Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► **Do not enter Social Security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545 0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

A. R. AND MARYLOUISE TANDY FOUNDATION
P O BOX 3627
TULSA, OK 74101-3627

A Employer identification number 73-1254985

B Telephone number (see the instructions) 918-744-0553

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

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

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

H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 69,937,877.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,482,694.	1,482,694.	1,482,694.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	5,044,884.			
b Gross sales price for all assets on line 6a 14,732,059.				
7 Capital gain net income (from Part IV, line 2)		5,046,289.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	6,527,578.	6,528,983.	1,482,694.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	241,867.	241,867.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	23,740.	23,740.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 2	172,411.	172,411.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	438,018.	438,018.		
25 Contributions, gifts, grants paid PART XV	6,214,250.			6,214,250.
26 **Total expenses and disbursements.** Add lines 24 and 25	6,652,268.	438,018.	0.	6,214,250.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-124,690.			
b **Net investment income** (if negative, enter -0-)		6,090,965.		
c **Adjusted net income** (if negative, enter -0-)			1,482,694.	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	1,083,810.	484,309.	484,309.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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) STATEMENT 3	2,248,283.	1,747,376.	1,812,559.
	b	Investments – corporate stock (attach schedule) STATEMENT 4	39,323,411.	40,991,686.	61,549,226.
	c	Investments – corporate bonds (attach schedule) STATEMENT 5	6,255,114.	5,562,557.	5,633,947.
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 6	450,000.	450,000.	457,836.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	49,360,618.	49,235,928.	69,937,877.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	59,188,680.	59,188,680.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-9,828,062.	-9,952,752.	
	30	**Total net assets or fund balances** (see instructions)	49,360,618.	49,235,928.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	49,360,618.	49,235,928.	

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	49,360,618.
2	Enter amount from Part I, line 27a .	2	-124,690.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	49,235,928.
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	49,235,928.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month day, year)
1a	SEE STATEMENT 7			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	5,046,289.
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	-24,984.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	6,124,500.	64,964,851.	0.094274
2011	8,686,358.	57,432,748.	0.151244
2010	1,099,374.	2,125,375.	0.517261
2009	90,203.	1,947,928.	0.046307
2008	120,500.	2,381,257.	0.050604

2 **Total** of line 1, column (d)	2	0.859690
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	0.171938
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	68,732,239.
5 Multiply line 4 by line 3	5	11,817,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,910.
7 Add lines 5 and 6	7	11,878,594.
8 Enter qualifying distributions from Part XII, line 4	8	6,214,250.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b			1	121,819.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	121,819.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	121,819.
6 Credits/Payments				
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	88,000.		
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	88,000.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	736.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8 ►			9	36,085.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►		Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OK			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► PRESTON SMITH, CPA Telephone no ► 918-250-1040

Located at ► 8118 EAST 63 TULSA OK ZIP + 4 ► 74133

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. Yes No

1 a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? **1 b** N/A

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

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? **1 c** No: X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No

If 'Yes,' list the years ► 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) **2 b** N/A

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

► 20__ , 20__ , 20__ , 20__

3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)* **3 b** N/A

4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4 a** No: 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? **4 b** No: X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
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? *If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)*	N/A ☐ Yes ☐ No		
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? *If 'Yes' to 6b, file Form 8870*		6b	X (No)
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
THE TRUST COMPANY OF OKLAHOMA 6120 SOUTH YALE AVE TULSA, OK 74136	TRUSTEE 0	241,867.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 9	
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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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	67,752,621.
b Average of monthly cash balances		1b	2,026,302.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	69,778,923.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	69,778,923.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	1,046,684.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	68,732,239.
6 **Minimum investment return.** Enter 5% of line 5		6	3,436,612.

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	3,436,612.
2a Tax on investment income for 2013 from Part VI, line 5	2a 121,819.		
b Income tax for 2013 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	121,819.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	3,314,793.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	3,314,793.
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	3,314,793.

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	6,214,250.
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	6,214,250.
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	6,214,250.

