



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



## 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](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>ZARROW FAMILIES FOUNDATION</b>                                                                                                                                                                                                                                                         |                                                                                                                                                  | A Employer identification number<br><b>73-1332141</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>401 SOUTH BOSTON AVENUE</b>                                                                                                                                                                                             | Room/suite<br><b>900</b>                                                                                                                         | B Telephone number<br><b>(918) 295-8000</b>                                                                                                                                  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>TULSA, OK 74103-4012</b>                                                                                                                                                                                                         |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br><b>\$ 10,437,637.</b>                                                                                                                                                                                                      | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                           |  | 259,695.                           | 259,695.                  |                         | STATEMENT 1                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 485,045.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>4,161,169.</b>                                                                                    |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 485,045.                  |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                        |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                          |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                           |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                    |  |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 744,740.                           | 744,740.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                              |  | 0.                                 | 0.                        |                         | 0.                                                          |
| 14 Other employee salaries and wages                                                                                                               |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                |  |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Accounting fees STMT 2                                                                                                                           |  | 5,700.                             | 2,850.                    |                         | 2,850.                                                      |
| c Other professional fees STMT 3                                                                                                                   |  | 349.                               | 175.                      |                         | 174.                                                        |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 4                                                                                                                                    |  | 10,612.                            | 3,506.                    |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                      |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                               |  | 231.                               | 116.                      |                         | 115.                                                        |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 5                                                                                                                           |  | 67,415.                            | 27,532.                   |                         | 36,719.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 84,307.                            | 34,179.                   |                         | 39,858.                                                     |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 2,885,738.                         |                           |                         | 2,885,738.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 2,970,045.                         | 34,179.                   |                         | 2,925,596.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | -2,225,305.                        |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 710,561.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

| Part II Balance Sheets                                                                           |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only |                | Beginning of year     | End of year |             |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|-------------|-------------|
|                                                                                                  |                                                                                                                               | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |             |             |
| Assets                                                                                           | 1 Cash - non-interest-bearing                                                                                                 |                                                                                                 |                | 49,545.               | 51,218.     | 51,218.     |
|                                                                                                  | 2 Savings and temporary cash investments                                                                                      |                                                                                                 |                | 77,206.               | 223,413.    | 223,413.    |
|                                                                                                  | 3 Accounts receivable ▶                                                                                                       |                                                                                                 |                |                       |             |             |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                       |                                                                                                 |                |                       |             |             |
|                                                                                                  | 4 Pledges receivable ▶                                                                                                        |                                                                                                 |                |                       |             |             |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                       |                                                                                                 |                |                       |             |             |
|                                                                                                  | 5 Grants receivable                                                                                                           |                                                                                                 |                |                       |             |             |
|                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons                                          |                                                                                                 |                |                       |             |             |
|                                                                                                  | 7 Other notes and loans receivable ▶                                                                                          |                                                                                                 |                |                       |             |             |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                       |                                                                                                 |                |                       |             |             |
|                                                                                                  | 8 Inventories for sale or use                                                                                                 |                                                                                                 |                |                       |             |             |
|                                                                                                  | 9 Prepaid expenses and deferred charges                                                                                       |                                                                                                 |                |                       |             |             |
|                                                                                                  | 10a Investments - U.S. and state government obligations STMT 7                                                                |                                                                                                 |                | 1,476,938.            | 1,485,296.  | 1,581,381.  |
|                                                                                                  | b Investments - corporate stock STMT 8                                                                                        |                                                                                                 |                | 6,152,609.            | 4,739,997.  | 7,260,343.  |
|                                                                                                  | c Investments - corporate bonds                                                                                               |                                                                                                 |                |                       |             |             |
|                                                                                                  | Liabilities                                                                                                                   | 11 Investments - land, buildings, and equipment basis ▶                                         |                |                       |             |             |
| Less accumulated depreciation ▶                                                                  |                                                                                                                               |                                                                                                 |                |                       |             |             |
| 12 Investments - mortgage loans                                                                  |                                                                                                                               |                                                                                                 |                |                       |             |             |
| 13 Investments - other STMT 9                                                                    |                                                                                                                               |                                                                                                 |                | 2,279,147.            | 1,308,645.  | 1,306,827.  |
| 14 Land, buildings, and equipment: basis ▶ 5,384.                                                |                                                                                                                               |                                                                                                 |                |                       |             |             |
| Less accumulated depreciation ▶ 5,384.                                                           |                                                                                                                               |                                                                                                 |                |                       |             |             |
| 15 Other assets (describe ▶ INTEREST RECEIVABLE)                                                 |                                                                                                                               |                                                                                                 |                | 13,584.               | 14,455.     | 14,455.     |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) |                                                                                                                               |                                                                                                 |                | 10,049,029.           | 7,823,024.  | 10,437,637. |
| 17 Accounts payable and accrued expenses                                                         |                                                                                                                               |                                                                                                 |                | 9,647.                | 8,947.      |             |
| 18 Grants payable                                                                                |                                                                                                                               |                                                                                                 |                |                       |             |             |
| Net Assets or Fund Balances                                                                      | 19 Deferred revenue                                                                                                           |                                                                                                 |                |                       |             |             |
|                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons                                                   |                                                                                                 |                |                       |             |             |
|                                                                                                  | 21 Mortgages and other notes payable                                                                                          |                                                                                                 |                |                       |             |             |
|                                                                                                  | 22 Other liabilities (describe ▶ )                                                                                            |                                                                                                 |                |                       |             |             |
| 23 Total liabilities (add lines 17 through 22)                                                   |                                                                                                                               |                                                                                                 | 9,647.         | 8,947.                |             |             |
| Net Assets or Fund Balances                                                                      | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |                                                                                                 |                |                       |             |             |
|                                                                                                  | 24 Unrestricted                                                                                                               |                                                                                                 |                |                       |             |             |
|                                                                                                  | 25 Temporarily restricted                                                                                                     |                                                                                                 |                |                       |             |             |
|                                                                                                  | 26 Permanently restricted                                                                                                     |                                                                                                 |                |                       |             |             |
|                                                                                                  | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |                                                                                                 |                |                       |             |             |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                                                           |                                                                                                 |                | 0.                    | 0.          |             |
|                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                             |                                                                                                 |                | 0.                    | 0.          |             |
|                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                                                           |                                                                                                 |                | 10,039,382.           | 7,814,077.  |             |
| 30 Total net assets or fund balances                                                             |                                                                                                                               |                                                                                                 | 10,039,382.    | 7,814,077.            |             |             |
| 31 Total liabilities and net assets/fund balances                                                |                                                                                                                               |                                                                                                 | 10,049,029.    | 7,823,024.            |             |             |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 10,039,382. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -2,225,305. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 7,814,077.  |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 7,814,077.  |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                               | <b>P</b>                                         | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| <b>b CAPITAL GAINS DIVIDENDS</b>                                                                                                   |                                                  |                                      |                                  |
| <b>c</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 4,158,736.   |                                            | 3,676,124.                                      | 482,612.                                     |
| <b>b</b> 2,433.       |                                            |                                                 | 2,433.                                       |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | 482,612.                                                                                        |
| <b>b</b>                                                                                    |                                      |                                                 | 2,433.                                                                                          |
| <b>c</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>d</b>                                                                                    |                                      |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                                 |

