GRANT: 2013 Pearl Harbor Memorial Parade	-4,000.00
	6/19/2013	6270	Oklahoma Art Education Association	GRANT: NAEA Western Region Leadership Institute	-5,000.00
	4/23/2013	6217	Oklahoma Arts Institute	GRANT: 2013 Summer Arts Institute	-25,000.00
	12/18/2013	6447	Oklahoma Association for Environmental Education	GRANT: 2014 OK Environmental Education Expo	-1,500.00
	6/19/2013	6271	Oklahoma Association of Conservation Districts, Inc.	GRANT: Youth Land & Range Judging Contest	-7,500.00
	4/23/2013	6218	Oklahoma Baptist Homes For Children	GRANT: Boys' Ranch Town Animal Therapy	-25,000.00
	4/23/2013	6219	Oklahoma Baptist University	GRANT: Summer Institute at OBU Pilot Program	-10,000.00
	7/10/2013	6297	Oklahoma City Community College Foundation	GRANT: Film & Video Program	-75,000.00
	12/30/2013	6456	Oklahoma City Community Foundation	Kirkpatrick Foundation Gift Fund (4KFGF)	-200,000.00
	12/30/2013	6460	Oklahoma City Community Foundation	Kirkpatrick Foundation Express Fund (1KFG)	-800,000.00
	10/31/2013	6398	Oklahoma City Museum of Art	GRANT: Marketing & Membership Development	-100,000.00
	12/31/2013	6464	Oklahoma City Public Schools Foundation, Inc.	GRANT: Roosevelt Leadership Academy	-4,500.00
	11/19/2013	6417	Oklahoma City Theatre Company	GRANT: Season 15 Support	-9,000.00
	7/10/2013	6298	Oklahoma Community Orchestra	GRANT: November 2013 Concert	-5,000.00
	3/13/2013	6187	Oklahoma Conference Of Churches	GRANT: Board Development & Strategic Planning	-10,000.00
	3/4/2013	6180	Oklahoma Foundation for Excellence	GRANT: Program Support	-10,000.00
	4/23/2013	6220	Oklahoma Medical Research Foundation	GRANT: Inaugural Teen Leaders in Philanthropy	-15,000.00
	7/10/2013	6299	Oklahoma Military Hall of Fame Foundation	GRANT: FY 2013 Operating Fund	-3,500.00
	10/30/2013	6396	Oklahoma Partnership for School Readiness Foundati...	GRANT: Reading Begins at Home	-25,000.00
	3/13/2013	6188	Oklahoma School of Science & Mathematics Foundation	GRANT: Annual Faculty Stipend Bridge Fund	-10,000.00
	5/8/2013	6232	Oklahoma State University Foundation	GRANT: "Animal Minute" Radio Programming	-45,000.00
	5/8/2013	6233	Oklahoma Veterinary Medical Foundation	GRANT: Pediatric Spay and Neuter Wet Lab	-4,500.00
	4/23/2013	6221	Opry Heritage Foundation of Oklahoma	GRANT: Granville Music School & Summer Program	-20,000.00
	6/20/2013	6276	Pets and People Humane Society, Inc.	GRANT: Steel Cages for Small Dogs & Puppies	-10,000.00
	10/4/2013	6370	Plaza District Association	GRANT: 2013 Plaza District Festival Kids Area	-1,000.00
	12/31/2013	6463	Prairie Dance Theatre, Inc.	GRANT: In-School Programming for 2014	-6,000.00
	10/21/2013	6380	Putnam City Public Schools Foundation	GRANT: Rachel's Challenge	-7,500.00
	7/9/2013	6291	Redeeming the Family, Inc.	GRANT: Oklahoma Messages Project	-10,000.00
	11/14/2013	6412	Robert L. Reed Tap Heritage Institute	GRANT: Darrin Henson's House of Hip Hop Workshop	-5,000.00
	9/27/2013	6360	Southwestern Urban Foundation	GRANT: BRIDGES Project	-2,500.00
	12/11/2013	6425	Spay First, Inc.	GRANT: Needs Assessment for Low-Income Pet Owners	-4,000.00
	10/31/2013	6401	Teen Recovery Solutions, Inc.	GRANT: Mission Academy: Project Focus	-10,000.00
	12/31/2013	6469	Tulsa Opera, Inc.	GRANT: Live-recorded Broadcasts	-8,000.00
	3/4/2013	6182	U.S. Fdn. for the Inspiration & Recognition Of Science ...	GRANT: 2013 Oklahoma FIRST Robotics Competition	-10,000.00
	10/30/2013	6394	WildCare Foundation	GRANT: WildCare on Wheels	-30,000.00

KFI GRANTS - 2013 - 2013

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Date	Num	Description	Memo	Amount
11/19/2013	6418	Wilderness Matters, Inc.	GRANT: Design Improvements at Martin Park Nature Ctr.	-5,000.00
10/31/2013	6397	YWCA Oklahoma City	GRANT: Labyrinth Project	-30,000.00
			OVERALL TOTAL	-2,169,950.00