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				3,314,793.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 1,776.				
b From 2009				
c From 2010 994,099.				
d From 2011 5,864,501.				
e From 2012 2,964,249.				
f **Total** of lines 3a through e	9,824,625.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 6,214,250.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				3,314,793.
e Remaining amount distributed out of corpus	2,899,457.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,724,082.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,776.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	12,722,306.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 994,099.				
c Excess from 2011 5,864,501.				
d Excess from 2012 2,964,249.				
e Excess from 2013 2,899,457.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total			► **3a**	6,214,250.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	1,482,694.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					5,044,884.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,482,694.	5,044,884.
13 Total. Add line 12, columns (b), (d), and (e)				13	6,527,578.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1 a (1)**		X
	(2) Other assets	**1 a (2)**		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
	(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
	(4) Reimbursement arrangements	**1 b (4)**		X
	(5) Loans or loan guarantees	**1 b (5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

THE TRUST COMPANY OF OKLAHOMA
BY [signature]
PAUL G. GIERM, SENIOR VICE PRESIDENT
Signature of officer or trustee | Date 11/14/14 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PRESTON B. SMITH, CPA	[signature] CPA	11/14/14		P00357271
Firm's name ► PRESTON SMITH, PLLC			Firm's EIN ► 45-3944293	
Firm's address ► 8118 E 63RD ST TULSA, OK 74133			Phone no (918) 250-1040	

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JOHN D. WALKER, CPA	$ 23,740.	$ 23,740.		
TOTAL	$ 23,740.	$ 23,740.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	$ 161,678.	$ 161,678.		
FOREIGN TAX	10,733.	10,733.		
TOTAL	$ 172,411.	$ 172,411.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD ADMIRAL INFLATION PROTECTED	MKT VAL	$ 499,093.	$ 535,335.
FED HOME LOAN BANK 3.35% 6/26/14	MKT VAL	250,000.	253,868.
FED HOME LOAN BANK 1.375% 9/12/14	MKT VAL	248,283.	252,100.
FED HOME LOAN BANK 4% 6/16/15	MKT VAL	250,000.	263,323.
FED NAT'L MTG ASSN 2.2% 9/15/16	MKT VAL	250,000.	259,345.
FED HOME LOAN MTG 2 % DUE 7/30/19	MKT VAL	250,000.	248,588.