|                                                                                                                                             |          |          |
|---------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>2</b> Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | <b>2</b> | 485,045. |
|                                                                                                                                             | <b>3</b> | N/A      |

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

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

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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2012                                                                 | 517,344.                                 | 11,392,577.                                  | .045411                                                     |
| 2011                                                                 | 523,256.                                 | 11,401,468.                                  | .045894                                                     |
| 2010                                                                 | 482,651.                                 | 10,936,616.                                  | .044132                                                     |
| 2009                                                                 | 570,925.                                 | 10,271,069.                                  | .055586                                                     |
| 2008                                                                 | 551,599.                                 | 11,652,096.                                  | .047339                                                     |

|                                                                                                                                                                                       |          |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | .238362     |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | <b>3</b> | .047672     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                 | <b>4</b> | 11,443,710. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 545,545.    |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 7,106.      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 552,651.    |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 2,925,596.  |

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

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

|                                                                                                                                                                                                                                        |  |    |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |  | 1  | 7,106. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |  | 2  | 0.     |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |  | 3  | 7,106. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |  | 4  | 0.     |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |  | 5  | 7,106. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |  | 6a | 5,720. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |  | 6b |        |
| 6 Credits/Payments:                                                                                                                                                                                                                    |  | 6c |        |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                                                                                    |  | 6d |        |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                |  | 7  | 5,720. |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  |  | 8  |        |
| d Backup withholding erroneously withheld                                                                                                                                                                                              |  | 9  | 1,386. |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  |  | 10 |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                    |  | 11 |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        |  |    |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           |  |    |        |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        |  |    |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                               | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                       |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>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. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                        |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                      |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                        |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | 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                                                                                                                  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                            |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                            | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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                                                                                                                                 | 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                                                                                        |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                         |     | X  |

N/A

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

|    |                                                                                                                                                                                                                                                                                                                                   |    |     |         |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                           | 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?<br>Website address ► <u>WWW.ZARROW.COM</u>                                                                                                                                                                    | 13 | X   |         |
| 14 | The books are in care of ► <u>STEVE COCHRAN</u> Telephone no. ► <u>(918) 295-8000</u><br>Located at ► <u>401 SOUTH BOSTON AVENUE, SUITE 900, TULSA, OK</u> ZIP+4 ► <u>74103-4012</u>                                                                                                                                              |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                            | 15 | N/A |         |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                     | 1b                                                                  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                        | 1c                                                                  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                 |                                                                     |    |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)                                                                                                                                                                                      | N/A                                                                 | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►                                                                                                                                                                                                                                                                                                                                                                          |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) | N/A                                                                 | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4a                                                                  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                              | 4b                                                                  | X  |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 10     |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

▶ 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
|       |          |
| 2     |          |
|       |          |
|       |          |
| 3     |          |
|       |          |
|       |          |
| 4     |          |
|       |          |
|       |          |

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
|                                                          |        |
|                                                          |        |
| 2                                                        |        |
|                                                          |        |
|                                                          |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
|                                                          |        |
|                                                          |        |
| <b>Total.</b> Add lines 1 through 3                      | 0.     |

Form 990-PF (2013)



**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 | 10,691,885. |
| b | Average of monthly cash balances                                                                            | 1b | 926,095.    |
| c | Fair market value of all other assets                                                                       | 1c |             |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 11,617,980. |
| 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  | 11,617,980. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 174,270.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 11,443,710. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 572,186.    |

**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  | 572,186. |
| 2a | Tax on investment income for 2013 from Part VI, line 5                                                    | 2a | 7,106.   |
| b  | Income tax for 2013. (This does not include the tax from Part VI.)                                        | 2b |          |
| c  | Add lines 2a and 2b                                                                                       | 2c | 7,106.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 565,080. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.       |
| 5  | Add lines 3 and 4                                                                                         | 5  | 565,080. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.       |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 565,080. |

**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 | 2,925,596. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |            |
| 3 | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |            |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |            |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |            |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 2,925,596. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 7,106.     |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 2,918,490. |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7                                                                                                                       |               |                            |             | 565,080.    |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only                                                                                                                                               |               |                            | 344,580.    |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2012                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,925,596.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a                                                                                                                               |               |                            | 344,580.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount                                                                                                                                     |               |                            |             | 565,080.    |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 2,015,936.    |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 2,015,936.    |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a                                                                                              | 2,015,936.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2013                                                                                                                                                         | 2,015,936.    |                            |             |             |

**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

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)

**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**

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

### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

BILL MAJOR, EXECUTIVE DIRECTOR

401 S. BOSTON AVE., SUITE 900, TULSA, OK 74103-4012, TEL NO.

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

**A WRITTEN REQUEST. SEE [WWW.ZARROW.COM](http://WWW.ZARROW.COM) FOR GUIDELINES**

**c Any submission deadlines:**

N/A

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

**TULSA, OK**





|                  |                                                                                                                      |
|------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>Part XVII</b> | <b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b> |
|------------------|----------------------------------------------------------------------------------------------------------------------|