		$ 1,747,376.	$ 1,812,559.
	TOTAL	$ 1,747,376.	$ 1,812,559.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES	MKT VAL	$ 439,002.	$ 797,264.
EXXON MOBIL	MKT VAL	1,277,322.	1,963,685.
GENERAL ELECTRIC	MKT VAL	578,844.	1,569,680.
PEPSICO INC.	MKT VAL	611,666.	1,036,750.
WAL-MART STORES, INC.	MKT VAL	709,988.	1,180,350.
TARGET	MKT VAL	430,083.	721,278.
CVS CAREMARK CORP.	MKT VAL	462,305.	1,073,550.
ACCENTURE LTD.	MKT VAL	385,206.	1,068,860.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UNITED PARCEL SERVICE	MKT VAL	$ 509,236.	$ 998,260.
BAXTER INTERNATIONAL	MKT VAL	460,417.	660,725.
CHUBB	MKT VAL	544,051.	1,120,908.
INTERNATIONAL BUSINESS MACHINES	MKT VAL	401,994.	797,172.
NIKE INC	MKT VAL	445,585.	1,321,152.
UNITED TECHNOLOGIES	MKT VAL	453,659.	1,126,620.
VANGUARD FINANCIALS ETF	MKT VAL	1,232,904.	1,878,078.
BG GROUP PLC ADR	MKT VAL	476,437.	574,785.
CELGENE CORP	MKT VAL	386,506.	1,182,776.
VISA INC CL A	MKT VAL	547,483.	1,670,100.
VANGUARD ADMIRAL SHORT TERM INV GRADE	MKT VAL	6,877,468.	6,863,308.
PIMCO TOTAL RETURN INSTITUTIONAL	MKT VAL	4,673,327.	4,463,486.
TEMPLETON GLOBAL BOND ADVISORS	MKT VAL	1,108,477.	1,085,604.
AMERICAN BEACON SMALL CAP VALUE FUND	MKT VAL	826,486.	1,257,310.
APACHE CORP	MKT VAL	657,262.	876,588.
APPLE INC	MKT VAL	473,783.	729,326.
CHEVRON CORPORATION	MKT VAL	679,850.	1,249,100.
DANAHER CORP	MKT VAL	482,214.	772,000.
DODGE & COX INTERNATIONAL STOCK	MKT VAL	1,573,362.	2,511,553.
EXPRESS SCRIPTS INC	MKT VAL	488,400.	1,545,280.
HARBOR INTERNATIONAL FUND CL I	MKT VAL	1,712,613.	2,606,239.
INTEL CORP	MKT VAL	568,767.	840,163.
ITT CORP	MKT VAL	379,700.	844,519.
NOBLE ENERGY	MKT VAL	413,271.	1,021,650.
PPL	MKT VAL	400,106.	421,260.
THERMO FISHER SCIENTIFIC	MKT VAL	378,356.	1,169,175.
VANGUARD ADMIRAL INT'L GROWTH	MKT VAL	1,728,951.	2,644,615.
VANGUARD SIGNAL SMALL CAP INDEX	MKT VAL	1,057,986.	2,457,195.
XILINX	MKT VAL	209,410.	367,360.
COSTCO WHOLESALE	MKT VAL	204,797.	238,040.
COVIDIEN PLC	MKT VAL	447,255.	681,000.
LAZARD EMERGING MARKETS	MKT VAL	217,715.	207,036.
MCCORMICK & COMPANY NON VOTING	MKT VAL	258,150.	344,600.
SCHLUMBERGER LTD	MKT VAL	536,096.	630,770.
VANGUARD CONSUMER DISCRETIONARY ETF	MKT VAL	176,482.	270,140.
VANGUARD INFO TECHNOLOGY ETF	MKT VAL	378,000.	447,700.
PIMCO SHORT TERM FUND INSTITUTIONAL	MKT VAL	1,975,675.	1,986,638.
COHEN & STEERS REALTY	MKT VAL	287,296.	274,638.
COACH INC	MKT VAL	270,223.	280,650.
SMUCKER JM	MKT VAL	511,054.	984,390.
QUALCOMM	MKT VAL	216,857.	259,875.
VANGUARD TELECOMMUNICATION ETF	MKT VAL	469,609.	476,025.
	TOTAL	$ 40,991,686.	$ 61,549,226.

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS 5.15% 1/15/14	MKT VAL	$ 255,030.	$ 250,380.
CONOCOPHILLIPS 4.75% 2/1/14	MKT VAL	75,641.	72,244.
WAL-MART STORES 3% 2/3/14	MKT VAL	246,865.	250,552.
BP CAPITAL PLC 3.625% 5/8/14	MKT VAL	250,000.	252,748.
GENERAL ELECTRIC CAPITAL 5.90% 5/13/14	MKT VAL	259,210.	255,057.
ONTARIO PROVINCE 4.10% 6/16/14	MKT VAL	260,948.	254,325.
BELLSOUTH CORP 5.20% 9/15/14	MKT VAL	261,410.	258,152.
CONOCOPHILLIPS 4.60% 1/15/15	MKT VAL	257,483.	260,595.
JP MORGAN CHASE 3.70% 1/20/15	MKT VAL	203,330.	206,240.
WACHOVIA BANK 4.875% 2/1/15	MKT VAL	258,163.	261,425.
BP CAPITAL PLC 3.875% 3/10/15	MKT VAL	258,239.	260,075.
BANK OF NEW YORK MELLON 2.95% 6/18/15	MKT VAL	249,678.	258,800.
MERCK & CO INC 4% 6/30/15	MKT VAL	252,565.	262,665.
AT&T INC 2.50% 8/15/15	MKT VAL	249,235.	256,675.
MEDTRONIC 4.75% 9/15/15	MKT VAL	269,575.	267,723.
NATIONAL RURAL UTILITIES 3.875% 9/16/15	MKT VAL	248,968.	263,133.
TOYOTO MOTOR CREDIT 2.80% 1/11/16	MKT VAL	249,652.	261,252.
CME GROUP INDEX 4.40% 3/15/18	MKT VAL	249,500.	269,793.
BARCLAYS BK FLOATING 3% - 1/30/15	MKT VAL	250,000.	252,402.
TOYOTA MOTOR CREDIT 2.05% DUE 01/12/2017	MKT VAL	249,588.	255,498.
ROYAL BANK OF CANADA 2.2% - 7/27/18	MKT VAL	248,175.	251,015.
MASSMUTUAL GLOBAL 2/1% -8/2/18	MKT VAL	201,649.	198,388.
MICROSOFT CORP 3% -10/1/20	MKT VAL	257,653.	254,810.
	TOTAL	$ 5,562,557.	$ 5,633,947.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS BK CD	MKT VAL	$ 250,000.	$ 255,358.
BARCLAYS BANK CD 1.9% DUE 1/19/17	MKT VAL	200,000.	202,478.
	TOTAL	$ 450,000.	$ 457,836.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	45152.96 PIMCO FDS TOTAL RETURN FUND	PURCHASED	VARIOUS	8/27/2013
2	1576.0111 PIMCO FDS TOTAL RETURN FUND	PURCHASED	10/01/2012	8/27/2013
3	202166.7153 PIMCO SHORT TERM FUND INSTITUTIONAL	PURCHASED	VARIOUS	1/14/2013
4	262.4347 PIMCO SHORT TERM FUND INSTITUTIONAL	PURCHASED	9/28/2012	1/14/2013