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |              |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|
| <b>1</b> 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?<br><br><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:<br><b>(1)</b> Cash<br><b>(2)</b> Other assets<br><br><b>b</b> Other transactions:<br><b>(1)</b> Sales of assets to a noncharitable exempt organization<br><b>(2)</b> Purchases of assets from a noncharitable exempt organization<br><b>(3)</b> Rental of facilities, equipment, or other assets<br><b>(4)</b> Reimbursement arrangements<br><b>(5)</b> Loans or loan guarantees<br><b>(6)</b> Performance of services or membership or fundraising solicitations<br><br><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees<br><br><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received. |              | <b>Yes</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1a(1)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1a(2)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(1)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(2)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(3)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(5)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(6)</b> |            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c</b>    |            |

[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 |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

JON A. OTTO

Firm's name ► HOGANTAYLOR LLP

Firm's address ► 2222 S. UTICA PL., SUITE 200  
TULSA, OK 74114-7002

Firm's EIN ▶ 73-1413977

Phone no. (918) 745-2333

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      1

| SOURCE                        | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDEND INCOME -<br>DOMESTIC | 95,014.         | 2,433.                        | 92,581.                     | 92,581.                           |                               |
| DIVIDEND INCOME -<br>FOREIGN  | 64,219.         | 0.                            | 64,219.                     | 64,219.                           |                               |
| FRANKLIN STREET<br>PROPERTIES | 17,204.         | 0.                            | 17,204.                     | 17,204.                           |                               |
| INTEREST -<br>CORPORATE BONDS | 11,620.         | 0.                            | 11,620.                     | 11,620.                           |                               |
| INTEREST - FOREIGN<br>BONDS   | 13,259.         | 0.                            | 13,259.                     | 13,259.                           |                               |
| INTEREST - U. S.<br>TREASURY  | 60,741.         | 0.                            | 60,741.                     | 60,741.                           |                               |
| INTEREST INCOME -<br>OTHER    | 71.             | 0.                            | 71.                         | 71.                               |                               |
| TO PART I, LINE 4             | 262,128.        | 2,433.                        | 259,695.                    | 259,695.                          |                               |

FORM 990-PF                      ACCOUNTING FEES                      STATEMENT      2

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING AND AUDIT         | 5,700.                       | 2,850.                            |                               | 2,850.                        |
| TO FORM 990-PF, PG 1, LN 16B | 5,700.                       | 2,850.                            |                               | 2,850.                        |

FORM 990-PF                      OTHER PROFESSIONAL FEES                      STATEMENT      3

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| CONSULTING                   | 349.                         | 175.                              |                               | 174.                          |
| TO FORM 990-PF, PG 1, LN 16C | 349.                         | 175.                              |                               | 174.                          |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| EXCISE TAX                  | 7,106.                       | 0.                                |                               | 0.                            |   |
| FOREIGN TAX                 | 3,506.                       | 3,506.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 10,612.                      | 3,506.                            |                               | 0.                            |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INSURANCE                   | 1,024.                       | 512.                              |                               | 512.                          |   |
| EVENT TICKETS               | 3,140.                       | 0.                                |                               | 0.                            |   |
| AUTOMOBILE EXPENSE          | 34.                          | 17.                               |                               | 17.                           |   |
| OFFICE EXPENSES             | 1,008.                       | 504.                              |                               | 504.                          |   |
| DUES & SUBSCRIPTIONS        | 81.                          | 40.                               |                               | 41.                           |   |
| OVERHEAD ALLOCATION EXPENSE | 62,306.                      | 26,560.                           |                               | 35,746.                       |   |
| MEALS AND ENTERTAINMENT     | 48.                          | 12.                               |                               | 12.                           |   |
| INTERNET EXPENSE            | 24.                          | 12.                               |                               | 12.                           |   |
| ADVERTISING                 | -250.                        | -125.                             |                               | -125.                         |   |
| TO FORM 990-PF, PG 1, LN 23 | 67,415.                      | 27,532.                           |                               | 36,719.                       |   |

| FOOTNOTES |  |  |  | STATEMENT | 6 |
|-----------|--|--|--|-----------|---|
|-----------|--|--|--|-----------|---|

## PART VII-B

## QUESTION 1A(3), 1A(4):

THE ZARROW FAMILIES FOUNDATION OCCUPIES AT NO CHARGE OFFICE SPACE LEASED BY THE ZARROW FAMILY OFFICE, LLC (ZFO). THE FOUNDATION PAID A TOTAL OF \$62,306 TO REIMBURSE THE ZARROW FAMILY OFFICE, LLC FOR EXPENSES ASSOCIATED WITH THE MANAGEMENT OF INVESTMENTS, BOOKKEEPING, FINANCIAL ACCOUNTING AND THE MAKING OF GRANTS TO DONEE ORGANIZATIONS.



---



---

|             |                                            |           |   |
|-------------|--------------------------------------------|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 7 |
|-------------|--------------------------------------------|-----------|---|

---

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|------------|----------------------|
| US TREASURY NTS-2% DUE 1/15/16                   | X             |                | 682,394.   | 749,662.             |
| US T-NOTE, 4.75%, DUE 5/15/14                    | X             |                | 505,000.   | 508,516.             |
| US T-NOTE, 4.5%, DUE 11/15/15                    | X             |                | 297,902.   | 323,203.             |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 1,485,296. | 1,581,381.           |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |            |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 1,485,296. | 1,581,381.           |

---



---

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

---

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|-----------------------------------------|------------|----------------------|
| VANGUARD TOTAL STOCK MARKET INDEX FUND  | 2,831,213. | 4,837,049.           |
| VANGUARD TOTAL INTERNATIONAL INDEX FUND | 1,718,101. | 2,256,794.           |
| VANGUARD REIT INDEX FUND                | 190,683.   | 166,500.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 4,739,997. | 7,260,343.           |

---



---

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

---

| DESCRIPTION                                  | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------------------|---------------------|------------|----------------------|
| STATE OF ISRAEL, 5.6%, DUE 6/1/13            | COST                | 0.         | 0.                   |
| FSP 1441 MAIN STREET CORP. PFD<br>STOCK      | COST                | 39,101.    | 39,101.              |
| FRANKLIN STR PPTYS-5415 SHARES               | COST                | 82,416.    | 82,416.              |
| FSP 303 E WACKER DR, 1 SHARE                 | COST                | 89,566.    | 89,566.              |
| FSP ENERGY TOWER, 1 SHARE                    | COST                | 79,933.    | 79,933.              |
| VANGUARD SHORT-TERM INVEST GRADE<br>BOND ADM | COST                | 326,375.   | 324,557.             |
| FSP UNION CENTRE CORP                        | COST                | 91,254.    | 91,254.              |
| STATE OF ISRAEL, 1.56%, DUE 11/1/13          | COST                | 0.         | 0.                   |
| STATE OF ISRAEL, 1.77%, DUE 11/1/14          | COST                | 250,000.   | 250,000.             |
| STATE OF ISRAEL, 2.59%, DUE<br>7/1/2013      | COST                | 100,000.   | 100,000.             |
| STATE OF ISRAEL, 2.57%, DUE<br>11/1/2018     | COST                | 250,000.   | 250,000.             |
| TOTAL TO FORM 990-PF, PART II, LINE 13       |                     | 1,308,645. | 1,306,827.           |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

| NAME AND ADDRESS                                                           | TITLE AND<br>AVRG HRS/WK      | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|----------------------------------------------------------------------------|-------------------------------|-------------------|------------------------------|--------------------|
| HENRY ZARROW<br>401 SOUTH BOSTON AVENUE, SUITE 900<br>TULSA, OK 74103      | PRESIDENT<br>1.00             | 0.                | 0.                           | 0.                 |
| STEVEN B. COCHRAN<br>401 SOUTH BOSTON AVENUE, SUITE 900<br>TULSA, OK 74103 | SECRETARY & TREASURER<br>2.00 | 0.                | 0.                           | 0.                 |
| JUDY Z. KISHNER<br>401 SOUTH BOSTON AVENUE, SUITE 900<br>TULSA, OK 74103   | DIRECTOR<br>1.00              | 0.                | 0.                           | 0.                 |
| GAIL Z. RICHARDS<br>401 SOUTH BOSTON AVENUE, SUITE 900<br>TULSA, OK 74103  | DIRECTOR<br>1.00              | 0.                | 0.                           | 0.                 |
| STUART ZARROW<br>401 SOUTH BOSTON AVENUE, SUITE 900<br>TULSA, OK 74103     | DIRECTOR<br>1.00              | 0.                | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                               |                               | 0.                | 0.                           | 0.                 |

# ZFF Payments Made - Charitable Vs. Non Charitable Deduction

Date Paid was in last year AND Fund/Donor is 'The Zarrow Families Foundation'  
2/12/2014

| Payee Organization<br>Project Title                                                        | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|--------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| American Cancer Society (Tulsa)<br>2013 Relay for Life                                     | 4/1/2013<br>4985     | \$1,000.00       | \$0.00               | \$1,000.00        |
| American Diabetes Association<br>operating funds                                           | 2/1/2013<br>4969     | \$1,500.00       | \$0.00               | \$1,500.00        |
| American Heart Association<br>2013 American Heart Walk - no tickets or benefits, please    | 2/1/2013<br>4970     | \$1,500.00       | \$0.00               | \$1,500.00        |
| American Institute of Philanthropy<br>operating                                            | 1/2/2013<br>4957     | \$200.00         | \$0.00               | \$200.00          |
| American Red Cross (Tulsa)<br>operating funds                                              | 5/1/2013<br>4997     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Arts & Humanities Council of Tulsa<br>operating funds                                      | 5/1/2013<br>4998     | \$2,650.00       | \$0.00               | \$2,650.00        |
| Baptist General Convention of the State of Oklahoma<br>tornado relief efforts in Oklahoma  | 5/22/2013<br>5003    | \$200.00         | \$0.00               | \$200.00          |
| Berryhill Public Schools<br>gift to the Ward Scholarship Fund                              | 11/13/2013<br>5053   | \$500.00         | \$0.00               | \$500.00          |
| Big Brothers Big Sisters of Oklahoma<br>operating                                          | 1/2/2013<br>4958     | \$1,000.00       | \$0.00               | \$1,000.00        |
| B'nai Emunah Congregation<br>Building Capital Fund and the Building Renewal Endowment Fund | 7/1/2013<br>5014     | \$30,000.00      | \$0.00               | \$30,000.00       |
| B'nai Emunah Congregation<br>Operating funds                                               | 7/1/2013<br>5013     | \$20,080.00      | \$0.00               | \$20,080.00       |

# Pages 10  
2-sided pgs. 2-9  
Scan by \_\_\_\_\_

**REVIEWED**  
By Laura Blas at 12:31 pm, Mar 14, 2014

# ZFF Payments Made - Charitable Vs. Non Charitable Deduction

Date Paid was in last year AND Fund/Donor is 'The Zarrow Families Foundation'  
2/12/2014