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
5	250000 3M COMPANY 4.375%	PURCHASED	7/28/2009	8/15/2013
6	20800 ABBVIE INC	PURCHASED	VARIOUS	1/29/2013
7	7094.714 AMERICAN BEACON SMALL CAP	PURCHASED	VARIOUS	10/18/2013
8	2000 AMGEN INC	PURCHASED	5/02/1990	12/16/2013
9	4000 AMGEN INC	PURCHASED	3/28/2008	12/16/2013
10	13000 AMPHENOL	PURCHASED	VARIOUS	12/16/2013
11	150000 BB&T CORPORATION 3.375%	PURCHASED	9/22/2009	9/25/2013
12	250000 BERKSHIRE HATHAWAY 4.6%	PURCHASED	5/01/2009	5/15/2013
13	2500 CELGENE CORP	PURCHASED	VARIOUS	12/16/2013
14	15000 CENTURYTEL INC	PURCHASED	VARIOUS	12/23/2013
15	1600 COCA COLA CO	PURCHASED	7/27/1987	12/16/2013
16	8400 COCA COLA CO	PURCHASED	3/28/2008	12/16/2013
17	5000 CONOCO PHILLIPS	PURCHASED	VARIOUS	4/29/2013
18	5700 CONOCO PHILLIPS	PURCHASED	3/28/2008	10/18/2013
19	200000 DUPONT EI NEMOUR 5%	PURCHASED	6/23/2009	7/15/2013
20	300000 FED FARM CREDIT BANK 1.26%	PURCHASED	2/23/2012	3/01/2013
21	200000 FED NATL MTG ASSN 2.0%	PURCHASED	6/23/2011	7/15/2013
22	250000 FED NATL MTG ASSN 2.125%	PURCHASED	10/20/2011	7/26/2013
23	250000 FED NATL MTG ASSN 2.35 %	PURCHASED	5/17/2011	6/06/2013
24	9800 FISERV	PURCHASED	VARIOUS	12/16/2013
25	250000 GLAXOSMITHKLINE	PURCHASED	6/29/2009	5/15/2013
26	250000 JP MORGAN CHASE 4.75%	PURCHASED	6/10/2009	5/01/2013
27	10000 LOWES INC	PURCHASED	3/28/2008	4/29/2013
28	3750 LOWES INC	PURCHASED	3/28/2008	12/16/2013
29	2000 LOWES INC	PURCHASED	6/24/2009	12/16/2013
30	1250 MALLINCKRODT PLC	PURCHASED	VARIOUS	7/25/2013
31	20600 ONEOK INC NEW	PURCHASED	VARIOUS	12/16/2013
32	15000 ORACLE CORPORATION	PURCHASED	VARIOUS	10/17/2013
33	7000 PROCTER & GAMBLE	PURCHASED	3/28/2008	10/18/2013
34	6000 PROCTER & GAMBLE	PURCHASED	VARIOUS	10/21/2013
35	2172.516 VANGUARD SIGNAL SMALL CAP INDEX	PURCHASED	VARIOUS	10/21/2013
36	12.322 VANGUARD SIGNAL SMALL CAP INDEX	PURCHASED	3/21/2012	10/21/2013
37	7000 XILINX INC	PURCHASED	8/06/2010	10/18/2013
38	1000 XILINX INC	PURCHASED	1/05/2011	10/18/2013
40	CAPITAL GAIN DIVIDENDS			
40	WASH SALE			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	483,137.		523,336.	-40,199.				$ -40,199.
2	16,863.		18,266.	-1,403.				-1,403.
3	1997407.		1982192.	15,215.				15,215.
4	2,593.		2,595.	-2.				-2.
5	250,000.		266,205.	-16,205.				-16,205.
6	769,585.		476,060.	293,525.				293,525.
7	200,000.		149,855.	50,145.				50,145.
8	225,256.		2,741.	222,515.				222,515.
9	450,512.		206,010.	244,502.				244,502.
10	1114261.		391,956.	722,305.				722,305.
11	150,000.		149,866.	134.				134.
12	250,000.		259,001.	-9,001.				-9,001.
13	410,893.		141,866.	269,027.				269,027.
14	467,005.		511,880.	-44,875.				-44,875.
15	62,895.		4,801.	58,094.				58,094.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
16	330,198.		186,606.	143,592.				$ 143,592.
17	299,136.		166,715.	132,421.				132,421.
18	417,073.		173,672.	243,401.				243,401.
19	200,000.		210,722.	-10,722.				-10,722.
20	300,000.		300,000.	0.				0.
21	200,000.		200,000.	0.				0.
22	250,000.		250,000.	0.				0.
23	250,000.		250,000.	0.				0.
24	1100332.		407,529.	692,803.				692,803.
25	250,000.		262,335.	-12,335.				-12,335.
26	250,000.		251,905.	-1,905.				-1,905.
27	382,143.		185,600.	196,543.				196,543.
28	177,222.		69,600.	107,622.				107,622.
29	94,518.		36,640.	57,878.				57,878.
30	55,410.		43,746.	11,664.				11,664.
31	1206249.		256,795.	949,454.				949,454.
32	493,982.		529,370.	-35,388.				-35,388.
33	555,301.		335,703.	219,598.				219,598.
34	471,844.		197,282.	274,562.				274,562.
35	99,436.		60,744.	38,692.				38,692.
36	564.		418.	146.				146.
37	317,305.		195,703.	121,602.				121,602.
38	45,329.		29,460.	15,869.				15,869.
40								135,610.
40								1,405.
							TOTAL	$ 5046289.