| Payee Organization<br>Project Title                                                        | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|--------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| American Cancer Society (Tulsa)<br>2013 Relay for Life                                     | 4/1/2013<br>4985     | \$1,000.00       | \$0.00               | \$1,000.00        |
| American Diabetes Association<br>operating funds                                           | 2/1/2013<br>4969     | \$1,500.00       | \$0.00               | \$1,500.00        |
| American Heart Association<br>2013 American Heart Walk - no tickets or benefits, please    | 2/1/2013<br>4970     | \$1,500.00       | \$0.00               | \$1,500.00        |
| American Institute of Philanthropy<br>operating                                            | 1/2/2013<br>4957     | \$200.00         | \$0.00               | \$200.00          |
| American Red Cross (Tulsa)<br>operating funds                                              | 5/1/2013<br>4997     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Arts & Humanities Council of Tulsa<br>operating funds                                      | 5/1/2013<br>4998     | \$2,650.00       | \$0.00               | \$2,650.00        |
| Baptist General Convention of the State of Oklahoma<br>tornado relief efforts in Oklahoma  | 5/22/2013<br>5003    | \$200.00         | \$0.00               | \$200.00          |
| Berryhill Public Schools<br>gift to the Ward Scholarship Fund                              | 11/13/2013<br>5053   | \$500.00         | \$0.00               | \$500.00          |
| Big Brothers Big Sisters of Oklahoma.<br>operating                                         | 1/2/2013<br>4958     | \$1,000.00       | \$0.00               | \$1,000.00        |
| B'nai Emunah Congregation<br>Building Capital Fund and the Building Renewal Endowment Fund | 7/1/2013<br>5014     | \$30,000.00      | \$0.00               | \$30,000.00       |
| B'nai Emunah Congregation<br>Operating funds                                               | 7/1/2013<br>5013     | \$20,080.00      | \$0.00               | \$20,080.00       |

| Payee Organization<br>Project Title                                                                                   | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|-----------------------------------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| B'nai Emunah Congregation<br><i>Rabbi's Retirement Fund</i>                                                           | 8/1/2013<br>5019     | \$3,000.00       | \$0.00               | \$3,000.00        |
| B'nai Emunah Congregation<br><i>High Holiday Fund &amp; Yizkor Book in memory of the Zarrow family<br/>loved ones</i> | 8/1/2013<br>5018     | \$8,000.00       | \$0.00               | \$8,000.00        |
| B'nai Emunah Congregation<br><i>sponsorship of the 2013 Simchat Torah luncheon</i>                                    | 10/8/2013<br>5034    | \$727.50         | \$0.00               | \$727.50          |
| Boy Scouts of America/Indian Nations Council<br><i>2013 Friends of Scouting Campaign</i>                              | 2/1/2013<br>4971     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Center for Individuals with Physical Challenges, Ltd.<br><i>2013 Polo Classic</i>                                     | 4/1/2013<br>4995     | \$8,980.00       | \$1,020.00           | \$10,000.00       |
| Clarehouse<br><i>2013 Raising' Cam. A Ballroom Bash - no tickets or benefits, please</i>                              | 9/3/2013<br>5027     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Community Action Project of Tulsa County<br><i>operating funds</i>                                                    | 11/1/2013<br>5039    | \$5,000.00       | \$0.00               | \$5,000.00        |
| Community Food Bank of Eastern Oklahoma<br><i>2013 Empty Bowls</i>                                                    | 3/1/2013<br>4982     | \$7,300.00       | \$200.00             | \$7,500.00        |
| Community Food Bank of Eastern Oklahoma<br><i>donation</i>                                                            | 10/31/2013<br>5036   | \$250.00         | \$0.00               | \$250.00          |
| Community Service Council of Greater Tulsa, Inc.<br><i>Tulsa Weather Coalition</i>                                    | 6/3/2013<br>5008     | \$10,000.00      | \$0.00               | \$10,000.00       |
| Conference of Southwest Foundations, Inc.<br><i>donation</i>                                                          | 2/1/2013<br>4972     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Council on Foundations<br><i>membership contribution</i>                                                              | 1/2/2013<br>4959     | \$770.00         | \$500.00             | \$1,270.00        |

| Payee Organization<br>Project Title                                                                                          | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|------------------------------------------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| Cushing Arts and Humanities Council, Inc.<br>2013 Summer Art Camp                                                            | 5/15/2013<br>5002    | \$500.00         | \$0.00               | \$500.00          |
| Dividing Bread Ministry, Inc.<br>operating funds                                                                             | 11/5/2013<br>5048    | \$200.00         | \$0.00               | \$200.00          |
| Domestic Violence Intervention Services, Inc.<br>operating funds                                                             | 4/1/2013<br>4987     | \$1,500.00       | \$0.00               | \$1,500.00        |
| Family & Children's Services, Inc.<br>2013 Brainiac Ball                                                                     | 4/1/2013<br>4988     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Family & Children's Services, Inc.<br>Community in Crisis campaign to establish a Psychiatric Urgent Care<br>and 16-bed unit | 7/31/2013<br>5017    | \$400,000.00     | \$0.00               | \$400,000.00      |
| Funders Together To End Homelessness Inc<br>general operating funds                                                          | 5/23/2013<br>5007    | \$5,000.00       | \$0.00               | \$5,000.00        |
| Gatesway Foundation, The<br>2013 Balloon Festival sponsorship                                                                | 6/3/2013<br>5009     | \$7,300.00       | \$200.00             | \$7,500.00        |
| Gilcrease Museum Management Trust<br>2013 Rendezvous                                                                         | 3/1/2013<br>4983     | \$4,000.00       | \$0.00               | \$4,000.00        |
| Gilcrease Museum Management Trust<br>Business Art Alliance                                                                   | 11/1/2013<br>5040    | \$2,500.00       | \$0.00               | \$2,500.00        |
| Goodwill Industries of Tulsa, Inc.<br>2013 Annual Award Luncheon                                                             | 4/1/2013<br>4989     | \$3,880.00       | \$120.00             | \$4,000.00        |
| Hispanic American Foundation<br>operating funds                                                                              | 9/3/2013<br>5028     | \$4,000.00       | \$0.00               | \$4,000.00        |
| Holland Hall School<br>operating funds                                                                                       | 11/1/2013<br>5041    | \$6,000.00       | \$0.00               | \$6,000.00        |