STATEMENT 8
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE	$ 34,555.
LATE PAYMENT PENALTY	1,015.
LATE INTEREST	515.
TOTAL	$ 36,085.

STATEMENT 9
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
THE A.R. AND MARYLOUISE TANDY FOUNDATION IS A PRIVATE, NON-OPERATING FOUNDATION. IT ACCOMPLISHES ITS CHARITABLE PURPOSES SOLELY THROUGH A PROGRAM OF MAKING CHARITABLE GIFTS AND GRANTS AND DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITIES OR MAKE PROGRAM-RELATED INVESTMENTS. ALL ADMINISTRATIVE EXPENSES WERE INCURRED IN THE ADMINISTRATION OF INVESTMENTS, AND THEREFORE, NO EXPENSES HAVE BEEN	

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
ALLOCATED TO GRANT-MAKING ACTIVITIES.	

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	THE A. R. AND MARYLOUISE TANDY FDN.
NAME:	PAUL G. GIEHM, SENIOR VICE PRESIDENT
CARE OF:	THE TRUST COMPANY OF OKLAHOMA
STREET ADDRESS:	6120 SOUTH YALE AVE, SUITE 1900
CITY, STATE, ZIP CODE:	TULSA, OK 74136
TELEPHONE:	918-744-0553
E-MAIL ADDRESS:	
FORM AND CONTENT:	THE A. R. AND MARYLOUISE TANDY FOUNDATION SUPPORTS ARTISTIC, EDUCATIONAL, CHARITABLE, RELIGIOUS AND OTHER NON-PROFIT ENTITIES WHICH ARE NOT PRIVATE FOUNDATIONS. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. THE FOUNDATION PRIMARILY SUPPORTS ENTITIES IN THE OKLAHOMA AND MAINE AND PRINCIPALLY THOSE ENTITIES IN TULSA, OKLAHOMA AND BOOTHBAY HARBOR, MAINE REGIONS. THE ADVISORY COMMITTEE DETERMINES THE AMOUNT OF DISTRIBUTIONS TO BE MADE BY THE FOUNDATION AND THE ENTITIES WHICH ARE TO RECEIVE DISTRIBUTIONS. MEETINGS OF THE ADVISORY COMMITTEE ARE HELD ON A QUARTERLY BASIS, NORMALLY AROUND THE FIRST WEEKS OF FEBRUARY, MAY, AUGUST AND NOVEMBER. ALL REQUESTS FOR CONTRIBUTIONS SHOULD BE SUBMITTED BY THE FIRST DAY OF JANUARY, APRIL, JULY AND OCTOBER. REQUESTS FOR CONTRIBUTIONS MUST BE IN WRITING. NO PRESCRIBED FORM IS REQUIRED BUT THE INFORMATION SHOULD INCLUDE THE IRS EXEMPTION LETTER OF THE ORGANIZATION AND A DESCRIPTION OF THE PROJECT FOR WHICH THE CONTRIBUTION IS REQUESTED. THE ADVISORY COMMITTEE WILL GENERALLY ONLY CONSIDER REQUESTS FOR CAPITAL (BUILDING) PROJECTS. ADDITIONAL INFORMATION MAY BE REQUESTED BY THE ADVISORY COMMITTEE. IF ADDITIONAL INFORMATION IS REQUESTED, IT SHOULD BE SUBMITTED BY THE PRESCRIBED DATE. ORGANIZATIONS WILL NOT BE ADVISED IF THEIR REQUESTS HAVE BEEN DENIED. REQUESTS NOT FAVORABLY ACTED UPON MAY BE CONSIDERED AT SUBSEQUENT MEETINGS OF THE ADVISORY COMMITTEE.
SUBMISSION DEADLINES:	SEE ABOVE.
RESTRICTIONS ON AWARDS:	TELEPHONE REQUESTS ARE NOT ACCEPTED.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
BIGELOW LABORATORY FOR OCEAN SCIENCES P O BOX 380 EAST BOOTHBAY, ME 04544	N/A	PUBLIC	ANNUAL FUND	$ 50,000.
CENTER FOR MAINE CONTEMPORARY ART PO BOX 147 ROCKPORT, ME 04856	N/A	PUBLIC	ADVANCEMENT OF ART EDUCATION	2,000.
FARNSWORTH MUSEUM OF ART 16 MUSEUM STREET ROCKLAND, ME 04841	N/A	PVT OP	ANNUAL FUND	1,000.
MAINE PUBLIC BROADCASTING NETWORK 1450 LISBON STREET LEWISTON, ME 04240	N/A	PUBLIC	PUBLIC TELEVISION, GENERAL FUND	1,000.