| Payee Organization<br>Project Title                                  | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|----------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| Hope Pregnancy Center of Tulsa<br>operating funds                    | 5/22/2013<br>5004    | \$100.00         | \$0.00               | \$100.00          |
| Humane Society of Tulsa<br>operating funds                           | 10/10/2013<br>5035   | \$500.00         | \$0.00               | \$500.00          |
| Humane Society of Tulsa<br>operating funds                           | 10/31/2013<br>5037   | \$150.00         | \$0.00               | \$150.00          |
| Jewish Federation of Tulsa<br>Annual Campaign                        | 11/26/2013<br>5054   | \$100,000.00     | \$0.00               | \$100,000.00      |
| Jewish Funders Network<br>contribution                               | 2/1/2013<br>4973     | \$1,200.00       | \$0.00               | \$1,200.00        |
| John 3:16 Mission<br>operating funds                                 | 4/1/2013<br>4990     | \$1,500.00       | \$0.00               | \$1,500.00        |
| John 3:16 Mission<br>operating funds                                 | 10/31/2013<br>5038   | \$100.00         | \$0.00               | \$100.00          |
| Junior Achievement of Oklahoma<br>operating funds                    | 2/1/2013<br>4974     | \$1,500.00       | \$0.00               | \$1,500.00        |
| Juvenile Diabetes Foundation<br>gift in honor of Caden Cabbage       | 12/20/2013<br>5061   | \$1,000.00       | \$0.00               | \$1,000.00        |
| LIFE Senior Services, Inc.<br>Sponsorship of Puttin' on the Dog 2013 | 1/2/2013<br>4960     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Love, Inc. of Greater Cushing<br>contribution                        | 12/20/2013<br>5062   | \$1,000.00       | \$0.00               | \$1,000.00        |
| Margaret Hudson Program<br>Student Leadership Conference             | 1/16/2013<br>4968    | \$1,000.00       | \$0.00               | \$1,000.00        |

| Payee Organization<br>Project Title                                                                                                                                                                                  | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| MAZON<br>operating funds                                                                                                                                                                                             | 9/3/2013<br>5029     | \$1,800.00       | \$0.00               | \$1,800.00        |
| Meals on Wheels of Metro Tulsa<br>Keep 'em Rolling 2013 - no tickets or benefits, please                                                                                                                             | 8/1/2013<br>5020     | \$7,500.00       | \$0.00               | \$7,500.00        |
| Mental Health Association in Tulsa, Inc.<br>2013 Carnivale                                                                                                                                                           | 1/2/2013<br>4962     | \$24,000.00      | \$1,000.00           | \$25,000.00       |
| Mental Health Association in Tulsa, Inc.<br>gift in memory of Ida Horeth                                                                                                                                             | 8/28/2013<br>5026    | \$100.00         | \$0.00               | \$100.00          |
| Mental Health Association in Tulsa, Inc.<br>gift for Carnivale in honor of Mike Brose's 20th year with the Mental<br>Health Association in Tulsa                                                                     | 11/26/2013<br>5059   | \$500.00         | \$0.00               | \$500.00          |
| Mental Health Association in Tulsa, Inc.<br>funds to strengthen MHAT's executive/administrative infrastructure in<br>light of the expansion of programs as a result of the Building Tulsa<br>Building Lives campaign | 12/20/2013<br>5063   | \$500,000.00     | \$0.00               | \$500,000.00      |
| Muscular Dystrophy Association<br>operating funds                                                                                                                                                                    | 8/1/2013<br>5021     | \$1,500.00       | \$0.00               | \$1,500.00        |
| National Alliance/Schizophrenia & Depression<br>research on Schizophrenia and Depression                                                                                                                             | 8/1/2013<br>5022     | \$15,000.00      | \$0.00               | \$15,000.00       |
| National Center for Family Philanthropy, Inc.<br>Friends of the Family contribution                                                                                                                                  | 6/3/2013<br>5010     | \$400.00         | \$100.00             | \$500.00          |
| National Ghost Ranch Foundation, Inc.<br>general operating funds                                                                                                                                                     | 9/30/2013<br>5031    | \$2,000.00       | \$0.00               | \$2,000.00        |
| National Multiple Sclerosis Society (Tulsa Chapter)<br>2013 Uncorking the Cure for MS - no tickets or benefits, please                                                                                               | 8/1/2013<br>5023     | \$1,500.00       | \$0.00               | \$1,500.00        |



| Payee Organization<br>Project Title                                                                  | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|------------------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| Nature Conservancy<br><i>operating funds</i>                                                         | 2/1/2013<br>4975     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Neighbor for Neighbor<br><i>operating funds</i>                                                      | 6/3/2013<br>5011     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Northwest Rogers County Fire Protection District<br><i>gift in honor of Grant &amp; Bianca Keys</i>  | 11/5/2013<br>5049    | \$500.00         | \$0.00               | \$500.00          |
| OETA Foundation<br><i>operating funds</i>                                                            | 2/1/2013<br>4976     | \$6,000.00       | \$0.00               | \$6,000.00        |
| Oklahoma Baptist Homes for Children, Inc.<br><i>clothing fund for the boys of White City Cottage</i> | 5/22/2013<br>5005    | \$200.00         | \$0.00               | \$200.00          |
| Oklahoma Center for Community and Justice, Inc.<br><i>2013 Annual Awards Dinner</i>                  | 9/3/2013<br>5030     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Oklahoma Forensic Center<br><i>Patient Activity Fund</i>                                             | 11/1/2013<br>5042    | \$250.00         | \$0.00               | \$250.00          |
| Oklahoma Foundation for Excellence<br><i>operating funds</i>                                         | 2/1/2013<br>4977     | \$1,500.00       | \$0.00               | \$1,500.00        |
| Oklahoma Heritage Association<br><i>Scholarships</i>                                                 | 2/1/2013<br>4978     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Oklahoma Heritage Association<br><i>2013 Oklahoma Hall of Fame</i>                                   | 10/1/2013<br>5032    | \$3,500.00       | \$0.00               | \$3,500.00        |
| Oklahoma Jazz Hall of Fame<br><i>2013 Jazz Hall of Fame</i>                                          | 11/1/2013<br>5043    | \$750.00         | \$0.00               | \$750.00          |
| Palmer Continuum of Care, Inc.<br><i>operating funds</i>                                             | 3/1/2013<br>4984     | \$1,000.00       | \$0.00               | \$1,000.00        |