MAINE STATE MUSIC THEATER 22 ELM STREET BRUNSWICK, ME 04011	N/A	PVT OP	CAPITAL CAMPAIGN	1,000.
MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA, ME 04333	N/A	PUBLIC	EDUCATION PROJECTS	1,000.
SOUTHPORT UNITED METH. CHURCH P.O. BOX 143 SOUTHPORT, ME 04576	N/A	PUBLIC	GENERAL FUND	10,000.
SOUTHPORT FIRE DEPARTMENT P. O. BOX 149 SOUTHPORT, ME 04576	N/A	PUBLIC	EQUIPMENT CARE	2,000.
BOOTHBAY REGION LAND TRUST 137 TOWNSEND AVENUE BOOTHBAY HARBOR, ME 04538	N/A	PVT OP	CONSERVATION OF NATURAL & HISTORIC RESOURCES	2,000.
COASTAL MAINE BOTANICAL GARDEN P.O. BOX 234 BOOTHBAY, ME 04537	N/A	PVT OP	ANNUAL FUND	5,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	N/A	PUBLIC	ANNUAL FUND	10,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
HOLLAND HALL SCHOOL 5666 EAST 81ST STREET TULSA, OK 74137	N/A	PVT OP	ANNUAL FUND	$ 2,000.
OKLAHOMA METHODIST MANOR 4134 E. 31ST ST. TULSA, OK 74135	N/A	PVT OP	CAPITAL CAMPAIGN	10,000.
UNIVERSITY OF MAINE 40 HARLOW STREET BANGOR, ME 04401	N/A	PUBLIC	MUSEUM OF ART	20,000.
TULSA HISTORICAL SOCIETY 2445 SOUTH PEORIA TULSA, OK 74114	N/A	PVT OP	BUILDING FUND	1,000.
THE OPERA HOUSE BOOTHBAY HARBOR 86 TOWNSEND AVENUE BOOTHBAY HARBOR, ME 04538	N/A	PVT OP	GENERAL FUND	2,000.
ALZHEIMER'S ASSOCIATION 6465 S. YALE SUITE 312 TULSA, OK 74136	N/A	PUBLIC	ANNUAL FUND	5,000.
PHILBROOK MUSEUM OF ART P.O. BOX 52510 TULSA, OK 74152	N/A	PRIV	ANNUAL FUND	5,000.
AMERICAN CANCER SOCIETY P O BOX 22718 OKLAHOMA CITY, OK 73123	N/A	PUBLIC	GENERAL FUND	4,000.
AMERICAN RED CROSS 16 COMMUNITY WAY TOPSHAM, ME 04086	N/A	PUBLIC	GENERAL FUND	4,000.
AMERICAN RED CROSS 10151 E 11TH STREET TULSA, OK 74128	N/A	PUBLIC	GENERAL FUND	4,000.
BOOTHBAY REGION AMBULANCE PO BOX 280 BOOTHBAY, ME 04537	N/A	PUBLIC	GENERAL FUND	2,000.
FIVER FOUNDATION 519 8TH AVENUE, #24 NEW YORK, NY 10018	N/A	PUBLIC	CAMP FOR DISADVANTAGED CHILDREN	500.
PORTLAND MUSEUM OF ART SEVEN CONGRESS SQUARE PORTLAND, ME 04101	N/A	PVT OP	GENERAL FUND	2,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
TULSA SYMPHONY ORCHESTRA 111 EAST 1ST STREET TULSA, OK 74103	N/A	PUBLIC	GENERAL FUND	$ 4,000.
THE UNIVERSITY OF TULSA 800 SOUTH TUCKER DRIVE TULSA, OK 74104	NONE	PVT OP	ANNUAL FUND	23,000.
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND, ME 04101	N/A	PUBLIC	ANNUAL FUND	1,000.
SOUTHPORT HISTORICAL SOCIETY P O BOX 3 SOUTHPORT, ME 04576	N/A	PUBLIC	GENERAL FUND	2,000.
TULSA AREA UNITED WAY P. O. BOX 1859 TULSA, OK 74101	N/A	PUBLIC	GENERAL FUND	4,000.
BOOTHBAY HARBOR CONGREGATIONAL CHURCH 125 TOWNSEND AVENUE BOOTHBAY HARBOR, ME 04538	N/A	PUBLIC	GENERAL FUND	3,000.
MAINE MARITIME MUSEUM 243 WASHINGTON STREET BATH, ME 04530	N/A	PVT OP	GENERAL FUND	1,000.
SAN MIGUEL SCHOOL OF TULSA 2444 EAST ADMIRAL BLVD TULSA, OK 74110	NONE	PUBLIC	SCIENCE LAB	36,000.
BOOTHBAY REGION YMCA 261 TOWNSEND AVENUE BOOTHBAY HARBOR, ME 04538	NONE	PUBLIC	ANNUAL FUND	50,000.
ALZHEIMERS ASSOCIATION MAINE CHAPTER 170 US ROUTE 1, SUITE 250 FALMOUTH, ME 04105	N/A	PUBLIC	GENERAL FUND	5,000.