| Payee Organization<br>Project Title                                                                                    | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|------------------------------------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| The Parent Child Center of Tulsa<br><i>2014 Toyland Ball - no tickets or benefits, please</i>                          | 11/26/2013<br>5055   | \$1,000.00       | \$0.00               | \$1,000.00        |
| Regional Crime Victim Crisis Center<br><i>Champions for Children's gift in memory of Robert Copeland</i>               | 1/11/2013<br>4967    | \$500.00         | \$0.00               | \$500.00          |
| Ronald McDonald House Charities of Tulsa, Inc.<br><i>2013 McDazzle - no tickets or benefits, please</i>                | 6/3/2013<br>5012     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Salvation Army, The (Tulsa)<br><i>2013 Neediest Families Fund</i>                                                      | 11/26/2013<br>5056   | \$1,000.00       | \$0.00               | \$1,000.00        |
| Salvation Army, The (Tulsa)<br><i>sponsorship of the Sounds of Christmas Luncheon - no tickets or benefits, please</i> | 11/11/2013<br>5052   | \$5,000.00       | \$0.00               | \$5,000.00        |
| Sherwin Miller Museum of Jewish Art<br><i>operating funds</i>                                                          | 4/1/2013<br>4991     | \$3,500.00       | \$0.00               | \$3,500.00        |
| Special Olympics Oklahoma<br><i>operating funds</i>                                                                    | 5/1/2013<br>4999     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Street School, Inc.<br><i>Street Party 2013</i>                                                                        | 1/2/2013<br>4963     | \$2,500.00       | \$0.00               | \$2,500.00        |
| Temple Israel<br><i>operating funds</i>                                                                                | 8/1/2013<br>5024     | \$16,000.00      | \$0.00               | \$16,000.00       |
| TSHA, Inc.<br><i>Souper Sunday 2013 - no tickets or benefits, please</i>                                               | 1/2/2013<br>4964     | \$250.00         | \$0.00               | \$250.00          |
| Tulsa Advocates for the Protection of Children, Inc.<br><i>Christmas for Kids Holiday Gifts</i>                        | 11/1/2013<br>5044    | \$2,000.00       | \$0.00               | \$2,000.00        |
| Tulsa Area United Way<br><i>operating funds</i>                                                                        | 11/1/2013<br>5045    | \$60,000.00      | \$0.00               | \$60,000.00       |

| Payee Organization<br>Project Title                                                                       | Paid Date<br>Check # | Deduct<br>Amount | Non-Deduct<br>Amount | Payment<br>Amount |
|-----------------------------------------------------------------------------------------------------------|----------------------|------------------|----------------------|-------------------|
| Tulsa Ballet Theatre<br>2013 Icons & Idols - no tickets or benefits, please                               | 1/3/2013<br>4966     | \$7,000.00       | \$0.00               | \$7,000.00        |
| Tulsa Boys' Home<br>operating funds                                                                       | 4/1/2013<br>4992     | \$1,000.00       | \$0.00               | \$1,000.00        |
| Tulsa C.A.R.E.S.<br>2013 Red Ribbon Gala - no tickets or benefits, please                                 | 2/1/2013<br>4979     | \$500.00         | \$0.00               | \$500.00          |
| Tulsa Day Center for the Homeless, Inc.<br>2013 Homerun for the Homeless - no tickets or benefits, please | 5/1/2013<br>5000     | \$10,000.00      | \$0.00               | \$10,000.00       |
| Tulsa Day Center for the Homeless, Inc.<br>operating gift                                                 | 11/5/2013<br>5050    | \$300.00         | \$0.00               | \$300.00          |
| Tulsa Historical Society<br>2013 Tulsa Hall of Fame Dinner                                                | 8/1/2013<br>5025     | \$5,000.00       | \$0.00               | \$5,000.00        |
| Tulsa Jewish Retirement & Health Care Center<br>Holiday Fund                                              | 11/1/2013<br>5046    | \$500.00         | \$0.00               | \$500.00          |
| Tulsa Jewish Retirement & Health Care Center<br>for the capital campaign in memory of Scott Zarrow        | 7/31/2013<br>5016    | \$1,000,000.00   | \$0.00               | \$1,000,000.00    |
| Tulsa Library Trust<br>Capital Campaign to renovate the downtown library                                  | 7/31/2013<br>5015    | \$500,000.00     | \$0.00               | \$500,000.00      |
| Tulsa Metropolitan Ministry<br>in honor of the 2013 Annual Assembly award recipients                      | 5/23/2013<br>5006    | \$1,000.00       | \$0.00               | \$1,000.00        |
| Tulsa Women's Foundation<br>2013 Pinnacle Awards Dinner - no tickets or benefits, please                  | 2/1/2013<br>4980     | \$250.00         | \$0.00               | \$250.00          |
| Tulsa Zoo Management, Inc.<br>operating funds                                                             | 2/1/2013<br>4981     | \$250.00         | \$0.00               | \$250.00          |

| Payee Organization<br>Project Title                                                                                                                | Paid Date<br>Check # | Deduct<br>Amount      | Non-Deduct<br>Amount | Payment<br>Amount     |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------|----------------------|-----------------------|
| United Negro College Fund, Inc.<br><i>scholarships</i>                                                                                             | 5/1/2013<br>5001     | \$1,000.00            | \$0.00               | \$1,000.00            |
| University of Oklahoma Foundation, Inc.<br><i>President's Associates on behalf of Henry Zarrow</i>                                                 | 11/1/2013<br>5047    | \$1,000.00            | \$0.00               | \$1,000.00            |
| University of Tulsa<br><i>Friends of Finance</i>                                                                                                   | 1/2/2013<br>4965     | \$500.00              | \$0.00               | \$500.00              |
| University of Tulsa<br><i>KWGS</i>                                                                                                                 | 10/1/2013<br>5033    | \$3,500.00            | \$0.00               | \$3,500.00            |
| University of Tulsa<br><i>President's Council on behalf of Henry Zarrow</i>                                                                        | 4/1/2013<br>4993     | \$1,500.00            | \$0.00               | \$1,500.00            |
| University of Tulsa<br><i>McFarlin Fellows for Judy &amp; Tom Kishner. Hilary Zarrow. Gail &amp; Kip Richards, Henry Zarrow, and Maxine Zarrow</i> | 11/26/2013<br>5057   | \$9,000.00            | \$0.00               | \$9,000.00            |
| Up With Trees<br><i>operating funds</i>                                                                                                            | 11/26/2013<br>5058   | \$500.00              | \$0.00               | \$500.00              |
| YMCA of Greater Tulsa<br><i>Camp Scholarship Program for Westside Y</i>                                                                            | 4/1/2013<br>4994     | \$600.00              | \$0.00               | \$600.00              |
| Youth Services of Tulsa<br><i>operating costs</i>                                                                                                  | 11/5/2013<br>5051    | \$500.00              | \$0.00               | \$500.00              |
| Youth Services of Tulsa<br><i>PregNol program</i>                                                                                                  | 11/26/2013<br>5060   | \$500.00              | \$0.00               | \$500.00              |
| <b>Grand Total</b><br>(104 items)                                                                                                                  |                      | <b>\$2,885,737.50</b> | <b>\$3,140.00</b>    | <b>\$2,888,877.50</b> |

# ZFF Grant Commitment Schedule (6 years)

Fund/Donor is 'The Zarrow Families Foundation' AND Support Type is not 'Fundraisers'  
12/31/2013

| Organization<br>Grant Amount                                                                                                                                                                                                                                   | Total<br>Paid | Scheduled Payments |              |              |              |              | Remaining<br>Balance |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|--------------------|--------------|--------------|--------------|--------------|----------------------|
|                                                                                                                                                                                                                                                                |               | 2013               | 2014         | 2015         | 2016         | 2017         |                      |
| B'nai Emunah Congregation<br>\$150,000.00<br><i>Building Capital Fund and the<br/>Building Renewal Endowment<br/>Fund</i>                                                                                                                                      | \$90,000.00   | \$0.00             | \$30,000.00  | \$30,000.00  | \$0.00       | \$0.00       | \$0.00               |
| Family & Children's Services, Inc.<br>\$1,000,000.00<br><i>Community in Crisis campaign<br/>to establish a Psychiatric Urgent<br/>Care and 16-bed unit</i>                                                                                                     | \$400,000.00  | \$0.00             | \$300,000.00 | \$300,000.00 | \$0.00       | \$0.00       | \$0.00               |
| Mental Health Association in<br>Tulsa, Inc.<br>\$1,000,000.00<br><i>funds to strengthen MHAT's<br/>executive/administrative<br/>infrastructure in light of the<br/>expansion of programs as a<br/>result of the Building Tulsa<br/>Building Lives campaign</i> | \$500,000.00  | \$0.00             | \$500,000.00 | \$0.00       | \$0.00       | \$0.00       | \$0.00               |
| Tulsa Community Foundation<br>\$1,000,000.00<br><i>A Gathering Place for Tulsa<br/>Fund</i>                                                                                                                                                                    | \$0.00        | \$0.00             | \$200,000.00 | \$200,000.00 | \$200,000.00 | \$200,000.00 | \$0.00               |

# Pages 2-3

2-sided pgs 2-3

Scan by \_\_\_\_\_

**REVIEWED**

By Laura Blais at 10:45 am, Mar 14, 2014

# ZFF Grant Commitment Schedule (6 years)

Fund/Donor is 'The Zarrow Families Foundation' AND Support Type is not 'Fundraisers'

12/31/2013

| Organization<br>Grant Amount                                                                                                                                                                                                                                    | Total<br>Paid | Scheduled Payments |              |              |              |              | Remaining<br>Balance |        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|--------------------|--------------|--------------|--------------|--------------|----------------------|--------|
|                                                                                                                                                                                                                                                                 |               | 2013               | 2014         | 2015         | 2016         | 2017         |                      | 2018   |
| B'nai Emunah Congregation<br>\$150,000.00<br><i>Building Capital Fund and the<br/>Building Renewal Endowment<br/>Fund</i>                                                                                                                                       | \$90,000.00   | \$0.00             | \$30,000.00  | \$30,000.00  | \$0.00       | \$0.00       | \$0.00               | \$0.00 |
| Family & Children's Services, Inc.<br>\$1,000,000.00<br><i>Community in Crisis campaign<br/>to establish a Psychiatric Urgent<br/>Care and 16-bed unit</i>                                                                                                      | \$400,000.00  | \$0.00             | \$300,000.00 | \$300,000.00 | \$0.00       | \$0.00       | \$0.00               | \$0.00 |
| Mental Health Association in<br>Tulsa, Inc.<br>\$1,000,000.00<br><i>funds to strengthen MHAT's<br/>executive/administrative<br/>infrastructure in light of the<br/>expansion of programs as a<br/>result of the Building-Tulsa,<br/>Building Lives campaign</i> | \$500,000.00  | \$0.00             | \$500,000.00 | \$0.00       | \$0.00       | \$0.00       | \$0.00               | \$0.00 |
| Tulsa Community Foundation<br>\$1,000,000.00<br><i>A Gathering Place for Tulsa<br/>Fund</i>                                                                                                                                                                     | \$0.00        | \$0.00             | \$200,000.00 | \$200,000.00 | \$200,000.00 | \$200,000.00 | \$200,000.00         | \$0.00 |

| Organization<br>Grant Amount                                                                          | Total<br>Paid         | 2013          | 2014                  | Scheduled Payments<br>2015 | 2016                | 2017                | 2018                | Remaining<br>Balance |
|-------------------------------------------------------------------------------------------------------|-----------------------|---------------|-----------------------|----------------------------|---------------------|---------------------|---------------------|----------------------|
| Tulsa Library Trust<br>\$1,000,000.00<br><i>Capital Campaign to renovate<br/>the downtown library</i> | \$500,000.00          | \$0.00        | \$500,000.00          | \$0.00                     | \$0.00              | \$0.00              | \$0.00              | \$0.00               |
| <b>Grand Total</b>                                                                                    | <b>\$1,490,000.00</b> | <b>\$0.00</b> | <b>\$1,530,000.00</b> | <b>\$530,000.00</b>        | <b>\$200,000.00</b> | <b>\$200,000.00</b> | <b>\$200,000.00</b> | <b>\$0.00</b>        |

(5 items)