BOOTHBAY REGIONAL HIGH SCHOOL 236 TOWNSEND AVE BOOTHBAY HARBOR, ME 04538	N/A	PUBLIC	GENERAL FUND	2,000.
A POCKETFUL OF HOPE 1325 E APACHE TULSA, OK 74106	N/A	PUBLIC	CAPITAL CAMPAIGN	11,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
COASTAL MAINE BOTANICAL GARDENS PO BOX 234 BOOTHBAY HARBOR, ME 04537	N/A	PUBLIC	CHALLENGE GRANT FROM KRESGE FOUND TO CREATE A BUILDING RESERVE FUND	$ 20,000.
TULSA BOYS HOME PO BOX 1101 TULSA, OK 74101	N/A	PUBLIC	CAPITAL CAMPAIGN	50,000.
LIFE SENIOR SERVICES 5950 EAST 31ST STREET TULSA, OK 74135	N/A	PUBLIC	CAPITAL CAMPAIGN	20,000.
CROSSTOWN LEARNING CENTER 2501 EAST ARCHER STREET TULSA, OK 74110	N/A	PUBLIC	CAPITAL CAMPAIGN	25,000.
DVIS 4300 S HARVARD AVE TULSA, OK 74135	N/A	PUBLIC	CAPITAL CAMPAIGN	20,000.
FAMILY & CHILDREN'S SERVICES 650 S PEORIA AVE TULSA, OK 74120	N/A	PUBLIC	CAPITAL CAMPAIGN	100,000.
RIVER PARKS FOUNDATION 2424 E 21ST STREET, STE 300 TULSA, OK 74114	NONE	PUBLIC	WEST BANK SPORTS COMPLEX	50,000.
FOUNDATION FOR OSU MEDICAL CENTER 744 W 9TH STREET TULSA, OK 74127	NONE	PUBLIC	CARDIOLOGY MOBILE UNIT & EQUIPMENT	217,750.
THE LITTLE LIGHT HOUSE 5120 E 36TH STREET TULSA, OK 74135	N/A	PUBLIC	GENERAL FUND	100,000.
SOUTHPORT UNITED METHODIST CHURCH PO BOX 143 SOUTHPORT, ME 04576	N/A	PUBLIC	DECORATIONS FOR CHURCH AND TOWN	13,000.
OKLAHOMA BAPTIST HOMES FOR CHILDREN 3800 NORTH MAY AVENUE OKLAHOMA CITY, OK 73112	N/A	PUBLIC	CAPITAL CAMPAIGN	10,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
TULSA CITY-COUNTY LIBRARY 400 CIVIC CENTER TULSA, OK 74103	N/A	PUBLIC	CAPITAL CAMPAIGN - CHILDREN'S GARDEN	$ 2,000,000.
BIGELOW LABORATORY FOR OCEAN SCIENCE 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544	N/A	PUBLIC	COMPREHENSIVE CAMPAIGN	50,000.
BOOTHBAY REGION LAND TRUST 137 TOWNSEND AVE BOOTHBAY HARBOR, ME 04538	N/A	PUBLIC	ENDOWMENT SUPPORT	50,000.
BOOTHBAY REGION YMCA 261 TOWNSEND AVE BOOTHBAY HARBOR, ME 04538	N/A	PUBLIC	ENDOWMENT FUND	100,000.
TULSA BOTANIC GARDEN PO BOX 707 TULSA, OK 74101	N/A	PUBLIC	FLORAL TERRACES GARDEN	3,000,000.
THE LITTLE LIGHT HOUSE 5120 EAST 36TH STREET TULSA, OK 74135	N/A	PUBLIC	GENERAL FUND	100,000.
			TOTAL	$ 6,214,250.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II | **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions A. R. AND MARYLOUISE TANDY FOUNDATION	Employer identification number (EIN) or 73-1254985
File by the extended due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions PRESTON SMITH, PLLC 8118 E 63RD ST	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions TULSA, OK 74133	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► PRESTON SMITH, CPA
  Telephone No ► 918-250-1040 Fax No ► 918-250-6664
- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 14.

5 For calendar year 2013 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8 a**	$ 60,509.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8 b**	$ 88,548.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8 c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Preston Smith Title ► CPA Date ► 8/14/14